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# **CONSTITUTION OF PERTH FREMANTLE RIFLE CLUB (INC)**

**IARN A0820719Y**

An Association incorporated pursuant to the  
*Associations Incorporation Act 2015 (WA)*

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## PART 1 - PRELIMINARY

### 1) Name

The name of the Association is PERTH FREMANTLE RIFLE CLUB (INC). It will be referred to in this document as the 'Club'.

### 2) Type of entity

The Club is a not-for-profit Association incorporated under the *Associations Incorporation Act 2015* (WA) (the Act).

### 3) Terms used

In this Constitution, unless the contrary intention appears:

**Act** means the *Associations Incorporation Act 2015*

**Books** means the Club's registers, minutes, documents, securities, financial records, financial statements and financial reports as defined in Section 62 of the Act, however compiled, stored or recorded

**Clause** means a clause of this Constitution

**Club** means PERTH FREMANTLE RIFLE CLUB (INC)

**Club Captain** means the person elected under clause 45) to hold this position.

**Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act

**Constitution** means this document, as amended from time to time

**Executive Committee** means the group of people, called Executive Committee Members, who are responsible for the day-to-day administration of the Club

**Financial records** include:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry, such as sales day books, purchase day books, sales returns day books, purchases, returns day books, bank books, cash receipts books, cash payments books, petty cash receipts books, petty cash payments books and journals; and
- (c) working papers and other documents needed to explain:
  - (i) the methods by which financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements

**Financial statements** means:

- (a) if the Club uses the cash basis of accounting:
  - (i) a statement of receipts and payments for the financial year;
  - (ii) a reconciled statement of bank account balances as at the end of the financial year; and
  - (iii) a statement of assets and liabilities as at the end of the financial year
- (b) if the Club uses the accrual basis of accounting:
  - (i) a statement of income and expenditure for the financial year; and
  - (ii) a balance sheet

**Financial year**, of the Club, means the period stated in clause 6

**General meeting**, of the Club, means a meeting of the Club that all members are entitled to receive notice of and to attend, and is either

- (a) an annual general meeting; or
- (b) a special general meeting

**Member** means a person who is a member of the Club

**Ordinary Executive Committee member** means an Executive Committee member who is not an office bearer of the Club

**Ordinary resolution** means a resolution at a meeting that:

- (a) is not a special resolution; and
- (b) is passed by the votes of more than 50% of the persons who are entitled to cast a vote at that meeting.

**Patron** means a person elected by the members under the Club By-Laws.

**President** means the person elected by the members under the Club By-Laws.

**Quorum** means the number of persons required to be present in order to conduct a meeting.

**Secretary** means the Executive Committee member holding office as the Secretary of the Club.

**Special general meeting** means a general meeting of the Club other than the annual general meeting.

**Special resolution** means a resolution proposed at a meeting and passed by the votes of not less than 75% of the persons who are entitled to cast a vote at that meeting

**Tier 1 Association** means an Association that, in a financial year:

- a) has a revenue of less than \$250,000 or such other amount that is prescribed from time to time under section 64(1) of the *Associations Incorporation Act 2015*; or
- b) has been declared by the Commissioner to be a tier 1 Association

A tier 1 Association can elect to prepare basic financial statements with no independent review or audit

**Treasurer** means the Executive Committee member holding office as the Treasurer of the Club

**Vice-Captain** means the person elected under clause 45 to hold this position.

**Vice-President** means a person elected by the members under the Club By-Laws.

#### 4) Relationship between Constitution and Associations Incorporation Act

The *Associations Incorporation Act 2015* overrides any provision in this Constitution, which is inconsistent with the Act.

#### 5) Interpretation

In this Constitution:

- a) The words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression; and
- b) Reference to an 'Act' includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as the *Associations Incorporation Regulations*).

#### 6) Financial year

The Club's financial year will be the period of 12 months commencing on the first of July and ending on the thirtieth of June of each year.

## PART 2 – OBJECT AND POWERS

#### 7) Objects

The objects of the Club shall be to:

Educate and encourage all Members under the rules of the NRAA and WARA to become proficient rifle shooters and to promote rifle shooting as a progressive and inclusive sport.

#### 8) Powers

Subject to the *Associations Incorporation Act 2015*, the Club may do all things necessary to lawfully pursue its objects and purposes.

#### 9) Affiliation with District Rifle Association and WARA

- a) This Club will be a member of a District Rifle Association, as allocated by WARA from time to time.
- b) In order for this Club to be eligible for, and to maintain affiliation with, the West Australian Rifle Association and the relevant District Rifle Association, this Club must:
  - i) Accept that the WARA Constitution constitutes an agreement between the Club and WARA and this Club is bound by WARA's Constitution and the By-Laws;
  - ii) At all times operate with, and promote, mutual trust and confidence between the Club and the members in pursuit of WARA's objects;

- iii) Lodge a copy of the Club's Constitution or other governing document with the WARA and the relevant District Rifle Association and provide a further copy whenever the document is updated;
- iv) Notify contact details of office bearers to WARA and the relevant District Rifle Association annually on request and notify any change of office bearer details to WARA and the relevant District Rifle Association within 30 days of any such change;
- v) Submit to WARA and the relevant District Rifle Association a list of its members within 30 days of such a request from WARA. New Club members after this date shall be submitted to WARA and the relevant District Rifle Association within twenty-eight days of their becoming a club member;
- vi) Accept that any dispute or uncertainty as to the application of the WARA Constitution to a Club shall be resolved by WARA at its sole discretion;
- vii) Accept that any dispute or uncertainty as to the application of the relevant District Rifle Associations Constitution to a Club shall be resolved by WARA at its sole discretion; and
- viii) Accept that WARA may cancel the membership of the Club should that organisation fail to comply with the WARA Constitution, or any By-Laws implemented by the WARA.

## 10) Not-for-profit body

- a) The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- b) A payment may be made to a member out of the funds of the Club only if it is authorised under clause 10)c).
- c) A payment to a member out of the funds of the Club is authorised if it is:
  - i) the payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
  - ii) the payment of interest, on money borrowed by the Club from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - iii) the payment of reasonable rent to the member for premises leased by the member to the Club; or
  - iv) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

## PART 3 - MEMBERS

### Division 1 — Membership

#### 11) Number of members

The Club will have a minimum of six (6) members with full voting rights.

