

K&L GATES

Constitution of Hammond Park Football Club Inc

K&L Gates
Perth office
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Hammond Park Football Club Inc

1. Name of the Club

The name of the Club is Hammond Park Football Club Inc.

2. Definitions and interpretation

2.1 Definitions

The following definitions apply in this Constitution unless the context requires otherwise:

Act means the *Associations Incorporation Act 2015 (WA)* and any regulations made under that statute;

Annual General Meeting means the annual general meeting of the Club convened under rule 8.1;

Business Day means a day that is not a Saturday, Sunday, public holiday or bank holiday in Perth, Western Australia;

Chairperson means the person chairing a General Meeting or Committee meeting;

Club means Hammond Park Football Club Inc;

Commissioner means the person designated as the Commissioner from time to time under section 153 of the Act;

Committee means the management Committee referred to in rule 12.1;

Committee Member means a person elected or appointed to the Committee from time to time;

Committee Register means the register maintained in accordance with section 58 of the Act and referred to in rule 14.5;

Constitution means this constitution as amended, supplemented or replaced from time to time;

convene means to call together for a formal meeting;

Executive means the Committee Members comprising the officeholder positions referred to in rule 12.1(a)(i);

Financial Records includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain:
 - (i) the methods by which financial statements are prepared; and

- (ii) adjustments to be made in preparing financial statements;

Financial Report means a financial report of a tier 2 association or tier 3 association prepared in accordance with Part 5 of the Act and which consists of:

- (a) the Financial Statements for the relevant Financial Year;
- (b) the notes to the Financial Statements; and
- (c) the Committee's declaration about the Financial Statements and notes;

Financial Statements means financial statements prepared in accordance with Division 3 of the Act;

Financial Year has the meaning given in rule 19.5;

Football means the game known as Australian Rules Football;

General Meeting means a meeting of the Members that all Members are entitled to receive notice of and attend;

Honorary Life Member means a person eligible under rule 5.5 and entered in the Register;

Junior Member means a person eligible under rule 5.4(a) and entered in the Register;

Member means a member of the Club entered in the Register and includes:

- (a) Junior Members;
- (b) Senior Members;
- (c) Playing Life Members;
- (d) Honorary Life Members;

Membership Fee has the meaning given in rule 5.8(a);

Objects means the objects of the Club as set out in rule 3(a);

Ordinary Resolution means a resolution of the Club other than a Special Resolution;

poll means voting conducted in written form (as opposed to a show of hands);

Playing Life Member means a person eligible under rule 5.6 and entered in the Register;

Present means, in connection with a meeting, a Member being present in person or by proxy, attorney or Representative, and includes being present at a different venue from the venue at which other Members are participating in the same meeting, providing the pre-requisites for a valid meeting at different venues are observed;

Register means the register of Members of the Club referred to in rule 7.1;

Secretary means the person appointed to the office of secretary of the Club from time to time;

Senior Member means a person eligible under rule 5.4(b) and entered in the Register;

Special Resolution has the meaning given in rule 9.2(b);

Term has the meaning given in rule 14.2;

tier 1 association means an incorporated association to which section 64(1) of the Act applies;

tier 2 association means an incorporated association to which section 64(2) of the Act applies;

tier 3 association means an incorporated association to which section 64(3) of the Act applies; and

Treasurer means the person appointed to the office of treasurer of the Club from time to time.

2.2 Interpretation

In this Constitution, unless the context requires otherwise:

- (a) the singular includes the plural and vice versa;
- (b) a gender includes the other genders;
- (c) headings are used for convenience only and do not affect the interpretation of this Agreement;
- (d) other grammatical forms of a defined word or expression have a corresponding meaning;
- (e) a reference to a document is to that document as amended, novated, supplemented, extended or restated from time to time;
- (f) if something is to be or may be done on a day that is not a Business Day then it must be done on the next Business Day;
- (g) "person" includes a natural person, partnership, body corporate, association, joint venture, governmental or local authority, and any other body or entity whether incorporated or not;
- (h) "month" means calendar month and "year" means 12 consecutive months;
- (i) a reference to all or any part of a statute, rule, regulation or ordinance (**statute**) is to that statute as amended, consolidated, re-enacted or replaced from time to time;
- (j) "include", "for example" and any similar expressions are not used, and must not be interpreted, as words of limitation;
- (k) a reference to any agency or body that ceases to exist, is reconstituted, renamed or replaced, or has its powers or functions removed (**defunct body**) is to the agency or body that performs most closely the powers or functions of the defunct body; and
- (l) any expression in a provision of this Constitution that relates to a particular provision of the Act has the same meaning as in that provision of the Act.

2.3 Compliance with the Act

This Constitution is subject to the Act, which overrides any rule in this Constitution that is inconsistent with or not permitted by the Act.

2.4 Transitional

Everything done under this Constitution continues to have the same operation and effect after the adoption of any successor Constitution as if properly done under that Constitution.

3. Objects and powers of the Club

- (a) The objects of the Club are to:
 - (i) operate, manage and administer a Football club to participate in Football competitions (at both Junior and Senior levels) in Western Australia;
 - (ii) promote, encourage, foster, develop, manage and improve the standard of the game of Football;
 - (iii) promote community interest, social relationships, involvement, and awareness about the club between all players, parents, officials, and community members; and
 - (iv) promote good fellowship, true sportsmanship and citizenship among its Junior Members and Senior Members.
- (b) The Club has all the powers of an incorporated association under the Act. The Club may only use its powers to do:
 - (i) anything which it considers will advance or achieve the Objects; and
 - (ii) all other things that are incidental to carrying out the Objects.

