

**CONSTITUTION
OF
SYDNEY CLAY TARGET CLUB LIMITED
A.C.N. 002 382 970**



A company limited by guarantee

Table of contents

Preliminary

- 1 Name of the company
- 2 Type of company
- 3 Limited liability of members
- 4 The guarantee
- 5 Definitions

Charitable purposes and powers

- 6 Object
- 7 Powers
- 8 Not-for-profit
- 9 Amending the constitution

Members

- 10 Membership and register of members
- 11 Who can be a member
- 12 How to apply to become a member
- 13 Secretary and directors decide whether to approve membership
- 14 When a person becomes a member
- 15 Fees and subscriptions
- 16 Life members and honorary members
- 17 When a person stops being a member
- 18 Membership entitlements not transferable

Dispute resolution and disciplinary procedures

- 19 Dispute resolution
- 20 Disciplining members

General meetings of members

- 21 General meetings called by directors
- 22 General meetings called by members
- 23 Annual general meeting
- 24 Notice of general meetings
- 25 Quorum at general meetings
- 26 Auditor's right to attend meetings

- 27 Using technology to hold meetings
- 28 Chairperson for general meetings
- 29 Role of the chairperson
- 30 Adjournment of meetings

Members' resolutions and statements

- 31 Members' resolutions and statements
- 32 Company must give notice of proposed resolution or distribute statement
- 33 Circular resolutions of members

Voting at general meetings

- 34 How many votes a member has
- 35 Challenge to member's right to vote
- 36 How voting is carried out
- 37 When and how a vote in writing must be held
- 38 Appointment of proxy
- 39 Voting by proxy

Directors

- 40 Number of directors
- 41 Election and appointment of directors
- 42 Election of chairperson
- 43 When a director stops being a director

Powers of directors

- 44 Powers of directors
- 45 Delegation of directors' powers
- 46 Payments to directors
- 47 Execution of Documents

Duties of directors

- 48 Duties of directors
- 49 Conflicts of interest

Directors' meetings

- 50 When the directors meet
- 51 Calling directors' meetings
- 52 Chairperson for directors meetings
- 53 Quorum at directors' meetings
- 54 Using technology to hold directors' meetings
- 55 Passing directors' resolutions
- 56 Circular resolutions of directors

Secretary

- 57 Appointment and role of secretary

Minutes and records

- 58 Minutes and records
- 59 Financial and related records

By-laws

- 60 By-laws

Notice

- 61 What is notice
- 62 Notice to the company
- 63 Notice to members
- 64 When notice is taken to be given

Financial year

- 65 Company's financial year

Indemnity, insurance, and access

- 66 Indemnity
- 67 Insurance
- 68 Directors' access to documents

Winding up

- 69 Surplus assets not to be distributed to members
- 70 Distribution of surplus assets

Definitions and interpretation

- 71 Definitions
- 72 Reading this constitution with the Corporations Act
- 73 Interpretation

By Laws

- 74 Code of Conduct

Preliminary

1. Name of the company

The name of the **company** is Sydney Clay Target Club Limited (the **company**).

2. Type of company

The **company** is a not-for-profit public **company** limited by guarantee which is established to be, and to continue as, a not-for-profit clay target shooting club.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

Each member must contribute an amount not more than \$10 (the guarantee) to the property of the **company** if the **company** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the **company** incurred before the member stopped being a member, or
- (b) costs of winding up.

5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 71 and 73.

Charitable/ Not-for-Profit purposes and powers

6. Object

The **company's** object is to pursue the following purpose(s):

- 1) To promote participation of the sport of Clay Target Shooting in all its forms;
- 2) To support or oppose legislation or other measures affecting the interests of members;
- 3) To encourage the involvement of individuals as members of the club and NSO;
- 4) To combine with other clubs or similar bodies on a zone, district, state, or national basis in the interests of members and the sport of Clay Target Shooting;
- 5) To undertake to abide by the club's codes of practice of safe and responsible firearms use, either on or off the range;
- 6) To Maintain and operate a clay target shooting range;
- 7) To raise money by subscription or other means as approved by the directors;
- 8) To grant such rights and privileges to club members or others as members.

7. Powers

Subject to clause 8, the **company** has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

- (a) the powers of an individual, and
- (b) all the powers of a **company** limited by guarantee under the **Corporations Act**.

8. Not-for-profit

- 8.1 The **company** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.2 and 70.
- 8.2 Clause 8.1 does not stop the **company** from doing the following things, provided they are done in good faith:
- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**, or
 - (b) making a payment to a member in carrying out the **company's** charitable purpose(s).

