

# CONSTITUTION

## BODDINGTON FOOTBALL CLUB

(Draft 20 June 2019)

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# Boddington Football Club Inc

## RULES OF ASSOCIATION

### 1. Name of incorporated association

The name of the incorporation association is Boddington Football Club Inc.

### 2. Definitions

#### 2.1 Definitions

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

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

**Chairperson** means the person who presides at the Committee and General Meetings;

**Club** means Boddington 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 14;

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

**Convene** means to call together for a formal meeting;

**Financial Records** includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (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 21.5;

**General Meeting** means a general meeting of the members, and includes special general meetings and annual general meetings;

**Life Member** means a member who is elected as Life Member in accordance with rule 6.5;

**Liquor Act** means the *Liquor Control Act 1988* (WA);

**Member** means a member of the Club entered in the Register;

**Membership Fee** has the meaning given in rule 6.6;

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

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

**President** means a person appointed to the office of president of the Club from time to time;

**Register of Office Holders** means the register maintained in accordance with section 58 of the Act and referred to in rule 16.5;

**Register of Members** means the Register of Members of the Club as referred to in rule 8.;

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

**Special Resolution** has the meaning given in rule 9.3;

**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 a person appointed to the office of treasurer of the Club from time to time.

### 3. Objects

(a) The objects of the Club are:

- (i) To foster interest in "Aussie Rules" Football.
- (ii) To promote community interest, involvement and awareness about the Club and all of its activities.
- (iii) To acquire, develop and maintain premises for the benefit of all members.
- (iv) To encourage and assist all members to enjoy the benefits of being a member whilst doing so in a respectable and good sportsman-like manner.
- (v) To provide opportunities for all members to become involved in the normal activities of the Club and provide access of benefits to all members.
- (vi) To obtain sponsorship and funding for the sole purpose of covering the expenses of the day-to-day activities of the club and to improve the Club's facilities.

## **4 Powers**

- (a) The Club may do all things necessary and convenient for carrying out its objects or purposes in a lawful manner and in particular may:
  - (i) acquire, hold, deal with, and dispose of any real or personal property;
  - (ii) open and operate bank accounts;
  - (iii) borrow money on such terms and conditions as the Committee thinks fit;
  - (iv) invest money on such terms and conditions 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 in support of the Objects.
  - (ix) appoint, dismiss and fix the salary and terms and conditions of employment of such employees as the Club may from time to time appoint, and to delegate to any person so appointed any of its powers or duties.
  - (x) appoint sub-committees comprised of such persons as the Club thinks fit, to investigate any matter in any way relating to the affairs of the Club or to perform such duties as the Club may determine and subject to these rules, the Club may regulate the proceedings of all such sub-committees;
  - (xi) to make such by-laws as may be necessary to the management of their own proceedings and of the Club, provided that no by-law shall be made which is inconsistent with these Rules.

## **5 Not for profit**

- i. 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.
- ii. A payment may be made to a member out of the funds of the Club only if it is authorised under rule 5iii.
- iii. A payment to a member out of the funds of the Club is authorised if it is:
  - (a) the 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;
  - (b) the 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;
  - (c) the payment of reasonable rent to the member for any premises leased by the member to the Club; or
  - (d) the reimbursement of reasonable expenses properly incurred by a member on behalf of the Club.

## **6 Membership of the Club**

### **6.1 Number of Members**

- (i) The minimum number of Members of the Club is 6.
- (ii) The maximum number of members in each category of membership is at the discretion of the Committee, subject to any applicable legal requirements, including any conditions imposed pursuant to a liquor licence issued under the Liquor Act.

### **6.2 Membership classes**

- (a) The membership of the Club will consist of:
  - (a) Ordinary Members;
  - (b) Junior Members;
  - (c) Players – senior and junior;
  - (d) Life Members.
- (b) The Club may have any additional class of membership approved by resolution at a general meeting.

### **6.3 Eligibility for membership**

- (a) Ordinary Members who shall be persons aged 18 years or over and who support the Objects of the Club.
- (b) Junior Member who shall be person under the age of 18 years and who is not a player of the club and who supports the Objects of the Club. They shall not be entitled to stand, nominate, second or vote in any election but they may attend any General Meeting but may not vote.
- (c) Life Members are members who have been elected as a Life Member in accordance with 6.5.
- (d) Players who shall be a player of the Club, either junior or senior grade
- (e) Only members aged 18 years or over shall be entitled to stand, nominate, second and vote in any election of the Club, and vote at any General Meeting.

