

HEADLAND BOWLS CLUB INC.  
T/A HEADLAND PACIFIC SPORTS CLUB

CONSTITUTION

ADOPTED SEPTEMBER 30<sup>TH</sup> 2023

# Table of Contents

<b>1. INTRODUCTORY PROVISIONS</b> .....	<b>4</b>
1.1. DEFINITIONS.....	4
1.2. NAME .....	5
1.3. ASSOCIATIONS INCORPORATION ACT 1981 .....	5
1.4. INTERPRETATION.....	5
<b>2. OBJECTS AND POWERS</b> .....	<b>5</b>
2.1. OBJECTS .....	5
2.2. POWERS.....	6
<b>3. MEMBERSHIP</b> .....	<b>6</b>
3.1. CLASSES OF MEMBERSHIP .....	6
3.2. PATRONS.....	8
3.3. FEES AND LEVIES.....	8
3.4. APPLICATION FOR MEMBERSHIP.....	8
3.5. ADMISSION AND REJECTION OF NEW MEMBERS.....	9
3.6. MEMBERSHIP RE-JOINING.....	9
3.7. REGISTER OF MEMBERS.....	9
3.8. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS.....	10
<b>4. RESIGNATION, DISCIPLINE AND APPEALS</b> .....	<b>10</b>
4.1. APPEALS PANEL .....	10
4.2. RESIGNATION OF A MEMBER .....	10
4.3. DISCIPLINE.....	10
4.4. APPEAL AGAINST REJECTION, TERMINATION OR SUSPENSION OF MEMBERSHIP .....	11
4.5. APPEALS PANEL TO DECIDE APPEAL.....	12
<b>5. THE BOARD, SUBCOMMITTEES AND DELEGATION</b> .....	<b>12</b>
5.1. MEMBERSHIP OF BOARD .....	12
5.2. TERMS OF OFFICE.....	12
5.3. FUNCTIONS OF BOARD .....	13
5.4. DELEGATION .....	13
5.5. APPOINTMENT OF SUBCOMMITTEES .....	13
5.6. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS.....	14
<b>6. ELECTION, APPOINTMENT AND VACANCIES ON BOARD</b> .....	<b>14</b>
6.1. ELECTING THE BOARD.....	14
6.2. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF BOARD MEMBER.....	15
6.3. VACANCIES ON BOARD.....	16
<b>7. MEETINGS OF THE BOARD</b> .....	<b>17</b>
7.1. BOARD MEETINGS.....	17
7.2. SPECIAL MEETING OF BOARD.....	17
7.3. MINUTES OF BOARD MEETINGS.....	18
7.4. QUORUM FOR, AND ADJOURNMENT OF, BOARD MEETING .....	18
7.5. RESOLUTIONS OF BOARD WITHOUT MEETING .....	18
7.6. REGISTER OF BOARD MEMBERS' INTERESTS .....	18
<b>8. MEETINGS OF MEMBERS</b> .....	<b>19</b>
8.1. ANNUAL GENERAL MEETINGS.....	19
8.2. GENERAL MEETINGS .....	19
8.3. NOTICE OF GENERAL MEETING.....	20
8.4. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING.....	20
8.5. PROCEDURE AT GENERAL MEETING .....	21
8.6. VOTING AT GENERAL MEETING.....	21
8.7. PROXIES.....	22
8.8. MINUTES OF GENERAL MEETINGS .....	22

<b>9. SECRETARY .....</b>	<b>23</b>
9.1. FUNCTIONS OF SECRETARY .....	23
<b>10. FINANCE .....</b>	<b>23</b>
10.1. FUNDS AND ACCOUNTS .....	23
10.2. ANNUAL FINANCIAL STATEMENT .....	24
10.3. GENERAL FINANCIAL MATTERS.....	24
10.4. FINANCIAL YEAR .....	24
<b>11. DOCUMENTS AND LEGAL.....</b>	<b>24</b>
11.1. DOCUMENTS .....	24
11.2. NOTICES .....	25
11.3. COMMON SEAL .....	25
11.4. ALTERATION OF CONSTITUTION .....	25
11.5. BYLAWS.....	25
11.6. INDEMNITY .....	25
11.7. INSURANCE .....	26
<b>12. WINDING UP.....</b>	<b>26</b>
12.1. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY .....	26
12.2. LIABILITY.....	26

Date of adoption	30 <sup>th</sup> September 2023
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## 1. Introductory provisions