4. Not for profit

- (a) All property and income of the Club must be applied solely towards promoting the Objects, and no part of the Club's property or income may be paid or otherwise distributed, directly or indirectly to any Member, except in good faith in promoting the Objects.
- (b) A payment may be made (directly or indirectly) to a Member out of the funds of the Club only if it is authorised under rule 4(c).
- (c) A payment to a Member out of the funds of the Club is authorised if it is:
 - (i) a payment in good faith to that Member of reasonable remuneration for services provided to the Club; or reasonable compensation for goods supplied to the Club in the ordinary course of business;
 - (ii) a payment of interest on money borrowed from a Member by the Club, at a rate not exceeding the cash rate published from time to time by the Reserve Bank of Australia;

- (iii) a payment of reasonable rent to the Member for any premises leased by the Member to the Club; or
- (iv) the reimbursement of reasonable expenses properly incurred by a Member on behalf of the Club.

5. Membership of the Club

5.1 Number of Members

The minimum number of Members of the Club is 6.

5.2 Membership rights

- (a) A Member has all the rights provided to Members under this Constitution, including (but not limited to) the right to:
 - (i) receive notices from the Club;
 - (ii) attend, request the convening of and vote at all General Meetings of the Club; and
 - (iii) be elected to the Committee and any sub-committees of the Club.
- (b) Subject to the Act, and without derogating from the rights of existing Members, the Club may by resolution create additional classes of associate membership of the Club and determine the eligibility criteria, rights and obligations of those associate members.

5.3 Classes of Members

- (a) The Constitution has the following classes of Members:
 - (i) Junior Members;
 - (ii) Senior Members;
 - (iii) Honorary Life Members; and
 - (iv) Playing Life Members.
- (b) The Committee may, from time to time with the sanction of a Special Resolution, create such additional classes of membership with such rights attaching to that membership without derogating from the rights of existing Members.

5.4 Junior Members and Senior Members

- (a) Any person under the age of 18 who supports the Objects is able to apply for approval as a Junior Member.
- (b) Any person over the age of 18 who supports the Objects is able to apply for approval as a Senior Member.

- (c) A Junior Member who reaches the age of 18 is eligible to transition its membership to that of a Senior Member in such a form as determined by the Committee from time to time.

5.5 Honorary Life Members

Any person who has:

- (a) served on the Executive for a period of 5 consecutive years or more; or
- (b) otherwise provided a period of 10 years of consecutive service to the Club; and
- (c) meets any other criteria for approval as an Honorary Life Member determined by the Committee from time to time,

is eligible to be approved as an Honorary Life Member.

5.6 Playing Life Member

Any person who has:

- (a) played at least 125 games of Football for the Club as a Junior Member; or
- (b) played at least 150 games of Football for the Club as a Senior Member; and
- (c) meets any other criteria for approval as a Playing Life Member determined by the Committee from time,

is eligible to be approved by the Committee as a Playing Life Member.

5.7 Applying for membership

- (a) Every application for membership of the Club must be:
 - (i) in a written form (which includes through electronic means) approved by the Committee for that purpose and signed by the applicant that sets out the class of membership that person is applying for; and
 - (ii) submitted to the Secretary or in any other way approved by the Committee.
- (b) The Committee (or any person that has been delegated authority for that purpose by the Committee) will consider membership applications and in its absolute discretion may approve or reject an application, without giving reasons.
- (c) The Secretary must inform applicants of the outcome of their application within a reasonable period.
- (d) If the Committee approves the membership application, the Secretary must:
 - (i) notify the applicant and request payment of any applicable Membership Fee; and
 - (ii) within 28 days after the person becomes a Member, enter the person's name in the Register.

- (e) An applicant whose membership application has been approved will not become a Member until the Club has:
 - (i) received payment of any required Membership Fee; and
 - (ii) the applicant's details are entered in the Register in accordance with rule 7.1.

5.8 Membership Fees

- (a) Membership Fees may consist of any fees determined by the Committee from time to time for each class of membership, including (but not limited to):
 - (i) an entrance fee for membership; and
 - (ii) subscription fees payable annually or on another basis.
- (b) The Committee may:
 - (i) set different Membership Fees for different classes of membership; and
 - (ii) in its absolute discretion may waive all or part of a Membership Fee payable by any Member.
- (c) Membership Fees must be paid in the manner and by the date directed by the Committee from time to time.
- (d) If any amount owing under this rule 5.8 remains unpaid for a period of 60 days after it falls due, the Secretary will send a notice to the Member requiring payment of the outstanding amount within 28 days of the date of the notice.
- (e) If the amount is not paid within this 28 days period then the Committee may revoke that Member's membership.
- (f) The Committee may, in its absolute discretion, reinstate the Member on payment of all arrears of amounts owing.

5.9 Liability of Members

- (a) The liability of Members is limited to payment of any applicable Membership Fees in accordance with rule 5.8.
- (b) A Member is not liable, by reason of their membership, for the liabilities of the Club or the cost of winding up the Club.

5.10 No transfer of membership

A right, privilege or obligation of a person by reason of their membership:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of membership.

6. Ceasing to be a Member

6.1 When a Member ceases to be a Member

A Member will cease to be a Member:

- (a) if the Member resigns by notice in writing to the Secretary, on the date that the notice is received by the Secretary, or any later date specified in the notice;
- (b) if their membership is revoked in accordance with rule 5.8(e) or 6.2; or
- (c) where the Member is an individual, if the Member dies.

6.2 Revocation of membership

- (a) Subject to this rule 6.2, the Committee may at a Committee meeting resolve to revoke a Member's membership if in its opinion:
 - (i) the Member's status or conduct is detrimental to the interests of the Club, including (without limitation) if the Member has brought the Club into disrepute;
 - (ii) the Member has failed to comply with this Constitution or any by-laws of the Club; or
 - (iii) the Member no longer meets the applicable criteria for membership set out in this Constitution.
- (b) At least 7 days before the Committee meeting referred to in rule 6.2(a) (**Revocation Meeting**), the Secretary must give written notice to the Member:
 - (i) of the proposed revocation of membership and the reasons for that proposed revocation;
 - (ii) of the date, time and place of the Revocation Meeting;
 - (iii) informing the Member that the Member or the Member's Representative (if applicable) may attend the Revocation Meeting and will be given a full and fair opportunity to make oral and written submissions to the Committee.
- (c) At the Revocation Meeting, the Committee must:
 - (i) give the Member or its Representative a full and fair opportunity to make oral submissions and must give reasonable consideration to any written submissions; and
 - (ii) determine whether the Member's membership should be revoked.

