

New South Wales
Associations Incorporation Act 2009
Associations Incorporation Regulation 2022

CONSTITUTION
of the
WOLLONGONG CAMERA CLUB Incorporated

Revision: 4

Date: February 2023

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1. DEFINITIONS

1. (1) In this constitution:

Wollongong Camera Club means The Wollongong Camera Club Inc and may be referred in this constitution as **The Club**

Office-Bearer means a committee member who is elected to an office referred to in clause 14(3)(a) to 14(3)(d).

Ordinary Committee Member means a committee member who is not an office-bearer.

Register Of Members means the register of members maintained under clause 4.

Secretary means -

- (a) the person holding office under this Constitution as Secretary of the Wollongong Camera Club; or
- (b) where no such person holds that office - the Public Officer of the Wollongong Camera Club;

Special General Meeting means a General Meeting of the Wollongong Camera Club other than the Annual General Meeting;

Subcommittee means a subcommittee established under clause 20.

Exercise a function includes perform a duty.

Function includes a power, authority or duty.

- (2) **The Act** means the Associations Incorporation Act, 2009;

The Regulation means the Associations Incorporation Regulation, 2022.

NOTE: The Act and the *Interpretation Act 1987* contain definitions and other provisions that affect the interpretation and application of this constitution

The *Interpretation Act 1987* applies to this constitution as if it were an instrument made under the Act.

NOTE: The Act, Part 4 deals with various matters relating to the management of associations.

- (3) **Life Member** means a natural person who in recognition of outstanding contributions to the welfare of the Wollongong Camera Club over a period of at least ten (10) years. The Committee shall award life Membership. Life members shall enjoy all the rights and privileges of the members. Any reference in this constitution to members shall include Life Members except that no membership fees shall be payable by Life Members
- (4) **Controlled Document** means a document that may be referred to in this Constitution that can be modified, reviewed and distributed for the operation of the Wollongong Camera Club without affecting a change to this Constitution. Such documents can be, but not limited to, Membership Application, Photography Group Competition Rules, Movie Makers Competition Rules.

PART 2 - OBJECT

The object of the Club shall be:

- (a) To promote good fellowship among members
- (b) To advance the standard of members' pictorial and technical work in photography.
- (c) To advance and promote the standard of members' video, movie making and multimedia production.
- (d) To encourage interest in the photographic process and art and to foster enthusiasm within the community.

PART 3 - MEMBERSHIP

2. MEMBERSHIP GENERALLY

- 2. A person is taken to be a member of the Wollongong Camera Club if:
 - 1. (a) The person is a natural person, and
 - (b) The person has applied and been approved for membership of the Club in accordance with Clause 3
- 2. The person was:
 - (a) for an unincorporated body registered as the association - a member of the body immediately before the registration, or
 - (b) for a registrable corporation registered as the association - a member of the corporation immediately before the registration, or
 - (c) for an association that was amalgamated to form the relevant association - a member of the existing association immediately before the amalgamation.
- 3. A person is taken to be a member of the Wollongong Camera Club if the person was one of the individuals on whose behalf an application for registration of The Club under section 6 (1) (a) of the Act was made.
- 4. A person is taken to be a member of the Wollongong Camera Club if that person has been awarded Life Membership of the Club, in accordance with Clause 1 (4)

3. APPLICATION for MEMBERSHIP

- 3. (1) An application by a person for membership of the Wollongong Camera Club must be:
 - (a) Made either:
 - (i) In writing on the prescribed Membership Application Form; or
 - (ii) Online using the Club's website's Membership Application Form.
 - (b) Lodged with the Secretary of the Wollongong Camera Club, by post or by electronic means, as determined by the committee.
- (2) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Committee, which is to determine whether to approve or to reject the application.