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### 1.1. Definitions

1.1.1. In this constitution:

- a. **act** means the *Associations Incorporation Act 1981* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the association;
- b. **association** means Headland Bowls Club Inc. T/A Headland Pacific Sports Club, the incorporated association to which this constitution applies;
- c. **board** means management committee, as defined in the Act;
- d. **bylaws** means the bylaws of the association;
- e. **by lot** means making a determination or choice by lottery. For example, conducting a draw at random;
- f. **casual vacancy**, on the board, means a vacancy that occurs when a board member resigns, dies or otherwise stops holding office;
- g. **constitution** means rules as defined in the Act;
- h. **general meeting** means a meeting of the association's eligible voting members and includes all general meetings (annual general meetings, general meetings, special general meetings and extraordinary general meetings) called at the direction of the board under clause 8.2.1.a and on the request of members under clause 8.2.1.b;
- i. **imprest system** means the management of funds in an account whereby a fixed balance is maintained by regular replenishments;
- j. **majority** means more than half of all members present and entitled to vote at a board meeting or a general meeting;
- k. **member** means a person who has been duly accepted as such by the board in accordance with this constitution;
- l. **present** means:
  - i at a board meeting, see clause 7.1.5; or
  - ii at a general meeting, see clause 8.5.2.
- m. **signed** means agreed in writing;
- n. **special resolution** means a resolution that is passed at a general meeting by the votes of at least 75% of the members who are present and entitled to vote on the resolution;
- o. **surplus assets** means the assets after payment of the debts and liabilities remaining on a winding-up of the incorporated association and the costs, charges and expenses of the winding-up;
- p. **subscription fee** means a fee payable to the association for the receipt of membership rights and privileges;

q. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.

1.1.2. Words importing the singular include the plural where context requires or permits.

## **1.2. Name**

1.2.1. The name of the incorporated association is Headland Bowls Club Inc. T/A Headland Pacific Sports Club.

## **1.3. Associations Incorporation Act 1981**

1.3.1. In this constitution, unless the context requires otherwise, an expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.

1.3.2. The provision at section 47(1) of the *Associations Incorporation Act 1981* does not apply, meaning that the model rules created under the Act are expressly displaced by this constitution.

## **1.4. Interpretation**

1.4.1. The board has authority to interpret the meaning of this constitution and any matter relating to the association on which the constitution is silent, but any interpretation must have regard to the Act.

## **2. Objects and powers**

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### **2.1. Objects**

2.1.1. The objects of the association are to:

- a. acknowledge and retain the traditions and history of Headland Bowls Club Inc. and the former Pacific Paradise Bowls Club Inc.;
- b. foster, encourage, promote, support and manage the game of lawn bowls and abide by the laws of the game;
- c. foster a safe, fair and inclusive environment and encourage a sense of community spirit and social interaction amongst members and visitors;
- d. ensure that all classes of members receive equal treatment;
- e. establish and maintain facilities and amenities for the benefit, social comfort and advancement of lawn bowls, the association, its members and visitors;
- f. affiliate with such bodies as the association deems appropriate;
- g. ensure environmental considerations and the public interest are taken into account in all lawn bowls and related activities conducted by the association;

- h. do such things as are incidental or conducive to the attainment of any or all of these objects.

## **2.2. Powers**

- 2.2.1. The association has the powers of an individual.
- 2.2.2. The association may, for example:
  - a. enter into contracts; and
  - b. acquire, hold, deal with and dispose of property; and
  - c. make charges for services and facilities it supplies; and
  - d. do other things necessary or convenient to be done in carrying out its affairs.
- 2.2.3. The association may issue secured and unsecured notes, debentures and debenture stock for the association.

## **3. Membership**

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### **3.1. Classes of membership**

- 3.1.1. The membership of the association consists of the following classes:
  - a. full:
    - i full members must be at least 18 years of age, support the objects of the association and abide by the association's constitution, bylaws and policies;
    - ii full members are entitled to vote at general meetings of the association;
    - iii full members are eligible for election to all offices within the association.
    - iv sub-classes of full membership, with definitions, may be outlined in the association's bylaws;
    - v subscription fees payable by a full member may be waived or discounted by the board.
  - b. restricted:
    - i restricted members must be at least 18 years of age, support the objects of the association and abide by the association's constitution, bylaws and policies;
    - ii restricted members are not entitled to vote at general meetings of the association;
    - iii restricted members are not eligible for election to any elected office within the association, nor nominate or second any nomination for membership of an elected office within the association;
    - iv sub-classes of restricted membership, with definitions, may be outlined in the association's bylaws;

- v subscription fees payable by a restricted member may be waived or discounted by the board.
- c. junior:
- i junior members must be below the age of 18 years, support the objects of the association and abide by the association's constitution, bylaws and policies;
  - ii junior members are not entitled to vote at general meetings of the association;
  - iii junior members are not eligible for election to any elected office within the association;
  - iv subscription fees payable by a junior member may be waived or discounted by the board.
- d. life:
- i life members must support the objects of the association and abide by the association's constitution, bylaws and policies;
  - ii life membership is open to any person who has rendered extraordinary and meritorious service to the association for an extended period;
  - iii any two members, who are full or life members, may propose an eligible member for life membership;
  - iv proposals for life membership must be in writing, signed by the members making the recommendation and received by the secretary no less than twenty one days (21) prior to the general meeting at which the motion will be discussed.
  - v on the board's approval of the proposal, the candidate will be nominated for election as a life member at the annual general meeting;
  - vi life members must be elected by the passing of a special resolution;
  - vii life members are entitled to vote at general meetings of the association;
  - viii life members are eligible for election to any elected office within the association;
  - ix life members are not required to pay subscription fees to the association.
- 3.1.2. The number of members in all classes of membership is unlimited.
- 3.1.3. The board may, in accordance with bylaws determined from time to time, on the written application of a member who has the qualifications for and wishes to become a member of a different class of membership, transfer that member from any class of membership to another class of membership. The board may, at its absolute discretion, make an adjustment in the subscription fee paid or payable by that member so transferred for the membership year in which the transfer takes place.

