

Constitution of Aspire Badminton Club Incorporated



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Contents

Constitution	4
1. NAME OF ASSOCIATION	4
2. STATEMENT OF PURPOSE	4
3. POWERS	4
4. DEFINITIONS	5
5. ALTERATION OF THE CONSTITUTION	5
6. MEMBERSHIP	6
7. FEE AND SUBSCRIPTIONS	8
8. REGISTER OF MEMBERS	9
9. DISPUTES AND MEDIATION	10
10. DISCIPLINE	11
11. NOTICE OF GENERAL MEETINGS	12
12. ANNUAL GENERAL MEETINGS	13
13. SPECIAL GENERAL MEETINGS	13
14. SPECIAL BUSINESS	14
15. QUORUM AT GENERAL MEETINGS	15
16. PRESIDING AT GENERAL MEETINGS	15
17. ADJOURNMENT OF GENERAL MEETINGS	15
18. VOTING AT GENERAL MEETINGS	16
19. BALLOT AT GENERAL MEETINGS	16
20. PROXIES	16
21. POSTAL BALLOTS	17
22. THE BOARD	17
23. ELECTION OF BOARD MEMBERS	18
24. VACANCIES ON THE BOARD	19
25. OFFICE-BEARERS	20
26. MEETING OF THE BOARD	21
27. NOTICE OF BOARD MEETINGS	22
28. QUORUM FOR BOARD MEETINGS	22
29. PRESIDING AT BOARD MEETINGS	22
30. VOTING AT BOARD MEETINGS	23
31. CIRCULATING RESOLUTION	23
32. DISCLOSURE OF INTEREST	23
33. REMOVAL OF BOARD MEMBER	24
34. MINUTES OF MEETINGS	24

35.	SUB-COMMITTEES	25
36.	EXECUTIVE COMMITTEE	26
37.	INCOME AND PROPERTY OF THE CLUB	26
38.	FUNDS	27
39.	AUDITOR	28
40.	AUDIT OF ACCOUNTS	28
41.	BY-LAWS	29
42.	COMMON SEAL	29
43.	EXECUTION OF CONTRACT OR OTHER DOCUMENT BY SIGNATURE	29
44.	NOTICE TO MEMBERS	30
45.	CUSTODY AND INSPECTION OF BOOKS AND RECORDS	30
46.	WINDING UP	31

Constitution

1. NAME OF ASSOCIATION

- 1.1 The name of the Association is Aspire Badminton Club Incorporated (in this Constitution called "the Club").

2. STATEMENT OF PURPOSE

- 2.1 The basic objects of the Club are:
- (a) To promote, advance, foster and cultivate the games of badminton in the Canberra region;
 - (b) To promote public health and wellbeing by developing badminton as a preferred means of recreational fitness;
 - (c) To promote friendly relationships and foster goodwill among Members;
 - (d) at all times act on behalf of, and in the interest of, the Members and Badminton in the Canberra region;
 - (e) have regard to the public interest in its operations; and
 - (f) Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects and to enable Members to receive the benefits which these Objects are intended to achieve.

3. POWERS

- 3.1 Subject to the Act, the Club may do all things necessary or convenient for carrying out its objects or purposes.

The Club may

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on the terms and in the manner it considers appropriate;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf; and
- (g) enter into any other contract it considers necessary or desirable.

4. DEFINITIONS

- 4.1 In this Constitution, unless the contrary intention appears,
- (a) **'Act'** means the Associations Incorporation Act 1991;
 - (b) **'Association'** has the same meaning as in the Act;
 - (c) **'Ballot'** means voting conducted in written form (as opposed to a show of hands);
 - (d) **'Board'** means the Committee of Management of the Association;
 - (e) **'By-Laws'** means the By-Laws of the Aspire Badminton Club Incorporated;
 - (f) **'Club'** means the Association;
 - (g) **'Constitution'** means the constitution of the Aspire Badminton Club Incorporated;
 - (h) **'Financial year'** means each period of 12 months after the expiration of the previous financial year of the Club, commencing on 1 November and ending on the following 31 October;
 - (i) **'General Meeting'** means a general meeting of members convened in accordance with the Constitution, and includes a Special General Meeting and an Annual General Meeting;
 - (j) **'Special General Meeting'** means a General Meeting of the Club, other than an Annual General Meeting;
 - (k) A reference to a communication being **'in writing'** means a communication recorded and transmitted in ink on paper;
 - (l) **'Member'** means a member of the Club;
 - (m) **'Office-bearer'** means a person elected as an officer of the Club at an Annual General Meeting or appointed as an officer of the Club under this Constitution to fill a casual vacancy;
 - (n) **'Ordinary member of the Board'** means a member of the Board who is not an officer of the Club;

5. ALTERATION OF THE CONSTITUTION

- 5.1 This Constitution, and the statement of purposes of the Club, and the objects of the Club, must not be altered except if amended, repealed or added to by a special resolution carried at a General Meeting.

