



Constitution

Tweed Netball Association Incorporated (Y0970513)

JJM:142344

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ASSOCIATIONS INCORPORATION ACT 2009 (NSW)

CONSTITUTION

of

TWEED NETBALL ASSOCIATION INCORPORATED (Y0970513)

1. NAME OF ASSOCIATION

The name of the association is Tweed Netball Association Incorporated (Y0970513).

2. INTERPRETATION

2.1 In these Rules unless the contrary intention appears:

Act means the *Associations Incorporation Act 2009* (NSW).

Affiliated Club means a club referred to in **clause 9.1**.

Association means the association known as Tweed Netball Association Incorporated or such other name as determined by the Executive Committee.

Chairperson means the chairperson for the time being of the Association.

Club Delegate means a natural person who is over 18 years of age and is the registered club delegate as set out in **clause 9.2**.

Constitution means this Constitution of the Association.

Financial Year means the year ending 30 June in each year.

Financial Member means a Member whose fees and other monies owing to the Association are paid in full.

General Meeting means the annual or any special general meeting of the Association.

Honorary Member means an individual appointed as an Honorary Member of the Association under **clause 11**.

Life Member means an individual appointed as a Life Member of the Association under **clause 10**.

Executive Committee means the executive committee of the Association (if any) for the time being elected under **clause 37**.

Member means a member for the time being of the Association.

Netball means the sport or game of netball played under the rules determined or adopted from time to time by Netball Queensland Limited ACN 612 079 179 or The New South Wales Netball Association Limited ACN 001 685 007 or any other suitable body.

Participant means a person who participates as a player, umpire or official in a Netball competition organised, controlled or sanctioned by the Association.

Register means the register of Members which shall be kept by the Association in accordance with the Act.

Regulations means any Regulations made by the Executive Committee pursuant to **clause 68**.

Season means the duration of a competition run by the Association between teams of Participants.

Special Event means any event that the Association declares is a special event under this constitution which may include, but not be limited to, events or tournaments that occur over a small number of days.

Special Resolution means a resolution made which is passed by at least three quarters (75%) of the votes of those Members who, being entitled to vote at the meeting.

2.2 Expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) a word importing the singular includes the plural and vice versa;
- (d) a word importing any gender includes all other genders;
- (e) a reference to persons includes corporations and bodies politic;
- (f) a reference to a person includes the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).

2.4 If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, that phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If it cannot be read down, the phrase or provision shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

- 2.5 Except where the contrary intention appears in this Constitution, an expression in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act has the same meaning as that provision of the Act.
- 2.6 The model rules referred to in the Act are displaced by this Constitution.
- 2.7 The Association is established solely for the Objects.

3. GENERAL

- 3.1 The location of the Association is Arkinstall Park, Cunningham Street, Tweed Heads South, NSW 2486 and postal address is PO Box 6906, Tweed Heads South, NSW 2486.
- 3.2 The Association is a full member Association affiliated with Netball Queensland Limited and such other bodies as the Association deems fit.
- 3.3 The Association motto shall be: 'Netball for fun, fitness, fair play and inclusion'.
- 3.4 The colours of the Association shall be a combination of navy blue, teal, red and white.

4. OBJECTS

The Association is established to:

- (a) promote, encourage, foster, develop, extend, govern and control the sport of Netball in the Tweed area;
- (b) coordinate, encourage, assist and support the legitimate activities of the Members and their cooperation with each other;
- (c) promote, organise and conduct tournaments, competitions and other events pertaining to the sport as may from time to time be considered expedient;
- (d) maintain standardised playing rules and regulations for the control and playing of Netball in the Tweed area;
- (e) select, support and/or sponsor any representative team or teams for purposes associated with Netball in the Tweed area;
- (f) act, through its Executive Committee, as the supreme disciplinary and adjudicating body in respect to all matters pertaining to Netball in the Tweed area and for this purpose the Association shall through its Executive Committee have the power and authority to:
 - (i) entertain and adjudicate upon appeals from decisions of any official, whether of this Association or any affiliated body and from the decisions of the Executive Committee or committee of any affiliated body; and
 - (ii) to suspend, disqualify or otherwise deal with any Member thereof;

- (g) do all such lawful acts and things as are incidental or conducive as to the carrying out of the above objects.