3. (3) As soon as practicable after the committee has decided the application, the Secretary must:
- (a) Notify the applicant in writing (including by email or other electronic means, if the committee so determines), that the committee approved or rejected the application (whichever is applicable), and
 - (b) If the committee approved the application, inform the applicant that the applicant is required to pay the entrance fee and annual membership fee payable under clause 5 within 28 days of the day the applicant received the notice of the sum payable under this constitution.
- (4) The Secretary must advise the Public Officer to enter the applicant's name in the Register of Members as soon as practicable after the applicant pays the entrance fee and annual membership fee in accordance with subclause (5)(b).
- (5) The applicant becomes a member once the applicant's name is entered in the Register of Members

4. REGISTER of MEMBERS

4. (1) The Public Officer of the Wollongong Camera Club must establish and maintain a Register of Members of the Wollongong Camera Club
- (2) The Register of Membership:
- (a) May be in written or electronic form, and
 - (b) Must include, for each member:
 - (i) The member's full name, and
 - (ii) Residential address, Postal address and email address, and
 - (iii) the date on which the person became a member, and
 - (iv) if the person ceases to be a member - the date on which the person ceased to be a member.
 - (c) Must be kept in New South Wales:
 - (i) At the main premises of the Wollongong Camera Club; or
 - (ii) If the Club has no premises, at the Club's official address.
 - (d) Must be open for inspection, free of charge, by any member of the Wollongong Camera Club at any reasonable time, and
 - (e) If kept in electronic form, must be able to be converted to hard copy.
- (3) If the register is kept in electronic form, the requirements in subclause (2)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register.
- (4) A member of the Club may obtain a copy of any part of the Register on payment of a fee of not more than \$1.00 for each page copied.
- (5) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.
- (6) A member must not use information about a member obtained from the Register to contact or send material to the member, unless:
- (a) the information is used to send the member a newsletter, a notice of meeting or other event relating to the Club or other material relating to the Club; or

- (b) it is necessary to comply with a requirement of the Act or the Regulation.

5. FEES and SUBSCRIPTIONS.

- 5. (1) The entrance fee to be paid to the Club by a person whose application to be a member of the Wollongong Camera Club has been approved is:
 - (a) \$1, or
 - (b) another amount as determined by the committee
- (2) Except in the case of a Life Member of the Wollongong Camera Club, an addition to any amount payable by the member under Subclause 5 (1), a member of the Wollongong Camera Club must pay to the Wollongong Camera Club an annual membership fee of \$2 or, another amount is determined by the Committee.
 - (a) Except as provided by paragraph (b), before 1st January in each calendar year; or
 - (b) Where the person becomes a member on or after 1st January in any calendar year - on becoming a member and before 1st January in each succeeding calendar year.

6. MEMBERS' LIABILITIES

- 6. The liability of a member of the Wollongong Camera Club to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 5:
 - (a) the debts and liabilities of the Club
 - (b) the costs, charges and expenses of the winding up of The Club.

7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 7. A right, privilege or obligation, which a person has by reason of being a member of the Wollongong Camera Club.
 - (a) Cannot be transferred to another person, and
 - (b) Terminates once the person ceases to be a member of the Wollongong Camera Club.

8. RESIGNATION of MEMBERSHIP

- 8. (1) (a) The member must be fully financial, not owing the Wollongong Camera Club any amount payable; then
 - (b) By giving the Secretary written notice of at least one (1) month, or another period determined by the committee, of the member's intention to resign.
- (2) The member ceases to be a member on the expiration of the notice period
- (3) When a member's membership is terminated by either the member's request, or by the Club's Committee's decision, the Secretary will advise the Public Officer to amend the Register of Membership, recording the date on which the person ceased to be a member.

9. CESSATION of MEMBERSHIP

9. (1) A person ceases to be a member of the Wollongong Camera Club if the person:
- (a) Dies; or
 - (b) Resigns that membership; or
 - (c) Is expelled from the Wollongong Camera Club; or
 - (d) Fails to pay the annual membership fee under Clause 5 (2) within three (3) months of the due date.
- (2) The Committee has the right to remove any member who remains unfinancial in accordance with Clause 9 (1) (d).

10. RESOLUTION of INTERNAL DISPUTES

10. (1) The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* for mediation:
- (a) a dispute between 2 or more members of The Club, but only if the dispute is between the members in their capacity as members, or
 - (b) a dispute between 1 or more members and the Wollongong Camera Club.
- (2) If a dispute is not resolved by mediation within three (3) months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

