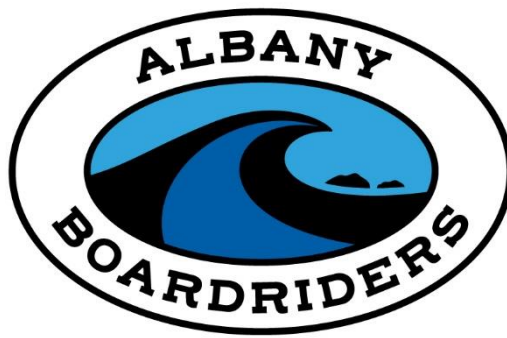


**CONSTITUTION
OF
The ALBANY BOARDRIDERS (INC)**



CONSTITUTION OF THE ALBANY BOARDRIDERS (INC)

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1. Name of the club

The name of the **club** shall be the "ALBANY BOARDRIDERS (INC)" and is incorporated in Western Australia under the Associations Incorporation Act of 2015.

2. Definitions

In these rules, unless the contrary intention appears -

"Act" means the Associations Act 2015 (WA), as amended from time to time;

"Annual General Meeting" means the meeting held yearly by the Club;

"Associate Member" means a member with the rights referred to in rule 8(6);

"Books", of the Club, includes the following -

- a) a register;
- b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- c) any other record of information;

"By-laws" means by-laws made by the Club under rule 64;

"Chairperson" means the Committee member holding office as the chairperson of the Club in the absence of the President;

"Club" means the ALBANY BOARDRIDERS (INC);

"Committee" means the management committee of the Club;

"Committee Meeting" means a meeting of the committee;

"Committee Member" means a member of the committee;

"Executive Committee" or 'Managing Committee', means the general body managing the Club;

"Constitution" means the Constitution of the ALBANY BOARDRIDERS (INC);

"Election" means a vote conducted verbally or in written form;

"Financial Year" means the period commencing 1 January and ending 31 December the same year, each subsequent year of the Club is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination;

"Junior Member" has the meaning as set out in clause 10.6;

"Life Member" has the meaning as set out in clause 10.3;

"Member" means a member of the Club, including Competition Members, Life Members, Junior Members and Social Members.

"Objects" means the objects and purpose of the Club as outlined in Clause 3.1;

"Ordinary Resolution" means a resolution other than a Special Resolution;

"Playing Member" has the meaning as set out in clause 10.2;

"President" means the position described in clause 7.7;

“Registrar” means the position described in clause 7.11;

“Secretary” means the position described in clause 7.9;

“Special General Meeting” means a general meeting other than the Annual General Meeting;

“Special Resolution” has the meaning as set out in clause 14.3;

“Vice President” means the position described in clause 7.8;

“Voting Member” means a person who is a Competition Members, Life Members or Social Members and expressly does not include Junior Members.

3. OBJECT OF THE CLUB

3.1 Objects

The objects and purpose of the Club are to;

- a) Foster surfing development in Western Australian South Coast communities;
- b) Facilitate training for club members in surf coaching and judging;
- c) Promote surfing as a healthy recreation activity;
- d) Promote surf safety and etiquette;
- e) Be a collective voice on coastal issues affecting surfing;
- f) Encouraging family participation;
- g) Providing opportunities for social activities, networking and travel (surf trips);
- h) Encourage members to contribute to the club through volunteering;
- i) Ensure participation and membership in the club will be fun;
- j) Fundraise to achieve the aims of the club;
- k) Be fiscally responsible;
- l) Recruit and maintain membership;
- m) Hold monthly meetings;
- n) Provide a level of surfing insurance for members as part of fees;
- o) Uphold the values of the club listed in the code of conduct.

3.2 Property and Income of the Club

The “ALBANY BOARDRIDERS (INC)” shall be a not for profit organisation and all property and income shall be applied solely towards the promotion of the objects listed in **Clause 3** or purposes of the club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the Club, except in good faith in the promotion of those objects or purposes.

A payment may be made to a member out of the funds of the Club only if it is authorised under subrule 1.

- 1) A payment to a member out of the funds of the Club is authorised if it is –
 - a) the payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
 - b) the payment of reasonable rent to the member for premises leased by the member to the Club; or
 - c) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

4. RULES OF THE CLUB

- a) The rules of the Club as set out herein bind every Member and the Club to the same extent as if every Member of the Club had signed and sealed this Constitution and agreed to be bound by its provisions.
- b) The Club may alter, rescind, or add to the Club's rules pursuant to the Act in accordance with the terms and provisions as set out in this Constitution.

