

CONSTITUTION

Gormandale Football Netball Club Inc.

ABN: 65 825 441 946 Incorporation No.:A0006837P

Gormandale Football Netball Club Inc.

PO Box 1148 Traralgon Vic 3844



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CONSTITUTION & RULES

1 NAME OF ASSOCIATION

The name of the Association is Gormandale Football/Netball Club Inc. (“the Club”)

2 DEFINITIONS

2.1 In these Constitution & Rules, unless the contrary intention appears:

- a) “the Act” means the *Associations Incorporation Reform Act 2012*;
- b) “the Association” has the same meaning as in the Act;
- c) The “Ballot” means voting conducted in written form (as opposed to a show of hands);
- d) “the Club” means the Gormandale Football/Netball Club Inc, the Association referred to herein;
- e) “Absolute majority of the committee” means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);
- f) “Clun member” means a member referred to in rule 7;
- g) “Chair of a general meeting or committee meeting” means the person chairing the meeting pursuant to the Club’s Bylaws;
- h) “Committee” means the Committee having management of the business of the Club.
- i) “Committee meeting” means a meeting of the Committee held in accordance with these Constitution and Rules;
- j) “Committee member” means a member of the Committee elected or appointed under Rule 26;
- k) “Disciplinary appeal meeting” means a meeting of the members of the Association convened under rule 11;
- l) “Disciplinary meeting” means a meeting of the Committee convened for the purposes of rule 11;
- m) “Disciplinary subcommittee means the subcommittee appointed under rule 11;
- n) “Financial year” means each period of 12 months after the expiration of the previous financial year of the Club, commencing 1 November and ending on the following 31 October;
- o) “General Meeting” means a general meeting of members of the Club convened in accordance with the Constitution, and includes a Special General Meeting an Annual General Meeting and a disciplinary appeal meeting;
- p) “Member entitled to vote” means a member who under rule 7.2 is entitled to vote at a general meeting;
- q) “Special Resolution” means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution.
- r) “The Registrar” means the Registrar of Incorporated Associations;
- s) “The League” means the Regional Association to which the Club belongs, which Association is itself a member of the Victorian Country Football League;
- t) “VCFL” means the Victorian Country Football League;
- u) “VNA” means the Victorian Netball Association;
- v) “Executive Committee Member” 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 (President, Vice President, 2nd Vice President,

Treasurer and Secretary);

- w) "Ordinary member of the Committee" means a member of the Committee who is not an Executive Committee Member of the Club;

3 STATEMENT OF PURPOSE

3.1 The purposes for which the proposed incorporated association is established are:

- a) To promote the sports of Football and Netball in the community.
- b) To affiliate with and enter teams in the North Gippsland Football Netball League or such other League or Competition as the club may from time to time determine.
- c) To make application under the appropriate legislation for a Club Licence or any other such licence capable of being granted to an incorporated body.
- d) To apply for and hold such licences and/or permits under the *Liquor Control Act 1968* as the Association may from time to time determine
- e) To hold, transfer, renew, vary, remove or surrender any such licence if and when it is necessary or opportune to do so, and to do and perform all such acts or things which may be necessary to obtain and protect any such licence, permit or authority.
- f) To provide fellowship for the membership and their visitors and to conduct bingo and other competitions and games which may be lawfully conducted on the Association's premises provided that all legal requirements for the conduct of the same are satisfied.
- g) To assist in the educational advancement of the community by means of the development of a sense of fair play and a love of sport, in particular Australian Football and Netball.
- h) To educate, train, coach and encourage members of the Club in the grams of Australian Rules Football and Netball so that all members have the opportunity to reach their maximum potential;
- i) To establish, maintain, and carry on Club premises for the accommodation, convenience and enjoyment of the members of the Club and their guests, and generally to afford all such persons the usual privileges, advantages, accommodation, and means of enjoyment as are usually provided for members of a social Football or Netball Club.
- j) To raise funds by lawful means for the improvement of the facilities and amenities provided by the Club and for the remuneration of its staff, and to distribute such funds in a manner approved by the Committee by way of donation for charitable sporting or benevolent purposes as permitted by law.
- k) In addition to these purposes, the purposes of the Club consist of the doing of any lawful thing incidental or conducive to the attainment of the objects or purpose of the Club.
- l) To provide fellowship for the members and their visitors and to conduct bingo and any other competitions and games which may be lawfully conducted on the Club's premises provided that all legal requirements for the conduct of the same are satisfied.
- m) To do all such things as may be necessary incidental or conducive to the achievement of these purposes.

3.2 Solely for the purpose of furthering the purposes set out the Club shall have power:

- a) To indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated association become liable to pay an amount by way of damages or otherwise.

