

SOUTHERN HIGHLANDS CROQUET CLUB INC.
2019 CONSTITUTION

1. Name

- 1.1.** The name of the club is the Southern Highlands Croquet Club Inc.

2. Objectives

- 2.1.** The primary objective of the Southern Highlands Croquet Club Inc. is to promote the game of croquet.
- 2.2.** To accomplish the primary objective the Club shall:
- 2.2.1.** play and teach the game of croquet
 - 2.2.2.** organise events and activities
 - 2.2.3.** provide and maintain facilities, equipment and materials for playing croquet
 - 2.2.4.** encourage grants, gifts, endorsements and sponsors for croquet
 - 2.2.5.** raise funds for the purchase and maintenance of facilities and equipment.

3. Membership

- 3.1.** All interested persons may apply for membership of the Southern Highlands Croquet Club Inc.

- 3.2.** Membership shall be in the following categories:

3.2.1. An Ordinary Member:

- 3.2.1.1.** will pay a membership subscription determined by the Committee and ratified at a General Meeting of members, and
- 3.2.1.2.** will pay a Croquet NSW affiliation fee as determined by Croquet NSW, and
- 3.2.1.3.** has full playing and voting rights.

3.2.2. A Casual Member:

- 3.2.2.1.** will pay a casual membership subscription determined by the Committee and ratified at a General Meeting of Members, and
- 3.2.2.2.** will pay a daily playing fee determined by the Committee, and
- 3.2.2.3.** will pay a Croquet NSW affiliation fee as determined by Croquet NSW, and
- 3.2.2.4.** has restricted playing rights as determined by the Committee and no voting rights, and
- 3.2.2.5.** there will be a maximum number of Casual Members as determined by the Committee.

3.2.3. Subscribed Life Membership.

An Ordinary Member of the Club may apply to the Secretary in writing for a Subscribed Life Membership. If approved by the Committee the application will be referred to the next General Meeting of the Club to be ratified.

A Subscribed Life Member:

- 3.2.3.1.** will pay an amount determined by the Committee and ratified at a General Meeting of members, and
- 3.2.3.2.** will pay a Croquet NSW affiliation fee as determined by Croquet NSW, and
- 3.2.3.3.** has full playing and voting rights, and

3.2.3.4. there will be a maximum number of Subscribed Members as determined by the Committee.

3.2.4. Honorary Life Membership may be conferred upon a member who has rendered outstanding service to the Club. Nominations, detailing reasons for nomination, shall be submitted in writing to the Committee for consideration, and if approved, referred to the next General Meeting of the Club to be ratified.

An Honorary Life Member:

3.2.4.1. will not pay a membership subscription or a daily playing fee, however

3.2.4.2. will pay the Croquet NSW affiliation fee as determined by Croquet NSW.

3.2.5. Temporary members of the Club are croquet players from outside NSW or overseas who wish to play croquet for a continuous period not exceeding six weeks. They may play at the discretion of the President at the fee determined for a Casual Member. For periods exceeding six weeks they will be required to apply to become a member of the Club for insurance purposes.

4. Application for membership

4.1. Applications for membership are to be made on the Club application form. An applicant should be nominated and seconded by two members of the Club and the application form submitted to the Club Secretary.

4.2. Completed application forms are to be placed on the notice board for a minimum of two weeks.

4.3. Applicants are required to have played croquet at the Club on a minimum of four occasions prior to their application being considered by the Committee.

4.4. If no objection in writing is lodged the applicant or applicants will be approved for membership at the next meeting of the Committee.

4.5. A member ceases to be financial if their membership subscription is unpaid for a period exceeding two month.

5. Leave of absence

5.1. Leave of absence can be granted by the committee to financial ordinary members for a period exceeding two months but not more than six months. Reasons are to be explained in writing.

5.2. No fees apply for periods of approved leave of absence.

6. Cessation of membership

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

6.1.1. resigns membership, or

6.1.2. is expelled from the Club, or

6.1.3. fails to pay their membership subscription for over two month.

7. Membership entitlements not transferable.

7.1. Membership entitlements of the Club are not transferable to another person and terminate on cessation of the person's membership.

8. Resignation of membership

8.1. A member of the Club may resign from membership by giving to the Secretary written notice of at least one month of the member's intention to resign.

8.2. If a member of the Club ceases to be a member under subclause 8.1, and in every other case where a member ceases to hold membership, the Secretary (or if delegated the Membership Registrar) must make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

9. Register of members

- 9.1.** The Secretary (or if delegated the Membership Registrar) must establish and maintain a register of members of the Club specifying the name, date of birth, postal, residential or email address of each member of the Club together with the date on which they became a member.
- 9.2.** The register of members must be kept in New South Wales at the official address of the Club.

