

ANNEXURE "B"

Constitution of Koonawarra Bay Sailing Club Incorporated

Under the Associations Incorporation Act 2009

Constitution of the Koonawarra Bay Sailing Club Incorporated

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Part 1 - Preliminary

1. Definitions

(1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration.

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

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.

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

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

the Club means Koonawarra Bay Sailing Club Inc.

shall means mandatory.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2. Club title

The name of the Club shall be "Koonawarra Bay Sailing Club Inc." The abbreviation shall be KoBSC.

3. Objects of the Club

The objects for which the Club is established are:

- (1) To promote recreational and competitive sailing and to conduct sailing competitions on a regular basis.
- (2) To accept, offer, give or contribute towards prizes, medals and awards.
- (3) To promote and encourage social activities involving members of the Club.
- (4) To affiliate with appropriate bodies.

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- (5) To purchase, take on lease or in exchange, hire or otherwise acquire any lands, building, easements, rights of common property – real or personal – which may be required for the purpose of or conveniently used in connection with any of the objects of the Club, and to sell, mortgage, give in exchange, or dispose of same.
- (6) To operate and maintain rescue boats and provide the equipment required to conduct yacht racing in a safe manner.
- (7) To provide and maintain all kinds of implements, tools and machinery required to maintain the Clubhouse, its environment and foreshore.
- (8) To provide and maintain furniture, utensils, crockery, linen, books, papers, periodicals, stationary, cards and all other things required in connection with the clubhouse and other premises of the Club.
- (9) To operate a canteen facility which provides all kinds of refreshments required or used by members of the Club or visitors frequenting the clubhouse or premises of the Club.
- (10) To enter into any arrangements with any Government or Local Authority or any club, company or person that may seem conducive to the Club's objects and to obtain from any such Government or authority, club, company or person any rights, privileges and concessions which the Club may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (11) To invest and deal with the money of the Club, not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (12) To borrow or raise and give security for money in such manner as the Club shall think fit, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Club, or by mortgage or charge upon all or any part of the property of the Club both present or future.
- (13) To sell, improve, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Club.
- (14) To take any gift of property whether subject to any special trust or not for any one or more objects of the Club. Provided that in case the Club shall take or hold any property which may be subject to any trusts, the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (15) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.
- (16) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club in the shape of donations, annual subscriptions or otherwise.
- (17) To print and publish any newspaper, periodical, book or leaflet that the Club may think desirable for the promotion of its objects.
- (18) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

Part 2 - Membership

4. Membership generally

A person is eligible to be a member of the Club if:

- (1) the person is a natural person and,
- (2) the person has been approved for membership by the Club committee.

A person is taken to be a member of the Club if:

- (1) the person was:
 - (i) a member of the unincorporated body that is registered as the Club immediately before the registration of the Club, or
 - (ii) a member of a club that becomes amalgamated with the relevant Club immediately before the amalgamation, and
 - (iii) has not ceased to be a member of the Club at any time after incorporation of or amalgamation with the Club.

5. Membership classification

- (1) **Senior Member** – shall be any member over the age of 18 years at the 1st September in the current sailing season.
- (2) **Junior Member** – shall be any member under the age of 18 years at the 1st September in the current sailing season.
- (3) **Honorary Member** – persons may be appointed by the committee of the Club as honorary members for such period or periods during the current sailing season as the committee deems fit.
- (4) **Associate Member** – shall be a member who does not take part in the sailing activities of the Club.
- (5) **Life Member** – Life membership of the Club may be conferred on a member by a special resolution of the Club.

To be eligible for election as a life member of the Club, the member shall have rendered conspicuous service to the Club over a period of not less than ten years.

A life member shall be exempt from annual membership fees and shall have all the privileges of membership.

6. Application for membership

- (1) An application by a person for membership of the Club shall be lodged with the secretary of the Club on the Club's application for membership form (Appendix 1).
- (2) As soon as practicable after receiving an application for membership, the secretary shall refer the application to the committee which shall determine whether to approve or reject the application.
- (3) Where the committee determines to approve an application for membership, the secretary shall, as soon as practicable after the determination, notify the applicant of that approval and request payment within 28 days of the appropriate fees applicable under the constitution.

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- (4) The public officer shall, on payment by the applicant of the appropriate fees within the period specified in clause (3), enter the applicant's name in the register of members and the applicant shall become a member of the Club.

7. Cessation of membership

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

- (a) dies, or
- (b) resigns that membership, or
- (c) is expelled from the Club, or
- (d) fails to pay the annual membership fee under clause 11 (1) within 3 months after the fee is due.

8. Membership entitlements not transferable

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

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

9. Resignation of membership

- (1) A member of the Club may resign from that membership by giving to the secretary written notice of the member's intention to resign and, upon such notice being received by the committee, shall cease to be a member.
- (2) If a member of the Club ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the public officer shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10. Register of members

- (1) The public officer of the Club shall establish and maintain a register of members of the Club specifying the name and postal or residential address of each person who is a member of the Club together with the date on which the person became a member.
- (2) The register of members shall be kept in New South Wales:
 - (a) at the main premises of the Club, or
 - (b) at the principal place of administration of the Club.
- (3) The register of members shall be open for inspection, free of charge, by any member of the Club at any reasonable hour.
- (4) A member of the Club may obtain a copy of any part of the register.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information shall not be made available for inspection.