9. Amending the constitution

- 9.1 Subject to clause 9.2, the members may amend this constitution by passing a **special resolution**.
- 9.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the **company** to no longer be a not-for-profit clay target shooting club.

Members

10. Membership and register of members

- 10.1 The members of the **company** are:
- (a) **initial members**, and
 - (b) any other person that the directors allow to be a member, in accordance with this constitution.
- 10.2 The **company** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
- (a) for each current member:
 - i. name
 - ii. address
 - iii. any alternative address nominated by the member for the service of notices, and
 - iv. date the member was entered on to the register.
 - (b) for each person who stopped being a member in the last 7 years:
 - i. name
 - ii. address
 - iii. any alternative address nominated by the member for the service of notices, and
 - iv. dates the membership started and ended.
- 10.3 The **company** must give current members access to the register of members.
- 10.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

11. Who can be a member

- 11.1 A person who supports the purposes of the **company** is eligible to apply to be a member of the **company** under clause 12.
- 11.2 In this clause, 'person' means an individual.

12. How to apply to become a member

A person (as defined in clause 11.2) may apply to become a member of the **company** by writing to the secretary stating that they:

- (a) want to become a member
- (b) support the purpose(s) of the **company**, and
- (c) agree to comply with the **company's** constitution, including paying the guarantee under clause 4 if required; and that they
- (d) pay the prescribed fees as determined by the directors from time to time as provided in clause 15.

13. Secretary and directors decide whether to approve membership

- 13.1 The Secretary has the discretion to accept memberships on a routine basis inclusive of all new memberships. If the Secretary deems necessary, they may refer the member application to the directors for their consideration;
- 13.2 The directors must consider an application for membership within a reasonable time after the secretary refers the application.
- 13.3 If the directors approve an application, the secretary must as soon as possible:
 - (a) enter the new member on the register of members, and
 - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 0).
- 13.4 If the directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected but does not have to give reasons.
- 13.5 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clauses 12(a), 12(b) or 12(c). In that case, by applying to be a member, the applicant agrees to those three matters.

14. When a person becomes a member

Other than **initial members**, an applicant will become a member when they are entered on the register of members.

15. Fees and subscriptions

- 15.1 A member of the club must, on admission to membership, pay to the club the prescribed membership fee as determined by the committee for the corresponding period.
- 15.2 In addition to any amount payable by the member under subclause (1), a member of the club must pay to the NSO an annual membership as determined by their relative committee for the corresponding period;
 - 15.2.1. Except as provided by paragraph 15.2.2, before 1 January in each calendar year, or
 - 15.2.2. If the member becomes a member on or after 1 January in any calendar year —on becoming a member and before 1 January in each succeeding calendar year.
- 15.3 All fees paid are non-refundable.

16. Life members and Honorary members

16.1 On the recommendation of the Committee an ordinary or past member for services rendered to the Club and considered worthy of such recognition may be elected a life member at any general meeting of the Club and shall thereafter be entitled to all the privileges of membership without paying the annual subscription or any special payment for such life membership.

(a) A two-thirds majority of those present and voting shall be necessary at such an election. Existing life members continue to enjoy this privilege.

16.2 Honorary membership may be granted at the discretion of the Committee without the payment of any subscriptions to any person if they have one of the following qualifications, namely:

(a) A prominent citizen visiting the Club for a special occasion or a special function.

(b) Overseas Country or interstate visitors for the duration of their visit or one month whichever first expires.

No honorary Member shall be permitted to hold any office in the Club or to attend or vote at any meeting of the Club. Except as aforesaid Honorary Members shall be entitled to exercise all the privileges of the Club.

No person shall be allowed to become an Honorary member of the Club or be relieved of the payment of the regular subscription except those possessing the qualifications defined within this clause and subject to the conditions and regulations prescribed herein. The Committee shall have power to cancel the honorary membership of any person at any time and without assigning any reason.

17. When a person stops being a member

A person immediately stops being a member if they:

(a) Dies; or

(b) resign, by writing to the secretary; or

(c) are expelled under clause 20: or

(d) fails to pay the annual membership fee under clause 15 within 1 month after the fee is due.

18. Membership entitlements not transferable

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

(a) Is not capable of being transferred or transmitted to another person, and

(b) Terminates on cessation of the person's membership.