5. POWERS OF THE ASSOCIATION

Solely for furthering the Objects, the Association has all the rights, powers and privileges of an individual.

6. APPLICATION OF INCOME

- 6.1 The income and property of the Association shall be applied solely towards the promotion of the Objects.
- 6.2 No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- 6.3 No remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.
- 6.4 Nothing contained in **clauses 6.2 or 6.3** shall prevent payment in good faith of or to any Member:
 - (a) for any services actually rendered to the Association whether as an employee or otherwise;
 - (b) for goods supplied to the Association in the ordinary and usual course of business;
 - (c) of interest on money borrowed from any Member;
 - (d) of rent for premises demised or let by any Member to the Association;
 - (e) for any out-of-pocket expenses incurred by the Member on behalf of the Association;
 - (f) as an honorarium for any services actually rendered to the Executive Committee of the Association;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

7. LIABILITY OF MEMBERS

The liability of the Members is limited.

8. MEMBERS

- 8.1 Membership of the Association shall be divided into the following classes:
 - (a) Affiliated Clubs;
 - (b) Life Members;
 - (c) Honorary Members; and
 - (d) Participants.

8.2 The Executive Committee has power from time to time to create new categories of membership so long as the effect of this is not to alter the rights, privileges or obligations of an existing category of Members.

8.3 Membership of a class is unlimited.

9. AFFILIATED CLUBS

9.1 Each Affiliated Club being a club which plays in a Netball competition organised, controlled or sanctioned by the Association (excluding Special Events) for adult or junior Participants during a Financial Year of the Association and has at least one team shall be a Member.

9.2 Each Affiliated Club shall appoint a Club Delegate/s as follows:

- (a) for an Affiliated Club with one or two teams – one Club Delegate; and
- (b) for an Affiliated Club with three or more teams – two Club Delegates.

9.3 Each Affiliated Club which competes in at least one Season in a Financial Year is entitled to vote as follows:

- (a) for an Affiliated Club with one or two teams – one vote; and
- (b) for an Affiliated Club with three or more teams – two votes.

These votes will relate to the Affiliated Club and shall be cast by the Club Delegate/s.

9.4 Each Club Delegate will provide an email address for notices to be provided to their Affiliated Club.

9.5 No Club Delegate shall be entitled to vote unless the Affiliated Club that appointed them is a Financial Member.

9.6 A Club Delegate must be a minimum of eighteen (18) years of age.

9.7 A Club Delegate may be a member of the Executive Committee.

9.8 The voting rights exercisable at the Annual General Meeting shall be those voting rights applicable to the Affiliated Club for the previous Financial Year.

10. LIFE MEMBERS

10.1 The Executive Committee may recommend to the Annual General Meeting that any person who has rendered distinguished or special service to the Association, may be granted Life Membership provided that the recommendation is approved by at least 75% of the members of the Executive Committee.

10.2 A resolution of the Annual General Meeting to confer Life Membership on the recommendation of the Executive Committee must be passed by a Special Resolution. The vote on such resolution will be taken by a show of hands, or if requested by secret ballot.

10.3 Conditions, obligations and privileges of Life Membership shall be as prescribed in the Regulations.

10.4 All persons appointed as Life Members prior to the adoption of this Constitution shall continue as Life Members following its adoption.

10.5 A Life Member shall be entitled to:

- (a) vote;
- (b) nominate a person or persons for the Executive Committee; and
- (c) be elected to the Executive Committee.

10.6 A Life Member shall be exempt from payments and fees.

11. HONORARY MEMBERS

11.1 The Executive Committee may recommend to the Annual General Meeting that, in the interest of Netball or the Association, any person may be granted Honorary Membership, provided that the recommendation is approved by at least 75% of the members of the Executive Committee.

11.2 A resolution of the Annual General Meeting to confer Honorary Membership on the recommendation of the Executive Committee must be passed by a Special Resolution. The vote on such resolution will be taken by a show of hands or, if requested, by secret ballot.