11. DISCIPLINARY ACTION AGAINST MEMBERS

11. (1) A person may make a complaint to the committee that a member of The Club has:
- (a) failed to comply with a provision of this constitution, or
 - (b) wilfully acted in a way prejudicial to the interests of The Club.
- (2) The committee may refuse to deal with a complaint if the committee considers the complaint is trivial or vexatious.
- (3) If the committee decides to deal with the complaint, the committee must:
- (a) serve notice of the complaint on the member, and
 - (b) give the member at least 14 days from the day the notice is served on the member within which to make submissions to the committee about the complaint, and
 - (c) consider any submissions made by the member
- (4) The committee may, by resolution, expel the member from The Club or suspend the member's membership if, after considering the complaint, the committee is satisfied that:
- (a) the facts alleged in the complaint have been proved, and
 - (b) the expulsion or suspension is warranted.
- (5) If the committee expels or suspends the member, the secretary must, within 7 days of that action being taken, give the member written notice of:
- (a) the action taken, and
 - (b) the reasons given by the committee for taking the action, and
 - (c) the member's right of appeal under clause 128.

11. (6) The expulsion or suspension does not take effect until the later of the following:
- (a) the day the period within which the member is entitled to exercise the member's right of appeal expires, or
 - (b) if the member exercises the member's right of appeal within the period - the day The Club confirms the resolution under clause 12.

12. RIGHT of APPEAL AGAINST DISCIPLINARY ACTION

12. (1) A member may appeal against a resolution of the committee under clause 11 by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution.
- (2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) The secretary must notify the committee that the secretary has received a notice of appeal
- (4) If notified that a notice has been received, the committee must call a general meeting of The Club to be held within 28 days of the day the notice was received.
- (5) At the general meeting:
- (a) no business other than the question of the appeal is to be transacted, and
 - (b) the member must be given an opportunity to state the member's case orally or in writing, or both, and
 - (c) the committee must be given the opportunity to state the committee's case orally or in writing, or both, and
 - (d) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (6) The appeal is to be determined by a simple majority of votes cast by the members.

Division 1 Constitution

13. FUNCTIONS of COMMITTEE

13. Subject to the Act, the Regulation, this constitution and any resolution passed by the Wollongong Camera Club in general meeting, the committee:
- (a) is to control and manage the affairs of the Wollongong Camera Club; and
 - (b) may exercise all such functions as may be exercised by the Wollongong Camera Club other than those functions that are required by this constitution to be exercised by a General Meeting of members of the Wollongong Camera Club; and
 - (c) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of The Club.

14. COMPOSITION of COMMITTEE

14. (1) The Committee shall consist of:
- (a) The Office-Bearers of the Wollongong Camera Club; and
 - (b) 3 Ordinary Members
- Each of whom shall be elected at the Annual General Meeting of the Wollongong Camera Club pursuant to clause 15.
- (2) The total number of Committee members is to be seven (7).
- (3) The Office-Bearers of the Wollongong Camera Club shall be
- (a) The President;
 - (b) The Vice President;
 - (c) The Treasurer; and
 - (d) The Secretary.
- (4) A Committee member may hold up to two (2) offices **except both** offices of President and Vice-President.
- (5) There is no maximum number of consecutive terms for which a Committee member may hold office.

Note. Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.

15. ELECTION of COMMITTEE MEMBERS

15. (1) Any financial member of the Wollongong Camera Club may be nominated as a candidate for one or more positions on the committee.
- (2) Nominations of candidates for election to the Committee of the Wollongong Camera Club must be:
- (a) made in writing, signed by two (2) members of the Wollongong Camera Club and accompanied by the written consent of the candidate (which may be endorsed on the form of Nomination), in the form set out in the Controlled Document "Nomination For Election To Committee"
 - (b) given to the Secretary of the Wollongong Camera Club not less than 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place; and
 - (c) a financial member of the Wollongong Camera Club
- (3) If insufficient nominations are received to fill all vacancies on the Committee;
- (a) the candidates nominated shall be deemed to be elected, and
 - (b) further nominations may be received at the Annual General Meeting.
- (4) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.
- (5) If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies.
- (6) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected subject to Clause 14 (4).
- (7) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held at the Annual General Meeting in the way directed by the Committee.
- (8) Sequence of Committee Positions Elections.
The following is the sequence to which the Committee Positions are elected:
- 1) President;
 - 2) Vice President;
 - 3) Secretary;
 - 4) Treasurer;
 - 5) Three Ordinary Members.

