

Sydney PC  
User Group  
Incorporated

**Constitution**  
(Embodying objects and rules)  
of the

**Sydney PC User Group Incorporated**  
ABN 63 176 530 563

(Incorporated under the (NSW)  
Associations Incorporation Act, 1984)

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# CONSTITUTION OF SYDNEY PC USER GROUP INC.,

ABN 63 176 530 563

(Incorporated under the Associations Incorporation Act, 1984)

## 1 Preliminary

### 1.1 Name

1.1.1 The name of the Club shall be "Sydney PC User Group Incorporated", herein referred to as "the Club".

1.1.2 The Club may also be referred to as "SPCUG".

### 1.2 Objects

The objects for which the Club has been established are to:

1.2.1 be a community based service organisation,

1.2.2 create and foster the growth of the movement known as the "Sydney PC User Group Inc." and to affiliate with other PC User Groups having similar aims and objectives as may be determined by the Committee.

1.2.3 promote unity, friendship and liaison between members.

1.2.4 provide a focal point for members in such social, recreational and other activities as may be deemed appropriate for members from time to time.

1.2.5 hold, and or arrange for the holding of, periodic meetings of the Club and of other people in the State of New South Wales, or of any such section of the community as may be deemed necessary by the Committee.

1.2.6 print, publish, issue, and circulate such advertisements, periodicals, books, web pages, circulars, press releases or other publications as may be deemed by the Committee conducive to the carrying out of the objects of the Club.

1.2.7 ~~establish a voluntary technical advisory service to assist members, where possible, with advice on the Personal Computer as may be deemed appropriate in:~~

1.2.7.1 the buying of hardware and software,

1.2.7.2 the setting up of home bases and small businesses,

1.2.7.3 ~~running a personal computer,~~

1.2.7.4 the maintenance of the user's system,

1.2.7.5 any other matters relevant to a personal computer.

1.2.8 raise funds for and to organise and assist in such community projects or purposes as may be deemed necessary by the Committee from time to time and to expend such monies as may be necessary in the achievement of this object.

**Deleted:** <#>establish a library of computer programs and routines (software) and written material for and by the members of the Club to share with members as may be required.¶

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- 1.2.9 enter into such contracts and agreements as deemed necessary by the Committee, from time to time, for the advancement of the Club.
- 1.2.10 purchase, hire, lease or otherwise acquire for the purposes of the Club any real or personal property and any rights or privileges, which the Committee may think necessary or convenient for the carrying out of the objects of the Club.
- 1.2.11 *carry out such other activities as the committee may determine will further the objectives of the Club noted above.*

## 2 Definitions

### 2.1 Meanings of words & expressions

In this Constitution, unless there is something in the subject or context that is inconsistent, then the following words and expressions shall have the following meanings:

- 2.1.1 “**Commissioner**” means the Commissioner of the Office of Fair Trading.
- 2.1.2 “**in writing**” and “**written**” include printing lithography and other modes of reproducing or representing words in a visible form and includes the electronic display of symbols and words as may be displayed on a monitoring device used in conjunction with an electronic medium including a computer or computing device and any associated equipment used in conjunction with such devices, including but not limited to emails.
- 2.1.3 *“**Membership Officer**” means the person accepted by the Committee as holding that office and who carries out the duties as defined for the office in this Constitution.*
- 2.1.4 “**Ordinary Member**” means a member of the Committee who is not an office-bearer of the Club, as referred to in *Clause 4.2* “Constitution and Membership”, sub-paragraph 4.2.2.
- 2.1.5 “**Secretary**” means:
  - (a) the person holding office under this Constitution as Secretary of the Club, or
  - (b) if no such person holds that office – the Public Officer of the Club.
- 2.1.6 “**Special General Meeting**” means a General Meeting of the Club other than an Annual General Meeting.
- 2.1.7 “**the Act**” means the *Associations Incorporation Act 1984*.
- 2.1.8 “**the Regulation**” means the *Associations Incorporation Regulation 1999*.
- 2.1.9 “**the Club**” means the Sydney PC User Group Inc.
- 2.1.10 “**personal computer**” includes all computing devices, peripherals, digital and other multi media equipment and software.

**Comment [m1]:** Added definition to allow use of position later in Constitution. This in turn allows the Constitution to reflect how the Club is being run.

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## 2.2 References to include

In this Constitution:

- 2.2.1 a reference to a function includes a reference to a power, authority and duty, and
- 2.2.2 a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- 2.2.3 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.

