

**CONSTITUTION AND RULES OF
GREYTOWN COMMUNITY GYM INCORPORATED (*the Society*)**

1. Name

1.1. The name of the society shall be the “Greytown Community Gym Incorporated.”

2. Definitions and Interpretation

2.1. In these rules the following terms have the following meanings:

“Act”	means the Incorporated Societies Act 1908.
“AGM”	means the Annual General Meeting of the Society.
“Associate Member”	means a person who uses the equipment only occasionally with the approval of a committee member or ordinary member and pays the appropriate usage fee.
“Committee”	means the controlling body of the Society established under Rule 9.
“Committee Member”	means a member of the Committee.
“Gym”	means the Greytown Community Gym Incorporated.
“Financial Year”	means the annual period determined in accordance with Rule 9.
“Financial Membership”	means the annual period commencing on 1 April and ending 31 March.
“General Meeting”	means an AGM or SGM.
“Life Member”	means any member who has been awarded Life Membership status.
“Members”	means Ordinary Members, Associate Members, and Life Members.
“Objects of the Society”	means the Objects set out in Rule 3.
“Ordinary Member”	means a member who uses the equipment on a regular basis.
“Rules”	means the rules set out in this constitution.
“SGM”	means a Special General Meeting of the Society.
“Society”	means the Greytown Community Gym Incorporated.
“Special Resolution”	means a resolution requiring two thirds approval of voting Members present at a Meeting.
“Usage Fees”	means fees payable by Ordinary and Associate Members for the right to use the equipment.
“Vacancy”	means a vacancy occurring during the normal term of office of a Committee Member.

2.2. Interpretation

In this Constitution unless the context requires otherwise:

“Plural and Singular”	Words in the singular include the plural and vice versa.
“Persons”	References to persons include references to individuals, companies, corporations, partnerships, firms, joint ventures, trusts, associations and other entities.
“Statutes”	References to any statutes includes any statutes which amend or replace them.

3. Objects

The Objects of the Society are:

- 3.1. To provide a facility and equipment to enable members to maintain or enhance their level of fitness.
- 3.2. To maintain the equipment and facility to create a good environment in which to do exercise.
- 3.3. To purchase, take on, lease, hire or by any other means acquire any real or personal estate and any rights and privileges necessary or convenient for the attaining the objects of the Society, or any of them, or promoting the interests of the Society or its members.
- 3.4. To promote the benefits of fitness to the community.
- 3.5. To adopt such by-laws for more efficient conduct of the affairs of the Society as from time to time may be deemed necessary.
- 3.6. To raise money by way of subscriptions, fundraising, sponsorship and donation, grants or by any other means determined by the Committee and to grant any rights and privileges to subscribers.
- 3.7. To do all such things as are expedient or conducive to the attainment of all or any of the above objectives.

4. Membership

- 4.1. Membership shall be open to any Ordinary Member or Associate Member who supports the Objects of the Society.
- 4.2. Membership is subject to such conditions as determined by the Committee.
- 4.3. Any persons wishing to become an Ordinary or Associate member of the Society must apply in writing on the official application form provided by the Society.
- 4.4. The Committee may by majority vote suspend or restrict rights of membership of any Member who fails to adhere to these Rules or to the conditions determined by the Committee.
- 4.5. Any member may resign his or her membership at any time by notice delivered personally or posted to the Secretary but this shall not alter that Member’s obligations or liabilities in respect of the Society incurred prior to their resignation of membership.

- 4.6. If at any time the Committee shall be of the opinion that a member is not complying with Rule 4.4 they may by letter invite the member to resign from the Society within a time specified in such letter, in default of this resignation a Special General Meeting (SGM) is to be held within three weeks after the date specified in such letter as the date which the member was invited to resign. The member shall have notice of such meeting and of the grounds on which membership expulsion is based. At the SGM the Member, whose expulsion is under consideration, shall be allowed to offer an explanation of conduct verbally or in writing. A vote of two thirds of the members present shall confirm expulsion. The Member will thereupon cease to be a Member of the Society. It shall be in the power of the committee to exclude such member from the Society until such special general meeting shall be held.
- 4.7. Any person may be nominated for Life Membership in the Society. Any nomination shall be made in writing to the Secretary and shall set out the grounds for such nomination. The Secretary shall refer the Committee. The Committee shall, in its discretion, determine whether it is appropriate for the nomination to be forwarded to a General Meeting.
- 4.8. Life Membership is obtained through approval by a Special Resolution passed at a General Meeting.

