

CONSTITUTION OF THE ULYSSES CLUB INC.

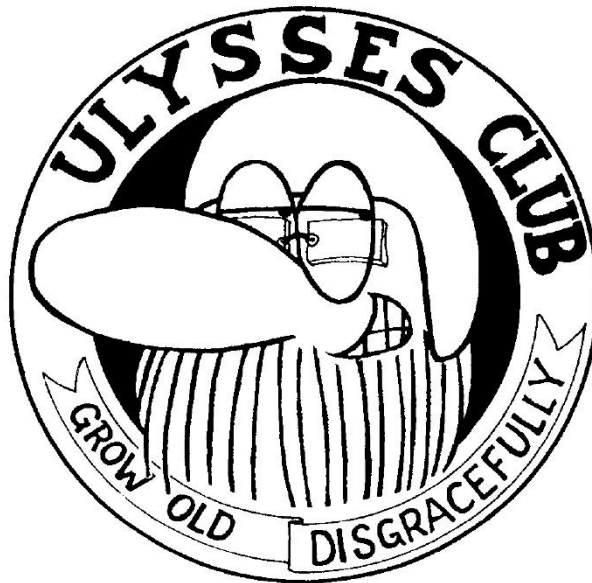
Under the Associations Incorporation Act 2009 (NSW)

About this constitution

The constitution of the Ulysses Club Inc. incorporates the Model Constitution developed by NSW Fair Trading and forms the constitutional structure under which the Ulysses Club operates in accordance with the Associations Incorporation Act 2009 as amended, The Associations Incorporation Regulation 2022 and the Model Rules contained therein.

Disclaimer

This publication must not be relied on as legal advice. For more information, please refer to the appropriate legislation or seek independent legal advice.



Contents

1. DEFINITIONS.....	4
2. CONSTRUCTION OR MEANING	6
3. OBJECTS	6
4. POWERS.....	6
5. MEMBERSHIP GENERALLY.....	7
6. MEMBERSHIP APPLICATONS	8
7. REGISTER OF MEMBERS.....	8
8. MEMBERSHIP FEES	9
9. MEMBER’S LIABILITIES.....	9
10. DISCIPLINARY ACTION AGAINST MEMBERS.....	9
11. RIGHT OF APPEAL AGAINST DISCIPLINARY ACTION.....	10
12. RESOLUTION OF INTERNAL DISPUTES	10
13. MEMBERSHIP ENTITLEMENTS NOT TRANSFERRABLE	11
14. CESSATION OF MEMBERSHIP	11
15. FUNCTIONS OF THE NATIONAL COMMITTEE	12
16. COMPOSITION OF THE NATIONAL COMMITTEE	12
17. ELECTION OF COMMITTEE MEMBERS.....	13
18. NOMINATION FOR NATIONAL COMMITTEE	13
19. NOMINATOINS FOR A BRANCH COMMITTEE	13
20. PROCEDURE FOR ELECTION OF MEMBERS TO A COMMITTEE	14
21. TERMS OF OFFICE.....	14
22. VACANCIES IN OFFICE	15
23. SECRETARY.....	15
24. PUBLIC OFFICER.....	16
25. TREASURER	16
26. DELEGATION TO SUBCOMMITTEES.....	16
27. ESTABLISHMENT OF A BRANCH.....	17
28. REMOVAL OF BRANCH CHARTER	17
29. BRANCH COMMITTEE METINGS	18
30. NATIONAL COMMITTEE MEETINGS	18
31. NOTICE OF COMMITTEE MEETING.....	18
32. QUORUM FOR COMMITTEE MEETINGS	18
33. PRESIDING COMMITTEE MEMBER	19
34. VOTING AT COMMITTEE MEETINGS.....	19
35. ACTS VALID DESPITE VACANCIES OR DEFECTS.....	19
36. TRANSACTION OF BUSINESS BY CIRCULATION OF PAPERS BY ELECTRONIC MEANS	20
37. ANNUAL GENERAL MEETINGS.....	21
38. VOTING AT AN ANNUAL OR SPECIAL GENERAL MEETING	21
39. OTHER MEETINGS	22
40. SPECIAL RESOLUTION	22

41. SPECIAL GENERAL MEETING OF A BRANCH	23
42. NOTICE OF GENERAL MEETING	23
43. QUORUM FOR ANNUAL OR SPECIAL GENERAL MEETINGS	24
44. ADJOURNED MEETINGS	24
45. VOTING	24
46. POSTAL OR ELECTRONIC BALLOTS	25
47. CHANGE OF NAME, OBJECTS OR CONSTITUTION	26
48. FUNDS	26
49. DISBURSEMENT OF FUNDS AND PROPERTY	27
50. INSURANCE	27
51. NON-PROFIT STATUS	27
52. SERVICE OF NOTICES	28
53. CUSTODY OF RECORDS AND BOOKS	28
54. COMMON SEAL	28
55. INSPECTION OF RECORDS AND BOOKS	29
56. FINANCIAL YEAR	29
57. DISTRIBUTION OF PROPERTY ON WINDING UP	29
58. COMMUNICATIONS	30

DRAFT

PART 1 PRELIMINARY

1. DEFINITIONS

In this Constitution, except in so far as the context or subject matter otherwise indicates or requires –

ACT means the *Associations Incorporation Act 2009* (NSW), the associated Regulations and any subsequent amendments to that Act or Regulations.

ASSOCIATION means the Ulysses Club Inc.

AUDIT OF ACCOUNTS means a review and certification as to the correctness of financial records of the Club in accordance with the Act.

AUTHORISED SIGNATORY means the signatures of authorised persons, whether in handwriting, electronic form or via a third-party signatory service.

BRANCH means a group of Club members who gather for companionship and social activities and are managed by their own Branch Committee in accordance with the Club's Constitution.

BRANCH COMMITTEE means the committee of a Branch formally elected to conduct the affairs of the Branch under the reasonable direction of the National Committee.

BRANCH COMMITTEE BY MAJORITY VOTE means a Branch which decides for any reason by majority vote to conduct Branch affairs on an informal basis, must do so under the direction of the National Committee, acting reasonably. The description "Branch Committee by Majority vote" shall be read as meaning "Branch Committee" in this Constitution.

BRANCH OFFICE-BEARERS means the President, Secretary and Treasurer of a Branch.

BRANCH PRESIDENT means the elected President of a Branch or, where Branch affairs are conducted by a Branch Committee by majority vote, the person chosen by the members of the Branch to be the principal member of that committee.

CHARITABLE PURPOSE includes any benevolent, philanthropic, or patriotic purpose.

COMMITTEE MEMBER means an Office-Bearer or ordinary committee member.

CLUB means the Ulysses Club Incorporated (ABN 25 637 297 337).

CONDUCTING or **PARTICIPATING IN** a Fundraising Appeal has the same meaning ascribed to it in the *Charitable Fundraising Act 1991* (NSW).

CONSTITUTION means this document being the set of rules under which the Club must operate and may only be amended by Special Resolution of the Club's members in accordance with this Constitution.

ELECTRONIC TRANSMISSION or **ELECTRONIC** means a transaction or transmission as defined in the *Electronic Transactions Act 2000* (NSW) but in this document specifically excludes transmission via social media platforms.

EXERCISE A FUNCTION includes perform a duty.