Dispute resolution and disciplinary procedures

19. Dispute resolution

- 19.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
- (a) one or more members
 - (b) one or more directors, or
 - (c) the **company**.
- 19.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 20 until the disciplinary procedure is completed.
- 19.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 19.4 If those involved in the dispute do not resolve it under clause 19.3, they must within 10 days:
- (a) tell the directors about the dispute in writing
 - (b) agree or request that a mediator be appointed, and
 - (c) attempt in good faith to settle the dispute by mediation.
- 19.5 The mediator must:
- (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the directors, or
 - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the **company** has its registered office.
- 19.6 A mediator chosen by the directors under clause 19.5(b)(i):
- (a) may be a member or former member of the **company**
 - (b) must not have a personal interest in the dispute, and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 19.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard
 - (b) allow those involved a reasonable chance to review any written statements
 - (c) ensure that those involved are given natural justice, and
 - (d) not decide on the dispute.

20. Disciplining members

- 20.1 In accordance with this clause, the directors may resolve to warn, suspend, or expel a member from the **company** if the directors consider that:
- (a) the member has breached this constitution, or
 - (b) the member's behaviour is causing, has caused, or is likely to cause harm to the **company**.
- 20.2 At least 14 days before the directors' meeting at which a resolution under clause 20.1 will be considered, the secretary must notify the member in writing:
- (a) that the directors are considering a resolution to warn, suspend or expel the member

- (b) that this resolution will be considered at a directors' meeting and the date of that meeting
 - (c) what the member is said to have done or not done
 - (d) the nature of the resolution that has been proposed, and
 - (e) that the member may provide an explanation to the directors, and details of how to do so.
- 20.3 Before the directors pass any resolution under clause 20.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the directors a written explanation before that directors' meeting, and/or
 - (b) speaking at the meeting.
- 20.4 After considering any explanation under clause 20.3, the directors may:
- (a) take no further action
 - (b) warn the member
 - (c) suspend the member's rights as a member for a period of no more than 12 months
 - (d) expel the member
 - (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only decide that the directors could have made under this clause), or
 - (f) require the matter to be determined at a **general meeting**.
- 20.5 The directors cannot fine a member.
- 20.6 The secretary must give written notice to the member of the decision under clause 20.4 as soon as possible.
- 20.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 20.8 There will be no liability for any loss or injury suffered by the member because of any decision made in good faith under this clause.

General meetings of members

21. General meetings called by directors

- 21.1 The directors may call a **general meeting**.
- 21.2 If members with at least 10% of the votes that may be cast at a **general meeting** make a written request to the **company** for a **general meeting** to be held, the directors must:
- (a) within 21 days of the members' request, give all members notice of a **general meeting**, and
 - (b) hold the **general meeting** within 2 months of the members' request.
- 21.3 The percentage of votes that members have (in clause 21.2) is to be worked out as at midnight before the members request the meeting.
- 21.4 The members who make the request for a **general meeting** must:
- (a) state in the request any resolution to be proposed at the meeting
 - (b) sign the request, and
 - (c) give the request to the **company**.
- 21.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

22. General meetings called by members

- 22.1 If the directors do not call the meeting within 21 days of being requested under clause 21.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 22.2 To call and hold a meeting under clause 22.1 the members must:
- (a) as far as possible, follow the procedures for **general meetings** set out in this constitution
 - (b) call the meeting using the list of members on the **company's** member register, which the **company** must provide to the members making the request at no cost, and
 - (c) hold the **general meeting** within three months after the request was given to the **company**.
- 22.3 The **company** must pay the members who request the **general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.

23. Annual general meeting

- 23.1 A **general meeting**, called the **annual general meeting**, must be held:
- (a) within 18 months after registration of the **company**, and
 - (b) after the first annual **general meeting**, at least once in every calendar year.
- 23.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:
- (a) a review of the **company's** activities
 - (b) a review of the **company's** finances
 - (c) any auditor's report
 - (d) the election of directors, and
 - (e) the appointment and payment of auditors, if any.
- 23.3 Before or at the annual **general meeting**, the directors must give information to the members on the **company's** activities and finances during the period since the last annual **general meeting**.
- 23.4 The chairperson of the annual **general meeting** must give members a reasonable opportunity at the meeting to ask questions or make comments about the management of the **company**.

24. Notice of general meetings

- 24.1 Notice of a **general meeting** must be given to:
- (a) each member entitled to vote at the meeting
 - (b) each director, and
 - (c) the auditor (if any).
- 24.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- 24.3 Subject to clause 24.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand, or
 - (b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.