### **6.4 Applying for membership**

- (a) Every application for membership must:
  - (i) be on a written form approved by the Committee for that purpose and signed by the applicant; and
  - (ii) be submitted to the Secretary or in any other way approved by the Committee.
  - (iii) Be posted on the Club's noticeboard for a period of 7 days, and there must not be more than 14 days between applying and election.
- (b) The application must stipulate the class of membership being applied for.

- (c) The Committee will consider membership applications in the order in which they are received.
- (d) When considering a membership application, the Committee may seek clarification of any matter or further information in support of the application and may delay its decision to allow for that material to be provided, and proceed to consider and decide on other applications.
- (e) As soon as is practicable after the Committee has made a decision under 6.4(c) , the Secretary must notify the applicant in writing of the outcome of their membership application but is not required to provide reasons for the decision.
- (f) If the Committee approves the membership application, the Secretary must:
  - (i) notify the applicant and request payment of the applicable Membership Fee; and
  - (ii) within 28 days after the person becomes a member, enter the person's name in the Register.
- (g) An applicant whose membership application has been approved will not become a member until the Club has received payment of the required Membership Fee.
- (h) The applicant immediately becomes a member and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable) and must comply with all the obligations of membership under these rules when 6.4(f).is completed.

## **6.5 Membership as a Life Member**

- (a) To be eligible for membership as a Life Member, a member must have provided outstanding service to the Club for at least 10 years in promoting the Objects of the Club.
- (b) Any member over the age of 18 years may nominate a person who is eligible in accordance with rule 6.5(a) for Life Membership. The member must complete a nomination form provided by the Committee for that purpose and lodge it with the Secretary.
- (c) Nominations for Life Membership must be considered and ratified by a panel of five Life Members of the club.
- (d) The new Life Members will be announced at the Annual Dinner and Awards Ceremony by a representative of the Life Members.

## **6.6 Membership Fees**

- (a) The Committee must determine the Membership Fees from time to time applicable to each member, including (but not limited to):
  - (i) an entrance fee for membership; and
  - (ii) an annual, half yearly, quarterly or monthly subscription fee.
- (b) The Committee may:



- (i) set different Membership Fees for different members, and
  - (ii) in its absolute discretion may waive all or part of a Membership Fee payable by any particular member.
- (c) Membership Fees are payable in advance by the date directed by the Committee from time to time.
  - (d) If any amount owing under this rule 6.6(a) 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-day period then the member will at the end of the period automatically and without further notice cease to be a member.
  - (f) The Committee may, in its absolute discretion, reinstate the Member on payment of all arrears of amounts owing.

## **6.7 Membership obligations and rights**

- (a) Every Member undertakes to:
  - (i) Comply with this Constitution and any regulations, policies or standards of the Club in force from time to time; and
  - (ii) promote the Objects, interests and standing of the Club.
- (b) Life Members are not required to pay Membership Fees.
- (c) Any other class of member created in accordance with rule 6.2(b) will have the rights given to them in accordance with the resolution referred to in rule 6.2(b).

## **6.8 Liability of Members**

- (a) The liability of Members is limited to payment of their Membership Fees in accordance with rule 6.6
- (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.

## **6.9 No transfer of membership**

- (a) A right, privilege or obligation of a person by reason of Membership:
  - i. is not capable of being transferred or transmitted to another person; and
  - ii. terminates upon the cessation of Membership.

# **7 Ceasing to be a Member**

## **7.1 When a Member ceases to be a Member**

- (a) A member will cease to be a member if the person:
  - (i) Dies
  - (ii) Ceases to be a member under rule 6.6(e);

- (iii) Resigns as member rule 7.2;
- (iv) Is expelled from the Club under rule.7.3.

## **7.2 Resigning as a member**

- (a) A member who has paid all amounts payable by the member to the Club may resign from membership by giving written notice of their resignation to either the President or the Secretary.
- (b) The member resigns at the time the President or Secretary receives the notice or, if a later day is indicated in the notice, then at that later time.
- (c) Any member who resigns from the Club remains liable to pay to the Club, any outstanding fees which may be recovered as a debt due to the Club by the member.