- b) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income property amount its members to an extent to least as great as that imposed on the Association under or by virtue to the rules.
- c) To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, or the members of the Club or persons frequenting the Club's premises.
- d) To purchase, take or lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Club: provided that in case the Club shall only deal with the same in such a manner as is allowed by law having regard to such trusts.
- e) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club; to obtain from any such Government or Authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights privileges and concessions.
- f) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.
- g) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or convenience which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidize or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- h) To invest and deal with the money of the Club not immediately required in such manner as may from time to time be thought fit.
- i) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- j) To lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- k) To borrow or raise money either along or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Club's property or assets present or future and to purchase, redeem or pay-off any such securities.
- l) To open and maintain accounts with banks and like institutions and to operate such accounts by all usual means.

- m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- n) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club.
- o) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others.
- p) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Club but subject always to the proviso in paragraph (d).
- q) To take such steps by personal or written appeal, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the fund of the Club, in the shape of donations, annual subscriptions or otherwise.
- r) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- s) To amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of the Rules.
- t) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities any engagements of any one or more of the incorporated associations with which the Club is authorised to amalgamate.
- u) To transfer all or any part of the property, assets, liabilities and engagements or the Club to any one or more of the incorporated associations with which the Club is authorised to amalgamate.
- v) To make donations for patriotic, charitable or community purposes.
- w) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged

4 POWERS OF ASSOCIATION

- 4.1 Subject to the Act the Club has power to do all things incidental or conducive to achieve its purposes.
- 4.2 Without limiting 4.1, 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 any terms and in any manner as it thinks fit;
 - 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;
 - g) Enter into any other contract it considers necessary or desirable.
- 4.3 The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

5 POWERS OF NOT FOR PROFIT ORGANISATION

- 5.1 The Club must not distribute any surplus, income or assets directly or indirectly to its

members.

- 5.2 Subrule 5.1 does not prevent the Club from paying a member:
- a) Reimbursement for expenses properly incurred by the member; or
 - b) For goods or services provided by the member:
- if this is done in good faith on terms no more favourable than if the member was not a member.

6 ALTERATION OF THE CONSTITUTION

- 6.1 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.
- 6.2 The Constitution of the Club, and any rules or By-laws made under the Constitution, must be in accordance with the Constitution and By-laws of the League, the VCFL and VNA.
- 6.3 A copy of the Constitution of the Club shall be lodged with the League and with the VCFL and VNA, and any changes made to the Constitution from time to time must be notified to the League and to the VCFL and VNA.
- 6.4 In the event of an inconsistency between the Constitution of the Club and the League, or the Club and the VCFL and or VNA, or of an inconsistency between the Constitution of the Club and the Rules of the Games of either Netball and or Football, the former is deemed invalid to the extent of the inconsistency.
- 6.5 A copy of this Constitution, including amendments from time to time, shall be posted on the Club's website.

7 MEMBERSHIP

- 7.1 The club must have at least 5 members.
- 7.2 The membership of the Club consists of members of the following classes of members:
- a) General Members - All General Members have voting rights and can stand for office.
 - b) Life Members - All Life Members have voting rights and can stand for office.
 - c) Tigers Club Membership - All Tigers Club Members have voting rights and can stand for office.
 - d) Junior Members - Under 18 cannot vote, and cannot stand for office
 - e) Social Membership - Members who do not meet the qualifications for full membership but who wish to contribute however these members cannot vote or stand for office
- 7.3 Each class of members shall be entitled to such other privileges as the Committee determines from time to time.
- 7.4 A person who is not a member of the Club must not be admitted to membership unless:
- a) they apply for membership;
 - b) they support the objects of the Club;
 - c) their admission as a member is approved by the Committee.
- 7.5 A person shall not be admitted as an honorary or temporary member of the Club.
- 7.6 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, that form must state that the applicant:
 - i) wishes to become a member of the Association; and

