

SYDNEY PC USER GROUP

Incorporated



CONSTITUTION

(Incorporated under the Associations Incorporations Act, 2009)

ABN 63 176 530 563

March 2017

Table of Contents

CONSTITUTION OF SYDNEY PC USER GROUP INC.....	1
PART 1 - PRELIMINARY.....	1
1 NAME.....	1
2 OBJECTS.....	1
3. DEFINITIONS.....	2
PART 2 - MEMBERSHIP.....	2
4. MEMBERSHIP GENERALLY.....	2
5. MEMBERSHIP CLASSES.....	2
6. HONORARY MEMBERS AND LIFE MEMBERS.....	3
7. APPLICATION FOR MEMBERSHIP.....	3
8. CESSATION OF MEMBERSHIP.....	3
9. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE.....	3
10. RESIGNATION OF MEMBERSHIP.....	4
11. REGISTER OF MEMBERS.....	4
12. FEES AND SUBSCRIPTIONS.....	4
13. MEMBERS' LIABILITIES.....	5
14. RESOLUTION OF DISPUTES.....	5
15. DISCIPLINING OF MEMBERS.....	5
16. RIGHT OF APPEAL OF DISCIPLINED MEMBER.....	6
PART 3 - THE COMMITTEE.....	6
17. POWERS OF THE COMMITTEE.....	6
18. COMPOSITION AND MEMBERSHIP OF COMMITTEE.....	6
19. ELECTION OF COMMITTEE MEMBERS.....	7
20. SECRETARY.....	7
21. TREASURER.....	8
22. CASUAL VACANCIES.....	8
23. REMOVAL OF COMMITTEE MEMBERS.....	8
24. COMMITTEE MEETINGS AND QUORUM.....	9
25. DELEGATION BY COMMITTEE TO SUB-COMMITTEE.....	9
26. VOTING AND DECISIONS.....	10
PART 4 - GENERAL MEETINGS.....	10
27. ANNUAL GENERAL MEETINGS - HOLDING OF.....	10
28. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT.....	10
29. SPECIAL GENERAL MEETINGS - CALLING OF.....	11
30. NOTICE.....	11
31. QUORUM FOR GENERAL MEETINGS.....	12
32. PRESIDING MEMBER.....	12
33. ADJOURNMENT.....	12
34. MAKING OF DECISIONS.....	12
35. SPECIAL RESOLUTIONS.....	13
36. VOTING.....	13
37. PROXIES.....	13
38. POSTAL BALLOTS.....	13
PART 5 - MISCELLANEOUS.....	13

39. INSURANCE	13
40. FUNDS - SOURCE	13
41. FUNDS - MANAGEMENT.....	14
42. CHANGE OF NAME, OBJECTS AND CONSTITUTION	14
43. CUSTODY OF BOOKS.....	14
44. INSPECTION OF BOOKS	15
45. SERVICE OF NOTICES	15
46. FINANCIAL YEAR.....	15
APPENDIX 1.....	16
FORM OF APPOINTMENT OF PROXY	16

CONSTITUTION OF SYDNEY PC USER GROUP INC.

Part 1 - Preliminary

1 Name

The name of the association shall be "Sydney PC User Group Incorporated", herein referred to as "the association".

2 Objects

The objects for which the Association has been established are to:

1. be a community based service organization,
2. create and foster the growth of the movement known as the "Sydney PC User Group Inc." and to affiliate with other PC User Groups having similar aims and objectives as may be determined by the Committee.
3. Provide a forum for the exchange of views about:
 - (a) computer hardware and software, and
 - (b) other matters relevant to personal computing.
4. promote unity, friendship and liaison between members.
5. provide a focal point for members in such social, recreational and other activities as may be deemed appropriate for members from time to time.
6. hold, and or arrange for the holding of, periodic meetings of the association and of other people in the State of New South Wales, or of any such section of the community as may be deemed necessary by the Committee.
7. print, publish, issue, and circulate such advertisements, periodicals, books, web pages, circulars, press releases or other publications as may be deemed by the Committee conducive to the carrying out of the objects of the association.
8. raise funds for and to organize and assist in such community projects or purposes as may be deemed necessary by the Committee from time to time and to expend such monies as may be necessary in the achievement of this object.
9. enter into such contracts and agreements as deemed necessary by the Committee, from time to time, for the advancement of the association.
10. purchase, hire, lease or otherwise acquire for the purposes of the association any real or personal property and any rights or privileges, which the Committee may think necessary or convenient for the carrying out of the objects of the association.
11. carry out such other activities as the committee may determine will further the objectives of the association noted above.