- 3.1.4. A right, privilege or obligation which a person has by reason of being a member of the association is not capable of being transferred or transmitted from one person to another person.
- 3.1.5. Notwithstanding the membership rights and privileges listed in clause 3.1.1 any person who is a current employee of the association shall not be entitled to vote at any general meeting or board meeting and shall not be eligible to hold office as a board member.

### **3.2. Patrons**

- 3.2.1. One or more patrons may be appointed by the members present and entitled to vote at an annual general meeting.
- 3.2.2. At each annual general meeting of the association, any patron is deemed to have retired from their position, but is eligible, on nomination by the board, for re-appointment.
- 3.2.3. A patron is not entitled to vote at general meetings of the association and is not eligible for election to any other elected position within the association, unless they are also a full member or life member.

### **3.3. Fees and levies**

- 3.3.1. The subscription fee for each class of membership, other than life membership, is:
  - a. the amount decided by the board; and
  - b. payable when, and in the way, the board decides.
- 3.3.2. The board may at any time impose a levy upon all or any classes of members in any amount and upon such payment terms as the board may think fit.
- 3.3.3. A member who has any subscription fee, other fee or levy in arrears for a period of two months may have their membership terminated or suspended.
- 3.3.4. A member who has their membership terminated or suspended under clause 3.3.3 continues to be liable to pay any unpaid subscription fee, other fee or levy.

### **3.4. Application for membership**

- 3.4.1. An application for membership must be:
  - a. in writing; and
  - b. in the form decided by the board; and
  - c. accompanied by any other documents or evidence of qualification for membership, as determined by the board from time to time.

### **3.5. Admission and rejection of new members**

- 3.5.1. The board must consider an application for membership at the next board meeting held after it receives:
  - a. the application for membership; and
  - b. the appropriate subscription fee for the application.
- 3.5.2. The board must ensure that, as soon as possible after the person applies to become a member of the association, and before the board considers the person's application, the person is advised:
  - a. whether or not the association has public liability insurance; and
  - b. if the association has public liability insurance, the amount of the insurance.
- 3.5.3. The board must decide at the meeting whether to accept or reject the application.
- 3.5.4. If a majority of the board members present and entitled to vote at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member in the class of membership applied for.
- 3.5.5. If the board decides to reject an application, the secretary must, as soon as possible, give the applicant notice of the decision in a manner determined by the board.

### **3.6. Membership re-joining**

- 3.6.1. A member who has resigned from the association or otherwise forfeited their membership and later desires to re-join may be subject to the same process of admission to membership as any new member who has not previously been a member of the association.

#### Register of members

- 3.6.2. The board must keep a register of members of the association.
- 3.6.3. The register must include the following particulars for each member:
  - a. the full name of the member;
  - b. the postal or residential address of the member;
  - c. contact details of the member;
  - d. the date of admission as a member;
  - e. the date of death or time of resignation of the member;
  - f. details about the termination or reinstatement of membership;
  - g. any other particulars the board or the members at a general meeting decide.
- 3.6.4. Subject to privacy legislation and the sole discretion of the board, the register of members may be open for inspection by members of the association upon application.

### **3.7. Prohibition on use of information on register of members**

- 3.7.1. A member of the association must not:
- a. use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - b. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 3.7.2. Clause 3.7.1 does not apply if the use or disclosure of the information is approved by the association.

## **4. Resignation, discipline and appeals**

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### **4.1. Appeals panel**

- 4.1.1. At each annual general meeting, an appeals panel shall be appointed by the members present and entitled to vote.
- 4.1.2. The appeals panel shall comprise up to eight people, any three of whom shall hear and decide any appeal against the decision of the board to reject, terminate or suspend a member's membership.
- 4.1.3. The appeals panel may comprise members of the association and other people, provided that no board member may simultaneously serve as a member of the appeals panel.

### **4.2. Resignation of a member**

- 4.2.1. A member may resign from the association by giving a written notice of resignation to the secretary.
- 4.2.2. The resignation takes effect at:
- a. the time the notice is received by the secretary; or
  - b. if a later time is stated in the notice, the later time.

