

**SUGARLOAF
DRESSAGE
CLUB INC.**

CONSTITUTION

(Amendment November 2022)

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Part 1 - Preliminary

1. Objectives

- (1) The objectives of the Club shall be:
 - a) To promote, facilitate, assist and implement all those objectives contained in the Constitution and Rules of Equestrian Australia that pertain directly or indirectly to Dressage and other Equestrian events.
 - b) To promote, hold and/or assist in holding exhibitions (including competitions, test, demonstrations of performance and other displays) of Dressage and other Equestrian events.
 - c) To promote, encourage and formulate the standardisation of rules and regulations governing the holding of such exhibitions.
 - d) To promote, facilitate and assist in the acquisition and distribution of knowledge of judging and stewarding Dressage exhibitions and other Equestrian events.
 - e) To organise and conduct any courses of instruction, lectures or discussions conducive to greater efficiency and standardisations of Dressage judging and also conducive to the greater knowledge of horse owners and riders.
 - f) To conduct all Dressage competitions in strict accordance with the current rules and regulations of the F.E.I., as adopted by the Equestrian Australia.
 - g) To do all such other things as are incidental or conducive to the attainment of the above objectives or any of them and to the furtherance and stimulation of the art of Dressage and other Equestrian events.
 - h) Promote the health and safety of riders, horses, officials and other individuals participating in Equestrian sport in any capacity.
 - i) Formulate and implement appropriate policies, including policies in relation to member protection, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in Equestrian sport.
 - j) Act all times on behalf of, and in the interest of, its Members.

2. Definitions

- (1) In this constitution:

The Club means "Sugarloaf Dressage Club Inc."

ordinary committee member means a member of the committee who is not an office-bearer of the association.

secretary means:

- a) the person holding office under this constitution as secretary and includes an acting Secretary or other person for the time being appointed by the Club to exercise its secretarial functions of the association, or
- b) if no such person holds that office - the public officer of the association.

bodies denotes any club or body which has among its activities the breeding, use, care, study and/or exhibition of horses and/or ponies, provided that such body is resident within the Commonwealth of Australia.

person means and includes natural persons, firms, companies and other legal entities.

exhibition includes competitions, tests, demonstrations of performance and other displays or events in which horses participate.

Rules means the rules herein set out as from time to time amended pursuant to the provisions hereinafter contained.

Regulations means regulations made by the Club as from time to time in force.

Writing includes printing, typing, faxing, e-mailing and other recognised means of communication.

Director-General means the Director-General of the Department of Services, Technology and Administration.

special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2022*

- (2) In this constitution:
 - a) a reference to a function includes a reference to a power, authority and duty, and
 - b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.
- (4) Severance – If any provision of this constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the rule or phrase cannot be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provision of this constitution or affect the validity or enforceability of any provision in any other jurisdiction.

Part 2 - Membership

3. *Membership generally*

- (1) Membership of the Club shall comprise:

Senior Members – being persons 18 years of age or over admitted to membership of the Club by the Committee.

Junior Members – being persons under the age of 18 years admitted to such membership by the Committee. Junior Members are not eligible for election to the Committee nor have the right to nominate another Member to the Committee nor have the right to vote at any General Meeting.

Associate Members – being persons 18 years of age or over admitted to membership by the Committee, and who do not compete in the Dressage events.

Family Members – consist of two members from the one family, one over the age of 18, 1 vote per family.

Stud Members – consist of two adults, that work or have a vested interest in the nominated stud, only one vote applies to this membership.

Honorary – means a natural person who has rendered distinguished service to the Association or Equestrian and is accepted for membership of the Association as an Honorary Member. An Honorary member has no voting rights at the AGM or other club meetings.

Life Membership. Given to founding members of the Club or given to parties that have held the position of President or has given many years of continuing service to the Club. Life Members have all Club privileges including voting rights.

- (2) Each Senior, Junior, Associate, Family, Stud and Life Member of the Club as at the date of the coming into force of these rules shall be deemed to have been admitted to the Club pursuant to these rules.
- (3) A membership year begins on the 1st of January and ends on the 31st of December of each year.

4. *Application for Membership*

- (1) The secretary or nominated person must, on payment by the nominee of the membership subscription enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.
- (2) All Members other than Honorary Members or Life Members must reapply for membership of the Club each calendar year through the procedure set out in this Constitution.

