



CONSTITUTION of REDLAND CITY GYMSPORTS INC.

Albert Morris Pavilion
Long Street,
PO Box 8115
CLEVELAND QLD 4163

Ph: 07 3821 4477
Email Address: rcgymsports@optusnet.com
Website: redlandcitygymsports.org.au
Updated 4 May 2022

CONSTITUTION

TABLE OF CONTENTS

1.	NAME	3
2.	DEFINITIONS	3
3.	OBJECTS OR PURPOSE OF THE CLUB	3
4.	POWERS OF THE CLUB	4
5.	MEMBERSHIP	5
5.1	TYPES	5
5.2	SUBSCRIPTIONS	6
5.3	RIGHTS OF MEMBERS	6
5.4	RESIGNATIONS	6
5.5	EXPULSION OF A MEMBER	6
5.6	DISCIPLINE OF MEMBERS	6
5.7	REGISTER OF MEMBERS	7
5.8	PROHIBITION ON USE OF INFORMATION IN REGISTER OF MEMBERS	7
6.	THE MANAGEMENT COMMITTEE	7
6.1.	POWERS AND DUTIES	7
6.2.	COMPOSITION, APPOINTMENT AND TERMS	7
6.3.	PROCEEDINGS OF MEETINGS	8
6.4.	DUTIES OF COMMITTEE MEMBERS AND OTHERS	9
6.5.	DISQUALIFICATION OF COMMITTEE MEMBERS	10
7.	THE SEAL	11
8.	GENERAL MEETINGS	11
8.1.	NOTICE OF GENERAL MEETINGS	11
8.2.	QUORUM	11
8.3.	PROCEEDINGS OF GENERAL MEETINGS	12
8.4.	VOTING AT GENERAL MEETINGS	12
8.5.	VOTING BY PROXY	12
8.6.	MINUTES OF GENERAL MEETINGS	12
8.7.	ANNUAL GENERAL MEETINGS	13
8.8.	SPECIAL GENERAL MEETINGS	13
9.	DISPUTE RESOLUTION	14
10.	FINANCIAL REPORTING	14
11.	PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS	15
12.	DISSOLUTION & WINDING UP	15
13.	RULES	16
14.	GENERAL	16
14.1.	INTERPRETATION	16
14.2.	ACCREDITATION	16
14.3.	AWARDS	16
14.4.	COPIES OF THE CONSTITUTION	16
14.5.	DATE OF EFFECT	16

1. NAME

The name of the incorporated association is Redland City Gymsports Inc. referred to herein as “the Club”.

2. DEFINITIONS

The following short terms have the following meanings unless specifically defined elsewhere

- 2.1** AGM – Annual General Meeting
- 2.2** Executive Committee – The President, Vice President, Secretary and Treasurer
- 2.3** General Meeting – any regular, Special or Annual General Meeting
- 2.4** Interpretation – Where the context admits, words importing the singular shall include the plural and vice versa and words importing the masculine gender shall include the feminine gender and vice versa.
- 2.5** In Writing – Hand written/typed/duplicated or printed and other modes of representing or reproducing words in a visible form including messages sent by electronic mail.
- 2.6** Management Committee – The Management Committee of the Club as defined in Section 6.2.
- 2.7** Management Committee Member – An elected or appointed member of the Management Committee.
- 2.8** Member – Any person who has applied for membership of the Club in any category as defined in Section 5.1 and been accepted as a member.
- 2.9** Month – A calendar month.
- 2.10** Rules/Regulations – All by-laws, policies, rules and regulations that are made with the authority of this Constitution.
- 2.11** SGM – Special General Meeting.
- 2.12** Simple Majority – 50% +1 of those persons eligible voting of the one accord.
- 2.13** Special Majority – 75% of those persons eligible, voting of the one accord.
- 2.14** The Act - The Associations Incorporation Act 1981 together with any additions or amendments.
- 2.15** The Association – Gymnastics Queensland Inc. or such other body or organisation as may incorporate or replace Gymnastics Queensland Inc.
- 2.16** Vote - A vote taken by the Management Committee by mail, phone, fax or other electronic means of communication when a physical meeting of the Management Committee is not or cannot be convened.

3. OBJECTS OR PURPOSE OF THE CLUB

The objects of the Club are

- 3.1** To develop, and implement Vision and Mission statements for the Club’s future direction.
- 3.2** To develop a Strategic Development Plan in conjunction with the membership to promote the ongoing development and success of the Club.
- 3.3** To undertake an annual review of the Strategic Development Plan.