### **4.3. Discipline**

- 4.3.1. The board may take action to terminate or suspend a member's membership if it is determined that the member has:
- a. been convicted of an indictable offence; or
  - b. breached, failed, refused or neglected to comply with a provision of this constitution, the association's bylaws or any resolution or determination of the board or any duly authorised subcommittee; or
  - c. refused to support the objects of the association; or
  - d. acted in a manner unbecoming of a member, injurious or prejudicial to the character and interests of the association; or

- e. brought themselves, the association, any other member or the sport into disrepute; or
  - f. has any subscription fee, other fee or levy in arrears for at least two months under clause 3.3.3.
- 4.3.2. If the board makes an initial decision to terminate or suspend a member's membership, the secretary must, within seven days after the decision, give the member written notice:
- a. setting out the decision of the board and the grounds on which it is based;
  - b. stating that the member may address the board at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice;
  - c. stating the date, place, and time of that meeting;
  - d. informing the member that the member may do either or both of the following:
    - i attend and speak at that meeting;
    - ii submit to the board at or before the date of that meeting written representations relating to the decision.
  - e. setting out the member's appeal rights.
- 4.3.3. Before the board terminates or suspends a member's membership, the board must:
- a. give the member a full and fair opportunity to make verbal representations at a meeting as mentioned in clause 4.3.2.b;
  - b. give due consideration to any written representations submitted to the board by the member at or before the meeting mentioned in clause 4.3.2.b.
- 4.3.4. If, after considering any representations made by the member, the board makes a final decision by resolution to terminate or suspend the membership, the secretary must, within seven days of the meeting mentioned in clause 4.3.2.b, give the member a written notice of the decision.

#### **4.4. Appeal against rejection, termination or suspension of membership**

- 4.4.1. An applicant whose application for membership has been rejected, or a member whose membership has been terminated or suspended, may give the secretary written notice of their intention to appeal against the decision.
- 4.4.2. A notice of intention to appeal must be received by the secretary within seven days after the applicant or member receives written notice of the decision.
- 4.4.3. If the secretary receives a notice of intention to appeal, the secretary shall, within seven days after receiving the notice, notify the appeals panel.

#### **4.5. Appeals panel to decide appeal**

- 4.5.1. Upon notification of an appeal by the secretary, the appeals panel must select three of their number to hear and decide the appeal.
- 4.5.2. The appeals panel must hold the appeal meeting within 28 days after the secretary receives the notice of intention to appeal.
- 4.5.3. At the meeting, the applicant or member must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated or suspended.
- 4.5.4. Also, the board must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated or suspended.
- 4.5.5. An appeal must be decided by a majority vote of the three selected members of the appeals panel.
- 4.5.6. If an applicant whose application for membership has been rejected does not appeal against the decision within seven days after receiving written notice of the decision, or the applicant appeals but the appeal is unsuccessful, the secretary must, as soon as possible, refund any subscription fee paid by the applicant.
- 4.5.7. Where a decision of the board to reject an application for membership or terminate or suspend a member's membership is set aside by the appeals panel, the application will be accepted by the association and the membership shall be reinstated to the member's former level of membership without payment of any further fee.

### **5. The board, subcommittees and delegation**

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#### **5.1. Membership of board**

- 5.1.1. The board shall comprise the following: Chairperson, Deputy Chairperson, Treasurer, Secretary, Assistant Secretary and two (2) other Directors.
- 5.1.2. A board member must be a member of the association.
- 5.1.3. A board member must exercise their powers and discharge their duties in good faith, in the best interests of the association for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.

#### **5.2. Terms of office**

- 5.2.1. Subject to clause 5.2.2, the term of office for board members is up to one year.
- 5.2.2. At each annual general meeting of the association, all board members must retire from office, but are eligible, on nomination, for re-election.
- 5.2.3. There is no maximum number of consecutive terms for which a board member may hold office.

### **5.3. Functions of board**

- 5.3.1. The board must take all reasonable steps to ensure that the association complies with its obligations under the Act and this constitution.
- 5.3.2. Subject to this constitution, the board has the general control and management of the administration of the affairs, property and funds of the association.
- 5.3.3. The board may exercise all the powers of the association except any powers that the Act or this constitution requires the association to exercise at a general meeting.
- 5.3.4. The board has power to enforce the observance of all clauses in this constitution and any bylaws made by the board.

### **5.4. Delegation**

- 5.4.1. The board may delegate any of its powers and authorities, duties and functions to any person or to any subcommittee except:
  - a. the power to delegate; and
  - b. a function that is a duty imposed on the board by the Act or by any other law.
- 5.4.2. Despite any delegation under this clause, the board may continue to exercise all its functions, including any function that has been delegated and remains accountable for the exercise of those functions at all times.

### **5.5. Appointment of subcommittees**

- 5.5.1. The board may create and dissolve any subcommittees, considered appropriate by the board to help with the conduct of the association's operations.
- 5.5.2. Subcommittees shall have such membership, powers and duties as the board shall confer on them, or which the board shall delegate to them.
- 5.5.3. A subcommittee may meet and adjourn as it considers appropriate, or as requested by the board.
- 5.5.4. A member of a subcommittee who is not a board member is not entitled to vote at a board meeting.
- 5.5.5. Subject to the board's absolute control and supervision, each subcommittee of the association may manage its own affairs but must make regular reports to the board (or otherwise as the board may require from time to time). Each subcommittee must promptly and regularly produce its minutes and records for inspection by or on behalf of the board.
- 5.5.6. A subcommittee of the association must in the exercise of those powers delegated to it, conform to any regulation or restriction that the board may impose upon it from time to time.
- 5.5.7. The chairperson may by virtue of their office be an ex-officio member of any subcommittee.