6. MEMBERSHIP

- 6.1 The membership of the Club consists of ordinary members, and any of the following classes of members:
- **Ordinary Member**
All Ordinary Members have voting rights and can stand for office.
 - **Junior Member**
Under 18 (cannot vote, cannot stand for office). A parent/guardian of a junior member is entitled to vote by proxy, cannot stand for office)
 - **Honorary Member**
Either appointed as an honorific reward for commendable service (can vote and stand for office)
 - **Provisional Member**
Someone who has applied for membership but not yet been processed (cannot vote or stand for office)
 - **Life Member**
Either appointed as an honour, or as paid for in advance, or both (can vote and stand for office)
 - **Gold Member**
Members of these classes pay extra and are entitled to extra privileges over and above ordinary members.
- 6.2 Members of specified classes of members shall be entitled to vote at General Meetings and stand for or be appointed to any of the offices of the Club. Each class of members shall be entitled to such other privileges as the Board determines from time to time *as set out in the By-Laws*.
- 6.3 A person who is not a member of the Club must not be admitted to membership unless –
- (a) they apply for membership; and
 - (b) they support the objects of the Club; and
 - (c) their admission as a member is approved by the Board.
- 6.4 An application of a person for membership of the Club must –
- (a) be made in writing or electronically in the form set out in the By-laws; and
 - (b) be signed or electronically identified by the applicant; and
 - (c) specify the class of membership to which the member seeks admission; and
 - (d) be lodged with the Secretary of the Club.
- 6.5 The Secretary must refer the application to the Board within 14 days of receiving the application.
- 6.6 When an application is referred to the Board, the Board must by majority vote determine at that meeting or the next whether to approve or reject the application.
- 6.7 If the Board takes a decision on an application for membership, the Secretary must, as soon as practicable –

- (a) notify the applicant in writing or electronically of the approval or rejection of the application for membership, whichever is applicable; and
 - (b) if the Board approved the nomination, request payment within 28 days after receipt of the notification of the sum payable as the annual membership fee.
- 6.8 The Secretary must, within 28 days after receipt of the amounts referred to in subclause 6.7 within the period mentioned in that sub-section, enter the applicant's name in the Register of Members.
- 6.9 An applicant for membership becomes a member of a particular class and is entitled to exercise the rights of membership of that class when his or her name is entered in the Register of Members (except that a member is not eligible to vote until 10 working days after his or her application has been accepted) and ceases to be a member of the Club when his or her name is removed from the Register of Members.
- 6.10 No person can be exempted from the obligation to pay the membership fee for membership of the Club, unless the person is of a class specified in the Constitution and the admission or exemption is in accordance with the Constitution.
- 6.11 If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 6.12 An applicant whose application for membership of the Club is rejected under sub clause 6.11 must, if they wish to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date they are advised of the rejection.
- 6.13 When notice is given under sub-clause 6.12, the Club, in a General Meeting no later than the next Annual General Meeting, must either confirm or set aside the decision of the Board to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Club in the General Meeting.
- 6.14 A person ceases to be a member of the Club if the person –
 - (a) dies; or
 - (b) resigns from membership of the Club by giving written notice; or
 - (c) is expelled from the Club; or
 - (d) fails to renew membership of the Club by paying the annual membership fee within 2 months after the fee is due, unless the Board decides otherwise; or
 - (e) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors or makes an assignment of his or her estate for their benefit; or
 - (f) becomes a represented person within the meaning of the Guardianship and Administration Act 1986; or
 - (g) becomes, if the Board so decides at its absolute discretion, an untraceable member, having been unable to be contacted at his or her registered address for a period of 3 months.

- 6.15 A member of the Club who has paid all moneys due and payable by a member to the Club may resign from the Club by giving one month's notice in writing to the Secretary of his or her intention to resign.
- 6.16 After the expiry of the period referred to in sub-clause 6.15
- (a) the member ceases to be a member; and
 - (b) the Secretary must record in the Register of Members the date on which the member ceased to be a member.
- 6.17 A member is not entitled to resign from membership of the Club except in accordance with this section.
- 6.18 A right, privilege, or obligation of a person by reason of membership of the Club –
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership, whether by death or resignation or otherwise.
- 6.19 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 regarding membership of the Club.
- 6.20 A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under the Act was made.
- 6.21 A person is taken to be a member of the association if the person was:
- (i) in the case of an unincorporated body that is registered as the association, a member of that unincorporated body immediately before the registration of the association; or
 - (ii) in the case of an association that is amalgamated to form the relevant association, a member of that other association immediately before the amalgamation; or
 - (iii) in the case of a registrable corporation that is registered as an association, a member of the registrable corporation immediately before that entity was registered as an association.

7. FEE AND SUBSCRIPTIONS

- 7.1 The annual membership fee for each ordinary membership and for each other class of membership (if any) is the relevant amount set out in the By-laws.
- 7.2 The annual membership fee is payable in advance on or before 1 January in each year or, if a person becomes a member on or after 1 January in any calendar year, before 1 January in each succeeding calendar year.
- 7.3 The Board may, at its discretion, waive all or part of the membership fee for any member who, in its opinion, is in disadvantaged or necessitous circumstances.

- 7.4 If a member fails to pay his or her membership fee after it has become due, the Secretary must give notice in writing to the member advising that:
- the amount remains outstanding; and
 - failure to pay the outstanding amount within 2 months after the date of the notice will result in that Member being deemed to have resigned from the Association in accordance with sub-clause 6.14(d).

8. REGISTER OF MEMBERS

- 8.1 The Secretary must keep and maintain a Register of Members containing –
- (a) the full name of the member;
 - (b) the postal or residential address of the member;
 - (c) if applicable, the email address of the member;
 - (d) the date of admission as a member;
 - (e) the class of membership to which the member belongs;
 - (d) the date the person ceased to be a member;
 - (e) details of, and reasons for, any termination or reinstatement of membership;
 - (f) any other particulars that the Board (or the members at a General Meeting) decide.
- 8.2 The Register of Members must be kept:
- (a) at the main premises of the Club; or
 - (b) if the Club has no premises, at the Club's official address; or
 - (c) at such other place as the members at a General Meeting decide.
- 8.3 The Register must be available for inspection in business hours free of charge by any Member upon request to the Secretary, provided they have given reasonable notice.
- 8.4 A member may make a copy of, or take an extract from, the Register, but shall have no right to remove the Register for that purpose, except by arrangement with the Secretary.
- 8.5 A member of the Club may obtain from the Secretary a copy of any part of the Register on payment of a fee to cover printing and administrative costs, as set out in the By-laws.
- 8.6 A member may ask that any information contained on the Register about them (other than the member's name) not be available for inspection by other members, and if the Board has reasonable grounds for believing the disclosure of the information would put the member at risk of harm, that information must not be made available for inspection.
- 8.7 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.