EX-OFFICIO MEMBER means a member who is appointed by the committee for a specific purpose but who is not an Office-Bearer or ordinary committee member.

EXTENDED NATIONAL COMMITTEE MEETING means one of the six compulsory National Committee general meetings per year and which is conducted prior to the Club's Annual General Meeting.

FINANCIAL YEAR means the year commencing 1st January and ending at midnight on 31st December.

FUNCTION means a power, authority or duty of a committee member.

FUNDRAISING APPEAL has the same meaning ascribed to it in the *Charitable Fundraising Act 1991* (NSW).

GENERAL MEETING means a Special General Meeting or Annual General Meeting of the Club or Branch properly convened and held in accordance with this Constitution.

LIFE MEMBER means a natural person, being a member, who has been granted Life Membership by the National Committee.

MEMBER means a natural person whose application for membership has been approved by the National Committee and who has fully paid their membership fee by the due date.

MOTORCYCLE RIDER'S LICENCE means a licence of any class or category (including Learners) that is issued by the relevant authority permitting the person to ride a motorcycle on a public roadway or public place.

NATIONAL ADMINISTRATION means the exercise by the National Committee of the management and control of the Club and of its funds.

NATIONAL ADMINISTRATION OFFICE means the principal place at which the Club conducts its business and administration.

NATIONAL COMMITTEE means the duly elected body of members forming a committee to manage and control the affairs of the Club.

NATIONAL OFFICE-BEARERS means the group of members within the National Committee consisting of the President, Vice President, Secretary and Treasurer.

NSW means the State of New South Wales, Australia.

OFFICE-BEARER means a committee member who is elected to an office referred to in clause 16 and 19.

ORDINARY COMMITTEE MEMBER means a committee member who is not an Office-Bearer.

PUBLICATION means any Club communication in printed or electronic form.

REGISTER OF MEMBERS means the register of the Club's members maintained under clause 7.

REGULATION means the *Associations Incorporation Regulation 2022* (NSW) and any subsequent amendments to that Regulation.

RETURN DATE means a specified date by which something must be returned to the Secretary.

RULES means the clauses or sections in this Constitution.

SECRETARY means:

- a) the member holding office under this constitution as Secretary, or
- b) if no member 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.

SOCIAL MEDIA means any internet-based platforms, application or technology that enables on-line social interaction.

SOCIAL MEETINGS means any gathering or activity of Club members for companionship and social activities. Business of the Club must not be transacted at Social Meetings.

SUB-COMMITTEE means a committee established under clause 26 and delegated by the National or Branch Committee to exercise specific functions.

TERM means the period of membership covered by the membership fee as the National Committee determines from time to time.

Note: The Act and the *Interpretation Act 1987* (NSW) contain definitions and other provisions that may affect the interpretation and application of this constitution.

2. CONSTRUCTION OR MEANING

If any doubt arises as to the proper construction, meaning or expression used in this Constitution, the decision of the National Committee shall be final and conclusive, provided that such decision be reduced to writing and recorded in the minute book of the proceedings of the National Committee. The headings in this Constitution are for reference only and do not form part of this Constitution and have no effect on the interpretation of it.

3. OBJECTS

The objects for which the Club is established are:

- (1) To provide ways in which older motorcyclists can get together for companionship and mutual support.
- (2) To show by example that motorcycling can be an enjoyable and practical activity for riders of all ages.
- (3) To draw the attention of public and private institutions to the needs and views of older riders.

4. POWERS

The Club shall be empowered:

- (1) to carry on or engage in any business, undertaking or project which the Club may seem capable of being conveniently carried on in connection with or calculated to further the Club's Objects including operating an office and warehouse and employing staff.
- (2) to communicate, affiliate, or enter into other relations with other clubs, associations, or other bodies having any similar objects and to subscribe to, become a member of or cooperate with any such clubs, associations or other bodies in any way as may be likely to further the Club's Objects.
- (3) to purchase, lease, hire or in exchange, acquire any real or personal property, rights or privileges which the Club may consider necessary or convenient for the furtherance of its Objects.
- (4) to sell, improve, develop, exchange, lease or hire out, dispose of, turn to account, or otherwise deal with the real and personal property or the rights and privileges of the Club.
- (5) to do all such other things as are incidental or conducive to the attainment of the Club's Objects.
- (6) to provide financial or other assistance to charitable organisations and to conduct or participate in fundraising appeals for charitable purposes primarily in the aid of rheumatoid arthritis research.
- (7) to foster and maintain good relations with International Ulysses Club members.

PART 2 MEMBERS OF THE CLUB

5. MEMBERSHIP GENERALLY

- (1) An individual is taken to be a member of the Club if:
 - (a) The person applied to be a member under clause 6 and the application has been approved, or
 - (b) The person was one of the individuals on whose behalf an application for registration of the association was made under the Act, section 6(1)(a).
 - (c) A person who is not an individual is not eligible to be a member of the Club.
- (2) A person is eligible to be a member of the Club if the person:
 - (a) Is a natural person.
 - (b) Has attained an age of not less than forty years.
 - (c) Holds a current motorcycle rider's licence or is exempt under clause 5 (4).
 - (d) Has applied for membership to the National Secretary in such manner as the National Committee may be prescribed from time to time.
 - (e) Has been approved for membership by the National Committee.
 - (f) Is not otherwise qualified under clause 5(1) and 5(2)(a)-(e), but:
 - (i) has attained an age of not less than 40 years, and
 - (ii) is the spouse of a member within the meaning of the law or any commonly accepted meaning of the word spouse, or
 - (iii) is otherwise the regular companion of a member.
- (3) Until a member has attained the age of 50 years, the member is considered to be a Junior Member but has full membership rights and privileges in the Club.
- (4) A person shall not be denied or lose his or her eligibility for membership by reason only that he or she no longer holds a current Motorcycle Rider's Licence because of age, physical infirmity, or other cause acceptable to the National Committee provided that, in the case of a person not already a member, he or she can demonstrate to the satisfaction of the National Committee a prior longstanding interest and involvement in motor cycling.
- (5) The Club may grant a Life Membership in recognition of a member's meritorious service, subject to the relevant criteria set down, from time to time and minuted, by the National Committee.
- (6) A Life Membership may be granted if: -
 - a) the nomination is in writing in English,
 - b) any two members nominate or second another member they consider suitable for Life Membership,
 - c) the nomination is received by the National Secretary not later than 31st December,
 - d) the nomination contains full details of a member's meritorious service in support of the nomination,
 - e) the National Committee's affirms the suitability of the nomination, and
 - f) the nomination will be presented to the members at the Extended National Committee Meeting prior to the next Annual General Meeting and be endorsed by acclaim.
- (7) The National President must announce the granting of a Life Membership during the Annual General Meeting of the Club.
- (8) A Life Membership:
 - a) is not required to pay any future annual membership fees, and
 - b) shall be accorded such privileges as the National Committee in its discretion may determine.