5. **Rights and Obligations of Members**

- 5.1. All Members have rights to attend and speak at all meeting (except Committee Meeting unless by written request to the Secretary or invited by the Committee to do so) of the Society.
- 5.2. Life Members have no voting rights.
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- 5.4. Ordinary Members and Associate Members have one vote each.
- 5.5. Membership subscriptions/usage fees shall be set by the Committee each year.
- 5.6. There shall be no annual subscription fee for Life Members.
- 5.7. No Member shall be entitled to participate. In the affairs of the Society unless the full amount of the subscription/usage fees is paid in accordance with the requirements of the Committee. Subscription/usage fees are non refundable.
- 5.8. The Committee may exercise the power set out in Rule 4.4 in respect of any Member who fails to make payment of subscription/usage fees. Notwithstanding any non-payment such Member shall continue to be bound by the obligations of Members and shall be bound by these Rules until determined otherwise by the Committee.
- 5.9. Upon application to the Secretary any Member will be furnished with a copy of the Rules of the Society.
- 5.10. Only Ordinary Members are eligible for election to the Committee.

6. **Powers**

- 6.1. The control of the affairs of the Society shall be vested in the Committee, which may exercise all the powers and do all acts, matters and things which may be exercised

and done by the Society and which are not expressly required to be exercised by the Society in a General Meeting.

- 6.2. Without limiting the generality of this provision, the Committee shall have the power.
- (a) To use the funds of the Society to pay all costs and expenses properly incurred in carrying out the Objects of the Society.
 - (b) To raise funds for furthering the Objects of the Society.
 - (c) To enter into any partnership, or any other arrangement for the sharing of resources or to carry on any transaction.
 - (d) To purchase, lease, exchange, hire or otherwise acquire and deal with any property and rights.
 - (e) To invest moneys and assets of the Society.
 - (f) To engage independent contractors or volunteers as required.
 - (g) To remunerate any person for services rendered to the Society.
 - (h) To appoint, elect or nominate persons to represent the Society.
 - (i) To delegate the powers of the Committee to any person or sub-committees.
 - (j) To enter into any contract or arrangement on behalf of the Society.
 - (k) To do all such other things as are incidental or conducive to the attainment of the objects of the Society.

7. **Capacity**

The capacity of the Society to carry on or undertake any business or activity is restricted to any business or activity undertaken in accordance with the Objects of the Society.

8. **No Pecuniary Profit**

8.1. Nothing in these Rules shall permit any part of the funds of the Society to be used or to be available to be used for the private pecuniary profit any Member or any person associated with any Member.

8.2. Rule 8.1 does not prevent:

- (a) The remuneration or payment of services rendered and remunerated in a manner as regarded as reasonable in an arms length transaction; and
- (b) Reimbursement for the actual and reasonable expenses of Committee members as set out in Rule 15.

9. **The Committee Members**

9.1. The Committee shall consist of no less than five Committee Members being:

- (a) President
- (b) Secretary
- (c) Treasurer

(d) No less than 2 voting members.

10. Appointment of Committee Members

10.1. Officers of the Society shall be elected only from Ordinary Members by majority vote at the AGM.

11. Term of Office

11.1. The term of office for each Committee Member shall be for a period of one year expiring at the AGM.

11.2. The term of office for those Committee Members appointed to fill a vacancy under Rule 12 is for a term up to the next AGM.

11.3. Each retiring Committee Member shall be eligible for reappointment.

12. Vacancies on the Committee

12.1. In the event that any Committee Member retires or dies or is determined by unanimous resolution of the other Committee Members to be failing to make a worthwhile contribution to the Committee the following provisions shall take effect:

(a) The Committee has the power to co-opt another Member onto the Committee.

(b) The term of office Committee Member shall be as set out in Rule 11.2.

