

**COMPUTERPALS FOR SENIORS – NEWCASTLE INC. ("COMPUTERPALS")**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the annual general meeting of the Computerpals will be held as follows:

**Date and time:** 6 August 2021 at 11:00 am

**Location:** Cardiff RSL Club, 45 Macquarie Rd, Cardiff NSW

**Business:**

- 1 to confirm minutes of the preceding annual general meeting and of any special general meeting held since that meeting (if applicable) of Computerpals;
- 2 to receive reports from the committee of the activities of Computerpals during the years ended 30 June 2020 and 30 June 2021;
- 3 to elect office-bearers and members of the management committee and to appoint a public officer of Computerpals;
- 4 to receive and adopt the balance sheets and financial statements of Computerpals and any accompanying reports for the years ended 30 June 2020 and 30 June 2021;
- 5 to fix the annual membership and tuition fees for the year ending 30 June 2022;
- 6 to determine and resolve, as a special resolution and in accordance with rule 5.4 of the current constitution, that the current constitution of the club be repealed and replaced with the constitution attached to this notice which, amongst other things, allows for annual general meetings to be held online and voting to occur electronically. A copy of the Constitution showing the proposed changes is attached to this notice; and
- 7 to transact any other business included on the written agenda attached to this notice of meeting.

Dated: 15<sup>th</sup> July 2021

Signed:



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Sandra Keen [President]

# COMPUTERPALS FOR SENIORS - NEWCASTLE Inc.

## CONSTITUTION

(as amended 6 August 2021)

### Rules

#### Computerpals for Seniors - Newcastle Inc.

#### 1 Part 1 - Preliminary

##### 1.1 Definitions

- (a) **Club** means the Computerpals for Seniors - Newcastle Incorporated.
- (b) **Member** means any person having membership of the club in accordance with the rules.  
  
**Committee member** means a member elected to the management committee, either an office-bearer or an ordinary committee member.  
  
**Ordinary member** means a member of the committee who is not an office bearer of the club, as referred to in rule 3.2(a).
- (c) **Secretary** means:
  - (i) the person holding office under these rules as secretary of the club; or
  - (ii) if no such person holds that office, the public officer of the club.
- (d) **Special general meeting** means a general meeting of the club other than an annual general meeting.
- (e) **The Act** means the *Associations Incorporation Act 2009* (NSW), as amended from time to time.
- (f) **The Regulations** means the *Associations Incorporation Regulation 2016* (NSW), as amended from time to time.

##### 1.2 **Rules**, mean the club rules, based on the Model Rules for the Incorporation of Associations issued by the New South Wales Office of Fair Trading according to the Act, and as modified for the particular needs of the club. In these rules:

- (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.

##### 1.3 **The provisions of the Interpretation Act 1987 (NSW)**, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

##### 1.4 **Title**

The club shall be called **Computerpals for Seniors - Newcastle Inc.**

##### 1.5 **Sphere of influence**

Membership is intended for persons over the age of 50 years who have retired from full participation in the workforce, residing in the Newcastle Local Government area or subject to the discretion of the committee.

## **1.6 Aims and objectives**

- (a) The purpose of the club shall be to assist its members by:
  - (i) enabling them, through mutual help and at minimum cost, to acquire and improve their computer and electronic communication skills;
  - (ii) providing them with facilities pursuant to this aim;
  - (iii) providing a setting for the interchange, in an atmosphere of fellowship and enjoyment, of computer and communications knowledge, skills and ideas;
  - (iv) enabling members to keep up with developments in the use of computers so that they continue to participate in this aspect of modern life, thereby contributing to their self-confidence and self-esteem;
  - (v) providing regular meetings, activities and training sessions pursuant to attaining the above; and
  - (vi) striving at all times to gain and retain the approval of the local community as a worthwhile organization contributing to the quality of life within the community.
- (b) The club will be non-political, non-sectarian, non-profit and financially competent, and will not indulge in fundraising for any purpose other than its stated aims and objectives.
- (c) Members shall observe and uphold the rules of the club and actively support and defend the club, its aims and objectives.
- (d) Membership numbers may be restricted to a maximum figure as determined and/or amended at any annual or special general meeting.
- (e) The income and assets of the club shall be applied solely in furtherance of its above-mentioned objects and the club must not distribute any income or assets, directly or indirectly, to the members of the club except as bona fide compensation for services rendered or expenses incurred on behalf of the club at fair and reasonable rates or rates more favourable to the club.