10. Member's liability

- 10.1.** A member's liability to contribute towards the payment of debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount of any unpaid membership subscription.

11. Resolution of disputes

- 11.1.** A dispute between a member and another member (in their capacity as members) shall be referred in writing to the Club committee which shall determine the most appropriate manner in which to deal with the dispute.

12. Disciplining of members

- 12.1.** If a complaint is made to the Committee by any member of the Club that another member of the Club:
- 12.1.1.** has refused or neglected to comply with a provision or provisions of this Constitution, or
 - 12.1.2.** has wilfully acted in a manner prejudicial to the interests of the Club, then
- 12.2.** the Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 12.3.** If the Committee decides to deal with the complaint, it will proceed in accordance with the Association Incorporation Regulations 2016, Schedule 1.

13. Right of appeal of disciplined member

- 13.1.** A member may appeal to the Club at a General Meeting against a resolution of the Committee under clause 12. The appeal must be made within seven days after notice of the resolution is served on the member by lodging a notice to that effect with the Secretary.
- 13.2.** The notice must be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 13.3.** On receipt of a notice from a member under subclause 13.1, the Secretary must notify the Committee, which is to convene a General Meeting of the Club to be held within twenty eight days after the date on which the Secretary received the notice.
- 13.4.** At that General Meeting of the Club:
- 13.4.1.** no business other than the question of the appeal is to be transacted, and
 - 13.4.2.** the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - 13.4.3.** the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 13.5.** The appeal is to be determined by a simple majority of votes cast by members of the Club.

14. Powers of the Club Committee

- 14.1.** Subject to the Association Incorporation Act 2009 and the Association Incorporation Regulation 2016, the Constitution and any resolution passed by the Club at a General Meeting, the Committee:
- 14.1.1.** is to control and manage the affairs of the Club, and

14.1.2. may exercise all the functions that may be exercised by the Club, other than those functions that are required by this Constitution to be exercised by a General Meeting of members of the Club, and

14.1.3. has power to perform all the acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.

15. Composition and membership of the Club Committee

15.1. The Committee shall consist of the Office Bearers of the Club and up to five Ordinary Members. The maximum total number of Committee Members is to be nine.

15.2. The Office Bearers of the Club are the President, Vice-President, Treasurer and Secretary.

15.3. A Committee Member may hold up to two offices (other than both the offices of President and Vice-President).

15.4. The Immediate Past President shall be a member of the Committee for a period of twelve months.

15.5. The Committee should have representation from all forms of croquet played by the Club.

15.6. Office Bearers shall not hold the same office for more than three consecutive years unless no other nomination is received for the position at the end of that period.

15.7. Each member of the Committee is, subject to this Constitution, to hold office until immediately before the election of Committee Members at the Annual General Meeting next following the date of the member's election, and is eligible for re-election.

16. Election of Committee Members

16.1. Eligible members of the Club will at the Annual General Meeting elect a committee.

16.1.1. Eligible members shall have paid their relevant membership subscription and CNSW affiliation fee.

16.2. Nominations of candidates for election as Office-Bearers or Ordinary Members of the Committee:

16.2.1. must be made in writing, signed by two members of the Club and accompanied by the written consent of the candidate, and

16.2.2. must be delivered to the Secretary of the Club at least 14 days before the date fixed for holding the Annual General Meeting at which the election is to take place.

16.3. 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.

16.4. If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.

16.5. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

16.6. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be taken.

16.7. 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 any usual and proper manner that the Committee directs.

17. Secretary

17.1. It is the duty of the Secretary to:

17.1.1. maintain all correspondence in connection with the Club,

17.1.2. convene meetings as requested by the President, Committee Members, or if requested by at least 25% of members.

17.1.3. keep minutes (whether in written or electronic form) of:

17.1.3.1. all appointments of Office-Bearers and Members of the Committee, and

17.1.3.2. the names of members of the Committee present at a Committee meeting or a General Meeting, and

17.1.3.3. all proceedings at Committee meetings and General Meetings.

17.2. Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

17.3. The signature of the Chairperson may be transmitted by electronic means for the purposes of subclause 17.2.

18. Treasurer

18.1. It is the duty of the Treasurer to ensure:

18.1.1. that all money due to the Club is collected and received and that all payments authorised by the Club are made, and

18.1.2. that correct books and accounts are kept showing the financial affairs of the Club including full details of all receipts and expenditure connected with the activities of the Club.

18.1.3. that a statement of account balances be presented to Committee meetings

18.2. That a statement of receipts and expenditure as necessary for audit is presented to the Annual General Meeting, Special General Meetings and Committee Meetings.