#### 12) Classes of membership and eligibility

- a) **Ordinary membership**  
Upon application and agreement to be bound by this Constitution, applications for membership of the Club are open to any person aged 18 or over. Ordinary members have full rights of a member as described in clause 14).
- b) **Life membership**
  - i) Any member may nominate a member for consideration for Life Membership for outstanding service to the Club.
  - ii) At the next General Meeting of members all nominations for Life Membership will be put to a vote of the members. The award shall be granted on a simple majority vote.
  - iii) Life members shall not be liable for any Club membership fee and have the full rights of a member as described in clause 14).

- c) **Junior membership**  
Upon application and agreement to be bound by this Constitution, membership of the Club is open to any person aged under 18. Junior members have the right to vote but not to stand for office. Junior members must be under the immediate supervision of an ordinary or life member whilst shooting on the range.
- d) **Social membership**  
Upon application and agreement to be bound by this Constitution, persons who are interested in promoting the Club, but who do not wish to participate as a competitor in any Club shoot may apply to become a Social Member. Social members do not have the right to vote or stand for office.
- e) A person can only belong to one class of membership.
- f) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

### **13) Creation of new classes of members**

The Executive Committee has the right and power from time to time to create new classes of membership with such rights, privileges and obligations as are determined applicable.

### **14) Rights of members**

- a) Ordinary, life and junior members have rights of a member, including:
  - i) the right to vote;
  - ii) other rights and benefits determined by the Executive Committee; or
  - iii) other rights and benefits determined by resolution of the members at a general meeting.
- b) Ordinary and Life members also have the right to stand for office, subject to the provisions of clause 21.

### **15) Applying for membership**

A person who wishes to become a member under clause 12) must apply in writing to the Club. The application must be proposed by one current member and seconded by a second current member.

### **16) Dealing with membership applications**

- a) The Executive Committee must consider each application for membership of the Club and decide whether to accept or reject the application.
- b) Subject to clause 16)c), the Executive Committee must consider applications in the order in which they are received by the Club.
- c) The Executive Committee may delay its consideration of an application if the Executive Committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- d) The Executive Committee must not accept an application unless the applicant:
  - i) is eligible under clause 12); and
  - ii) has applied under clause 15).
- e) The Executive Committee may reject an application even if the applicant:
  - i) is eligible under clause 12); and
  - ii) has applied under clause 15).



- f) The Executive Committee must notify the applicant of the Executive Committee's decision to accept or reject the application as soon as practicable after making the decision.
- g) If the Executive Committee rejects the application, the Executive Committee is not required to give the applicant its reasons for doing so.

### 17) **Becoming a member**

An applicant for membership of the Club becomes a member when:

- a) the Executive Committee accepts the application; and
- b) the applicant pays any membership fees payable to the Club under clause 21)a).

### 18) **When membership ceases**

- a) A person ceases to be a member when any of the following takes place:
  - i) for a member who is an individual, the individual dies;
  - ii) the person resigns from the Club under clause 19);
  - iii) the person is expelled from the Club under clause 24); or
  - iv) the person ceases to be a member under clause 21)b).
- b) The Secretary must keep a record, for at least one year after a person ceases to be a member, of:
  - i) the date on which the person ceased to be a member; and
  - ii) the reason why the person ceased to be a member.

### 19) **Resignation**

- a) A member may resign from membership of the Club by giving written notice of the resignation to the Secretary.
- b) The resignation takes effect:
  - i) when the Secretary receives the notice; or
  - ii) if a later time is stated in the notice, at that later time.
- c) A person who has resigned from membership of the Club remains liable for any fees that are owed to the Club (the **owed amount**) at the time of resignation.
- d) The owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

### 20) **Rights not transferable**

The rights of a member are not transferable and end when membership ceases.

## **Division 2 — Membership fees & register of members**

### 21) **Membership fees**

- a) Members shall pay a membership fee set by a general meeting of members, upon recommendation of the Executive Committee. The Club may set differing fees for the same class of membership, based on criteria set by the Executive Committee.
- b) Subject to clause 21)c), if a person fails to pay:
  - i) the annual membership fee to the Club within 3 months after the due date; or
  - ii) 48 hours prior to the annual general meeting, whichever comes first the person ceases to be a member.
- c) If a person ceases to be a member under clause 21)b) and subsequently pays all the member's outstanding fees to the Club, the Executive Committee may, if it considers fit and

at its sole discretion, reinstate the member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.

- d) Members are not liable to pay, by reason of the person's membership, any other debts incurred by or on behalf of the Club, including the costs of winding up of the Club.

## 22) Register of members

- a) The Club shall maintain and keep updated a register of members which shall contain:
  - i) the full names of each member;
  - ii) the contact postal, residential or email addresses of each member;
  - iii) the class of membership held by each member; and
  - iv) the date upon which a person became a member.
- b) Within 28 days after a change in membership the Secretary shall ensure that a membership change is recorded in the register of members.
- c) The Secretary shall ensure that the register of members is kept and maintained at such place as the Executive Committee decides.
- d) A member may request to inspect the register of members, subject to the provisions of clause 81).

## PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

### Division 1 — Term used

#### 23) Term used: member

In this Part:

**member**, in relation to a member who is expelled from the Club, includes former member.

### Division 2 — Disciplinary action

#### 24) Suspension or expulsion

- a) The Executive Committee may decide to suspend a member's membership or to expel a member from the Club if:
  - i) the member refuses or neglects to comply with this Constitution; or
  - ii) the member acts detrimentally to the interests of the Club.
  - iii) Is convicted of a crime that precludes them from holding a firearm licence.
- b) The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Executive Committee meeting at which the proposal is to be considered by the Executive Committee.
- c) The notice given to the member must state:
  - i) when and where the Executive Committee meeting is to be held; and
  - ii) the grounds on which the proposed suspension or expulsion is based; and
  - iii) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive Committee about the proposed suspension or expulsion.
- d) At the Executive Committee meeting, the Executive Committee must:
  - i) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive Committee about the proposed suspension or expulsion; and
  - ii) give due consideration to any submissions so made; and

- iii) decide whether or not the member should be:
  - (1) expelled as a member; or
  - (2) suspended as a member and if so the period of the member's suspension.
- e) A decision of the Executive Committee to suspend the member's membership or to expel the member from the Club takes immediate effect.
- f) The Executive Committee must give the member written notice of the Executive Committee's decision, and the reasons for the decision, within 7 days after the Executive Committee meeting at which the decision is made.
- g) A member whose membership is suspended or who is expelled from the Club may, within 14 days after receiving notice of the Executive Committee's decision under clause 24)f), give written notice to the Secretary seeking to appeal the Executive Committee's decision to suspend or expel the member and requesting the appointment of a mediator under clause 32).
- h) If notice is given under clause 24)g), the member who gives the notice and the Executive Committee are the parties to the mediation.