- ii) supports the purposes of the association; and
 - iii) agrees to comply with these Rules;
 - b) be signed or electronically identified by the applicant;
 - c) specify the class of membership to which the member seeks admission;
 - d) must be accompanied by the appropriate joining fee;
 - e) be lodged with the Secretary of the Club.
 - f) The Secretary must refer the application to the Committee within 28 days of receiving the application.
 - g) When an application is referred to the Committee, the Committee must by majority vote determine at that meeting or the next whether to approve or reject the application.
- 7.7 If the Committee takes a decision on an application for membership, the Secretary must, as soon as practicable notify the applicant in writing or electronically of the approval or rejection of the application for membership, whichever is applicable;
- 7.8 The Secretary must, within 28 days after receipt of the amounts referred to in Rule 8 within the period mentioned in that Rule, enter the applicant's name in the Register of Members.
- 7.9 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.
- 7.10 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.
- 7.11 If the Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 7.12 An applicant whose application for membership of the Club is rejected these Rules 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.
- 7.13 When notice is given under sub-clause 7.12, the Club, in a General Meeting no later than the next Annual General Meeting, must either confirm or set aside the decision of the Committee 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.
- 7.14 A person ceases to be a member of the Club if the person:
- a) dies;
 - b) resigns from membership of the Club by giving written notice;
 - c) is expelled from the Club;
 - d) fails to renew membership of the Club by paying the annual membership fee within one months after the fee is due, unless the Board decides otherwise;
 - e) becomes a represented person within the meaning of the Guardianship and Administration Act 1986;
 - f) becomes, if the Committee 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 three months.
- 7.15 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.

- 7.16 After the expiry of the period referred to in sub-clause 7.15:
- a) the member ceases to be a member;
 - b) the Secretary must record in the Register of Members the date on which the member ceased to be a member.
- 7.17 A member is not entitled to resign from membership of the Club except in accordance with these Rules.
- 7.18 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;
 - b) terminates upon the cessation of membership, whether by death or resignation or otherwise
- 7.19 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.

8 FEES & SUBSCRIPTIONS

- 8.1 The annual membership fee for each membership and for each class of membership is the relevant amount set out by the committee annually at the Annual General Meeting.
- 8.2 The annual membership fee is payable in advance on or before May 1st.
- 8.3 The Committee may from time to time, at its discretion, waive all or part of the membership fee for any member who, in its opinion, is in disadvantaged or necessitous circumstances, or any other circumstance that the Committee deems as appropriate merit.
- 8.4 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:
- a) the amount remains outstanding;
 - b) failure to pay the outstanding amount within one month after the date of the notice will result in that Member being deemed to have resigned from the Association in accordance with Rule 7.16.

9 REGISTER OF MEMBERS

- 9.1 The Secretary or person as approved by the Committee from time to time 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;
 - f) the date the person ceased to be a member;
 - g) details of, and reasons for, any termination or reinstatement of membership;
 - h) any other particulars that the Board (or the members at a General Meeting) decide.
- 9.2 The Register of Members must be kept:
- a) at the main premises of the Club; or
 - b) at such other place as the members at a General Meeting decide from time to time.
- 9.3 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.
- 9.4 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.
- 9.5 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, for each page copied.
- 9.6 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 Committee 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.
- 9.7 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.
- 9.8 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;
 - 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.
- 9.9 Sub-clause 9.8 does not apply if the use or disclosure of the information is approved by the Committee and the Club Members.

10 DISPUTES & MEDIATION

10.1 Application:

- a) The grievance procedure set out hereunder applies to disputes under these Rules between:
 - i) A member and another member;
 - ii) A member and the Committee;
 - iii) A member and the Club;
 - b) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- 10.2 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 10.3 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by subclause 10.2 the parties must within 10 days:
- a) Notify the Committee of the dispute; and
 - b) Agree to or request the appointment of a mediator; and
 - c) Attempt in good faith to settle the dispute by mediation;
- 10.4 The mediator must be:
- a) A person chosen by agreement between the parties; or
 - b) In the absence of agreement:
 - i) If the dispute is between a member and another member, a person appointed by the Committee; or

- ii) If the dispute is between a member and the Committee or the Club, a person appointed or employed by the Dispute Settlement Centre of Victoria.
- c) A mediator appointed by the Committee may be a member or former member of the Club but in any case must not be a person who:
 - i) Has a personal interest in the dispute; or
 - ii) Is biased in favour of or against any party.
- 10.5 The mediator to the dispute, in conducting the mediation, must:
 - a) Give each party 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 throughout the mediation process.
- 10.6 The mediator must not determine the dispute;
- 10.7 If the mediation process does not resolve the dispute the parties may seek to resolve the dispute in accordance with the Act or otherwise at Law.
- 10.8 This rule does not affect the operation of clause 11, Discipline.