## **1.7 Mission**

The mission of the club is:

- (a) to seek to educate seniors and people with disabilities, where possible, in the use of computers and mobile devices as a way of enriching their lives and making them more self-reliant in this world of technology; and
- (b) to seek to bridge the generation gap and assist seniors to find ways to benefit the community at large through their collective experience and knowledge.

## **2 Part 2 - Membership**

### **2.1 Membership qualifications**

A person is qualified to be a member of the club if, and only if:

- (a) 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 the incorporation of the club under the Act; or

- (b) the person is a natural person who:
  - (i) has applied for membership of the club as provided by rule 2.2; and
  - (ii) has been approved for membership of the club by the committee.

## **2.2 Application for membership**

- (a) An application of a person for membership of the club:
  - (i) shall be made in writing in a form approved by the committee; and
  - (ii) shall be lodged with the secretary of the club, together with membership and tuition fees applicable at that time.
- (b) As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to the committee which shall finally determine whether to approve or to reject the application.
- (c) where the application is approved and on payment of an annual membership fee, the secretary shall enter the applicant's name in the register of members and, the applicant becomes a member of the club.
- (d) where the application has not been approved, the applicant will be advised in writing and any monies offered, refunded.

## **2.3 Cessation of membership**

- (a) A person ceases to be a member if the person:
  - (i) dies;
  - (ii) resigns that membership;
  - (iii) is expelled from the club; or
  - (iv) ceases to be a financial member.
- (b) The committee may also determine that a person will cease to be a member but only in exceptional circumstances.

## **2.4 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 on cessation of the person's membership.

## **2.5 Resignation of membership**

- (a) A member of the club is not entitled to resign that membership except in accordance with this rule.
- (b) 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 the club by first giving to the secretary 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.

- (c) If a member of the club ceases to be a member under rule 2.5(b) or otherwise ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the month in which the member ceases to be a member.

## **2.6 Register of members**

- (a) The public 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.
- (b) The register of members must be kept by the club and/or, if the club has no premises, at the club's official address and must be open for inspection, free of charge, by any member of the club subject to the provision of reasonable notice.

## **2.7 Fees and subscriptions**

- (a) A member of the club must renew membership annually by payment of the annual membership fee which becomes due on 1 July each year. Persons joining the club in the period July to April become members of the club after paying the annual membership fee. Persons joining the club in the period May to June become members of the club after paying the annual membership fee and will be credited with having paid their annual membership fee for the following year.
- (b) In addition to the amount payable by the member under clause a), a member of the club must pay to the club a fee for each tuition course and each special interest session undertaken.
- (c) The annual membership fee and tuition fees payable by members shall be reviewed and determined at each annual general meeting.

## **2.8 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 rule 2.7.

## **2.9 Resolution of internal disputes**

Disputes between members (in their capacity as members) of the club, and disputes between members and the club, that cannot be resolved by the executive are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983 (NSW)*, as amended from time to time.