## **7.3 Expelling or Suspending membership**

- (a) The Committee may, at a Committee meeting, resolve to suspend or expel a member from membership if in its opinion:
  - (i) the member's status or conduct is detrimental to the Objects, interests or standing of the Club, including if the member has brought the Club or the sport of Australian Rules Football into disrepute;
  - (ii) the member has failed to comply with this Constitution or any by-laws, policies or standards of the Club; or
  - (iii) the Member no longer meets the applicable criteria for membership in rule 6.3.
- (b) At least 28 days before the Committee meeting referred to in rule 7.3(a) the Secretary must give written notice to the Member:
  - (a) of the proposed suspension or revocation of membership and the reasons for that decision;
  - (b) of the date, time and place of the meeting referred to in 7.3(a); and
  - (c) informing the member that the member or the member's representative may attend the meeting and will be given a full and fair opportunity to make oral and written submissions to the Committee.
- (c) At the meeting, the Committee must:
  - (i) give the member or the member's representative a reasonable 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 or suspended; and in the case of suspension, the period that the member should be suspended from membership.
- (d) Once the committee has decided to suspend or expel a member under rule 7.3(c), the member is immediately suspended or expelled from membership.

- (e) The secretary must inform the member in writing of the decision of the Committee and the reasons for the decision within 7 days of the Committee Meeting referred to in 7.4(c).
- (f) If a member is suspended or expelled under rule 7.4, the person may appeal the Committee's decision by giving written notice to the secretary within 14 days of receiving advice of the Committee's decision under rule 6.4(c), requesting the appointment of a mediator under rule 13

## **7.4 Recording Cessation of Membership**

For a period of one year after a person's membership ends, the Secretary must keep a record of the date on which a person ceases to be a member under rule 6.1 and the reason why the person ceased to be a member.

## **7.5 Consequences of ceasing to be a Member**

- (a) Any person ceasing to be a member:
  - (i) will have his/her 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.

# **8 Register of Members**

## **8.1 Maintaining the Register of Members**

- (a) The Secretary (or any person authorised by the Committee) must keep and maintain a Register at the Club's premises 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);
  - (iii) the date on which each member's name was entered into the Register;
  - (iv) for a period of one year after a person ceases to be a member, the date on which the person ceased to be a member and the reason for the cessation.
- (b) Any change in the membership of the Club must be recorded in the Register within 28 days.

## **8.2 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 but may not remove the Register in order to make that copy.

- (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.

## **9 General meetings**

### **9.1 Annual general meetings**

- (a) The Club 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 a longer period under the Act.
- (b) The Committee must determine the place, date and time of the annual general meeting.
- (c) The President will preside at all annual general meetings. If the President is unavailable or is unwilling to act as chairperson, the Vice President will preside at the annual general meeting. In the event that both the President and Vice President are unavailable or unwilling to preside, the Committee Members in attendance will elect one of their number to preside at the meeting.

### **9.2 Business at annual general meeting**

- (a) Even if these items are not set out in the notice of meeting, the business of an annual general meeting may include:
  - (i) Reviewing the Club's activities and finances since the last preceding annual general meeting;
  - (ii) confirming the minutes of the last preceding annual general meeting and of any other General Meeting held since the last annual general meeting;
  - (iii) receiving and considering:
    - the Committee's annual report on the Club's activities during the preceding financial year;
    - the Financial Report of the Club for the preceding financial year presented under Part 5 of the Act; and
    - if required to be presented for consideration under Part 5 of the Act, a copy of the report of the auditor's report on the Financial Statements or Financial Report;
  - (iv) electing Committee Members;
  - (v) (where relevant) appointing the auditor and fixing their remuneration; and

- (vi) transacting any other business which under this Constitution or the Act may properly be brought before the meeting.

### **9.3 Special General Meetings**

- (a) The Committee may at any time convene a General Meeting, or of any class of Members.
- (b) The Committee must convene a General Meeting if the following requirements are met:
  - (i) the request is made by at least 10% 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 as otherwise directed by the Committee.
- (c) On receipt of a request from Members under rule 0, 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) 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.

### **9.4 Chairing of Special General Meetings**

- (a) The President is to preside as Chairperson of each special general meeting.
- (b) If the President is absent or unwilling to act, the Vice President is to preside at the special general meeting. If the President and Vice President are absent or unwilling to preside at the meeting, the Committee Members must choose one of their number to preside as Chairperson at the special general meeting.

### **9.5 Notice of General Meetings**

- (a) Notice of every General Meeting must be given in the manner authorised by rule 20 to:
  - (i) every member;
  - (ii) every Committee Member; and
  - (iii) any 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:
  - (i) at least 21 clear days before any General Meeting at which a Special Resolution is proposed; and
  - (ii) at least 14 clear days before any other General Meeting.