11 DISCIPLINE

- 11.1 A complaint to the Committee 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 these Rules, or of the By-laws;
 - b) has persistently and wilfully acted in a manner injurious or prejudicial to the interests of the Club;
 - c) has been guilty of conduct unbecoming of a member;
 - d) refuses to support the purposes of the Club; or
 - e) has been convicted of an indictable offence.
- 11.2 If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- 11.3 The members of the disciplinary subcommittee:
 - a) May be Committee members, members of the Club or anyone else; but
 - b) must not be biased against, or in favour of, the member concerned.
- 11.4 Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
 - a) Stating that the Association proposes to take disciplinary action against the member; and
 - b) Stating the grounds for the proposed disciplinary action; and
 - c) Specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (“the disciplinary meeting”); and
 - d) Advising the member that he or she may do one or both of the following:
 - i) Attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - ii) Give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - e) Setting out the member’s appeal rights under subclause 11.9
- 11.5 At the disciplinary meeting, the disciplinary subcommittee must:
 - a) Give the member an opportunity to be heard; and

- b) Consider any written statement submitted by the member.
- 11.6 After complying with subclause 11.5 the disciplinary subcommittee may:
 - a) Take no further action against the member; or
 - b) Reprimand the member; or
 - c) Suspend the membership rights of the member for a specified period; or
 - d) Expel the member from the Association.
- 11.7 The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.
- 11.8 A person whose membership rights have been suspended or who has been expelled from the Club under these Rules may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 11.9 The Appeal Notice must be in writing and given to the Secretary not later than 48 hours after the vote.
- 11.10 If a person has given Notice under subclause 11.8, a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days after the notice is received.
- 11.11 Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:
 - a) Specify the date, time and place of the meeting; and
 - b) State:
 - i) The name of the person against whom the disciplinary action has been taken; and
 - ii) The grounds for taking that action; and
 - iii) That at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.
- 11.12 At a disciplinary appeal meeting:
 - a) No business other than the question of the appeal may be conducted; and
 - b) The Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - c) The person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 11.13 After complying with subclause 11.12, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 11.14 A member may not vote by proxy at the meeting.
- 11.15 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

12 ANNUAL GENERAL MEETINGS

- 12.1 The Club must, at least once in each calendar year and within three 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 Rules 12.1 and 12.2, the Committee 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;
 - b) to receive and consider:
 - i) from the Committee the annual reports upon the transactions and activities of the Club during the preceding financial year;
 - ii) the income and expenditure of the incorporated association during its last financial year in accordance with Part 7 of the Act;
 - c) to elect the ordinary members of the Committee;
 - d) to confirm or vary the amounts (if any) of the annual membership fees
 - e) to elect a Auditor;
 - f) to elect to affiliate with a League;
- 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 or a disciplinary appeal meeting, other Special General Meetings may be held in the same year.
- 13.2 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.
- 13.3 No business other than that set out in the notice under Rule 15 may be conducted at the meeting.
- 13.4 The Committee must, on the request in writing of 10 members, or members representing not less than five per cent 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) Be in writing;
 - b) State the business to be considered at the meeting and any resolution to be proposed; and
 - c) Include the names and signatures of the members requesting the meeting; and
 - d) be sent to the address of the Secretary;
- 13.6 If the Committee does not cause a Special General Meeting to be held within one 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 three months after that date.
- 13.7 If a Special General Meeting is convened by members in accordance Rule 13.6 it must be:
- a) Held within 3 months after the date on which the original request was made; and
 - b) May only consider the business stated in that request.
- 13.8 The Club must reimburse all reasonable expenses incurred by the members convening a special general meeting under Rule 13.6.
- 13.9 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.
- 13.10 A member of the Club who participates in a Special General Meeting in a manner permitted under Rule 13.9 is taken to be present at the meeting and, if the person

votes at the meeting, is taken to have voted in person.

- 13.11 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 AND OR RESOLUTIONS

- 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 Constitution and Rules, Bylaws, Club song, the Club logo, or the Club colours shall be treated as special business.
- 14.3 A special resolution is passed if not less than three (3) quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

15 NOTICE OF GENERAL MEETINGS

- 15.1 The Secretary (or, in the case of a special general meeting convened under Rule 13.6, the members convening the meeting) must give to each member of the Club:
- a) At least 14 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - b) At least 7 days' notice of a general meeting in any other case.
- 15.2 The notice must:
- a) Specify the date, time and place of the meeting; and
 - b) Indicate the general nature of each item of business to be considered at the meeting; and
 - c) If a special resolution is to be proposed:
 - i) State in full the proposed resolution; and
 - ii) State the intention to propose the resolution as a special resolution; and
 - d) Comply with rule 20;
 - e) Be in writing and by:
 - i) giving it to the member during business hours;
 - ii) leaving it, during business hours at least at the member's postal or residential address, or place or address of business or employment last known to the server of the notice;
 - iii) 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;
 - iv) faxing it to the member's fax number;
 - v) emailing it to the member's email address;
- 15.3 Rule 15 does not apply to a disciplinary appeal meeting.

16 QUORUM AT GENERAL MEETINGS

- 16.1 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.
- 16.2 Eight members present (physically, by proxy or as allowed under Rule 21 and 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.