5. POWERS OF THE CLUB

In furtherance of the Objects set out in **Clause 3**, the Club shall have all the powers as set out in section 14 of the Act, and in particular may:

- a) Acquire, hold, deal with, and dispose of any real or personal property;
- b) Open and operate bank accounts;
- c) Invest its money –
 - (i) As trust funds may be invested under the *Trustees Act 1962* Part III; or
 - (ii) In any other manner authorised by the rules of the Club;
- d) Borrow money upon such terms and conditions as the Club thinks fit;
- e) Give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- f) Appoint agents to transact any business of the Club on its behalf;
- g) Accept donations and gifts in accordance with the Objects of the Club;
- h) Print and publish any information by any media for promotion of the Club;
- i) Provide gifts and prizes in accordance with the Objects of the Club;
- j) Enter into any other contract it considers necessary or desirable.

6. CLUB COLOURS AND EMBLEM

6.1 Colours and Emblem

The Club Colours will be Blue on Blue with White. The official emblem of the Club will be the light blue wave over the dark blue wave separated by a white line.

6.2 Use of Club Colours, Emblem and Name

- a) The use of Club colours, Emblem and Name is subject to the strict approval of the Executive Committee.
- b) No clothing or other printed material that could be linked or associated to the Club may be produced, used or worn without the express permission of the Executive Committee.
- c) No person or entity is permitted to use or copy the Club Emblem without the written authority from the Club Secretary. All requests and authorisations of such shall be maintained by the Club Secretary.

6.3 Club Uniform

The Executive Committee shall determine the design of the Club uniform and may make changes to it as they see fit.

7. EXECUTIVE COMMITTEE

7.1 Composition of the Executive Committee

The control and management of the Club will be vested in the Executive Committee, which shall be made up of the following positions;

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

7.2 Requirements of the Executive Committee Members

- a) All Executive Committee members must be Members of the Club at the time of their election under **Clause 8.2**.
- b) The Executive Committee is to be elected by Members at the Annual General Meeting.

7.3 Election of Executive Committee Members

- a) Any Voting Member may nominate another Member for election to the Executive Committee by either:
 - (i) Writing to the Secretary during the notice period for the Annual General Meeting; or
 - (ii) Verbally nominating the Member at the Annual General Meeting.
- b) If a Member is nominated for election to the Executive Committee in accordance with **Clause 7.3(a)**, the Member may either accept or decline the nomination by:
 - (i) Writing to the Secretary prior to the commencement of the annual General Meeting; or
 - (ii) Verbally accepting or declining the nomination at the Annual General Meeting.
- c) Any nomination made under **Clause 7.3** must be seconded by another Voting Member at the Annual General Meeting.
- d) In the event that no other candidate is nominated for the Executive Committee position, the Members will determine the position by a majority vote.
- e) In the event that there are two or more candidates for the Executive Committee position, the nominees must temporarily leave the Annual General Meeting to allow a vote to take place between the Members to determine the most popular candidate.
- f) In the event that a vote is required under **Clause 7.3(e)**, then the vote will be conducted as follows:
 - (i) A person agreed to by the candidates will be in charge of conducting a vote;
 - (ii) Each Voting Member will select the candidate they want to hold the Executive Position by writing their selection on a piece of paper.
 - (iii) The person charged with conducting the vote will collect each Voting Members votes and tally up which candidate has received the most votes; and
 - (iv) The candidate with the most votes will fill the Executive Committee position.
- g) If a position on the Executive Committee cannot be filled at the Annual General Meeting and a vacancy remains on the Executive Committee, the Executive Committee may at a later date appoint a Member to fill that vacancy by majority vote at a meeting of the Executive Committee.
- h) For the avoidance of doubt, any Member can be nominated for and hold a position on the Executive Committee.

7.4 Vacancy of Executive Committee Position

- a) A casual vacancy occurs in the office of an Executive Committee Member if the Member:
 - (i) passes away;
 - (ii) resigns by giving notice in writing delivered to the Executive Committee (and that resignation is accepted by resolution of the Executive Committee);
 - (iii) is convicted of an offence under the Act;
 - (iv) becomes permanently incapacitated by mental or physical ill-health;
 - (v) is absent from more than three consecutive Executive Committee meetings without tendering an apology to the persons presiding at each Executive Committee meeting;
 - (vi) ceases to be a Member of the Club; or
 - (vii) is the subject of a resolution passed by a Special General Meeting of Voting Members terminating his/her appointment as an Executive Committee Member.
- b) In the event that a position on the Executive Committee becomes vacant during the term of office of the Executive Committee, the remaining Executive Committee Members may appoint a Member to fill that vacancy by majority vote at a meeting of the Executive Committee.