6. MEMBERSHIP APPLICATIONS

- (1) An application by a person to be a member of the Club must be:
 - (a) Made in legible writing in the English language.
 - (b) In the form determined by the National Committee.
 - (c) Lodged with the National Secretary.
- (2) The National Committee may determine that:
 - (a) An application may be made or lodged by email or other electronic means.
 - (b) The payment of the annual membership fee may be paid by cash, cheque or electronic means.
- (3) The National Secretary must refer an application to the National Committee as soon as practicable after receiving the application.
- (4) The National Committee must approve or reject the application.
- (5) As soon as practicable after the National Committee has decided on the application, the National Secretary must:
 - (a) give the applicant written notice of the decision (which may be by email or other electronic means), and
 - (b) if the application is approved, the National Secretary must:
 - (i) request that the applicant pays the joining fee and annual membership fee in accordance with clause 8.
 - (ii) enter the applicant's name in the Register of Members as soon as practicable after the applicant pays the joining fee and annual membership fee in accordance with clause 8.
 - (iii) issue a membership card verifying the applicant's membership for the period specified on the membership card.
 - (c) The applicant becomes a member once the applicant's name is entered in the Register of Members.

7. REGISTER OF MEMBERS

- (1) The National Secretary must establish and maintain a register of members of the Club.
 - (a) The register:
 - (i) May be in written or electronic form, and
 - (ii) Must include for each member:
 - the member's full name and date of birth.
 - the member's residential, postal and (if available) email address.
 - the date on which the person became a member.
 - if the person ceases to be a member - the date on which the person ceased to be a member.
 - the person's membership number.
 - the person's contact telephone number.
 - (iii) must be held at the Club's main premises, or if the Club has no premises - at the Club's official address, and
 - (iv) must be securely held and properly maintained by any Office-Bearer or any ex-officio member of the Club appointed by the committee (now referred to as the 'Register Keeper'), and
 - (v) must, at a reasonable time, be available for inspection by members at the Club's main premises, free of charge. For clarity, the member may not take a copy of any information contained in the register subject to clause 7 (2) (3), and
 - (vi) if kept in electronic form - must be able to be converted to hard copy.
 - (vii) if kept in electronic form, the requirements in clause 7(1)(a)(ii) and 7(1)(a)(iv)-(v) apply as if a reference to the register is a reference to a hard copy of the register.

- (2) Information about a member must not be made available for inspection if the member requests that the information not be made available.
- (3) A member must not use information about a member obtained from the Register of Members or any other source to contact or send material to the member, unless the information is used to send the member:
 - a) an official publication of the Club, or
 - b) a notice for a meeting or other event relating to the Club, or
 - c) other material relating to the Club, or
 - d) it is necessary to comply with a requirement of the Act or the Regulation.
- (4) A member of the club shall not be entitled to any information contained in the Members Register unless:
 - a) it is authorised by the person about whom the information is sought, or
 - b) it is about their own entry in the register.
- (5) Clauses 7 (2) (3) (4) do not apply to any member of the National Committee requiring such information for the purposes of the National Committee or authorised ex officio member for the purpose of their role.
- (6) All member's information contained in the register is deemed confidential and is not available for dissemination, except as provided in Clause 7.

8. MEMBERSHIP FEES

- (1) The joining fee to be paid to the Club by a person whose application to be a member of the Club has been approved is an amount determined by the National Committee from time to time.
- (2) A member must pay to the Club a membership fee of an amount that the National Committee determines from time to time, depending on the term of membership, and pay that amount:
 - a) when requested by the National Secretary, and
 - b) on or before the anniversary of the date of membership (as shown on their membership card) of each term chosen by the member (i.e., either 1 or 3 years).
- (3) If the application for membership is refused, rejected, or withdrawn, the Treasurer must, within 14 days from the time the applicant:
 - a) was notified of the refusal or rejection of the application, or
 - b) withdrew the application,
 - c) refund any fees that the applicant paid in consideration for membership.
- (4) The commencement of the membership term shall be determined by the National Committee.

9. MEMBER'S LIABILITIES

The liability of a member of the Club to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 8:

- (1) the debts and liabilities of the Club,
- (2) the costs, charges, and expenses of the winding up of the association.

10. DISCIPLINARY ACTION AGAINST MEMBERS

- (1) A member may make a complaint to the National Committee:
 - a) That a member of the club has:
 - (i) Failed to comply with a provision of this constitution, or
 - (ii) Wilfully acted in a way prejudicial to the interests of the Club, or
 - b) About any matter that is relevant, detrimental, and contrary to the best interests of the Club.
- (2) The National Committee may refuse to deal with a complaint if the National Committee considers, in its absolute discretion, that the complaint is trivial, vexatious, irrelevant, or not contrary to the best interests of the Club.
- (3) If the National Committee decides to deal with the complaint, the National Committee must:

- a) serve notice of the complaint on the member about whom the complaint is raised, and
 - b) give the member at least 14 days from the day the notice is served on the member within which to make submissions to the National Committee about the complaint, and
 - c) consider any submissions made by the member.
- (4) The National Committee may, by resolution, expel the member from the Club or suspend the member's membership if, after giving due consideration to the complaint, the committee is satisfied that:
- a) the facts alleged in the complaint have been proven on the balance of probability, and
 - b) expulsion or suspension is warranted.
- (5) If the National Committee expels or suspends the member, the National Secretary must, within 7 days of that action being taken, give the member written notice of:
- a) the action taken, and
 - b) the National Committee's reasons for taking the action, and
 - c) the member's right of appeal under clause 11.
- (6) The expulsion or suspension does not take effect until the later of:
- a) the day the period within which the member is entitled to exercise the member's right of appeal expires, or
 - b) if the member exercises the member's right of appeal within the period - the day the Club confirms the resolution under clause 10(4).

11. RIGHT OF APPEAL AGAINST DISCIPLINARY ACTION

- (1) A member may appeal against a resolution of the National Committee under clause 10 by:
- a) Lodging a written notice of appeal with the National Secretary within 7 days of being served notice of the resolution, and
 - b) including with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal and any other relevant evidence in support of their appeal.
- (2) The National Secretary must, within 3 days of receipt of the appeal, notify the National Committee that the National Secretary has received a notice of appeal.
- (3) If notified that a notice of appeal has been received, the National Committee must call a general meeting of the Club to be held within 28 days of the day the notice of appeal was received.
- (4) At the general meeting called to address the appeal:
- a) no business other than the question of the appeal is to be transacted, and
 - b) the appellant member must be given an opportunity to state their case orally or in writing, or both, and
 - c) the National Committee must be given the opportunity to state its case orally or in writing, or both, and
 - d) the members present must vote by secret ballot on the question of whether the appeal should be upheld or dismissed.
- (5) The appeal is to be determined by a majority of votes cast by the members present.

12. RESOLUTION OF INTERNAL DISPUTES

- (1) The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* for mediation:
- a. a dispute between two or more members, but only if the dispute is between the members in their capacity as members, or
 - b. a dispute between one or more members and the Club which has been first referred to the National Committee for resolution but for which resolution has not been achieved and an appeal against the decision is not upheld.

- (2) If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre (or equivalent State entity if the dispute involves members in a State other than NSW), the dispute must be referred to arbitration. In such cases, the *Commercial Arbitration Act 2010* (NSW) will apply to the dispute process.
- (3) A party to a dispute between individual members or between a member and the Club and who are either referred to or choose to resource mediation or arbitration must do so at their own cost, and:
 - a) for mediation: equally share the cost of the mediator.
 - b) for Arbitration: bear their own cost in full.
- (4) If a party refuses to participate in the dispute resolution process referred to in this clause 12 or to attend at a Community Justice Centre, the dispute resolution process concerning that party will be as the National Committee determines at its absolute discretion.
- (5) If neither party wishes to pursue or participate in mediation or arbitration, the National Committee will:
 - a) consider the matter as closed, and
 - b) make an official records entry that the matter is closed, and
 - c) not further consider, discuss, or be involved in the dispute.