8.8 A member of the Club must not –

- (a) use information obtained from the Register of Members of the Club to contact, or send material to, another member of the Club for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Club for the purpose of advertising for political, religious, charitable or commercial purposes.

8.9 Sub-clause 8.8 does not apply if the use or disclosure of the information is approved by the Board.

9. DISPUTES AND MEDIATION

9.1 The grievance procedure set out in this rule applies to disputes between –

- (a) a member and another member (in their capacity as members); or
- (b) a Member and the Club; or
- (c) (if the Club provides services to non-members) those non-members who receive services from the Club, and the Club.

9.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

9.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

9.4 The mediator must be-

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement –
 - (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Club; or
 - (ii) in the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Conflict Resolution Service.

9.5 A member of the Club can be a mediator.

9.6 The mediator cannot be a member who is a party to the dispute.

- 9.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 9.8 The mediator, in conducting the mediation, must –
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 9.9 The mediator must not determine the dispute.
- 9.10 The mediation must be confidential and without prejudice.
- 9.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- 9.12 This rule does not affect the operation of clause 10, Discipline.

10. DISCIPLINE

- 10.1 A complaint to the Board may be made by any person that a member of the Club:
- (a) has refused or neglected to comply with a provision or provisions of this Constitution, or of the By-laws; or
 - (b) has persistently and wilfully acted in a manner injurious or prejudicial to the interests of the Club; or
 - (c) has been guilty of conduct unbecoming a member; or
 - (d) has been convicted of an indictable offence
- 10.2 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 10.3 If the Board decides to deal with the complaint, the Board:
- (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 Board in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- 10.4 The Board may, by resolution, suspend or expel the member from the Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 10.5 If, at the meeting of the Board, the Board resolves to suspend or expel the member, the Member may, not later than 48 hours after being notified of that resolution, give

the Secretary a notice to the effect that they wish to appeal to the Club in a General Meeting against the resolution.

- 10.6 If the Secretary receives a notice under subclause 10.5, they must notify the Board and the Board must convene a General Meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.
- 10.7 Any member appealing to the Club must be given by the Secretary no fewer than 7 days notice of the date, place and time of the General Meeting convened under subclause 10.6.
- 10.8 At a General Meeting of the Club convened under subclause 10.6 –
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 10.9 A resolution is confirmed if, at the General Meeting, a majority of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.
- 10.10 The Board's decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member, except that if the member appeals to the Club, the member is not suspended or does not cease to be a member until the decision of the Board to suspend or expel him or her is confirmed by a resolution of the Members.
- 10.11 If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.
- 10.12 A member of an incorporated association who is the subject of a disciplinary procedure must not initiate a grievance procedure in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.

11. NOTICE OF GENERAL MEETINGS

- 11.1 The Secretary of the Club, at least 14 days, or, if a special resolution has been proposed, at least 21 days, before the date fixed for holding a General Meeting of the Club, must cause to be sent to each member of the Club, as specified in clause 44, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 11.2 No business other than that set out in the notice convening the meeting may be conducted at the General Meeting.

- 11.3 A member intending to bring any business before a meeting may notify the Secretary of that business in writing, or by electronic transmission, and the Secretary must include that business in the next notice calling a General Meeting.
- 11.4 The accidental omission to give notice of a meeting to any member, or the non-receipt of notice of meeting by any member, shall not invalidate any proceedings or resolutions at any meeting of the Club or any Board thereof.
- 11.5 At least 14 days before the day on which a General Meeting of the Club is to be held, the Club is to publish on its website a notice specifying –
 - (a) the place, day and time at which the meeting is to be held; and
 - (b) the nature of the business that is to be transacted at the meeting.

12. ANNUAL GENERAL MEETINGS

- 12.1 The Club must, at least once in each calendar year and within 3 months after the end of each financial year of the Club, call an Annual General Meeting of its members.
- 12.2 An Annual General Meeting is to be in addition to any other General Meeting that may be held in the same year.
- 12.3 Subject to subclauses 12.1 and 12.2, the Board may determine the date, time and place of the Annual General Meeting of the Club.
- 12.4 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- 12.5 The ordinary business of the Annual General Meeting shall be –
 - (a) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and
 - (b) to receive from the Board reports upon the transactions of the Club during the preceding financial year; and
 - (c) to elect the ordinary members of the Board.
- 12.6 The Annual General Meeting may conduct any special business of which notice has been given in accordance with this Constitution.
- 12.7 All members of the Club are entitled to attend the Annual General Meeting. Any other person may be admitted to the meeting if the Chair so decides.

13. SPECIAL GENERAL MEETINGS

- 13.1 In addition to the Annual General Meeting, other General Meetings may be held in the same year.
- 13.2 All General Meetings other than the Annual General Meeting are Special General Meetings.