7.5 Term of Executive Committee

- a) Each Executive Committee member's term will be from the date of his or her election until the next Annual General Meeting.
- b) At each Annual General Meeting, all Executive Committee Members must stand down from office, but will be eligible for re-election in accordance with **Clause 7.3**.
- c) An Executive Committee member can only hold a nominated position for a term of four (4) years before stepping down for a minimum of one year.
- d) An Executive Committee member will be eligible to step down from one position to accept another should they be voted in at the Annual General Meeting.

7.6 Powers and Duties of the Executive Committee

The Executive Committee will have the powers as set out in **Clause 5**.

7.7 Specific Duties of President

- a) The President shall preside at all meetings of Members, and the Executive and at all functions at which he/she will be present.
- b) The President may at his/her discretion, but subject to the rules of the Constitution, delegates any of his/her duties to any other member of the Executive Committee or General Committee.
- c) The President will represent the Club on all occasions requiring official representation, and will be the Club spokesperson on all matters relating to the activities, business and Objects of the Club.
- d) The President must present to the Members at the Annual General Meeting a report in respect of activities and business of the Club, and of any events that have significantly affected the state of affairs of the Club during the preceding year.
- e) The President will be an ex-officio member of all committees and sub-committees which may be appointed from time to time.
- f) The President will, at any time of equality in votes, give a casting vote.
- g) Other responsibilities of the President include, but are not limited to:
 - (i) Ensuring that all Executive Committee members and all sub committees fulfil their responsibilities to the Club;

- (ii) Assist Executive Committee members in their duties as required from time to time; and
- (iii) Working with the Secretary and Treasurer to seek ratification from the appropriate Executive Committee member prior to committing the Club to any financial expenditure or action.

7.8 Specific Duties of Vice-President

- a) The Vice-President will assist the President with performing his/her duties in every manner possible.
- b) In the absence of the President from any meeting, or when he/she desires to leave the chair, the Vice-President will preside and conduct the business with the same powers the President would have.
- c) In the event that the President and Vice-President are both absent from any meeting, then the members of that meeting may by majority vote, elect a chairperson amongst those present for that meeting.
- d) The Vice-President is accountable to all Members of the Club as well as the Executive Committee.

7.9 Specific Duties of the Secretary

- a) The Secretary's primary objectives are to ensure that appropriate administrative support is provided to the President, Executive Committee and any sub-committee, as well as to provide support to ensure the efficient operation of the Club.
- b) The Secretary must keep full and correct minutes of the proceedings of the Executive Committee.
- c) In the event that:
 - (i) The secretary is absent from any proceedings referred to in **Clause 7.9(b)**; or
 - (ii) The Secretary (with the President's consent) so elects, the Secretary may nominate someone to take minutes in the place of the Secretary for that proceeding.
- d) The Secretary is responsible for ensuring that the Club complies with section 53 of the Act in respect to maintaining a Register of Members of the Club. The Register must include each member's name and:
 - (i) Residential address; or
 - (ii) Postal address; or
 - (iii) Email address; or
 - (iv) Information, by means of which contact can be made with the member that is prescribed for the purposes of this paragraph.
- e) The Secretary is Responsible for ensuring that the Club Complies with section 35 of the Act by keeping and maintaining in an up-to-date condition a copy of the Club's Constitution. The Secretary must make available the Constitution for Inspection by a member.
- f) The Secretary must give all Members notice of an Annual General Meeting or a Special General meeting in accordance with **Clause 12.4**.
- g) Unless otherwise resolved at a Special General Meeting, the Secretary will have custody of all books, documents, records and registers of the Club other than those required to be kept and maintained by the Treasurer.
- h) The Secretary is required to report to the President and the Executive Committee, including but not limited to:
 - (i) Providing a report on any aspect of portfolio operation to the monthly Executive Committee meeting; and
 - (ii) Working with the President and Treasurer to seek ratification from the appropriate Executive Committee member prior to committing the Club to any financial expenditure or action.