13. Duties of the Committee

13.1. The Committee's primary duty is to further the purposes of the Society and in so doing the Committee Members shall:

(a) attend meetings of the Society.

(b) formulate policy and strategies.

(c) contribute to good governance of the Society.

(d) receive such report from the Secretary, President and Treasurer as required by the Committee.

(e) assist with the public profile, promotion and fundraising of the Society.

(f) do such things as the Committee agrees to promote the Objects of the Society.

14. Committee Proceedings

14.1. The Chairperson of a Committee Meeting shall be the President and in the absence of the President such other person as determined by majority vote.

14.2. Unless otherwise determined by it the Committee shall meet at least six times a year.

14.3. Notice of each meeting shall be given to each Committee Member, no later than 24 hours prior to the commencement of the meeting by the channels normally accepted for such notice and a written agenda shall be provided to each Committee Member no later than the commencement of the meeting.

14.4. Except to the extent specified by these Rules, the Committee shall regulate its own procedures.

- 14.5. The quorum for a Committee Meeting shall be three members of the Committee.
- 14.6. Each Committee Member shall have one vote. In the event of a dead lock, the Chairperson shall have an additional casting vote.
- 14.7. Voting shall be by voices or upon request from any Committee Member by show of hands or by ballot.
- 14.8. Proxy and postal voting shall not be permitted.
- 14.9. A resolution in writing signed or consented to by email, facsimile or other forms of visible or other electronic communication by a majority of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form signed by one or more of the Committee.
- 14.10. Any Committee Member may participate in any meeting of the Committee and vote on any proposed resolution at a meeting of the Committee without being physically present. This may occur by means of electronic communication provided that notice of the meeting is given to all Committee Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Committee Member in this manner at a meeting shall constitute the presence of that Committee Member at the meeting.

15. **Reimbursement for Committee Members**

The Committee may by majority vote reimburse its Committee Members for their actual and reasonable expenses incurred in the conduct of the Society's business. Prior to doing so the Committee must establish a policy to be applied to any question of reimbursement.

16. **General Meetings**

16.1. **Annual General Meeting.**

The AGM shall be held annually no later than ten weeks after the end of the Financial Year at a time and venue to be determined by the Committee.

16.2. The purpose of the AGM shall be to:

- (a) Receive the President's Report for the past year.
- (b) Receive the reviewed statements of financial performance and financial position for the past year.
- (c) Appoint a suitably experienced person to perform the Annual Accounts Review for the ending year.
- (d) Elect the Officers of the Society for the ensuing year.
- (e) Consider any motion properly submitted as required by the Rules.
- (f) Transact general business (if any).

16.3. The secretary shall forward notice of the AGM to all Members at least 21 days before the AGM. The notice shall call for nominations of Committee Members.

- 16.4. Any nominations to the Committee can be submitted to the Secretary no later than five days prior to the General Meeting or nominated at a General Meeting and nomination confirmed by a majority vote of the. Members present.
- 16.5. The Secretary shall ensure a copy of reviewed statements of financial position shall be made available to all Members attending the AGM.
- 16.6. The Secretary will ensure an AGM agenda which includes notices of motion is included in the AGM notice as specified in Rule 16.3. In the case of urgent notices of motion the committee may by unanimous consent submit those notices of motion to the General Meeting by giving less than the notice specified in Rule 16.3.
- 16.7. **Special General Meeting**
- A SGM may be called at any time by a majority vote of the Committee or following a vote of not less than one third of the Associate and Supporters Members.
- 16.8. The Secretary shall give notice of the SGM to all Members not less than five days prior to the meeting.
- 16.9. THE SGM must be held within 30 days of a call for SGM under Rule 16.7.
17. **General Meeting Matters**
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- 17.1.1 A quorum a General Meeting shall be no less than five Members eligible to vote.
- 17.1.2 Voting Rights at General Meetings shall be held only by Ordinary Members (but not Life Members) who shall be entitled to one vote upon every motion.
- 17.1.3 Voting at General Meetings shall be by voices or upon request by an Ordinary Member by a show of hands or a secret ballot.
- 17.2. Proxy and postal voting shall not be permitted.
- 17.3. Where there is a deadlock on votes in an election at a General Meeting, the Chairperson shall call for another vote or ballot and, if that does not break the deadlock, then the Chairperson shall have a casting vote. In all other situations where there is a tie cast at a General Meeting the status quo shall prevail.
- 17.3.1 The Chairperson of a General Meeting shall be the President and in the absence of the President such other person as determined by majority vote of eligible voting members.
- 17.4. Attendance at a General Meeting is open to such persons as determined by the Committee and rights to attend may be granted with or without speaking rights provided that Members shall at all times be entitled to speak at the meeting.
- 17.5. Notices of General Meetings are deemed to be served if sent by the Secretary by the usual means of communication for communication sent to that. Member or person.
- 17.6. Full minutes shall be kept of all General Meetings and made available on request by members.
- 17.7. A Register of Attendance shall be signed by all Members attending and kept as a record of attendance at any General Meeting.