6.3 Consequences of ceasing to be a Member

- (a) Any person ceasing to be a Member:
 - (i) will have its name removed from the Register;

- (ii) is not entitled to any refund (or part refund) of any Membership Fee paid; and
 - (iii) will remain liable for and must pay to the Club all fees and any other amounts which were due to the Club at the date they cease to be a Member.
- (b) The Secretary must keep a record, for at least 1 year after a person ceases to be a Member, of:
 - (i) the date on which the person ceased to be a Member; and
 - (ii) the reason why the person ceased to be a Member.

7. Register of Members

7.1 Maintaining the Register of Members

- (a) The Secretary (or any other person authorised by the Committee) must keep and maintain a Register in accordance with section 53 of the Act, containing:
 - (i) the name and residential, postal or email address of each Member;
 - (ii) the class of membership of each Member (if applicable); and
 - (iii) the date on which each Member's name was entered into the Register.
- (b) Any change in the membership of the Club must be recorded in the Register within 28 days.

7.2 Inspecting and copying the Register

- (a) The Register is available for inspection free of charge by any current Member upon written request to the Secretary.
- (b) A Member may make a copy of entries in the Register.
- (c) A Member may apply in writing to the Committee for a copy of the Register. The Committee may in its discretion require the Member to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Club.
- (d) The Committee may charge a reasonable fee for providing a copy of the Register.
- (e) A Member must not use or disclose any information in the Register for any purpose other than a purpose that:
 - (i) is directly connected with the affairs of the Club; or
 - (ii) relates to the administration of the Act.

8. General meetings

8.1 Annual General Meetings

- (a) The Association must hold an Annual General Meeting once in each calendar year and no later than 6 months after the end of each Financial Year, except where the Commissioner has allowed for a longer period under the Act.
- (b) The Committee must determine the place, date and time of the Annual General Meeting.

8.2 Business at Annual General Meeting

Even if these items are not set out in the notice of meeting, the business of an Annual General Meeting may include:

- (a) reviewing the Club's activities and finances since the last preceding Annual General Meeting;
- (b) confirming the minutes of the last preceding Annual General Meeting and of any other General Meeting held since the last preceding Annual General Meeting;
- (c) receiving and considering:
 - (i) the Committee's annual report on the Club's activities during the preceding Financial Year;
 - (ii) if the Club is a tier 1 association, the Financial Statements of the Club for the preceding Financial Year presented under Part 5 of the Act;
 - (iii) if the Club is a tier 2 association or a tier 3 association, the Financial Report of the Club for the preceding Financial Year presented under Part 5 of the Act; and
 - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the review report or the auditor's report on the Financial Statements or Financial Report (as applicable);
- (d) electing Committee Members;
- (e) where relevant, appointing an auditor or reviewer in accordance with the Act; and
- (f) transacting any other business which under this Constitution or the Act may properly be brought before the meeting.

8.3 Special General Meetings

- (a) The Committee may at any time convene a General Meeting of the Members, or of any class of Members.
- (b) The Committee must convene a General Meeting of Members if it receives a request to do so which meets the following requirements:
 - (i) the request is made by at least 5% of Members eligible to vote at a General Meeting;

- (ii) the request is in writing, signed by all the Members making the request, and states the business to be conducted at the General Meeting; and
 - (iii) the request is lodged with the Secretary, or the Chairperson in the absence of the Secretary.
- (c) On receipt of a request from Members under rule 8.3(b), the Committee must:
- (i) give all Members 21 days' notice of the General Meeting; and
 - (ii) hold the General Meeting within 2 months of the date of the request.
- (d) Subject to the Act, the Committee may cancel or postpone any General Meeting or change its venue by giving notice to all persons to whom the notice of the original meeting was given, but may not cancel a General Meeting which was called or requested by Members, without the prior written consent of those Members.

8.4 Notice of General Meetings

- (a) Notice of every General Meeting must be given in the manner authorised by rule 18.1 to every Member and Committee Member; and to any reviewer or auditor of the Club.
- (b) No other person is entitled to receive notice of a General Meeting, except any person authorised by the Committee.
- (c) Notice of General Meetings (including Annual General Meetings) must be provided to Members at least 21 clear days before any General Meeting.
- (d) Subject to rule 8.4(e), shorter notice of General Meetings (including Annual General Meetings) may be provided if:
 - (i) for an annual General Meeting, all the Members entitled to vote at the annual General Meeting agree prior to the Annual General Meeting; and
 - (ii) for any other General Meeting, Members holding at least 95% of the votes that may be cast at the General Meeting agree prior to the General Meeting.
- (e) The Club cannot call a General Meeting or Annual General Meeting on shorter notice than that specified in rule 8.4(c) if a resolution will be moved at the meeting to:
 - (i) appoint or remove a Committee Member; or
 - (ii) remove an auditor or reviewer.

8.5 Content of notice of General Meetings

The notice of General Meeting must:

- (a) specify the place, date and time for the General Meeting (and, if the meeting is to be held in two or more places in accordance with rule 8.7, the technology that will be used to facilitate this);
- (b) state the general nature of the business to be transacted at the General Meeting;

- (c) if a Special Resolution is to be proposed at the General Meeting, set out an intention to propose the Special Resolution and state the resolution; and
- (d) contain a statement of each Member's right to appoint a natural person to act as their proxy.