## **5.6. Acts not affected by defects or disqualifications**

- 5.6.1. An act performed by the board, a subcommittee or a person acting under the direction of the board is taken to have been validly performed.
- 5.6.2. Clause 5.6.1 applies even if the act was performed when:
  - a. there was a defect, informality or irregularity in the appointment of a board member, subcommittee member or person acting under the direction of the board; or
  - b. there was an irregularity in the convening or conduct of any board meeting, subcommittee meeting or general meeting that was not discovered until after the conclusion of that meeting; or
  - c. a board member, subcommittee member or person acting under the direction of the board was disqualified from being a member.

## **6. Election, appointment and vacancies on board**

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### **6.1. Electing the board**

- 6.1.1. A board member may only be elected as follows:
  - a. the secretary calls for nominations for board positions not less than thirty five days (35) before the general meeting at which the election is to be held;
  - b. any two members of the association, who are eligible to vote at general meetings, may nominate another eligible member (the candidate) to serve as a board member;
  - c. nominations must be:
    - i in writing; and
    - ii signed by the candidate and the members who nominated them; and
    - iii received by the secretary at least twenty one days (21) before the general meeting at which the election is to be held.
  - d. a list of the candidates' names, with the names of the members who nominated each candidate, must be placed on the notice board as nominations are received and a final list of candidates be open for inspection by members of the association for at least fourteen days, (14) immediately preceding the general meeting;
  - e. if required by the board, balloting lists must be prepared containing the names of the candidates in order determined by lot;
  - f. each member present and entitled to vote at the general meeting may vote for one candidate for each vacant position on the board. Any equality in voting is decided as follows:
    - i if there are two candidates for a vacant board position and both candidates receive an equal number of votes, voting is determined by lot;
    - ii if there are three or more candidates for a vacant board position and two or more candidates receive an equal highest number of

votes, a second vote is conducted between only those candidates who received the equal highest number of votes. In the event that following the second vote, two or more candidates receive an equal highest number of votes, voting is determined by lot.

- g. if there is only one candidate for a vacant board position, the candidate is declared elected if approved by a majority of members present and entitled to vote. If the candidate is not approved, nominations for the position may be taken from the floor of the meeting;
  - h. if, at the start of the general meeting, there are no candidates nominated for any vacant board position, nominations for that position may be taken from the floor of the meeting.
- 6.1.2. A person may be a candidate only if the person:
- a. is an adult; and
  - b. is eligible to be elected as a board member under the Act.
- 6.1.3. The board must ensure that, before a candidate is elected as a board member, the candidate is advised:
- a. whether or not the association has public liability insurance; and
  - b. if the association has public liability insurance, the amount of the insurance.

## **6.2. Resignation, removal or vacation of office of board member**

- 6.2.1. A board member may resign from the board by giving written notice of resignation to the secretary.
- 6.2.2. The resignation takes effect at:
- a. the time the notice is received by the secretary; or
  - b. if a later time is stated in the notice, the later time.
- 6.2.3. A board member may be removed from office at a general meeting of the association if a majority of the members present and entitled to vote at the meeting vote in favour of removing the member.
- 6.2.4. Before a vote is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why they should not be removed from office.
- 6.2.5. A board member shall vacate office if that person:
- a. dies; or
  - b. becomes disqualified from being a board member under the Act; or
  - c. becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
  - d. is convicted of an indictable offence or is made bankrupt; or
  - e. is found to have failed to disclose the nature of any material personal interest in a matter that relates to the affairs of the association; or

- f. is absent from three consecutive board meetings without leave of the board; or
  - g. becomes an employee of the association; or
  - h. does not agree to undergo a criminal history check or is disqualified as a result of such a check, if the board requests the member to undergo a criminal history check; or
  - i. does not otherwise comply with the requirements of this constitution.
- 6.2.6. A board member has no right of appeal against their removal from office under this clause.
- 6.2.7. Any board member who has their membership of the association terminated or suspended may not return to the office vacated by them for the remainder of the term for that position.
- 6.2.8. Clause 6.2.7 does not apply in the case of any decision of the board to terminate or suspend a member's membership, which is subsequently set aside by the appeals panel.