16.3 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:

- a) in the case of a meeting convened upon the request of Members, the meeting must be dissolved;
- b) in any other case,
 - i) 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.
 - ii) Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

16.4 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 four) shall be a quorum.

17 PRESIDING AT GENERAL MEETINGS

17.1 The President, or in the President's absence, the Vice-President, shall preside as Chair at each General Meeting of the Club

17.2 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

18 ADJOURNMENT OF GENERAL MEETINGS

18.1 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

18.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned

18.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given to members in accordance with Rule 15.

18.4 Except as provided in Rule 18.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

19 VOTING AT GENERAL MEETINGS

19.1 Upon any question arising at a General Meeting of the Club:

- a) a member has one vote only
- b) Members may vote personally or by proxy; and
- c) Except in the case of a special resolution, the question must be decided on a majority of votes.

19.2 Where votes for and against a motion (other than a special resolution) are equal, the question is decided in the negative.

19.3 If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at the meeting may vote.

19.4 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.

19.5 The members of the Club entitled to vote at any meeting of the Club do not include the following classes of Members:

- a) Junior members
- b) Social members
- c) Non financial member

19.6 Rule 19 does not apply to a vote at a disciplinary meeting conducted under Rule 11.

20 PROXIES

- 20.1 A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- 20.2 The appointment of a proxy must be in writing and signed by the member making the appointment.
- 20.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- 20.4 If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- 20.5 Notice of a general meeting given to a member under these Rules must:
 - a) State that the member may appoint another member as a proxy for the meeting; and
 - b) Include a copy of any form that the Committee has provided for the appointment of a proxy.
- 20.6 A form appointment a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 20.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Club no later than 24 hours before the commencement of the meeting.

21 USE OF TECHNOLOGY

- 21.1 A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- 21.2 For the purposes of this Part, a member participating in a general meeting as permitted under Rule 21.1 is taken to be present at the meeting and, if the member votes at the meeting is taken to have voted in person.

22 DETERMINING WHETHER RESOLUTION IS CARRIED:

- 22.1 Subject to Rule 22.2, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - a) Carried; or
 - b) Carried unanimously; or carried by a particular majority; or
 - c) Lostand an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- 22.2 If a poll (where votes are cast in writing) is demanded by three or more members on any question:
 - a) The poll must be taken at the meeting in the manner determined by the Chair of the meeting; and
 - b) the Chair must declare the result of the resolution on the basis of the poll.
- 22.3 A poll demanded on the election of the Chair or on a question of an adjournment must be taken immediately.
- 22.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chair.

23 CIRCULATING RESOLUTIONS

- 23.1 The Committee may pass a valid resolution without a Committee meeting being held if a majority of the Committee members entitled to vote on the resolution cast their vote either in favour of or against that motion.
- 23.2 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.
- 23.3 Committee members who do not support the resolution must indicate this on the document and sign as above.
- 23.4 Separate copies of a document may be used for signing by Committee members if the wording of the resolution and statement is identical in each copy.
- 23.5 Hard copies showing the voting intentions of every Committee member who has voted on the resolution must be kept with the Club's minutes.
- 23.6 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.
- 23.7 Every resolution passed must be entered in the minutes of the next meeting of the Committee as soon as practicable.

24 THE COMMITTEE

- 24.1 The affairs of the Club shall be managed and controlled by a Committee 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.
- 24.2 Subject to the Act and the Regulations, the Committee shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Club on which this Constitution are silent.
- 24.3 The Committee may:
 - a) Appoint and remove staff;
 - b) Establish subcommittees consisting of members with terms of references it considers appropriate.
- 24.4 Delegation
 - a) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than:
 - i) This power of delegation; or
 - ii) A duty imposed on the Committee by the Act or any other law.
 - b) The delegation must be in writing and may be subject to the conditions and limitations the Committee consider appropriate;
 - c) The Committee may, in writing, revoke a delegation wholly or in part.