## 25) Consequences of suspension and expulsion

- a) During the period a member's membership is suspended, the member:
  - i) loses any rights (including voting rights) arising as a result of membership; and
  - ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Club.
- b) When a member's membership is suspended, the Secretary must record in the register of members:
  - i) that the member's membership is suspended; and
  - ii) the date on which the suspension takes effect; and
  - iii) the period of the suspension.
- c) When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.
- d) If a member is expelled, the member:
  - i) loses any rights (including voting rights) arising as a result of membership; and
  - ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Club.

## Division 3 — Resolving disputes

### 26) Terms used

In this Division:

***grievance procedure*** means the procedures set out in this Division;

***party to a dispute*** includes a person;

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

### 27) Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes:

- a) between members; or
- b) between one or more members and the Club.

## **28) Parties to attempt to resolve dispute**

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

## **29) How grievance procedure is started**

- a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 28), any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
  - i) the parties to the dispute; and
  - ii) the matters that are the subject of the dispute.
- b) Within 28 days after the Secretary is given the notice, an Executive Committee meeting must be convened to consider and determine the dispute.
- c) The Secretary must give each party to the dispute written notice of the Executive Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- d) The notice given to each party to the dispute must state:
  - i) when and where the Executive Committee meeting is to be held; and
  - ii) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive Committee about the dispute.
- e) If:
  - i) the dispute is between one or more members and the Club; and
  - ii) any party to the dispute gives written notice to the Secretary stating that the party:
    - (1) does not agree to the dispute being determined by the Executive Committee; and
    - (2) requests the appointment of a mediator under clause 32),the Executive Committee must not determine the dispute.

## **30) Determination of dispute by Executive Committee**

- a) At the Executive Committee meeting at which a dispute is to be considered and determined, the Executive Committee must:
  - i) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive Committee about the dispute; and
  - ii) give due consideration to any submissions so made; and
  - iii) determine the dispute.
- b) The Executive Committee must give each party to the dispute written notice of the Executive Committee's determination, and the reasons for the determination, within 7 days after the Executive Committee meeting at which the determination is made.
- c) A party to the dispute may, within 14 days after receiving notice of the Executive Committee's determination under clause 30)b), give written notice to the Secretary requesting the appointment of a mediator under clause 32).
- d) If notice is given under clause 30)c), each party to the dispute is a party to the mediation.

## **Division 4 — Mediation**

### **31) Application of Division**

- a) This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator:
  - i) by a member under clause 24)g); or
  - ii) by a party to a dispute under clause 29)e)ii)(2) or 30)c).

- b) If this Division applies, a mediator must be chosen or appointed under clause 32).

### **32) Appointment of mediator**

- a) The mediator must be a person chosen:
  - i) if the appointment of a mediator was requested by a member under clause 24)g) by agreement between the Member and the Executive Committee; or
  - ii) if the appointment of a mediator was requested by a party to a dispute under clause 29)e)ii)(2) or 30)c) by agreement between the parties to the dispute.
- b) If there is no agreement for the purposes of clause 32)a) then, subject to clauses 32)b)32)c) and 32)d), the Executive Committee must appoint the mediator.
- c) The person appointed as mediator by the Executive Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
  - i) a member under clause 24)g); or
  - ii) a party to a dispute under clause 29)e)ii)(2); or
  - iii) a party to a dispute under clause 30)c) and the dispute is between one or more members and the Club.
- d) The person appointed as mediator by the Executive Committee may be a member or former member of the Club but must not:
  - i) have a personal interest in the matter that is the subject of the mediation; or
  - ii) be biased in favour of or against any party to the mediation.

### **33) Mediation process**

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

### **34) If mediation results in decision to suspend or expel being revoked**

If:

- a) mediation takes place because a member whose membership is suspended or who is expelled from the Club gives notice under clause 24)g); and
- b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at an Executive Committee meeting or general meeting during the period of suspension or expulsion.

### **35) Inability to resolve dispute**

If a dispute cannot be resolved under the procedures set out in clauses 33) and 34), any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

## **PART 5 —EXECUTIVE COMMITTEE**

### **Division 1 — Powers of the Executive Committee**

#### **36) Executive Committee**

- a) The Executive Committee members are the persons who, as the Executive Committee of the Club, have the power to manage the affairs of the Club.
- b) Subject to the Act, this Constitution and any resolution passed at a general meeting, the Executive Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Club.
- c) The Executive Committee must take all reasonable steps to ensure that the Club complies with the Act, this Constitution and all other relevant legislation applicable to the Club.

### **Division 2 — Composition of Executive Committee and duties of members**

#### **37) Membership of Executive Committee**

- a) The Executive Committee shall consist of:
  - i) Club Captain
  - ii) Vice-Captain
  - iii) Treasurer
  - iv) SecretaryThese positions are the office holders
- v) The Club Delegates to the District Rifle Association (ex-officio, voting member) unless that person already holds a position on the Executive Committee.

#### **38) Qualifications of Executive Committee members**

- a) A person cannot be an Executive Committee member if:
  - i) they are aged under 18; or
  - ii) in the previous 5 years, they have been convicted of, or imprisoned for:
    - (1) an indictable offence under the laws of any state or territory of the Commonwealth of Australia in relation to the promotion, formation or management of a body corporate;
    - (2) an offence involving fraud or dishonesty punishable by imprisonment for a period of 3 months or more under the laws of any state or territory of the Commonwealth of Australia; or
  - iii) they are:
    - (1) bankrupt; or
    - (2) unless the person has obtained the consent of the Commissioner, a person whose affairs are under insolvency laws; or
    - (3) unless they have obtained the consent of the Commissioner, a person who has committed a breach of the following Executive Committee member's duties:
      - (a) duty of care and diligence;
      - (b) duty of good faith and proper purpose;
      - (c) duty to not improperly use their position;
      - (d) duty to ensure that the Club does not incur a debt while insolvent; or
      - (e) duty to not improperly use information gained while an Executive Committee member.

- b) An Executive Committee member who has been suspended as a member under clause 24) cannot act in the position of an Executive Committee member until their period of suspension as a member has expired.

