

**New South Wales  
Association Incorporation Act 2009**

**OBJECTS and CONSTITUTION of the  
WOLLONGONG CAMERA CLUB Incorporated**

<b>PART I - PRELIMINARY</b>
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**DEFINITIONS**

1. (1) In this constitution:

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

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

**Ordinary Member** means a member of the Committee who is not an office-bearer of the Wollongong Camera Club as referred to in rule 13(2);

**Secretary** means -

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

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

**The Act** means the Associations Incorporation Act, 2009;

**The Regulation** means the Associations Incorporation Regulation, 2010.

(2) In this constitution:

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

(3) The provisions of the Interpretation Act, 1897, 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.

(4) **Life Member** means a natural person who in recognition of outstanding contributions to the welfare of the Wollongong Camera Club over a period of at least ten (10) years. The Committee shall award life Membership. Life members shall enjoy all the rights and privileges of the members. Any reference in this constitution to members shall include Life Members except that no membership fees shall be payable by Life Members

<b>PART II - OBJECT</b>
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The object of the Club shall be:

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

## **PART III - MEMBERSHIP**

### **MEMBERSHIP GENERALLY**

2. A person is eligible to be a member of the Wollongong Camera Club if, but only if -
  1. a) The person is a natural person, and
  - b) Has been nominated and approved for membership of the Wollongong Camera Club as provided by Clause 3.
2. A person is taken to be a member of the Wollongong Camera Club if:
  - a) In the case of an unincorporated body that is registered as the association – a member of that unincorporated body immediately before the registration of the association; or
  - b) In the case of an association that is amalgamated to form the relevant association – a member of that association immediately before the amalgamation, or
  - c) In the case of a registrable corporation that is registered as an association – a member of the registrable corporation immediately before that entity was registered as an association.
3. A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.
4. A person is taken to be a member of the Wollongong Camera Club if that person has been awarded Life Member of the Club.

### **NOMINATION for MEMBERSHIP**

3. (1) A nomination of a person for membership of the Wollongong Camera Club -
  - (a) Must be made by a member of the Wollongong Camera Club in writing in the form set out in Appendix 1 to this constitution; and
  - (b) Must be lodged with the Secretary of the Wollongong Camera Club.
- (2) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Committee, which is to determine whether to approve or to reject the nomination.
- (3) Where the Committee determines to approve a nomination for membership, the Secretary must, as soon as practicable after that determination, notify the nominee, in writing, of that approval, or rejection, and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The Secretary must, on payment by the nominee of the amounts referred to in Clause (3) within the period referred to in that provision, enter, or cause to be entered, the nominee's name in the Register Of Members and, upon the name being so entered, the nominee becomes a member of the Wollongong Camera Club.

### **CESSATION of MEMBERSHIP**

4. (1) A person ceases to be a member of the Wollongong Camera Club if the person
  - (a) Dies;
  - (b) Resigns that membership; or
  - (c) Is expelled from the Wollongong Camera Club; or
  - (d) Fails to pay the annual membership fee under Clause 8 (2) within three (3) Months after the fee is due.
- (2) The Committee has the right to remove any member who remains unfinancial in accordance with Clause 4 (1) (d).

### **MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

5. A right, privilege or obligation, which a person has by reason of being a member of the Wollongong Camera Club.
  - (a) Is not capable of being transferred or transmitted to another person; and
  - (b) Terminates upon cessation of the person's membership

## **RESIGNATION of MEMBERSHIP**

6. A member of the Wollongong Camera Club is not entitled to resign that membership except in accordance with this clause.
  - (1) A member of the Wollongong Camera Club who has paid all amounts payable by the member to the Wollongong Camera Club in respect of the member's membership may resign from membership of the Wollongong Camera Club by first giving notice (being not less than 1 month or not less than such other period as the Committee may determine) in writing to the Secretary of the member's intention to resign and, upon the expiration of the period of notice, ceases to be a member.
  - (2) Where a member of the Wollongong Camera Club ceases to be a member pursuant to subclause (1), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the Register Of Members recording the date on which the member ceased to be a member.

## **REGISTER of MEMBERS**

7.
  - (1) The Public Officer of the Wollongong Camera Club must establish and maintain a Register Of Members of the Wollongong Camera Club specifying the name and postal or residential address of each person who is a member of the Wollongong Camera Club together with the date on which the person became a member.
  - (2) The Register Of Members must be kept in New South Wales at the principal place of administration of the Wollongong Camera Club.
  - (3) The Register Of Members must be open for inspection, free of charge, by any member of the Wollongong Camera Club at any reasonable hour.
  - (4) A member of the Club may obtain a copy of any part of the Register on payment of a fee of not more than \$1.00 for each page copied.
  - (5) If a member requests that any information contained on the Register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
  - (6) A member must not use information about a person obtained from the Register to contact or send material to the person, other than for:
    - (a) The purposes of sending the person a newsletter, a notice of meeting or other event relating to the Club or other material relating to the club; or
    - (b) Any other purpose necessary to comply with the requirements of the Act or the Regulation.