- 13.3 The Board may, whenever it thinks fit, convene a Special General Meeting of the Club.
- 13.4 The Board must, on the request in writing of 15 members, or members representing not less than 10% of the total number of members, whichever is the greater, convene a special general meeting of the Club.
- 13.5 The request for a Special General Meeting must –
- (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of 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.
- 13.6 If the Board does not cause a Special General Meeting to be held within 1 month after the date on which the request is sent to the address of the Secretary, any of the Members making the request may convene a Special General Meeting to be held not later than 3 months after that date.
- 13.7 If a Special General Meeting is convened by members in accordance with sub-clause 13.6, it must be convened in the same manner, as far as possible, as a meeting convened by the Board, and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Club to the persons incurring the expenses.
- 13.8 The Club may hold its Special General Meetings, or permit members to take part in its Special General Meetings, by using any technology that allows members to clearly and simultaneously communicate with each other participating member.
- 13.9 A member of the Club who participates in a Special General Meeting in a manner permitted under subclause 13.8 is taken to be present at the meeting and, if the person votes at the meeting, is taken to have voted in person.
- 13.10 All members of the Club are entitled to attend any Special General Meeting. Any other person may be admitted to the meeting if the Chair so decides.

14. SPECIAL BUSINESS

- 14.1 All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the Constitution as ordinary business of the Annual General Meeting, is deemed to be special business.
- 14.2 Any proposals for changes to the Club song, the Club logo, or the Club colours shall be treated as special business.

15. QUORUM AT GENERAL MEETINGS

- 15.1 No item of business may be conducted at a General Meeting unless a quorum of members, entitled under this Constitution to vote, is present at the time when the meeting is considering that item.
- 15.2 A member may take part and vote in a General Meeting in person or by proxy.
- 15.3 A member may take part and vote in a General Meeting by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 15.4 12 members present (who are themselves entitled under this Constitution to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting.
- 15.5 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present –
 - (i) in the case of a meeting convened upon the request of Members, the meeting must be dissolved; and
 - (ii) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 15.6 If, at the adjourned meeting, the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not fewer than 6) shall be a quorum.

16. PRESIDING AT GENERAL MEETINGS

- 16.1 The President, or in the President's absence, the Vice-President, shall preside as Chair at each General Meeting of the Club.
- 16.2 If the President and the Vice-President are absent from a General Meeting, or are unable to preside, or decline to preside, the Members present must elect one of their number to preside as Chair.

17. ADJOURNMENT OF GENERAL MEETINGS

- 17.1 The Chair may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
- 17.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 17.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given to members in accordance with clause 11.

- 17.4 Except as provided in sub-clause 17.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

18. VOTING AT GENERAL MEETINGS

- 18.1 Upon any question arising at a General Meeting of the Club, a member has 1 vote only.
- 18.2 All votes must be given by persons attending or by proxy.
- 18.3 Where votes for and against a motion (other than a special resolution) are equal, the question is decided in the negative.
In the case of a special resolution, a motion is carried only if at least 3/4 of the votes are cast for the motion.
- 18.4 A member is not entitled to vote at a General Meeting unless all moneys due and payable by the member to the Club have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- 18.5 The members of the Club entitled to vote at any meeting of the Club do not include the following classes of Members:
- Junior Members
 - Provisional Members
- 18.6 The method of voting at General Meetings is to be decided by the Board and published in the By-laws.

19. BALLOT AT GENERAL MEETINGS

- 19.1 If at a General Meeting a ballot on any question is demanded by not less than 5 members present in person or by proxy, or by twenty percent of the members present, whichever is the greater, it must be taken at that meeting in such manner as the Chair may direct, and the resolution of the ballot shall be deemed to be a resolution of the meeting on that question.
- 19.2 If a ballot is held, the Chair must appoint two members to conduct the ballot in the way the Chair decides.

20. PROXIES

- 20.1 Each member is entitled to appoint another member as a proxy of the appointing member to attend and vote on behalf of the appointing member at any General Meeting by written notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 20.2 No person can hold more than 5 proxies or proxies representing more than 5% of the membership, whichever is the lesser.
- 20.3 The notice appointing the proxy must be in the form set out in the By-laws.
- 20.4 The form appointing a proxy must be signed by the appointor.

- 20.5 Proxies count in calculating the number required to call for a secret ballot, and the number required to pass a motion, but not in calculating the number required for a quorum.
- 20.6 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 20.7 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the form set out in the By-laws.

21. POSTAL BALLOTS

- 21.1 The Club may hold a postal ballot to determine any issue or proposal (other than an appeal under the disciplinary provisions).
- 21.2 A postal ballot is to be conducted as the Board shall direct.
- 21.3 Ballot papers may be distributed to all members, and members may respond,
- through the post; or
 - where applicable, by fax; or
 - where applicable, through scanning and emailing the document.

22. THE BOARD

- 22.1 The affairs of the Club shall be managed and controlled by a Board which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the objects of the Club, and are not by the Act or by this Constitution required to be done by the Club in a General Meeting.
- 22.2 Subject to the Act and the Regulations, the Board shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the association on which this Constitution are silent.
- 22.3 The Board shall consist of not more than 7 nor fewer than 3 members, elected to the Board as set out in sub-clause 23.12 or appointed to fill casual vacancies as set out in subclause 23.9.
- 22.4 A Board member must be
- i. a member of one of the classes of Club member permitted under sub clause 6.2 to stand for election to the Board;
 - ii. 18 years or over.
- 22.5 An act performed by the Board, a sub-committee, or a person acting as a member of the Board is taken to have been validly performed, even if the act was performed when
- a) there was a defect in the appointment of a member of the Board or sub-committee; or

- b) a Board member or sub-committee member was disqualified from being a member.