### **6.3. Vacancies on board**

- 6.3.1. If a casual vacancy occurs on the board, the continuing members of the board may appoint another member of the association to fill the vacancy until the next annual general meeting.
- 6.3.2. With the exception of the positions of chairperson and treasurer, the continuing members of the board may act despite a casual vacancy on the board.
- 6.3.3. If the number of board members is less than the number fixed under clause 7.4.1 as a quorum of the board, the continuing members of the board may act only to:
- a. increase the number of board members to the number required for a quorum; or
  - b. call a general meeting of the association.
- 6.3.4. If a casual vacancy occurs in the position of chairperson or treasurer, the continuing members of the board may act only to:
- a. appoint another member of the association to fill the casual vacancy; or
  - b. call a general meeting of the association.

## **7. Meetings of the board**

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### **7.1. Board meetings**

- 7.1.1. Subject to this clause, the board may meet and conduct its proceedings, as it considers appropriate, provided that the board must meet at least once every four months to exercise its functions.
- 7.1.2. The board must decide how a meeting is to be called.
- 7.1.3. Notice of a meeting is to be given in the way decided by the board.
- 7.1.4. The board may hold meetings or permit a board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 7.1.5. A board member who participates in the meeting as mentioned in clause 7.1.4 is taken to be present at the meeting.
- 7.1.6. A question arising at a board meeting is to be decided by a majority vote of board members present and entitled to vote at the meeting and, if the votes are equal the chairperson may elect to exercise a casting vote. If the final votes are equal the question is decided so as to maintain the status quo.
- 7.1.7. The association's chairperson is to preside as chairperson at a board meeting and where that chairperson is unavailable, the vice chairperson will act as chairperson.
- 7.1.8. If there is no chairperson of the association or if the chairperson is not present within 30 minutes after the time fixed for a board meeting, the members may choose one of their number to preside as chairperson at the meeting.

### **7.2. Special meeting of board**

- 7.2.1. If the secretary receives a written request signed by at least 33% of the members of the board, the secretary must call a special meeting of the board by giving each board member notice of the meeting within 14 days after the secretary receives the request.
- 7.2.2. If the secretary is unable or unwilling to call the special meeting, the chairperson must call the meeting.
- 7.2.3. A request for a special meeting must state:
  - a. why the special meeting is called; and
  - b. the business to be conducted at the meeting.
- 7.2.4. A notice of a special meeting must state:
  - a. the day, time and place of the meeting; and
  - b. the business to be conducted at the meeting.
- 7.2.5. Only the business listed on the notice of a special meeting of the board may be conducted at a special meeting of the board.
- 7.2.6. A special meeting of the board must be held within 14 days after notice of the meeting is given to the members of the board.

### **7.3. Minutes of board meetings**

- 7.3.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each board meeting are entered in a minute book, which may be in electronic format.
- 7.3.2. To ensure the accuracy of the minutes, the minutes of each board meeting must be signed by the chairperson of the meeting, or the chairperson of the next board meeting, verifying their accuracy.
- 7.3.3. Minutes of board meetings will be made available for inspection by members of the association upon application, subject to any redaction the board determines necessary to comply with community privacy standards.

### **7.4. Quorum for, and adjournment of, board meeting**

- 7.4.1. At a board meeting, more than 50% of the members elected to the board as at the close of the last general meeting form a quorum.
- 7.4.2. If there is no quorum within 30 minutes after the time fixed for a special meeting of the board called upon the request of members under clause 7.2.1, the meeting lapses.
- 7.4.3. If there is no quorum within 30 minutes after the time fixed for a board meeting called other than upon the request of members under clause 7.2.1:
  - a. the meeting is to be adjourned for at least one day; and
  - b. the members of the board who are present are to decide the day, time and place of the adjourned meeting.
- 7.4.4. If, at an adjourned meeting mentioned in clause 7.4.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

### **7.5. Resolutions of board without meeting**

- 7.5.1. A written resolution agreed in writing by a majority of the members of the board is as valid and effectual as if it had been passed at a board meeting that was properly called and held.
- 7.5.2. Such a resolution may be validly transmitted and agreed in writing electronically.
- 7.5.3. A resolution mentioned in clause 7.5.1 may consist of several documents in like form, each agreed in writing by one or more members of the board.

### **7.6. Register of board members' interests**

- 7.6.1. The secretary shall cause to be kept and updated from time to time a register of declared interests of board members.
- 7.6.2. If a board member has a material personal interest in a matter that relates to the affairs of the association:
  - a. the board member must declare the interest;

- b. the board member must not vote on matters that relate to the interest and, if the member does vote, the member's vote must not be counted;
  - c. the association cannot avoid the transaction merely because of the existence of the interest;
  - d. the interest must be recorded in the minutes of the board meeting at which the disclosure is made and also in the register of declared interests of board members.
- 7.6.3. Clause 7.6.2 does not apply to a material personal interest:
- a. that exists only because the member belongs to a class of persons for whose benefit the association is established; or
  - b. that the member has in common with all, or a substantial proportion of, the members of the association.