## 3 Membership

### 3.1 Membership Classes

The Committee may, from time to time, as it sees fit, provide for different classes of members and of membership including general, special, corporate, honorary, life and other classes and shall define such classes by Operating Procedures and Regulations.

### 3.2 Honorary Members and Life Members

- 3.2.1 Honorary membership may be granted by the Committee, without payment of any subscription, to any person who in the opinion of the Committee may warrant such category of membership.
- 3.2.2 An Honorary Member (other than a Life Member) shall be entitled only to the social privileges of the Club.
- 3.2.3 The Committee shall have the power to cancel the honorary membership of any person at any time without assigning any reason.
- 3.2.4 No person shall be made a Life Member except by resolution of a General Meeting of the Club following the submission to such meeting of an appropriate recommendation from the Committee. No person shall be made an honorary life member except in a case of exceptional or unusual or distinguished merit and except on the recommendation of the Committee endorsed by a three-quarters (3/4) majority of financial members voting at a General Meeting.

**Comment [m2]:** Words deleted as considered redundant.

**Deleted:** and may include any prominent citizen or any person that the Committee may appoint as Patron or Patrons who have been approved at a General Meeting of the members

### 3.3 Membership Qualifications

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

- 3.3.1 the person is a person referred to in section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a member of the Club at any time after incorporation of the Club under the Act.
- 3.3.2 the person has been:
  - 3.3.2.1 nominated for membership of the Club as provided by Clause 3.5 below, and

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3.3.2.2 approved for membership of the Club by the Committee of the Club.

**3.4 Persons under 18 years old**

An Application for Membership of the Club made by a natural person under the age of eighteen (18) years-of-age *must be* endorsed with the consent of a parent or legal guardian.

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**3.5 Application for Membership**

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3.5.1 An application by a person for membership of the Club:

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3.5.1.1 must be made in the form set out in the Operating Procedures and Regulations, and

**Comment [RF3]:** Do we need a separate procedure covering becoming a member?

3.5.1.2 must be lodged, together with the prescribed membership fees, with the Membership Officer of the Club.

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3.5.2 As soon as practicable after receiving an application for membership the Membership Officer must, subject to Clause 3.5.3 below, complete the registration details and issue a membership card to the new member.

3.5.3 Should the Membership Officer consider an application for membership not to be in the best interests of the Club, the Membership Officer must, as soon as practicable after receiving the application, refer the application to the Committee which is to determine whether to approve or to reject the application.

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**Deleted:** for membership, the Secretary must

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As soon as practicable after the Committee makes that determination, the Secretary must notify the Membership Officer of the Committee's determination and the Membership Officer must act in accordance with that determination to either accept or reject the application.

**3.6 Cessation of Membership**

3.6.1 A person ceases to be a member of the Club if the person:

- 3.6.1.1 dies, or
- 3.6.1.2 resigns membership, or
- 3.6.1.3 is expelled from the Club, or
- 3.6.1.4 fails to pay the Annual Subscription.

**Deleted:** <#>if the Committee approved the nomination, request the nominee to pay (within the period of twenty-eight (28) days after receipt by the nominee of the notification) the sum payable under this Constitution by a member as Joining Fee and Annual Subscription.¶ <#>the Secretary must, on payment by the nominee of the amounts referred to in subparagraph 3.4.3.2 above within the period referred to in that provision, enter the nominee's name in the Register of Members and, on the name being so entered, the nominee becomes a member of the Club.¶

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**3.7 Membership Entitlements not Transferable**

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

- 3.7.1.1 is not capable of being transferred or transmitted to another person, and
- 3.7.1.2 terminates on cessation of the person's membership.

**3.8 Resignation of Membership**

3.8.1 A member of the Club is not entitled to resign that membership except in

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accordance with sub-paragraph 3.8.1.1.

3.8.1.1 A member of the Club who has paid all amounts payable by the member to the Club in respect of the member's membership may resign from membership of the Club by first giving to the *Membership Officer* written notice of at least one month (or such other period as the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

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3.8.2 If a member of the Club ceases to be a member under subparagraph 3.8.1.1, and in every other case where a member ceases to hold membership, the *Membership Officer* must make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

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### 3.9 Register of Members

3.9.1 The *Membership Officer* of the Club must establish and maintain a Register of Members of the Club specifying the name and address of each person who is a member of the Club together with the date on which the person became a member.

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3.9.2 The Register of Members must be kept *by the Membership Officer* at the *location determined by the Committee* and must be open for inspection, free of charge, by any member of the Club at any reasonable hour.