## **9.6 Content of notice of General Meetings**

- (a) The notice of General Meeting must:
  - (i) specify the place, date and time for the General Meeting;
  - (ii) state the general nature of the business to be transacted at the General Meeting; and
  - (iii) (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.

## **9.7 Failure to give notice**

Any resolution passed at a General Meeting is not invalidated by the accidental omission to give notice of a General Meeting to any member or non-receipt of that notice by a member.

## **9.8 Quorum**

- (a) No business may be transacted at a General Meeting unless a quorum of members eligible to attend and vote at the General Meeting is Present at the time when the meeting proceeds to business.
- (b) Except as otherwise provided in this Constitution, 10 members eligible to attend and vote at the General Meeting is required to constitute a quorum.

## **9.9 If a Quorum not Present**

- (a) If a quorum is not present within 30 minutes after the time appointed for the General Meeting in the notice:
  - (i) where the meeting is convened on the requisition of members, the meeting must be automatically dissolved; and
  - (ii) in any other case:
    - 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
    - if no quorum is present at the resumed meeting within 30 minutes after the time appointed for the meeting, provided at least 2 Members are Present at the resumed meeting, they will be taken to constitute a quorum.

## **9.10 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 the 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.

## **10 Voting at General Meetings**

### **10.1 Voting rights**

- (a) At General Meetings each member entitled to attend and vote in accordance with this Constitution has one vote on a show of hands or on a poll,
- (b) A member ordinarily entitled to vote is not entitled to vote if his or her Membership Fee is more than 30 days in arrears at the commencement of the relevant General Meeting, unless the Committee resolves otherwise.

### **10.2 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 this Constitution or otherwise by law the resolution is required to be a Special Resolution.
- (b) 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 0.
- (c) 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.
- (d) 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.

### **10.3 Special Resolutions**

A Special Resolution is a resolution passed by the Club at a General Meeting, by the votes of not less than three-fourths of the members present and eligible to vote at the General Meeting in accordance with section 51 of the Act:

### **10.4 Voting by poll**

- (a) A poll may be demanded by:
  - (i) the Chairperson;
  - (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) The demand for a poll may be withdrawn.
- (d) Subject to rule 10.4(c), 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 be the resolution of the meeting at which the poll was demanded.
- (g) The demand for a poll does not prevent a general meeting from proceeding with any other business.

## **11 Minutes**

- (a) The Committee must cause minutes to be made of:
  - (i) proceedings and resolutions of general meetings and resolutions passed by members without a meeting;
  - (ii) all appointments of Committee Members and any other officers of the Club;
  - (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; or
  - (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 11 is evidence of the matters shown in the minute.
- (d) The Minutes of Committee Meetings may be inspected by a member under rule XXX unless the Committee determines that the minutes of Committee Meetings generally or the minutes of a specific Committee Meeting are not available for inspection..

## **12 Resolving disputes**

### **12.1 Application of disputes procedure**

- (a) The disputes procedure set out in this rule applies to disputes under this Constitution between:



- (i) a member and another member or members;
- (ii) a member or members and the Club.

## **12.2 Disputes procedure**

- (a) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties. In the case of a dispute involving the Club, the President or another Committee Member nominated by the President will represent the Association.
- (b) If the parties are unable to resolve the dispute within the 14 day period specified in rule 12.2.(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 12.2(b), 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 date, time and place of the Committee Meeting. The notice must inform the parties that they (or their Representative) may attend the Committee Meeting and will be given a full and fair opportunity to make oral and written submissions to the Committee.
- (e) At the Committee Meeting, the Committee must:
  - (i) give each party to the dispute, or the party's Representative, a fair opportunity to make oral submissions and must give reasonable consideration to any written submissions; and
  - (ii) determine the dispute.
- (d) 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.
- (e) If any party to the dispute is dissatisfied with the decision of the Committee, they may elect to initiate dispute resolution as set out in rule 13.

## **13 Mediation**

### **13.1 Mediation**

- (a) This rule applies:
  - (i) where a person is dissatisfied with a decision may by the Committee under rule 12;
  - (ii) where a dispute arises between a member of more than one member and the Club and any party to the dispute elects not to have the matter determined by the Committee.
- (b) Where the dispute relates to a proposal for the suspension or expulsion of a member, this rule does not apply until the procedure under rule 7.4 in respect of the proposed suspension or expulsion has been completed.