13. MEMBERSHIP ENTITLEMENTS NOT TRANSFERRABLE

- (1) A right, privilege, or obligation that a person has because the person is a member of the Club:
 - a) cannot be transferred to another person, and
 - b) terminates once the person ceases to be a member of the Club.

14. CESSATION OF MEMBERSHIP

- (1) A person ceases to be a member of the Club if the person:
 - a) dies, or
 - b) resigns from being a member, or
 - c) is expelled from the Club, or
 - d) fails to pay the annual membership fee payable under clause 8 within 3 months of the due date, or
 - e) is deemed by the National Committee to no longer qualify for membership of the Club.
- (2) A member of the Club may resign their membership by giving the National Secretary at least 1 month's written notice (or another shorter period as the National Committee determines), of the member's intention to resign.
- (3) The member ceases to be a member on the expiration of the notice period.
- (4) If a member of the Club ceases to be a member of the Club, the National Secretary must record in the Register of Members the date on which the member ceased to be a member.

PART 3 COMMITTEE
DIVISION 1 CONSTITUTION

15. FUNCTIONS OF THE NATIONAL COMMITTEE

- (1) Subject to the Act, the Regulation, this Constitution, and any resolution passed by the Club in a General Meeting, the National Committee must control and manage the affairs of the Club, and:
 - a) may exercise all the functions that may be exercised by the Club, other than a function that is required to be exercised by the Club in a General Meeting, and
 - b) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the Club.

16. COMPOSITION OF THE NATIONAL COMMITTEE

- (1) The National Committee must have 7 members, as elected in accordance with clause 17, consisting of:
- (2) the following Office-Bearers the:
 - a) President,
 - b) Vice-President,
 - c) Secretary,
 - d) Treasurer,
 - e) and three ordinary committee members.

Note - The Act, section 28 contains requirements relating to membership eligibility and composition of the committee.

- (3) Eligibility for National Committee
 - a) The National Committee of the club comprises of elected members (President, Vice President, Secretary, Treasurer and 3 committee members).
 - b) Subject to Clause 16 (5) Ineligibility, every current Financial Member of the club is eligible for election as a National Committee member except as President.
- (4) To be nominated for President a person must be:
 - a) Currently serving on the National Committee; or
 - b) Served on the National Committee in the previous 5 years.
 - c) If no nominations are received as in a) and b) then the position shall be opened to any financial member of the club.
- (5) Ineligibility for National Committee
A person/member who:
 - a) Is an employee.
 - b) Is currently under suspension pursuant to the Clubs Constitution.
 - c) Is not a current member.
 - d) Is disqualified from managing any company or association under the Associations Incorporation Act.
- (6) An Office-Bearer on the National Committee may not hold more than one (1) position on the National Committee.
- (7) The National Committee, at its discretion, may (with the member's consent and who is not a committee member) appoint or commission:
 - a) any member as an ex-officio member to carry out specific functions external to the committee. For example, an ex-officio member may be appointed as a welfare officer.
 - b) an independent specialist team of members to investigate, review or carry out specialist tasks in relation to any matter relevant to the Ulysses Club (e.g., the Constitution Review Committee).

- (8) A person holding an ex-officio position of the committee:
 - (a) must be a member of the Club
 - (b) may also be an Office-Bearer or ordinary member on the committee.
- (9) An ex-officio member or sub-committee delegate must report its activities to the National Secretary prior to each National Committee meeting or at any other time that the National Committee may reasonably require.
- (10) The National Committee may, at its discretion and at any time, dismiss an ex-officio person or specialist team that it had appointed or commissioned.

17. ELECTION OF COMMITTEE MEMBERS

In this section, “committee” includes both the National Committee and a Branch Committee.

Any member of the Club may be nominated as a candidate for election as an Office-Bearer or ordinary committee member except as detailed in sections 16 (4) (5) and (6). For clarity, only a member may nominate.

- (1) The nomination must be:
 - a) made in writing on the form prescribed by the National Committee or a substantially similar form, and
 - b) signed by at least 2 members of the Club, not including the candidate, and
 - c) accompanied by the written consent of the candidate to the nomination, and
- (2) If insufficient nominations are received to fill all vacancies:
 - a) the candidates nominated are taken to be elected, and
 - b) a call for further nominations must be made at the meeting (Branch Committee Only).
- (3) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.
- (4) Vacancies that remain after a call for further nominations are taken to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.
- (6) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the committee.

18. NOMINATION FOR NATIONAL COMMITTEE

Subject to Clause 17:

- (1) The National Secretary shall call for nominations for Office-Bearers and ordinary committee members in the Club’s official publication or by notice served on the members no less than 150 days prior to the date set for the Annual General Meeting in the following year.
- (2) Nominations for the National Committee close 90 days before the Annual General Meeting of the Club.
- (3) The National Committee must notify the members of all nominations received within 7 days of the closing date for nominations.

19. NOMINATIONS FOR A BRANCH COMMITTEE

Subject to Clause 17:

- (1) The Branch Committee must have at least 4 members consisting of:
 - (a) the following Office-Bearers:
 - (i) President,
 - (ii) Secretary,
 - (iii) Treasurer, and
 - (b) at least 1 ordinary committee member

- (2) An Office-Bearer on a Branch Committee may hold up to 2 offices, except that of the President who may not hold a second office.
- (3) Nominations of candidates for election to a Branch Committee, must be:
 - a) fully completed in writing on the approved form, and
 - b) signed by the Nominee (which may be endorsed on the form of nomination), and
 - c) signed by two members of the Branch, and
 - d) be delivered to the Branch Secretary no later than 28 days prior to the date and time set for the Branch Annual General Meeting.

20. PROCEDURE FOR ELECTION OF MEMBERS TO A COMMITTEE

- (1) When all the business of the retiring committee has been dealt with at the Annual General Meeting of the Club or a Branch, the member then presiding ("The Presiding Member") must declare all committee positions as now vacant and request a member not contesting the election to be nominated and accepted to assume the chair.
- (2) Following the Presiding Member's declaration set out in clause 20(1), the members present must, by majority vote of those present, appoint a member present who is not a candidate for election to conduct the election of all the members of the incoming committee. The member conducting the election is referred to as the "Returning Officer" who may also be the Presiding Member.
- (3) If a ballot is required for the election of members of the incoming committee, at least two scrutineers (none of whom are a candidate for the incoming committee) must be appointed by the Returning Officer to assist in counting the votes.
- (4) If insufficient nominations are received to fill all vacancies on the respective committee, the candidates nominated are taken to be elected.
- (5) Any vacant positions remaining on the National Committee shall be deemed to be Casual Vacancies.
- (6) If insufficient further nominations are received to fill all vacancies on a Branch Committee, then, by a majority vote of those members present,
 - a. a nomination may be accepted from a person already elected (other than the President) to fill a second position on the committee, and
 - b. the nominee shall be declared elected to the second position.

