**CONSTITUTION**

**of**

**THE SYDNEY LYCEUM CLUB INCORPORATED**

**Part 1 – Preliminary**

**1 Definitions**

1. In this constitution:

**"membership coordinator"** means:

1. the person holding office under this constitution as membership coordinator of the association, or
2. if no person holds that office - the public officer of the association.

**"ordinary committee member"** means a member of the committee who is not an office-

bearer of the association.

 **"secretary"** means:

1. the person holding office under this constitution as secretary of the association, or
2. if no person holds that office - the public officer of the association.

**"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.

1. In this constitution:
2. a reference to a function includes a reference to a power, authority and duty, and
3. a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
4. 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**

**2 Membership generally**

1. A woman of any nationality is eligible to be a member of the association if:
2. she has applied and been approved for membership of the association in accordance with clause 3, and
3. she is a woman of good fame and repute and she:
4. is a graduate of a university or any tertiary institution of a standard acceptable to the committee, or a member of a recognised profession; or
5. has distinguished herself by her achievements or active interest in the humanities, sciences, arts, letters, music, education, journalism, historical or other scholarship; or
6. has distinguished herself in public or community service, or in business management, public or private administration; or
7. is eligible by reason of her intellectual or moral characteristics.
8. There are two kinds of members of the association –
9. those who have applied for membership of the association and been approved as provided by Clause 3 (known as ordinary members) ; and
10. those who have been approved for membership by the committee of the association as extraordinary members as provided in Clause 5 (2).

**3 Application for membership**

1. An application of a woman for membership of the association:
2. must be in writing (including by email or other electronic means, if the committee so determines) in the form as determined by the committee from time to time available from the membership coordinator and must be proposed, seconded and signed by 2 members of the association to whom the applicant is personally known; and
3. must be lodged (including by electronic means, if the committee so determines) with the membership coordinator of the association.
4. As soon as practicable after receiving an application for membership, the membership coordinator must refer the application to the committee.
5. If the committee gives preliminary approval of the applicant, the president must as soon

as practicable thereafter notify, or cause to be notified, the membership (including by email or other electronic means, if the committee so determines) of the full name of the applicant and the suburb of her residence and the names of her proposer and seconder, for at least 1 month before the committee finally determines whether to approve or reject the application.

1. Where the committee makes a final determination to approve an applicant, as soon as

practicable after that determination, the membership coordinator must :-

1. notify the applicant of that approval in writing (including by email or other electronic means, if the committee so determines), and
2. request the applicant to pay (within the period of 28 days after receipt by the applicant of that notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
3. The membership coordinator must, on payment by the applicant of the amounts referred to in subclause (4)(b) within the period referred to in that provision, 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.

**4 Cessation of membership**

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

1. dies, or
2. resigns membership, or
3. is expelled from the association, or
4. fails to pay the annual membership fee under clause 8 (2) within 2 months after the fee is due.

**5 Membership entitlements and categories, and membership not transferable**

1. Ordinary members have the right to vote at a general meeting or on a ballot and to hold office. They comprise the following categories of membership:
2. Town Members - ordinary members (other than honorary life members) whose usual place of residence is within a radius of 100 kilometres of the Sydney General Post Office (Sydney GPO) building.
3. Out of Town Members - ordinary members (other than honorary life members) whose usual place of residence is outside a radius of 100km from the Sydney GPO building.
4. Interstate Members - ordinary members (other than honorary life members) whose usual place of residence is outside the state of NSW but within the Commonwealth of Australia.
5. Honorary Life Members - Such members of the club as the committee from time to time elect having regard to their distinguished services to the club. Every honorary life member is entitled to all the privileges and is subject to all the obligations of ordinary membership of the club except the obligation to pay annual subscriptions.
6. Associate Members - ordinary members who are under the age of 25 years in the appropriate category of membership.
7. Absent Members - Town or Out of Town members who are absent, or anticipate being absent, from the Commonwealth of Australia for a period of 1 year or more and are accepted as such absent members by the committee.
8. Extraordinary members have no right to vote at a general meeting or on a ballot or to hold office. They comprise the following:
9. Honorary Members - The committee has the power to approve any woman who is of distinguished position or attainment as an honorary member of the club for such period or periods as the committee may in its absolute discretion determine.
10. Temporary Members - The committee has the power to approve any of the following women as temporary members of the club –
11. any woman who is a new arrival in or a visitor to the state of New South Wales; or
12. any woman who is connected with ambassadorial or consular services of any country; or
13. any woman who intends to reside in Australia for a restricted period.
14. Visiting Members - Any woman who is a visitor to the state of New South Wales and who is a full member of any Lyceum Club which is affiliated with the International Association of Lyceum Clubs has the right to participate in any club events at the discretion of the committee for a period the committee may determine.
15. A right, privilege or obligation which a woman has by reason of being a member of the association :
16. is not capable of being transferred or transmitted to another person; and
17. terminates upon cessation of the woman’s membership.