- 24.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director
 - (b) appoint a director to replace a director who was removed, or
 - (c) remove an auditor.
- 24.5 Notice of a **general meeting** must include:
- (a) the place, date, and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
 - (b) the general nature of the meeting's business
 - (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
 - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - i. the proxy does not need to be a member of the **company**
 - ii. the proxy form must be delivered to the **company** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - iii. the proxy form must be delivered to the **company** at least 48 hours before the meeting.
- 24.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.
- 24.7 The accidental omission to give notice of a **general meeting** to or the non-receipt of notice of a **general meeting** by any member shall not invalidate the proceedings at any **general meeting**.

25. Quorum at general meetings

- 25.1 For a **general meeting** to be held, at least 10 (ten) Full Financial Members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).
- 25.2 No business may be conducted at a **general meeting** if a quorum is not present.
- 25.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time, and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week
 - (b) if the time is not specified – the same time, and
 - (c) if the place is not specified – the same place.
- 25.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

26. Auditor's right to attend meetings

- 26.1 The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 26.2 The **company** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **company** is entitled to receive.

27. Using technology to hold meetings

- 27.1 The **company** may hold a **general meeting** at two or more venues using any technology that gives the members a reasonable opportunity to participate, including to hear and be heard.
- 27.2 Anyone using this technology is taken to be present in person at the meeting.

28. Chairperson for general meetings

- 28.1 The President is entitled to chair all **general meetings**, or in their absence the Vice-President shall be entitled to chair the meeting.
- 28.2 The members present and entitled to vote at a **general meeting** may choose a director or member to be the chairperson for that meeting if:
- (a) there is no **chairperson**, or
 - (b) the **chairperson(s)** is not present within 30 minutes after the starting time set for the meeting, or
 - (c) the **elected chairperson** is present but says they do not wish to act as chairperson of the meeting.

29. Role of the chairperson

- 29.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 29.2 The chairperson in the normal course of a **general meeting** does not have a casting vote however, if the vote is equally divided, the Chairperson shall then be entitled to cast a deciding vote.

30. Adjournment of meetings

- 30.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.
- 30.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

31. Members' resolutions and statements

- 31.1 Members with at least 10% of the votes that may be cast on a resolution may give:
- (a) written notice to the **company** of a resolution they propose to move at a **general meeting** (members' resolution), and/or
 - (b) a written request to the **company** that the **company** give all its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 31.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 31.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 31.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.

- 31.5 The percentage of votes that members have (as described in clause 31.1 is to be worked out as at midnight before the request or notice is given to the **company**.
- 31.6 If the **company** has been given notice of a members' resolution under clause 31.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 31.7 This clause does not limit any other right that a member must propose a resolution at a **general meeting**.

32. Company must give notice of proposed resolution or distribute statement

- 32.1 If the **company** has been given a notice or request under clause 31:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **company's** cost, or
 - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **company** in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the **company** will pay these expenses.
- 32.2 The **company** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1 000 words long
 - (b) the directors consider it may be defamatory
 - (c) clause 32.1(b) applies, and the members who proposed the resolution or made the request have not paid the **company** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
 - (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

33. Circular resolutions of members

- 33.1 Subject to clause 33.3, the directors may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).
- 33.2 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members and set out the wording of the resolution.
- 33.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a director or remove a director
 - (b) for passing a **special resolution**, or
 - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 33.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 33.5 or clause 33.6.
- 33.5 Members may sign:

- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document if the wording is the same in each copy.
- 33.6 The **company** may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

34. How many votes a member has

Each Full Financial Member has one vote.

35. Challenge to member's right to vote

- 35.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.
- 35.2 If a challenge is made under clause 35.1, the chairperson must decide whether the person may vote. The chairperson's decision is final.

36. How voting is carried out

- 36.1 Voting must be conducted and decided by:
- (a) a show of hands
 - (b) a vote in writing, or
 - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 36.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 36.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 36.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

37. When and how a vote in writing must be held

- 37.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least five **members present**
 - (b) **members present** with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
 - (c) the chairperson.
- 37.2 A vote in writing must be taken when and how the chairperson directs unless clause 37.3 applies.
- 37.3 A vote in writing must be held immediately if it is demanded under clause 37.1:
- (a) for the election of a chairperson under clause 28.2, or
 - (b) to decide whether to adjourn the meeting.
- 37.4 A demand for a vote in writing may be withdrawn.

