

Constitution of EuroSCUG Incorporated

Part 1 PRELIMINARY

1. Name

The name of the association is EuroSCUG Incorporated.

2. Associations Incorporations Act 2009

This constitution is made pursuant to the Associations Incorporations Act 2009 as amended from time to time. Nothing in this Constitution is to be taken as inconsistent with the Act and any Regulations made under the Act.

3. Definitions

(1) In this constitution:

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

EuroSCUG or EuroSCUG Inc means EuroSCUG Incorporated;

Eurobodalla Seniors Computer Users Group means EuroSCUG Incorporated;

Association means EuroSCUG Incorporated;

Senior means a person who is aged 55 or over;

Eurobodalla means the shire administered by Eurobodalla Shire Council;

Committee means the Committee of EuroSCUG Incorporated;

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;

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 2010.

(2) In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty; and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act 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.

4. Objectives of EuroSCUG Incorporated

EuroSCUG Incorporated is a non-profit community based association which aims to:

(1) Support senior computer users in Eurobodalla through;

(a) advancing their skills in using computers and related electronic devices;

(b) mentoring;

- (c) social interaction;
- (d) education; and
- (e) information.

(2) Promote the use of computers by seniors in Eurobodalla to improve communication with families and society, reduce isolation, and increase social interaction.

(3) Serve as a communication link between senior computer users in Eurobodalla and the computer industry, other computer interest groups, associations and government agencies.

(4) Raise money to support its objectives.

Part 2 MEMBERSHIP

5. Membership generally

Membership is:

- (1) intended to be for, but not necessarily restricted to, any natural person over the age of 55 years who applies for membership; and
- (2) subject to acceptance by the Committee.

6. Application for membership

This shall be on a written or electronic form as approved by the Committee.

7. Membership fee

The appropriate membership fee is to be paid at the time of application.

8. Membership Process

As soon as practicable after receiving an application for membership, the secretary must refer it to the committee which is to determine whether to approve or to reject the application.

9. Approval of the application

On approval of the application the secretary 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.

10. Membership categories

From time to time, the Committee may establish membership categories.

11. Principal category of membership

Notwithstanding paragraph 10, the principal category of membership will be an ordinary member who will have one vote at all general meetings of the Association.

12. Annual fees

Annual fees as determined by the Committee shall be payable on joining and before the start of each Association financial year.

13. Current members

A person is taken to be a member of the association if that person was a member of the association at the time this Constitution was approved.

14. 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 10 within 4 months after the fee is due.

15. Membership entitlements not transferable.

Membership is a right, privilege or obligation which a person has by reason of being a member of the association which is not capable of being transferred or transmitted to another person, and terminates on cessation of the person's membership.

16. Resignation of membership

- (1) A member of the association 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 must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

17. Register of members

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and 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:
 - (a) at the main premises of the association; or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee as set by the Committee.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- (6) Membership information is to be maintained in a confidential manner in accordance with an Association policy. Access will be granted by the Committee for legitimate reasons as per clause (7) below.
- (7) 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.

18. Fees

(1) All new members, on joining are to pay the annual membership fee due for the rest of that calendar year.

(2) All members renewing their membership are to pay the annual fee before the 1 January for that calendar year.

19. 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 17.

20. 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.

21. 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;

(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 21.

(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 21, whichever is the later.

22. 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 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

(3) 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

23. 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.

24. Composition and membership of committee

(1) The committee is to consist of:

(a) the office-bearers of the association; and

(b) between 7 and 10 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 24.

- (2) The office-bearers of the association are as follows:
 - (a) the president;
 - (b) the vice-president;
 - (c) the treasurer; and
 - (d) the secretary.
- (3) A committee member may hold only one office at any given time.
- (4) 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.
- (5) No Office Bearer shall hold the same office for more than three (3) consecutive years except in exceptional circumstances. This change applies from the April 2010 AGM.
- (6) The Committee may invite other people to be non-voting members of the Committee or to attend individual meetings.
- (7) In carrying out its duties, the Committee will have regard to any policy directions provided by a general meeting but is not bound by any direction unless the meeting has been called in accordance with paragraph 34 (Special General Meeting).

25. 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 by hand or electronically, 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.
- (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.

26. 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.

27. Treasurer

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

- (a) that all money due to the association is receipted and deposited in the Associations Bank Accounts and that all payments authorised by the association are made;
- (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; and
- (c) ensure that the Financial Records are prepared and presented for auditing and reporting to the AGM.

28. 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 28; 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.

29. 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.

30. 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 their delegate.

(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) A quorum shall consist of 50% of members plus one of the committee 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 a future time and place chosen by the Committee. If a quorum is not present, the items on the Agenda may be discussed and notes taken but no resolution may be carried. Further discussion is to occur and the next committee meeting.

(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 to preside.

31. Delegation by committee to sub-committee

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

32. 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 29 (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

33. Annual general meetings - holding of

The association must hold its annual general meetings:

- (1) within 6 months after the close of the association's financial year, or
- (2) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

34. Annual general meetings - calling of and business at

(1) The annual general meeting of the association is, subject to the Act and to clause 23, 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; and
- (e) appoint and auditor for the current financial year.

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

35. 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.

36. 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 24 (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.

37. 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) Twenty five per cent of financial members shall 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 20 per cent) are to constitute a quorum.

38. 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 is to preside as chairperson at the meeting.

39. 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 notice electronically, in written or orally 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.

40. 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 10 per cent or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot is to be held.

(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.

41 Special resolutions

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

42. Voting

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

(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.

(3) 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.

43. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Note: Schedule 1 of 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.

44. Postal ballots

Postal voting will not be undertaken.

Part 5 - MISCELLANEOUS

45. Insurance

The association will effect and maintain insurance.

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

(3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

47. Funds - management

(1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.

(2) All cheques, electronic payments and other negotiable instruments must be signed and/or authorised by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

(3) All financial accounts are to be audited on an annual basis.

48. 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.

49. Custody of books etc

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 relating to the association.

50. 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:

- (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 \$1 for each page copied.

51. 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.

52. Financial year

The Financial Year of the Group will correspond to the calendar year, that is, from January to December. The Committee may determine to change this at some time in the future.