19. Casual vacancies

19.1. In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the Annual General Meeting next following the date of the appointment.

19.2. A casual vacancy in the office of a member of the Committee occurs if the member:

19.2.1. ceases to be a member of the Club, or

19.2.2. resigns office by notice in writing given to the Secretary, or

19.2.3. is absent without the consent of the Committee from three consecutive meetings of the Committee.

20. The Committee may co-opt a member of the Club for a specific purpose.

21. A Public Officer shall be appointed by the Committee

21.1. A Committee member, a member or a person outside the Club over the age of 18 years, residing in NSW may hold the position of Public Officer

21.2. The official address of the Club must be a physical address in NSW where the Public Officer can generally be found. It must be a premise at which documents can be received by post. The official address cannot be a post office box.

21.3. The Public Officer is responsible for:

21.3.1. notifying NSW Fair Trading of any change in the Club's official address within 28 days, and

21.3.2. collecting all Club documents from former Committee members and delivering the documents to the new Committee members, and

23.8. No business shall be transacted at a meeting unless a quorum is present. If within 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.

23.9. 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.

23.10. At a meeting of the Committee

23.10.1. the President or, in the President's absence, the Vice-President is to preside, or

23.10.2. if the President and Vice-President are absent or unwilling to act, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.

24. Appointment of Club members as Committee members to constitute a quorum

24.1. If at any time the number of Committee members is less than the number required to constitute a quorum for a Committee meeting, the existing Committee members may appoint a sufficient number of members of the Club as Committee members to enable the quorum to be constituted.

24.2. A member of the Committee so appointed is to hold office, subject to this Constitution, until the Annual General Meeting next following the date of the appointment.

24.3. This clause does not apply to the filling of a casual vacancy to which clause 19 applies.

25. Use of technology at Committee Meetings

25.1. A Committee Meeting may be held at two or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.

25.2. A Committee member who participates in a Committee Meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

26. Voting and decisions

26.1. 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.

26.2. 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 casting vote.

26.3. 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 qualifications of any member of the Committee or Sub-committee.

27. Annual General Meetings - holding of

27.1. The Annual General Meeting will be held in the month of July each year.

28. Annual General Meetings - calling of and business at

28.1. 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:

28.1.1. to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,

28.1.2. to receive from the Committee reports on the activities of the Club during the last preceding financial year,

28.1.3. to elect Office-Bearers of the Club and Ordinary Committee Members,

28.1.4. to receive and consider any financial statement or report required to be submitted to members under the Association Incorporation Act 2009.

28.2. An Annual General Meeting must be specified as that type of meeting in the notice convening it.

29. Special General Meetings - calling of

29.1. The President or in his/her absence, the Vice-President shall convene a Special General Meeting of the Club twice a year or as otherwise required.

29.2. The Committee must, on the request of at least 20% of the total number of members, convene a Special General Meeting of the Club.

29.3. A request by members for a Special General Meeting:

29.3.1. must be in writing, and

29.3.2. must state the purpose or purposes of the meeting, and

29.3.3. must be signed by the members making the request, and

29.3.4. must be lodged with the Secretary, and

29.3.5. may consist of several documents in a similar form, each signed by one or more of the members making the request

29.4. If the Committee fails to convene a Special General Meeting to be held within one month after the date on which a request of members for the meeting is lodged with the Secretary, then any one or more of the members who made the request may convene a Special General Meeting to be held not later than 3 months after that date.

29.5. A Special General Meeting convened by a member or members as referred to in subclause 29.4 must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee.

29.6. For the purposes of subclause 29.3

29.6.1. a request may be in electronic form, and

29.6.2. a signature may be transmitted, and a request may be lodged, by electronic means.

30. Notice of General Meeting (Annual, Special or other)

30.1. Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club (see Clause 34), 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.

30.2. If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause 30.1, the intention to propose the resolution as a special resolution.

30.3. 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 28.1.

30.4. 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 (Annual, Special or other)

31.1. 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.

31.2. A quorum for the transaction of the business of a General Meeting is 25% of members entitled under this Constitution to vote at a General Meeting of who 3 must be Committee members.

31.3. If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:

31.3.1. if convened on the request of members—is to be dissolved, and

31.3.2. 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.

31.4. 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 5) are to constitute a quorum.

32. Presiding member

32.1. The President or, in the President's absence, the Vice-President, is to preside as Chairperson at each General Meeting of the Club.

32.2. If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their numbers to preside as Chairperson at the meeting.

33. Making of decisions

33.1. A question arising at a General Meeting of the Club is to be determined by:

33.1.1. a show of hands or any appropriate corresponding method that the Committee may determine, or

33.1.2. a written ballot if, on the motion of the Chairperson or if 5 or more members present at the meeting decide that the question should be so determined.