25 COMPOSITION OF COMMITTEE

- 25.1 The Committee consists of:
 - a) President;
 - b) Vice-President;
 - c) Second Vice President

- d) Treasurer;
 - e) Secretary;
 - f) Ordinary members (if any) elected under Rule 26
- 25.2 At the first Committee meeting after the election of ordinary members of the Committee at the Annual General Meeting the Committee shall elect a President.
- 25.3 With the President serving as Chair, the Committee shall then proceed to elect a Vice-President, Second Vice President, a Treasurer, and a Secretary.
- 25.4 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.
- 25.5 In the event of a casual vacancy in any office referred to in Rule 25.1, the Committee 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.
- 25.6 Except where prescribed in the Act, the duties of the Office-bearers shall be as laid down in the By-laws.
- 25.7 The Committee shall consist of not more than twenty (20) but not fewer than eight (8) members, elected to the Committee as set out in Rule 26 or appointed to fill casual vacancies as set out in these Rules.
- 25.8 An act performed by the Committee, a sub-committee, or a person acting as a member of the Committee 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 Committee or sub-committee; or
 - b) a Committee member or sub-committee member was disqualified from being a member.
- 26 ELECTION OF EXECUTIVE MEMBERS & ORDINARY MEMBERS OF THE COMMITTEE
- 26.1 All members of the Committee shall be elected as ordinary members. The Committee will elect an Executive Committee from among its number.
- 26.2 Positions declared vacant:
- a) This rule applies to any Annual General Meeting of the Club, after the annual report and financial statements of the Association have been received.
 - b) The Chair of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with Rules 27.3 and 27.4
- 26.3 Nominations:
- a) Prior to the election of each position, the Chair of the meeting must call for nominations to fill that position.
 - b) All nominations of candidates for election to the Committee must be:
 - i) made in writing, signed by two members of the Club, and accompanied by the written consent of the candidate; and
 - ii) 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.
- 26.4 A person may be a candidate for the Committee only if the person:
- a) a member one of the classes of Club member permitted under Rule 7 to stand for

- election to the Committee;
- b) 18 years or over.
- 26.5 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 seven days immediately preceding the Annual General Meeting; and
- b) posted on the Club's website for at least seven days immediately preceding the Annual General Meeting.
- 26.6 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received from the floor at the Annual General Meeting.
- 26.7 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.
- 26.8 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held at the Annual General Meeting.
- 26.9 Each Member of the Club present and eligible to vote at the Annual General Meeting may vote for one candidate for each vacant position on the Committee.
- 26.10 The ballot must be conducted in accordance with these Rules.
- 26.11 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 Committee in accordance with these Rules.
- 26.12 The members chosen by ballot must be declared by the Chair to be duly elected as members of the Committee.
- 26.13 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.
- 26.14 In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee 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.
- 26.15 The vacancy caused by the conclusion of the term of a Committee 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.
- 26.16 Records must be kept of the names of members voting at any election of members.

27 VACANCIES ON THE COMMITTEE

- 27.1 An Executive Committee Member's position, or that of an ordinary member of the Committee, becomes vacant if the 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 30; 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) Fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence as follows:
 - i) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
 - ii) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek a leave in advance.
 - h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months; or
 - i) ceases to reside in Australia.
- 27.2 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.
- 27.3 The continuing members of the Committee may act despite a casual vacancy on the Committee.
- 27.4 However, if the number of Committee members is less than the number fixed under Rule 25.7 as a quorum of the Committee, the continuing members may act only to:
- a) increase the number of Committee members to the number required for a quorum; or
 - b) call a general meeting of the Club.

28 MEETINGS OF THE COMMITTEE

- 28.1 Subject to the other provisions of this Constitution, the Committee may meet and conduct its proceedings in accordance with standing orders laid down in the By-laws.
- 28.2 The Committee may hold meetings, or permit members of the Committee to participate in its meetings, by using any technology that allows members to clearly and simultaneously communicate with each other participating member.
- 28.3 The Committee must meet at least three times in each year at such place and such times as the Committee may determine.
- 28.4 Additional meetings of the Committee may be convened by the Chair or by at least one-third of the members of the Committee.
- 28.5 If the Secretary receives a written request signed by at least one-third of the members of the Committee, the Secretary must call a meeting of the Committee by giving each member of the Committee notice of the meeting within seven days after the Secretary receives the request.
- 28.6 If the Secretary is unable or unwilling to call the meeting, the Chair must call the meeting.
- 28.7 A request for a Committee meeting under Rule 13 must state:
- a) why the meeting is to be called; and
 - b) the business to be conducted at the meeting.

- 28.8 A notice of a Committee meeting called under Rule 13 must state:
- a) the date, time and place of the meeting; and
 - b) the business to be conducted at the meeting.
- 28.9 A meeting of the Committee must be held within 14 days after notice of the meeting is given to the members of the Committee.

