

Randwick Physical Culture Club Inc

also known as

Randwick Physie & Dance Inc

Constitution

Under the Associations Incorporation Act 2009

Adopted: 12 March 2026

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1. Definitions

(1) In this constitution:

Association means any association offering a physie and/or dance syllabus with which the Club aligns

Club means Randwick Physie & Dance Incorporated, also known as Randwick Physie (formerly known as Randwick Physical Culture Club Incorporated)

Committee means the Governance Committee of the Club

Director means a member of the Committee of Directors of the Club, including office-bearers

Commissioner means the Commissioner for Fair Trading, Department of Customer Service

Executive means the four office-bearers of the Club

Full member means a financial member of the Club

Life member means an individual appointed as a Life member under this constitution

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

the Act means the *Associations Incorporation Act 2009*

the Regulation means the *Associations Incorporation Regulation 2010*

(2) In this constitution:

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

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

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2. Objects of the Club

The Objects of the Club are to:

(a) conduct and encourage participation in the Club

(b) act at all times in the best interest of members of the Club

(c) build and promote self-esteem, confidence, good sportsmanship in the members of the Club

3. Members

(1) The Members of the Club shall consist of:

(a) Full members who are individuals registered with an Association through the Club, and whose application for membership has been approved by the Committee subject to clause 21;

(b) Life Members are individuals who personify the Objects of the Club, and who have shown a long commitment and distinguished service by building, growing, and sustaining the Club over many years.

- (c) All categories of member named in this clause to this Constitution shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings.
- (2) The Committee may recommend by special resolution to the annual general meeting that a person be appointed as a Life member.

4. Application for membership

- (1) An application for membership of the Club must be:
 - (a) in writing in the form prescribed by the Committee from time to time, and
 - (b) accompanied by the appropriate fee (if any).
- (2) The Public Officer must, on acceptance of the application referred to in subclause (1), enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Club.

5. Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Club, or
- (d) fails to pay the annual registration fee under clause 9 within three months after the fee is due.

6. Membership entitlements not transferable

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

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

7. Resignation of membership

- (1) A member of the Club may resign from membership of the Club by first giving to the secretary written notice of at least one month (or such other period as the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Club ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8. Register of members

- (1) The Public Officer of the Club must establish and maintain a register of members of the Club specifying the name and postal or residential address of each person who is a member of the Club together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the Club, or
 - (b) if the Club has no premises, at the Club's official address.

- (3) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (4) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

9. Membership fees

The annual membership fee (if any) and any annual Association fees or other levies payable by Full members to the Club, and the time for and manner of payment shall be determined by the Committee from time to time.

10. Members' liabilities

The liability of a member of the Club 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 membership of the Club as required by clause 9.

11. 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 the Club's Code of Conduct, or
 - (b) has refused or neglected to comply with a provision or provisions of this Constitution, or
 - (c) has wilfully acted in a manner prejudicial to the interests of the Club.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - (c) must appoint an independent person or independent panel of no more than three people to deal with the complaint as it sees fit, including make recommendations to the Committee as to the proposed resolution.
- (4) The Committee may, by resolution, reprimand, suspend or expel the member from the Club if, after considering the recommendations of the independent person or independent panel made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the reprimand, suspension or expulsion is warranted in the circumstances.
- (5) The Chair must, within seven (7) days after the Committee passes a resolution on its decision, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action.

(6) The Committee's decision is final.

12. Powers of the Governance Committee

Subject to the Act and this Constitution the business of the Club shall be managed and the powers of the Club shall be exercised by the Governance Committee (the Committee). In particular, the Committee shall act in accordance with the Objects and shall operate for the benefit of the Members.