- 3.4** To develop and promote quality activities for members and others to participate in gymnastics.
- 3.5** To promote and encourage participation in gymnastics to all persons regardless of race, sex, age, marital status, sexuality, religion or political belief, intellectual or physical impairment.
- 3.6** To extend the operations and teachings of the Association in the areas the Club controls;
- 3.7** To preserve and promote a healthy safe environment by the study and practice of the methods of gymnastics and apparatus as may be reasonably required to affect such purpose;
- 3.8** To affect such purposes as may be necessary in the interest of gymnastics;
- 3.9** To acquire by purchase, exchange or otherwise, whether from estate in fee simple or for any less estate in lands tenements or hereditaments or any tenure whether subject or not to any charges or encumbrances and erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and sell, let, alienate, mortgage, charge or otherwise deal with all or such lands, tenements or hereditaments or any part thereof.

4. POWERS OF THE CLUB

For the purpose of effecting its objectives, the Club shall, as deemed necessary

- 4.1** Make rules, policies and regulations for the proper control of business at the Club;
- 4.2** Keep proper records of all decisions taken and matters of importance pertaining to the Club;
- 4.3** Equitably enforce due observance of the Club's Constitution, rules, policies and regulations;
- 4.4** Resolve any issue raised by members on matters in general or on matters related to eligibility to vote, participate in the Club or become a member;
- 4.5** Deal firmly and appropriately with any abuses and/or failure to follow rules, policies and regulations;
- 4.6** Appoint, hire, employ, remove, suspend, replace or reinstate appropriate honorary officials, paid/unpaid administrators, clerks, coaches, officials, instructors or other persons whose services may be deemed necessary for the purposes of the Club
- 4.7** Control and develop resources, publications and events consistent with the objectives;
- 4.8** Impose and collect levies, subscriptions, fees and other authorised charges from members;
- 4.9** Purchase, lease, hire or by any other (legal) means acquire any real or personal estate necessary or convenient for the purposes of the Club;
- 4.10** Buy, sell, supply and deal in all kinds of apparatus and all kinds of provisions, liquids and solids, require or used by all members of the Club;
- 4.11** Invest or deal with the funds of the Club not immediately required for any of its objectives with security;
- 4.12** Borrow money and appoint guarantors and provide security for same as authorised by the Management Committee;
- 4.13** Incorporate or form one or more suitable legal entities in furthering the objectives of the Club;
- 4.14** Take legal proceedings;
- 4.15** Take out and effect insurance;
- 4.16** Take all such other lawful actions as are incidental or conducive to the attainment of the objects aforesaid;
- 4.17** Not pay or transfer any portion of the income or property of the Club directly or indirectly by way of

dividend, bonus or otherwise to any member, but this shall not preclude payment to a member, volunteer or paid employee in good faith for expenses incurred or services rendered;

- 4.18 Assign the title of President to the Chairman of the Management Committee;
- 4.19 Take part in sanctioned competitions, clinics and any other gymnastic events from time to time as seen fit by the coaching staff;
- 4.20 Remunerate any person or body corporate for services rendered, or to be rendered, at such rates and on such terms as might be agreed by the Management Committee from time to time.

5. MEMBERSHIP

Membership shall be open to all persons subscribing to the objectives of the Club and completing the prescribed form and paying the prescribed subscription. No restrictions shall be imposed on any person by virtue of religious or political beliefs, sex, race, marital status, or age, but the Management Committee shall have the right to refuse membership to any person assigning a reason for the refusal.

5.1 Types

- 5.1.1 **Remote Member:** a person who is actively participating in a gym sport but who trains at a different location (usually the Australian Institute of Sport or the Queensland High Performance Centre) and therefore does not use the facilities and equipment of the Club on a regular basis.

Any remote member under the age of 18 is unable to vote at any meeting of the Club but one of their parents or guardians, who may or may not be a member of the club, is able to vote. In the event that more than one parent or guardian of a remote member under the age of 18 years seeks to vote the Management Committee shall determine which of those persons is able to vote and the decision of the Management Committee shall be final and no correspondence shall be entered into in relation to that decision. In the event a parent or guardian represents more than one member, the parent or guardian still holds a single vote.

- 5.1.2 **Participant Member:** a person actively participating in a gym sport or other Club program.