- 17.8. Any irregularity, error or omission in notices, agendas and relevant papers for General Meetings or the omission to give notice within the required time frame or the omission to give all Members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- (a) The Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
 - (b) A motion to proceed is put to the meeting and a majority of two thirds of votes cast is obtained in favour of the motion.
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- 17.11. [BLANK]
- 17.12. If a quorum is not present within 15 minutes of the notified commencement date for the General Meeting the General Meeting shall be deferred to a time, place and date within three weeks of the original date as advised by the Secretary. If no quorum is present within 15 minutes of notified commencement time of a deferred General Meeting then such numbers present at the deferred General Meeting shall be deemed to constitute a valid quorum.
- 18. Financial**
- 18.1. Unless otherwise determined by the Committee the financial year shall end on 31 March each year.
- 18.2. A suitably experienced person shall be appointed at each AGM to review the financial records for the ensuing year.
- 18.3. A statement of financial position and financial performance shall be reviewed each year and the reviewed statements and comments will be submitted to the AGM.
- 18.4. The Treasurer shall be responsible to the Committee for the receipt and banking of all monies received by the Society. All funds of the Society shall be paid into a bank account in the name of the Society and the bank account shall be operated in accordance with a policy determined by the Committee.
- 18.5. The Treasurer is to take all reasonable steps to deposit unused funds into a bank account which will earn the best return for the Society provided it does not in any way impede the operation of the Society and is accordance with the Objects and Rules of the Society.
- 18.6. The trustees of the Society's bank account(s) shall be the President, Secretary and the Treasurer. Any two of these persons may sign conjointly on the Society's account(s).
- 18.7. All monetary donations to the Society may only be expenses for the reason stated by the donor.
- 18.8. The common seal of the Society shall be in the custody of the Secretary and shall not be affixed to any instrument or document except by the authority of the Committee.

All accounts payable must be approved for payment by the Committee before payment is made.

19. Alteration of Rules

These Rules may only be altered, added to or rescinded. By a Special Resolution passed at a General Meeting.

- 19.1. No alteration, addition to or rescission of these rules shall be approved if it affects the non-profit status of the Society, personal benefit prohibition contained in rule 21.1(c) or the Liquidation Rules of the Society.

20. Regulations

The members of the Society in General Meeting or the Committee of the Society at any time may make such Regulations for the conduct of the Society as they shall determine but such Regulations may not conflict with these Rules. Regulations shall have full force as rules of the Society.

21. Liquidation

- 21.1. The Society shall be wound up as follows:

- (a) By a Special Resolution passed at a General Meeting.
- (b) Confirmation by a further Special Resolution of the first Special Resolution at a second General Meeting to be held not later than 30 days after the date on which the first Special Resolution was passed.
- (c) Upon liquidation of the Society the surplus assets available after the payment of all liabilities shall be applied to the benefit of any body or organisation which the Committee determines will further the Objects of the Society, but in no circumstances shall the assets be distributed among the members, nor shall the members have any beneficial interest in such assets.

22. Matters Not Provided for

In the event of any question arising which is not provided for in these Rules the question shall, subject to the provisions of the Incorporated Societies Act 1908, be decided by the Committee.