## **FEES, SUBSCRIPTIONS, Etc**

8.
  - (1) Except in the case of a Life Member, a member of the Wollongong Camera Club shall upon admission to membership, pay to the Wollongong Camera Club a fee of \$1 or, where some other amount is determined by the Committee, of that other amount.
  - (2) In addition to any amount payable by the member under subclause (1), a member of the Wollongong Camera Club must pay to the Wollongong Camera Club an Annual membership fee of \$2 or, where some other amount is determined by the Committee, of that other amount -
  - (3) Except as provided by subclause 4, before 1st January in each calendar year; or
  - (4) Where the person becomes a member on or after 1st January in any calendar year - on becoming a member and before 1st January in each succeeding calendar year.

## **MEMBERS' LIABILITIES**

9. The liability of a member of the Wollongong Camera Club to contribute towards the payment of the debts and liabilities of the Wollongong Camera Club or the cost, charges and expenses of the winding up of the Wollongong Camera Club is limited to the amount, if any, unpaid by the member in respect of membership of the Wollongong Camera Club as required by Clause 8.

## **RESOLUTION of DISPUTES**

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

## **DISCIPLINING of MEMBERS**

11. (1) Where the Committee is of the opinion that a member of the Wollongong Camera 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 Wollongong Camera Club.
- (2) The Committee may refuse to deal with a complaint if the Committee considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint under Clause (1), the Committee:
  - (a) Must cause notice of complaint to be served on the member concerned, and
  - (b) Must give the member at least 14 days and not later than 28 days from the time the notice is served within which to make submissions to, or address, the Committee in connections with the complaint; and
  - (c) Stating the date, place and time of the meeting; and
  - (d) Informing the member that the member may do either or both of the following:-
    - (i) Attend and speak at that meeting, and/or
    - (ii) Submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.
  - (e) Must take into consideration any submissions made by the member in connection with the complaint.
- (4) At a meeting of the Committee held as referred to in clause 3, the Committee shall -
  - (a) Give the member an opportunity to make oral representations;
  - (b) Give due consideration to any written representations submitted to the Committee by the member at or prior to the meeting; and
  - (c) By resolution determine whether to confirm or to revoke the resolution.
- (5) The Committee may by resolution:
  - (a) Expel the member from the Wollongong Camera Club; or
  - (b) Suspend the member from membership of the Wollongong Camera Club for a specified period,  
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.
- (6) Where the Committee confirms a resolution under clause (4), the Secretary must, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under Clause 12.
- (7) A resolution confirmed by the Committee under clause (4), does not take effect -
  - (a) Until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - (b) Where within that period the member exercises the right of appeal, unless and until the Wollongong Camera Club confirms the resolution pursuant to Clause 12 (4).

## **RIGHT of APPEAL of DISCIPLINED MEMBER**

12. (1) A member may appeal to the Wollongong Camera Club in General Meeting against a resolution of the Committee which is confirmed under Clause 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 subclause (1), the Secretary must notify the Committee, which shall convene a General Meeting of the Wollongong Camera Club to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a General Meeting of the Wollongong Camera Club convened under subclause (3),
  - (a) No business other than the question of the appeal shall be transacted;
  - (b) The Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Wollongong Camera Club.

## **PART IV - THE COMMITTEE**

### **POWERS of COMMITTEE**

13. The Committee shall be called the Committee of Management of the Wollongong Camera Club and, subject to the Act, the Regulation and this constitution and to any resolution passed by the Wollongong Camera Club in General Meeting -
  - (a) Is to control and manage the affairs of the Wollongong Camera Club;
  - (b) May exercise all such functions as may be exercised by the Wollongong Camera Club other than those functions that are required by this constitution to be exercised by a General Meeting of members of the Wollongong Camera Club; and
  - (c) Has power to 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 Wollongong Camera Club.