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- (6) A member shall not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

11. Fees

Remove **subscriptions etc** from title.

- (1) A member of the Club, other than an honorary member, upon admission to membership, shall pay to the Club an annual membership fee and any other annual fee as determined by the members at the annual general meeting of the Club:
 - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
 - (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.
- (2) In addition to any amount payable by a member under clause (1), a member shall pay an entry fee, as determined by the members at the annual general meeting, before participating in a competition series.
- (3) Fees payable by non-members for the hire of Club facilities and services shall be determined by the members at the annual general meeting.

12. 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 Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by clause 11.

13. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Club, or a dispute between a member or members and the Club, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

14. Disciplining of members

- (1) A complaint may be made to the committee by any person that is a member of the Club:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or

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- (b) has wilfully acted in a manner prejudicial to the interests of the Club.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) shall cause notice of the complaint to be served on the member concerned setting out the grounds on which it is based, and
 - (b) shall give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) shall take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the 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 and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee resolves to expel or suspend a member, the secretary shall, within 7 days of the resolution:
 - (a) cause written notice to be given to the member of the action taken by the committee.
 - (b) give the reasons for the action taken by the committee.
 - (3) notify the member of their right of appeal under clause 15.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under clause 15, whichever is the later.

15. Right of appeal of disciplined member

- (1) A member may appeal to the Club at a general meeting against a resolution of the committee under clause 14 (4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary shall 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.
- (4) At a general meeting of the Club convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

- (5) The appeal is to be determined by a simple majority of votes cast by the members present at the meeting.

Part 3 - The committee

16. Powers of the committee

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

- (a) shall control and manage the affairs of the Club, and
- (b) 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
- (c) has the 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.

17. Composition and membership of the committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the Club, and
 - (b) at least 1 ordinary committee members,
each of whom shall be elected at the annual general meeting of the Club under clause 18.
- (2) The total number of committee members shall be at least 4.
- (3) The office-bearers of the Club shall be:
 - (a) the commodore,
 - (b) the treasurer,
 - (c) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the commodore and vice-commodore offices).
- (5) 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.
- (6) 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 shall hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of appointment.

18. Election of committee members

- (1) The election of office-bearers and ordinary committee members is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct, except in the case of casual vacancies as detailed in clause 17(6).

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- (2) The chairperson of the annual general meeting shall call for verbal nomination of candidates for election as:
 - (i) office-bearers of the Club.
 - (ii) ordinary committee members.
- (3) Nomination for a vacancy requires endorsement by two Club members and consent of the nominee, who shall be a Club member.
- (4) Election of committee members shall be carried out in the following order:
 - (i) Commodore
 - (ii) Treasurer
 - (iii) Secretary
 - (iv) ordinary committee members.
- (5) Where only one nomination is received for a position, the nominee shall be deemed elected.
- (6) Where more than one nomination is received for a position, the position shall be determined by secret ballot.
- (7) If insufficient nominations are received to fill all vacancies on the committee, any vacant positions remaining shall be deemed casual vacancies to be filled in accordance with clause 17(6).

19. Secretary

- (1) The secretary of the Club shall, as soon as practicable after being appointed as secretary, lodge notice with the Club of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

20. Treasurer

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

- (a) that all money due to the Club is collected and received and that all payments authorised by the Club are made, and
- (b) that correct books and 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.

21. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the 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.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the Club, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 22, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

22. Removal of committee members

- (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.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or commodore (not exceeding a reasonable length) and requests that the representations be notified to the members of the Club, the secretary or the commodore 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.

23. Committee meetings and quorum

- (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 convened by the commodore or by any member of the committee. These meetings can be conducted electronically including, but not limited to, email, video conferencing, and paper.

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- (3) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 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.
- (4) Notice of a meeting given under subclause (3) shall specify the general nature of the business to be transacted at the meeting. Business other than that business may be transacted at the meeting if a majority of the committee members present at the meeting agree.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall be adjourned and the business of the meeting shall be transacted at the next convened meeting.
- (7) At a meeting of the committee:
 - (a) the commodore or, in the commodore's absence, the vice-commodore is to preside, or
 - (b) if the commodore and the vice-commodore 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.

24. Delegation by committee to sub-committee

- (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:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function, the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to 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) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

25. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 23 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 - General meetings

26. Annual general meetings - holding of

- (1) The Club shall hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Club shall hold its annual general meetings:
 - (a) within 6 months after the close of the Club's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

27. Annual general meetings - calling of and business at

- (1) The annual general meeting of the Club is, subject to the Act and to clause 26, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
 - (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 Club and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it.

28. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Club.
- (2) The committee shall, on the requisition in writing of not less than 5 members of the Club, convene a special general meeting of the Club.
- (3) A requisition of members for a special general meeting:
 - (a) shall state the purpose or purposes of the meeting, and
 - (b) shall be signed by the members making the requisition, and
 - (c) shall be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after 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 3 months after that date.