33.2. If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

34. Special resolution

34.1. A special resolution is required for:

34.1.1. changing the Club's name, objectives or constitution, or

34.1.2. amalgamation with another registered Club, or

34.1.3. voluntarily winding up or cancelling the registered Club and distributing property.

34.2. An application to register a change of name, objectives or constitution must be lodged with NSW Fair Trading within twenty eight days of the special resolution being passed.

34.3. A special resolution may be passed:

34.3.1. at a General Meeting of the Club

34.3.2. in a postal or electronic ballot

34.3.3. in another manner as directed by NSW Fair Trading

34.4. Members must be given at least twenty one days' notice of the proposed special resolution. The notice must state the:

34.4.1. time, date and place where the meeting to vote on the special resolution will be held

34.4.2. intention to propose the resolution as a special resolution

34.4.3. proposed resolution in full.

34.5. A special resolution will be passed if:

34.5.1. the conditions imposed by Fair Trading if any, are met and

34.5.2. a quorum of members is present at the meeting and

34.5.3. it is supported by at least three-quarters of the valid votes cast in person or by proxy.

35. Voting

35.1. On any question arising at a General Meeting of the Club a member has one vote only.

35.2. In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.

35.3. A member is not entitled to vote at any General Meeting of the Club unless all money due and payable by the member to the Club has been paid.

35.4. A member is not entitled to vote at any General Meeting of the Club if the member is under 18 years of age.

36. Proxy votes permitted.

36.1. Proxy voting may be undertaken at or in respect of a General Meeting.

36.2. Proxy votes can only be used in respect of election of Officer Bearers and notices of motion that have been circulated prior to the meeting.

36.3. Notice on the appropriate form to be given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

37. Insurance

37.1. The Club must satisfy the insurance requirements of CNSW Inc.

37.2. The Club may effect and maintain other insurance as deemed appropriate.

38. Funds – source and management

38.1. The funds of the Club shall be derived from:

38.1.1. membership subscriptions,

38.1.2. daily playing fees,

38.1.3. visitors/guest fees,

38.1.4. monies raised by the Club,

38.1.5. gifts, bequests, donations, grants and any other monies received.

38.2. All monies received shall be deposited as soon as practicable and without deduction to the credit of the Club's accounts.

38.3. The funds of the Club are to be used solely in pursuance of the objects of the Club in the manner that the Committee determines.

38.4. Three members of the Committee shall be authorised to sign withdrawal forms or cheques and two of these three persons' signatures will be required for each outgoing payment.

38.5. No solicitations or appeals will be allowed for any other funds other than for Croquet Clubs.

39. Club is non-profit

39.1. Subject to the Association Incorporation Act 2009 and the Association Incorporation Regulation 2016, the Club must apply its funds and assets solely in pursuance of the objects of the Club and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Association Incorporation Act 2009 defines **pecuniary gain** for the purpose of this clause.

40. Facilities and equipment of the club

40.1. Will be restricted to approved activities of the club.

41. Distribution of property on winding up of Club

41.1. Subject to the Association Incorporation Act 2009 and the Association Incorporation Regulations 2016, in a winding up of the Club, any surplus property of the Club is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

41.2. In this clause, a reference to the surplus property of a Club is a reference to that property of the Club remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

Note: Section 65 of the Act provides for distribution of surplus property on the winding up of an Association.

42. Custody of books

The Secretary, Treasurer, Public Officer and Membership Registrar must keep in their custody or under their control all records, books and other documents relevant to their role in the Club that relate to the Club.

43. Inspection of books

The records, books and other documents of the Club must be open to inspection, free of charge, by a member of the Club at any reasonable hour.

44. Representation by the Southern Highlands Croquet Club Inc. at meetings of CNSW Inc. will be encouraged.

45. Amendments to the constitution

45.1. At least twenty one days' notice in writing of a proposed motion to change this Constitution must be given to the members.

45.2. A Special General meeting will be held to consider this matter.

45.3. The amendment must be supported by at least a three-quarter majority of the valid votes cast in person or by proxy.

45.4. Notice of Alteration must be given to Fair Trading NSW

45.5. The amendments will become effective from the date of notification from Fair Trading NSW that the Notice of Alteration has been accepted for registration and that the amendments now form part of the Club's records.

THE PLAYING POLICIES OF THE SOUTHERN HIGHLANDS CROQUET CLUB INC.
SHOULD BE READ IN CONJUNCTION WITH THIS CONSTITUTION

Registered by Fair Trading to take effect from