7.10 Specific Duties of the Treasurer

- a) The Treasurer is responsible for the receipt of all monies paid to or received by the Club as the Executive Committee may from time to time direct.
- b) The Treasurer must pay all such money received by the Club into such account or accounts of the Club as the Committee may from time to time direct.
- c) The Treasurer must make payments from the funds of the Club with the authority of the Executive Committee and in doing so the Treasurer must ensure that all Cheques or Electronic Funds Transfers are signed or approved by:
 - (i) The Treasurer; and
 - (ii) At least one other authorised Executive Committee Member.
- d) The Treasurer is responsible for ensuring the Club complies with sections 66 and 67 of the Act with respect to accounting records of the Club by:
 - (i) Keeping financial records that correctly record and explain its transactions, financial position and performance; and
 - (ii) Retain its financial records for at least 7 years after the transactions covered by the records are completed.
- e) The Treasurer must, whenever directed to do so by the President, submit to the Executive Committee a report, balance sheet or financial statement in accordance with that direction.
- f) The Treasurer must provide annual financial statements at the Annual General Meeting for the previous financial year.
- g) Unless Voting Members resolve otherwise at a Special General Meeting, the Treasurer will have custody of all securities, books and documents of a financial nature and accounting records of the Club.
- h) The Treasurer must also work with the President and Secretary to seek ratification from the appropriate Executive Committee member prior to committing the Club to any financial expenditure or action.
- i) The Treasurer is required to report to the President as well as the Executive Committee.

8. GENERAL COMMITTEE MEMBER

8.1 General Requirements

- a) A General Committee of a minimum of three Members shall be elected at the Annual General Meeting.
- b) All General Committee Members must be Members of the Club.

8.2 Nomination of General Committee Members

- a) Any Voting Member may nominate another Member for election to the General Committee by either:
 - (i) Writing to the Secretary during the notice period for the Annual General Meeting; or
 - (ii) Submitting a Committee Member nomination form during the notice period for the Annual General Meeting or at the Annual General Meeting; or
 - (iii) Verbally nominating the Member at the Annual General Meeting.
- b) If a Member is nominated for election to the General Committee in accordance with **Clause 8.2(a)**, the Member may either accept or decline the nomination by:
 - (i) Writing to the Secretary prior to the commencement of the Annual General Meeting; or
 - (ii) Verbally accepting or declining the nomination at the Annual General Meeting.

- c) Any nomination made under **Clause 9.2** must be seconded by another Voting Member at the Annual General Meeting.
- d) For the avoidance of doubt, any Member can be nominated for and hold a position on the General Committee.
- e) If a position on the General Committee cannot be filled at or prior to the first meeting of the incoming General Committee and a vacancy remains on the General Committee, the Executive Committee may at a later date appoint a Member to fill that vacancy by majority vote at a meeting of the Executive Committee.

8.3 Vacancy of General Committee Position

- a) A casual vacancy occurs in the office of a General Committee member and that office becomes vacant if the General Committee Member:
 - (i) Passes away;
 - (ii) Resigns by giving notice in writing delivered to the Executive Committee (and that resignation is accepted by resolution of the Executive Committee);
 - (iii) Is convicted of an offence under the act;
 - (iv) Becomes permanently incapacitated by mental or physical ill-health;
 - (v) Ceased to be a Member of the Club; or
 - (vi) Is the subject of a resolution passed by a Special General Meeting of Voting Members terminating his/her appointment as a General Committee Member.
- b) In the event that a position on the General Committee becomes vacant during the term of office of the General Committee, the Executive Committee may (if it elects) appoint a Member to fill that vacancy by majority vote at a meeting of the Executive Committee.

8.4 Term of General Committee

- a) Each General Committee member's term will be from the date of his or her election until the next Annual General Meeting.
- b) At each Annual General Meeting, all General Committee Members must stand down from office, but will be eligible for re-election in accordance with **Clause 8.2**.

8.5 Powers and Duties of the General Committee

The Executive Committee may delegate its powers, as set out in **Clause 7**, to one or more General Committee Members as the Executive Committee sees fit.

8.6 Sub-Committees

- a) The Committee may Appoint Sub-Committees for the management of matters of special interest, which include but are not limited to:
 - (i) Fundraising (Sponsorship Officer);
 - (ii) Social events (Social Coordinator);
 - (iii) Junior events (Junior Development); and
 - (iv) Participation (Girls and Boys Surf Weekends).

8.7 Payments to committee members

- a) A committee member is entitled to be paid out of funds of the club for any out-of-pocket expenses for travel or provisions for club properly incurred limited to;
 - (i) Presidents meeting (Perth); and
 - (ii) Approved purchase of provisions for club.
- b) Receipts must be presented to Treasurer within 30 days of occurrence.
- c) Treasurer to request authority from two (2) Executive Committee members for approval of reimbursement.

9. COMMITTEE MEETINGS

- a) The Committee will meet at least six times per year, on a date set by the Executive Committee.
- b) The Committee shall be formed by the Executive Committee and the General Committee.
- c) A quorum at the meeting will consist of 50% of the members of the Committee.
- d) Each Committee member will have one vote, except that the President will have a casting vote in the case of a deadlock.
- e) The President will preside at all meetings of the Committee (as chairperson).
- f) In the event that the President is absent from a Committee Meeting, the Vice-President will preside over the meeting.
- g) In the event that the President and the Vice-President are both absent from a Committee Meeting, then another member of the Committee shall preside over the meeting as determined by majority vote.