## **2.10 Disciplining of members**

- (a) A complaint may be made by any member of the club if some other member of the club:
  - (i) has persistently refused or neglected to comply with a provision or provisions of these rules; or
  - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the club.
- (b) On receiving such a complaint, the committee:
  - (i) must cause notice of the complaint to be served on the member concerned;

- (ii) must give the member at least 14 days from the time the notice is served to make submissions to the committee in connection with the complaint; and
  - (iii) must take into consideration any submissions made by the member in connection with the complaint.
- (c) 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.
- (d) If the committee expels or suspends a member, the secretary must within 7 days after the action is taken, cause written notice to be given to the member specifying the action taken, the reasons given by the committee for having taken that action and the member's right of appeal under rule 2.11.
- (e) The expulsion or suspension does not take effect:
- (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned under rule 2.11; or
  - (ii) if within the period specified in rule 2.10(e)(i) the member exercises the right of appeal, unless and until the club confirms the resolution under rule 2.11(e),
- whichever is the later.

#### **2.11 Right of appeal of disciplined member**

- (a) A member may appeal to the club in a special general meeting against a resolution of the committee under rule 2.10, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (b) 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.
- (c) On receipt of a notice from a member under rule 2.11(a), the secretary must notify the committee which is to convene a special general meeting of the club to be held within 28 days after the date on which the secretary received the notice.
- (d) At a special general meeting of the club convened under rule 2.11(c):
  - (i) no business other than the question of the appeal is to be transacted;
  - (ii) the committee and the member must be given the opportunity to state their respective cases orally or in writing or both; and
  - (iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (e) If, at the special general meeting, the club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### **3 Part 3 - The Committee**

#### **3.1 Powers of the committee**

The committee is to be called the committee of management of the club and, subject to the Act, the Regulations, these rules and any resolution passed by the club in general meeting:

- (a) shall control and manage the affairs of the club;
- (b) may exercise all such functions as may be exercised by the club other than those functions that are required by these rules to be exercised by a general meeting of members of the club; and
- (c) have the power to perform all such acts and do all such things as appear to the committee to be necessary for the proper management of the affairs of the club.

### **3.2 Constitution and membership**

- (a) The office-bearers of the club are to be:
  - (i) the president;
  - (ii) the vice-president;
  - (iii) the treasurer; and
  - (iv) the secretary.
- (b) Other offices besides the ones specified in rule 3.2(a) above, may be created by a resolution at an annual or special general meeting and filled by election at that meeting provided that notice of such intent is included in the notice of meeting.
- (c) The committee may co-opt additional members, not exceeding two in number, to assist and serve on the committee for the remainder of the year ending at the next annual general meeting.
- (d) Members will be eligible to vote for office-bearers and committee members.

### **3.3 The committee**

- (a) The committee is to consist of:
  - (i) the office-bearers of the club; and
  - (ii) 3 ordinary members each of whom is to be elected at the annual general meeting of the club.
- (b) The immediate past president shall automatically be an ex-officio committee member for one year following their retirement from office.
- (c) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date on which the member was elected, but is eligible for re-election.
- (d) An office bearer, as described in 3.2(a) above, may not continue to hold that same office for a period of more than four consecutive years unless otherwise determined by resolution at an annual general meeting.
- (e) 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 these rules, until the conclusion of the annual general meeting next following the date of the appointment.

### **3.4 Election of office bearers**

- (a) Nominations of candidates for election as office-bearers of the club or as ordinary members of the committee:

- (i) must be made in writing; signed by 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
  - (ii) must be delivered to the secretary of the club at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (b) 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.
  - (c) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
  - (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
  - (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
  - (f) 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.

### **3.5 President**

The president of the club is responsible for:

- (a) chairing all annual and special general meetings and all committee meetings;
- (b) representing the club when liaison is required with government departments or other organisations;
- (c) the smooth running of the management committee and ensuring that all actions of the committee comply with the requirements of the club's constitution;
- (d) being the final arbiter of matters pertaining to a grievance or complaint within the club, and if the president be unable to have the specific matter resolved to the satisfaction of all parties concerned, the grievance or complaint (as applicable) should be referred to an independent arbitrator; and
- (e) preparing a report for the annual general meeting.

### **3.6 Vice President**

The vice president of the club is responsible for:

- (a) chairing meetings in the absence of the president;
- (b) assuming full authority of office in the absence of the president; and
- (c) assisting the president in the smooth running of the management committee and ensuring that all actions of the committee comply with the requirements of this constitution.