**6 Resignation of membership**

1. A member of the association may resign from membership of the association by first

giving to the membership coordinator written notice of at least 1 month (or any other period that 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.

1. 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 membership coordinator must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

**7 Register of members**

1. The membership coordinator must establish and maintain a register of members of the

association (whether in written or electronic form) specifying the full name, phone numbers (mobile and land line) and postal, residential and email address of each person who is a member of the association together with the date on which the person became a member.

1. The register of members must be kept in New South Wales at the residence of the membership coordinator.
2. Subject to subclause (5), the register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
3. Subject to subclause (5), a member of the association may obtain a copy of any part of the register on request to the membership coordinator.
4. 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.

1. A member must not use information about a person obtained from the register to

contact or send material to the person, other than for:

1. 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
2. any other purpose necessary to comply with a requirement of the Act or the Regulation.
3. If the register of members is kept in electronic form:
4. it must be convertible into hard copy, and

(b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

**8 Fees and subscriptions**

1. A member of the association must, on admission to membership, pay to the association

a fee of whatever amount has been determined by the committee from time to time.

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 whatever amount has been determined by the committee from time to time:

1. except as provided by paragraph (b), before July 1 in each calendar year, or

(b) if the member becomes a member on or after July 1 in any calendar year - on becoming a member and before July 1 in each succeeding calendar year.

**9 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 8.

**10 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 .

1. 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.

1. The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

**11 Disciplining of members**

1. A complaint may be made to the committee by any person that a member of the

association:

1. has refused or neglected to comply with a provision or provisions of this constitution, or
2. has wilfully acted in a manner prejudicial to the interests of the association.
3. 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:

1. must cause notice of the complaint to be served on the member concerned, and
2. 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

1. must take into consideration any submissions made by the member in

connection with the complaint.

1. 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.

1. If the committee expels or suspends a member, the membership coordinator must,

within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member’s right of appeal under clause 12.

1. The expulsion or suspension does not take effect:
2. 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 11, whichever is the later.

**12 Right of appeal of disciplined member**

1. A member may appeal to the association in a general meeting against a resolution of the

committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the membership coordinator a notice to that effect.

1. 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.

1. On receipt of a notice from a member under subclause (1), the membership coordinator

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 membership coordinator received the notice.

1. At a general meeting of the association convened under subclause (3):
2. no business other than the question of the appeal is to be transacted, and
3. the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
4. the members present are to vote by secret ballot on the question of whether

the resolution should be confirmed or revoked.

1. The appeal is to be determined by a simple majority of votes cast by members of the

association.

**Part 3 - The committee**

**13 Powers of the committee**

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

1. is to control and manage the affairs of the association, and
2. may exercise all the functions that 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

1. has power to perform all acts and do all things that appear to the committee to be

necessary or desirable for the proper management of the affairs of the association.

**14 Composition and membership of committee**

1. The committee is to consist of:
2. the office-bearers of the association, and
3. 2 ordinary committee members,

 each of whom is to be elected at the annual general meeting of the association under clause

 15.

**Note** : Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

1. The total number of committee members is to be 7.
2. The office-bearers of the association are as follows:
3. the president,
4. the vice-president,
5. the treasurer,
6. the secretary,
7. the membership coordinator.
8. A committee member may hold up to 2 offices (other than both the offices of president

and vice-president).

1. The maximum number of consecutive years for which a committee member may hold

office is:

1. for the president - 2 consecutive years; and
2. for all other committee members – 5 consecutive years.

**Note:** Schedule 1 to the Act provides that an association’s constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.

1. 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.

**15 Election of committee members**

1. Nominations of candidates for election as office-bearers of the association or as

ordinary committee members:

1. 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

1. 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.

1. A nomination of a candidate for election under this clause 15 is not valid if that candidate has –
2. been nominated for election to another office at the same election;
3. been a committee member, either as president, other office-bearer, or ordinary committee member, for 5 consecutive years immediately preceding the annual general meeting at which the election of committee members takes place; and
4. been nominated for office within 3 years of holding office for 5 consecutive years.
5. 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.

1. If insufficient further nominations are received, any vacant positions remaining on the

committee are taken to be casual vacancies.

1. If the number of nominations received is equal to the number of vacancies to be filled,

the persons nominated are taken to be elected.

1. If the number of nominations received exceeds the number of vacancies to be filled, a

ballot is to be held.

1. 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.

1. A person nominated as a candidate for election as an office-bearer or as an ordinary

committee member of the association must be a member of the association.