- (c) If the parties to the dispute are unable to resolve the dispute between themselves within the time required by rule 12.2(a), or a party to the dispute is dissatisfied with a decision made by Committee under rule 7.3, a party to the dispute may:
  - (i) provide written notice to the Secretary of the parties to, and the details of the dispute;
  - (ii) agree to, or request the appointment of a mediator.
- (d) The party or parties, requesting the mediation must pay the costs of the mediation.

### **13.2 If dispute resolution results in decision to suspend or expel being revoked**

- (a) If a disputes procedure under this rule 13 takes place concerning the suspension or revocation of a member's membership and the result of the disputes procedure is that the member's membership is reinstated, that 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 suspended or revoked.

## **14 Management Committee**

### **14.1 The Committee**

- (a) The Committee is responsible for managing the business of the Club and may exercise all powers of the Club.
- (b) The Committee will consist of the following office holders:
  - a President;
  - a Vice President;
  - a Secretary;
  - a Treasurer;
  - any other office holders designated by the Committee from time to time.
- (c) Such number of ordinary Committee Members as the Committee thinks fit.

### **14.2 Payments to Committee Members**

- (i) The Club must not pay fees to a Committee Member for acting as a Committee Member.
- (ii) Rule 14.2(i) does not apply to any payments for out-of-pocket travel and accommodation expenses incurred in connection with the performance of the Committee Member's functions, including attending Committee meetings and General Meetings.

## **15 Responsibilities of Committee Members**

### **15.1 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:
  - (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 15.1(b) does not apply to any material personal interest that exists only because the Committee Member:
  - (i) is an employee of the Club;
  - (ii) is a member of a class of persons for whose benefit the Club is established; or
  - (iii) that the Committee Member has in common with all, or a substantial proportion of, the Members.

### **15.2 President**

The President:

- (a) Must consult with the Secretary regarding the business to be conducted at each Committee Meeting and each General Meeting;
- (b) May convene special meetings of the Committee under rule 9.3
- (c) May preside over Committee Meetings under rule 18.2;
- (d) May preside over General Meetings under rule 8.1(c); and
- (e) Must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct under rule 11.

### **15.3 Vice President**

The Vice President will support the President and act in his/her place during his/her absence.

### **15.4 Secretary**

The Secretary's responsibilities include:

- (i) Co-ordinating the correspondence of the Club;

- (ii) preparing notices of meeting for Committee Meetings and General Meetings;
- (iii) keeping full and correct minutes of Committee Meetings and General Meetings;
- (iv) maintaining the Register of Members and Register of Office Holders and providing for members to inspect the Registers and take copies in accordance with the Act;
- (v) recording in the relevant minutes disclosures of material personal interests of Committee Members made at Committee Meetings and General Meetings;
- (vi) maintaining records of Committee Members, any other office holders and any appointed trustees in accordance with section 58 of the Act and rule 16.5 and providing for Members to inspect these records and take copies in accordance with the Act and rule 21.6;
- (vii) maintaining an up-to-date copy of this Constitution in accordance with section 35 of the Act and providing for Members to inspect this Constitution and take copies in accordance with the Act;
- (viii) ensuring that all notices are duly given in accordance with this Constitution or as required by law;
- (ix) unless the Committee resolves otherwise, being responsible for the secure custody of the books, records and documents of the Club, other than those required by rule 15.5(d) to be maintained by the Treasurer; and
- (x) generally performing all duties incidental to the office of secretary and such other duties as may be assigned to him or her by the Committee from time to time.

## **15.5 Treasurer**

The Treasurer's duties include:

- (i) coordinating the collection of amounts payable to the Club, crediting them to the appropriate account of the Club and issuing receipts on behalf of the Club;
- (ii) paying out the funds of the Club in accordance with authority from the Committee or the members;
- (iii) ensuring the Club complies with all financial reporting obligations imposed on it under the Act, including (but not limited to):
  - (a) keeping and retaining Financial Records in accordance with Division 2 of Part 5 of the Act;
  - (b) coordinating the preparation of the Club's Financial Report or Financial Statements in accordance with the applicable requirements of Division 3 of Part 5 of the Act, for submission to members at the annual general meeting;
  - (c) providing any assistance required by an auditor of the Club's Financial Report or Financial Statements (as applicable);
  - (d) unless the Committee resolves otherwise, being responsible for the secure custody of the Club's Financial Records, Financial Reports and Financial Statements (as applicable), for at least 7 years after their creation;

- (iv) reporting to the Committee on the financial status and performance of the Club; and
- (v) generally performing all duties incidental to the office of treasurer and such other duties as may be assigned to him or her by the Committee from time to time.