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3.9.3 A member of the Club may obtain a copy of any part of the Register of Members on payment of a fee of \$5.00 for each page copied or, if some other amount is determined by the Committee, that other amount.

### 3.10 Fees and Subscriptions

3.10.1 The Joining Fee, Annual Subscription and any other annual fees or charges payable by any class of members, the amount thereof and all other matters pertaining thereto not specifically provided by this Constitution shall be such as shall from time to time be prescribed by the Committee and shall be payable by members annually in advance.

3.10.2 Annual Subscriptions and any other fees or charges payable annually shall be payable in advance in full or in accordance with the other provisions of the Operating Procedures or Regulations or other decisions of the Committee.

3.10.3 Entrance fees to meetings, as prescribed from time to time by the Committee, shall be payable before the commencement of the meeting.

3.10.4 The payment of entrance fees at the main meeting and special interest group meetings shall be voluntary by members of the Committee.

3.10.5 Life members and honorary members are exempt from the payment of fees.

### 3.11 Members' Liabilities

The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the

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Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by [Clause 3.10](#) - Fees and Subscriptions.

### 3.12 Resolution of Internal Disputes

- 3.12.1 Disputes between members (in their capacity as members) of the Club, and disputes between members and the Club, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- 3.12.2 At least seven (7) days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

### 3.13 Disciplining of Members

- 3.13.1 A complaint may be made to the Committee, by any person, that a member of the Club has:
- 3.13.1.1 persistently refused or neglected to comply with a provision or provisions of this Constitution, or
  - 3.13.1.2 persistently and wilfully acted in a manner prejudicial to the interests of the Club.
- 3.13.2 On receiving such a complaint, the Committee must:
- 3.13.2.1 cause notice of the complaint to be served on the member concerned; and
  - 3.13.2.2 give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
  - 3.13.2.3 take into consideration any submissions made by the member in connection with the complaint.
- 3.13.3 The Committee may, by resolution, expel the member from the Club or suspend the member from membership of the Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 3.13.3.1 If the Committee expels or suspends a member, the Secretary must, within seven (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 3.14](#) - Right of Appeal of a Disciplined Member.
  - 3.13.3.2 The expulsion or suspension does not take effect:
    - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
    - (b) if within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under [Clause 3.14 - Right of Appeal of a Disciplined Member](#), sub-paragraph [3.14.4.3](#),

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whichever is the later.

### 3.14 Right of Appeal of a Disciplined Member

- 3.14.1 A member may appeal to the Club in General Meeting against a resolution of the Committee under [Clause 3.13](#) - Disciplining of Members, within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 3.14.2 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.
- 3.14.3 On receipt of a notice from a member, under sub-paragraph [3.14.1](#), the Secretary must notify the Committee which is to convene a General Meeting of the Club to be held within 28 days after the date on which the Secretary received the notice.
- 3.14.4 At a General Meeting of the Club convened under sub-paragraph [3.14.3](#):
  - 3.14.4.1 the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - 3.14.4.2 the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
  - 3.14.4.3 if, at the General Meeting, the Club passes a special resolution in favour of the confirmation of the resolution then the resolution is confirmed.
  - 3.14.4.4 no business other than the question of the appeal is to be transacted at the General Meeting.

## 4 The Committee

### 4.1 Powers of the Committee

The Committee is to be called the Committee of Management of the Club and, subject to the Act, the Regulation and this Constitution and to any resolution passed by the Club in General Meeting:

- 4.1.1 is to control and manage the affairs of the Club, and
- 4.1.2 may exercise all such functions as may be exercised by the Club, other than those functions that are required by this Constitution to be exercised by a General Meeting of members of the Club, and
- 4.1.3 has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.
- 4.1.4 is to make such Operating Procedures and Regulations not inconsistent with the Constitution of the Club as in the opinion of the Committee are necessary or desirable for the proper control, administration and management of the Club's financial affairs, interests, effects and property and for the convenience comfort and well being of the members of the Club and to amend or rescind,

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from time to time, any such Operating Procedures and Regulations.

## 4.2 Constitution and Membership

- 4.2.1 The Committee is to consist of, subject in the case of the first members of the Committee to section 21 of the Act, at least:
- 4.2.1.1 the office-bearers of the Club (refer 4.2.2), and
  - 4.2.1.2 one (1) ordinary member,
- each of whom is to be a natural person elected at the Annual General Meeting of the Club under paragraph 4.2.2.
- 4.2.2 The office-bearers of the Club are to be natural persons, and are to comprise at least the:
- 4.2.2.1 President,
  - 4.2.2.2 Vice-President,
  - 4.2.2.3 Treasurer, and
  - 4.2.2.4 Secretary.
- 4.2.3 Each member of the Committee is, subject to this Constitution, to hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- 4.2.4 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.
- 4.2.5 The Public Officer need not be a member of the Committee. The Public Officer may also be one of the office-bearers or members.