### **39) Executive Committee members duties**

#### **a) General Executive Committee members duties**

- i) Executive Committee members shall comply with their duties as Executive Committee members under legislation and common (judge-made) law and shall and, where applicable, with the duties described in Governance Standard 5 of the Australian Charities and Not for Profit Commission Regulations:
  - (1) Exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were an Executive Committee member of the Club;
  - (2) Act in good faith in the best interests of the Club;
  - (3) Act for a proper purpose;
  - (4) Act to further the object and purposes of the Club;
  - (5) Act in the best interests of the Club;
  - (6) Not misuse information gained in their role as an Executive Committee member;
  - (7) Disclose any perceived or actual material conflicts of interest;
  - (8) Ensure that the financial affairs of the Club are managed responsibly;
  - (9) Not allow the Club to operate while insolvent; and
  - (10) Not improperly use:
    - (i) information obtained because they are or were an Executive Committee member; or
    - (ii) their position of Executive Committee member; to:
      - 1. gain an advantage for themselves or another person; or
      - 2. cause detriment to the Club.

#### **b) Executive Committee members conflict of interest**

- i) An Executive Committee member shall disclose to all the Executive Committee members present at the Executive Committee meeting the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at the Executive Committee meeting.
- ii) Disclose the nature and extent of the interest at the next general meeting of the Club.
- iii) The disclosure of a conflict of interest by an Executive Committee member shall be recorded in the minutes of the Executive Committee meeting.
- iv) Each Executive Committee member who has a material personal interest in a matter that is being considered at an Executive Committee meeting (or that is proposed in an Executive Committee circular resolution) shall not, except as provided under clause v) below:
  - (1) be present at the Executive Committee meeting while the matter is being discussed; or
  - (2) vote on the matter.
- v) An Executive Committee member may still be present and vote if:
  - (1) their interest relates to an insurance contract that insures, or would insure, the Executive Committee member against liabilities incurred by the Executive Committee member as an Executive Committee member;
  - (2) the Executive Committee members who do not have a material personal interest in the matter pass a resolution that:
    - (a) identifies the Executive Committee member, the nature and extent of the Executive Committee member's interest in the matter and how it relates to the Club's affairs, and
    - (b) states that those Executive Committee members who do not have a material personal interest in the matter are satisfied that the Executive Committee member's material personal interest in the matter should not prevent the Executive Committee member from being present at the Executive Committee meeting while the matter is being discussed or from voting on the matter.



#### **40) Club Captain and Vice-Captain**

- a) The Club Captain has the following duties:
  - i) consulting with the Secretary regarding the business to be conducted at each Executive Committee and general meeting;
  - ii) convening and presiding at Executive Committee meetings and preside at general meetings as outlined in this Constitution;
  - iii) holding all property books and records for which no other officer has responsibility; and
  - iv) performing any other duty which may be required or is deemed to be necessary, due to urgency, provided always that such action which is taken without prior approval must be consistent with the aims and objectives of the Club and must be subject to ratification by the Executive Committee.
  
- b) The Vice-Captain has the following duties:
  - i) support and assist the Club Captain in their duties;
  - ii) in the absence of incapacity of the Club Captain to exercise all their powers, authorities and duties; and
  - iii) carrying out any other duty given to the Vice-Captain under this Constitution or by the Executive Committee.

#### **41) Secretary**

The Secretary has the following duties:

- a) dealing with the Club's correspondence;
  
- b) consulting with the Club Captain regarding the business to be conducted at each Executive Committee meeting and general meeting;
  
- c) preparing the notices required for meetings and for the business to be conducted at meetings;
  
- d) unless another member is authorised by the Executive Committee to do so, maintaining on behalf of the Club:
  - i) the register of members, and recording in the register any changes in the membership; and
  - ii) an up-to-date copy of this Constitution; and
  - iii) a record of Executive Committee members and other persons authorised to act on behalf of the Club;
  
- e) ensuring the safe custody of the books of the Club, other than the financial records, financial statements and financial reports, as applicable to the Club;
  
- f) maintaining full and accurate minutes of Executive Committee meetings and general meetings; and
  
- g) carrying out any other duty given to the Secretary under this Constitution or by the Executive Committee.

#### **42) Treasurer**

The Treasurer has the following duties:

- a) ensuring that any amounts payable to the Club are collected and issuing receipts for those amounts in the Club's name;
  
- b) ensuring that any amounts paid to the Club are credited to the appropriate account of the Club, as directed by the Executive Committee;
  
- c) ensuring that any payments to be made by the Club that have been authorised by the Executive Committee or at a general meeting are made on time;
  
- d) taking out all necessary insurances;



- e) ensuring the safe custody of the Club's financial records, financial statements and financial reports, as applicable to the Club;
- f) coordinating the preparation of the Club's financial statements before their submission to the Club's annual general meeting;
- g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial report; and
- h) carrying out any other duty given to the Treasurer under this Constitution or by the Executive Committee.

### **Division 3 — Election of Executive Committee members and tenure of office**

#### **43) How members become Executive Committee members**

A member becomes an Executive Committee member if the member:

- a) is elected to the Executive Committee at the annual general meeting; or
- b) is appointed to the Executive Committee by the Executive Committee to fill a casual vacancy under clause 49).

#### **44) Nomination of Executive Committee members**

- a) A member who wishes to be considered for election to the Executive Committee at the annual general meeting may nominate for election by sending written notice of the nomination to the Secretary at least 14 days before the annual general meeting, or; nominate, or be nominated and seconded at the annual general meeting.
- b) The written notice must include a statement by another member in support of the nomination.
- c) A member may nominate for one specified position of office holder of the Club or to be an ordinary Executive Committee member, if permitted under the rules.
- d) A member whose nomination does not comply with this clause is not eligible for election to the Executive Committee unless the member is nominated under clause 45)a)ii) or 45)b)i)(2).

#### **45) Election to the Executive Committee**

##### **a) Office holders**

- i) At the annual general meeting, a separate election must be held for each position of office holder of the Club which is due for election.
- ii) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the Ordinary and Life members at the meeting.
- iii) If only one member has nominated for a position, the chairperson of the meeting must declare the member elected to the position.
- iv) If more than one member has nominated for a position, the Ordinary and Life members at the meeting must vote to decide who is to be elected to the position.
- v) The election shall be by confidential ballot and will be conducted by the chairperson of the meeting.
- vi) Each Ordinary and Life member present at the meeting may vote for one member who has nominated for the position.
- vii) A member who has nominated for a position may vote for themselves.