Any participant member under the age of 18 is unable to vote at any meeting of the Club but one of their parents or guardians, who may or may not be a member of the Club, is able to vote. All members over 18 are entitled to a vote. Members under 18 parents or guardians are entitled to one vote per family

In the event that more than one parent or guardian of a participant member under the age of 18 years seeks to vote the Management Committee shall determine which of those persons is able to vote.

- 5.1.3 **Life Member:** a person who has, in the opinion of the Management Committee, contributed outstanding service to the Club.

Nominations for Life Member shall be in writing to the Club at least 2 months prior to Club AGM in each year. The Management Committee will assess and decide on the merit of the nomination, and successful nominations will be presented at the Club AGM each year. The recommendation shall include:

- A statement of the nominee's eligibility;
- A short report on the services rendered by the nominee of the Club.

Life Membership of the Club entitles the life member to the following privileges:

- attendance at the AGM (including the right to vote);
- invitations to major Club events.

- 5.1.4 **Patron:** a person or persons appointed at the AGM to be a Patron or Patrons of the Club. A Patron shall be entitled to all the privileges of a Life Member except not be able to vote.

- 5.1.5 **Non Participating Member:** A person connected to the club through family or past membership who wishes to take an active supportive role in the club. There will be a nominal fee charged. Non Participating members can vote and serve on the Executive or Management committee. Membership must be approved by the Committee

5.2 Subscriptions

- 5.2.1** The subscriptions for each type of member shall be set by the Management Committee prior to the end of each financial year.
- 5.2.2** Subscriptions shall be due on the date set by the Management Committee provided that the due date is advertised to all members in writing not less than 7 days prior to that date.
- 5.2.3** Differential subscriptions for the different types of member may be levied at the discretion of the Management Committee.
- 5.2.4** Any member whose subscription is outstanding for more than one month after the due date for payment shall cease to be a member of the Club, provided that the Management Committee may reinstate such a person's membership on such terms as it thinks fit.

5.3 Rights of Members

- 5.3.1** All members shall have access to membership privileges that the Club may grant from time to time, and shall be entitled to the benefits of the provisions of this Constitution and the Club's rules, policies or regulations.
- 5.3.2** All members shall, subject to Section 5.1 of this Constitution, have a right to a single vote at any general meeting except if they hold a valid proxy issued in accordance with Section 8.5 of this Constitution appointing them to vote on behalf of another member or members.
- 5.3.3** A member who meets the criteria for more than one type of membership will not be entitled to more than one vote as a member of a second or subsequent type of member except if they hold a valid proxy issued in accordance with Section 8.5 of this Constitution appointing them to vote on behalf of another member.

5.4 Resignations

- 5.4.1** A member may resign from the Club by notifying the Club in writing of the intention to do so and upon such resignation being accepted by the Management Committee, he or she shall cease to be a member of the Club.
- 5.4.2** Any member so resigning shall be liable for any outstanding subscriptions and any debt recovery fees where applicable, which may be recovered as a debt due to the Club.

5.5 Expulsion of a Member

- 5.5.1** Any member may be expelled from membership at the discretion of the Management Committee, provided that such a member shall have the right of appeal to a General Meeting. Voting on this issue shall be by secret ballot both in the Management Committee and General Meeting.
- 5.5.2** Any member expelled or suspended shall not be eligible to vote at any General Meeting during the term of the suspension or expulsion.

5.6 Discipline of Members

- 5.6.1** All members shall be bound by this Constitution and any rules and regulations made by the Club. Any member contravening the Constitution or the rules and regulations or otherwise bringing the Club into disrepute will be dealt with by the Club under its power specified in Section 5.6.2.
- 5.6.2** The Management Committee will issue and approve policies governing discipline of the Club. All members have the right of appeal and/or grievance.
- 5.6.3** The process will be included in the discipline policy as specified in Section 5.6.2.

5.7 Register of Members

- 5.7.1** A register of members must be kept and contain:
- the name and address of each member;
 - the date on which each member was admitted to the Club; and
 - if applicable, the date of, and reason (s) for, termination of membership.
- 5.7.2** The register must be open for inspection by members of the Club at all reasonable times. A member must contact the Secretary to arrange an inspection of the register. However, the Management Committee may, on the application of a member of the Club, withhold information about the member (other than the member's full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

5.8 Prohibition on Use of Information in Register of Members

- 5.8.1** A member of the Club must not
- use information obtained from the register of members of the Club to contact, or send material to, another member of the Club for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Club for the purpose of advertising for political, religious, charitable or commercial purposes.
- 5.8.2** Section 5.8.1 does not apply if the use or disclosure of the information is approved by the Club.