10. MEMBERSHIP OF THE CLUB

- a) Membership of the Club is open to all persons, subject to discretion of the Committee.
- b) Membership to the Club can be attained by paying the prescribed membership fee as set by the Committee from season to season.
- c) The levels of Membership are as follows:
 - (i) Competition Member;
 - (ii) Ordinary Member;
 - (iii) Social Member;
 - (iv) Life Membership;
 - (v) Junior Member;
 - (vi) Patron;
 - (vii) Affiliated Clubs or Teams
- b) The Committee may, in its reasonable discretion, decline membership to any person.

10.2 Competition Member

A financial member of the Association, entitled to hold any office and enjoy the ordinary privileges of the Association and in addition the right to enter competitions.

10.3 Ordinary Member

Any person who is a financial member of the Association, who will participate in the sport of surfing for recreation, entitled to hold any office and enjoy the ordinary privileges of the Association but does not wish to enter competitions.

10.4 Social Member

Financial members, other than Competition and Ordinary Members who are interested in promoting the Association, entitled to hold any office and enjoy the ordinary privileges of the Association but do not wish to participate in the sport of surfing, including competition, may become a Social Member.

10.5 Life Member

- a) Life Membership is the highest award and honour that can be bestowed on any Member of the Club.
- b) Members will be nominated for Life Membership of the Club at the discretion of the Committee.
- c) The Privileges of Life Membership are being exempt from paying some or all annual membership fees and entrance fees to the annual presentation night of the Club.
- d) Life Membership may be awarded to any Member or former Member who has rendered outstanding or meritorious service to the Club as a player, office bearer or volunteer over a minimum period of 7 years.
- e) The Committee may recommend a person be nominated for Life Membership and a vote shall be cast.
- f) The Committee must approve the nomination by no less than a 75% majority in a secret written ballot for Life Membership to be awarded.
- g) Life Memberships shall be awarded at the annual presentation awards.

10.6 Junior Membership

- a) Any Member who is aged under the age of 18 years shall be referred to as a 'Junior Member'.
- b) A Junior Member shall not be eligible to participate in any vote or election.
- c) A Junior Member can be eligible to become a Life Member.

10.7 Patron

The Association may, at its discretion, elect a Patron/s or Vice Patron/s of the Association for such period as may be deemed necessary. Such Patron/s or Vice Patron/s shall not be eligible to vote unless they are current members of the Association under another category of membership.

10.8 Affiliated Clubs or Teams

A Club or Team desirous of becoming an Affiliated Club or Team must make application in accordance with the by-laws of the Association. Such application must be lodged on or before a date as determined by the Management Committee of the Association. Each Affiliated Club or Team shall appoint or elect a delegate as the representative to meetings of the Management Committee.

11. APPLICATION OF MEMBERSHIP

An application of membership must be:

- a) In writing on a form prescribed from time to time by the committee, from the applicant and lodged with the club.
- b) Accompanied by the appropriate fee and any required documentation, prescribed from time to time by the committee.

11.1 Discretion to Accept or Reject Applications

- a) The Committee may accept or reject an application whether the applicant has complied with the requirements in **Clause 11** or not.
- b) Where the committee accepts an application, the applicant shall become a member. Membership shall be deemed to commence upon acceptance of the application by the committee. The register shall be amended accordingly as soon as practicable.
- c) Where the Committee proposed to reject an application, it shall give notice and reasons for the rejection to the applicant. The applicant shall be provided with a reasonable opportunity to make a submission to the committee regarding the proposed rejection in a time frame to be advised by the committee at the time of providing the notice of rejection.
- d) On having received a submission or at the expiry of the notice period, the committee will make a final determination and will advise the applicant of the decision. If the application is rejected any fees paid will be refunded to the applicant.

11.2 Renewal

Members other than Life Members must renew their memberships annually in accordance with the procedures set down by the Club.