### **3.7 Secretary**

- (a) The secretary of the club must, as soon as practicable after being appointed as secretary, lodge notice with the club of their address.

- (b) It is the duty of the secretary to keep minutes of:
  - (i) all appointments of office-bearers and members of the committee;
  - (ii) the names of members of the committee present at a committee meeting or at a general meeting; and
  - (iii) all proceedings at committee meetings and general meetings.
- (c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

### **3.8 Treasurer**

It is the duty of the treasurer of the club to ensure that:

- (a) all money due to the club is collected and received and that all payments authorised by the club are made;
- (b) 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; and
- (c) a financial statement, reviewed by an accredited accountant, is presented at the annual general meeting;

### **3.9 Casual vacancies**

For the purpose of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies;
- (b) ceases to be a member of the club;
- (c) is declared bankrupt under the *Bankruptcy Act 1966* (Cth), as amended from time to time;
- (d) resigns office by notice or in writing given to the secretary;
- (e) is removed from office under rule 3.10;
- (f) becomes a mentally incapacitated person; or
- (g) is absent from three consecutive committee meetings without apology or leave of absence.

### **3.10 Removal of a member**

- (a) 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.
- (b) If a member of the committee to whom a proposed resolution referred to in rule 3.10(a) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the 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.

### **3.11 Meetings and quorum**

- (a) The committee shall meet at least quarterly at a time and place (which may include a virtual meeting room) determined by the committee.
- (b) A meeting of the committee may be held at two or more venues using any technology provided each member of the committee has a reasonable opportunity to participate.
- (c) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (d) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or 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.
- (e) Notice of a meeting given under rule 3.11(d) 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.
- (f) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (g) 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.
- (h) 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.
- (i) If a meeting is to be held using technology and any technical difficulty occurs prior to commencement of or during the meeting of the committee, the meeting will be adjourned until such time the technical difficulty is remedied, and no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (j) At a meeting of the committee:
  - (i) the president, or, in the president's absence, the vice-president is to preside; and
  - (ii) if the president and the vice president are absent or unwilling to act, such of the remaining members of the committee as may be chosen by the members present at the meeting is to preside (provided such member of the committee is willing to act).

### **3.12 Delegation by committee to sub-committee**

- (a) 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 think fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (i) this power of delegation; and

- (ii) a function which is a duty imposed on the committee by an act or any other law.
- (b) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (c) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (d) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule 3.12.
- (e) A sub-committee may meet and adjourn as it thinks proper.

### **3.13 *Voting and decisions***

- (a) 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.
- (b) 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 will have a casting vote.
- (c) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee using technology are to be determined by a means of electronic voting as determined by the committee or sub-committee (as applicable).
- (d) Subject to rule 3.11(f) the committee may act despite any vacancy on the committee.
- (e) 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.

## **4 *Part 4 - General Meetings***

### **4.1 *Annual general meeting - holding of***

- (a) The club shall hold its annual general meeting in August each year or such other date selected by the committee being within the period of 6 months after the expiry of each financial year of the club.
- (b) Subject to rule 4.1(c), the annual general meeting of the club must be convened at such place (including a virtual meeting room) and time as the committee think fit.
- (c) Subject to the provision of reasonable notice to members and compliance with rule 4.5, the annual general meeting of the club may be held at two or more venues using any technology approved by the committee that gives each member a reasonable opportunity to participate. Participation in such a meeting will constitute presence as if in person at such meeting, and if a member votes at such meeting, he or she will be taken to have voted in person at such meeting.