## **8. Meetings of members**

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### **8.1. Annual general meetings**

- 8.1.1. The association's annual general meeting must be held:
- a. at least once each year; and
  - b. within 6 months after the end date of the association's reportable financial year.
- 8.1.2. The following business must be included on the agenda and conducted at each annual general meeting of the association:
- a. receiving and adopting the association's financial statement, and audit report, for the last reportable financial year;
  - b. electing board members;
  - c. appointing an auditor or an accountant for the present financial year;
  - d. appointing members of the appeals panel;
  - e. awarding life membership (if applicable);
  - f. appointing one or more patrons (if applicable).

### **8.2. General meetings**

- 8.2.1. The secretary must call a general meeting by giving each member of the association written notice of the meeting within 14 days after:
- a. being directed to call the meeting by the board; or
  - b. being given a written request signed by at least the number of members of the association who are entitled to vote at general meetings equal to double the number of members of the association on the board when the request is signed plus one.
- 8.2.2. A request mentioned in clause 8.2.1.b must state any proposed resolution to be considered at the general meeting.
- 8.2.3. A general meeting must be held within 28 days after the secretary is directed or requested to call the meeting as mentioned in clause 8.2.1.

- 8.2.4. If the secretary is unable or unwilling to call the general meeting, the chairperson must call the meeting.
- 8.2.5. If the secretary or chairperson do not within 28 days from the date of receipt of the request mentioned in clause 8.2.1.b duly proceed to call the meeting, the members who made the initial request (or any of them) may themselves call and arrange to hold the meeting.
- 8.2.6. Any meeting called by the members under clause 8.2.5 must be called in the same manner as that in which meetings are called by the board, and must be held not later than three months from the date of receipt of the request mentioned in clause 8.2.1.b.
- 8.2.7. All reasonable expenses of convening and conducting such a meeting shall be borne by the association.

### **8.3. Notice of general meeting**

- 8.3.1. The secretary may call a general meeting of the association.
- 8.3.2. If the secretary is unable or unwilling to call a general meeting, the chairperson may call the meeting.
- 8.3.3. Written notice of a general meeting must be provided to each member of the association at least thirty five (35) days before the date of the general meeting.
- 8.3.4. A notice of a general meeting must provide an overview of the business to be conducted at the meeting and must specify the date, time and place for the meeting.
- 8.3.5. Any Notices of Motion to be included and printed on the Agenda of the meeting shall be received by the secretary at least twenty one days (21) prior to the meeting at which they will be discussed.
- 8.3.6. The secretary must, not less than fourteen days (14) before the proposed date of the meeting provide each member with an agenda of the business to be conducted at the meeting including details of any notices of motion to be discussed.

### **8.4. Quorum for, and adjournment of, general meeting**

- 8.4.1. The quorum for any general meeting is at least the number of members equal to the number of members on the board at the close of the association's last general meeting plus one.
- 8.4.2. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 8.4.3. If there is no quorum within 30 minutes after the time fixed for a general meeting called upon the request of members of the association under clause 8.2.1.b, the meeting lapses.
- 8.4.4. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than upon the request of members of the association under clause 8.2.1.b:
  - a. the meeting is to be adjourned for at least seven days; and

- b. the board is to decide the day, time and place of the adjourned meeting.
- 8.4.5. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 8.4.6. No business will be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 8.4.7. A resolution passed at any adjourned meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
- 8.4.8. When a meeting is adjourned, a new notice of the adjourned meeting is required only if the meeting is adjourned for 14 days or more.

### **8.5. Procedure at general meeting**

- 8.5.1. An eligible voting member may take part and vote in a general meeting in person.
- 8.5.2. A member who participates in a meeting as mentioned in clause 8.5.1 is taken to be present at the meeting.
- 8.5.3. At each general meeting:
  - a. the association's chairperson is to preside as chairperson; and
  - b. if there is no chairperson of the association or if the chairperson is not present within 30 minutes after the time fixed for the meeting or is unwilling to act, the members present may choose another board member to be chairperson of the meeting; and
  - c. if there is no board member present the members may choose one of their number to preside as chairperson at the meeting; and
  - d. the chairperson must conduct the meeting in a proper and orderly way; and
  - e. a member who is not present at a general meeting is not permitted to take part using technology.

### **8.6. Voting at general meeting**

- 8.6.1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority vote of the eligible members present and entitled to vote.
- 8.6.2. Each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the question is decided so as to maintain the status quo.
- 8.6.3. A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 8.6.4. A challenge to a member's right to vote at a general meeting:
  - a. may only be made at the meeting; and

- b. must be determined by the chairperson, whose decision is final.
- 8.6.5. The method of voting is to be decided by the board.
- 8.6.6. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 8.6.7. If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.
- 8.6.8. The result of a vote as declared by the chairperson is taken to be a resolution of the meeting at which the vote was held. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.

## **8.7. Proxies**

- 8.7.1. The association does not allow proxy voting.

## **8.8. Minutes of general meetings**

- 8.8.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book, which may be in electronic format.
- 8.8.2. To ensure the accuracy of the minutes:
  - a. the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy; and
  - b. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy.
- 8.8.3. If asked by a member of the association, the secretary must, within 28 days after the request is made:
  - a. make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - b. give the member a copy of the minutes of the meeting.
- 8.8.4. The association may require the member to pay the reasonable costs of providing copies of the minutes.