8.6 Failure to give notice

Any resolution passed at a General Meeting is not invalidated by:

- (a) the accidental omission to give notice of a General Meeting to any Member or non-receipt of that notice by a Member; or
- (b) the accidental omission to send out the instrument of proxy to a person entitled to receive notice or non-receipt of that instrument by a Member.

8.7 Use of technology

- (a) The Club may hold a General Meeting (including an Annual General Meeting) at 2 or more venues using any technology that gives Members a reasonable opportunity to participate, provided that arrangements are made at each venue for the recording of all votes cast.
- (b) The General Meeting is taken to be held where the Chairperson of the General Meeting conducts the General Meeting. All proceedings conducted in accordance with this rule 8.7 are as valid as if conducted at a single gathering of a quorum of those entitled to be Present.

8.8 Quorum

- (a) No business may be transacted at a General Meeting unless a quorum of Members is Present at the time when the meeting proceeds to business.
- (b) Except as otherwise provided in this Constitution, a quorum constitutes:
 - (i) 5 Members Present; or
 - (ii) where the total number of Members is less than 5, all those Members being Present.

8.9 If a quorum not Present

If a quorum is not Present within 30 minutes after the time appointed for the General Meeting in the notice:

- (a) where the meeting is convened on the requisition of Members, the meeting must be automatically dissolved; or
- (b) in any other case:
 - (i) the meeting stands adjourned to a day and at a time and place as the Committee decides or, if no decision is made by the Committee, to the same day in the next week at the same time and place; and

- (ii) if no quorum is Present at the resumed meeting within 30 minutes after the time appointed for the meeting.

8.10 Adjournments

- (a) The Chairperson may, and must if directed to do so by the General Meeting, adjourn a General Meeting from time to time and from place to place.
- (b) Only business left unfinished at a meeting which was adjourned may be transacted at a meeting resumed after an adjournment.
- (c) A resolution passed at a meeting resumed after an adjournment is passed on the day it was in fact passed.
- (d) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting. In all other cases it is not necessary to give notice of the adjourned meeting.

9. Voting at General Meetings

9.1 Voting rights

- (a) At General Meetings each Member entitled to attend and vote in accordance with this Constitution:
 - (i) has one vote on a show of hands or on a poll; and
 - (ii) may attend and vote in person or by proxy, or attorney and, where the Member is an organisation, by Representative.
- (b) Unless otherwise notified by the Junior Member to the Club, a Junior Member's vote may be cast at a General Meeting by that Junior Member's parent, guardian or primary caregiver (**Guardian**). If requested by the Chairperson of a General Meeting, the Guardian must provide such reasonable evidence to the Chairperson to confirm his or her status as a Guardian of the Junior Member.
- (c) Each person Present at the General Meeting who represents more than one Member, either personally, by proxy, attorney or as Representative, has 1 vote on a show of hands.
- (d) A Member ordinarily entitled to vote is not entitled to vote if his or her Membership Fee (where a Membership Fee is payable) is more than 30 days in arrears at the commencement of the relevant General Meeting, unless the Committee resolves otherwise.
- (e) A Member may appoint a natural person as their proxy to attend and vote at General Meetings on behalf of the Member.

9.2 Members' resolutions

- (a) A resolution put to the vote at a General Meeting must be decided by a majority of votes cast by the Members Present at the General Meeting, except where it is required by this Constitution or otherwise by law that the resolution be a Special Resolution.

- (b) A Special Resolution is a resolution passed by the Club at a General Meeting in accordance with section 51 of the Act by the votes of not less than three-fourths of the Members who validly cast a vote at the General Meeting.
- (c) A resolution put to the vote at a General Meeting must be decided on a show of hands unless a poll is demanded in accordance with rule 9.3.
- (d) Before a vote is taken, the Chairperson must inform the General Meeting whether any proxy votes have been received and how the proxy votes are to be cast on the resolution.
- (e) In the case of an equality of votes on a show of hands or on a poll, the Chairperson of the relevant General Meeting has a casting vote, in addition to any vote that the Chairperson may otherwise be entitled.
- (f) A declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting is conclusive evidence of that fact. Neither the Chairperson nor the minutes of the meeting need to state the number or proportion of the votes recorded in favour or against the resolution.

9.3 Voting by poll

- (a) A poll may be demanded by:
 - (i) the Chairperson; or
 - (ii) at least 3 Members Present entitled to vote on the resolution.
- (b) A poll may be demanded:
 - (i) before a vote is taken; or
 - (ii) before or immediately after the voting results on a show of hands are declared.
- (c) A demand for a poll may be withdrawn.
- (d) Subject to rule 9.3(e), if a poll is demanded, it is to be taken in the manner and at the time the Chairperson directs.
- (e) A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.
- (f) The result of the poll will determine whether the resolution on which the poll was demanded is carried or lost.
- (g) A demand for a poll does not prevent a General Meeting from proceeding with any other business.

9.4 Objection to qualification to vote

- (a) An objection to a person's right to vote at a General Meeting:
 - (i) may only be raised at the General Meeting or adjourned meeting at which the vote objected to is tendered; and

- (ii) must be determined by the Chairman of the meeting, whose decision is final.
- (b) A vote allowed after an objection is valid for all purposes.

9.5 Direct voting

- (a) The Committee may determine that, at any General Meeting or class meeting, a Member who is entitled to attend and vote on a resolution at that meeting is entitled to vote by direct vote in respect of that resolution. A direct vote includes a vote delivered to the Club by post or any other means approved by the Committee, subject to compliance with the Act.
- (b) Where rule 9.5(a) applies, the notice of meeting must indicate that direct voting is available at the relevant meeting or on particular resolutions.
- (c) The Committee may prescribe procedures in relation to direct voting, including (without limitation):
 - (i) specifying the form, method and timing of casting a direct vote at a meeting for the vote to be valid; and
 - (ii) the circumstances in which a direct vote may be withdrawn by the Member or deemed withdrawn.