23. ELECTION OF BOARD MEMBERS

- 23.1 All members of the Board shall be elected as ordinary members. The Board will elect office-bearers from among its number.
- 23.2 All nominations of candidates for election to the Board must be –
 - (a) made in writing, signed by two members of the Club, and accompanied by the written consent of the candidate; and
 - (b) delivered to the Secretary of the Club not less than 14 days before the date fixed for the holding of the Annual General Meeting, except that a retiring Board member shall be eligible to stand for re-election without nomination.
- 23.3 A person may be a candidate for the Board only if the person –
 - (a) is over the age of 18; and
 - (b) is a member of one of the classes of Members of the Club entitled to stand for office under subclause 6.2.
- 23.4 A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be
 - (a) posted in a conspicuous place in the office or usual place of meeting of the Club for at least 7 days immediately preceding the Annual General Meeting; and
 - (b) posted on the Club's website for at least 7 days immediately preceding the Annual General Meeting.
- 23.5 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received from the floor at the Annual General Meeting.
- 23.6 If the number of nominations received is equal to the number of vacancies to be filled at the Annual General Meeting, the persons nominated shall be deemed to be elected.
- 23.7 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held at the Annual General Meeting.
- 23.8 Each Member of the Club present in person or by proxy and eligible to vote at the Annual General Meeting may vote for one candidate for each vacant position on the Board.
- 23.9 The ballot must be conducted in a manner determined from time to time by resolution at a General Meeting and recorded in the By-laws.

- 23.10 If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and may be filled by the new Board in accordance with this Constitution as in sub-clause 23.19.
- 23.11 The members chosen by ballot must be declared by the Chair to be duly elected as members of the Board.
- 23.12 A person who is eligible for election or re-election under this clause may:
- (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- 23.13 At the first General Meeting after the adoption of two-year terms the members elected to the Board shall be divided into two groups.
- 23.14 The groups:
- (a) shall be determined by drawing lots; and
 - (b) shall be as nearly as practicable equal in number; and
 - (c) shall be designated as group one and group two.
- 23.15 Unless otherwise disqualified, the members of the Board:
- (a) in group one shall hold office for 1 year, and
 - (b) in group two shall hold office for 2 years.
- 23.16 At each subsequent General Meeting the number of the members required to fill vacancies on the Board shall be elected and shall, unless otherwise disqualified, hold office for 2 years.
- 23.17 Each ordinary member of the Board shall hold office, unless otherwise disqualified, until the conclusion of the Annual General Meeting occurring in the second year after the date of their election, but shall be eligible to stand for re-election.
- 23.18 In the event of a casual vacancy occurring in the office of an ordinary member of the Board, the Board may appoint any member of the Club to fill the vacancy and the member appointed shall hold office, unless otherwise disqualified, until the conclusion of the Annual General Meeting next following the date of the appointment.
- 23.19 The vacancy caused by the conclusion of the term of a Board member appointed to fill a casual vacancy shall be filled by election at the Annual General Meeting. The person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person whose retirement initially caused the casual vacancy.
- 23.20 Records must be kept of the names of members voting at any election of members.

24. VACANCIES ON THE BOARD

- 24.1 An office-bearer's position, or that of an ordinary member of the Board, becomes vacant if the officer or Member –
- (a) ceases to be a Member of the Club; or

- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors or makes an assignment of his or her estate for their benefit; or
- (c) resigns from office by notice in writing to the Secretary; or
- (d) is removed from office under clause 33; or
- (e) becomes a represented person within the meaning of the Guardianship and Administration Act 1986; or
- (f) is disqualified from office under the Act; or
- (g) is absent without the consent of the Board from all meetings of the Board held during a period of 6 months; or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
- (i) ceases to reside in Australia.

24.2 A member of the Board may resign from the Board by giving written notice of resignation to the Secretary.

24.3 The resignation takes effect at –

- (a) the time the notice is received by the Secretary; or
- (b) if a later time is stated in the notice, the later time.

24.4 The continuing members of the Board may act despite a casual vacancy on the Board.

24.5 However, if the number of Board members is less than the number fixed under clause 28 as a quorum of the Board, the continuing members may act only to –

- (a) increase the number of Board members to the number required for a quorum; or
- (b) call a general meeting of the Club.

25. OFFICE-BEARERS

25.1 The Office-bearers of the Club shall be-

- (a) President;
- (b) Vice-President;
- (c) Treasurer; and
- (d) Secretary.

25.2 At the first Board meeting after the election of ordinary members of the Board at the Annual General Meeting the Board shall elect a President.

25.3 With the President serving as Chair, the Board shall then proceed to elect a Vice-President, a Treasurer, and a Secretary.

- 25.4 The Secretary shall serve as the Club's Public Officer.
- 25.5 Unless otherwise disqualified, each Office-bearer of the Club shall hold office until the conclusion of the Annual General Meeting next after the date of his or her election but is eligible for re-election.
- 25.6 In the event of a casual vacancy in any office referred to in sub-clause 26.1, the Board may appoint one of its members to the vacant office and the member appointed may continue in office until the conclusion of the Annual General Meeting next following the date of the appointment.
- 25.7 Retiring Office-bearers may stand for re-election, but must not serve in the same office for more than 3 consecutive terms.
- 25.8 Except where prescribed in the Act, the duties of the Office-bearers shall be as laid down in the By-laws.
- 25.9 No person shall hold more than one office at the same time, except where the Vice-President may also be the Secretary.

