

COMPUTER PALS for SENIORS (KU-RING-GAI) **INCORPORATED**

(Registered under the Associations Incorporation Act 1984 on
30 January 1998 - Registration No. Y2742321)

Constitution

(Amended to conform with the Associations Incorporation Act 2009)

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Part 1 - Preliminary

1.1 Definitions & Interpretation

See Schedule 1.

1.2 Objects

The objects of the Club are

- (1) to provide a community service in Ku-ring-gai, by educating senior citizens in the use of computers, electronic and digital devices, and developing their computer, electronic and digital device skills, at low cost, in order to facilitate and improve their social participation and life skills and
- (2) to engage in activities conducive or ancillary to those objects.

1.3 Application of Assets

- (1) The assets and income of the Club shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to members of the Club except in good faith as proper compensation for services reasonably rendered, or for expenses reasonably incurred, for the benefit of the Club.
- (2) If the Club is wound up or dissolved, the amount that remains after such winding up or dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar objects which is not carried on for the profit or gain of its individual members.

Part 2 – Membership

2.1 Members

The members of the Club comprise:

- (a) all persons specified as members in the Club's register of members when this Constitution takes effect, and
- (b) each person whose application for membership is subsequently accepted in accordance with this Constitution;

other than persons who cease to be members in accordance with clause 2.5.

2.2 Qualifications

- (1) A person is qualified to apply for membership of the Club who is 55 years of age or more and not in full-time employment, unless the Committee in its absolute

discretion determines to admit an applicant who is not so qualified (see Appendix 1).

- (2) The Committee shall have power to create different categories of membership, provided that the creation of these categories is ratified by the members at the next following annual general meeting.

2.3 Application

- (1) An application must be:
 - (a) substantially in the form set out in Appendix 1, which form can stand alone or be embodied in a brochure or other document and
 - (b) lodged with the Club.
- (2) The responsible office-holder may either:
 - (a) accept a qualified applicant as a member, or
 - (b) refer the application to the Committee, which may, in its absolute discretion decide to accept or reject the application.
- (3) Where the application is accepted, and the joining fee and annual subscription fee has been paid, the applicant's name shall be entered in the register of members and the applicant becomes a member.
- (4) Where the application is rejected, the applicant will be advised in writing and any monies paid refunded.

2.4 Resignation

A member may resign from membership, at any time, by giving the Club written notice. The resignation shall take effect upon receipt of the notice, or at such later time as may be specified in the notice.

2.5 Cessation

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

- (a) dies,
- (b) resigns,
- (c) is expelled, or
- (d) fails to pay a membership fee or any other amount owing to the Club within 3 months after the money is payable.

2.6 Membership entitlements not transferable

A right or privilege which a person has by reason of being a member of the Club:

- (1) cannot be transferred or transmitted to another person, and

- (2) terminates on cessation of the person's membership.

2.7 Register

- (1) The Public Officer or Secretary must establish and maintain a register of members specifying the name and postal address of each member together with the date of membership.
- (2) The register of members must be kept in New South Wales at the main premises of the Club or at its official address.
- (3) The register may be inspected, free of charge, by any member by appointment with the Secretary or Public Officer.
- (4) A member may obtain a copy of any part of the register on payment of an appropriate fee set by the Committee for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name and postal address) not be available for inspection, that information must not be made available for inspection or copying.
- (6) A member must not use information about a person obtained from the register for any purpose other than to send material to that person about the Club.
- (7) Any record or register required by law or this Constitution to be kept by the Club may be kept electronically, unless otherwise required by law.

2.8 Fees and subscriptions

- (1) The Committee may from time to time fix fees payable by members, including but not limited to the following:
 - (a) a joining fee, payable upon admission to membership;
 - (b) an annual subscription fee (payable in full or pro rata, as the Committee shall determine), payable at such times as the Committee shall determine;
 - (c) a fee for tuition sessions;
 - (d) a fee for special interest sessions; and
 - (e) such other fees as the Committee shall determine, from time to time.

2.9 Financial year

The financial year of the Club shall commence on the 1st day of July in each year and terminate on the 30th day of June the following year.

2.10 Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the

Club is limited to the amount, if any, unpaid by the member in respect of any fees payable to the Club.

2.11 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Club, or a dispute between a member or members and the Club, are to be referred:
 - (a) to the President to assist in the negotiation of a settlement, and
 - (b) if no settlement is negotiated within 14 days after such referral, the dispute is to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.

2.12 Disciplining of members

- (1) A complaint may be made to the Committee by any person that a member of the Club
 - (a) has refused or neglected to comply with any provision of this Constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Club.
- (2) The complainant shall provide to the Committee:
 - (a) a statement in writing of the nature and particulars of the complaint;
 - (b) any statements in writing by witnesses, or other evidence, in support of the complaint; and
 - (c) any submissions in writing by the complainant in support of the complaint.
- (3) The Committee may, without further communication with the parties, decline to deal with a complaint if it considers that the complaint is trivial or vexatious or has not been shown to be appropriate for further consideration by the Committee.
- (4) If the Committee decides to deal with the complaint, the Committee shall notify the member concerned of the complaint, provide to the member copies of any statements or other evidence or submissions supplied by the complainant and invite the member to provide to the Committee (within such period as the Committee may determine):
 - (a) a statement in writing in response to the complaint;
 - (b) any statements in writing by witnesses, or other evidence, and
 - (c) any submissions in writing by the member.
- (5) The Committee shall provide to the complainant copies of all statements, evidence and submissions provided by the member, and shall appoint a time and place for a meeting of the Committee to deal with the complaint, which shall be notified to the complainant and member. The Committee may, at its discretion, alter the appointed date or adjourn the meeting (giving reasonable notice to the parties).

- (6) At the meeting the Committee may in its discretion, in the presence of such of the parties as may choose to be present, receive any further written or oral statements or other evidence or submissions relevant to the matters complained of, which either party may wish to provide, subject to the other party being given a reasonable opportunity to answer any such material.
- (7) The Committee, after considering in private all the statements, evidence and submissions provided to it by the parties, shall determine whether the complaint has been established, and if so may determine, inter alia, that the member be expelled, or be suspended from membership for such period as it may determine. A determination that a member be expelled or suspended shall not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the expulsion or suspension; or
 - (b) if within that period the member exercises the right of appeal, unless and until the Club in general meeting confirms the expulsion or suspension under clause 2.13, whichever is the later.

2.13 Right of appeal of disciplined member

- (1) The member concerned may appeal to the Club in general meeting against a resolution of the Committee under clause 2.12, 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 sub clause (1), the Secretary must notify the Committee which is to convene a general meeting of the Club to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Club convened under sub clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the member concerned, the complainant and a participating Committee member must be given the opportunity to make submissions to the general meeting orally or in writing, or both, and
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Club.

Part 3 - The Committee

3.1 Powers of the Committee

Subject to the Act, the Regulation and this Constitution the Committee:

- (1) must control and manage the affairs of the Club,

- (2) may exercise all such functions as may be exercised by the Club, other than those functions that are required by this Constitution to be exercised by a general meeting of members,
- (3) 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 Club, and
- (4) without affecting the generality of sub-clause (3), has power to appoint such sub-committees comprising such persons (whether or not Committee or Club members) for such purposes and with such powers as the Committee shall determine from time to time.

3.2 Composition and membership

- (1) The Committee shall consist of:
 - (a) the office-holders, and
 - (b) at least 1 ordinary committee member,
each of whom is to be elected at the annual general meeting under clause 3.3.
- (2) The total number of Committee members shall not exceed 10.
- (3) The office-holders are as follows:
 - (a) President,
 - (b) Vice-President,
 - (c) Treasurer,
 - (d) Secretary and
 - (e) Public Officer.
- (4) A Committee member may hold up to 2 offices (other than both President and Vice-President).
- (5) Each member of the Committee is, subject to this Constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

3.3 Election

- (1) Nominations of candidates for election:
 - (a) must be in writing, signed by 2 members of the Club and accompanied by the written consent of the candidate and
 - (b) must be delivered to the Secretary 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 may be received at the annual general meeting.

- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee shall be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of office-holders and ordinary Committee members must 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 must be a member.

3.4 President

The President is responsible for:

- (1) Chairing all annual and special general meetings and all Committee meetings.
- (2) Representing the Club when liaison is required with government departments or other organisations.
- (3) The running of the Committee and ensuring that all actions of the Committee comply with the requirements of the Constitution.
- (4) Preparing an annual report for the annual general meeting and
- (5) Any other role specifically allocated to the President under this Constitution, or which may properly, usually or conveniently be performed by the President under this Constitution.

3.5 Vice-President

The Vice-President is responsible for:

- (1) Chairing meetings in the absence of the President and
- (2) Assuming full authority of office in the absence of the President.
- (3) Assisting the President in the smooth running of the Committee and ensuring that all actions of the Committee comply with the requirements of the Constitution.

3.6 Secretary

- (1) The Secretary must, as soon as practicable after being appointed, lodge notice with the Club of his or her address.
- (2) The Secretary will be responsible for maintaining a register of members specifying the name and address of each member together with the date of membership.
- (3) The Secretary will be responsible for keeping minutes of all appointments of office-holders and members of the Committee.

- (4) The Secretary will be responsible for notifying all members of the Club and Committee, respectively, of forthcoming meetings and be responsible for keeping the minutes of these meetings, including minutes of:
 - (a) the names of members of the Committee present at a Committee meeting or a general meeting, and
 - (b) all proceedings and decisions made at Committee meetings and general meetings.
- (5) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

3.7 Public Officer

The Public Officer shall perform such duties as shall be required by the Act and this Constitution.

3.8 Treasurer

The Treasurer must ensure:

- (1) that all money due to the Club is collected and received and that all authorised payments are made,
- (2) that correct books and accounts are kept showing the financial affairs of the Club, including full details of all receipts and expenditure,
- (3) that a report is prepared, as required by the Act, Regulation or this Constitution, for presentation at the annual general meeting.

3.9 Casual vacancies

- (1) If a casual vacancy occurs in the membership of the Committee, the Committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the next annual general meeting.
- (2) A casual vacancy in the office of a member of the Committee occurs if the member
 - (a) dies,
 - (b) ceases to be a member of the Club,
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001*,
 - (d) resigns office by notice in writing given to the Secretary,
 - (e) is removed from office under clause 3.10,
 - (f) becomes a mentally incapacitated person,

- (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.

3.10 Removal of Committee members

- (1) The Club in general meeting may, by resolution, remove any member of the Committee from office 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 sub-clause (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 Club, the Secretary or the President may send a copy of the representations to each member of the Club 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.

3.11 Committee and sub-committee meetings and quorum

- (1) The Committee must meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the President or by any 2 members of the Committee, at least one of whom shall be an office-holder.
- (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 sub-clause (3) must specify the general nature of the business to be transacted at the meeting (an agenda), but this should not restrict other matters being discussed.
- (5) Any 4 members of the Committee (at least one of whom shall be an office-holder) constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business shall 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 shall stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the Committee:
 - (a) the President or, in the President's absence, the Vice-President shall 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 shall preside.
- (9) Committee meetings may be convened and/or held electronically or by telephone or other media and members can be present electronically or by telephone or other media.
- (10) A minute or resolution signed by all or a majority of Committee or sub-committee members (on one or more documents, including emails) shall be as valid and effective as if passed at a duly convened Committee or sub-committee meeting.
- (11) The Committee shall regulate and direct the conduct and activities of any sub-committee appointed by it and may revoke or vary the terms of appointment.

3.12 Voting and decisions

- (1) Questions arising at a meeting of the Committee or of any sub-committee shall 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 (including the person presiding at the meeting) shall have 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 the presence of a quorum the Committee or sub-committee may act despite any vacancy.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-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

4.1 Annual general meetings - holding of

- (1) With the exception of the first annual general meeting, the Club must hold its annual general meetings:
 - (a) within 6 months after the close of its financial year, or
 - (b) within such later time as may be allowed by law.

4.2 Annual general meetings - calling of and business at

- (1) The annual general meeting is, (subject to the Act and to this Constitution), 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 shall 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 Club during the preceding financial year;
 - (c) to receive and consider any financial statement or report required to be submitted to members;
 - (d) to elect office-holders and ordinary members of the Committee and
 - (e) to transact any other business included on the written agenda attached to the notice of meeting or which may lawfully be discussed.
- (3) An annual general meeting must be specified as such in the notice convening it.

4.3 Special general meetings - calling of

- (1) The Committee may, whenever it thinks fit, convene a special general meeting.
- (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.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting,
 - (b) must be signed by the members making the requisition,
 - (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 the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in sub-clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

4.4 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the Secretary must, at least 14 days before the date fixed for 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, the Secretary must, at least 21 days before the

date fixed for the general meeting, cause notice to be given to each member specifying, in addition to the matters required under sub-clause (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 4.2(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.

4.5 Quorum

- (1) No item of business shall 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) Members present (being members entitled under this Constitution to vote at a general meeting) comprising at least 10% of the total membership, at the date of the meeting constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, shall be dissolved, and
 - (b) in any other case, shall 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 (comprising at least 5% of the total membership) shall constitute a quorum.

4.6 Presiding member

- (1) The President or, in the President's absence, the Vice-President, shall preside as chairperson at each general meeting.
- (2) If the President and the Vice-President are absent, or unwilling to act, the members present must elect one of their number (being an office-holder) to preside as chairperson at the meeting.

4.7 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Club 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 sub-clauses (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.

4.8 Making of decisions

- (1) A question arising at a general meeting shall be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson, or if 5 or more members present at the meeting decide that the question should be determined by a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot must be conducted in accordance with the directions of the chairperson.

4.9 Voting

- (1) On any question arising at a general meeting, a member has one vote only and voting shall be governed by clause 4.8(1).
- (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 unless all money due and payable by the member to the Club has been paid.

4.10 Proxy votes not permitted

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

4.11 Postal ballots

- (1) The Club may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 2.13).

- (2) A postal ballot must be conducted in accordance with Schedule 3 to the Regulation.

Part 5 – Miscellaneous – General

5.1 Insurance

The Club must effect and maintain such insurances as are required by law and may effect and maintain such other insurances as the Committee shall determine from time to time.

5.2 Funds - source

- (1) The funds of the Club shall come from membership fees, tuition fees, donations and, subject to any resolution passed by the Club in general meeting, such other sources as the Committee determines.
- (2) All money received must be deposited as soon as practicable and without deduction to the credit of the Club's bank or other authorised deposit-taking institution account.
- (3) The Club must, as soon as practicable after receiving any money, record such receipt in its accounts.

5.3 Funds - management

- (1) All payments must be authorised by any two members of the Committee, at least one of whom shall be an office-holder.
- (2) Surplus funds, from time to time, must be invested in such manner as the Committee resolves.

5.4 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 Club.

5.5 Inspection of books, etc.

- (1) The following documents must be open to inspection, free of charge, by a member at any reasonable hour:
 - (a) records, books and other financial documents of the Club,
 - (b) this Constitution,
 - (c) minutes of all general meetings of the Club.

- (2) A member of the Club may obtain a copy of any of the documents referred to in sub-clause (1) on payment of an appropriate fee set by the committee for each page copied.
- (3) The Committee may, at its discretion, publish any document referred to in this Constitution on its website and any such publication shall satisfy any obligation of the Club under this.

5.6 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,
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission, email or some other form of electronic transmission to an address specified by the person for giving or serving communications.
- (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,
 - (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, email 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.

Appendix 1 - Application for membership of Club

[Refer to clauses 2(2) and 2(3)]

**APPLICATION FOR MEMBERSHIP OF COMPUTER
PALS FOR SENIORS (KU-RING-GAI)
INCORPORATED (the Club)**

(Incorporated under the *Associations Incorporation Act 2009*)

I,
[full name of applicant]

of

.....

[postal address]

Tick appropriate box

- being aged over 55, and retired or semi-retired (Qualified) hereby apply to become a member of the Club, OR
- not being Qualified hereby apply for exercise of the Committee's discretion under the Constitution to become a member of the Club.

In the event of my admission as a member, I agree to be bound by the Constitution of the Club for the time being in force.

Signature of applicant

Date

.....
[email address]

Schedule 1- Definitions & Interpretation

(1) In this Constitution

the Club means Computer Pals for Seniors (Ku-ring-gai) Incorporated;

the Act means the *Associations Incorporation Act 2009*;

the Regulation means the *Associations Incorporation Regulation 2010*;

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

Office-holder means the holder of, or any person acting in, any office in the Club;

special general meeting means a general meeting of the Club other than an annual general meeting;

special resolution means a resolution passed in accordance with s 39 of the Act. At the time of adoption of this Constitution s 39 states:

- (1) A resolution is passed by an association as a special resolution:
 - (a) at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
 - (b) in a postal ballot conducted by the association, or
 - (c) in such other manner as the Director-General may direct, if it is supported by at least three-quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.
- (2) A notice referred to in subsection (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (3) A postal ballot referred to in subsection (1) (b) may only be conducted in relation to resolutions of a kind that the association's constitution permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with the regulations.
- (4) A direction under subsection (1) (c) may not be given unless the Director-General is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by subsection (1) (a) or (b).

(2) In this Constitution, unless the context shall otherwise require and to the extent permitted by law and this Constitution:

- (a) a reference to a function includes a reference to a power, authority or duty and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;

- (c) gender specific pronouns include all genders;
- (d) words indicating the singular include the plural and vice versa;
- (e) a reference to an Act is a reference to that Act as amended and in force for the time being, and in the event of the repeal of the whole or any part of any such Act and its replacement by another Act or part of an Act, includes a reference to the replacing Act or part, as amended and in force for the time being;
- (f) any notice required or permitted to be given orally or in writing , may be given by facsimile transmission, email or other electronic means; and
- (g) any document or publication required to be sent, produced or issued may be given by facsimile transmission, email or other electronic means.