##### **b) Ordinary Executive Committee members**

- i) If the number of members nominating for the position of ordinary Executive Committee member is not greater than the number to be elected, the chairperson of the meeting:

- (1) must declare each of those members to be elected to the position; and
- (2) may call for further nominations from the Ordinary and Life members at the meeting to fill any positions remaining unfilled after the elections under sub-clause (1) above.
- ii) If the number of members nominating for the position of ordinary Executive Committee member is greater than the number to be elected; or
- iii) the number of members nominating under sub-clause (2) above is greater than the number of positions remaining unfilled;
- iv) then the Ordinary and Life members at the meeting must vote to decide the members who are to be elected to the position of ordinary Executive Committee member.
- v) The election shall be by confidential ballot and will be conducted by the chairperson of the meeting.
- vi) A member who has nominated for a position may vote for himself or herself.

#### **46) Term of office**

- a) The term of office of an Executive Committee member, including office holders, is for three years, except as agreed under clause 46c) and begins when the member:
  - i) is elected at an annual general meeting under clause 45); or
  - ii) is appointed to fill a casual vacancy under clause 49)
- b) Subject to clauses 47) and 48), an Executive Committee member holds office until the position they hold on the Executive Committee is declared vacant at an annual general meeting.
- c) No member shall be eligible to be a member of the Executive Committee for more than three consecutive terms unless agreed by the majority of members present, in person or by proxy, at a general meeting.
- d) After a break of 12 months membership of the Executive Committee, members are eligible to be re-elected to the Executive Committee.

#### **47) Resignation and removal from office**

- a) An Executive Committee member may resign from the Executive Committee by written notice given to the Secretary or, if the resigning member is the Secretary, given to the Captain.
- b) The resignation takes effect:
  - i) when the notice is received by the Secretary or Captain; or
  - ii) if a later time is stated in the notice, at the later time.
- c) At a general meeting, the Club may by resolution:
  - i) remove an Executive Committee member from office; and
  - ii) elect a member who is eligible under clause 38) to fill the vacant position.
- d) An Executive Committee member who is the subject of a proposed resolution under clause 47)c)i) may make written representations (of a reasonable length) to the Secretary or Captain and may ask that the representations be provided to the members.
- e) The Secretary or Captain may give a copy of the representations to each member or, if they are not so given, the Executive Committee member may require them to be read out at the general meeting at which the resolution is to be considered.

#### **48) When membership of Executive Committee ceases**

A person ceases to be an Executive Committee member if the person:

- a) dies or otherwise ceases to be a member;
- b) resigns from the Executive Committee or is removed from office under clause 47);

- c) becomes ineligible to accept an appointment or act as an Executive Committee member under clause 38)a);
- d) becomes permanently unable to act as an Executive Committee member because of a mental or physical disability; or
- e) fails to attend 3 consecutive Executive Committee meetings, of which the person has been given notice, without having notified the Executive Committee that the person will be unable to attend.

#### **49) Filling casual vacancies**

- a) The Executive Committee may appoint a member who is eligible under clause 38) to fill a position on the Executive Committee that:
  - i) has become vacant under clause 47); or
  - ii) was not filled by election at the most recent annual general meeting.
- b) If the position of Secretary becomes vacant, the Executive Committee must appoint a member who is eligible under clause 38) to fill the position at the next general meeting after the vacancy arises.
- c) Subject to the requirement for a quorum under clause 56), the Executive Committee may continue to act despite any vacancy in its membership.
- d) If there are fewer Executive Committee members than required for a quorum under clause 56), the Executive Committee may act only for the purpose of:
  - i) appointing Executive Committee members under this clause; or
  - ii) convening a general meeting.

#### **50) Validity of acts**

The acts of the Executive Committee or Sub Committee, or of an Executive Committee member or member of a Sub Committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of an Executive Committee member or member of a Sub Committee.

### **Division 4 — Executive Committee meetings**

#### **51) Executive Committee meetings**

- a) The Executive Committee must meet at least four times in each year on the dates and at the times and places determined by the Executive Committee.
- b) An Executive Committee meeting can also be held as part of, or in conjunction with a general club meeting.
- c) The date, time and place of the first Executive Committee meeting must be determined by the Executive Committee members as soon as practicable after the annual general meeting at which the Executive Committee members are elected.
- d) Special Executive Committee meetings may be convened by the Captain or any 2 Executive Committee members.

#### **52) Notice of Executive Committee meetings**

- a) Notice of each Executive Committee meeting must be given to each Executive Committee member at least forty-eight (48) hours before the time of the meeting.
- b) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.

- c) Unless 52)d) applies, the only business that may be conducted at the meeting is the business described in the notice.
- d) Urgent business that has not been described in the notice may be conducted at the meeting if the members at the meeting unanimously agree to treat that business as urgent.

**53) Procedure and order of business**

- a) The Club Captain or, in the Club Captain's absence, the Vice-Captain shall preside as chairperson of each Executive Committee meeting.
- b) If the Club Captain and Vice-Captain are absent or are unwilling to act as chairperson of a meeting, the members at the meeting must choose one of them to act as chairperson of the meeting.
- c) The procedure to be followed at an Executive Committee meeting must be determined from time to time by the Executive Committee.
- d) The order of business at an Executive Committee meeting may be determined by the members at the meeting.
- e) A member or other person who is not an Executive Committee member may attend an Executive Committee meeting if invited to do so by the Executive Committee.
- f) A person invited under 53)e) to attend an Executive Committee meeting:
  - i) has no right to any agenda, minutes or other document circulated at the meeting; and
  - ii) must not comment about any matter discussed at the meeting unless invited by the Executive Committee to do so; and
  - iii) cannot vote on any matter that is to be decided at the meeting.

**54) Use of technology to be present at Executive Committee meetings**

- a) The presence of an Executive Committee member at a meeting need not be by attendance in person, but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- b) A member who participates in an Executive Committee meeting as allowed under sub-clause (a) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

**55) Circular resolutions**

- a) The Executive Committee may pass a circular resolution without a meeting being held.
- b) A circular resolution is passed if all the members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in c) to e) below.
- c) Each member may sign:
  - i) a single document setting out the resolution and containing a statement that they agree to the circular resolution; or
  - ii) separate copies of that document, as long as the wording of the circular resolution is the same in each copy.
- d) The Club may send a circular resolution by email to the Executive Committee members and the members may agree to the circular resolution by sending a reply email to that effect, including the text of the circular resolution in their reply.
- e) A circular resolution is passed when 75% of the eligible members sign or otherwise agree to the circular resolution.