13. Composition of the Committee

- (1) The Committee is to consist of:
 - (a) only members aged 18 years or more in accordance with the Act;
 - (b) four (4) Directors forming the Executive of the Club, each of whom is to be elected at the annual general meeting of the Club under clause 14; and
 - (c) three (3) other Directors, each of whom is to be elected at the annual general meeting of the Club under clause 14.
- (2) The maximum number of Directors on the Committee is to be seven (7).
- (3) The Executive of the Club is as follows:
 - (a) the Chair,
 - (b) the Vice Chair,
 - (c) the Treasurer,
 - (d) the Secretary.
- (4) A teacher for the Club may not hold a position on the Executive of the Club.
- (5) No more than one (1) teacher may hold a non-Executive Director position on the Committee at any one time. If more than one teacher is nominated for a position on the Committee, a ballot will be held in accordance with clause 14(5).
- (6) Each Director is, subject to this constitution, to hold office for a term of two years until the conclusion of the annual general meeting following the date of the member's election.
- (7) The maximum term that a Member may serve on the Committee is three (3) consecutive terms from the date of appointment regardless of the roles served on the Committee. The Member will be eligible to nominate again for election after one year.
- (8) The Chair, Secretary and two ordinary Directors shall be elected in the odd-numbered years. The Vice Chair, Treasurer and one ordinary Director shall be elected in the even-numbered years.

14. Election of Directors

- (1) Nominations of candidates for election as a member of the Executive of the Club or as a Director must be:
 - (a) made by financial Full members of the Club, or Life members;
 - (b) in writing in the form prescribed by the Committee from time to time;
 - (c) signed by two (2) members of the Club;
 - (d) certified by the nominee expressing their willingness to accept the position for which they are nominated; and

- (e) delivered to the Secretary of the Club in accordance with the directions set by the Committee.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected. Any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot is to be held.
- (6) The ballot for the election of Directors is to be conducted in such manner as the Committee may direct.

15. Casual vacancies

- (1) In the event of a casual vacancy occurring on 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 term of the Director they have replaced.
- (2) A casual vacancy on the Committee occurs if a Director:
 - (a) dies, or
 - (b) ceases to be a member of the Club, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 16, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Committee from three (3) consecutive meetings of the Committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

16. Removal of Directors

- (1) The Club in general meeting may by resolution remove any Director from the Committee 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 Director to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Chair (not exceeding a reasonable length) and requests that the representations be notified to the members of the Club, the Chair 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.

17. Committee meetings and quorum

- (1) The Committee must meet at least four (4) times in each period of 12 months at such place and time as the Committee may determine.
- (2) Unless all Directors agree to hold a meeting at shorter notice not less than seven (7) days' notice of the Committee meeting shall be given to each Director. The notice must specify the general nature of the business to be transacted at the meeting.
- (5) Any four (4) Directors constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to 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 is to be dissolved.

18. Chair

If the Chair is not present or is unwilling or unable to preside at a Committee meeting the remaining Directors shall appoint another Director to preside as chair for that meeting only.

19. Conflict of interest

A Director shall declare their interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. The Director, unless otherwise determined by the Committee, shall not be present for or participate in discussions on such matters and shall not be entitled to vote in respect of such matters.

20. Delegation by Committee to Sub-Committee

- (1) The Committee may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such member or members of the Club as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Sub-Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a Sub-Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.

- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A Sub-Committee may meet and adjourn as it thinks proper.

21. Voting and decisions

- (1) Questions arising at a meeting of the Committee or of any Sub-Committee appointed by the Committee are to be determined by a majority of the votes of Directors of the Committee or members of the Sub-Committee present at the meeting.
- (2) Each Director present at a meeting of the Committee or member of any Sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person chairing may exercise a second or casting vote.
- (3) Life members will be invited to attend Committee Meetings but will not be entitled to vote unless they hold a current Director position.
- (4) Teachers may be invited to attend Committee meetings but will not be entitled to vote unless they hold a current Director position.
- (5) The Public Officer will be invited to attend Committee Meetings but will not be entitled to vote unless they hold a current Director position.
- (6) Subject to clause 17(5), the Committee may act despite any vacancy on the Committee.
- (7) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a Sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-Committee.

22. Annual general meetings

- (1) The annual general meeting of the Club is, subject to the Act and this Constitution, to be convened on such date and at such place and time and format as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the Committee reports on the activities of the Club during the last preceding financial year;
 - (c) to elect Directors in accordance with clause 13(8); and
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

23. Special general meetings

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Club.
- (2) The Committee must, on the requisition in writing of at least five per cent (5%) of the total number of members, convene a special general meeting of the Club.
- (3) A requisition of members for a special general meeting:

- (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a special general meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

24. Notice for general meetings

- (1) Notice of every general meeting of the Club shall be given to every Life member, and Full member entitled to receive notice. The notice shall specify the place, day, hour and format of the meeting and shall state the business to be transacted at the meeting.
- (2) The Secretary must, at least 21 days before the date fixed for the holding of a general meeting, cause notice to be given to each member specifying, in addition to the matters required under subclause (1), the agenda including the intention to propose any special resolutions.
- (3) Notice of every general meeting shall be given in the manner authorised in clause 39.

25. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) A quorum for general meetings shall be five per cent (10%) of members, not including Directors.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting will lapse.

26. Chair of General Meetings

If the Chair is not present or is unwilling or unable to preside at a General meeting the remaining Directors shall appoint another Director to preside as chair for that meeting only.

27. Adjournment

- (1) The Chair of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written notice of the adjourned meeting to each member of the Club stating the place, date, time and format of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

28. Making of decisions

- (1) A question arising at a general meeting of the Club is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the Chair or if five (5) or more members present at the meeting decide that the question should be determined by ballot, then a secret ballot shall be held.
- (2) If the question is to be determined by a show of hands, a declaration by the Chair 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 minutes 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 ballot, the ballot is to be conducted in accordance with the directions of the Chair.

29. Special resolutions

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

30. Voting

- (1) On any question arising at a general meeting of the Club a member has one vote only.
- (2) If a member is aged 15 years or more they are eligible to one vote in their own right.
- (3) If a member is aged less than 15 years their parent or legal guardian is entitled to one vote on the member's behalf.
- (4) In the case of an equality of votes on a question at a general meeting, the Chair of the meeting is entitled to exercise a second or casting vote.
- (5) A member is not entitled to vote at any general meeting of the Club unless all money due and payable by the member to the Club has been paid.

31. Proxy votes

A member who is entitled to attend, speak and to vote at a general meeting of the Club must do so in person. A proxy vote may not be given and will not be accepted at a general meeting except in accordance with clause 30(3).

32. Insurance

The Club must affect and maintain insurance.

33. Funds - source

- (1) Income and property of the Club shall be derived from such sources as the Committee determines from time to time.
- (2) All money received by the Club 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, issue an appropriate receipt.

34. Funds - management

- (1) The income and property of the Club shall be applied only towards furthering the Objects of the Club.
- (2) All payments must be signed or otherwise approved by any two (2) Directors authorised to do so by the Committee.
- (3) Except as prescribe in this Constitution or the Act:
 - (a) no portion of the income or property of the Club shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any member; and
 - (b) no remuneration or other benefit in money or in money's worth shall be paid or given by the Club to any Director of the Club.
- (4) Notwithstanding clause 35(3) above, payment in good faith to any member can be made for:
 - (a) teaching a class scheduled by the Club ;
 - (b) goods supplied to the Club in the ordinary and usual course of operation;
 - (c) rent for premises demised or let by any member of the Club; or
 - (d) any out-of-pocket expenses incurred by a member on behalf of the Club.
- (5) Nothing in sub-clause (3) or (4) precludes such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

35. Change of name, objects and constitution

An application to the Commissioner for registration of a change in the Club's name, Objects or Constitution in accordance with section 10 of the Act is to be made by the Public Officer or Director.

36. Custody of books

Except as otherwise provided by this Constitution, the Public Officer must keep in their custody or under their control all records, books and other documents relating to the Club.

37. Inspection of books

The following documents must be open to inspection, free of charge, by a member of the Club at any reasonable hour:

- (a) records, books and other financial documents of the Club,

- (c) minutes of all Committee meetings and general meetings of the Club.

38. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by electronic transmission, on the date it was sent.

39. Financial year

The financial year of the Club is:

- (a) the period of time commencing on the date of incorporation of the Club and ending on the following 31 December; and
- (b) each period of 12 months after the expiration of the previous financial year of the Club, commencing on 1 January and ending on the following 31 December.

40. Indemnity

- (a) Every Director of the Club will be indemnified out of the property and assets of the Club against any liability by them in their capacity as Director in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Club shall indemnify its Directors against all damages and losses (including legal costs) for which any such Director may be or become liable to any third party in consequence of any act or omission, except wilful misconduct, performed or made while acting on behalf of and with the authority, express or implied, of the Club.