9.6 Votes counted in error

If any vote is counted which ought not to have been counted or might have been rejected, the error will not invalidate the resolution unless the error is:

- (a) detected at the same General Meeting; and
- (b) of sufficient magnitude, in the opinion of the Chairperson, as to invalidate the resolution.

10. Minutes

- (a) The Committee must cause minutes to be made of:
 - (i) proceedings and resolutions of General Meetings of the Members and resolutions passed by Members without a meeting;
 - (ii) all appointments of Committee Members; and
 - (iii) proceedings and resolutions of Committee meetings and resolutions passed by the Committee without a meeting,

and retain the minutes in a minute book for a period of at least 10 years or such other period as may be required under the Act.

- (b) The Club must ensure that minutes are signed within a reasonable time after the date of the meeting or of the resolution being passed by:
 - (i) the Chairperson of the meeting;
 - (ii) the Chairperson of the next meeting; or

- (iii) in the case of a resolution without a meeting, a Committee Member.
- (c) In the absence of evidence to the contrary, contents of the minute book that is recorded and signed in accordance with this rule 10 is evidence of the matters shown in the minute.

11. Resolving disputes

11.1 Application of disputes procedure

The disputes procedure set out in this rule applies to disputes under or relating to this Constitution between:

- (a) a Member and another Member or Members; and
- (b) a Member or Members and the Club.

11.2 Disputes procedure

- (a) The parties to the dispute must attempt to resolve the dispute (in person or by telephone, email, or any other means of communication) within 28 days after the dispute comes to the attention of all of the parties. In the case of a dispute involving the Club, the Chairperson or another Committee Member nominated by the Chairperson will represent the Club.
- (b) If the parties are unable to resolve the dispute within the 28 day period specified in rule 11.2(a), either party may initiate the dispute resolution procedure by giving a written notice to the Secretary identifying the parties to the dispute and the subject of the dispute.
- (c) Within 28 days of receipt of a notice under rule 11.2(a), a Committee meeting must be convened to determine the dispute.
- (d) The Secretary must give the parties to the dispute at least 7 days' prior written notice of the Committee meeting, informing them that they may attend the meeting (in person or via telephone, video conferencing or any other available means of instant communication) and make oral or written submissions (or both).
- (e) At the Committee meeting, the Committee must:
 - (i) give each party to the dispute, or the party's Representative, a full and fair opportunity to make oral or written submissions and must give reasonable consideration to any submissions; and
 - (ii) determine the dispute, or if it thinks appropriate, refer the dispute to an alternative dispute resolution process.
- (f) Written notice of the Committee's decision regarding the dispute must be given to all parties to the dispute within 7 days after the Committee meeting.
- (g) Following the Committee's decision, any party to the dispute may request the dispute to be referred to mediation by notice to the Dispute Committee within 14 days of receipt of the notice under rule 11.2(f).

11.3 Mediation

- (a) Where a dispute is referred to mediation under this Constitution, a mediator who is eligible in accordance with rule 11.3(b) must be appointed by:
 - (i) agreement between the parties to the dispute within 28 days of the referral; or
 - (ii) the Committee, if the parties fail to agree on the mediator within the period specified in rule 11.3(a)(i).
- (b) The person appointed as mediator may be a Member or former Member, but must not have any personal interest in the subject matter of the dispute, or be biased in favour of or against any party to the mediation.
- (c) The mediation must be commenced within 28 days after the mediator has been appointed and must be concluded within 1 month after the mediator has been appointed, unless otherwise agreed between the parties to the dispute.
- (d) The mediator's costs are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (e) Each party must meet its own costs of and in connection with the mediation.
- (f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation and must comply with requests by the mediator, including requests to provide evidence, attend meetings and pay the mediator's fees.
- (g) Unless otherwise agreed between the parties, the parties must exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (h) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) The mediation must be confidential and without prejudice.
- (k) If the mediation process does not result in the dispute being resolved, the parties may apply to the State Administrative Tribunal (or any other appropriate body) to determine the dispute in accordance with the Act or otherwise at law.

11.4 If dispute resolution results in decision to suspend or expel being revoked

If a disputes procedure under this rule 11 takes place concerning the revocation of a Member's membership and the result of the disputes procedure is that the Member's membership is reinstated, that revocation decision does not affect the validity of any

decision made at a Committee meeting or General Meeting during the period in which the Member's membership was purported to be revoked.

12. Committee

12.1 The Committee

- (a) The affairs of the Club will be managed by a Committee consisting of:
 - (i) the following office holders (collectively, referred to as the **Executive**):
 - (A) President;
 - (B) Junior Vice-President;
 - (C) Senior Vice-President (but only after such time as the Club has Senior Members);
 - (D) Secretary;
 - (E) Treasurer;
 - (F) Registrar; and
 - (G) any other office holders designated by the Committee from time to time; and
 - (ii) such number of ordinary Committee Members provided that there is not more than 10 Committee Members in office at one time.
- (b) The Club in a General Meeting may by ordinary resolution alter the number of Committee Members.

12.2 Powers of the Committee

- (a) The Committee is responsible for managing the business of the Club and may exercise all powers of the Club which are not required by the Act or this Constitution to be exercised by the Club in a General Meeting.
- (b) Without limiting the generality of rule 12.2(a), the Committee may exercise all the powers of the Club to:
 - (i) acquire, hold, deal with, and dispose of any real or personal property;
 - (ii) open and operate bank accounts;
 - (iii) borrow money on terms and conditions as the Committee thinks fit;
 - (iv) invest money not immediately required for the Objects as the Committee thinks fit;
 - (v) grant security for the discharge of liabilities and obligations of the Club;
 - (vi) appoint agents to transact business on behalf of the Club; and
 - (vii) enter into any contract or arrangement.