11.3 Termination of Membership

- a) A member may cancel his or her membership of the Club by providing written notice to the Secretary.
- b) The member remains liable to pay (without set-off or deduction) to the Club the amount of any membership fees due and payable by the Member to the Club but unpaid at the date of cancellation.
- c) The committee may, at its sole discretion, suspend or cancel the membership of any Member who:
 - (i) Fails to pay the prescribed membership fee by the deadline determined by the committee from year to year; and or
 - (ii) In the absolute determination of the committee, is conducting themselves in a manner that is detrimental to the interests of the Club.
- d) In the event that the committee cancels the membership of a Member in accordance with **Clause 11.3 (c)(ii)**, the Committee must communicate in writing of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- e) To the Member:
 - (i) That their membership has been cancelled;
 - (ii) The effective dated of the cancellation;
 - (iii) The particulars of their conduct that is detrimental to the interests of the Club; and

- (iv) The details (if any) of their ability to re-apply for membership at a later date.
- f) In the event that a Member has their membership terminated in accordance with Clause 11.3(c)(ii), the Member is entitled to put forward a case in writing for membership re-instatement at the next meeting of the Committee.
- g) The Committee must give the member written notice of the Committee's decision, and the reasons for the decision, within 7 days after the Committee meeting at which the decision is made.
- h) A member whose membership is suspended or who is expelled from the Club may, within 14 days after receiving notice of the Committee's decision may proceed with Clause 12.
- i) The Committee may, at its sole discretion, reinstate the membership of any Member whose membership has previously been cancelled by the Committee.

11.4 No Refunds

No refunds will be issued where the Club (through the Committee) cancels a membership, whether the cancellation is at the discretion of either the Committee or the Member.

12. RESOLVING DISPUTES

12.1 Terms of use

grievance procedure means the procedures set out in Clause 12 Resolving Disputes.

party to a dispute includes a person –

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

12.2 Application of rule

The procedure set out in this rule (the grievance procedure) applies to disputes –

- (i) between members; or
- (ii) between one or more members and the Club.

12.3 Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

12.4 How grievance procedure is started

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Clause 12.3, any party to the dispute may start the grievance procedure by giving written notice to the secretary of –
 - (i) the parties to the dispute; and
 - (ii) the matters that are the subject of the dispute.
- (b) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (c) The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (d) The notice given to each party to the dispute must state –
 - (i) when and where the committee meeting is to be held; and

- (ii) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- (e) If —
 - (i) the dispute is between one or more members and the Club; and
 - (ii) any party to the dispute gives written notice to the secretary stating that the party —
 - (a) does not agree to the dispute being determined by the committee; and
 - (b) requests the appointment of a mediator under Clause 13.1, the committee must not determine the dispute.

12.5 Determination of dispute by committee

- (a) At the committee meeting at which a dispute is to be considered and determined, the committee must —
 - (i) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - (ii) give due consideration to any submissions so made; and
 - (iii) determine the dispute.
- (b) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (c) A party to the dispute may, within 14 days after receiving notice of the committee's determination under sub rule (a)(iii), give written notice to the secretary requesting the appointment of a mediator under Clause 13.1.
- (d) If notice is given under sub rule (c), each party to the dispute is a party to the mediation.

13. MEDIATION

- (a) This rule applies if written notice has been given to the secretary requesting the appointment of a mediator —
 - (i) by a member under Clause 11.3(c)(iii); or
 - (ii) by a party to a dispute under Clause 12.4(e)(ii)(b) or 12.5(c).
- (b) If this rule applies, a mediator must be chosen or appointed under Clause 13.1.

13.1 Appointment of Mediator

- (a) The mediator must be a person chosen —
 - (i) if the appointment of a mediator was requested by a member under Clause 11.3(c)(ii) — by agreement between the Member and the committee; or
 - (ii) if the appointment of a mediator was requested by a party to a dispute under Clause 12.4(e)(ii)(b) or 12.5(c) — by agreement between the parties to the dispute.
- (b) If there is no agreement for the purposes of sub rule (a)(i) or (ii), then, subject to sub rules (c) and (d), the committee must appoint the mediator.
- (c) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - (i) a member under Clause 11.3(c)(ii); or
 - (ii) a party to a dispute under Clause 12.4(e)(ii)(b); or
 - (iii) a party to a dispute under Clause 12.5(c) and the dispute is between one or more members and the Club.

- (d) The person appointed as mediator by the committee may be a member or former member of the Club but must not —
 - (i) have a personal interest in the matter that is the subject of the mediation; or
 - (ii) be biased in favour of or against any party to the mediation.

13.2 Mediation process

- (a) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (b) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (c) In conducting the mediation, the mediator must —
 - (i) give each party to the mediation every opportunity to be heard; and
 - (ii) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (iii) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (d) The mediator cannot determine the matter that is the subject of the mediation.
- (e) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (f) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

Note for this rule:

Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated association's rules.