16. TERMS of OFFICE.

16. (1) Each member of the Committee shall, subject to this constitution:
- (a) holds office until the conclusion of the Annual General Meeting following the date of the member's election, and
 - (b) is eligible, subject to being qualified, for re-election.
 - (c) There is no limit on the number of consecutive terms for which a committee member may hold office.

17. VACANCIES in OFFICE

17. 1. For the purposes of this constitution, a casual vacancy in the office of a member of the Committee occurs if the member:
 - (a) dies; or
 - (b) ceases to be a member of the Wollongong Camera Club; or
 - (c) resigns from office by written notice given to the Secretary; or
 - (d) is removed from office by the Wollongong Camera Club under this Clause; or
 - (e) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (f) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth; or
 - (g) is prohibited from being a company under the Corporations Act 2001 of the Commonwealth, Part 2D.6, or
 - (h) is convicted of an offence involving fraud or dishonesty resulting in imprisonment of not less than three (3) months; or
 - (i) becomes a mentally incapacitated person
2. The Club in general meeting may, by resolution:
 - (a) remove a committee member from office at any time, and
 - (b) appoint another member of The Club to hold office for the balance of the committee member's term of office.
3. A committee member to whom a proposed resolution referred to in subclause (2) relates may:
 - (a) give a written statement, of a reasonable length, to the president or secretary, and
 - (b) request that the committee send a copy of the statement to each member of The Club at least 7 days before the general meeting at which the proposed resolution will be considered.
4. If the committee fails to send a copy of a statement received under subclause (3)(a) to each member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
5. The committee may appoint a member of The Club to fill a casual vacancy other than a vacancy arising from a committee member's suspension until such time as the member's right of appeal (Clause 12) has been resolved.
6. Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

18. SECRETARY

18. (1) The Secretary of the Wollongong Camera Club must, as soon as practicable after being elected as Secretary, lodge notice with the Wollongong Camera Club of their address.
- (2) It is the duty of the Secretary to must keep minutes (whether in written or electronic form) of:
- (a) all elections of committee members, and
 - (b) the names of Committee members present at a meeting of the Committee or a General meeting; and
 - (c) all proceedings at Committee Meetings and General Meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of Subclause (3)

19. TREASURER

19. The Treasurer of the Wollongong Camera Club to ensure that (whether in written or electronic form):
- (a) All money due to the Wollongong Camera Club is collected and received and that all payments authorised by the Wollongong Camera Club are made; and
 - (b) Correct books and accounts are kept showing the financial affairs of the Wollongong Camera Club including full details of all receipts and expenditure connected with the activities of the Wollongong Camera Club.
 - (c) Furnish at the Annual General Meeting, Statements of Income and Expenditure and a Balance Sheet, duly audited for the year ended 31st December

20. DELEGATION to SUBCOMMITTEE

20. (1) The Committee may, by instrument in writing:
- (a) establish 1 or more subcommittees to assist the committee to exercise the committee's functions, and
 - (b) appoint 1 or more members of The Club to be the members of the subcommittee.
- (2) The committee may delegate to the subcommittee the exercise of the committee's functions specified in the instrument, other than:
- (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or by any other law.
- (3) A delegation under this Clause may be made subject to conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (3) Notwithstanding any delegation under this Clause, the Subcommittee may continue to exercise any function delegated, as long as delegation remains unrevoked.

20. (4) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this Clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- (5) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Clause.
- (6) A Sub-Committee:
- (a) may meet and adjourn as it thinks proper; and
 - (b) keep proper minutes of each meeting to member attendance and business/matters discussed and acted upon, and
 - (c) a copy of all meeting minutes must be submitted to the Management Committee each month.

Division 2 Procedure

21. COMMITTEE MEETINGS

21. (1) The Committee shall meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be called by any Committee member.
- (3) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

22. NOTICE of COMMITTEE MEETINGS

22. (1) The secretary must give each committee member oral or written notice of a meeting of the committee at least 48 hours, or another period on which the committee members unanimously agree, before the time the meeting is due to commence.
- (2) The notice must describe the general nature of the business to be transacted at the meeting.
- (3) The only business that may be transacted at the meeting is:
- (a) the business described in the notice, and
 - (b) business that the Committee members present at the meeting unanimously agree to treat as urgent business.