29 DISCLOSURE OF INTEREST

- 29.1 A Committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of the interest.
- 29.2 The member:
- a) Must not be present while the matter is being considered at the meeting; and
 - b) Must not vote on the matter.
- 29.3 This rule does not apply to a material personal interest:
- a) that exists only by virtue of the fact that the member of the Committee 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 Committee is an employee of the Club; or
 - c) the member of the Committee has that material personal interest in common with all or a substantial proportion of the members of the incorporated association.
- 29.4 If there are not enough Committee members to form a quorum to consider a matter because of clause 29, one or more Committee 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.
- 29.5 The Secretary must record the disclosure in the minutes of the meeting of the Committee at which it is made.
- 29.6 The Chair must ensure a Committee member who has a direct or indirect material personal interest in a contract, or proposed contract, complies with the Act.
- 29.7 If, at a meeting of the Committee or a sub-committee, a member of the Committee 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.

30 REMOVAL OF COMMITTEE MEMBER

- 30.1 The Club in a General Meeting may as it sees fit, by resolution, remove any member of the Committee 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.
- 30.2 A Committee member has no right of appeal against the member's removal from office under this rule.
- 30.3 A member who is the subject of a proposed resolution referred to in Rule 30.1 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.

- 30.4 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.

31 MINUTES OF MEETINGS

- 31.1 The Secretary of the Club must keep proper minutes of the resolutions and proceedings of each Annual General Meeting, Special General Meeting and General Meeting, and a record of the names of persons present at the meetings, and must enter these within one month after the relevant meeting in minute books kept for the purpose.
- 31.2 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 Committee (as relevant) at a subsequent meeting.
- 31.3 The Chair must ensure that the minutes taken of a Annual General Meeting, Special General Meeting and General Meeting 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 meeting, as the case requires.
- 31.4 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
- a) the 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.
- 31.5 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 meeting available for inspection by the member at a mutually agreed time and place;
 - b) give the member copies of the minutes of the meeting.
- 31.6 The Club may require the member to pay the reasonable costs of providing copies of the minutes.
- 31.7 The Committee must ensure that Minutes are taken and kept of each General Meeting.
- 31.8 The Minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 31.9 In addition, the minutes of each annual general meeting must include:
- a) The names of the members attending the meeting; and
 - b) Proxy forms given to the Chairperson of the meeting under Rule 20.6; and
 - c) The financial statements and or reports submitted to the members in accordance with the bylaws; and
 - d) The certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
 - e) Any audit accounts and auditor's reports or report of review accompanying the

financial statements that are required under the Act.

32 SUB-COMMITTEES

- 32.1 The Board may, in writing, delegate to one or more sub-committees the exercise of specified functions of the Committee, other than:
- a) this power of delegation;
 - b) any function imposed on the Committee by the Act, by any other applicable law, or by resolution of the Club in general meeting.
- 32.2 The Committee 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 at any Annual General Meeting, Special General Meeting or General Meeting.
- 32.3 A delegation under this section may be made subject to any conditions or limitations that the Committee imposes.
- 32.4 Despite any delegation under this section, the Committee may continue to exercise any function delegated.
- 32.5 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 Committee.
- 32.6 The Committee may, in writing, revoke wholly or in part any delegation under this section.
- 32.7 Subject to any directions from the Committee, any sub-committee may meet and adjourn as it considers appropriate.
- 32.8 Subject to any directions from the Committee, a sub-committee may elect a Chair of its meetings.
- 32.9 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.

33 EXECUTIVE COMMITTEE

- 33.1 The President, the First Vice President, Second Vice President, the Treasurer and the Secretary constitute the Executive Committee.
- 33.2 During the period between meetings of the Committee, the Executive Committee may issue instructions to the Committee and servants of the Club in matters of urgency connected with the management of the affairs of the Club.
- 33.3 The Executive Committee is to report on any instructions issued under these Rules to the next meeting of the Committee.

34 INCOME AND PROPERTY OF THE CLUB

- 34.1 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 these rules.
- 34.2 The Club may pay a servant or member of the Club:

- a) 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;
 - b) 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;
 - c) interest at a reasonable rate on money lent to the Club by the servant or member;
 - d) a reasonable amount by way of rent for premises, or a part of premises, let to the Club by the servant or member;
- 34.3 Despite sub-clause 34.2 the Club is not to pay a person any amount under that sub-clause unless the Committee has first approved that payment.

35 FUNDS

- 35.1 The Club must open accounts with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- 35.2 The Treasurer of the Club must:
- a) collect and receive all moneys due to the Club and make all payments authorised by the Club;
 - 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.
- 35.3 The Treasurer may delegate the execution of these duties to any suitable person but must retain responsibility for their performance.
- 35.4 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.
- 35.5 The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 35.6 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 Committee.
- 35.7 Except with the authority of the Committee, 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.
- 35.8 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- 35.9 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 Committee authorised to do so by the Committee.
- 35.10 All electronic banking procedures must also be approved by two members of the Committee authorised to do so by the Committee.
- 35.11 With the approval of the Committee, 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 Committee may impose.