38. Appointment of proxy

- 38.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 38.2 A proxy does not need to be a member.
- 38.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
 - (c) join in to demand a vote in writing under clause 37.1.
- 38.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- (a) the member's name and address
 - (b) the **company's** name
 - (c) the proxy's name or the name of the office held by the proxy, and
 - (d) the meeting(s) at which the appointment may be used.
- 38.5 A proxy appointment may be standing (ongoing).
- 38.6 Proxy forms must be received by the **company** at the address stated in the notice under clause 24.5(d) or at the **company's** registered address at least 48 hours before a meeting.
- 38.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 38.8 Unless the **company** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) dies
 - (b) is mentally incapacitated
 - (c) revokes the proxy's appointment, or
 - (d) revokes the authority of a representative or agent who appointed the proxy.
- 38.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

39. Voting by proxy

- 39.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 39.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote
 - (b) if the way they must vote is specified on the proxy form, must vote that way, and
 - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Directors

40. Number of directors

The **company** must have at least nine (9) and no more than fifteen (15) directors.

41. Election and appointment of directors

- 41.1 The initial directors are the people who have agreed to act as directors and who are currently named as directors in the registration of the **company**.
- 41.2 Apart from the initial directors and directors appointed under clause 41.1, the members may elect a director by a resolution passed in a **general meeting**.
- 41.3 An election for all directors by the members shall be held annually by ballot at the conclusion of the Annual General Meeting.
- 41.4 Each of the directors must be appointed by a separate resolution, unless:
- (a) the members present have first passed a resolution that the appointments may be voted on together, and
 - (b) no votes were cast against that resolution.
- 41.5 A person is eligible for election as a director of the **company** if they:
- (a) are a member of the **company**.
 - (b) are nominated by two members or representatives of members entitled to vote,
 - (c) have been a member of the Club for at least three (3) consecutive years prior to such nomination, and (not to be applied retrospectively – operative only from day this Constitution is adopted);
 - (d) give the **company** their signed consent to act as a director of the **company**, and
 - (e) are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 41.6 Only the President's position shall be directly elected by the members at the Annual General meeting.
- (a) The Executive Committee shall not be elected by the members but shall be appointed from within the duly elected directors at the first director's meeting following the Annual General Meeting.
 - (b) A member cannot nominate or be nominated to hold an Executive Committee position if the member has not held an Ordinary Committee position of the club for at least two (2) consecutive years prior to such nomination (not to be applied retrospectively – operative only from day this Constitution is adopted);
 - (c) The committee has the right to reject any member's nomination if it deems the nominated member is not in the best interests of the club.
 - (d) In the event of any candidates at any ballot receiving an equal number of votes, the Chairman shall have an additional or casting vote.
- 41.7 All retiring directors shall hold office until the election of their successors.
- 41.8 The minimum term requirements with respect to clauses 41.5 (c) and 41.6 (b) above can be waived either in part or its entirety by the Committee if it sees fit that the member nominating is duly qualified or is considered to add value to the Club; the Committee must vote on the issue and can only be passed with a majority of 70% or more of the committee vote.
- 41.9 The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:
- (a) is a member of the **company**,
 - (b) gives the **company** their signed consent to act as a director of the **company**, and

(c) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.

41.10 If the number of directors is reduced to fewer than five (5) or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to five (5) (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

42. Election of chairperson

42.1 The President is to preside as **chairperson** at each general meeting of the Club.

43. When a director stops being a director

A director stops being a director if they:

- (a) give written notice of resignation as a director to the **company**
- (b) die
- (c) are removed as a director by a resolution of the members
- (d) stop being a member of the **company**
- (e) are dismissed or suspended for more than 6 months under clause 20.4
- (f) are a representative of a member, and that member stops being a member
- (g) are a representative of a member, and the member notifies the **company** that the representative is no longer a representative
- (h) are absent for three (3) consecutive directors' meetings without approval from the directors, or
- (i) become ineligible to be a director of the **company** under the **Corporations Act** or the **ACNC Act**.

Powers of directors

44. Powers of directors

- 44.1 The directors are responsible for managing and directing the activities of the **company** to achieve the purpose(s) set out in clause 6.
- 44.2 The directors may use all the powers of the **company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.
- 44.3 The directors must decide on the responsible financial management of the **company** including:
- (a) any suitable written delegations of power under clause 47, and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 44.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a **general meeting**, other than in the event where a director is dismissed or suspended for more than 6 months under clause 20.4.

45. Delegation of directors' powers

- 45.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the **company** (such as a chief executive officer) or any other person, as they consider appropriate.
- 45.2 The delegation must be recorded in the **company's** minute book.