12.3 Payments to Committee Members

- (a) The Club must not pay fees to a Committee Member for acting as a Committee Member.
- (b) Rule 12.3(a) does not apply to any payments for out-of-pocket travel and accommodation expenses properly incurred in connection with the performance of the Committee Member's functions, including (but not limited to) attending Committee meeting and General Meetings.

13. Responsibilities of Committee Members

13.1 Responsibilities of Committee Members and declaring interests

- (a) Each Committee Member must exercise his or her powers and discharge his or her duties as Committee Member in accordance with the Act and all applicable laws.
- (b) A Committee Member who has a material personal interest in a matter which is or will be considered at a Committee meeting must, to the extent required by the Act:
 - (i) as soon as the Committee Member becomes aware of the interest, disclose to the Committee the nature and extent of the interest and how the interest relates to the activity of the Club;
 - (ii) not be present while the matter is being considered at the Committee meeting or vote on the matter; and
 - (iii) ensure the nature and extent of the interest and how the interest relates to the activity of the Club is disclosed at the next General Meeting.
- (c) Rule 13.1(b) does not apply to any material personal interest that:
 - (i) exists only because the Committee Member:
 - (A) is an employee of the Club;
 - (B) is a member of a class of persons for whose benefit the Club is established; or
 - (ii) the Committee Member has in common with all, or a substantial proportion of, the Members.

13.2 President

- (a) The President will chair Committee meetings and General Meetings.
- (b) Where a Committee meeting is held and the President is not present or declines to act as chair, the Committee Members present must elect one of their number to chair the meeting.
- (c) Where a General Meeting is held and the President is not present or declines to act as chair, the Members present must elect a Committee Member present to chair the meeting.

- (d) Where a person is appointed to chair a meeting under rule 13.2(a) or 13.2(c), in relation to that meeting, references to the Chairperson in this Constitution include a reference to that person.

14. Election of Committee Members

14.1 Eligibility

- (a) Any person may become a Committee Member either:
- (i) by election at an Annual General Meeting under rule 14.4; or
 - (ii) by appointment of the Committee under rule 15.2.
- (b) A person is eligible for election to the Committee only if they:
- (i) are aged 18 or over;
 - (ii) are not disqualified from being an office holder of the Committee under sections 39 and 40 of the Act or any other legislation which applies to the Club; and
 - (iii) satisfy any eligibility requirements determined by the Committee from time to time.

14.2 Term of office

Subject to clause 14.3, the term of office of a Committee Member (**Term**):

- (a) begins when the person is elected at an Annual General Meeting under rule 14.4, or is appointed under rule 15.2; and
- (b) ends at the conclusion of the first Annual General Meeting after his or her appointment, or otherwise under rule 15.

14.3 Nomination of Committee Member

- (a) A person who wishes to be elected to the Committee must send a nomination to the Secretary at least 14 days before the Annual General Meeting, indicating whether they wish to nominate for an officeholder position or as a general Committee Member.
- (b) A nomination under rule 14.3(a) must be in writing in such form as is approved by the Committee from time to time and signed by the Member.
- (c) In the nomination form the Member must certify that they are eligible to be elected to the Committee in accordance with rule 14.1.

14.4 Election of Committee Members

- (a) Subject to the Act, the Club may by resolution appoint or remove a Committee Member from the Committee.
- (b) The persons (if any) standing for election at each Annual General Meeting are any one or more of the following, as applicable:

- (i) any Committee Member required to retire under rule 14.2(b) and standing for re-election;
 - (ii) any Committee Member required to retire under rule 15.2(b) and standing for election; or
 - (iii) a person standing for election as a new Committee Member who has nominated in accordance with rule 14.2.
- (c) A retiring Committee Member is eligible for re-election to any Committee position without needing to give any prior notice of an intention to submit for re-election and holds office as a Committee Member until the conclusion of the meeting at which the Committee Member retires.
- (d) There must be a separate election for each position on the Committee that is open for election, whether as office holder or ordinary Committee Member. No person may be elected to more than one position on the Committee.
- (e) If there is no nomination for any Committee position under rule 14.2, the Chairperson may call for nominations from the Members Present at the Annual General Meeting.
- (f) If only one person has nominated for any Committee position, the Chairperson must declare that person elected to the position.
- (g) If more than one person has nominated for a Committee position, the Members Present must vote to elect the Committee Member, in accordance with any procedures agreed by the Committee. A Member who has nominated for a Committee position may vote for himself or herself.
- (h) Any person elected to the Committee who has not completed a nomination in accordance with rule 14.2 must within 14 days confirm in writing to the Committee their eligibility under rule 14.1(b). If the person is not eligible, their appointment to the Committee is deemed not to have taken place.

14.5 Committee Register

- (a) The Secretary (or any person authorised by the Committee) must keep and maintain a Committee Register in accordance with section 58 of the Act, including:
- (i) the name; and
 - (ii) at least one of the residential address, business address, post office box address or email address,
- for each person identified in rule 14.5(b).
- (b) Rule 14.5(a) applies to:
- (i) each Committee Member;
 - (ii) any other person who holds any office in the Club;
 - (iii) every person who is authorised to use the seal of the Club (if any); and
 - (iv) any person who is appointed or who acts as trustee on behalf of the Club.

14.6 Inspecting and copying the Committee Register

- (a) The Committee Register is available for inspection free of charge by any current Member upon written request to the Secretary.
- (b) A Member may make a copy of entries in the Committee Register or take an extract but a Member does not have the right to remove the Committee Register for that purpose.
- (c) A Member must not use or disclose any information in the Committee Register for any purpose other than a purpose that:
 - (i) is directly connected with the affairs of the Club; or
 - (ii) relates to the administration of the Act.