For clarity, all Office-Bearers and other Branch Committee members may hold a second position except that of the President who may not hold a second position.

- (7) If the number of nominations received for any committee position exceeds the vacancy or vacancies to be filled, the Returning Officer must:
 - a) conduct a written ballot for that vacant committee position, and
 - b) manage the collection and counting of ballots.
- (8) Where it has been decided that a Branch will elect a formal committee, the ballot for Office-Bearers and Ordinary Members of the Branch Committee shall be conducted by written ballot at the Branch Annual General Meeting in such usual and proper manner as the National Committee may direct and in accordance with this Constitution.

21. TERMS OF OFFICE

- (1) Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the positions are declared vacant at the next annual general meeting.
- (2) A member is eligible, if otherwise qualified, for re-election.
- (3) There is no limit on the number of consecutive terms for which a committee member may hold office.

22. VACANCIES IN OFFICE

- (1) A casual vacancy in the office of a committee member arises if the member:
 - a) dies, or
 - b) ceases to be a member of the Club, or
 - c) resigns from office by written notice given to the Secretary, or
 - d) is removed from office by the Club under this clause, or
 - e) is absent from 3 consecutive meetings of the committee without the consent of the committee, or
 - f) becomes an insolvent under administration within the meaning of the *Corporations Act 2001 (Cth)*, or
 - g) is prohibited from being a director of a company under the *Corporations Act 2001 (Cth)*, Part 2D.6, or
 - h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
 - i) becomes a mentally incapacitated person.
- (2) The Club in General Meeting may, by resolution:
 - a) remove a committee member from office at any time, and
 - b) appoint another member of the Club to hold office for the balance of the committee member's term of office.
- (3) A committee member to whom a proposed resolution referred to in subclause (2) relates may:
 - a) give a written statement, of a reasonable length, to the President or Secretary, and
 - b) request that the committee send a copy of the statement to each member of the Club at least 7 days before the general meeting at which the proposed resolution will be considered.
- (4) If the committee fails to send a copy of a statement received under subclause (3)(a) to each member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
- (5) The committee may appoint a member of the Club to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.
- (6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

23. SECRETARY

- (1) As soon as practicable after being elected as Secretary, the Secretary must lodge a notice with the Club specifying the secretary's address.
- (2) The Secretary must keep minutes of:
 - a) all elections of committee members, and
 - b) the names of committee members, ex-officio members or specialist team members present at a meeting of the committee or a general meeting, and
 - c) all proceedings at committee meetings, Annual General Meetings and Special General Meetings.
- (3) The minutes must be:
 - a) kept in written or electronic form, and
 - b) for minutes of proceedings at a meeting - signed, in writing or by electronic means, by:
 - (i) the member who presided at the meeting, or
 - (ii) the member presiding at the subsequent meeting.
- (4) A Branch Secretary must notify the National Secretary within one month of any changes in the committee of that Branch and supply their relevant contact details.

24. PUBLIC OFFICER

- (1) The National Committee must, at its first meeting after its election, appoint one of its members, if possible the Secretary, to hold the office of public officer.
- (2) If the person proposed to hold the position of public officer does not ordinarily reside in NSW, the National Committee must appoint another member who ordinarily resides in NSW and who has given their written consent to the appointment.
- (3) Within 28 days of taking office as the Club's public officer a person must notify the Director General of the NSW Fair Trading in the approved form of:
 - a) The person's full name and date of birth, and
 - b) The person's address for service of notices, and
 - c) The fact that the person has been appointed public officer.
- (4) The public officer of the Club must notify the Director General of the NSW Fair Trading, and in the approved form, of any changes to the details of the public officer relevant within 28 days of the date of the change.

25. TREASURER

- (1) The Treasurer of the Club or Branch must, in a timely manner, ensure:
 - a) all money owed to the Club or Branch is collected, and
 - b) all payments authorised by the committee are made, and
 - c) correct books and accounts are kept showing the financial affairs of the Club, including full details of receipts and expenditure relating to the Club's activities, and
 - d) all financial records and accounts are maintained for no less than 5 years.
- (2) The National Treasurer must also ensure:
 - a) The accounts of the Club are audited annually.
 - b) The audited accounts are presented at the next Annual General Meeting.
- (3) The Branch Treasurer must ensure an annual financial statement of the Branch accounts for that calendar year, in the form determined by the National Treasurer, is sent to the National Treasurer by 28th February of the following year. The Annual Financial Statement may be sent on paper or electronically.
- (4) The accounts of the Branch may, at any time, be audited:
 - a) at the direction of the National Treasurer.
 - b) by an auditor approved or appointed by the National Treasurer
 - c) at the National Committee's cost.

26. DELEGATION TO SUBCOMMITTEES

- (1) The committee may:
 - a) establish 1 or more subcommittees to assist the committee to exercise the committee's functions, and
 - b) appoint 1 or more members of the Club to be the members of the sub-committee.
 - c) The committee may delegate to the sub-committee the exercise of the committee's functions specified in the instrument, other than:
 - (i) this power of delegation, or
 - (ii) a duty imposed on the committee by the Act or another law.

Note: The *Interpretation Act 1987*, section 49 deals with various matters relating to delegations.

- (2) The committee must provide the sub-committee with written terms of delegation, clearly defining the sub-committee's powers, responsibilities, objectives, and timeframe for achieving those objectives.
- (3) The sub-committee may only exercise the delegated function in accordance with the terms of the delegation.

- (4) Despite any delegation to a sub-committee, the committee may continue to exercise any function delegated.
- (5) Subject to clause 26(4), any act or thing done or suffered to be done by a sub-committee acting in the exercise of a delegation has the same force and effect as if it had been done or suffered to be done by the committee.
- (6) The committee may, by instrument in writing, partially or wholly revoke any delegation made to a sub-committee.
- (7) A sub-committee may meet as it thinks necessary for the proper execution of the delegation or as agreed with the committee.
- (8) The expenses of a member of a sub-committee will be at the Club's expense, provided that the expenses are:
 - a) incurred in the execution of their duties under the delegation.
 - b) reasonable in the circumstances.
 - c) properly receipted.
 - d) approved by the Treasurer, whose approval must be sought prior to incurring the expense.

27. ESTABLISHMENT OF A BRANCH

- (1) The establishment of a Branch of the Club:
 - a) is at the discretion and direction of the National Committee.
 - b) may be at any place as the National Committee determines.
 - c) is subject to the National Committee's grant of a charter.

28. REMOVAL OF BRANCH CHARTER

- (1) The National Committee may, at its sole discretion but acting reasonably, withdraw the Branch Charter and dissolve the Branch Committee or place conditions on the continuation of a Branch charter, if:
 - a) the National Committee believes that the Branch, as a collective, has brought the Club into disrepute or has not acted in the best interests of the Club.
 - b) the Branch Committee is dysfunctional or fails to carry out its proper functions and do so in a timely manner.
 - c) the Branch fails to comply with the reasonable instructions of the National Committee.
 - d) If the National Committee exercises its power to withdraw the Branch Charter or dissolve the Branch, the National Secretary must, within 48 hours of that decision provide written notice to the Branch of the decision and the reason for it, and instructions to:
 - (i) ceased all Branch functions and operations immediately.
 - (ii) surrender to the National Secretary all records, books, accounts, merchandising, and passwords pertaining to the Branch.
 - (iii) close all Branch banks accounts and transfer the net funds to the National Ulysses Club bank account.
- (2) Within 30 days of receipt of the notice provided in subclause 1(d), the Branch must complete all of the tasks specified in the notice.