6. THE MANAGEMENT COMMITTEE

6.1 Powers and Duties

The affairs of the Club shall be governed by a Management Committee constituted under Section 6.2 subject to the following

- 6.1.1** The Management Committee shall govern the business affairs of the Club including all strategic planning and finances and any special matters that may arise after those matters have taken correct channels and gained no satisfaction during that process.
- 6.1.2** The Management Committee shall exercise all such powers and functions as may be exercised by the Club other than those functions that are required under the Act and/or this Constitution to be exercised at the AGM.
- 6.1.3** Every member of the Management Committee and any other person duly appointed by the Management Committee acting in the business or operations of the Club shall be deemed to be the agent of the Club for all purposes within its objects.
- 6.1.4** The day to day affairs of the Club will be managed by the Management Committee.
- 6.1.5** The Management Committee has the management and control of funds and other property of the Club.
- 6.1.6** The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the association.
- 6.1.7** The Management Committee shall have authority to interpret the meaning of these rules and any other matters relating to the affairs of the Club on which these rules are silent.

6.2 Composition, Appointment and Terms

- 6.2.1** The Management Committee shall be comprised of the following persons:
- President
 - Vice President
 - Secretary
 - Treasurer

- General Committee Members (Max 4)
- Maximum number on Management Committee not to exceed 8.

- 6.2.2** For all AGM elections following the acceptance of this Constitution the positions will be elected for the following terms:
- President – 1 year
 - Vice President – 1 year
 - Secretary – 1 year
 - Treasurer – 1 year
 - General Members – 1 year
- 6.2.3** The President, Vice President, Secretary and Treasurer shall form the Executive Committee.
- 6.2.4** The Executive Committee shall have the power to act on matters of importance outside Management Committee meetings.
- 6.2.5** The Executive Committee shall report to the next Management Committee meeting and their decisions must be ratified and/or amended by the Management Committee.
- 6.2.6** Nominations for positions which become vacant shall be called for each year from members in the Notice announcing the AGM. Each nominee shall endorse on the nomination form their willingness to accept office. All nominations must be nominated and seconded by members of the club. If a nominee fails to endorse their willingness to act the nomination will be invalid.
- 6.2.7** Nominations for Management Committee positions must be forwarded in the prescribed form to the Secretary 14 days prior to the date of the AGM.
- 6.2.8** Should no nomination be received for a position, nominations may be called from the floor.
- 6.2.9** The President can serve no more than three consecutive terms and four in total .. Following their term, the President can serve in any other position on the Management Committee.
- 6.2.10** The term of all Management Committee members shall continue until the end of the AGM in the year in which their term expires. Each member of the Management Committee shall be eligible for re-election to any committee position.
- 6.2.11** In the event of a casual vacancy on the Management Committee, the Management Committee may appoint a person to fill the vacancy until the next AGM, at which time the AGM will in the usual way elect a person to serve the remainder, if any, of the original member's term.

6.3 Proceedings of Meetings

- 6.3.1** The Management Committee shall meet at least once every 3 months, and at other times as the Management Committee deems necessary.
- 6.3.2** The quorum for Management Committee meetings shall be one more than half the number of members elected to the Management Committee as at the close of the last AGM. Only voting

members will count toward a quorum.

- 6.3.3** If a quorum is not present 30 minutes after the starting time of the meeting the meeting shall lapse and shall be deferred for one week to the same time and place.
- 6.3.4** The President will be the Chairperson for all meetings. In their absence, the Vice President will assume the role. In the absence of the Vice-President, the Management Committee will appoint a Chairperson from those members of the Management Committee present.
- 6.3.5** All items of business or issues requiring a decision must be presented to the meeting as motions, which are passed, and will then become resolutions. All motions must be processed through the Chairperson and supported (seconded) by another Management Committee member before any discussion can take place. The member proposing the motion may then explain the motion to support it. The member who seconds the motion has the right to speak immediately or wait till the end of the debate.
- 6.3.6** Each other Management Committee member has the right to speak in relation to all issues in the order specified by the Chairperson.
- 6.3.7** No persons other than Management Committee Members shall be entitled to speak to any motion except as permitted by the Chairperson.
- 6.3.8** Each Management Committee member present at the meeting shall be entitled to one deliberative vote.
- 6.3.9** Where there are an equal but divided number of votes on a matter by Management Committee members, the Chairperson will have a casting vote.
- 6.3.10** All voting shall be by show of hands or by communication vote as defined in Section 2 of this Constitution.
- 6.3.11** If a Management Committee meeting lapses or is adjourned, the business thereof or as much as is not dealt with, shall take precedence over all other business at the next meeting.
- 6.3.12** All members of the Management Committee are responsible for declaring any potential conflict of interest they may have in committee matters to the Management Committee and shall not be eligible to vote in relation to any such matter.
- 6.3.13** If determined by the Management Committee that a member has a conflict of interest in any item being discussed by the Management Committee, the Management Committee member must leave the meeting prior to any vote being taken. If requested by the Chairperson the member of the Management Committee who has a conflict of interest in relation to any item being discussed will leave the meeting prior to any discussion being taken in relation to that matter. A member who has a conflict of interest may not participate in any discussion in relation to the matter unless requested to do so by the Chairperson.
- 6.3.14** The Management Committee, excluding the member whose interest is being determined, will determine if a conflict of interest exists.
- 6.3.15** A conflict of interest may occur when a Management Committee member or a family member of a Management Committee member stands to gain or lose, financially or otherwise, directly or indirectly, by the outcome of the matter being at that time considered by the Management Committee.