11.3 Conditions, obligations, privileges and the term of Honorary Membership shall be as prescribed in the Regulations.

11.4 All persons appointed as Honorary Members prior to the adoption of this Constitution shall continue as Honorary Members following its adoption.

11.5 An Honorary Member shall be entitled to attend general meetings.

11.6 An Honorary Member shall not be entitled to:

- (a) vote;
- (b) nominate a person or persons for the Executive Committee; nor
- (c) be elected to the Executive Committee.

12. PARTICIPANTS

12.1 A Participant is a person who plays for an Affiliated Club that participates in, or is an umpire or official of, a Netball competition organised, controlled or sanctioned by the Association.

12.2 A Participant is not entitled to:

- (a) notice of meetings of the Association; nor
- (b) vote.

12.3 Participants are entitled to:

- (a) nominate and second nominations for election of the members of the Executive Committee; and

- (b) be nominated for election as a member of the Executive Committee.

12.4 Participants agree to be bound by the Constitution and Regulations of the Association.

13. APPLICATION FOR MEMBERSHIP

13.1 An application for membership must be:

- (a) in writing on the form prescribed by the Executive Committee from time to time; and
- (b) accompanied by the appropriate fee, if any.

13.2 An application by a Club to enter a team in a competition run by the Association shall be deemed to be an application for membership by that Club.

13.3 The Executive Committee may accept or reject an application whether the applicant has complied with the requirements in **clause 13.1** or not. Where the Association accepts an application, the applicant will become a Member. Membership of the Association will commence upon acceptance of the application by the Association. If the Executive Committee rejects an application, any fees forwarded with the application will be refunded, and the application will be deemed rejected. Reasons for any membership decision are not required to be given and there is no appeal.

14. EFFECT OF MEMBERSHIP

14.1 All Members acknowledge and agree that:

- (a) the Constitution constitutes a contract between each of them and the Association;
- (b) they are bound by the Constitution and the Regulations;
- (c) they shall comply with and observe the Constitution, the Regulations and any determination or resolution which may be made or passed by the Executive Committee in respect of Netball in the Association's area;
- (d) by submitting to the Constitution and the Regulations they are subject to the jurisdiction of the Association;
- (e) the Constitution is made in the pursuit of a common object, namely the mutual and collective benefit of the Association, the Members and Netball;
- (f) the Constitution is necessary and reasonable for promoting the Objects and particularly the advancement and protection of Netball; and
- (g) they are entitled to all benefits, advantages, privileges and services of Association membership.

15. SUBSCRIPTION AND FEES

- 15.1 The annual subscription (if any) and fees payable by Members to the Association and the time for, and manner of, payment shall be as determined by the Executive Committee from time to time.
- 15.2 Members whose subscriptions and/or fees have not been paid and received by the time set by the Executive Committee in any year shall not be entitled to receive any of the benefits, advantages, privileges or services of Association membership (including the right to vote) unless otherwise approved in writing by the Executive Committee.

16. DISCONTINUANCE OF MEMBERSHIP

- 16.1 A Member may resign their membership by notice in writing to the Association.
- 16.2 An Affiliated Club that does not enter a team in a competition run by the Association shall cease to be a Member of the Association.
- 16.3 A Member, who is a person, ceases to be a Member of the Association if that person dies.

17. DISCIPLINE OF MEMBERS

- 17.1 The Executive Committee in its sole discretion may consider an allegation by a complainant that a Member has:
 - (a) breached, failed, refused or neglected to comply with a provision of this Constitution and the Regulations or any other resolution or determination of the Executive Committee or duly authorised commission or committee; or
 - (b) acted in a manner unbecoming of a Member or prejudicial to the Objects or the interests of the Association and/or Netball; or
 - (c) prejudiced the Association or Netball or brought the Association or Netball into disrepute;

and may, after consideration, refer the matter to investigation or determination either under the procedures set down in the Regulations or by such other procedure or persons as the Executive Committee considers appropriate.

All Members are subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of the Association whether under the Regulations or as otherwise prescribed by the Executive Committee from time to time.

- 17.2 The Executive Committee may then impose such penalty as it sees fit including suspending or terminating the Member.