26. MEETING OF THE BOARD

- 26.1 Subject to the other provisions of this Constitution, the Board may meet and conduct its proceedings in accordance with standing orders laid down in the By-laws.
- 26.2 The Board may hold meetings or permit members of the Board to participate in its meetings, by using any technology that allows members to clearly and simultaneously communicate with each other participating member.
- 26.3 The Board must meet at least 3 times in each year at such place and such times as the Board may determine.
- 26.4 Additional meetings of the Board may be convened by the Chair or by at least 1/3 of the members of the Board.
- 26.5 If the Secretary receives a written request signed by at least 1/3 of the members of the Board, the Secretary must call a meeting of the Board by giving each member of the Board notice of the meeting within 7 days after the Secretary receives the request.
- 26.6 If the Secretary is unable or unwilling to call the meeting, the Chair must call the meeting.
- 26.7 A request for a Board meeting under subclause 26.5 must state –
 - (a) why the meeting is to be called; and
 - (b) the business to be conducted at the meeting.
- 26.8 A notice of a Board meeting called under subclause 26.5 must state –
 - (a) the date, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.

- 26.9 A meeting of the Board must be held within 14 days after notice of the meeting is given to the members of the Board.

27. NOTICE OF BOARD MEETINGS

- 27.1 Notice of each Board meeting must be given to each member of the Board at least 3 business days before the date of the meeting.
- 27.2 Written notice of each Board meeting is to be served on each member of the Board by –
- (a) giving it to the member during business hours at least 3 business days before the day on which the meeting is to be held; or
 - (b) leaving it, during business hours at least 3 business days before the day on which the meeting is to be held, at the member's postal or residential address, or place or address of business or employment last known to the server of the notice; or
 - (c) sending it by post to the person's postal or residential address or address of business or employment last known to the server of the notice in sufficient time for it to be delivered to that address in the ordinary course of post at least 3 business days before the day on which the meeting is to be held; or
 - (d) faxing it to the member's fax number at least 3 business days before the day on which the meeting is to be held; or
 - (e) emailing it to the member's email address at least 3 business days before the day on which the meeting is to be held.

28. QUORUM FOR BOARD MEETINGS

- 28.1 Any 3 Members of the Board constitute a quorum for the conduct of the business of a meeting of the Board.
- 28.2 A Board member who participates in the meeting as described in subclause 26.2 is taken to be present at the meeting.
- 28.3 No business may be conducted unless a quorum is present.
- 28.4 If, within half an hour of the time appointed for the Board meeting, a quorum is not present, the meeting shall stand adjourned to the same place and the same time and day in the following week.

29. PRESIDING AT BOARD MEETINGS

At meetings of the Board –

- (a) the President or, in the President's absence, the Vice-President presides as Chair; or
- (b) if the President and the Vice-President are absent, or are unable to, or decline to, preside, the members present must choose one of their number to preside.

30. VOTING AT BOARD MEETINGS

- 30.1 Questions arising at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board, shall be determined by a majority of votes on a show of hands or, if a member requests, by a ballot taken in such manner as the person presiding at that meeting may determine.
- 30.2 Each member present at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board (including the person presiding at the meeting), is entitled to one vote.
- 30.3 Any act done, or purporting to have been done, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

31. CIRCULATING RESOLUTION

- 31.1 The Board may pass a valid resolution without a Board meeting being held if a majority of the Board members entitled to vote on the resolution cast their vote either in favour of or against that motion.

Voting intention must be provided in writing (this may include a facsimile transmission or an email from the email account registered for that Board member with the Secretary). If no majority decision is possible, the resolution lapses.
- 31.2 Board members who do not support the resolution must indicate this on the document and sign as above.

Separate copies of a document may be used for signing by Board members if the wording of the resolution and statement is identical in each copy.

Hard copies showing the voting intentions of every Board member who has voted on the resolution must be kept with the Club's minutes.
- 31.3 A circulating resolution is deemed to have passed on the day and time when the document was signed by the member whose signature achieves a majority.

Every resolution passed must be entered in the minutes of the next meeting of the Board as soon as practicable.

32. DISCLOSURE OF INTEREST

- 32.1 A Board member who has a material personal interest in a contract, or proposed contract, made by, or in the contemplation of, the Club must disclose the nature and extent of the interest to the Board in accordance with Section 65 of the Act.
- 32.2 A Board member having a material personal interest in a matter that is being considered at a Board meeting must not be present for any deliberations and must not vote on any motion of the Board with respect to that matter.
- 32.3 Subclauses 32.1 and 32.2 do not apply where

- (a) that material personal interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the Club is established; or
 - (b) that material personal interest exists only by virtue of the fact that the member of the Board is an employee of the Club; or
 - (c) the member of the Board has that material personal interest in common with all or a substantial proportion of the members of the incorporated association.
- 32.4 If there are not enough Board members to form a quorum to consider a matter because of subclause 32.2, one or more Board members (including those who have a material personal interest in the matter) may call a Special General Meeting and the Special General Meeting may pass a resolution to deal with the matter.
- 32.5 The Secretary must record the disclosure in the minutes of the meeting of the Board at which it is made.
- 32.6 The Chair must ensure a Board member who has a direct or indirect material personal interest in a contract, or proposed contract, complies with the Act.
- 32.7 If, at a meeting of the Board or a sub-committee, a member of the Board or sub-committee votes in respect of any matter in which the member has a material personal interest, that vote is not to be counted.

33. REMOVAL OF BOARD MEMBER

- 33.1 The Club in a General Meeting may as it sees fit, by resolution, remove any member of the Board before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- 33.2 A Board member has no right of appeal against the member's removal from office under this rule.
- 33.3 A member who is the subject of a proposed resolution referred to in subclause 33.1 may make representations in writing to the Secretary or Chair of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- 33.4 The Secretary or the Chair may give a copy of the representations to each member of the Club or, if they are not so given, the member is entitled to require that they be read out at the meeting.