15. Resignation and removal from office

15.1 Vacancy on the Committee

A Committee Member's Term ends and that office becomes vacant if the Committee Member:

- (a) resigns by notice in writing delivered to the Secretary or, if the Committee Member is the Secretary, to the Chairperson;
- (b) dies;
- (c) is or becomes ineligible to act as a Committee Member under rule 14.1;
- (d) becomes physically or mentally incapable of performing the Committee Member's duties and the Committee resolves that his or her office be vacated for that reason;
- (e) is absent from more than:
 - (i) 4 consecutive Committee meetings without leave of absence granted from the Committee; or
 - (ii) 4 Committee meetings in the same Financial Year without tendering an apology to the relevant Chairperson of each meeting, which apology is accepted by the Chairperson,
 and the Committee determines that his or her office be vacated for that reason; or
- (f) is the subject of a resolution passed by Members terminating his or her appointment as a Committee Member.

15.2 Filling casual vacancies

- (a) The Committee may appoint a person (who is eligible under rule 14.1(b)) at any time to fill a Committee position:
 - (i) that has become vacant under rule 15.1; or
 - (ii) that was not filled at the Annual General Meeting.

- (b) A person appointed to the Committee under rule 15.2(a) holds office until the conclusion of the next Annual General Meeting, and is eligible for election to the Committee at that Annual General Meeting.

15.3 Return of books and records

- (a) As soon as practicable after a Committee Member's term of office ends, that person (or if the Committee Member has died, their personal representative) must deliver to the Committee all books, records and documents of the Club in his or her possession, whether in hard copy or electronic format.
- (b) The Committee may require the outgoing Committee Member to certify in writing that, having complied with rule 15.3(a), he or she has destroyed all remaining electronic copies of books, records and documents of the Club.

16. Committee proceedings

16.1 Calling and holding Committee meetings

- (a) The Committee or a Committee Member may call a Committee meeting by giving reasonable notice to each Committee Member.
- (b) The Committee may adjourn and otherwise regulate its meetings as it thinks fit.

16.2 Meetings by telecommunications

Without limiting the Committee's power to regulate its meetings as it thinks fit, the Committee may hold a valid meeting using any medium by which each of the Committee Members can simultaneously hear all the other participants (including telephone, video conferencing or any other means of instant communication), and in that case:

- (a) the participating Committee Members are taken to be present at the meeting for the purposes of this Constitution;
- (b) the meeting is taken to be held where the Chairperson of the meeting is; and
- (c) all proceedings of the Committee conducted in accordance with this rule 16.2 are as valid and effective as if conducted at a meeting at which all of the Committee Members were present in person.

16.3 Quorum

- (a) At a Committee meeting, the number of Committee Members whose presence is necessary to constitute a quorum is 3 Committee Members.
- (b) If any office on the Committee becomes vacant, the remaining Committee Members may act but, if the total number of remaining Committee Members is not sufficient to constitute a quorum at a Committee meeting, the Committee Members may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute a quorum or for the purpose of convening a General Meeting of the Club.

16.4 Guests at Committee meetings

- (a) The Committee may invite a Member or any other person who is not a Committee Member to attend a Committee meeting.
- (b) A person invited to attend a Committee meeting under rule 16.4(a) has no right to receive any agendas, notices or papers relating to the Committee meeting; no right to vote; and no right to comment on any matters discussed at the Committee meeting without the Committee's consent.

16.5 Committee resolutions

- (a) Subject to this Constitution, a resolution of the Committee must be passed by a majority of the votes of Committee Members present and entitled to vote on the resolution.
- (b) Each Committee Member has one vote.
- (c) In case of an equality of votes, the Chairperson has a second or casting vote in addition to his or her deliberative vote (if any).

16.6 Committee resolutions without a meeting

The Committee may pass a resolution without a Committee meeting being held if all the Committee Members entitled to vote on the resolution:

- (a) sign a document (or separate identical copies of the document) containing a statement that they are in favour of the resolution set out in the document; or
- (b) confirm by email, text message or any other means approved by the Committee that they are in favour of the resolution, in accordance with any policies adopted by the Committee for this purpose.

16.7 By-laws

- (a) The Committee has the power to make by-laws regulating the establishment, organisation and conduct of the Club, provided such by-laws are not inconsistent with this Constitution or the Act.
- (b) All by-laws made and in force from time to time are binding on the Members.

16.8 Acts valid despite defective appointment

Subject to the Act, any act done at any Committee meeting by any person acting as a Committee Member, even if it is later discovered that there was some defect in the appointment of any such Committee Member or that the Committee Member was not eligible for election under rule 14.1, is valid as if the Committee Member had been duly appointed and was qualified to be a Committee Member.

16.9 Sub-committees

- (a) The Committee may create sub-committees as it sees fit, consisting of such Members, Committee Members or other persons who are not Members as the Committee thinks fit. The Committee may delegate to any sub-committee the

exercise of such functions of the Committee as are specified in the delegation other than:

- (i) the power of delegation; and
 - (ii) a function which is a duty imposed on the Committee by the Act or any other law.
- (b) A sub-committee must exercise the powers granted to it in accordance with any direction of the Committee. Any power exercised in accordance with this rule 16.9(b) is taken to be exercised by the Committee.
 - (c) Rules 16.1, 16.2 and 16.4 apply to any sub-committee as if each reference in those rules to the Committee Members was a reference to the members of the sub-committee and each reference to a Committee meeting were to a sub-committee meeting.
 - (d) Minutes of all the proceedings and decisions of every sub-committee must be made, entered and signed in the same manner in all respects as minutes of proceedings of the Committee are required by the Act to be made, entered and signed.

17. Execution of documents

17.1 Execution generally

- (a) The Club may validly execute a document (including a deed) if the document is signed by a Committee Member and countersigned by another Committee Member or another person authorised by the Committee to countersign that document or a class of documents in which that document is included.
- (b) Rule 17.1(a) does not limit the Committee's ability to authorise a person who is not a Committee Member to execute a document for and on behalf of the Club.