GENERAL MEETINGS

18. ANNUAL GENERAL MEETING

18.1 An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and on a date and at a venue to be determined by the Executive Committee within six months of the end of the Financial Year.

18.2 All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

19. CONVENING GENERAL MEETINGS

The Executive Committee will call a General Meeting if requisitioned in writing to do so by not less than five percent (5%) of the Members who have the right to vote.

20. NOTICE OF GENERAL MEETING

Subject to an agreement for shorter notice:

- (a) Notice of every meeting shall be given to every person entitled to receive notice under **clause 21** at the address appearing in the Register kept by the Association. No other person shall be entitled as of right to receive notices of meetings.
- (b) Notice of a meeting shall be given at least 14 days prior to the meeting and shall specify the place and day and hour of meeting.
- (c) The agenda for the meeting stating the business to be transacted at the meeting shall be available to every Member entitled to vote at least 7 days prior to meeting, together with any notice of motion received from Members.
- (d) If a Special Resolution is to be proposed at the meeting, the notice of the meeting shall set out an intention to propose the Special Resolution and state the resolution.

21. ENTITLEMENT TO NOTICES

Notice of every General Meeting will be given in any manner authorised by this Constitution to:

- (a) every Affiliated Club;
- (b) Life Member; and
- (c) the members of the Executive Committee; and
- (d) the auditor for the time being of the Association, if any.

22. PLACE OF GENERAL MEETING

The Association may hold a General Meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

23. WRITTEN RESOLUTIONS

- 23.1 The Association may pass a resolution without a General Meeting being held if a majority of all voting Members sign a document containing a statement that they are in favour of the resolution set out in the document. All voting Members must be served with any document to be considered under this clause. The provisions of this clause do not apply to a Special Resolution or a resolution to remove the auditor.
- 23.2 Separate copies of the document may be used for signing by voting Members if the wording of the resolution statement is identical on each copy. The resolution is passed when the last voting Member of the majority in favour signs.

24. QUORUM

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. The quorum for a General Meeting shall be ten percent (10%) of Members who have the right to vote. The quorum must be present at all times during the meeting.

25. ADJOURNMENT FOR LACK OF QUORUM

If a General Meeting does not have a quorum present within thirty minutes after the time for the meeting set out in the notice of meeting, the meeting shall be adjourned to the date, time and place the Executive Committee specifies. If the Executive Committee does not specify one or more of these things, then the meeting shall be adjourned to:

- (a) if the date is not specified – the same day in the next week; and
- (b) if the time is not specified – the same time; and
- (c) if the place is not specified – the same place.

26. LACK OF QUORUM AT ADJOURNED MEETING

If no quorum is present at the resumed meeting within thirty minutes after the time specified for the meeting, then the meeting is dissolved.

27. CHAIRPERSON OF GENERAL MEETINGS

The President shall be entitled to act as Chairperson at every General Meeting. If the President is not available within ten minutes after the time appointed for holding the meeting or declines to act for the meeting or part of the meeting, the Executive Committee shall appoint another member of the Executive Committee to act as Chairperson of that meeting or part of it.

28. ADJOURNMENT GENERALLY

The Chairperson of the meeting may, with the consent of any General Meeting at which a quorum is present (and will if so directed by the meeting), adjourn the meeting from time to time and from place to place. No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for one month or more, notice of the adjourned meeting must be given as in the case of an original

meeting. Otherwise, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

29. PUTTING OF RESOLUTIONS

A resolution put to the vote at a General Meeting must be decided on a show of hands unless a secret ballot is demanded. A secret ballot may be demanded by:

- (a) a majority of those persons present and entitled to vote at such meeting; or
- (b) the Chairperson of the meeting.

The secret ballot may be demanded before a vote is taken or before the voting results on a show of hands are declared.

30. RESULT ON SHOW OF HANDS

On a show of hands, a declaration by the Chairperson is conclusive evidence of the result provided that the declaration reflects the show of hands. Neither the Chairperson nor the minutes need state the number or proportion of the votes recorded in favour or against.