23. COMMITTEE MEETING QUORUM

23. (1) Any four (4) Committee members constitutes a quorum for a meeting of the Committee.
- (2) No business may be transacted by the Committee unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
- (a) to the same place, and
 - (b) to the same time of the same day in the following week

23. (4) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (5) If the number of committee members is less than the number required to constitute a quorum for a committee meeting, the committee members may appoint 1 or more members of The Club as committee members to enable the quorum to be constituted.
- (6) A committee member appointed under subclause (5) holds office, subject to this constitution, until the natural quorum of the elected committee is restored.
- (7) This clause does not apply to the filling of a casual vacancy to which clause 17 applies.

24. PRESIDING COMMITTEE MEMBER

24. (1) The following committee member presides at a meeting of the committee:
- (a) The President, or in the President's absence, the Vice President shall preside; or
 - (b) If the President is absent, then the Vice President,
 - (c) If both the President and the Vice President are absent, then one of the members present at the meeting, as elected by the other members.

25. USE OF TECHNOLOGY AT COMMITTEE MEETINGS

25. (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

26. VOTING and DECISIONS BY COMMITTEES OR SUBCOMMITTEES

26. (1) Questions arising at a meeting of the Committee or of any Sub-Committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee, or Sub-Committee present at the meeting.
- (2) Each member present at a meeting of the Committee, or of any Sub-Committee appointed by the Committee:
- (a) is entitled to one vote, including the person presiding at the meeting; and
 - (b) in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Clause 23 (1), the Committee may act despite any vacancy on the Committee.

27. ACTS VALID DESPITE VACANCIES OR DEFECTS

27. (1) Subject to clause 23(1), the committee may act despite there being a casual vacancy in the office of a committee member.
- (2) An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the committee or subcommittee.

28. TRANSACTION OF BUSINESS OUTSIDE MEETINGS OR BY TELEPHONE OR OTHER MEANS

28. (1) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
- (2) If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- (3) The committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
- (a) the approval of a resolution under subclause (2), or
 - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.

29. ANNUAL GENERAL MEETINGS

29. (1) The Wollongong Camera Club shall hold its first Annual General Meeting within the period of 18 months of the day after its registration under the Act.
- (2) The Wollongong Camera Club must hold its Annual General Meetings:
- (a) Within six (6) months after the close of The Club's financial year, or
 - (b) Within any later time that may be allowed or prescribed under the Act, section 37 (2) (b).
- (3) Subject to the Act and subclauses (1) and (2), the Annual General Meeting is to be held at the place and time determined by the committee.
- (4) The business that may be transacted at an Annual General Meeting includes the following:
- (a) To confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - (b) To receive from the Committee reports on the activities of The Club during the last preceding financial year;
 - (c) To elect office-bearers of the Wollongong Camera Club and ordinary members of the Committee; and
 - (d) To receive and consider any financial statement or report required to be submitted to members under the Act.
- (5) An Annual General Meeting shall be specified as such in the notice convening it.

30. SPECIAL GENERAL MEETINGS

30. (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Wollongong Camera Club.
- (2) The Committee shall, on the requisition in writing of not less than 20 per cent of the total number of members, convene a Special General Meeting of the Wollongong Camera Club.
- (3) The request of members for a Special General Meeting -
- (a) must be in writing; and
 - (b) must state the purpose or purposes of the meeting; and
 - (c) must be signed by the members making the request; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition; and
 - (e) must be lodged with the Secretary; and
- (4) If the committee fails to call a special general meeting within 1 month of the request being lodged, 1 or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.

30. (5) A Special General Meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the committee.
- (6) For the purposes of Subclause (3):
- (a) The Request may be in electronic form; and
 - (b) A signature may be transmitted, and the Request may be lodged, by electronic means.

31. NOTICE OF GENERAL MEETING

31. (1) The secretary must give each member notice of a general meeting:
- (a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or
 - (b) otherwise - at least 14 days before the meeting
- (2) The notice must specify:
- (a) the place and time at which the meeting will be held, and
 - (b) the nature of the business to be transacted at the meeting, and
 - (c) if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed, and
 - (d) for an annual general meeting - that the meeting to be held is an annual general meeting.
- (3) The only business that may be transacted at the meeting is:
- (a) the business specified in the notice, and
 - (b) for an Annual General Meeting - business referred to in clause 29 (4).
- (4) A member may give written notice to the secretary of business the member wishes to raise at a general meeting
- (5) If the secretary receives a notice under subclause (4), the secretary must specify the nature of the business in the next notice calling a general meeting.