### **COMPOSITION and MEMBERSHIP**

14. (1) Subject in the case of the first members of the Committee to section 21 of the Act, the Committee shall consist of -
  - (a) The Office-Bearers of the Wollongong Camera Club; and
  - (b) 3 Ordinary MembersEach of whom shall be elected at the Annual General Meeting of the Wollongong Camera Club pursuant to clause 15.
- (2) The Office-Bearers of the Wollongong Camera Club shall be
  - (a) The President;
  - (b) The Vice President;
  - (c) The Treasurer; and
  - (d) The Secretary.
- (3) Each member of the Committee shall, 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.
- (4) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Wollongong Camera Club to fill the vacancy and the member so appointed shall hold office, subject to this constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

## **ELECTION of COMMITTEE MEMBERS**

15. (1) Nominations of candidates for election to the Management Committee of the Wollongong Camera Club -
  - (a) Must be made in writing, signed by two (2) members of the Wollongong Camera Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), in the form set out in Appendix 3 to this constitution;
  - (b) Must be delivered to the Secretary of the Wollongong Camera Club not less than 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place; and
  - (c) Must be a financial member of the Wollongong Camera Club
- (2) If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Management Committee shall 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 shall be deemed to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of office-bearers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (7) Election of Committee Positions.
  - (a) The position of President shall be elected from all nominations received, see 15. (2), (4) or (5). In the event of more than one nomination, then a ballot shall be held.
  - (b) The position of Vice President shall be elected from all nominations received, as see 15. (2), (4) or (5). In the event of more than one nomination, then a ballot shall be held.
  - (c) The position of Secretary shall be elected from all nominations received, see 15. (2), (4) or (5). In the event of more than one nomination, then a ballot shall be held.
  - (d) The position of Treasurer shall be elected from all nominations received, see 15. (2), (4) or (5). In the event of more than one nomination, then a ballot shall be held
  - (e) The position of Ordinary Member shall be elected from all nominations received see 15. (2), (4) or (5). In the event of more than three nominations, then a ballot shall be held

## **SECRETARY**

16. (1) The Secretary of the Wollongong Camera Club must, as soon as practicable after being elected as Secretary, lodge notice with the Wollongong Camera Club of their address.
- (2) It is the duty of the Secretary to keep minutes of -
  - (a) All appointments of office-bearers and members of the Committee;
  - (b) The names of members of the Committee present at a Committee meeting or a General meeting; and
  - (c) All proceedings at Committee Meetings and General Meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **TREASURER**

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

## **CASUAL VACANCIES**

18. 1. In the event of a casual vacancy occurring in the membership of the Management Committee then the remaining Management Committee members may appoint a member of the Wollongong Camera Club to fill that vacancy and the member appointed holds that office subject to this constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.
2. For the purposes of this constitution, a casual vacancy in the office of a member of the Committee occurs if the member -
- (a) Dies; or
  - (b) Ceases to be a member of the Wollongong Camera Club; or
  - (c) Becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth; or
  - (d) Resigns office by notice in writing given to the Secretary; or
  - (e) Is removed from office under Clause 19; or
  - (f) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; 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 resulting in imprisonment of not less than three (3) months; or
  - (i) Is prohibited from being a company director under Part 2D.6 of the Corporations Act 2001 of the Commonwealth.

## **REMOVAL of COMMITTEE MEMBER**

19. (1) The Wollongong Camera 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 subclause (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 Wollongong Camera Club, the Secretary or President may send a copy of the representations to each member of the Wollongong Camera 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.

## **COMMITTEE MEETINGS and QUORUM**

20. (1) The Committee shall meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the President or by any other member of the Committee.
- (3) Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business, which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) The Committee shall transact no business 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 shall 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 shall be dissolved.

20. (8) At a meeting of the committee -
- (a) The President or, in the President's absence, the Vice President shall preside; or
  - (b) If the President 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 shall preside.

#### **DELEGATION by COMMITTEE to a PLANNING GROUP or SUB-COMMITTEE**

21. (1) The Committee may, by instrument in writing, delegate to one or more sub-committees or Planning Groups (consisting of such member or members of the Wollongong Camera 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 or Planning Group under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee or Planning Group 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 the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding 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 or Planning Group 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 or Planning Group may meet and adjourn as it thinks proper.

#### **VOTING and DECISIONS**

22. (1) Questions arising at a meeting of the Committee or of any sub-committee or Planning Group appointed by the Committee shall be determined by a majority of the votes of members of the Committee, sub-committee or Planning Group present at the meeting.
- (2) Each member present at a meeting of the Committee, or of any sub-committee or Planning Group 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 20 (5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee or Planning Group appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee, sub-committee or Planning Group.