DIVISION 2 PROCEDURE

29. BRANCH COMMITTEE METINGS

- (1) The committee must meet at least 3 times in each 12-month period at the place and time determined by the committee.
- (2) Additional meetings of the committee may be called by the President or any 2 committee members.
- (3) The procedure for calling and conducting business at a meeting of a sub-committee is to be as determined by the sub-committee.

Note: The Act, section 30(1) provides that committee meetings may be held as and when the Club's constitution requires.

30. NATIONAL COMMITTEE MEETINGS

- (1) Notwithstanding Clause 29(1), the National Committee must meet at least 6 times in each period of:
 - a) 12 months, or
 - b) the period between Annual General Meetings,at such place and time as the committee determines, one such meeting can be the Extended National Committee Meeting held prior to the National Annual General Meeting.
- (2) Except for the Extended National Committee Meeting, the travel and accommodation expenses of a member of the National Committee will be at the Club's expense, provided that the expenses are:
 - a) incurred in the execution of their duties on the National Committee.
 - b) reasonable in the circumstances.
 - c) properly receipted.
 - d) approved by the National Treasurer, whose approval must be sought prior to incurring the expense.

31. NOTICE OF COMMITTEE MEETING

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

32. QUORUM FOR COMMITTEE MEETINGS

- (1) The quorum for a meeting of the committee is 4 committee members.
- (2) No business may be transacted by the committee unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned and if possible, or as otherwise determined by the committee:
 - a) to the same place, and
 - b) to the same time of the same day in the following week.
- (4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.

- (5) If the number of members of a committee is less than the number of members required to constitute a quorum of the committee—
 - (a) the committee may appoint sufficient members to constitute a quorum - for the purposes of having a quorum until a quorum can be re-established with the elected committee members, and
 - (b) for the purpose only of enabling the committee to make the appointment, the number of members required to constitute a quorum is the number of members at that time.
- (6) The term of office of a member appointed by the committee to fill a vacancy under this section ends at the conclusion of that meeting.
- 7) This clause does not apply to the filling of a casual vacancy.

Note: The Act, section 28A provides for the filling of vacancies on the committee to constitute a quorum.

33. PRESIDING COMMITTEE MEMBER

- (1) The following committee member presides at a meeting of the committee:
 - a) the President,
 - b) if the President is absent or unwilling to preside - the Vice-President (for National meetings only),
 - c) if both the President and Vice-President are absent or unwilling to preside - 1 of the members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:
 - a) a deliberative vote, and
 - b) in the event of an equality of votes - a second or casting vote.

34. VOTING AT COMMITTEE MEETINGS

- i. Subject to clause 33(2), each committee member present at a committee or sub-committee meeting is entitled to one vote.
- ii. A decision supported by a majority of the votes cast at a meeting of the committee or a sub-committee at which a quorum is present is the decision of the committee or sub-committee.

35. ACTS VALID DESPITE VACANCIES OR DEFECTS

Subject to clause 32(1):

- (1) The committee may act despite there being a casual vacancy in the office of a committee member.
- (2) An act done by a committee or sub-committee is not invalidated because of a defect relating to the qualifications or appointment of a member of the committee or sub-committee.
- (3) Any act or omission or thing done or suffered to be done, or purporting to have been done by a Branch Committee has no standing in relation to the management or policies of the Club.

36. TRANSACTION OF BUSINESS BY CIRCULATION OF PAPERS BY ELECTRONIC MEANS

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

Note: The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

DRAFT

PART 4 GENERAL MEETINGS OF ASSOCIATION

37. ANNUAL GENERAL MEETINGS

- (1) The Club must hold its Annual General Meetings within:
 - a) 6 months of the last day of the Club's financial year, or
 - b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).
- (2) Subject to the Act and clauses 37(1) of this Constitution, the Annual General Meeting is to be held at the place and time determined by the relevant committee.
- (3) The business that may be transacted at an Annual General Meeting includes the following:
 - a) confirming the minutes of the previous Annual General Meeting and any Special General Meetings held since the previous Annual General Meeting,
 - b) receiving reports from the committee on the Club's activities during the previous financial year,
 - c) electing Office-Bearers and ordinary committee members,
 - d) receiving and considering financial statements or reports required to be submitted to members of the Club under the Act.

Note: The Act, section 37(1) and (2) provides for when Annual General Meetings must be held.

- (4) No business other than that specified in the notice convening an Annual General Meeting shall be transacted at the meeting except business of a general nature of which prior notice has not been given and which the majority of the members present determined may be transacted.
- (5) If a member wishes to bring any business not of a general nature before an Annual General Meeting, the following applies:
 - a) that member must give written notice to the Secretary at least 28 days prior to the date of the meeting, and
 - b) the Secretary must include that business in the next notice calling a General Meeting given after receipt of the notice from the member, unless the proposed business is:
 - (i) frivolous or vexatious
 - (ii) not relevant to the Club's interests
 - (iii) of a personal nature relating to any member.
 - (iv) attempting to address an unresolved matter in dispute that is subject to the Dispute Resolution process.

38. VOTING AT AN ANNUAL OR SPECIAL GENERAL MEETING

- (1) A question arising at a General Meeting is to be determined by either,
 - a) a show of hands by the members present, 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 – a written ballot.
- (2) If a written ballot is required, it must be taken immediately:
 - a) if the ballot is for the election of the chairperson of the meeting, or
 - b) in the question of an adjournment.
- (3) Where a question is determined by a show of hands of those members present, the Chairperson's declaration that a resolution has, on a show of those hands, been carried or lost or an entry to that effect in the minute book, is sufficient evidence of the fact of the votes recorded in favour of or against the resolution.
- (4) A member has one vote only.
- (5) A vote may be given personally or by a postal vote on the Club's approved form.

- (6) Proxy votes are not permitted or accepted.
- (7) In any other case, in such a manner and at such time before the close of the meeting as the chairperson directs, the resolution of the written ballot on the matter shall be deemed to be the resolution of the meeting on the matter.

39. OTHER MEETINGS

- (1) Social Meetings
 - a) A committee may, at its discretion, convene a social meeting of members.
 - b) Club business must not be conducted at a social meeting.
- (2) Special General Meetings
 - a) The National Committee may call a Special General Meeting whenever the National Committee thinks fit.
 - b) The National Committee must call a Special General Meeting if the National Committee receives a request made by at least 5% of the total number of members of the Club.
 - c) A request made under clause 39(2)(b):
 - (i) must be in writing in English, and
 - (ii) must state the purpose of the meeting, and
 - (iii) must be signed by the members making the request, and
 - (iv) may consist of more than 1 document in a similar form signed by 1 or more members, and
 - (v) must be lodged with the Secretary, and
 - (vi) may be in electronic form and signed and lodged by electronic means.
 - d) If the committee fails to call a Special General Meeting within 1 month of the request being lodged, one or more of the members who made the request may call a Special General Meeting to be held within 3 months of the date the request was lodged.
 - e) A Special General Meeting held under subclause (2) must be conducted, as far as practicable, in the same way as a General Meeting called by the committee.