#### **56) Quorum for Executive Committee meetings**

- a) The quorum for an Executive Committee meeting shall be a majority (more than 50%) of members.
- b) Subject to clause 56)a), no business is to be conducted at an Executive Committee meeting unless a quorum is present.
- c) A quorum must be present for the entire Executive Committee meeting.
- d) If a quorum is not present within 30 minutes after the notified commencement time of a meeting:
  - i) in the case of a special meeting, or an ordinary executive meeting, the meeting lapses; or
  - ii) otherwise, the meeting is adjourned to the same time, day and place in the following week unless a Notice for the adjourned meeting is issued under clause 52).

#### **57) Voting at Executive Committee meetings**

- a) Each Executive Committee member present at an Executive Committee meeting, with the exception of the chairperson, has a deliberative vote on any question arising at the meeting.
- b) A motion is carried if a majority of the Executive Committee members present at the Executive Committee meeting vote in favour of the motion.
- c) In the event of a tied decision, the chairperson of the meeting has a casting vote.
- d) A vote may take place by the Executive Committee members present indicating their agreement or disagreement or by a show of hands, unless the Executive Committee decides that a secret ballot is needed to determine a particular question.
- e) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

#### **58) Minutes of Executive Committee meetings**

- a) The Executive Committee must ensure that minutes are taken and kept of each meeting.
- b) The minutes must record the following:
  - i) the names of the members present at the meeting;
  - ii) the name of any person attending the meeting under clause 53)e);
  - iii) the business considered at the meeting; and
  - iv) any motion on which a vote is taken at the meeting and the result of the vote.
- c) The minutes of a meeting must be entered in the Club's minute book within 30 days after the meeting is held.
- d) The chairperson must ensure that the minutes of a meeting are reviewed and signed as correct by:
  - i) the chairperson of the meeting; or
  - ii) the chairperson of the next meeting.
- e) When the minutes of a meeting have been signed as correct, they are, until the contrary is proved, evidence that:
  - i) the meeting to which the minutes relate was duly convened and held; and
  - ii) the matters recorded as having taken place at the meeting took place as recorded; and
  - iii) any appointment purportedly made at the meeting was validly made.

## Division 5 — Sub Committees and subsidiary offices

### 59) Sub Committees and subsidiary offices

- a) To help the Executive Committee in the conduct of the Club's business, the Executive Committee may, in writing, do either or both of the following:
  - i) appoint one or more Sub Committees;
  - ii) create one or more subsidiary offices and appoint people to those offices.
- b) A member of the Executive Committee shall be nominated as an ex-officio member of each Sub Committee.
- c) A Sub Committee may consist of the number of club members, that the Committee considers appropriate.
- d) A person may be appointed to assist the Sub Committee whether or not the person is a club member.
- e) Subject to any directions given by the Executive Committee:
  - i) a Sub Committee may meet and conduct business as it considers appropriate; and
  - ii) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

### 60) Delegation to Sub Committees and holders of subsidiary offices

- a) In this clause:  
**non-delegable duty** means a duty imposed on the Executive Committee by the Act or another written law.
- b) The Executive Committee may, in writing, delegate to a Sub Committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Executive Committee other than:
  - i) the power to delegate; and
  - ii) a non-delegable duty.
- c) A power or duty, the exercise or performance of which has been delegated to a Sub Committee or the holder of a subsidiary office under this clause, may be exercised or performed by the Sub Committee or holder in accordance with the terms of the delegation.
- d) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Executive Committee specifies in the document by which the delegation is made.
- e) The delegation does not prevent the Executive Committee from exercising or performing at any time the power or duty delegated.
- f) Any act or thing done by a Sub Committee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Executive Committee.
- g) The Executive Committee may, in writing, amend or revoke the delegation.

## PART 6 — GENERAL MEETINGS OF CLUB

### 61) General meeting

A general meeting is a meeting of the members of the Club. There are three types of general meetings, namely:

- i) An annual general meeting;
- ii) A special general meeting; and
- iii) A whole of club meeting

## **62) Annual general meeting**

- a) The Executive Committee must determine the date, time and place of the annual general meeting.
- b) The Club shall hold an annual general meeting each calendar year:
  - i) within 6 months after the end of the Club's financial year, or
  - ii) within a longer period if the Commissioner so allows.
- c) If the Club requires the approval from the Commissioner to hold its annual general meeting within a longer period under sub-clause 62)b)ii) the Secretary shall ensure that application is made to the Commissioner for such approval no later than 4 months after the end of the financial year.
- d) The notice calling for an annual general meeting shall specify that it is an annual general meeting of the Club and shall comply with clause 62)f).
- e) The chairperson of the annual general meeting will be the President or the Vice President in the absence or incapacity of the President.
- f) The ordinary business of the annual general meeting is as follows:
  - i) confirmation of the minutes of the previous annual general meeting;
  - ii) confirmation of the minutes of any special general meeting held since the previous annual general meeting (if the minutes of that special general meeting have not yet been confirmed);
  - iii) elect Executive Committee members and any other positions;
  - iv) receive the financial statements for the previous financial year; and
  - v) receive:
    - (1) the reviewer's report on the financial statements for the previous financial year (if any);
    - or
    - (2) the auditor's report on the financial statements for the previous financial year (if any).
- g) Any other business of which notice has been given in accordance with this Constitution may be conducted at the annual general meeting.

## **63) Special general meetings**

- a) Any meeting of members which is not an annual general meeting or whole of Club meeting as defined in clause 64) is a special general meeting.
- b) The Executive Committee may convene a special general meeting.
- c) The Executive Committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- d) The members requiring a special general meeting to be convened must:
  - i) make the requirement by written notice given to the Secretary;
  - ii) state in the notice the business to be considered at the meeting; and
  - iii) each sign the notice.
- e) The special general meeting must be convened within 14 days after notice is given under clause 63)d)i) and may only consider the business stated in the notice by which the requirement was made.
- f) If the Executive Committee does not convene a special general meeting within that 28-day period, the members making the requirement (or any of them) may convene the special general meeting.
- g) The Club must reimburse any reasonable expenses incurred by the members convening a special general meeting under 63)f).



**64) Whole of Club meetings**

- a) The Executive Committee convenes a whole of Club meeting as it sees fit to seek input from members. This may be done on an ad hoc or scheduled basis.
- b) The members at a general meeting may instruct the Executive Committee to convene regular whole of Club meetings.
- c) Notice and meeting process for these meetings the same as for all general meetings of the Club.