## 4.3 Election of members

- 4.3.1 Nominations of candidates for election as office-bearers of the Club or as ordinary members of the Committee:
- 4.3.1.1 must be made in writing, signed by two (2) members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - 4.3.1.2 must be delivered to the Secretary of the Club at least seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 4.3.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- 4.3.3 If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.

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- 4.3.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 4.3.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
  - 4.3.5.1 The ballot for the election of office-bearers and ordinary members of the Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

#### 4.4 **Register of Committee Members**

- 4.4.1 *The Public Officer of the Club must establish and maintain a register of committee members of the Club specifying the name and address of each committee member together with the date on which the person was elected to the Committee.*
- 4.4.2 *Any change in the membership of the Committee must be recorded in the register within one month after the change occurs.*
- 4.4.3 *The register of the committee members must be kept at the residential address of the Public Officer and must be open for inspection, free of charge, by any member of the Club at any reasonable hour.*
- 4.4.4 *A member of the Club may obtain a copy of any part of the register of committee members on payment of a fee of \$5.00 for each page copied or, if some other amount is determined by the Committee, that other amount.*

**Comment [m4]:** This Section 4.4 Inserted to provide compliance with Section 21A of the Associations Incorporations Act 1984

#### 4.5 **Secretary**

- 4.5.1 *The Secretary of the Club must, as soon as practicable after being appointed as Secretary, lodge notice with the Club of the Secretary's address.*
- 4.5.2 It is the duty of the Secretary to keep Minutes of:
  - 4.5.2.1 all appointments of office-bearers and members of the Committee,
  - 4.5.2.2 the names of members of the Committee present and voting at a Committee Meeting or at a General Meeting, and
  - 4.5.2.3 all proceedings at committee meetings and general meetings,
  - 4.5.2.4 the number of members present and voting at general meetings of the Club;
  - 4.5.2.5 all resolutions and proceedings at all meetings either of the Club or of the Committee.
- 4.5.3 Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

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#### 4.6 **Treasurer**

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

- 4.6.1 that all money due to the Club is collected and received and that all payments authorised by the Club are made, and

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- 4.6.2 correct books of accounts are kept showing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club.

#### 4.7 Casual vacancies

For the purposes of this Constitution, a casual vacancy in the office of a member of the Committee occurs if the member:

- 4.7.1 dies, or
- 4.7.2 ceases to be a member of the Club, or
- 4.7.3 becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- 4.7.4 resigns office by notice in writing given to the Secretary, or
- 4.7.5 is removed from office, under paragraph 4.8- Removal of Member, or
- 4.7.6 becomes a mentally incapacitated person, or
- 4.7.7 is absent without the consent of the Committee from all meetings of the Committee held during a period of four (4) months.

#### 4.8 Removal of Member

- 4.8.1 The Club in general meeting may, by resolution, remove any member of the Committee from the office of member before the expiration of the member's term of office and may, by resolution, appoint another person to hold office until the expiration of the term of office of the member so removed.
- 4.8.2 If a member of the Committee, to whom a proposed resolution referred to in paragraph 4.8.1 relates, makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member of the Club or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

#### 4.9 Meetings and Quorum

- 4.9.1 The Committee must meet at least three (3) times in each period of twelve (12) months at such place and time as the Committee may determine.
- 4.9.2 Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- 4.9.3 Oral, or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least forty-eight (48) hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.

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- 4.9.4 Notice of a meeting given under paragraph 4.9.3 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.
- 4.9.5 Any three (3) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 4.9.6 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.
- 4.9.7 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.
- 4.9.8 At a meeting of the Committee:
- 4.9.8.1 the President or, in the President's absence, the Vice-President is to preside, or
  - 4.9.8.2 if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

#### 4.10 Delegation by Committee to Sub-Committee

- 4.10.1 The Committee may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such member or members of the Club as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
- 4.10.1.1 this power of delegation, and
  - 4.10.1.2 a function which is a duty imposed on the Committee by the Act or by any other law.
- 4.10.2 A function the exercise of which has been delegated to a Sub-Committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- 4.10.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 4.10.4 Despite any delegation under [Clause 4.10](#), the Committee may continue to exercise any function delegated.
- 4.10.5 Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under [Clause 4.10](#) has the same force and effect as it would have if it had been done or suffered by the Committee.
- 4.10.6 The Committee may, by instrument in writing, revoke wholly or in part any

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delegation under [Clause 4.10](#).