## **16 Election of Committee Members**

### **16.1 Eligibility**

- (a) Any person may become a Committee Member either
  - (i) by election at an annual general meeting under rule 16.3; or
  - (ii) by appointment of the Committee under rule 17.2.
- (b) A person is eligible for election to the Committee only if they:
  - (i) are aged 18 or over;
  - (ii) are a member;
  - (iii) not convicted or or imprisoned in the previous five years for:
    - an indictable offence in relation to the promotion, formation or management of a body corporate;
    - an offence involved fraud or dishonestly punishable by imprisonment for a period of not less than three months; or
    - an offence under Part 4 Division 3 or section 127 of the Act, unless the person has obtained the consent of the Commissioner;
- (c) satisfy any eligibility requirements determined by the Committee from time to time.

### **16.2 Nomination of Committee Member**

- (a) The Secretary will provide notice to all members seeking nominations for Management Committee positions at least 28 days prior to the date of the Annual General Meeting and closing 14 days prior to the date of the Annual General Meeting.
- (b) A member who wishes to be elected to the Committee must send a nomination to the Secretary, indicating whether they wish to nominate for an office holder position or as an ordinary Committee Member.
- (c) A nomination under rule 16.2(b) must be in writing in such form as is approved by the Committee from time to time and signed by the member.
- (d) In the nomination form the member must certify that they are eligible to be elected to the Committee in accordance with rule 16.1.

### **16.3 Election of Committee Members**

- (a) The term of office for each Committee Member is one year. At the conclusion of each annual general meeting, each Committee Member's term of office ends and

all positions on the Committee, whether as office holder or general Committee Member, are open for election.

- (b) There must be a separate election for each office holder position on the Committee. No person may be elected to more than one position on the Committee.
- (c) If there is no nomination for any office holder position on the Committee, the Chairperson may call for nominations from the members present at the annual general meeting. Should more than one nomination be received, the members present must vote in accordance with the procedures agreed to by the Committee.
- (d) If only one Member has nominated for any office holder position, the Chairperson must declare that member elected to the position.
- (e) If more than one member has nominated for an office holder 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.
- (d) In the case of ordinary committee positions, if the number of nominations received equals the number of vacant positions, the Chairperson shall declare those nominees elected.
- (d) Should the number of nominations received be less than the number of vacant positions, the Chairperson shall declare those nominees elected, and call for further nominations from the members present at the annual general meeting and voting to proceed in accordance with agreed procedure.
- (e) Should there be more nominations received than positions to be filled, an election in accordance with the procedures agreed by the Committee shall take place. In the event that equal number of votes are received by any two or more nominees for the last committee member position, then the chairperson shall declare the other successful nominees appointed and a further vote shall be taken between those nominees with equal votes.
- (d) Any person elected to the Committee who has not completed a nomination in accordance with rule 16.2(b) must within 14 days confirm in writing to the Committee their eligibility under rule 16.1. If the person is not eligible, their appointment to the Committee is deemed not to have taken place.

#### **16.4 Term of office**

- (a) The term of office of a Committee Member:
  - (i) begins when the member is elected at an annual general meeting under rule 16.3 or is appointed under rule 17.2; and
  - (ii) ends at the conclusion of the next annual general meeting, or otherwise under rule 17.1.

#### **16.5 Register of Office Holders**

- (a) The Secretary (or any person authorised by the Committee) must keep and maintain a Register of Office Holders 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 16.5(b).

(b) Rule 16.5(a) applies to:

- each Committee Member;
- any other person who holds any office in the Club;
- every person who is authorised to use the seal of the Club (if any); and
- any person who is appointed or who acts as trustee on behalf of the Club.

## **16.6 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:
  - is directly connected with the affairs of the Club; or
  - relates to the administration of the Act.

# **17 Resignation and removal from office of Committee Members**

## **17.1 Vacancy on the Committee**

A Committee Member's term of office 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 16.1;
- (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:
  - 4 consecutive Committee Meetings without leave of absence granted from the Committee; or
  - 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 resolves that his or her office be vacated for that reason;
- (f) is the subject of a resolution passed by members terminating his or her appointment as a Committee Member.