35.12 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 Committee determines.

35.13 All expenditure must be approved by or ratified by the Committee.

36 AUDITOR

36.1 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.

36.2 If an Auditor is not appointed at an Annual General Meeting under Rule 36.1, the Committee is to appoint a person as the Auditor of the Club as soon as practicable after that Annual General Meeting.

36.3 The Auditor is to hold office until the next Annual General Meeting and is eligible for re-appointment.

36.4 Except as provided for in these Rules, the Auditor once appointed, may only be removed from Office by a Special Resolution at a General Meeting.

36.5 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.

37 AUDIT OF ACCOUNTS

37.1 The Auditor is to audit **or review in accordance with the requirements of the Associations Act**, the financial affairs of the Club at least once in each financial year of the Club.

37.2 The Auditor, after auditing **or reviewing** 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;
- b) at the next Annual General Meeting, provide a written report to the members of the Club present at that meeting.

37.3 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 these Rules;
- 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;

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

37.5 The auditor may

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

38 BY-LAWS

- 38.1 The Committee may make, amend or repeal By-laws, not inconsistent with this Constitution, for the internal management of the Club.
- 38.2 By-laws must be made available in writing to members on request, and must be posted on the Club's website.
- 38.3 Any By-law may be set aside by a vote of members at a General Meeting of the Club.

39 COMMON SEAL

- 39.1 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'.
- 39.2 The Common Seal of the Club must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.
- 39.3 The Common Seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal must be attested by the signatures of two members of the Committee.
- 39.4 If a sealed instrument has been attested under these Rules, it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Committee.
- 39.5 Every use of the Common Seal shall be recorded in the minute book of the Club.

40 EXECUTION OF CONTRACT OR OTHER DOCUMENT BY SIGNATURE

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

41 NOTICE TO MEMBERS

- 41.1 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:
 - a) delivering the notice to the member personally;
 - b) sending it by pre-paid post addressed to the member at that member's address shown in the Register of Members;
 - c) facsimile transmission;
 - d) electronic transmission.
- 41.2 The Committee shall decide in which of the methods above the notice must be given.
- 41.3 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 Committee's decision:
 - i) to reject the person's application for membership of the Club;
 - 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.

42 CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 42.1 Except as otherwise provided in this Constitution, the Secretary must keep in his or her custody or under his or her control
- a) records and other documents of the Club;
 - b) this Constitution;
 - c) minutes of all meetings of the Club.
- 42.2 If requested to do so by a member, the Club must permit the member at a reasonable time to inspect:
- a) the Constitution and By-laws of the Club;
 - b) minutes of meetings of the Club
 - i) at the main premises of the Club,
 - ii) if the Club has no premises, at the Club's official address.
- 42.3 The Club must give a member of the Club a copy of anything referred to in subclause 43.2 within seven days if:
- a) the member asks for the copy;
 - b) pays the fee (if any) prescribed in the By-laws.
- 42.4 The Secretary must post on the Club's website:
- a) the Constitution and By-laws of the Club;
 - b) minutes of General Meetings of the Club
- 42.5 Any Executive Committee member vacating their office must return to the premises of the Club within 7 days any records held by the Officeholder other than on those premises.

43 WINDING UP

- 43.1 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;
 - 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
- i) which has similar objects,
 - ii) which is not carried out for the purposes of profit or gain to its individual members,
 - iii) which is incorporated under the Act
 - iv) and which fulfils the requirements specified in the Act.
- 43.2 At any subsequent General Meeting the Club may amend that resolution to substitute another body meeting the same criteria.
- 43.3 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 44.1 or 44.2.

44 LICENSING PROVISIONS

- 44.1 The Committee shall be responsible for the annual payment of liquor licensing fees and for ensuring that all applicable provisions of the *Liquor Control Reform Act 1987* are adhered to.

- 44.2 The payment of any amount to an officer or servant of the Club, by way of commission or allowance from the receipts of the Club, for the sale and disposal of liquor is precluded.
- 44.3 A visitor to the Club will not be supplied with liquor in the Club premises, unless the visitor is a guest in the company of a member of the Club.
- 44.4 The facilities of the Club are to be provided and maintained from the joint funds of the Club.
- 44.5 Unless otherwise permitted under the *Liquor Control Reform Act 1987*, no person is to receive a greater profit or advantage from the Club than that which any member is entitled.
- 44.6 A register recording all guests to the premises is to be kept.

The Common Seal of Gormandale Football/)
Netball Club Inc. was placed here on)
the 18th day of November 2013 in)
the presence of:)

President:.....

Secretary: :.....

Name: :

Name: :

Address:

Address: