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Constitution of the QUARTER CENTURY CLUB NSW INC

1. TITLE

The organisation shall be known as the Quarter Century Club NSW Inc, which shall hereinafter in this constitution be referred to as 'the QCC'.

2. OBJECT OF THE QCC

The object of the QCC shall be to promote goodwill and fellowship among members in a non-business environment.

3. NON-PROFIT ORGANISATION

The income and property of the QCC whensoever derived shall be applied solely towards the promotion of the objectives of the QCC and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the QCC provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the QCC or to any member of the QCC in return for any services actually rendered to the QCC or reasonable and proper rent for premises let by any member of the QCC.

4. MEMBERSHIP

Membership of the QCC shall be limited to persons who have 25 years or more consecutive employment by IBM. Membership is automatic on inclusion on the QCC list of members.

5. MANAGEMENT OF THE QCC

The control and management of the QCC shall be vested in a committee (hereinafter called "the committee"). The committee shall consist of a minimum of seven members, which shall include the President, the Vice-President, the Secretary, the Treasurer, and three or more other members. All of the members of the committee shall be honorary office bearers.

- a. The office bearers shall consist of the President, the Secretary, the Treasurer and the Vice President. Members may hold two office bearer positions but the President cannot also be the Vice-President.
- b. The President shall:
 - ensure that all members of the committee fulfil their responsibilities.
 - preside over the Annual General Meeting and Committee, Special and General Meetings.
- c. The Secretary shall ensure:

- factual minutes are recorded of all committee meetings, Special General Meetings and Annual General Meetings.
 - committee members are provided with copies of committee meeting minutes.
 - a copy of committee meeting minutes are available for QCC members at General Meetings.
 - all QCC correspondence is received and passed to the appropriate committee or QCC members for action.
 - outgoing QCC correspondence is prepared and sent.
 - a file of all QCC correspondence is maintained.
 - That the minutes of proceedings at a meeting are signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting
 - a register of members is maintained and a copy is kept in NSW at the club registered address.
- d. The Treasurer shall:
- receive all monies for the QCC and deposit it promptly in the QCC accounts or request another committee member to do so.
 - ensure all payments as authorised by the committee are made and all cheques are signed by any two authorised signatories.
 - ensure a full and accurate record of income and expenditure is maintained.
 - ensure a financial statement is available at each committee meeting.
 - provide a financial report for each Annual General Meeting and as required by the committee.
- e. The committee shall meet at least three times in each twelve month period at the place and time that the committee may determine.
- f. The committee shall manage and conduct the affairs of the QCC to achieve the objectives of the QCC cited in clause 2. above, in conformity with this constitution.
- g. Any four members of the committee shall constitute a quorum of the committee provided that at least one of the quorum must be an office bearer as defined in clause 5a. above.
- h. The election of office bearers and committee shall take place at the Annual General Meeting.
- i. A Public Officer shall be appointed at the Annual General Meeting.
- j. Should any member of the office bearers be absent, such member may delegate his or her authority to any other member of the committee by written notice or email to the Secretary or the President.
- k. Should any office bearer resign, or a vacancy otherwise occur, the vacancy may be filled by a member invited by the committee to carry out the functions of that office on a temporary basis until the next Annual General Meeting.
- l. There is no maximum number of consecutive terms for which a committee member may hold office.

6. VOTING RIGHTS

- a. Members shall only be entitled to stand for election to the committee if they have been nominated for the position by another member of the QCC.
- b. A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the QCC must be a member of the QCC.

- c. All members shall be entitled to vote at an Annual General, Special or General meeting. Each member has a single vote.
- d. The Chairperson of the meeting shall have a casting vote which shall only be used to decide a motion upon which the voting of the membership or the committee is equally divided between those 'for' and 'against' the motion.
- e. Proxy voting is not permitted for General Meetings but is permitted at the Annual General Meeting or Special General Meetings. Any proxy votes shall be in writing.
- f. The QCC may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal.