4.10.7 A Sub-Committee may meet, and adjourn, as it thinks proper.

#### 4.11 Voting and Decisions

4.11.1 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.

4.11.2 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.

4.11.3 Subject to [Clause 4.9](#) - Meetings and Quorum, paragraph [4.9.5](#), the Committee may act despite any vacancy on the Committee.

4.11.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a Sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-Committee.

## 5 General Meeting

### 5.1 Annual General Meetings – holding of

5.1.1 With the exception of the first Annual General Meeting of the Club, the Club must, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the Club, convene an Annual General Meeting of its members.

5.1.2 The Club must hold its first Annual General Meeting:

5.1.2.1 within the period of eighteen (18) months after its incorporation under the Act, and

5.1.2.2 within the period of six (6) months after the expiration of the first financial year of the Club.

5.1.3 Sub-paragraphs 5.1.2.1 and 5.1.2.2 have effect subject to any extension or permission granted by the Commissioner under section 26 (3) of the Act.

### 5.2 Annual General Meetings – calling of and business at

5.2.1 The Annual General Meeting of the Club is, subject to the Act and to [Clause 5.1](#) - Annual General Meetings – holding of, to be convened on such date and at such place and time as the Committee thinks fit.

5.2.2 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:

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- 5.2.2.1 to confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,
- 5.2.2.2 to receive from the Committee reports on the activities of the Club during the last preceding financial year,
- 5.2.2.3 to elect office-bearers of the Club and ordinary members of the Committee,
- 5.2.2.4 to receive and consider the statement which is required to be submitted to members under section 26 (6) of the Act.

5.2.3 An Annual General Meeting must be specified as such in the Notice convening it.

### **5.3 Special General Meetings – calling of**

5.3.1 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.

5.3.2 The Committee must, on the requisition in writing of at least five (5) per cent of the total number of members, convene a Special General Meeting of the Club.

5.3.3 A requisition of members for a Special General Meeting:

- 5.3.3.1 must state the purpose or purposes of the meeting, and
- 5.3.3.2 must be signed by the members making the requisition, and
- 5.3.3.3 must be lodged with the Secretary, and
- 5.3.3.4 may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

5.3.4 If the Committee fails to convene a Special General Meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.

5.3.5 A Special General Meeting convened by a member or members as referred to in paragraph 5.3.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who consequently incurs expenses is entitled to be reimbursed by the Club for any expense so incurred.

### **5.4 Notice**

5.4.1 Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the Secretary must, at least fourteen (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.

5.4.2 If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the Secretary must, at least twenty-

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one (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 paragraph 5.4.1, the intention to propose the resolution as a special resolution.

- 5.4.3 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 5.2 - "Annual General Meetings – calling of and business at"*, paragraph 5.2.2.
- 5.4.4 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.

## 5.5 Procedure

- 5.5.1 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.
- 5.5.2 Five (5) members present in person (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.
- 5.5.3 If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
- 5.5.3.1 if convened on the requisition of members, is to be dissolved, and
  - 5.5.3.2 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.
  - 5.5.3.3 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present [being at least three (3)] is to constitute a quorum.

## 5.6 Presiding Member

- 5.6.1 The President or, in the President's absence, the Vice-President, is to preside as Chairperson at each General Meeting of the Club.
- 5.6.2 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.

## 5.7 Adjournment

- 5.7.1 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

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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.

- 5.7.2 If a General Meeting is adjourned for fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 5.7.3 Except as provided in paragraphs 5.7.1 and 5.7.2, 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.

## 5.8 Making of decisions

- 5.8.1 A question arising at a General Meeting of the Club is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the Minute Book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 5.8.2 At a General Meeting of the Club, a poll may be demanded by the Chairperson or by at least three (3) members present in person or by proxy at the meeting.
- 5.8.3 If a poll is demanded at a General Meeting, the poll must be taken:
  - 5.8.3.1 immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment, or
  - 5.8.3.2 in any other case, in such manner and at such time before the close of the meeting as the Chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## 5.9 Special Resolution

- 5.9.1 A resolution of the Club is a special resolution:
  - 5.9.1.1 if it is passed by a majority which comprises at least three quarters (3/4) of such members of the Club as, being entitled under this Constitution so to do, vote in person or by proxy at a General Meeting of which at least twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution, or
  - 5.9.1.2 where it is made to appear to the Commissioner of the Office of Fair Trading that it is not practicable for the resolution to be passed in the manner specified in paragraph 5.9.1.1 if the resolution is passed in a manner specified by the Commissioner.