32. QUORUM

32. (1) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Ten 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.
- (3) If within half an hour after the appointed time for the commencement of a General Meeting and a quorum is not present, the meeting:
- (a) if called on the request of members - is dissolved; or
 - (b) otherwise; is adjourned:
 - (i) to the same time of the same day in the following week; and
 - (ii) to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting

32. (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 10) shall constitute a quorum.

33. ADJOURNED MEETINGS

33. (1) The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place
- (3) Where a General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Wollongong Camera Club stating the place, date and time of the adjourned meeting and the nature of the business to be transacted at the adjourned meeting.

34. PRESIDING MEMBER

34. (1) The President or, in the President's absence, the Vice President, shall preside as chairperson at each General Meeting of the Wollongong Camera Club.
- (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.
- (3) The member presiding at the meeting has:
- (a) a deliberative vote, and
 - (b) in the event of an equality of votes - a second or casting vote.

35. VOTING

35. (1) A member is not entitled to vote at a general meeting unless the member:
- (a) is at least 16 years of age, and
 - (b) has paid all money owed by the member to The Club, including the amount of the annual subscription fees payable in respect to the current year.
- (2) Each member has 1 vote, except as provided by clause 34(3)(b)
- (3) A question raised at the meeting must be decided by:
- (a) a show of hands, or
 - (b) if clause 37 applies - an appropriate method as determined by the committee, or
 - (c) a written ballot, but only if:
 - (i) the member presiding at the meeting moves that the question be decided by ballot, or
 - (ii) at least 5 members agree the question should be determined by ballot.
- (4) If a question is decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
- (a) a declaration by the member presiding at the meeting,

35. 4. (b) an entry in The Club's minute book.
- (5) A written ballot must be conducted in accordance with the directions of the member presiding.
- (6) A member cannot cast a vote by proxy

36. POSTAL or ELECTRONIC BALLOTS

36. (1) The Wollongong Camera Club may hold a postal or electronic ballot (as the committee determines) to decide any matter (other than an appeal under Clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 2 of the Regulation.

37. TRANSACTION OF BUSINESS OUTSIDE MEETINGS OR BY TELEPHONE OR OTHER MEANS

37. (1) The Wollongong Camera Club may transact its business by the circulation of papers, including by electronic means, among all members of The Club.
- (2) If The Club transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of The Club made at a general meeting.
- (3) The Club may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of The Club for the purposes of:
- (a) the approval of a resolution under subclause (2), or
- (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of The Club.
- Note:** The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology

38. USE OF TECHNOLOGY AT GENERAL MEETINGS

38. (1) A General Meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the Wollongong Camera Club's members a reasonable opportunity to participate.
- (2) A member of the Wollongong Camera Club who participates in a General Meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

39. SPECIAL RESOLUTION

39. (1) A special resolution may only be passed by the Wollongong Camera Club in accordance with Section 39 of the Act (2009):
- (a) at a meeting of The Wollongong Camera Club of which notice has been duly given to its members no later than 21 days before the date on which the meeting is to be held; or
 - (b) in a postal or electronic ballot conducted by The Club, or
 - (c) in such other manner as the Secretary may direct,
 - (d) is supported by at least 51 percent (a majority) of the votes cast by members of The Club who, under this constitution, are entitled to vote on the proposed resolution
- (2) A notice referred to in subsection (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a Special Resolution

40. APPOINTMENT of PROXIES; Annual General Meeting and Special Meetings

40. (1) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in The Controlled Document "Appointment of Proxy" Form
- (3) All votes shall be given personally or by proxy but no member may hold more than five (5) proxies.
- (4) A member or proxy is not entitled to vote unless all money due and payable by the member and proxy to the Wollongong Camera Club has been paid, including the amount of the annual subscription payable in respect of the current year.

41. CHANGE OF NAME, OBJECTS OR CONSTITUTION

41. 1. An application for registration of a change in the Club's name, objects or constitution made under the Act, section 10 must be made by:
- (a) the Public Officer, OR
 - (b) a committee member.
2. The statement of Objects and this Constitution may be altered, rescinded or added to only by a Special Resolution of the Wollongong Camera Club.