40. SPECIAL RESOLUTION

- (1) A resolution of the Club is a Special Resolution if the resolution:
 - a) is proposed by a unanimous resolution of the members of the National Committee made at a scheduled meeting of the National Committee; or
 - b) is prepared by a member and a member has given written notice of a Special Resolution to the National Secretary at least 90 days prior to a General Meeting, and
 - c) the resolution is signed by the proposer, a seconder and at least 5% of all the members of the Club, and
 - d) notice includes the terms of the resolution, and
 - e) is supported at an Annual General Meeting or Special General Meeting by at least three quarters (75%) of the total votes cast by members in attendance and votes cast by postal ballot.
- (2) The National Committee must give the members at least 21 days' notice, specifying the intention to propose the resolution as a Special Resolution.

41. SPECIAL GENERAL MEETING OF A BRANCH

- (1) A Special General Meeting of a Branch can only be held with the consent of the National Committee, if:
 - a) a Branch Committee unanimously decides to make, and makes a written requisition to the National Secretary to convene a Special General Meeting of the Branch, or
 - b) at least 10 members of the Branch who regularly align with that Branch make written requisition to the National Secretary to hold a Special General Meeting of the Branch.

then:

 - c) The meeting shall be at a time and place agreed by the National Committee, being a date not later than 28 days after the date of the requisition is received by the National Secretary.
- (2) A requisition for a Special General Meeting:
 - a) must state the purpose or purposes of the meeting.
 - b) must be signed by all the members making the requisitions.
 - c) must be lodged with the National Secretary.
 - d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

42. NOTICE OF GENERAL MEETING

- (1) The Secretary must give each member notice of a General Meeting:
 - a) if a matter to be determined at the meeting requires a Special Resolution - at least 21 days before the meeting, or
 - b) otherwise - at least 14 days before the meeting.
- (2) The notice must specify:
 - a) the place and time at which the meeting will be held, and
 - b) the nature of the business to be transacted at the meeting, and
 - c) if a matter to be determined at the meeting requires a Special Resolution - that a Special Resolution will be proposed, and
 - d) for an Annual General Meeting - that the meeting to be held is an Annual General Meeting.
- (3) The only business that may be transacted at the meeting is:
 - a) the business specified in the notice, and
 - b) for an Annual General Meeting - business referred to in clause 37.
 - c) A member may give written notice to the Secretary of business the member wishes to raise at a General Meeting.
- (4) If the Secretary receives a notice under this clause 42, the Secretary must specify the nature of the business in the next notice calling a General Meeting.
- (5) Notices of General Meetings of the Club shall be deemed to be served on or given to a member if such notice is published to the members in any Official Publication of the Club provided that any such publication shall be served on or given to the members in sufficient time to comply with the requirements of this clause 42.

43. QUORUM FOR ANNUAL OR SPECIAL GENERAL MEETINGS

- (1) The quorum for a General Meeting:
 - a) For a National Annual or Special General Meeting - 50 members of the Club.
 - b) For a Branch Annual or Special General Meeting - 5 members of the Club.
- (2) No business may be transacted at a General Meeting unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
 - a) if called on the request of members - is dissolved, or
 - b) otherwise - is adjourned:
- (4) If the General Meeting is dissolved or adjourned, the meeting must:
 - a) if possible - be held on the same:
 - (i) time of the same day in the following week, and
 - (ii) place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.
 - b) If not possible to be held on the same time and place in the following week, then it must be held within 30 days of the date when the meeting was dissolved or adjourned, and at a place determined by the committee at its discretion and notified to the members no less than 14 days prior to the intended time for that meeting.
- (5) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are present at least:
 - a) For a National Annual or Special General Meeting – 25 members of the Club.
 - b) For a Branch Annual or Special General Meeting – 3 members of the Club.of those present constitute a quorum.
- (6) No item of business shall be transacted at a General Meeting unless a quorum of members entitled to vote is present during the time the meeting is considering that item.

44. ADJOURNED MEETINGS

- (1) The member presiding at a General Meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- (3) If a meeting is adjourned for at least 14 days, the Secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of:
 - a) the time and place at which the adjourned meeting will be held, and
 - b) the nature of the business to be transacted at the adjourned meeting.

45. VOTING

- (1) A member is not entitled to vote at a General Meeting unless the member has paid all money owed by the member to the Club.
- (2) Each member has 1 vote, except as otherwise provided in this constitution.
- (3) A question raised at the meeting must be decided by:
 - a) a show of hands of those present, with a majority vote affirming the question, or
 - b) if clause 47 applies - an appropriate method as determined by the committee, or

- c) a written ballot, but only if:
 - (i) the member presiding at the meeting moves that the question be decided by ballot, or
 - (ii) at least 5 members agree the question should be determined by ballot, or
 - (iii) the ballot is for the election of the chairperson of the meeting; or
 - (iv) election of Office-Bearers and ordinary committee members of the Club, or
 - (v) the question of an adjournment; or
 - (vi) 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 written ballot on the matter shall be deemed to be the resolution of the meeting on the matter.
- (4) A Ballot for the election of Office-Bearers or ordinary committee Member or the question of an adjournment must be taken immediately (i.e., the Ballot cannot be deferred to another time).
- (5) If a question is decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
 - a) a declaration by the member presiding at the meeting,
 - b) an entry in the Club's minute book.
- (6) A written ballot must be conducted in accordance with the directions of the member presiding.
- (7) A member cannot cast a vote by proxy.

46. POSTAL OR ELECTRONIC BALLOTS

- 1) The Club may hold a postal or electronic ballot, as determined by the committee, to decide any matter other than an appeal under clause 10 and 11.
- 2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.
- 3) Within 14 days of the announcement of an event requiring a national ballot of the Club, the National Secretary must make relevant Postal Vote forms available in an Official Publication for members to access.
- 4) If the National Secretary receives a written request from a member requesting Postal Vote forms relevant to a national ballot called, the National Secretary must, within 14 days of the request, send those relevant Postal Vote Forms to the members last known address by ordinary post.
- 5) The National Committee may, at its discretion, accept postal votes via electronic means provided that:
 - a) the vote is made on a voting form that the committee supplied either manually or by electronic means, and
 - b) the voting form is marked strictly in accordance with the instructions provided on or with the voting form, and
 - c) the member can uniquely identify themselves on the voting form by way of their personal signature or other identifier, and
 - d) the National Secretary receives the properly completed voting form by the Return Date specified on or with the voting form.

For clarity, a failure to comply with any of the criteria set out in Clause 46(5) will invalidate that vote. Postal Service delays are not considered as a valid reason to validate a voting form that is received after the Return Date.

- 6) A Branch may not conduct postal voting via electronic means unless the National Committee authorises it. The National Committee may, at its sole discretion, withhold authorisation.

PART 5 ADMINISTRATION

47. CHANGE OF NAME, OBJECTS OR CONSTITUTION

- (1) An application for registration of a change in the association's name, objects or constitution made under the Act, section 10 must be made by:
 - a) the public officer, or
 - b) a National Committee Member.
- (2) Except for The Objects of the Club, this Constitution may only be altered, rescinded, or added to by a Special Resolution of the members of the Club.