**16 Secretary**

1. It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
2. all appointments of office-bearers and members of the committee, and
3. the names of members of the committee present at a committee meeting or a general meeting, and
4. all proceedings at committee meetings and general meetings.
5. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting

or by the chairperson of the next succeeding meeting.

1. The signature of the chairperson may be transmitted by electronic means for the

purposes of subclause (2).

**17 Treasurer**

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

1. that all money due to the association is collected and received and that all payments authorised by the association are made, and
2. that correct books and accounts (whether in written or electronic form) are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

**18 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 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:
3. dies, or
4. ceases to be a member of the association, or
5. is or becomes an insolvent under administration within the meaning of the

 Corporations Act 2001 of the Commonwealth, or

1. resigns office by notice in writing given to the membership coordinator, or
2. is removed from office under clause 19, or
3. becomes a mentally incapacitated person, or
4. is absent without the consent of the committee from 3 consecutive meetings of

the committee, or

1. 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

1. 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.

**19 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.

**20 Committee meetings and quorum**

1. The committee must meet at least 6 times in each period of 12 months at the place and

time that the committee may determine.

1. Additional meetings of the committee may be convened by the president or by any

member of the committee.

1. 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 any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

1. 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.

1. Any 4 members of the committee constitute a quorum for the transaction of the

business of a meeting of the committee.

1. 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 on a day and date to be appointed by the president, being a date at least one week after the original meeting.

1. 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.

1. At a meeting of the committee:
2. 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, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

**21 Appointment of association members as committee members to constitute quorum**

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 association as committee members to enable the quorum to be constituted.

1. 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.

(3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

**22 Use of technology at committee meetings**

1. A committee meeting may be held at 2 or more venues using any technology approved

by the committee that gives each of the committee’s members a reasonable opportunity to participate.

1. 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.

**23. Delegation by committee to sub-committee**

1. The committee may, by instrument in writing, delegate to one or more sub-committees

(consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:

1. this power of delegation, and
2. a function which is a duty imposed on the committee by the Act or by any other law.
3. A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
4. A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
5. Despite any delegation under this clause, the committee may continue to exercise any function delegated.
6. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
7. The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
8. A sub-committee may meet and adjourn as it thinks proper.

**24 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.

1. 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.

1. Subject to clause 20 (5), the committee may act despite any vacancy on the committee.
2. 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**

**25 Annual general meetings - holding of**

1. The association must hold its first annual general meeting within 18 months after its

registration under the Act.

1. The association must hold its annual general meetings:
2. within 6 months after the close of the association’s financial year, or
3. within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

**26 Annual general meetings - calling of and business at**

1. The annual general meeting of the association is, subject to the Act and to clause 25, to be convened on the date and at the place and time that 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:
3. to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
4. to receive from the committee reports on the activities of the association during the last preceding financial year,
5. to elect office-bearers of the association and ordinary committee members,
6. to receive and consider any financial statement or report required to be submitted to members under the Act.
7. An annual general meeting must be specified as that type of meeting in the notice

convening it.

**27 Special general meetings - calling of**

1. The committee may, whenever it thinks fit, convene a special general meeting of the

association.

1. The committee must, on the requisition of at least 5% of the total number of members,

convene a special general meeting of the association.

1. A requisition of members for a special general meeting:
2. must be in writing, and
3. must state the purpose or purposes of the meeting, and
4. must be signed by the members making the requisition, and
5. must be lodged with the secretary, and
6. may consist of several documents in a similar form, each signed by one or more

of the members making the requisition.

1. 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.
2. 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.
3. For the purposes of subclause (3):
4. a requisition may be in electronic form, and

(b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

**28 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.

**Note** : A special resolution must be passed in accordance with section 39 of the Act.

1. 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 26 (2).
2. 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.

**29 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. Ten 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:
4. if convened on the requisition of members -- is to be dissolved, and
5. 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.
6. 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 10) are to constitute a quorum.

**30 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.

1. 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.

**31 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.

1. 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.

1. 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.

**32 Making of decisions**

1. A question arising at a general meeting of the association is to be determined by:
2. a show of hands or, if the meeting is one to which clause 37 applies, any

 appropriate corresponding method that the committee may determine, or

1. 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.

1. 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.

1. Subclause (2) applies to a method determined by the committee under subclause (1) (a)

in the same way as it applies to a show of hands.

1. 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.

**33 Special resolutions**

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

**34 Voting**

1. On any question arising at a general meeting of the association a member has one vote

only.

1. All votes must be given personally or by proxy but no member may hold more than 5

proxies.

1. A member is not entitled to vote, in person or by proxy, at any general meeting of the

association unless all money due and payable by the member to the association has been paid.