## **9. Secretary**

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### **9.1. Functions of secretary**

- 9.1.1. The secretary's functions include, but are not limited to:
- a. calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the chairperson of the association; and
  - b. keeping minutes of each meeting; and
  - c. keeping copies of all correspondence and other documents relating to the association; and
  - d. maintaining the register of members of the association.

## **10. Finance**

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### **10.1. Funds and accounts**

- 10.1.1. The funds of the association must be kept in one or more accounts in the name of the association in a financial institution decided by the board.
- 10.1.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 10.1.3. All amounts must be deposited in a financial institution account as soon as possible after receipt.
- 10.1.4. A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- 10.1.5. Any cheque or electronic funds transfer must be signed or approved by any two of the following:
- a. the chairperson;
  - b. the secretary;
  - c. the treasurer;
  - d. any other person who has been authorised by the board to sign cheques issued or approve electronic funds transfers by the association.
- 10.1.6. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 10.1.7. A petty cash account may be kept on the imprest system, and the board must decide the amount of petty cash to be kept in any such account.
- 10.1.8. All expenditure must be approved or ratified at a board meeting.

## **10.2. Annual financial statement**

- 10.2.1. On behalf of the board, the treasurer must, as soon as possible after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 10.2.2. The board must ensure that the association's financial statement is audited by an auditor or an accountant and presented to the annual general meeting for adoption.

## **10.3. General financial matters**

- 10.3.1. The income and property of the association must be applied solely towards the promotion of the objects of the association as set out in this constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the association, provided that nothing herein prevents the payment in good faith of:
  - a. remuneration of any person in return for services actually rendered to the association; or
  - b. repayment for out-of-pocket expenses incurred on behalf of the association; or
  - c. payment for sale or hire of goods or payment of rent for premises let to the association; or
  - d. interest to any member in respect of money advanced by that member to the association or otherwise owing by the association to the member, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
    - i the financial institution of the association; or
    - ii if there is more than one financial institution of the association, the financial institution nominated by the board.
- 10.3.2. The association precludes the payment to an officer or employee of the association of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the association or the receipts of the association for such liquor.

## **10.4. Financial year**

- 10.4.1. The association's financial year will commence on 1 July and end on 30 June in each year.

## **11. Documents and legal**

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### **11.1. Documents**

- 11.1.1. The board must ensure the safe custody of books, documents, instruments of title and securities of the association.

## **11.2. Notices**

- 11.2.1. A written notice may be given by the association to any member either personally, electronically or by sending it by post to the member's last address notified in writing to the association.
- 11.2.2. Where a notice is sent by post:
  - a. service of the notice is effected by properly addressing, pre-paying and posting a letter or packet containing the notice; and
  - b. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

## **11.3. Common seal**

- 11.3.1. The board must ensure the association has a common seal.
- 11.3.2. The common seal must be:
  - a. kept securely by the board; and
  - b. used only under the authority of the board.
- 11.3.3. Each instrument to which the seal is attached must be signed by a board member and countersigned by:
  - a. the secretary; or
  - b. another board member; or
  - c. someone authorised by the board.

## **11.4. Alteration of constitution**

- 11.4.1. Subject to the Act, this constitution may be amended, repealed or added to by a special resolution carried at a general meeting.
- 11.4.2. However, an amendment, repeal or addition is valid only if it is registered by the chief executive of the relevant government department from time to time having responsibility for supervision of the provisions of the Act.

## **11.5. Bylaws**

- 11.5.1. The board may make, amend or repeal bylaws, consistent with this constitution, for the internal management of the association.
- 11.5.2. A bylaw may be set aside by a majority vote of members at a general meeting of the association.

## **11.6. Indemnity**

- 11.6.1. A matter or thing done or omitted to be done by a secretary, board member, employee or member of the association, does not, if the matter or thing was done or omitted to be done in good faith for the purpose of exercising the association's functions under the Act, subject the person so acting personally to any action, liability, claim or demand.

## **11.7. Insurance**

- 11.7.1. The association may pay, whether directly or through an interposed entity, a premium for a contract insuring a secretary, board member or employee against liability that the person incurs as an officer of the association including a liability for legal costs.

## **12. Winding up**

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### **12.1. Distribution of surplus assets to another entity**

- 12.1.1. This clause applies if the association:
- a. is wound-up under part 10 of the Act; and
  - b. has surplus assets.
- 12.1.2. The surplus assets must not be distributed among the members of the association.
- 12.1.3. The surplus assets must be given to another entity:
- a. having objects similar to the association's objects; and
  - b. the rules of which prohibit the distribution of the entity's income and assets to its members.

### **12.2. Liability**

- 12.2.1. A secretary, board member, employee or member of the association is not personally liable to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association, beyond:
- a. the property of the incorporated association in the person's possession; and
  - b. the amount, if any, unpaid by the person in respect of membership of the association.