48. FUNDS

- (1) Subject to a resolution passed by the Club, the Club's funds may be derived from the following sources only:
 - a) the joining fees and membership fees payable by members (for clarity, a Branch may not charge a joining or membership fee for Club membership)
 - b) donations
 - c) other legitimate sources as determined by the committee.
- (2) Subject to a resolution passed by the Club, the Club's funds and assets must be used to pursue the association's Objects in the way that the committee determines.
- (3) As soon as practicable after receiving money, the Club must:
 - a) deposit the money, without deduction, to the credit of the Club's authorised deposit-taking institution account, and
 - b) if the person providing the funds requests a receipt, issue a receipt for the amount of money received to the person from whom the money was received, and the receipt may be in the form determined by the Treasurer.
- (4) Payment by cheque, electronic means or other negotiable instrument must be signed by 2 Authorised Signatories.

Note: The Act, section 36 provides for the appointment of authorised signatories.

- (5) Funds raised from any Fundraising Appeal may be deposited, without deduction, into:
 - a) a separate bank account, or
 - b) the same bank account as is used for general funds provided those funds are separately accounted for, and
 - c) must be disbursed in compliance with the provisions of the *Charitable Fundraising Act 1991* or its successor if the funds were raised for charitable purposes.
- (6) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee, or alternatively one member of the committee and one employee of the Club, being members or employees authorised to do so by the committee.

49. DISBURSEMENT OF FUNDS AND PROPERTY

- a. The funds and property of the Club must be applied solely towards the Objects of the Club.
- b. Any funds or property of the Club must not be transferred in any way to a person or any other entity, unless it is for:
 - i. the payment of goods or services supplied by the member to the Club at the Club's request and for which the person has provided the Club with duly completed Tax Invoice in the form required by the Club, or
 - ii. reimbursement of funds that a member has paid on behalf of and authorised by the Club.
 - iii. the Club's investments, properly managed.
 - iv. the disbursement of funds collected for charitable purposes and then only to those charities approved by the Club.
- c. If the Club is obliged to make a payment relating to subclause 2a),b) and d), the Club must do so as soon as reasonably practicable but in any case:
 - a) for payment of a Supplier's Tax Invoice – within the timeframe specified in the Supplier's Terms of Trade stated on their Tax Invoice (or as otherwise negotiated with the Supplier), or
 - b) for reimbursement - within 30 days of receipt of a request for reimbursement from the person seeking reimbursement, provided that a proper and relevant receipt or Tax Invoice is provided to the Treasurer for reimbursement of funds paid.

For clarity, the Club is not obliged to pay for goods or services rendered or to reimburse a member for funds expended on the Club's behalf unless Clause 3 is satisfied.
- d. The Club may, at its discretion, but acting reasonably, dispose of its property as approved by the National Committee. All funds derived from its property disposal must, as soon as practicable, be lodged in the Club's primary deposit-taking account.

50. INSURANCE

The association must take out and maintain insurance as appropriate for the Club's assets and liabilities and protection of its Office-Bearers and employees.

51. NON-PROFIT STATUS

Subject to the Act and the Regulation, the Club must not conduct the Club's affairs in a way that provides a pecuniary gain for a member of the Club.

Note: The Act, section 40.

52. SERVICE OF NOTICES

- a. For the purposes of this Constitution, a notice may be given to or served on a person:
 - a) by delivering the notice to the person personally, or
 - b) by sending the notice by pre-paid post to the last known address of the person, or
 - c) by sending the notice by electronic transmission (other than social media) to an address specified by the person for giving or serving the notice.
- b. A notice is taken to have been given to or served on a person, unless the contrary is proved:
 - a) for a notice given or served personally - on the date on which the notice is received by the person, or
 - b) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
 - c) for a notice sent by electronic transmission:
 - (i) on the date the notice was sent, or
 - (ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

53. CUSTODY OF RECORDS AND BOOKS

- (1) Except as otherwise provided by this Constitution, all records, books, and other documents relating to the National operation of the Club must be kept in NSW:
 - a) at the Club's main premises, in the custody of either of the following persons, as determined by the committee:
 - (i) the public officer,
 - (ii) a member or employee of the Club approved by the National Committee, or
 - b) if the Club has no premises - at the Club's official address, in the custody of:
 - (i) the public officer,
- (2) All records, books and other documents relating to the operation of a Branch of the Club:
 - a) must be kept with the committee member responsible for their designated portfolio (e.g., financial records may be kept by the Treasurer and General records may kept by the Secretary), and
 - b) may, at a reasonable time, be inspected by the National Committee with the giving of 7 days' notice to the Branch Secretary. The National Committee may take copies of any documents inspected.

54. COMMON SEAL

- (1) The Common Seal of the Club must be kept in the custody or control of the public officer.
- (2) The Common Seal must not be affixed to any instrument unless the National Committee authorises it.
- (3) The affixing of the Common Seal must be attested by the signatures of:
 - a) two members of the National Committee, or
 - b) one member of the National Committee and the public officer.

55. INSPECTION OF RECORDS AND BOOKS

- (1) The following documents must be available for inspection, free of charge, by members of the Club at the National Administration Office and at a reasonable time:
 - a) this Constitution,
 - b) minutes of committee meetings and General Meetings of the Club,
 - c) (subject to clause 55(4)), records, books and other documents relating to the Club.
- (2) A member may inspect a document referred to in subclause (1):
 - a) in hard copy, or
 - b) in electronic form, if available.
- (3) A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than \$1, or an amount as determined by the committee, for each page copied.
- (4) The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause if:
 - a) that relates to confidential, personal, commercial, commercial in confidence, employment or legal matters, or
 - b) if the committee considers it would be prejudicial to the interests of the Club or any member.

56. FINANCIAL YEAR

The Club's Financial Year is:

Each period of 12 months, commencing on 1 January and ending on the following 31st December.

57. DISTRIBUTION OF PROPERTY ON WINDING UP

In this clause:

- (1) **Surplus property** has the same meaning as in the Act, section 65.
- (2) The winding up of the Club relates only to the winding up of the Ulysses Club Inc. If the Ulysses Club Inc is wound up all branches are immediately dissolved, and Section 28 of this Constitution is applicable.
- (3) Subject to the Act and the Regulation, in a winding up of the Club, the surplus property of the Club must be transferred to:
 - a) as the primary choice – equally between the institutions which are funded by **Ulysses Club Arthritis Research Fund** at the time of winding up of the club.
 - b) as the secondary choice - another organisation:
 - (i) with similar objects, and
 - (ii) which is not carried on for the profit or gain of the organisation's members, or
 - c) as ordered by a Court of competent jurisdiction to determine the matter.

58. COMMUNICATIONS

- (1) The Club may communicate with its members in any form of Official Communication or by any means determined by the committee provided that:
 - a) the member to whom the communication is sent has consented, in writing, to receiving the communication, and
 - b) the person sending a communication to the members, is a member of the Club.
- (2) Unless otherwise stated, and subject to sub-clause (1) of this section, the official publication of the Club includes, but not limited to:
 - a) the Riding On magazine
 - b) Newsletters
 - c) Internet based media (excluding social media)
 - d) Emails
 - e) Newspaper articles or advertising
 - f) Letters posted via Australia Post
 - g) Magazines, or
 - h) Books.

DRAFT