34. MINUTES OF MEETINGS

- 34.1 The Secretary of the Club must keep proper minutes of the resolutions and proceedings of each General Meeting, and each Board meeting, and a record of the names of persons present at Board meetings, and must enter these within 1 month after the relevant meeting in minute books kept for the purpose.

- 34.2 The minutes kept pursuant to this rule must be confirmed by a resolution passed by the members of the Club or the members of the Board (as relevant) at a subsequent meeting.
- 34.3 The Chair must ensure that the minutes taken of a General Meeting or Board meeting under subclause 34.1 are checked and signed as correct by the Chair of the meeting to which those minutes relate, or by the Chair of the next succeeding General Meeting or Board meeting, as the case requires.
- 34.4 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that –
- (a) the General Meeting or Board meeting to which they relate was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at that meeting; and
 - (c) all appointments or elections purporting to have been made at that meeting have been validly made.
- 34.5 If asked by a member of the Club, the Secretary must, within 28 days after the request is made –
- (a) make the minute book for a particular General Meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.
- 34.5 The Club may require the member to pay the reasonable costs of providing copies of the minutes.

35. SUB-COMMITTEES

- 35.1 The Board may, in writing, delegate to one or more sub-committees the exercise of specified functions of the Board, other than –
- a) this power of delegation; and
 - b) any function imposed on the Board by the Act, by any other applicable law, or by resolution of the Club in general meeting.
- 35.2 The Board may co-opt any person as a member of a sub-committee, whether or not the person is a member of the Club. That person shall have no vote either on the Board or at any General Meeting.
- 35.3 A delegation under this section may be made subject to any conditions or limitations that the Board imposes.
- 35.4 Despite any delegation under this section, the Board may continue to exercise any function delegated.
- 35.5 Any act done by a sub-committee acting in the exercise of a delegation under this section has the same effect as it would have if it had been done by the Board.

- 35.6 The Board may, in writing, revoke wholly or in part any delegation under this section.
- 35.7 Subject to any directions from the Board, any sub-committee may meet and adjourn as it considers appropriate.
- 35.8 Subject to any directions from the Board, a sub-committee may elect a Chair of its meetings.
- 35.9 A question arising at a sub-committee meeting is to be decided by a majority vote of the members present at the meeting. If the votes are equal, the question is decided in the negative.

36. EXECUTIVE COMMITTEE

- 36.1 The President, the Vice-President, the Treasurer and the Secretary constitute the Executive Committee.
- 36.2 During the period between meetings of the Board, the Executive Committee may issue instructions to the Public Officer and servants of the Club in matters of urgency connected with the management of the affairs of the Club.
- 36.3 The Executive Committee is to report on any instructions issued under subclause 36.2 to the next meeting of the Board.

37. INCOME AND PROPERTY OF THE CLUB

- 37.1 No portion of the income or property of the Club is to be paid or transferred to any member of the Club unless the payment or transfer is made in accordance with this rule.
- 37.2 The Club may –
 - (a) pay a servant or member of the Club –
 - i. remuneration in return for services rendered to the Club, or for goods supplied to the Club, in the ordinary course of business of the servant or member; or
 - ii. remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the servant or member for any of the objects or purposes of the Club; or
 - iii. interest at a reasonable rate on money lent to the Club by the servant or member; or
 - iv. a reasonable amount by way of rent for premises, or a part of premises, let to the Club by the servant or member; and
 - (b) pay a member of the Board remuneration in return for carrying out the functions of a member of the Board; and
 - (c) pay a member of a sub-committee remuneration in return for carrying out the functions of a member of the sub-committee; and

- (d) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the Club to an office in that other association, organisation or body.
- 37.3 Despite sub-clause 37.3 (a), (b) and (c), the Club is not to pay a person any amount under that sub-clause unless the Club or Board has first approved that payment.
- 37.4 Despite sub-clause 37.3 (d), the Club is not to appoint or nominate a member of the Club under that sub-clause to an office in respect of which remuneration is payable unless the Club or Board has first approved –
 - (a) that appointment or nomination; and
 - (b) the receipt of that remuneration by that member.

38. FUNDS

- 38.1 The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- 38.2 The Treasurer of the Club must –
 - (a) collect and receive all moneys due to the Club and make all payments authorised by the Club; and
 - (b) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.

The Treasurer may delegate the execution of these duties to any suitable person but must retain responsibility for their performance.
- 38.3 All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's financial institution account.
- 38.4 The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 38.5 A payment is not to be drawn on the Club's account except for the purpose of making a payment that has been authorised by the Board.
- 38.6 Except with the authority of the Board, a payment of an amount exceeding that laid down in the By-laws is not to be made from the funds of the Club otherwise than by cheque drawn on the Club's account or by electronic funds transfer from the Club's account.
- 38.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- 38.8 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of an amount exceeding that laid down in the By-laws must be signed by two members of the Board authorised to do so by the Board.

All electronic banking procedures must also be approved by two members of the Board authorised to do so by the Board.

- 38.9 With the approval of the Board, the Treasurer may maintain a petty cash account system provided that all money paid from or into the petty cash account is accurately recorded at the time of the transaction, subject to any conditions the Board may impose.
- 38.10 The funds of the Club shall be derived from joining fees, annual subscriptions, donations and, subject to any resolution passed by the Club in General Meeting and subject to the Act, such other sources as the Board determines.
- 38.11 All expenditure must be approved by or ratified by the Board.