7. FINANCES OF THE QCC

- a. A Financial Statement shall be prepared by the Treasurer, and a copy made available to all members with the Notice of the Annual General Meeting. The Financial Statement shall be presented to the membership of the QCC for endorsement at the Annual General Meeting or at any other time specified by a majority of the members of the committee of the QCC.
- b. An individual, who shall not be a member of the committee, shall be appointed by the committee and shall review the QCC accounts before the Financial Statement is presented to the Annual General Meeting. An audit may also be carried out at the discretion of the committee.
- c. The committee can invest the QCC funds in credit union, building society or bank accounts, or in interest bearing deposits and maintain a cheque account.
- d. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two authorised signatories.
- e. The QCC's income is derived from social activities, donations, the interest on accounts and investments.

8. MEMBER'S LIABILITY

The liability of a member of the QCC to contribute towards the payment of the debts and liabilities of the QCC or the costs, charges and expenses of the winding up of the QCC is limited to the amount, if any, unpaid by the member in respect of membership of the QCC.

9. MEETINGS

- a. The Annual General Meeting of the QCC shall be held within six months of the end of the financial year.
- b. Special meetings may be held as required by the committee or when requested by 5% of the members.
- c. A quorum at Annual General Meetings and Special Meetings shall be formed by not less than five members.
- d. All QCC members shall be notified in writing or by email at their last known address or email address at least fourteen days in advance of the date and place of QCC meetings.
- e. Meetings of members will be held as decided by the committee. At these meetings the committee will report on the QCC's management activities. Such meetings will be known as General Meetings.
- f. The frequency of committee meetings is specified in clause 5.

10. RESOLUTION OF DISPUTES

- a. A dispute between a member and another member (in their capacity as members) of the QCC, or a dispute between a member or members and the QCC, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- b. If a dispute is not resolved by mediation within three months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- c. The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

11. USE OF TECHNOLOGY AT MEETINGS

- a. A committee meeting may be held at two or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- b. A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- c. A General Meeting may be held at two or more venues using any technology approved by the committee that gives each of the QCC's members a reasonable opportunity to participate.
- d. A member of the QCC who participates in a General Meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

12. INSURANCE

The QCC may effect and maintain insurance.

13. CUSTODY OF BOOKS

Except as otherwise provided by this constitution, all records, books and other documents relating to the QCC are kept in New South Wales in the custody of the Public Officer, Secretary, Treasurer or a member of the QCC as determined by the committee.

14. FINANCIAL YEAR

The financial year of the QCC is:

- a. The period of time commencing on the date of incorporation of the QCC and ending on the following 30 June, and
- b. Each period of twelve months after the expiration of the previous financial year of the QCC, commencing on 1 July and ending on the following 30 June.

15. DISSOLUTION

If on the winding up or dissolution of the QCC there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members of the QCC, but shall be given or transferred to some other non-profit institution or institutions having objects similar to the objects of the QCC and which shall also prohibit the distribution of its or their property among its or their members. Such institution or institutions are to be determined by the members of the QCC at or before the time of dissolution subject to the Act and Regulations.

16. ALTERATIONS TO THE CONSTITUTION

The constitution shall be altered only with the agreement of the majority of the members

present at the Annual General Meeting or at a special meeting convened to consider the matter. Notice of any constitutional amendment to be proposed at the meeting shall be circulated by hard copy or technology equivalent to all members at their last known address at least twenty-one days in advance.

17. INSPECTION OF BOOKS

- a. The constitution, minutes of all committee meetings and General Meetings, records, books and other financial documents of the QCC may be inspected by members, free of charge at a reasonable hour by contacting the Secretary or Treasurer.
- b. If copies are requested a fee of up to \$1 per page may be charged
- c. Despite subclauses (a) and (b), the committee may refuse to permit a member of the QCC to inspect or obtain a copy of records of the QCC that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the QCC.

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Document Update History

March 2017 – Initial draft from existing QCC Constitution and Office of Fair Trading Model Constitution

24 April 2017 – Sub-committee reviewed and recommended changes