**65) Notice of general meetings**

- a) In the case of General Meetings, the Secretary or, in the case of a special general meeting convened under clause 63)c), the members convening the meeting, must give to each member at least 14 days' notice of the general meeting.
- b) The notice must:
  - i) specify the date, time and place of the meeting;
  - ii) indicate the general nature of each item of business to be considered at the meeting;
  - iii) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the Executive Committee under clause 44); and
  - iv) if a special resolution is proposed:
    - (1) set out the wording of the proposed resolution; and
    - (2) state that the resolution is intended to be proposed as a special resolution.

**66) Presiding member and quorum for general meetings**

- a) The Captain or, in the Captain's absence, the Vice-Captain must preside as chairperson of each general meeting.
- b) If the Captain and Vice-Captain are absent or are unwilling to act as chairperson of a general meeting, the Executive Committee members at the meeting must choose one of them to act as chairperson of the meeting.
- c) **Six** members who are eligible to vote shall constitute a quorum for an annual general meeting, general meeting or special general meeting. These persons must be personally present at the meeting to be counted towards the quorum.
- d) No business is to be conducted at a general meeting unless a quorum is present.
- e) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
  - i) in the case of a special general meeting or whole of Club meeting the meeting lapses; or
  - ii) in the case of the annual general meeting the meeting is adjourned to:
    - (1) the same time and day in the following week; and
    - (2) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
  - (3) If-**
    - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting**
    - and**
    - (b) at least 3 ordinary members are present at the meeting, those members present are taken to constitute a quorum**

**67) Adjournment of general meeting**

- a) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- b) Without limiting 67)a), a meeting may be adjourned:
  - i) if there is insufficient time to deal with the business at hand; or



- ii) to give the members more time to consider an item of business.
- c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- d) Notice of the adjournment of a meeting under this clause is not required unless the meeting is adjourned for 21 days or more, in which case notice of the meeting must be given in accordance with clause 65).

**68) Proxies at general meetings**

- a) A member may appoint a proxy to attend and vote at an annual general meeting or special general meeting on their behalf.
- b) The appointed proxy must be a member.
- c) A proxy appointed to attend and vote for a member has the same rights as the member to:
  - i) speak at the annual general meeting or special general meeting; and
  - ii) cast a vote (but only to the extent allowed by the proxy's appointment)
- d) An appointment of proxy shall be signed by the appointing member and shall contain:
  - i) the appointing member's name and address;
  - ii) the Club's name;
  - iii) the proxy's name or the name of the office held by the proxy; and
  - iv) the annual general meeting(s) and special general meeting(s) at which the appointment may be used by the proxy.
- e) At least twenty-four (24) hours before the annual general meeting or special general meeting for which the proxy relates is scheduled to commence, proxy forms shall be received by the Club at the address stated in the notice of the annual general meeting or special general meeting, via email or at the Club's registered address.
- f) A proxy does not have the right to speak or vote for a member at an annual general meeting or special general meeting while the member is present at the annual general meeting or special general meeting.
- g) Unless the Club receives written notice before the start or resumption of an annual general meeting or special general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
  - i) dies;
  - ii) is mentally incapacitated; or
  - iii) revokes the proxy's appointment.
- h) A member may specify the way the proxy shall vote on a particular resolution.

**69) Voting at general meeting**

- a) On any question arising at a general meeting, subject to 69)d), each member present, in person or by proxy, has one vote.
- b) Before a vote is taken, the chairperson of the meeting will state whether any proxy votes have been received and, if so, how the proxy votes shall be cast.
- c) Except in the case of a special resolution, a motion is carried if a majority of the members present at a general meeting, in person or by proxy, vote in favour of the motion.
- d) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

- e) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- f) For a person to be eligible to vote, in person or by proxy, at a general meeting as a member, the member:
  - i) must have been a member at the time notice of the meeting was given under clause 65); and
  - ii) must have paid any fee or other money payable to the Club by the member.

#### **70) When special resolutions are required**

- a) A special resolution is needed for the following provisions:
  - i) amend this constitution;
  - ii) amend the name of the Club;
  - iii) affiliate the Club with another body;
  - iv) transfer the incorporation of the Club;
  - v) voluntarily wind up the Club;
  - vi) cancel the incorporation of the Club, or
  - vii) request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- b) Clause 70)a) does not limit the matters in relation to which a special resolution may be proposed.

#### **71) Determining whether resolution carried**

- a) In this clause:  
**poll** means the process of voting in relation to a matter that is conducted in writing.
- b) Subject to 71)d), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
  - i) carried; or
  - ii) carried unanimously; or
  - iii) carried by a particular majority; or
  - iv) lost.
- c) If the resolution is a special resolution, the declaration under 71)b) must identify the resolution as a special resolution.
- d) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other members present in person:
  - i) the poll must be taken at the meeting in the manner determined by the chairperson;
  - ii) the chairperson must declare the determination of the resolution on the basis of the poll.
- e) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- f) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- g) A declaration under clause 71)b) or 71)d) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

#### **72) Minutes of general meeting**

- a) The Secretary, or a person authorised by the Executive Committee from time to time, must take and keep minutes of each general meeting.

- b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- c) In addition, the minutes of each annual general meeting must record:
  - i) the names of the members attending the meeting; and
  - ii) the financial statements or financial report presented at the meeting, as referred to in clause 62)f)iv); and
  - iii) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in clause 62)f)v).
- d) The minutes of a general meeting must be entered in the Club's minute book within 30 days after the meeting is held.
- e) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by:
  - i) the chairperson of the meeting; or
  - ii) the chairperson of the next general meeting.
- f) When the minutes of a general meeting have been signed as correct, they are, in the absence of evidence to the contrary, taken to be proof that:
  - i) the meeting to which the minutes relate was duly convened and held; and
  - ii) the matters recorded as having taken place at the meeting took place as recorded; and
  - iii) any election or appointment purportedly made at the meeting was validly made.

## **PART 7 — FINANCIAL MATTERS**

### **73) Source of funds**

The funds of the Club may be derived from annual fees, donations, fund-raising activities, grants, interest and any other sources approved by the Executive Committee.

### **74) Control of funds**

- a) The Club must open an account in the name of the Club with a financial institution from which all expenditure of the Club is made and into which all funds received by the Club are deposited.
- b) Subject to any restrictions imposed at a general meeting, the Executive Committee may approve expenditure on behalf of the Club.
- c) The Executive Committee may authorise the Treasurer to expend funds on behalf of the Club up to a specified limit without requiring approval from the Executive Committee for each item on which the funds are expended.
- d) All cheques, drafts, bills of exchange, promissory notes, electronic payments and other negotiable instruments of the Club must be authorised by:
  - i) two (2) Executive Committee members; or
  - ii) one Executive Committee member and a person authorised by the Executive Committee.
- e) All funds of the Club, except for a predetermined cash float amount, as determined by the Executive Committee, must be deposited into the Club's account within 10 working days after their receipt.
- f) The float shall be managed by the Treasurer of the Club.