31. DEMAND FOR POLL

A poll may be demanded on any resolution including the election of the Chairperson or the adjournment of a meeting. A poll demanded on a matter other than the election of the Chairperson or the question of adjournment must be taken when and in the manner the Chairperson directs. A poll on the election of the Chairperson or on the question of an adjournment must be taken immediately. A demand for a poll may be withdrawn.

32. NO CASTING VOTE

In the case of an equality of votes, whether on a show of hands or on a poll, there will be no casting vote and the resolution will be lost for want of a majority.

33. VOTING AT GENERAL MEETINGS

35.1 Club Delegates and Life Members shall be entitled to vote at meetings. Each Club Delegate present and entitled to vote shall be entitled to one or two votes, as applicable, for each Affiliated Club they represent.

35.2 The Association may hold a postal or electronic ballot, as determined by the Executive Committee, to decide any matter. The ballot must be conducted in accordance with Schedule 2 of the *Associations Incorporation Regulation 2022 (NSW)*.

35.3 A Member cannot cast a vote by proxy.

34. DISALLOWANCE OF VOTE

A challenge to a right to vote at a General Meeting:

- (a) can only be made at the meeting; and
- (b) must be determined by the Chairperson whose decision is final.

Every vote not so disallowed is valid for all purposes.

THE EXECUTIVE COMMITTEE

35. EXISTING MEMBERS OF THE EXECUTIVE COMMITTEE

The members of the administrative body (by whatever name called) of the Association in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such approval, and thereafter the positions of the members of the Executive Committee shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

36. COMPOSITION OF THE EXECUTIVE COMMITTEE

The Executive Committee shall be made up of:

- (a) President;
- (b) Vice President;
- (c) Secretary;
- (d) Treasurer;
- (e) Registrar;
- (f) Umpires Convenor; and
- (g) Representative Convenor;

elected under **clause 37**.

The President shall be the Chairperson of the Executive Committee.

37. ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

37.1 Elected members of the Executive Committee shall be elected in accordance with this Constitution for a term, which shall commence in accordance with **clause 37.6**.

37.2 Nominees for each of the various positions of the Executive Committee must meet the qualifications as prescribed from time to time by the Executive Committee and set out in this Constitution or in the Regulations.

37.3 Nominations for the various positions must be:

- (a) in writing;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) signed by a nominator and a seconder who must be a Club Delegate, Life Member or Participant; and
- (d) signed by the nominee expressing his or her willingness to accept the position for which he or she is nominated.

- 37.4 Nominations must be received by the Association at least 14 days prior to the Annual General Meeting. Where no or an insufficient number of nominations are received prior to the Annual General Meeting, the Chairperson may, subject to the consent of the meeting, call for nominations from the floor at the Annual General Meeting.
- 37.5 The elections shall be decided on a show of hands unless a secret ballot is requested by any Member. This shall be by secret ballot on papers prepared by the Executive Committee.
- 37.6 Subject to this Constitution, the office of a member of the Executive Committee shall commence from the conclusion of the Annual General Meeting at which they are elected until the conclusion of the Annual General Meeting following.
- 37.7 Where one nomination is received for an available position, a vote will be taken and this candidate will be successful upon a Special Resolution in favour of the nomination. In the event that the nomination is not approved by a Special Resolution then the vacant position on the Executive Committee will be dealt with in accordance with clause 40.

38. TERM OF MEMBERS OF THE EXECUTIVE COMMITTEE

- 38.1 The term of members of the Executive Committee shall be one year from the Annual General Meeting at which they are elected until the Annual General Meeting which occurs one year later.
- 38.2 There is no limit on the number of consecutive terms for which a Executive Committee member may hold office.

39. VACATION OF OFFICE OF MEMBER OF THE EXECUTIVE COMMITTEE

- 39.1 In addition to the circumstances in which the office of a member of the Executive Committee becomes vacant by virtue of the Act, the office of a member of the Executive Committee shall be automatically vacated if the member:
 - (a) dies;
 - (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
 - (d) resigns his or her office in writing to the Association;
 - (e) where a member of the Executive Committee, is absent without the consent of the Executive Committee from three consecutive meetings of the Executive Committee;
 - (f) holds any office of employment with the Association without the approval of the Association in General Meeting;

- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest;
- (h) is removed by Special Resolution; or
- (i) would otherwise be prohibited from being a director of a corporation under the *Corporations Act (2001) Cth*.