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- (5) A special general meeting convened by a member or members as referred to in subclause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

29. Notice

- (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 shall, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (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 27 (2) or business which the members present at the meeting unanimously agree to treat as urgent business.
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

30. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

31. Presiding member

- (1) The commodore, or in the commodore's absence, the vice-commodore, is to preside as chairperson at each general meeting of the Club.
- (2) If the commodore and the vice-commodore are absent or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

32. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary shall 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.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

33. Making of decisions

- (1) A question arising at a general meeting of the Club is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 3 or more members present at the meeting decide that the question should be determined by a written ballot - a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minutes 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.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

34. Special resolutions

- (1) A resolution shall only be passed by the Club as a special resolution:
 - (a) at a meeting of the Club of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
 - (b) in a postal ballot conducted by the Club, and
 - (c) it is supported by at least three-quarters of the votes cast by members who, under the Club's constitution, are entitled to vote on the proposed resolution.

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- (2) A notice referred to in subsection (1) (a) shall include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (3) A postal ballot referred to in subsection (1) (b) may only be conducted in relation to resolutions of a kind that the Club's constitution permits to be voted on by means of a postal ballot and, if conducted, shall be conducted in accordance with the regulations.

35. Voting

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

36. Proxy votes

Each member shall be entitled to appoint another member as proxy by written notice given to the secretary at the general meeting in respect of which the proxy is appointed.

37. Postal ballots

- (1) The Club may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 15).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 of the Regulation.

Part 5 - Miscellaneous

38. Insurance

The Club shall effect and maintain insurance to an amount prescribed in respect of each occurrence with an approved insurer against liability of the incorporated Club arising out of:

- (1) An occurrence causing death or bodily injury to a person.
- (2) An occurrence causing damage to property.
- (3) Such other occurrences as may be prescribed.

39. Funds - source

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

40. Funds - management

- (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.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee or employees of the Club, being members or employees authorised to do so by the committee.

41. Common seal

- (1) The common seal of the Club shall be kept in the custody of the public officer.
- (2) It shall not be affixed to any instrument except by authority of the committee and the affixing of the common seal shall be attested by the signatures of 2 members of the committee or 1 member of the committee and the public officer.

42. Change of name, objects and constitution

- (1) The Club's name, objects or constitution shall only be altered by special resolution of the Club
- (2) An application to the Director-General for registration of a change in the Club's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

43. Custody of books etc

Except as otherwise provided by this constitution, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

44. Inspection of books etc

- (1) The following documents shall be open to inspection, free of charge, by a member of the Club at any reasonable hour:
 - (a) records, books and other financial documents of the Club,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the Club.
- (2) A member of the Club may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

45. Service of notices

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

46. Financial year

The financial year of the Club is:

- (a) the period of time commencing on the date of incorporation of the Club and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Club, commencing on 1 July and ending on the following 30 June

47. Not-for-profit status

The assets and income of the Club shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the Club except

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as genuine compensation for services rendered or expenses incurred on behalf of the Club.

48. Dissolution

In the event of the Club being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.

APPENDIX 1 - Application for membership of Koonawarra Bay Sailing Club Inc.

(Incorporated under the Associations Incorporation Act 2009)

I,
(full name of applicant)

of
(address)

hereby apply to become a member of the Koonawarra Bay Sailing Club Inc.
In the event of my admission as a member, I agree to be bound by the
constitution of the Club for the time being in force.

.....
signature of applicant date

I,
(full name)

a member of the Club, nominate the applicant for membership of the Club.

.....
signature of proposer date

I,
(full name)

a member of the Club, second the nomination of the applicant for membership
of the Club.

.....
signature of seconder date

APPENDIX 2 - Public officer

The Club shall retain a public officer.

- (1) The public officer:
 - (a) shall be a committee member, an ordinary member or a suitable person from outside the Club.
 - (b) shall be at least 18 years of age and reside in NSW.
 - (d) shall be an authorised signatory for the Club, but not automatically a signatory for the Club's bank accounts.
 - (c) shall be replaced by appointment by the committee within 28 days if a vacancy in the position occurs.
- (2) The public officer shall vacate the position if he/she;
 - (a) dies
 - (b) resigns in writing to the committee.
 - (c) is removed from office by passing of a resolution at a general meeting.
 - (d) becomes bankrupt.
 - (e) becomes a mentally incapacitated person.
 - (f) ceases to become a resident of NSW.
 - (g) meets any other circumstances as provided for in the constitution.
- (3) The public officer:
 - (a) shall notify NSW Dept of Fair Trading of any change in the Club's official address within 28 days.
 - (b) shall collect all Club documents from former committee members and deliver them to the new committee member.
 - (c) shall return all Club documents to a committee member within 14 days, upon vacating office.
 - (d) shall act as the official contact for the Club, including taking delivery of documents served on the Club and bringing them to the attention of the committee as soon as possible.
 - (e) shall take custody of any documents as required by the constitution.