### **4.2 *Annual general meeting - business at***

- (a) In addition to any other business which may be transacted at an annual general meeting, the business of the annual general meeting shall include the following:

- (i) to confirm the minutes of the preceding annual general meeting and of any special general meeting held since that meeting;
  - (ii) to receive from the committee reports upon the activities of the club during the preceding financial year;
  - (iii) to elect office bearers and members of the management committee and to appoint a public officer;
  - (iv) to receive and adopt the balance sheets and financial statements of the club and accompanying reports thereon;
  - (v) to fix the annual membership fee and tuition fees for the ensuing year; and
  - (vi) to transact any other business included on the written agenda attached to the notice of meeting.
- (b) An annual general meeting shall be specified as such in the notice convening it.

#### **4.3 Special general meeting - calling of by committee**

- (a) Subject to rule 2.11(c), the committee may, whenever it thinks fit, convene a special general meeting of the club. Should it be necessary to alter the time or place of the special general meeting, or to cancel such meeting, the secretary shall inform the members of the change in venue and time or cancellation at least one week before the scheduled time of the meeting. The accidental omission of notice to a member, or failure to receive such a notice, shall not invalidate a special general meeting.
- (b) In addition to any other business which may be transacted at a special general meeting, the business at a special general meeting, except for a special general meeting convened under rule 2.11, shall be:
  - (i) to note apologies for non-attendance;
  - (ii) to confirm the minutes of any preceding special general meeting;
  - (iii) to transact business arising out of such minutes;
  - (iv) to receive reports of committees, the secretary and the treasurer and any other reports as may require to be given;
  - (v) to consider and deal with subjects and business to be discussed; and
  - (vi) to hear, through the chair, answers to questions from members and, where appropriate, to deal with the subject matter thereof.
  - (vii) to deal with such other business as the chair may allow.

#### **4.4 Special general meeting - calling of by members**

- (a) The committee must, on the requisition in writing of at least 10 members of the total number of members, convene a special general meeting of the club.
- (b) A requisition of members for a special general meeting:
  - (i) must state the purpose or purposes of the meeting;
  - (ii) must be signed by the members making the requisition;
  - (iii) must be lodged with the secretary; and

- (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition;
- (c) 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.
- (d) A special general meeting convened by a member or members as referred to in rule 4.4(c) must be convened as nearly as is practicable in the same manner as special general meetings are convened by the committee.

#### **4.5 Notice**

- (a) 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 14 days before the date fixed for the holding of the general meeting, give notice specifying the place (which includes a virtual meeting room for general meetings conducted using technology), date and time of the meeting and the nature of the business proposed to be transacted at the meeting;
- (b) 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 21 days before the date fixed for the holding of the general meeting, give notice of the intention to propose the resolution as a special resolution.
- (c) 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 pursuant to rule 4.2(a).
- (d) 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.

#### **4.6 Procedure**

- (a) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (b) Five members present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (i) if convened on the requisition of members, is to be dissolved; and
  - (ii) in any other case, is to stand adjourned to the same day in the following week at the same time and, unless another place or virtual meeting room is specified at the time of the adjourned meeting 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 or virtual meeting room (as applicable).

- (d) 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 3) is to constitute a quorum.

#### **4.7 Presiding member**

- (a) The president, or, in their absence, the vice-president, is to preside as chairperson at any general meeting of the club.
- (b) 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 (provided such member is willing to act).

#### **4.8 Adjournment**

- (a) If the annual general meeting is to be held using technology and any technical difficulty occurs prior to commencement of or during the annual general meeting such that members do not have a reasonable opportunity to participate, the chairperson must adjourn the meeting until such time the technical difficulty is remedied, 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.
- (b) 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.
- (c) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the club stating the place (including a virtual meeting room), date, and time of the meeting and the nature of the business to be transacted at the meeting.
- (d) Except as provided in rules 4.8(b) and 4.8(c), 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.

#### **4.9 Making of decisions**

- (a) Subject to rule 4.9(d), 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 votes recorded in favour of or against that resolution.
- (b) At a general meeting of the club, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- (c) If a poll is demanded at a general meeting, the poll must be taken:
  - (i) 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
  - (ii) 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.