3. Definitions

(1) In this constitution:

Director-General means the Commissioner for Fair Trading, Department of Finance, Services and Innovation.

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

secretary means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no such person holds that office - the public officer of the association.

membership officer means a person appointed under Clause 25 to maintain the membership records and carry out such other duties as determined and delegated in writing by the committee.

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

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

(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.
- (c) "in writing" and "written" include printing lithography and other modes of reproducing or representing words in a visible form and includes the electronic display of symbols and words as may be displayed on a monitoring device used in conjunction with an electronic medium including a computer or computing device and any associated equipment used in conjunction with such devices, including but not limited to emails.

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

Part 2 - Membership

4. Membership generally

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

- (a) the person is a natural person, and
- (b) the person has been and approved for membership of the association in accordance with clause 7.

5. Membership Classes

The Committee may, from time to time, as it sees fit, provide for different classes of members and of membership including general, special, corporate, honorary, life and other classes.

6. Honorary Members and Life Members

- (1) Honorary membership may be granted by the Committee, without payment of any subscription, to any person who in the opinion of the Committee may warrant such category of membership.
- (2) An Honorary Member (other than a Life Member) shall be entitled only to the social privileges of the Club.
- (3) The Committee shall have the power to cancel the honorary membership of any person at any time without assigning any reason.
- (4) No person shall be made a Life Member except by resolution of a General Meeting of the Club following the submission to such meeting of an appropriate recommendation from the Committee. No person shall be made an honorary life member except in a case of exceptional or unusual or distinguished merit and except on the recommendation of the Committee endorsed by a three-quarters (3/4) majority of financial members voting at a General Meeting.

7. Application for membership

- (1) An application for membership of the association:
 - (a) must be made in writing on the association's application form, and
 - (b) must be lodged with the secretary, or in the event that a membership officer is appointed under Clause 25, the membership officer of the association together with the prescribed fee.
- (2) As soon as practicable after receiving an application for membership, the secretary or the membership officer must either approve the application or refer it to the committee for determination.
- (3) As soon as practicable after a determination is made, the applicant must be notified in writing, that the application has been approved or rejected.
- (4) The secretary or the membership officer must enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

8. Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 12 (2) within 6 months after the fee is due.

9. Membership entitlements not transferable

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

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

10. Resignation of membership

- (1) A member of the association who has paid all amounts payable by the member in respect of the member's membership may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary, or in the event that a membership officer is appointed under Clause 25, must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

11. Register of members

- (1) The secretary of the association, or in the event that a membership officer is appointed under Clause 25, the membership officer must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales at a location determined by the committee.
- (3) 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 in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

12. Fees and subscriptions

- (1) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount.
- (2) Notwithstanding clause (2) above, any increase in fees determined by the committee in any given financial year shall not exceed the current year's subscription by more than 50% unless approved at a General Meeting of members.

(3) Annual Subscriptions and any other fees or charges payable annually shall be payable in advance in full or as otherwise as determined by the Committee.

(4) Entrance fees to meetings, as prescribed by the Committee, shall be payable before the commencement of the meeting.

(5) The payment of entrance fees at the main meeting and special interest group meetings shall be voluntary by members of the Committee and leaders of the association's special interest groups.

(6) Life members and honorary members are exempt from the payment of fees.

13. Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 12.

14. Resolution of disputes

(1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.

(2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

(3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

15. Disciplining of members

(1) A complaint may be made to the committee by any person that a member of the association:

(a) has refused or neglected to comply with a provision or provisions of this constitution, or

(b) has wilfully acted in a manner prejudicial to the interests of the association.