46. Payments to directors

- 46.1 The **company** must not pay fees to a director for acting as a director.
- 46.2 The **company** may:
- (a) pay a director for work they do for the **company**, other than as a director, if the amount is no more than a reasonable fee for the work done, or
 - (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the **company**.
- 46.3 Any payment made under clause 46.2 must be approved by the directors.
- 46.4 The **company** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

47. Execution of documents

The **company** may execute a document without using a common seal if the document is signed by:

- (a) two directors of the **company**, or
- (b) a director and the secretary.

Duties of directors

48. Duties of directors

The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **company**
- (b) to act in good faith in the best interests of the **company** and to further the purpose(s) of the **company** set out in clause 6
- (c) not to misuse their position as a director
- (d) not to misuse information they gain in their role as a director
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 0
- (f) to ensure that the financial affairs of the **company** are managed responsibly, and
- (g) not to allow the **company** to operate while it is insolvent.

49. Conflicts of interest

- 49.1 Paid officers or employees of the Club shall not be entitled for election as a director. A paid office or employee may be present at meetings of the directors by permission of the Chairperson and if the Secretary is a paid officer they shall also be present.

- 49.2 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):
- (a) to the other directors, or
 - (b) if all the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.
- 49.3 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 49.4 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 49.5:
- (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.
- 49.5 A director may still be present and vote if:
- (a) their interest arises because they are a member of the **company**, and the other members have the same interest
 - (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **company** (see clause 67)
 - (c) their interest relates to a payment by the **company** under clause 66 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
 - (e) the directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **company**, and
 - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

50. When the directors meet

The directors may decide how often, where and when they meet.

51. Calling directors' meetings

- 51.1 A director may call a directors' meeting by giving reasonable notice to all the other directors.
- 51.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all the directors.

52. Chairperson for directors' meetings

- 52.1 The President or, in the president's absence, the Vice-President, is to preside as **chairperson** at each general meeting of the Club.

- 52.2 The directors may choose another director to be the chairperson for that meeting if the **chairperson** (as per Clause 54.1) is:
- (a) not present within 30 minutes after the starting time set for the meeting, or
 - (b) present but does not want to act as chairperson of the meeting.

53. Quorum at directors' meetings

- 53.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.
- 53.2 A quorum must be present for the whole directors' meeting.

54. Using technology to hold directors' meetings

- 54.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all the directors.
- 54.2 The directors' agreement may be a standing (ongoing) one.
- 54.3 A director may only withdraw their consent within a reasonable period before the meeting.

55. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

56. Circular resolutions of directors

- 56.1 The directors may pass a circular resolution without a directors' meeting being held.
- 56.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 56.3 or clause 56.4.
- 56.3 Each director may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, if the wording of the resolution is the same in each copy.
- 56.4 The **company** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 56.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 56.3 or clause 56.4.

Secretary

57. Appointment and role of secretary

- 57.1 The **company** must have at least one secretary, who may also be a director.
- 57.2 A secretary must be appointed by the directors (after giving the **company** their signed consent to act as secretary of the **company**) and may be removed by the directors.
- 57.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 57.4 The role of the secretary includes:
- (a) maintaining a register of the **company's** members, and

- (b) maintaining the minutes and other records of **general meetings** (including notices of meetings), directors' meetings and circular resolutions.

Minutes and records

58. Minutes and records

- 58.1 The **company** must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of **general meetings**
 - (b) minutes of circular resolutions of members
 - (c) a copy of a notice of each **general meeting**, and
 - (d) a copy of a members' statement distributed to members under clause 32.
- 58.2 The **company** must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
 - (b) minutes of circular resolutions of directors.
- 58.3 To allow members to inspect the **company's** records:
 - (a) the **company** must give a member access to the records set out in clause 58.1, and
 - (b) the directors may authorise a member to inspect other records of the **company**, including records referred to in clause 60.2 and clause 61.1.
- 58.4 The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:
 - (a) the chairperson of the meeting, or
 - (b) the chairperson of the next meeting.
- 58.5 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.
- 58.6 The directors may refuse to grant access to a member or members to view, copy or receive the records referred to in clause 60.1, clause 60.2 and/or clause 61.1 if in the director's opinion:
 - 60.6.1 It is not in the best interests of the Club, or
 - 60.6.1 the member or members are acting vexatiously, or
 - 60.6.2 the information contravenes the Commonwealth Privacy Act 20021, or
 - 60.6.3 furnishing such details could jeopardise the safety of any member of the Club.