- (d) A question arising at a general meeting conducted using technology must be determined by a means of electronic voting (as determined by the committee) and may be conducted in accordance with Schedule 3 to the Regulations.

#### **4.10 Special resolution**

A resolution of the club is a special resolution:

- (a) if it is passed by a majority which comprises not less than three-quarters of such members of the club as, being entitled under these rules to do so, vote in person or by proxy at a general meeting, or electronically (including by proxy) in the case of a general meeting conducted using technology, of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) 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 rule 4.10(a), if the resolution is passed in a manner specified by the Commissioner.

#### **4.11 Voting**

- (a) On any question arising at a general meeting of the club a member has one vote only.
- (b) Subject to rule 4.11(c), all votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (c) All votes cast at a general meeting using technology must be determined using a means of electronic voting (as determined by the committee) and may be conducted in accordance with Schedule 3 to the Regulations.
- (d) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting will have a casting vote.

#### **4.12 Appointment of proxies**

- (a) Each member is to 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.
- (b) The notice appointing the proxy is to be in a form approved by the committee.

### **5 Part 5 - Miscellaneous**

#### **5.1 Insurance**

- (a) The club must effect and maintain insurance under Section 44 of the Act.
- (b) In addition to the insurance required under rule 5.1(a), the club may effect and maintain other insurance.

#### **5.2 Funds - source**

- (a) The funds of the club are to be derived from an annual membership fee and tuition fees of members, and, subject to any resolution passed by the club in a general meeting, such other sources as the committee determines.
- (b) All money received by the club must be deposited as soon as practicable and without deduction to the credit of the club's bank account.

- (c) The club must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **5.3 Funds - management**

- (a) 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.
- (b) All cheques must be signed by any two of four members of the committee.

### **5.4 Alteration of objects and rules**

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the club.

### **5.5 Electronic voting**

Except as otherwise provided by these rules, a postal or electronic ballot for the passing by an association of an ordinary resolution or a special resolution may be conducted as contemplated or permitted under Schedule 3 to the Regulations.

### **5.6 Common seal**

- (a) The common seal of the club must be kept in the custody of the public officer.
- (b) 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 of either 2 members of the committee or 1 member of the committee and either the public officer or secretary.

### **5.7 Custody of documents**

Except as otherwise provided by these rules, the public officer must keep in their custody or under their control all records, books and other documents relating to the club.

### **5.8 Inspection of documents**

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.

### **5.9 Service of notices**

- (a) For the purpose of these rules, a notice may be served on or given to a person:
  - (i) by delivering it to the person personally;
  - (ii) by sending it by pre-paid post to the address of the person; or
  - (iii) by sending it by email or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (b) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
  - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (ii) 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

- (iii) in the case of a notice sent by email 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.

#### **5.10 Financial year**

The financial year of the club shall commence on the first day of July in each year and terminate on the 30th day of June in the following year.

#### **5.11 Financial Review**

- (a) An accredited accountant, if appointed at an annual general meeting, shall hold that office until the next annual general meeting. A casual vacancy for the position of accredited accountant shall be filled by the management accountant.
- (b) Notice of the nomination of any person other than a retiring accredited accountant for appointment as accredited accountant shall be given to members not less than fourteen days before the annual general meeting at which the appointment of the accredited accountant is to be made.
- (c) A person shall not be appointed to act as accredited accountant of the club if they are an office bearer or a committee member of the club.

#### **5.12 Winding up**

If the club is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another club or organisation with similar objects, which is charitable at law, to which income tax deductible gifts of the following kind can be made.

- (a) Gifts of money or property for the principal purpose of the club or organisation.
- (b) Contributions made in relation to an eligible fundraising event held for the principal purpose of the club or organisation.
- (c) Money received by the club or organisation because of such gifts and contributions.

#### **5.13 Club newsletter**

The members in a general meeting by resolution passed by a simple majority of those voting in person thereat may authorise the publication of a club newsletter.