5. Cessation of membership

A person ceases to be a member of the association if the person:

- a) dies, or
- b) resigns membership by notice, in writing, to the Secretary or
- c) is expelled from the association, or
- d) is declared to be unsound of mind, or
- e) fails to pay the annual membership fee.

6. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

- a) is not capable of being transferred or transmitted to another person, and
- b) terminates on cessation of the person's membership.

7. Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8. Register of members

- (1) The returning officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - a) at the main premises of the association, or
 - b) if the association has no premises, at the association's official address.
- (3) All Registers kept pursuant to the rules shall be available for inspection by Members at upon reasonable request, with measures to ensure the privacy of Members is not compromised. All information contained therein the Register will be cover by the Privacy Act of 1988 (as amended).
- (4) The Association shall not provide its Members Register to any person or persons or Association for the purpose of promotion of their products or services.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or

- b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (6) Members of any category of membership shall forthwith notify, in writing, the Secretary of any change of address.

9. Effect of Membership

- (1) Members acknowledge and agree that:
- a) This Constitution constitutes a contract between the Members and the Association and all are bound by this Constitution and the Rules of Equestrian Australia.
 - b) All members and the Association shall comply and observe this Constitution and the Rules of Equestrian Australia.
 - c) By submitting to this Constitution and the Rules of Equestrian Australia all members are subject to the jurisdiction of the Association.
 - d) All Members are entitled to all benefits, advantages, privileges and services of their Membership as determined by Sugarloaf Dressage Club.
- (2) Members may by virtue of the membership of the Association:
- a) Express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with the Constitution.
 - b) Make proposals or submissions to the Association.
 - c) Engage and participate in any activity approved, sponsored or recognised by the Association.

10. Fees and subscriptions

The membership subscription for each Member of the Club shall be subject to determination from time to time by the General Committee. A membership application form must be accompanied by the appropriate joining fee as determined by the General Committee.

11. Members' liabilities

The liability of a member of the association 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 is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 9.

12. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

13. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - a) must cause notice of the complaint to be served on the member concerned, and
 - b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 14.
- (6) The expulsion or suspension does not take effect:
 - a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 14, whichever is the later.

14. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 12, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):

- a) no business other than the question of the appeal is to be transacted, and
 - b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 - The committee

15. Powers of the committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

- a) is to control and manage the affairs of the association, and
- b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

16. Indemnity of Officers

Every Officer appointed by the Club or the General Committee and every Member of the Committee shall be entitled to be indemnified out of the funds of the Club against any loss, expense or liability incurred or sustained by him/her in the bona fide and proper exercise of his/her duty.

17. Composition and membership of committee

- (1) The committee is to consist of:
 - a) the office-bearers of the association, and
 - b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 18.
- (2) The total number of committee members is to be a minimum of 7.
- (3) The office-bearers of the association are as follows:
 - a) the president,
 - b) the vice-president,
 - c) the treasurer,
 - d) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

18. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
 - c) The membership of the association is to vote on the election of the office bearers of the association.
 - d) The votes are to be sent to independent party nominated by the committee who is not a committee member.
 - e) The voting form is to contain those names put forward as applying for the positions vacant on the committee.
 - f) The voting form should also contain either the name or membership number of person placing their vote.
 - g) Only 1 vote is permitted per person. A family membership or joint membership can vote independently should they wish to do so, but must include their name on the vote.
 - h) The independent party will hold all votes until the Annual General Meeting where upon they will be opened at the meeting and counted.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.
- (8) There is no maximum number of consecutive terms of office any office-bearer on the committee may serve. As long as they are nominated and approved by the Members.
- (9) Ballots can be postal or electronic if electronic voting is available.
- (10) A postal or electronic ballot is to be conducted in accordance with Schedule 3 of the Regulation of the Department of Fair Trading.
- (11) It is the duty of each committee member to carry out their functions for the benefit of Sugarloaf Dressage Club, so far as practicable, and with due care and diligence.

- (12) Committee members are protected from personal liability who act in good faith while undertaking the committee member's function under the Act (Department of Fair Trading Act). This also covers any omissions that were made in good faith.
- (13) At Common Law, there are duties on committee members. It is the member's duty to disclose conflicts of interest and the duty to not dishonestly use their position or information obtained as a committee member. It is expected that committee members will as far as practicable, act with due care and diligence.

19. Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - a) all appointments of office-bearers and members of the committee, and
 - b) the names of members of the committee present at a committee meeting or a general meeting, and
 - c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The Secretary shall maintain contact with the E.A and F.E.I and other affiliated bodies and shall inform the Club of all such doings. The remuneration, if any, shall be fixed by the Committee.
- (5) All Minutes of meetings must be kept electronically and for a minimum of 5 years.

20. Treasurer

It is the duty of the treasurer of the association to ensure:

- (1) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (2) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.
- (3) The Treasurer shall attend all meetings at which matters of finance are to be discussed. The remuneration, if any, shall be fixed by the Committee.
- (4) Financial records must also be kept electronically, and for a minimum of 5 years.
- (5) The committee may refuse to allow a member to inspect or obtain copies of record in certain circumstance, or where to do so may be prejudicial to the interests of the Club.

21. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to

this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

- (2) A casual vacancy in the office of a member of the committee occurs if the member:
- a) dies, or
 - b) ceases to be a member of the association, or
 - c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - d) resigns office by notice in writing given to the secretary, or
 - e) is removed from office under clause 22, or
 - f) becomes a mentally incapacitated person, or
 - g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

22. Removal of committee members

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23. Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 7 days (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except

business which the committee members present at the meeting unanimously agree to treat as urgent business.

- (5) Any 8 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - a) the president or, in the president's absence, the vice-president is to preside, or
 - b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

24. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - a) this power of delegation, and
 - b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

25. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-

committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (3) Subject to clause 23 (5), the committee may act despite any vacancy on the committee.
- (4)
 - a) Each member is entitled to one vote on any question, or vote can be exercised through their nominated Delegate; and
 - b) Life Members are entitled to vote

Part 4 - General meetings

26. Annual general meetings - holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - a) within 6 months after the close of the association's financial year, or
 - b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.
 - c) Technology can be used at General meeting's, Committee meetings can be held at 2 or more venues using any technology the committee approves. Whatever technology is used, it must give each committee member a reasonable opportunity to participate.
 - d) Members have the option to make and send their request electronically for a general meeting to be held.

27. Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 25, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - c) to elect office-bearers of the association and ordinary committee members,
 - d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

28. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.

- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - a) must state the purpose or purposes of the meeting, and
 - b) must be signed by the members making the requisition, and
 - c) must be lodged with the secretary, and
 - d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

29. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

30. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - a) if convened on the requisition of members, is to be dissolved, and

- b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

31. Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

32. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

33. Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by either:
 - a) a show of hands, or
 - b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

34. Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

35. Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.
- (5) Life Members are entitled to vote.

36. Proxy votes permitted

- (1) Proxy voting through the Secretary shall be permitted at an Annual General Meeting and an Extraordinary Meeting.

37. Postal ballots

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 14).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 - Miscellaneous

38. Insurance

The association may effect and maintain insurance.

39. Funds - source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) The membership subscription for each Member of the Club shall be subject to determination from time to time by the General Committee. A membership application form must be accompanied by the appropriate joining fee as determined by the General Committee.
- (3) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (4) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

40. Funds - management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.

- (2) All banking changes, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorized to do so by the committee.
- (3) All payments of accounts or provided receipts is to be done by the Treasurer by EFT. (Electronic Funds Transfer).

41. Contractual Engagement

- (1) Subject to the approval or confirmation of the General Committee being first obtained and within the scope of the objectives of the Club the Secretary is authorised to contract any obligation and to sign any contract in the name of and on behalf of the Club.
- (2) Every such obligation shall be binding upon the members of the Club whose liability shall be a joint liability limited to the amount of the members annual subscription.

42. Change of name, objects and constitution

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

43. Custody of books etc

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

44. Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - a) records, books and other financial documents of the association,
 - b) this constitution,
 - c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied, except records of members, addresses, phone numbers or email accounts.

45. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - a) by delivering it to the person personally, or
 - b) by sending it by pre-paid post to the address of the person, or
 - c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is

proved, to have been given or served:

- a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

46. Financial year

The financial year of the association is:

- a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.

47. Application of property and income

- (1) All income and property of the Club shall be applied solely towards the promotion of the objectives of the Club as set forth in the Rules.
- (2) In the winding up of the Club the funds after the liabilities have been discharged shall be:
 - a) Divided equally amongst the current financial members to refund their membership or part there of,
 - b) If there are any funds remaining after refunding memberships the monies will be devoted to the promotion of objectives similar to those of the Club and to such body or bodies as are decided upon by the Club.