13.3 If mediation results in decision to suspend or expel being revoked

If –

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Club gives notice under clause 11.3(c)(iii); and
 - (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,
- that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

14. MEETINGS

14.1 Annual General Meeting

There must be an Annual General Meeting within the time limits provided for the holding of such a meeting under section 50 of the Act, in every calendar year within four months after the end of the Club's financial year or such longer period as may in a particular case be allowed by the Commissioner.

14.2 Special General Meeting

- a) The Committee must, within 30 days of receiving a request in writing to do so from not less than 20% of Voting Members, convene a Special General Meeting for a legitimate purpose specified in that request.

- b) The voting members making a request for a Special General Meeting must do so in writing and state in that request the purpose for which the Special General Meeting concerned is required, and sign that request.
- c) If a Special General Meeting is not convened with the relevant period of 30 days referred to in Clause 14.2(a), the Voting Members who made the request concerned may themselves convene a Special General Meeting as if they were the Committee, and the Club must pay the reasonable expenses to convening and holding the Special General Meeting.
- d) The Committee may otherwise on its own discretion convene a Special General Meeting.

14.3 Special Resolutions

- a) A Special Resolution may be moved either at a Special General Meeting or at an Annual General Meeting.
- b) In accordance with Section 51 of the Act:
 - (i) A resolution is a Special Resolution if it is passed by a majority of not less than three-fourths of the members of the Club who are entitled under the rules of the Club to vote (i.e. Voting Members) and vote in person or, at a general meeting of which notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with the rules of the Club.
 - (ii) At a meeting at which a resolution proposed as a Special Resolution is submitted, a declaration by the person presiding that the resolution has been passed as a Special Resolution shall be evidence of the fact unless, during the meeting at which the resolution submitted, a poll is demanded in accordance with the rules of the Club or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 Members of the Club present in person.
- c) A declaration by the person presiding as to the result of a poll taken under **Clause 13.3(b)(ii)** is evidence of the matter so declared.

14.4 Notice of Annual General Meetings and Special General Meetings

- a) The Secretary must give to all Members not less than 21 days' notice of an Annual General Meeting or a Special General Meeting, and that notice must specify;
 - (i) When and where the meeting concerned is to be held; and
 - (ii) Particulars of the business to be transacted at the meeting concerned and the order in which that business is to be transacted.
- b) The Secretary must give to all Members not less than 21 days' notice of the meeting at which a Special Resolution is to be proposed.
- c) Any notice given in accordance with **Clause 14.4(b)** must also include the Special Resolution to be proposed and the intention to propose the resolution as a Special Resolution.
- d) The Secretary may give notice under this Clause **14.4** by serving it on each Member:
 - (i) Personally; or
 - (ii) By post; or
 - (iii) By email; or
 - (iv) By Facebook page; or
 - (v) Otherwise posting it on the Club's web page.

14.5 Business at an Annual General Meeting

At an Annual General Meeting, the particulars of the business to be transacted and the order in which that business is to be transacted will be as follows:

- a) Opening of the meeting;
- b) Apologies;
- c) Confirmation of minutes of previous Annual General Meeting;
- d) Presentation of Presidents Annual Report;
- e) Adoption of Annual Report;
- f) Presentation of Treasurers Statement;
- g) Election of the Executive Committee and the Committee members to replace outgoing Executive Committee and Committee members;
- h) Appointment of Auditor;
- i) Vote of thanks to outgoing Management Committee;
- j) Determination of the Annual Membership Fees;
- k) Notice/s of motion;
- l) Any urgent business requiring consideration by the Club;
- m) Closure.

14.6 Quorum at General Meetings

- a) For the purposes of **Clauses 14.6, 14.7, 14.8, 15, 16 and 17**, "General Meeting" refers to both the Annual General Meeting and any Special General Meeting.
- b) A quorum at a General Meeting will consist of 20% of total voting members present in person, provided that each of those Voting Members has paid their prescribed membership fee for the current financial year to the Club.
- c) If within thirty minutes after the time specified for the holding of a General Meeting a quorum is not present, the General Meeting lapses and the General Meeting stands adjourned to the same time on the same day in the following week, or a time agreed upon by the Executive Committee.
- d) If within thirty minutes of the time appointed for the resumption of an adjourned General Meeting in accordance with **Clause 14.6(c)** a quorum is still not present, the Members who are present in person may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- e) The Chairperson may, with the consent of a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- f) There must not be transacted at an adjourned General Meeting other than business that was left unfinished or on the agenda at the time when the General Meeting was adjourned.
- g) When a General Meeting is adjourned for a period of thirty days or more, the Secretary must give notice under Clause 14.4 as if that General Meeting were a fresh General Meeting.