59. Financial and related records

- 59.1 The **company** must make and keep written financial records that:
 - (a) correctly record and explain its transactions and financial position and performance, and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 59.2 The **company** must also keep written records that correctly record its operations.
- 59.3 The **company** must retain its records for at least 7 years.
- 59.4 The directors must take reasonable steps to ensure that the **company's** records are kept safe.

By-laws

60. By-laws

- 60.1 The directors may pass a resolution to make by-laws to give effect to this constitution.
- 60.2 Members and directors must comply with by-laws as if they were part of this constitution.

Notice

61. What is notice

- 61.1 Anything written to or from the **company** under any clause in this constitution is written notice and is subject to clauses 62 to 64, unless specified otherwise.
- 61.2 Clauses 62 to 64 do not apply to a notice of proxy under clause 38.6.

62. Notice to the company

Written notice or any communication under this constitution may be given to the **company**, the directors, or the secretary by:

- (a) delivering it to the **company's** registered office
- (b) posting it to the **company's** registered office or to another address chosen by the **company** for notice to be provided
- (c) sending it to an email address or other electronic address notified by the **company** to the members as the **company's** email address or other electronic address, or
- (d) sending it to the fax number notified by the **company** to the members as the **company's** fax number.

63. Notice to members

- 63.1 Written notice or any communication under this constitution may be given to a member:
- (a) in person
 - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
 - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
 - (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or
 - (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 63.2 If the **company** does not have an address for the member, the **company** is not required to give notice in person.

64. When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs

- (c) sent by email, fax, or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 65.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

65. Company's financial year

The **company's** financial year is from 1st January to 31st December, unless the directors pass a resolution to change the financial year.

Indemnity, insurance, and access

66. Indemnity

- 66.1 The **company** indemnifies each officer of the **company** out of the assets of the **company**, to the relevant extent, against all losses and liabilities (including costs, expenses, and charges) incurred by that person as an officer of the **company**.
- 66.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- 66.3 In this clause, 'to the relevant extent' means:
 - (a) to the extent that the **company** is not precluded by law (including the **Corporations Act**) from doing so, and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 66.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **company**.

67. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **company** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **company** against any liability incurred by the person as an officer of the **company**.

68. Directors' access to documents

- 68.1 A director has a right of access to the financial records of the **company** at all reasonable times.
- 68.2 If the directors agree, the **company** must give a director or former director access to:
 - (a) certain documents, including documents provided for or available to the directors, and
 - (b) any other documents referred to in those documents.

Winding up

69. Surplus assets not to be distributed to members

If the **company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **company**, unless that member or former member is a charity described in clause 70.1.

70. Distribution of surplus assets

- 70.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more similar not-for-profits:
- (a) With purpose(s) similar to, or inclusive of, the purpose(s) in clause 6, and
 - (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.
- 70.2 The decision as to the institution or institutions to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **company** may apply to the Supreme Court to make this decision.

Definitions and interpretation

71. Definitions

In this constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth)

Club means Sydney Clay Target Club Limited

Committee means the body managing the club and consisting of both the Executive Committee members and Ordinary Committee members.

company means the **company** referred to in clause 1

Corporations Act means the *Corporations Act 2001* (Cth)

elected chairperson means a person elected by the directors to be the **company's** chairperson under clause 42

Executive Committee means persons (directors) appointed to the roles of the President, Vice-President, junior Vice-President, Treasurer, Secretary, Public Officer, and Club Captain or Range Officer.

Full Financial Member means a registered member of the Club who is at least 18 years of age, has been an ACTA member with the Club nominated as their primary club for at least 3 consecutive years and all current and past fees have been paid to both the Club and NSO.

general meeting means a meeting of members and includes the annual **general meeting**, under clause 23.1

initial member means a person who is named in the application for registration of the **company**, with their consent, as a proposed member of the **company**

Junior Member means a registered member of the club who is younger than 18 years of age.

member present means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the venue or venues for the meeting

NSO means National Sporting Organisation (Australian Clay Target Association)

Ordinary Committee member means a member (director) of the committee who is not on the Executive Committee.

special resolution means a resolution:

- i. of which notice has been given under clause 24.5(c), and
- ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution, and

surplus assets means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

72. Reading this constitution with the Corporations Act

- 72.1 The replaceable rules set out in the **Corporations Act** do not apply to the **company**.
- 72.2 A word or expression that is defined in the **Corporations Act** or used in that Act and covering the same subject, has the same meaning as in this constitution.

73. Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

By-Laws

74. Code of Conduct

Every member is expected to adhere to the code of conduct whether at the range or in the field.