1. 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.

1. A member is not entitled to vote at any general meeting of the association if the

member is under 18 years of age.

**35 Appointment of Proxies**

1. Subject to clause 34 (2), 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.

1. The notice appointing the proxy must be in the form set out in the form attached to this

constitution.

1. A member shall be entitled to instruct her proxy in favour of or against any proposed

resolution.

1. Unless instructed otherwise, the proxy may vote as she thinks fit.

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

**36 Postal or electronic ballots**

1. The association may hold a postal or electronic ballot (as the committee determines) to

determine any issue or proposal (other than an appeal under clause 12).

1. A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the

Regulation.

**37 Use of technology at general meetings**

1. A general meeting may be held at 2 or more venues using any technology approved by

the committee that gives each of the association’s members a reasonable opportunity to participate.

1. A member of an association who participates in a general 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.

**Part 5 - Miscellaneous**

**38 Insurance**

The association may effect and maintain insurance.

**39 Funds – source**

1. The funds of the association are to be derived from entrance fees and annual

subscriptions of members, donations, bequests and legacies, and, subject to any resolution passed by the association in general meeting, any other sources that the committee determines.

1. All money received by the association must be deposited as soon as practicable and

without deduction to the credit of the association’s bank or other authorised deposit-taking institution account.

**40 Funds – management**

1. Subject to any resolution passed by the association in a general meeting, the funds of

the association must be used in pursuance of the objects of the association in such manner as the committee determines.

1. All cheques, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 members of the committee authorised to do so by the committee.
2. True accounts must be kept of the sums of money received and expended by the

association and the matters in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the association.

1. Payment may be made in good faith of remuneration to any officers of the association or to any member of the association in return for any services actually rendered to the association, or for goods supplied in the ordinary and usual way of business but so that no member of the committee must be appointed to any salaried office of the association or any office of the association paid by fees. No remuneration or other benefit in money or money’s worth must be paid or given by the association to any member of the committee except payment of out-of-pocket expenses.

**41 Association is non-profit**

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

 **Note** : Section 5 of the Act defines "pecuniary gain" for the purpose of this clause.

**42 Distribution of property on winding up of association**

1. Subject to the Act and the Regulations, in a winding up of the association, any surplus

property of the association 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.

1. In this clause, a reference to the surplus property of an association is a reference to that

property of the association 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.

**43 Change of name, objects and constitution**

An application 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.

**44 Custody of books etc**

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales in the custody of the public officer or a member of the committee (as the committee determines) at that custodian’s residence.

**45 Inspection of books etc**

1. The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
2. records, books and other financial documents of the association,
3. this constitution,

(c) minutes of all committee meetings and general meetings of the association.

1. A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee as determined by the committee from time to time but not to be more than $1 for each page copied.
2. Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

**46 Service of notices**

1. For the purpose of this constitution, a notice may be served on or given to a person:
2. by delivering it to the person personally, or
3. by sending it by pre-paid post to the address of the person, or
4. by sending it by facsimile transmission, email or some other form of

electronic transmission to an address specified by the person for giving or serving the notice.

1. For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
2. in the case of a notice given or served personally, on the date on which

it is received by the addressee, and

1. 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

1. in the case of a notice sent by facsimile transmission, email or some

other form of electronic transmission, on the date it was sent or, if the machine from which the email or transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

**47 Financial year**

The financial year of the association is:

1. the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
2. each period of 12 months after the expiration of the previous financial year of

the association, commencing on 1 July and ending on the following 30 June.

**Notes :**

1. Schedule 1 to the Act provides that an association’s constitution is to

address the association’s financial year.

2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the Associations Incorporation Act 1984.

FORM OF APPOINTMENT OF PROXY

THIS PROXY MAY BE EXERCISED ONLY BY THE PERSON APPOINTED

Please return this completed form to:

The Secretary

The Sydney Lyceum Club Inc.

GPO Box 862

SYDNEY NSW 2001 **OR email to:**  honsec@sydneylyceum.com.au

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

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

being a financial member of The Sydney Lyceum Club Inc. (the association), hereby appoint (please delete as applicable)

⧠ The chairperson of the meeting

Or

⧠ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (full name)

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

being a financial member of the association, as my proxy to vote for me on my behalf at (please delete as applicable)

⧠ the Annual General Meeting to be held on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and at any adjournment thereof.

⧠ the Special General Meeting to be held on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and at any adjournment thereof.

\* My proxy is authorised to vote according to my instructions, details to be inserted if so desired.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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Dated this \_\_\_\_\_\_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ 2\_ \_ \_

Signature

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Note: A financial member is defined in this instance as a fully paid up member for the applicable financial year.