### **PART V - GENERAL MEETINGS**

#### **ANNUAL GENERAL MEETINGS - HOLDING OF**

23. (1) The Wollongong Camera Club shall hold its first Annual General Meeting within the period of 18 months after its registration under the Act.
- (2) The Wollongong Camera Club must hold its Annual General Meetings:-
- (a) Within six (6) months after the close of the Wollongong Camera Club's financial year, or
  - (b) Within such later times as may be allowed by the Director-General or prescribed by the Regulation.

## **ANNUAL GENERAL MEETINGS - CALLING OF and BUSINESS AT**

24. (1) The Annual General Meeting of the Wollongong Camera Club shall, subject to the Act and to clause 23, be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be -
- (a) To confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting;
  - (b) To receive from the Committee reports upon the activities of the Wollongong Camera Club during the last preceding financial year;
  - (c) To elect office-bearers of the Wollongong Camera Club and ordinary members of the Committee; and
  - (d) To receive and consider the statement which is required to be submitted to members under the Act.
- (3) An Annual General Meeting shall be specified as such in the notice convening it.

## **SPECIAL GENERAL MEETINGS - CALLING OF**

25. (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Wollongong Camera Club.
- (2) The Committee shall, on the requisition in writing of not less than 20 per cent of the total number of members, convene a special general meeting of the Wollongong Camera Club.
- (3) 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 subclause (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 Wollongong Camera Club for any expense so incurred.

## **NOTICE**

26. (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Wollongong Camera Club, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post or electronic mail to each member at the 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 Wollongong Camera Club, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in subclause (1) specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to clause 24 (2).
- (4) A member desiring to bring any business to a general meeting may give notice in writing of that business to the Secretary who shall include that business in the notice calling a general meeting given after receipt of the notice from the member.

## **QUORUM FOR GENERAL MEETINGS**

27. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Ten members present in person (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting
- (a) if convened upon the requisition of members shall be dissolved; and
- (b) in any other case shall 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. If this is not practicable an alternate time, place and date shall be arranged.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 10) shall constitute a quorum.

## **PRESIDING MEMBER**

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

## **ADJOURNMENT**

29. (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 shall 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 Wollongong Camera Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **MAKING of DECISIONS**

30. (1) A question arising at a general meeting of the Wollongong Camera Club is to be determined by either:
- (a) A show of hands, or
- (b) If on the motion of the chairperson or by not less than three (3) or more members present at the meeting decide that the question should be determined by a written ballot.
- (2) 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 Wollongong Camera 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.

## **SPECIAL RESOLUTION**

31. A special resolution may only be passed by the Wollongong Camera Club in accordance with Section 39 of the Act.

A resolution of the Wollongong Camera Club is a special resolution if -

- (a) It is passed by a majority which comprises not less than three quarters of such members of the Wollongong Camera Club as, being entitled under this constitution so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this constitution; or
- (b) Where it is made to appear to the Director-General that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Director-General.

## **VOTING**

32. (1) Upon any question arising at a general meeting of the Wollongong Camera Club a member has one vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- (3) 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.
- (4) A member or proxy is not entitled to vote at any general meeting of the Wollongong Camera Club unless all money due and payable by the member or proxy to the Wollongong Camera Club has been paid, other than the amount of the annual subscription payable in respect of the then current year.

## **APPOINTMENT of PROXIES**

33. (1) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2 to these rules.
- (3) Proxy voting must not be undertaken at or in respect of any general meeting.

## **POSTAL BALLOTS**

34. (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

# **PART VI - MISCELLANEOUS**

## **INSURANCE**

35. (1) The Wollongong Camera Club may effect and maintain insurance.

## **FUNDS - SOURCE**

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

## **FUNDS - MANAGEMENT**

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

## **CHANGE OF NAME, OBJECTS AND CONSTITUTION**

38. 1. 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.
2. The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the Wollongong Camera Club.

## **CUSTODY of BOOKS, Etc.**

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

## **INSPECTION of BOOKS, Etc.**

40. The following documents must be open to inspection, free of charge, by any member of the Wollongong Camera Club at any reasonable hour:
- (a) The records, books and other financial documents of the Wollongong Camera Club;
- (b) This constitution;
- (c) Minutes of all committee meetings and general meetings of the association

## **SERVICE of NOTICES**

41. (1) For the purposes of this constitution, a notice may be served by or on behalf of the Wollongong Camera Club upon any member either personally, sending it by post or via electronic mail to the member at the member's address shown in the register of members.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) In the case of a notice given or served personally, on the date on which it is received by the addressee, or
- (b) In the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, or
- (c) In the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **FINANCIAL YEAR**

42. The financial year of the Wollongong Camera Club is the calendar year, commencing on January 1<sup>st</sup> and ending on December 31<sup>st</sup> of the same year.