The following Code of Conduct is hereby adopted by the **“Sydney Clay Target Club Limited”** and every member and guest is required to follow **“Sydney Clay Target Club Limited”**, Code of Conduct and safety procedures always. Members and guests of **“Sydney Clay Target Club Limited”** must at all times follow the firearms safety handling and storage requirements.

The following range rules are incorporated into this Code of Conduct:

1. All members and guests shall obey range or field officer commands.
2. All competitions and shoots adhere to all NSO (ACTA) rules of competition.
3. Hearing protection is always required whilst on the firing line, eye protection is recommended.
4. There shall be no horseplay or skylarking at any time whether at the range or in the field.
5. All guns shall remain unloaded until at the firing line
6. All firearms must not be loaded and must be open when not at the fire line.
7. Firearms must not be loaded until the referee and scorer indicate the start of the competition.
8. When at the fire line all firearms must remain pointed forward towards the trap.
9. Competitors must always act in a fair and sportsman like manner and the referee’s decision is final at the trap area.
10. Only approved competition shells are allowed at the range; shells must comply with the ACTA competition shell criteria.
11. Only shells of no bigger than 6 shot and no smaller than 9 shot can be used and must not exceed the maximum weight of shot for that discipline.
12. All shooting shall be from the designated firing lines.
13. No shooter shall go forward of the firing line until all guns are unloaded, placed away from the lanes, and cleared to do so by the range officer.
14. All persons going down range to load targets into traps, must only do so at the end of an event and only after cleared to do so by the range officer.
15. The use of drugs or alcohol on Club property, or any competing club, or in the field, is prohibited. Persons under the influence of drugs or alcohol will be removed from the club and club grounds.
16. Theft of any kind shall not be tolerated, and any offenders face the risk of immediate expulsion, and the matter will be referred to the NSW Police.
17. Any violation of the safety rules or failure to follow range commands can be cause for removal from the range on first offence; repeat offender will be suspended or expelled.

CONSTITUTION OF SYDNEY CLAY TARGET CLUB LIMITED

18. All members are expected to contribute to the welfare of the club by contributing time for working bees, shoots, and other club activities. The amount of time required by the Club shall be established from time to time by vote of the membership or of the committee as the case maybe.
19. Any member or guest who engages in conduct that could foreseeably damage club property or property belonging to other members and guests, or to the public, are subject to disciplinary action as set forth herein. If the misconduct rises to the level that it is deemed reckless or by the committee, or the committee determines that it disregarded the safety of persons on or near the range, the committee may act to immediately expel the offender from the club or prohibit him or her from entering club property. In an emergency, any one member of the committee may act. This action if taken will also be reported to the police for action or record.
20. The following disciplinary procedure is hereby adopted: if a member or guest is observed or suspected of engaging in misconduct, breaking of range rules, or breaching this Code of Conduct, he or she shall first be issued a warning to stop. Any club member or officer may issue a warning. The warning may be verbal or in writing. If a verbal warning is issued, a written record of the warning shall be communicated to the Club or to the committee. In the event, that the member or guest offends again or later commits a second offense, then the member or guest shall immediately and automatically be deemed to be "not in good standing" and the committee may act to suspend or revoke the offender's membership or range privileges by majority vote.
21. Any member or guest who is subjected to disciplinary action pursuant to Paragraphs 19 or 20 may request an opportunity to have the matter reconsidered. This shall be accomplished by a letter request to the committee for a special meeting to consider the charges and any evidence offered by the affected member or guest in mitigation or explanation. If the committee denies the member's or guest's request for relief; the affected member may appeal to the NSO at a regularly scheduled meeting. A motion made at a meeting of the NSO to restore suspended or revoked privileges or membership requires that it be made by someone other than the affected member or guest. Once made, a motion to restore requires a "second". A supermajority (75%) of the members present voting in favour of the motion shall be required to overturn the Board's action. Action by the General Membership shall be final.
22. In the event criminal activity is suspected, Sydney Clay Target Club Limited retains the right to request the assistance of local, state and/or federal law enforcement in the investigation of suspected activity.
23. If a member or guest breaches in any way the Firearms safety act, then the matter will be referred to the local authorities for action or record.

CONSTITUTION OF SYDNEY CLAY TARGET CLUB LIMITED

24. Each member shall promptly return any item loaned to them by the Club. This includes keys, electronic key, or any other piece of property owned by the Club. The Club is authorized to pursue any member or guest if the loaned item is not returned.
25. This Code of Conduct shall be made a part of each Application for membership. Once a member is accepted into the club, he or she shall sign a copy of the Code of Conduct which shall be retained by the Club.