39.2 A member of the Executive Committee has no right of appeal against their removal from office under this **clause 39**.

40. CASUAL VACANCIES

Any casual vacancy occurring in the position of a member of the Executive Committee may be filled by the remaining members of the Executive Committee from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the member's term under this Constitution.

41. MANAGEMENT OF THE ASSOCIATION

Subject to this Constitution the business of the Association is to be managed by or under direction of the Executive Committee.

42. GENERAL POWERS OF THE EXECUTIVE COMMITTEE

The Executive Committee may exercise all of the powers of the Association except any powers that the Act or this Constitution requires the Association to exercise in a General Meeting.

43. HOLDING OF EXECUTIVE COMMITTEE MEETINGS

The Executive Committee shall meet at least every month between January to October and otherwise as often as is deemed necessary and may adjourn and, subject to this Constitution, regulate its meetings as it thinks fit. The Chairperson, or a majority of members of the Executive Committee may at any time call a meeting of the Executive Committee by reasonable notice individually to each member of the Executive Committee.

44. HOLDING OF OTHER OFFICES

A member of the Executive Committee shall not hold any place of profit or position of employment in the Association in conjunction with the office of a member of the Executive Committee without the consent of the Association in General Meeting.

45. DISCLOSURE OF INTERESTS

45.1 The nature of any conflict of interest must be declared by the member of the Executive Committee at the meeting of the Executive Committee at which the conflicting contract or arrangement is first taken into consideration if the interest then exists or in any other case at the first meeting of the Executive Committee after the acquisition of the interest. If a member of the Executive Committee becomes interested in a contract or arrangement after it is made or entered into the declaration of the interest must be made at the first meeting of the Executive Committee held after the member of the Executive Committee becomes so interested.

- 45.2 A member of the Executive Committee shall not hold any position of employment in any entity involved with the management or operation of Netball in conjunction with the office of a member of the Executive Committee without the consent of the Association in General Meeting.

46. GENERAL DISCLOSURE

A general notice that a member of the Executive Committee is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **clause 45** as regards such member of the Executive Committee and the said transactions. After such general notice it is not necessary for such member of the Executive Committee to give a special notice relating to any particular transaction with that firm or company.

47. RECORDING DISCLOSURES

The minutes shall record any declaration made or any general notice given by a member of the Executive Committee under **clauses 45 and 46**.

48. INTERESTED MEMBER OF THE EXECUTIVE COMMITTEE CANNOT VOTE

A member of the Executive Committee, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the member of the Executive Committee is interested. If they do vote their vote shall not be counted.

49. QUORUM

- 49.1 The quorum for an Executive Committee meeting is a majority of members of the Executive Committees, or such other number as may be fixed by the Executive Committee from time to time. The quorum must be present at all times during the meeting.

- 49.2 In the event of a vacancy or vacancies in the office of a member or members of the Executive Committee, the remaining members of the Executive Committee may act but, if the number of remaining members of the Executive Committee is not sufficient to constitute a quorum at a Executive Committee meeting, they can act only for the purpose of ensuring the number of members of the Executive Committee is a number sufficient to constitute a quorum. Vacancies shall be filled in accordance with this Constitution.

50. CHAIRPERSON OF EXECUTIVE COMMITTEE MEETINGS

The President shall act as Chairperson at all Executive Committee meetings. If the President is not available within fifteen minutes after the time appointed for holding the meeting or declines to act for the meeting or part of the meeting, the remaining members of the Executive Committee shall appoint another member of the Executive Committee to chair the meeting or part of it.

51. DELEGATIONS

Other than its power of delegation under this clause and powers under **clause 68** (Regulations) the Executive Committee may delegate any of its powers to individuals or groups consisting of such persons as the Executive Committee thinks fit. Any such individual or group shall conform to this Constitution where applicable and or any Regulations that may be imposed on it by the Executive Committee in the exercise of the powers so delegated. Any such individual or group must exercise

the powers delegated to it in accordance with any directions of the Executive Committee. The effect of the committee exercising a delegated power in this way is the same as if the Executive Committee exercised the power.