39. AUDITOR

- 39.1 At each Annual General Meeting, the members of the Club present at the meeting are to appoint a person meeting the requirements of the Act as the auditor of the Club.
- 39.2 If an auditor is not appointed at an Annual General Meeting under subclause 39.1, the Board is to appoint a person as the auditor of the Club as soon as practicable after that Annual General Meeting.
- 39.3 The auditor is to hold office until the next Annual General Meeting and is eligible for re-appointment.
- 39.4 Except as provided in subclause 39.5, the auditor, once appointed, may only be removed from office by a special resolution at a General Meeting.
- 39.5 If a casual vacancy occurs in the office of auditor, the Board is to appoint a person to fill the vacancy until the next Annual General Meeting.

40. AUDIT OF ACCOUNTS

- 40.1 The auditor is to audit the financial affairs of the Club at least once in each financial year of the Club.
- 40.2 The auditor, after auditing the financial affairs of the Club for a particular financial year of the Club, is to –
- (a) certify as to the correctness of the accounts of the Club; and
 - (b) at the next Annual General Meeting, provide a written report to the members of the Club present at that meeting.
- 40.3 In the report and in certifying to the accounts, the auditor is to –
- (a) specify the information, if any, that he or she has required and obtained under sub-clause 40.4; and
 - (b) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Club according to the information at his or her disposal; and

- (c) state whether the rules relating to the administration of the funds of the Club have been observed.

40.4 The Treasurer of the Club is to deliver to the auditor a list of all the accounting records, books and accounts of the Club.

40.5 The auditor may –

- (a) have access to the accounting records, books and accounts of the Club; and
- (b) require from any servant of the Club any information the auditor considers necessary for the performance of his or her duties; and
- (c) employ any person to assist in auditing the financial affairs of the Club; and
- (d) examine any member of the Board, or any servant of the Club, in relation to the accounting records, books and accounts of the Club.

41. BY-LAWS

41.1 The Board may make, amend or repeal By-laws, not inconsistent with this Constitution, for the internal management of the Club.

41.2 By-laws must be made available in writing to members on request, and must be posted on the Club's website.

41.3 Any By-law may be set aside by a vote of members at a General Meeting of the Club.

42. COMMON SEAL

42.1 The Common Seal of the Club is to be in the form of a rubber stamp inscribed in legible characters with the name of the Club encircling the word 'Seal'.

42.2 The Common Seal of the Club must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

42.3 The Common Seal must not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal must be attested by the signatures of two members of the Board.

42.4 If a sealed instrument has been attested under sub-rule 42.3, it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Board.

42.5 Every use of the Common Seal shall be recorded in the minute book of the Club.

43. EXECUTION OF CONTRACT OR OTHER DOCUMENT BY SIGNATURE

The Club may execute a contract or other document if the contract or document is signed by two members of the Board.

44. NOTICE TO MEMBERS

Any notice that is required to be given to a member, by or on behalf of the Club, under this Constitution may be given by –

- delivering the notice to the member personally; or
- sending it by pre-paid post addressed to the member at that member's address shown in the Register of Members; or
- facsimile transmission; or
- electronic transmission.

The Board shall decide in which of the methods above the notice must be given.

However, notice of the following meetings must be given in writing –

- (a) a meeting called to hear and decide the appeal of a person against the Board's decision –
 - (i) to reject the person's application for membership of the Club; or
 - (ii) to terminate the person's membership of the Club;
- (b) a meeting called to hear and decide a proposed special resolution of the Club.

45. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

45.1 Members (other than the board) may not have access to the financial records, books, securities and any other document of the Association, including minutes of committee meetings, unless otherwise permitted by law or the Committee.

45.2 Members may on request inspect:

- i. the register of members;
- ii. the minutes of general meetings;

45.3 The Secretary may refuse to allow a member to inspect the register of members if permitted by the Act.

45.4 Members must not:

- i. use information obtained about another person from the register of members to contact or send materials to the other person; or
- ii. disclose information obtained about a person from the register of members knowing that the information is likely to be used to contact or send materials to the other person; unless the purpose for which the information is used or disclosed is otherwise expressly permitted by law.

45.5 The Secretary must post on the Club's website

- a) the Constitution and By-laws of the Club;
 - (i) If the Association provides access to these Rules and By-Laws on the Association's website, the Committee shall be deemed to have

allowed a member to inspect and copy these Rules, unless the member informs the Association that he or she is unable to access the Rules on the website.

b) minutes of General Meetings of the Club

45.6 A member must be given a copy of these Rules and minutes of general meetings within 1 month of the Association receiving a request by the member and the member paying any fee prescribed by the Committee as set out in the By-Laws.

45.7 Any Office-bearer vacating their office must return to the premises of the Club within 14 days any records held by the Officeholder other than on those premises.

46. WINDING UP

46.1 At the first General Meeting of the Club after the adoption of this Constitution the Club must pass a special resolution nominating –

- (a) another association; or
- (b) a fund, authority or institution;

in which it is to vest its surplus property in the event of the dissolution or winding up of the association, being a body

- which has similar objects,
- which is not carried out for the purposes of profit or gain to its individual members,
- which is incorporated under the Act
- and which fulfils the requirements specified in the Act.

46.2 At any subsequent General Meeting the Club may amend that resolution to substitute another body meeting the same criteria.

46.3 In the event of the dissolution or winding up of the Club the surplus property must be given or transferred in accordance with the provisions of the Act to that body specified in sub-clause 46.1 or 46.2.