## **17.2 Filling casual vacancies**

- (a) The Committee may appoint a member (who is eligible under rule 16.1) at any time to fill a Committee position:
  - (i) that has become vacant under rule 17.10; or
  - (ii) that was not filled at the annual general meeting.
- (b) A member appointed to the Committee under rule 17.2(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.

## **17.3 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 17.3(a), he or she has destroyed all remaining electronic copies of books, records and documents of the Club.

# **18 Committee proceedings**

## **18.1 Calling and holding Committee meetings**

- (a) The Committee must meet as often as it thinks fit to adequately discharge its duties; and no less than 4 times per Financial Year.
- (b) The Committee or a Committee Member may call a Committee meeting by giving reasonable notice to each Committee Member.
- (c) The Committee may adjourn and otherwise regulate their meetings as it thinks fit.

## **18.2 Chairing of Committee Meetings**

- (a) The President is to preside as Chairperson of each Committee Meeting.
- (b) If the President is absent or unwilling to act, the Vice President is to preside at the Committee Meeting. If the President and Vice President are absent or unwilling to preside at the meeting, the Committee Members must choose one of their number to preside as Chairperson at the Committee Meeting.

## **18.3 Quorum**

- (a) At a Committee meeting, the number of Committee Members whose presence is necessary to constitute a quorum is 5.
- (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.



#### **18.4 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 18.4(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.

#### **18.5 Committee resolutions**

- (a) 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.

#### **18.6 Written Committee resolutions**

- (a) The Committee may pass a resolution without a Committee Meeting being held if all the Committee Members 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.
- (b) Identical copies of the document setting out the Committee circular resolution may be distributed for signing by different Committee Members and taken together will constitute the same document.
- (c) The Committee circular resolution may be sent by email to the Committee Members and the Committee Members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply email.
- (d) The Committee circular resolution is passed when the last Committee Member entitled to vote on the resolution:
  - signs the document in accordance with rules 0 or 0; or
  - agrees to the Committee circular resolution in accordance with rule 0.

#### **18.7 By Laws**

- (a) The Committee has the power to make, amend and rescind By-Laws regulating the administration and conduct of the Club, provided such By Laws are not inconsistent with this Constitution.
- (b) All By Laws in force from time to time are binding on the members.
- (c) Any member may inspect the By Laws free of charge upon written request to the Secretary.

#### **18.8 Acts valid despite defective appointment**

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 disqualified, is valid as if the Committee Member had been duly appointed and was qualified to be a Committee Member.

## **18.9 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:
  - the power of delegation; and
  - 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.
- (c) 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.

## **19 Execution of documents**

### **19.1 Execution generally**

- (a) The Club may validly execute a document if the document is signed by a Committee Member and countersigned by another Committee Member or another person appointed by the Committee to countersign that document.
- (b) Rule 19.1(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.

### **19.2 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.

## **20 Notices**

### **20.1 How notice to be given**

- (a) All notices, including notices of meeting, must be given by the Club to any member by:
  - (i) serving it on the member personally;
  - (ii) sending it by post to the member's nominated address; or

- (iii) sending it by email to an email address nominated by the member, or by any other electronic means nominated by the member.

## **20.2 When notice is given**

- (a) A notice is deemed to be given by the Club and received by the member:
  - (i) if delivered in person, when delivered to the member;
  - (ii) if posted, on the day after the date of posting to the member, whether delivered or not;
  - (iii) if sent by facsimile transmission, on the day after the date of its transmission; or
  - (iv) if sent by email or other electronic means, on the day after the date of its transmission,

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.

## **21 Funds and accounts**

### **21.1 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 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.
- (c) The Committee is responsible for expenditure of the funds of the Club and may authorise any 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.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club are to be executed by:
  - (i) any two 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 set by the Committee.

### **21.2 Source of funds**

The Club may derive funds in any way permitted by the Act.

### **21.3 Financial Records**

- (b) 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 Directors and the auditor to inspect those accounts at all reasonable times.

## **21.4 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.
- (b) Without limiting rule 21.3, the Committee must cause the Club as a tier 2 association, to prepare an annual Financial Report, presented under Part 5 of the Act;
- (c) have its Financial Statements or Financial Report audited (as applicable) if:
  - (i) it is required under the Act;
  - (ii) it is directed by the Commissioner;
  - (iii) the members pass a resolution requiring it; or
  - (iv) it is required as a condition of a funding arrangement; holding of a charitable collections licence or otherwise at law; and

if required to be presented for consideration under Part 5 of the Act, present a copy of the auditor's report on the Financial Statements or Financial Report (as applicable) to the annual general meeting.