52. CONDUCT OF COMMITTEE MEETINGS

The Executive Committee shall appoint the chairpersons and members of all committees. If at any meeting the chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may elect one of their number to be chair of the meeting. A committee may meet and adjourn, as it thinks proper.

53. VOTES AT EXECUTIVE COMMITTEE MEETINGS

Each member of the Executive Committee shall be entitled to one vote on each resolution at Executive Committee meetings. A resolution of the Executive Committee must be supported by a majority of votes cast by those present and entitled to vote on the resolution. In the case of an equality of votes there will be no casting vote and the resolution will be lost for want of a majority.

54. VALIDITY OF ACTS OF MEMBERS OF THE EXECUTIVE COMMITTEE

All acts done by any meeting of the Executive Committee or of any committee or by any person acting as a member of the Executive Committee shall be considered valid even if it is afterwards discovered that:

- (a) there was some defect in the appointment of any such member of the Executive Committee or commission or committee or person; or
- (b) they or any of them were disqualified.

55. WRITTEN RESOLUTION

The Executive Committee may pass a resolution without a Executive Committee meeting being held if the majority of all the members of the Executive Committee entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. All members of the Executive Committee must be served with any document to be considered under this clause.

Separate documents may be used for signing by members of the Executive Committees if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last member of the Executive Committee signs.

56. MANNER OF HOLDING MEETINGS

A Executive Committee meeting may be called or held using any technology consented to by all the members of the Executive Committee. The consent may be a standing one. A member of the Executive Committee shall only withdraw the member's consent within a reasonable period before the meeting.

MISCELLANEOUS

57. NEGOTIABLE INSTRUMENTS

Any two members of the Executive Committee may sign, draw, accept, endorse or otherwise execute a negotiable instrument. This provision is subject to the Executive

Committee determining that a negotiable instrument shall be signed, drawn, accepted, endorsed or otherwise executed in a different way.

58. MINUTES

58.1 The Executive Committee shall cause minute books to be kept in which the Association records within one month:

- (a) proceedings and resolutions of all General Meetings; and
- (b) proceedings and resolutions of Executive Committee meetings (including meetings of all committees and commissions); and
- (c) resolutions passed by Members without a meeting; and
- (d) resolutions passed by the Executive Committee without a meeting.

The Executive Committee must ensure that minutes of a meeting are signed within a reasonable time after the meeting by the Chairperson of the meeting or the Chairperson of the next meeting. The Executive Committee must ensure that minutes of the passing of a resolution without a meeting are signed by a member of the Executive Committee within a reasonable time after the resolution was passed.

58.2 If a Member requests access to the minute books of the Association to inspect the minutes of a General Meeting or any resolutions passed by Members without a General Meeting, the Executive Committee must, within 28 days of the request:

- (a) make the relevant minute book available for inspection by the Member at a reasonably agreed time and place; and
- (b) provide the Member with copies (at the Member's expense) if requested.

59. COMMON SEAL

The Association may have a common seal. The common seal:

- (a) must comply with the Act;
- (b) the Executive Committee shall provide for the safe custody of the seal;
- (c) the seal shall only be used by the authority of the Executive Committee or of a committee of the Executive Committee authorised by the Executive Committee; and
- (d) every document to which the seal is affixed shall be signed by two members of the Executive Committee.

60. BOOKS AND ACCOUNTS

60.1 The Executive Committee shall ensure that proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Executive Committee are established and maintained

and shall produce these as appropriate at each Executive Committee meeting and General Meeting.

60.2 The Register, proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care and control of the Executive Committee.

60.3 The Association shall retain such records for seven years after the completion of the transactions or operations to which they relate.

61. INSPECTION OF RECORDS AND BOOKS

61.1 The following documents must be available for inspection, free of charge, by Members of the Association at a reasonable time:

- (a) this Constitution,
- (b) minutes of Executive Committee meetings and General Meetings of the Association,
- (c) records, books and other documents relating to the Association.

61.2 A Member may inspect a document referred to in **clause 61.1**:

- (a) in hard copy, or
- (b) in electronic form, if available.