## **SURPLUS PROPERTY**

43. (1) At the first general meeting of the Wollongong Camera Club the Wollongong Camera Club shall pass a special resolution nominating an incorporated Association as the Association in which 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 Wollongong Camera Club.
- (2) The incorporated Association so nominated shall be one, which fulfills the requirements specified in section 53(2) (a) - (c) of the Act.

**APPENDIX 1**  
**Clause 3 (1)**  
**APPLICATION for MEMBERSHIP**  
**of the**  
**WOLLONGONG CAMERA CLUB Incorporated**  
**(Incorporated under the Associations Incorporation Act, 2009)**

**APPLICANT**

I, \_\_\_\_\_  
(full name of applicant)

of \_\_\_\_\_  
(Postal address)

\_\_\_\_\_ Postcode \_\_\_\_\_

hereby apply to become a member of the Wollongong Camera Club.

In the event of my admission as a member, I agree to be bound by  
the rules of the Wollongong Camera Club for the time being in force.

\_\_\_\_\_  
(signature of applicant)

\_\_\_\_\_  
(date)

*This Application for Membership is subject to the Management Committee's Approval.*

Phone Number:

\_\_\_\_\_

Email address:

\_\_\_\_\_

Phone number & email address are provided for use by  
the Wollongong Camera Club Inc. only and will not be  
distributed to third parties.

**FIRST SPONSOR**

I \_\_\_\_\_  
( full name)

being a member of the Wollongong Camera Club  
nominate the applicant, who is personally known to me,  
for membership of the Wollongong Camera Club.

\_\_\_\_\_  
(signature of proposer)

\_\_\_\_\_

**SECOND SPONSOR**

I \_\_\_\_\_  
( full name)

being a member of the Wollongong Camera Club  
nominate the applicant, who is personally known to me,  
for membership of the Wollongong Camera Club.

\_\_\_\_\_  
(signature of proposer)

\_\_\_\_\_

APPENDIX 2

Clause 33 (2)

FORM of APPOINTMENT of PROXY

**WOLLONGONG CAMERA CLUB Incorporated**  
**(incorporated under the Associations Incorporation Act, 2009)**

I, \_\_\_\_\_  
(full name)

of \_\_\_\_\_  
(address)

\_\_\_\_\_ Postcode \_\_\_\_\_

being a financial member of the Wollongong Camera Club hereby appoint

\_\_\_\_\_

(full name of proxy)

of \_\_\_\_\_  
(address of proxy)

\_\_\_\_\_ Postcode \_\_\_\_\_

being a financial member of the Wollongong Camera Club, as my proxy to vote for me on my behalf at the Annual General Meeting or Special General Meeting, as the case may be, of the Wollongong Camera Club to be held on:

the \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_ and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution/s.

\_\_\_\_\_

Signature of Financial Member Appointing Proxy

\_\_\_\_\_

Signature of Financial Member Appointed Proxy

Date: \_\_\_\_\_

Date: \_\_\_\_\_

**NOTE:** A proxy vote must not be given to a person who is not a financial member of the Wollongong Camera Club.

# APPENDIX 3

## Clause 15 (1)

### FORM for NOMINATION for ELECTION to COMMITTEE

**WOLLONGONG CAMERA CLUB Incorporated**  
**(incorporated under the Associations Incorporation Act, 2009)**

**Member Nomination:**

Member Being Nominated: \_\_\_\_\_  
(Nominee's full name)

Nominated By: \_\_\_\_\_  
(First Nominator's full name)

Nominated By: \_\_\_\_\_  
(Second Nominator's full name)

\_\_\_\_\_  
(First Nominator's signature)

\_\_\_\_\_  
(Second Nominator's signature)

*By signing this section the Nominators are stating that they are current financial members of the Wollongong Camera Club and are entitled to nominate a candidate for election.*

**Nominee's Consent:**

I, \_\_\_\_\_ being a financial member of the Wollongong Camera Club hereby consent to being nominated for election to the Committee of the Wollongong Camera Club for the following position/s of (please tick your selection from):

<input type="checkbox"/>	President
<input type="checkbox"/>	Vice President
<input type="checkbox"/>	Secretary
<input type="checkbox"/>	Treasurer
<input type="checkbox"/>	Ordinary Member

I understand that the election will occur in the order listed and in the case of my successful election the Meeting Chairperson will withdraw all remaining nomination/s.

Nominee: \_\_\_\_\_  
(Nominee's Signature)

\_\_\_\_\_  
(Date)