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## 5.10 Voting

- 5.10.1 On any question arising at a General Meeting of the Club a member has one vote only.
- 5.10.2 All votes must be given personally or by proxy but no member, except the Chairperson, may hold more than five (5) proxies.
- 5.10.3 In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 5.10.4 A member or proxy is not entitled to vote at any general meeting of the Club unless all money due and payable by the member or proxy to the Club has been paid.

## 5.11 Appointment of proxies

- 5.11.1 Each member is to be entitled to appoint another member as proxy by notice given to the Secretary no later than forty-eight (48) hours before the time of the meeting in respect of which the proxy is appointed.
- 5.11.2 The notice appointing the proxy is to be in the form set out in Operating Procedures and Regulations.

## 6 Miscellaneous

### 6.1 Insurance

The Club may effect and maintain insurance.

### 6.2 Funds – Source

- 6.2.1 The funds of the Club are to be derived from joining fees, annual subscriptions, entrance fees to main meetings and special interest groups, donations and, subject to any resolution passed by the Club in General Meeting, such other sources as the Committee determines.
- 6.2.2 All money received by the Club must be deposited as soon as practicable to the credit of the Clubs' bank account. Minor relevant approved expenses may be deducted before banking.

### 6.3 Funds – Management

- 6.3.1 Subject to any resolution passed by the Club in General Meeting, the funds of the Club are to be used in pursuance of the objects of the Club in such manner as the Committee determines.
- 6.3.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the Committee or employees of the Club, being members or employees authorised to do so by the Committee.
- 6.3.3 Recurring budgeted expenses may be approved and paid when due by any

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two (2) Committee members without the need for convening a Committee meeting.

6.3.4 A member of the Committee shall not receive remuneration for any services they undertake in their capacity as a member of the Committee, but may be reimbursed for any out-of-pocket expenses necessarily incurred in carrying out of any of their duties as a member of the Committee. A member of the Committee shall be entitled to receive in lieu of such reimbursement an honorarium from which they shall meet all necessary expenses involved in the carrying out of any of their duties as a member of the Committee. Such honorarium is to be approved by the members in General Meeting.

6.3.5 Every member of the Committee and every member of any Sub-Committee constituted under this Constitution and the Secretary and other officer of the Club and any person (whether an officer of the Club or not) employed by the Club as auditor shall be indemnified out of the funds of the Club against all liability incurred by them as such member of the Committee or member of a Sub-Committee or as Secretary, officer or auditor in defending any proceedings whether civil or criminal in which judgment is given in their favour or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court or in the proper conduct of any business of the Club or in the proper discharge of their duties.

6.3.6 The financial year of the Club shall commence on the first day of February and end on the last day of January in each and every year, or such alternative dates as the members may approve in General Meeting.

#### **6.4 Alteration of Constitution**

This Constitution may be altered, rescinded or added to only by a special resolution of the Club.

#### **6.5 Common Seal**

6.5.1 The Common Seal of the Club must be kept in the custody of the Public Officer.

6.5.2 The Common Seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal must be attested by the signatures either of two (2) members of the Committee or of one (1) member of the Committee and of the Public Officer or Secretary.

#### **6.6 Custody of Books**

Except as otherwise provided by this Constitution, all records, books and other documents relating to the Club must be kept under the control of, or in the custody of the Public Officer.

#### **6.7 Inspection of Books**

The records, books and other documents of the Club must be open to inspection, free of charge, by a member of the Club at any reasonable hour.

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## 6.8 Service of Notices

- 6.8.1 For the purpose of this Constitution, a Notice may be served on or given to a person:
- 6.8.1.1 by delivering it to the person personally, or
  - 6.8.1.2 by sending it by pre-paid post to the address of the person, or
  - 6.8.1.3 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.
- 6.8.2 For the purpose of this Constitution, a Notice is taken, unless the contrary is proved, to have been given or served:
- 6.8.2.1 in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - 6.8.2.2 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
  - 6.8.2.3 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.

## 6.9 Civil Liabilities Act

By applying for membership or by renewing membership the member acknowledges and accepts the protection to the Club, the Committee and the other members afforded by the NSW *Civil Liabilities Act 2002*, No. 22 (as amended).

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