61.3 A Member may obtain a hard copy of a document referred to in **clause 61.1** on payment of a fee of not more than \$1, as determined by the Executive Committee, for each page copied.

61.4 The Executive Committee may refuse to allow a Member to inspect or obtain a copy of a document under this clause:

- (a) that relates to confidential, personal, commercial, employment or legal matters, or
- (b) if the Executive Committee considers it would be prejudicial to the interests of the Association for the Member to do so.

62. REGISTER OF MEMBERS

62.1 The Executive Committee shall cause a Register to be kept in which it shall enter the name and address of all Members admitted to membership of the Club.

62.2 Subject to the provisions of the *Privacy Act 1988 (Cth)*, the Register shall be open for inspection at all reasonable times by any Member who previously applies to the Executive Committee for such inspection.

62.3 The Register may be kept and maintained in a written form or by/on a suitable computer system that is adequately maintained at all times.

63. INTERESTS OF MEMBERS OF THE EXECUTIVE COMMITTEE

A member of the Executive Committee shall not sign a document to which the seal of the Association is fixed where the member of the Executive Committee is interested in the contract or arrangement to which the document relates.

64. ACCOUNTS

True accounts shall be kept of the sums of money received and expended by the Association and the manner in respect of which such receipt and expenditure takes place and of the property, assets and liabilities of the Association. Once at least in every year the accounts of the Association shall be examined by one or more properly qualified auditor or auditors who shall report to the Members in accordance with the provisions of the Act.

65. AUDITOR

A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act and the *Corporations Act 2001 (Cth)*.

66. GIVING OF NOTICES

The Association may give notice to any member of the Executive Committee or Member:

- (a) by sending it by post to the address of the member of the Executive Committee as notified to the Executive Committee or the address for the Member in the Register of Members or the alternative address (if any) nominated by the member of the Executive Committee or Member; or
- (b) by sending it to the email address (if any) nominated by the member of the Executive Committee or by the Member.

Any notice sent by post is taken to have been given two days after it is posted. Any notice sent by other electronic means is taken to be given on the business day after it is sent.

67. EXTENT OF INDEMNITY

The Association will indemnify (either directly or through one or more interposed entities) any person who is or has been a member of the Executive Committee of the Association and, if so resolved by the Executive Committee, the auditor of the Association, out of the funds of the Association against the following:

- (a) any liability to another person (other than the Association or a related body corporate) unless the liability arises out of conduct involving a lack of good faith or negligence;
- (b) any liability for costs and expenses incurred by that person:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or

- (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the person under the Act save for any liability that arises from the negligence of that person;

but only where the relevant liability has arisen whilst the person was acting in their capacity as member of the Executive Committee, or, if applicable, auditor of the Association.

68. REGULATIONS

- 68.1 The Executive Committee may from time to time as circumstances dictate, formulate, interpret, adopt, make, alter and amend Regulations for the proper advancement, management and administration of the Association, the advancement of the Objects as it thinks necessary or desirable. Such Regulations must be consistent with this Constitution. Such Regulations are binding on all Members.
- 68.2 The Executive Committee shall bring to the notice of all Members all Regulations and any formulation, interpretation, amendment, alteration and repeal of them. Notices are binding upon all Members.
- 68.3 All rules and regulations of the Association in force at the date of the approval of this Constitution shall continue in force under this Constitution until amended or repealed by the Executive Committee. All such rules and regulations are subject to and are to be interpreted in accordance with this Constitution.

69. SOURCES OF FUNDS

The Association's funds may be derived from membership or affiliation fees, registration fees, ground fees, capitation fees, levies, grants, donations or other sources as determined by the Executive Committee.

70. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Association (other than for the purposes of reconstruction or amalgamation) there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to some body or bodies having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by **clause 6** of this Constitution. Such body or bodies to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of a Supreme Court as may have or acquire jurisdiction in the matter.

71. ADDITION, ALTERATION, AMENDMENT OR RESCISSION

No addition, alteration, amendment or rescission shall be made to this Constitution unless the same has been approved by Special Resolution. An addition, alteration, amendment or rescission to this Constitution is only valid if it is registered in accordance with the Act.