(2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

(3) If the committee decides to deal with the complaint, the committee:

(a) must cause notice of the complaint to be served on the member concerned, and

(b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and

(c) must take into consideration any submissions made by the member in connection with the complaint.

(4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 16.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 16, whichever is the later.

16. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 15, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must 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 association.

Part 3 - The committee

17. Powers of the committee

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

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

18. Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the association, and

- (b) at least 1 other ordinary committee member, each of whom is to be elected at the annual general meeting of the association under clause 19.
- (2) The total number of committee members is to be at least 5.
- (3) The office-bearers of the association are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election for a maximum of three (3) terms.

19. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct or by electronic ballot.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

20. Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:

- (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

21. Treasurer

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

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

22. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies, or
 - (b) ceases to be a member of the association, 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 23, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

23. Removal of committee members

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of

the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

24. Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to 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 is to preside.

25. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees or members (consisting of such member or members of the association 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 member under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee or member acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

26. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 24 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 - General meetings

27. Annual general meetings - holding of

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

28. Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 27, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,

- (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
- (c) to elect office-bearers of the association and ordinary committee members,
- (d) to receive and consider any financial statement or report required to be submitted to members under the Act.

(3) An annual general meeting must be specified as such in the notice convening it.

29. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (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 that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (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.

30. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 28 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

31. Quorum for general meetings

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

32. Presiding member

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

33. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association 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.

34. Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.

- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, 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.

35. Special resolutions

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

36. Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) All votes must be given personally or by proxy but no member, except the Chairperson of the meeting, may hold more than five (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 is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (5) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

37. Proxies

- (1) Each member is entitled to appoint another member as proxy by notice given to the secretary no later than forty-eight (48) hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 1.

38. Postal ballots

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 16).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 - Miscellaneous

39. Insurance

The association may effect and maintain insurance.

40. Funds - source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

- (2) All money received by the association must be deposited as soon as practicable to the credit of the association's bank or other authorised deposit-taking institution account. Minor relevant approved expenses may be deducted before banking.
- (3) The association must, as soon as practicable after receiving any money other than entrance fees, issue an appropriate receipt.

41. Funds - management

- (1) The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee. Any electronic payment is to be authorised by hard-copy signature or electronic authorisation by two such authorised persons.
- (3) A member of the Committee shall not receive remuneration for any services they undertake in their capacity as a member of the Committee, but may be reimbursed for any out-of-pocket expenses necessarily incurred in carrying out of any of their duties as a member of the Committee.
- (4) Every member of the Committee and every member of any Sub-Committee constituted under this Constitution and the Secretary and other officer of the Club and any person (whether an officer of the Club or not) employed by the Club as auditor shall be indemnified out of the funds of the Club against all liability incurred by them as such member of the Committee or member of a Sub-Committee or as Secretary, officer or auditor in defending any proceedings whether civil or criminal in which judgment is given in their favour or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court or in the proper conduct of any business of the Club or in the proper discharge of their duties.
- (5) In event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

42. Change of name, objects and constitution

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

43. Custody of books

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents both hard-copy and electronic relating to the association. Records will be retained for a minimum of five years.

44. Inspection of books

(1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

- (a) records, books and other financial documents of the association,
- (b) this constitution,
- (c) minutes of all committee meetings and general meetings of the association.

(2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$2 for each page copied.

45. Service of notices

(1) For the purpose of this constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

46. Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 31 December, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31 December.

47. Civil Liabilities Act By applying for membership or by renewing membership the member acknowledges and accepts the protection to the Club, the Committee and the other members afforded by the NSW Civil Liabilities Act 2002, No. 22 (as amended).

Appendix 1

FORM OF APPOINTMENT OF PROXY

SYDNEY PC USER GROUP INCORPORATED

I,
(full name)

of
(address)

being a member of the Sydney PC User Group Incorporated

hereby appoint
(full name of proxy)

of
(address)

being a member of the Sydney PC User Group Incorporated, as my proxy to vote for me on
my behalf, at the

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of / against (delete as appropriate) the resolutions*.
*(Insert details if desired.)

.....
Signature of member appointing proxy

.....
Date

NOTE: A proxy vote may not be given to a person who is not a member of the Sydney PC User Group Incorporated.