## **21.5 Financial Year**

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

## **21.6 Inspection of records**

Subject to these rules, and in particular rule 11(d), a member is able to inspect the Books of the Club free of charge at such time and place as is mutually convenient to the Club and the member.

# **22 Appointment of Auditor**

## **22.1 Qualifications**

- (a) An auditor must not be appointed if the person is not qualified for appointment.
- (b) A person is qualified for appointment as an auditor if the person is:
  - A member of a professional accounting body who has a designation in respect of that membership that is prescribed by the regulations for the purposes of this rule; or
  - A registered company under the Corporations Act; or

- A person the Commissioner considers has appropriate qualifications or experience and approves for the purpose of this rule.

## **22.2 Appointment**

- (a) An auditor may only be appointed by resolution of the members at a general meeting.
- (b) The auditor appointed at a General Meeting holds office until the auditor:
  - (i) dies;
  - (ii) becomes insolvent under administration as that term is defined in the Corporations Act.
  - (iii) ceases to be qualified for appointment as provided by rule 21;
  - (iv) is removed from office under rule 22.3 or
  - (v) resigns from office.
- (c) A Committee may only appoint an auditor if:
  - (i) under Part 5 of the Act, the Club is required to ensure that the financial statements for a year are to be audited; and
  - (ii) no appointment is of effect under rule 22.2(a).

## **22.3 Removal of Auditor**

- (a) An auditor may only be removed from office by resolution at a general meeting of the Club.
- (b) Written notice of an intention to move a resolution to remove an auditor must be given to every member of the Club at least 2 months before the general meeting is to be held.
- (c) The written notice must state in full the proposed resolution.
- (d) As soon as possible after being given the notice of the resolution, the Committee must:
  - (i) give a copy of the notice to the auditor, and
  - (ii) lodge a copy of the notice with the Commissioner.

## **23 Patrons**

- (a) Patrons and Vice Patrons in accordance with the number determined by the Committee shall be elected at the annual general meeting.
- (b) The term of their office shall be one year.
- (c) They shall be entitled to attend general meetings, but do not have any voting rights.

## **24 Liquor Act**

- (a) If the Club has a liquor licence issued under the Liquor Act, the following rules apply:
  - (i) No liquor may be sold or supplied for consumption elsewhere than on the Club's premises unless such liquor is removed from the licensed premises by or on the instructions of the Member purchasing the liquor.
  - (ii) No payment or part payment to any Secretary, Treasurer, manager or other officer or servant of the Club may be made by way of commission or allowance from or upon the receipts of the Club for liquor.
  - (iii) No liquor may be sold or supplied to any juvenile (ie any person under the age of 18).
  - (iv) No stranger will be permitted to use the Club premises and no member or other person will admit any stranger to use the Club premises.
  - (v) Members may introduce guests to the Club at any time provided that:
  - (vi) no member may introduce more than 5 guests to the Club at any one time;
  - (vii) a guest will not be supplied with liquor in the Club premises except on the invitation and in the company of that member;
  - (viii) A guest will be supplied with liquor to be consumed on the Club premises only;
  - (ix) the Member introducing the guest will be responsible for the proper conduct of that guest whilst on the Club premises;
  - (x) a member may, at their expense, and with the approval of the Committee, supply liquor to guests, without limitation as to number, at a function held by or on behalf of that member at the Club premises.
  - (xi) Any person who has been refused membership of the Club or who is under suspension or expulsion from the Club, will not be admitted as a guest of any member.
  - (xii) The maximum number of people permitted on the Club's licensed premises cannot exceed the maximum number specified in the Club's liquor licence at any one time.

## **25 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) 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.

## **26 Variation or amendment of Constitution**

- (a) 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.
- (b) When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within one month after the special Resolution is passed or a longer period as the Commission may allow.
- (c) An amendment to the rules does not take effect until the required documents are lodged with the Commission and the approval of the Commissioner is given in writing.
- (b) If the Club has a liquor licence issued under the Liquor Act or any successor legislation, no amendment to the Constitution may come into effect until the Department of Racing, Gaming and Liquor or any successor body has given, or been deemed to give its consent to the amendment under the Liquor Act.