42. FUNDS

42. (1) The funds of the Wollongong Camera Club shall be derived from entrance fees and annual subscriptions of members, donations and any other sources as the Committee determines.
- (2) Subject to any resolution passed by the Wollongong Camera Club in General Meeting, the funds of the Wollongong Camera Club are to be used in pursuance of the objects of the Wollongong Camera Club in such manner as the Committee determines.
- (3) All money received by the Wollongong Camera Club shall be deposited as soon as practicable and without deduction to the credit of the Wollongong Camera Club's authorised deposit-taking Institution account.
- (4) The Wollongong Camera Club must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (5) All cheques, draft, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the President, Secretary and Treasurer, or any two other members authorised to do so by the Committee

43. INSURANCE

43. (1) The Wollongong Camera Club may take out and maintain insurance as appropriate for The Club's assets and liabilities.

44. NON-PROFIT STATUS

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

Note. Section 40 of the Act defines **pecuniary gain** for the purpose of this clause.

45. SERVICE of NOTICES

45. (1) For the purpose of this constitution, a notice may be served on or given to a person:
- (a) by delivering the notice to the person personally, or
 - (b) by sending the notice by pre-paid post to the address of the person as shown in the Register of Members, or
 - (c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice as shown in the Register of Members.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) for a notice given or served personally, on the date on which the notice is received by the person, or
 - (b) for a notice sent by pre-paid post, on the date when the notice would have been delivered in the ordinary course of post, or
 - (c) for a notice sent by electronic transmission:
 - (i) on the date the notice was sent, or
 - (ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date, on that date.

46. CUSTODY of RECORDS and BOOKS

46. (1) Except as otherwise provided by this constitution, all records, books and other documents relating to the Wollongong Camera Club must be kept in New South Wales:
- (a) at the main premises of the Club, in the custody of the public officer or a member of the Club (as the committee determines), or
 - (b) if the Club has no premises, at the Club's official address, in the custody of the Public Officer or a member of the Club (as the committee determines)
- (2) The Public Officer shall be custodian of the following, both electronic and hard copies:
- (a) All original and editable copies of this Constitution; and
 - (b) "Register of Members"; and
 - (b) All original and editable copies of the Club's Controlled Documents such as, but not limited to; "Application for Membership", "Form for Nomination for Election to Committee", "Form of Appointment of Proxy", "Management Procedures", "Photography Group Competition Rules", "Movie Makers Competition Rules" etc.
- (3) The Secretary shall be custodian of the following, both electronic and hard copies:
- (a) Minutes relating to all Committee, General, Special General and Annual General Meetings; and
 - (b) Copies of all Subcommittee Meetings Minutes.
- (4) The Treasurer shall be custodian of the following, both electronic and hard copies of the Wollongong Camera Club's Financial Books, Receipt Books and Financial Institution Statements (including the Club's Cheque Book).

47. INSPECTION of RECORDS and BOOKS

47. (1) The following documents must be open to inspection, free of charge, by any member of the Wollongong Camera Club at a reasonable time:
- (a) This constitution,
 - (b) Minutes of all committee meetings and general meetings of the Club,
 - (c) The records, books and other documents of the Wollongong Camera Club.
- (2) A member may inspect a document referred to in subclause (1):
- (a) In hard copy, or
 - (b) In electronic form, if available.
- (3) A member of the Club may obtain a copy of a document referred to in subclause (1) on payment of a fee of not more than \$1, as determined by the committee, for each page copied.
- (4) The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:
- (a) that relates to confidential, personal, commercial, employment or legal matters, or
 - (b) if the committee considers it would be prejudicial to the interests of The Club for the member to do so.

48. FINANCIAL YEAR

48. The financial year of the Wollongong Camera Club is the calendar year, commencing on January 1st and ending on December 31st of the same year.

Notes.

- 1. Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.
- 2. The Regulation, section 21 contains a substitute clause 44 for certain associations incorporated under the Associations Incorporation Act 1984.

49. DISTRIBUTION OF PROPERTY ON WINDING UP OF CLUB

49. (1) Subject to the Act and the Regulations, in a winding up of the Wollongong Camera Club, any surplus property of the Club is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause:

surplus property has the same meaning as in the Act, section 65