14.7 Proceedings at General Meetings

- a) The President must preside at all General Meetings (as Chairperson) and, in the President's absence, another member of the Executive Committee will preside over the General Meeting as determined by a majority vote.
- b) At a General Meeting:
 - (i) An ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to a poll being demanded by the Chairperson or by three or more Voting Members present in person; and
 - (ii) A special Resolution put to the vote will be decided in accordance with section 52 of the Act and as set out in **Clause 14.3**, subject to a poll being demanded by the Chairperson or by three or more voting Members present in person.
- c) A declaration by the Chairperson of a General Meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded.
- d) If a poll is demanded and taken in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

14.8 Polls

A poll must be taken in any such manner as the Chairperson directs.

14.9 Voting

Voting powers at General Meetings shall be;

- a) The President shall be entitled to a deliberate vote and, in the event of a tied vote, the President shall exercise a casting vote.
- b) Each individual financial member and/or Committee member present shall have one (1) vote.

15. MINUTES OF MEETINGS OF THE CLUB

- a) The Secretary must cause proper minutes of all proceedings of all General Meetings and General Committee meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Management Committee meeting in a file for that purpose.
- b) The Chairperson must ensure that the minutes taken of a General Meeting or Management Committee meeting are checked and as correct by the Chairperson of the General Meeting or Management Meeting to which those minutes relate or by the Chairperson of the next succeeding General Meeting or Management Committee meeting.
- c) When Minutes have been entered and signed under this **Clause 15** they are, until the contrary is proved, evidence that:
 - (i) The General Meeting or Committee Meeting to which they relate was duly convened and held;
 - (ii) All proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (iii) All appointments or elections purporting to have been made at the meeting have been validly made.

16. VOTING RIGHTS OF MEMBERS OF THE CLUB

- a) Subject to the rules of this Constitution, each Competition Member, Ordinary Member, Social Member, and Life Member present in person at a General Meeting is entitled to a deliberative vote and is as such a Voting Member.
- b) For the avoidance of any doubt, Junior Members will not be entitled to any right to vote at a General Meeting (including the Annual General Meeting and/or Special General Meeting) given under this **Clause 16**.

17. PROXIES OF MEMBERS OF THE CLUB

Proxies will not be accepted at Committee Meetings, General Meetings or Annual General Meetings of the Club.

18. INSPECTIONS OF RECORDS OF THE CLUB

A member may at any reasonable time and upon giving reasonable notice inspect without charge the books, documents, records and securities of the Club.

19. EXECUTING DOCUMENTS AND COMMON SEAL

- a) The Club may execute a document without using a common seal if the document is signed by -
 - (i) 2 Executive Committee Members.
- b) The Club has no common seal.

20. CHANGES TO THIS CONSTITUTION

The Club may alter or rescind the rules contained in this Constitution, or make rules additional to the rules contained in this Constitution, in accordance with the procedure set out in sections 30, 31 and 32 of the Act which are as follows;

- a) The Club may alter its rules by Special Resolution but not otherwise.
- b) Within one month after passing of a Special Resolution altering its rules, or such further time as the Commissioner may in a particular case allow, an incorporated association must lodge the required documents with the Commissioner. The required documents are;
 - (i) A notice of the Special Resolution setting out particulars of the alterations; and
 - (ii) A certificate in the approved form that the resolution was duly passed as a Special Resolution; and
 - (iii) Except where only the model rules will apply, a consolidated copy of the rules of the incorporated association, including all alterations to which the Special Resolution relates.
- c) The certificate under **Clause 20(b)(ii)** must be signed by a member of the management committee of the incorporated association.
- d) An alteration of the rules of an incorporated association does not take effect until **Clause 20(b)** is complied with.
- e) The regulations may make provisions for the circumstances and manner in which notice of any alteration of an incorporated association's rules must be given to members of the association.

21. FINANCIAL YEAR

The financial year of the Club will commence on the first day of January on any year and close on the thirty first day of December in the same year.

22. AUDITOR

An Auditor may be appointed at the Annual General Meeting. The Auditor shall examine and audit all the books and accounts of the club annually (if appointed).

23. WINDING UP OF THE ASSOCIATION

The Club may be dissolved, amalgamated or wound up by a Special Resolution carried by Voting Members present at any Special General Meeting of Voting Members.

24. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP

- a) If upon the winding up or dissolution of the Club in accordance with **Clause 23**, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members or former Members.
- b) The surplus property must be given or transferred either to another association incorporated under Section 24(1) of the Act which has similar objectives and which is not carried out for the purposes of profit or gain to its individual members, or for charitable purposes.