17.2 Common seal

- (a) The Club need not have or use a common seal to execute documents or deeds. The Committee may resolve whether or not the Club is to have or use a common seal.
- (b) Where the Club has a common seal, it must only be used with the authority of the Committee. The Secretary or any other Committee Member authorised by the Committee must ensure the safe custody of the seal.
- (c) The Secretary must record in a seal register details of every document to which the common seal of the Authority is fixed.

18. Notices

18.1 How notice to be given

All notices, including notices of meeting, may be given by the Club to any Member by:

- (a) serving it on the Member personally;

- (b) sending it by post to the Member's nominated address;
- (c) sending it by email to an email address nominated by the Member, or by any other electronic means nominated by the Member; or
- (d) giving it by any other means permitted or contemplated by the Act.

18.2 When notice is given

A notice is deemed to be given by the Club and received by the Member:

- (a) if delivered in person, when delivered to the Member;
- (b) if posted, at 9.00 am on the third (seventh, if sent to or from an address in another country) day after the date of posting, whether delivered or not;
- (c) if sent by fax, when the Club receives from the sending facsimile machine a report of an error-free transmission of the entire notice to the correct facsimile number; or
- (d) if sent by email, 2 hours after the time the email is sent to the Member's nominated email address, as recorded on the Club's email system, unless the Club receives, within that time period, an automatic notification (other than an out of office message) indicating that the email has not been delivered,

but if the delivery or receipt is on a day which is not a Business Day or is after 4.00 pm (addressee's time), it is deemed to have been received at 9.00 am (addressee's time) on the next Business Day.

19. Funds and accounts

19.1 Control of funds

- (a) The funds of the Club must be kept in an account or accounts in the name of the Club in a financial institution determined by the Committee.
- (b) The Committee is responsible for expenditure of the funds of the Club and may authorise the Treasurer or any other person to expend the funds of the Club within specified limits and any expenditure above those limits must be approved or ratified by the Committee.
- (c) The funds of the Club are to be used to do:
 - (i) anything which it considers will advance or achieve the Objects; and
 - (ii) all other things that are incidental to carrying out the Objects.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club are to be executed by:
 - (i) any 2 Committee Members; or
 - (ii) any person or persons authorised by the Committee, within the expenditure limits set by the Committee.
- (e) All electronic payments by the Club are to be made or authorised by:

- (i) the Treasurer; or
 - (ii) any person or persons authorised by the Committee,
- within the expenditure limits specified by the Committee.

19.2 Source of funds

- (a) The Club may derive funds in any way permitted by the Act.

19.3 Financial Records

- (a) The Club must keep Financial Records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable true and fair Financial Statements to be prepared in accordance with Part 5 of the Act.
- (b) The Club must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.
- (c) The Club must allow the Committee Members and the auditor to inspect those accounts at all reasonable times.

19.4 Financial reporting, audit and review

- (a) The Committee must cause the Club to comply with all financial reporting obligations imposed on it under the Act or any other applicable legislation.
- (b) Without limiting rule 19.4(a), the Committee must cause the Club to:
 - (i) if it is a tier 1 association, prepare annual Financial Statements, presented under Part 5 of the Act;
 - (ii) if it is a tier 2 association or tier 3 association, prepare an annual Financial Report, presented under Part 5 of the Act;
 - (iii) have its Financial Statements or Financial Report reviewed or audited (as applicable) if:
 - (A) it is required under the Act;
 - (B) it is directed by the Commissioner;
 - (C) the Members pass a resolution requiring it; or
 - (D) it is required as a condition of a funding arrangement; holding of a charitable collections licence or otherwise at law; and
 - (iv) if required to be presented for consideration under Part 5 of the Act, present a copy of the report of the review or the auditor's report on the Financial Statements or Financial Report (as applicable) to the Annual General Meeting.

19.5 Financial Year

The Financial Year of the Club is the 12 month period starting on 1 November.

19.6 Inspection of records

- (a) Subject to the Act and to this Constitution, the Committee must determine whether and on what terms the books, records and other documents of the Club will be open to the inspection of Members other than Committee Members.
- (b) A Member other than a Committee Member does not have the right to inspect any document of the Club except as provided by the Act, or otherwise as authorised by the Committee or by the Club in General Meeting.

20. Indemnity and insurance

20.1 Definition

In this rule **Officer** has the meaning given in section 3 of the Act.

20.2 Association may indemnify Officers

To the full extent permitted by law and without limiting the powers of the Club, the Club may indemnify any person who is or has been an Officer of the Club against all losses, liabilities, damages, costs, charges and expenses of any kind incurred by the Officer as an Officer of the Club.

20.3 Documentary indemnity and insurance policy

To the extent permitted by the Act and any applicable law and without limiting the powers of the Club, the Committee may authorise the Club to, and the Club may, enter into any:

- (a) documentary indemnity in favour of; or
- (b) insurance policy for the benefit of,

a person who is, or has been, an Officer of the Club, which indemnity or insurance policy may be in such terms as the Committee approves and, in particular, may apply to acts or omissions prior to or after the time of entering into the indemnity or policy.

21. Affiliation and membership of other similar organisations

The Club may in a General Meeting determine to affiliate with or become a member of, or to accept affiliation or membership of, any organisation (including any regional or international association) having similar or like interests to the Club.

22. Winding up, cancellation and distribution of surplus property

- (a) For the purposes of this rule **Surplus Property** has the meaning given in section 3 of the Act.
- (b) Subject to the Act, the Club may cease its activities and be wound up or cancelled in accordance with a Special Resolution.

- (c) Upon the winding up or cancellation of the Club, any Surplus Property will not be paid to or distributed among the Members, but will be distributed to one or more organisations listed in section 24(1) of the Act with objects similar to the Objects.

23. Variation or amendment of Constitution

This Constitution may be varied, amended or rescinded from time to time by Special Resolution in accordance with Division 2 of Part 3 of the Act.