

New South Wales
Association Incorporation Act 2009

CONSTITUTION

of the
KIAMA SHELLHARBOUR CAMERA CLUB Incorporated

PART 1 - PRIMINARY

1. DEFINITIONS

(1) In this constitution, except in so far as the context or subject matter otherwise indicates or requires,

ordinary 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) where no such person holds that office - the Public Officer of the Club;

The Act means the Associations Incorporation Act, 2009;

The Regulation means the Associations Incorporation Regulation, 2010

Club means the Kiama-Shellharbour Camera Club Inc.

Member means a member of the Club duly admitted.

Financial member means a member of the Club duly admitted, who must not be in default for more than 30 days in payment of any fees, contributions or other amounts payable by him or her in accordance with this constitution.

Special General Meeting means a general meeting of the Club to deal with specific items of business other than an Annual General Meeting.

(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, where 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.

PART 2 - OBJECTS and ACTIVITIES

(1) The objects of the Club are -

a) to further and encourage the improvement of photographic skills and

b) to serve as a meeting for those interested in photography.

(2) The activities of the Club are to:

a) hold meetings and discussion sessions

b) hold exhibitions, and competitions of the members and others' work

c) arrange lectures and demonstrations

d) organise social functions

e) arrange other activities as may be deemed relevant to the Objects of the Club.

PART 3 - MEMBERSHIP

2. MEMBERSHIP QUALIFICATIONS GENERALLY

- (1) A person is eligible to be a member of the Club if,
 - (a) the person is a natural person and
 - (b) the person has been nominated and approved for membership of the club in accordance with clause 4.
- (2) A person is taken to be a member of the Club if the person was one of the individuals on whose behalf an application for registration under section 6 (1) (a) of the Act was made.

3. LIFE MEMBERSHIP

- (1) The Club may accord Life Membership to any person who, in the opinion of the Club is worthy of such recognition for distinguished service to the Club.
- (2) Nominations, proposed and seconded by two members of the Club must be submitted to the Committee for consideration and have to be approved by a majority vote of the members present at the Annual General Meeting.
- (3) Life Members must enjoy all rights and privileges of the members in accordance with this constitution except that no membership fees are to be payable by them.

4. NOMINATION for MEMBERSHIP

- (1) An application to become a member must be in writing and lodged with the Treasurer.
- (2) The Treasurer shall on payment enter the applicant's name and date of membership in the register of members, and upon the name being so entered the applicant becomes a member.

5. CESSATION of MEMBERSHIP

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

- (a) dies,
- (b) resigns that membership'
- (c) fails to maintain his or her membership within 3 months after the fee is due. or
- (d) is expelled from the Club.

6. 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.

7. RESIGNATION of MEMBERSHIP

- (1) A member of the Club may resign from membership of the Club by first giving notice to the Secretary of the member's intention to resign.
- (2) A member ceases to be a member if he/she becomes non-financial i.e. not having paid fees within three months of due date.

- (3) Where a member of the Club ceases to be a member pursuant to clauses (1 and 2), and in every other case where a member ceases to hold membership, the Treasurer must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8. REGISTER of MEMBERS

- (1) The Treasurer 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.
- (2) The register of members must be kept in New South Wales
 - (a) at the principal place of administration of the Club and
 - (b) if the club has no premises, at the club's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Club at any reasonable hour.

9. FEES, SUBSCRIPTIONS.

- 1) Except in the case of a Life member, a member of the Club must upon admission to membership, pay to the Club an Annual membership fee as recorded under the 'Schedule of Fees' in the Club's By-Laws
 - (a) except as provided by paragraph (b), before 1st July in each calendar year; or
 - (b) if the member becomes a member on or after 1st July in, any calendar year - upon becoming a member and before 1st July in each succeeding calendar year.

10. 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 cost, 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 9.

11. DISCIPLINING of MEMBERS

- (1) A complaint may be made to the committee by any person that a member of the club
 - (a) has persistently refused or neglected to comply with a provision or provisions of this constitution; or
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of the Club;
- (2) The Committee may refuse to deal with the complaint if it considers the complaint to be trivial or vexatious in nature
- (3) If the committee decides to deal with the complaint
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must 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) must 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 association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, the committee 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 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 of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.

- (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 association confirms the resolution under clause 12, whichever is the later

12. RIGHT of APPEAL of DISCIPLINED MEMBER

- 1) A member may appeal to the Club in General Meeting against a resolution of the Committee which is confirmed under rule 11, 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) Upon receipt of a notice from a member under clause (1), the Secretary must notify the Committee which must 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 clause (2)
 - a) no business other than the question of the appeal must be transacted;
 - b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - c) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 5) If at the General Meeting the Club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.
- 6) The appeal is to be determined by a simple majority of votes cast by members of the club.

PART 4 - THE COMMITTEE

13. POWERS of the COMMITTEE

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

- (a) must 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 the Constitution to be exercised by a General Meeting of members of the Club; and
- (c) has power to perform all such acts and to do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.

14. COMPOSITION and MEMBERSHIP of the COMMITTEE

- 1) The Committee must consist of -
 - (a) the office-bearers of the Club; and
 - (b) up to 8 committee members, each of whom must be elected at the Annual General Meeting of the Club under clause 15.
- 2) The total number of the committee members is to be up to 12.
- 3) The office-bearers of the Club are as follows:-
 - (a) the President;
 - (b) the Vice President;

- (c) the Treasurer; and
- (d) the Secretary.

- 4) Each member of the Committee must, subject to this Constitution, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- 5) A committee member may hold up to 2 offices (other than both the president and vice-president offices).

15. ELECTION of COMMITTEE MEMBERS

- 1) Nominations of candidates for election as office-bearers of the Club or as ordinary members of the Committee -
 - (a) 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 nomination); and
 - (b) must be delivered to the Secretary of the 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.
- 2) If insufficient nominations are received to fill all vacancies on the Committee, the candidate's nominations must be deemed to be elected and further nominations must be received at the Annual General Meeting.
- 3) If insufficient further nominations are received any vacant positions remaining on the Committee must be deemed to be casual vacancies.
- 4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated must be deemed to be elected.
- 5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- 6) The ballot for the election of office-bearers and ordinary members of the Committee must be conducted at the Annual General Meeting in such usual and proper manner as the Committee directs.
- 7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association

16. DUTIES of OFFICE BEARERS

- 1) PRESIDENT
 - (a) To preside at all meetings of the Club when in attendance.
 - (b) To maintain proper control and act in the best interests of the Club.
 - (c) Maintain an impartial attitude in all discussions on matters at meetings where a vote is to be taken.
- 2) VICE PRESIDENT
 - (a) To attend meetings of the Committee and to take over the duties of the President in his or her absence.
- 3) SECRETARY
 - (a) The Secretary of the Club must, as soon-as practicable after being appointed as Secretary, lodge notice with the Club of his or her 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 a General meeting; and
 - iii. all proceedings at Committee meetings and General meetings.
 - (c) Notify members of all appropriate meetings.
 - (d) Receive and reply to all correspondence.
 - (e) Retain all books, correspondence and records pertaining to the office of Secretary.

(f) Ensure that the Minutes of proceedings at a meeting are signed by the chairperson of the meeting or by the chairperson of the next meeting.

4) **TREASURER**

- (a) Receive moneys payable to the Club and ensure that they are promptly banked and accounted for.
- (b) Pay out authorised moneys on behalf of the Club.
- (c) Keep an accurate record of funds, prepare and submit statements of receipts and expenditure as required from time to time by the Committee.
- (d) Prepare an Annual Statement of Receipts and Expenditure and Balance Sheet duly Audited for the year ended 30th June.
- (e) Retain all receipt butts, books of accounts, cheque books, bank statements and copies of all Annual statements and Balance sheets pertaining to the office of Treasurer.
- (f) Advise the President, Secretary and Public Officer of all financial members of the Club.

17. 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 must hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of appointment.
- 2) 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) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth,
 - (d) resigns office by notice in writing given to the Secretary,
 - (e) is removed from office under clause 18;
 - (f) becomes mentally incapacitated, or
 - (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.
 - (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) *Corporations Act 2001* of the Commonwealth

18. REMOVAL of COMMITTEE MEMBER

- (1) The Club in a 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) Where a member of the Committee to whom a proposed resolution referred to in clause (1) 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 they 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.

19. COMMITTEE MEETINGS and QUORUM

- 1) The Committee must 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 President or by any other member of the Committee.

- 3) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- 4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business must be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- 5) Any 5 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 6) No business must 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 stands adjourned to the same place and at the same hour of the same day in the following week. If this is not practicable an alternate time, place and date must be arranged.
- 7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting must be dissolved.
- 8) At a meeting of the committee -
 - (a) the President or, in the President's absence, the Vice President must preside; or
 - (b) if the President and the Vice President are absent or unwilling to act such one of the remaining members of the Committee as may be chosen by the members present at the meeting must preside.

20. 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.

21 VOTING and DECISIONS

- 1) Questions arising at a meeting of the Committee or of any Sub -Committee appointed by the Committee must 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 19 (5), the Committee may act notwithstanding 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 notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

PART 5 - GENERAL MEETINGS

22 ANNUAL GENERAL MEETINGS - HOLDING OF

- 1) The Club must hold its first Annual General Meeting within the period of 18 months after its incorporation under the Act
- 2) The Club must hold its Annual General Meetings:
 - a) within the period of 6 months after the expiration of each financial year of the Club or
 - b) within such later time as may be allowed by the Director General or prescribed by the Regulation.

23 ANNUAL GENERAL MEETINGS - CALLING OF and BUSINESS AT

- 1) The Annual General Meeting of the Club must, subject to the Act and to clause 22, 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 is to include 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 upon the activities of the Club during the last preceding financial year;
 - (c) to elect office-bearers of the 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.
- 3) An Annual General Meeting must be specified as such in the notice convening it.

24 SPECIAL GENERAL MEETINGS - CALLING OF

- 1) The Committee may, whenever it thinks fit, convene a special general meeting of the Club.
- 2) The Committee must, on the requisition in writing of not less than 5 per cent of the total number of members, convene a Special General Meeting of the Club.
- 3) A requisition of members for a Special General Meeting -
 - (a) must state the purpose or purposes of the meeting;
 - (b) must be signed by the members making the requisitions;
 - (c) must 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 the 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.
- 5) A Special General Meeting convened by a member or members as referred to in sub clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by the Club for any expense so incurred.

25 **NOTICE**

- 1) Except where 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, cause to be sent by email to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 2) Where 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, cause notice to be sent to each member specifying, in addition to the matter required under sub clause (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 pursuant to rule 23(2).
- 4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the notice calling a general meeting given after receipt of the notice from the member.

26. **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 in person (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
- 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 upon the requisition of members must be dissolved and
 - (b) in any other case must stand, adjourned to the same day in the following week at the 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 or the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

27 **PRESIDING MEMBER**

- 1) The President or, in the President's absence, the Vice President, must preside as chairperson at each general meeting of the Club.
- 2) If the President and the Vice President are absent from a general meeting or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

28 **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 must be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 2) 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 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 clauses (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.

29 **MAKING of DECISIONS**

- 1) A question arising at a general meeting of the Club must be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by 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 minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 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

30 **SPECIAL RESOLUTION**

A special resolution may only be passed by the Club in accordance with section 39 of the Act

31 **VOTING**

- 1) Upon 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 or
- 4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age

32 **PROXY VOTES not PERMITTED**

Proxy voting must not be undertaken at or in respect of a general meeting.

Note: Schedule 1 of the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings

PART 6 - MISCELLANEOUS

33 INSURANCE

The Club must effect and maintain insurance.

34 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 must be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- 3) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

35 FUNDS - MANAGEMENT

- 1) Subject to any resolution passed by the Club in general meeting, the funds of the Club must be used in pursuance of the objects of the Club in such manner as the Committee determines.
- 2) All cheques, draft, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee authorised to do so by the Committee

36 CHANGE OF NAME, OBJECTS AND CONSTITUTION

An application to the Director-General for registration of a change in the association'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.

37 CUSTODY of BOOKS. Etc.

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

38 INSPECTION of BOOKS. Etc.

- 1) The following documents must be open to inspection, free of charge, by any member of the Club at any reasonable hour.
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.
- 2) A member of the association 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.

40 FINANCIAL YEAR

The financial year of the association is:

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

Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.

41. SURPLUS PROPERTY

- (a) At the first general meeting of the Club, the Club shall pass a special resolution nominating an Incorporated Association as the Association in which is to vest its surplus property pursuant to section 53(2) of the Act in the event of the winding up or the cancellation of the Incorporation of the Club.
- (b) The incorporated Association so nominated shall be one which fulfills the requirements specified in section 53 (2) (a) – (c) of the Act.

Dated: 23rd May 2013