### **75) Use of common seal**

- a) The Club may decide to have a common seal on which its corporate name appears in legible characters.
- b) If the Club does decide to have a common seal under this rule:
  - i) the secretary shall ensure its safe custody; and
  - ii) it shall only be used under resolution of the Executive Committee.

- c) The Club shall sign off on a document without using a common seal (if any) if the document is signed as shown in sub-clause d) below.
- d) The Club shall sign off on a document using its common seal (if any), if the fixing of the common seal is witnessed by:
  - i) The Captain and a person authorised by the Executive Committee; or
  - ii) In the absence of the Captain, the Vice-Captain and a person authorised by the Executive Committee.

The secretary shall ensure that every use of the common seal is recorded in the Common Seal register and is minuted at the next Executive Committee Meeting.

## **76) Financial statements and financial reports**

- a) For each financial year, the Executive Committee must:
  - i) keep sufficient accounting (or financial) records so that the financial transactions and financial position of the Club are correctly recorded; and
  - ii) kept these records in a way that will allow true and fair accounts (or financial statements) to be prepared from time to time, and so that these accounts can be conveniently audited if required.
- b) If the Club operates on a cash accounting basis for the financial year:
  - i) Without limiting sub-clause a) above, those requirements are the preparation of the financial statements which include:
    - (1) statement of all the monies received and paid during the financial year;
    - (2) reconciled statement of all bank account balances as at the end of the financial year; and
    - (3) statement detailing the Club's total assets and liabilities as at the end of the financial year.
- c) If the Club operates on an accrual accounting basis for the year:
  - i) Without limiting sub-clause a) above, those requirements are the preparation of the financial statements which include:
    - (1) statement of the income and expenditure for the financial year; and
    - (2) balance sheet.
- d) These financial statements must be presented to the annual general meeting.
- e) Without limiting sub-clause a) above; if:
  - i) decided by the Executive Committee; or
  - ii) requested by the majority of members at a general meeting; or
  - iii) ordered by the Commissioner;
 the Club's financial statements shall be prepared for audit and that audit report shall be submitted to the annual general meeting.

## **PART 8 — GENERAL MATTERS**

### **77) Patrons**

- a) At the Annual General Meeting any number of Patrons may be elected.
- b) Patrons are:
  - i) entitled to notice of all general meetings;
  - ii) entitled to attend and speak at general meetings; and
  - iii) not entitled to vote at any general meeting unless they are also a club member.

### **78) By-Laws**

- a) Provided that they are not inconsistent with this Constitution or *the Associations Incorporation Act 2015*, the Executive Committee may make, amend and repeal By-Laws for the management of the Club by way of an ordinary resolution at an Executive Committee

meeting. These changes must then be notified to members at the next general meeting for ratification.

- b) Any By-Laws made under this clause do not form part of this Constitution and are not required to be lodged with the Commissioner.

#### **79) Giving notices to members**

- a) In this clause:  
*recorded means* recorded in the register of members.
- b) A notice or other document that is to be given to a member under this Constitution is taken not to have been given to the member unless it is in writing and:
  - i) delivered by hand to the recorded address of the member; or
  - ii) sent by prepaid post to the recorded postal address of the member; or
  - iii) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

#### **80) Custody of books and securities**

- a) Subject to 80)b), the books and any securities of the Club must be kept in the Secretary's custody or under the Secretary's control.
- b) The financial records and, as applicable, the financial statements or financial reports of the Club must be kept in the Treasurer's custody or under the Treasurer's control.
- c) Clauses 80)a) and 80)b) have effect except as otherwise decided by the Executive Committee.
- d) The books of the Club must be retained for at least 7 years.

#### **81) Inspection of documents**

- a) A member may request to inspect:
  - i) the register of members; or
  - ii) the record of the names and addresses of Executive Committee members, and other persons authorised to act on behalf of the Club; or
  - iii) any other record or document of the Club.
- b) Despite clause 81)a), the Executive Committee may refuse to permit a member of the Club to inspect or obtain a copy of records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- c) The member must contact the Secretary to make the necessary arrangements for the inspection.
- d) The inspection must be free of charge.
- e) Subject to clause 81)b), the member may make a copy of or take an extract from a record or document referred to in clause 81)a) but does not have a right to remove the record or document for that purpose.
- f) The member must not use or disclose information in a record or document referred to in clause 81)a) except for a purpose:
  - i) that is directly connected with the affairs of the Club; or
  - ii) that is related to complying with a requirement of the Act.
- g) The Executive Committee may require a member who requests access to records under clause 81)a) to provide a statutory declaration to the Secretary setting out the purpose of the request and declaring that the purpose is connected with the Club's affairs.

**82) Prohibited use of information on member register**

A member shall not use or disclose the information on the members register:

- a) to gain access to information that a member has deliberately denied to them (for example, in relation to a social, family or legal difference or dispute involving the latter member),
- b) to contact, send material to the Club or a member for the purpose of advertising for political, religious, charitable or commercial purposes; or
- c) for any other purpose unless the use of the information:
  - i) is approved by the Executive Committee; and
  - ii) for a purpose directly connected;
    - (1) to the Club's affairs; or
    - (2) to the provision of information to the Commissioner under the *Associations Incorporation Act 2015*.

**83) Publication by Executive Committee members of statements about Club business prohibited**

An Executive Committee member must not publish, or cause to be published, any statement about the business conducted by the Club at a general meeting or Executive Committee meeting unless:

- a) the Executive Committee member has been authorised to do so at an Executive Committee meeting; and
- b) the authority given to the Executive Committee member has been recorded in the minutes of the Executive Committee meeting at which it was given.

**84) Distribution of surplus property on cancellation of incorporation or winding up**

a) In this clause:

**surplus property**, in relation to the Club, means property remaining after satisfaction of:

- i) the debts and liabilities of the Club; and
- ii) the costs, charges and expenses of winding up or cancelling the incorporation of the Club;

but does not include books relating to the management of the Club.

b) On the cancellation of the incorporation or the winding up of the Club, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

**85) Changes to the Constitution**

An amendment to the constitution changing the Club's:

- a) name; or
- b) object or purposes;

does not become effective until:

- i) the required documents are lodged with the Commissioner; and
- ii) the Commissioner's written approval to the changes is received by the Club.