6.4 Duties of Management Committee Members

- 6.4.1** **The President** shall preside at all meetings of the Club and shall exercise a general supervision over the affairs of the Club in conjunction with the Management Committee.

He shall when presiding at a meeting, have a deliberative and casting vote.

The President shall have the unlimited authority on question of order, only to what is equitable and just in the circumstances.

He shall, ex-officio, be a member of all committees.

- 6.4.2 The Vice President** shall be responsible for the conduct and discipline of all members in all Club matters and the general education of staff and members in gymnastics.

He shall have the power to refuse the use of the Club or any Club property to any person.

He may call upon any member to perform such duties, as he deems necessary in the interest of the Club.

He shall ex-officio, be a member of all sub-committees.

- 6.4.3 The Secretary** shall keep a register of all members and up to date record of their addresses and shall file all nomination forms whether or not the nominees have been accepted.

The Secretary shall forward or provide notices of all meetings and the business to be transacted thereat to members in accordance with the Constitution.

The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book. To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next Management Committee meeting, verifying their accuracy.

The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection and for the purpose of ensuring the accuracy of the recording of such minutes, that the minutes of every General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting; provided that the minutes of any Special General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting or Annual General Meeting.

The Secretary shall conduct the correspondence of the Club and be responsible for the custody of all documents belonging to the Club and for the disposition thereof.

The Secretary shall be responsible for the drafting of the Annual Report to be submitted to the Management Committee for approval before printing and circulation to all members at least seven days prior to the Annual General Meeting.

He shall be required to carry out all duties arising from decisions of Annual, Special, and other General and Management Committee Meetings and or any other decisions as decided upon at any other meeting.

- 6.4.4 The Treasurer** will ensure the keeping of the necessary books and accounts as directed by the relevant Government Department.

The Treasurer will ensure that at each Management Committee Meeting, a report is presented relating to the Club's finances showing details of receipts and expenditure since the presentation of the previous report and showing the Club's current financial position.

6.5 Disqualification of Management Committee Members

The office of a Management Committee member shall become vacant if a Management Committee member is:

- disqualified from being a Management Committee member by the Act;
- expelled as a Management Committee member under the rules or regulations of the Club;
- permanently incapacitated by health;
- absent without apology from more than three meetings in a financial year.

7. THE SEAL

- 7.1** The Club shall have a Common Seal bearing the words, "The Common Seal of Redland City Gymsports Inc."
- 7.2** Any document required to be executed on behalf of the Club shall be executed under the Common Seal of the Club and shall be recorded in the minutes.
- 7.3** Every instrument to which the seal may be affixed by resolution of the Management Committee shall be countersigned by a member of the Executive Committee and one other Management Committee member who may also be a member of the Executive Committee.
- 7.4** The President is responsible for the security of the Common Seal.

8. GENERAL MEETINGS

Notwithstanding any Executive Committee and Management Committee meetings, the Club shall hold General Meetings as and when required

8.1 Notice of General Meetings

- 8.1.1** The Secretary may call a General Meeting of the Club.
- 8.1.2** The Secretary must give at least 14 days notice of the meeting to each member of the Club.
- 8.1.3** If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- 8.1.4** The Management Committee may decide the way in which the notice must be given.
- 8.1.5** However, notice of the following meetings must be given in writing
 - a meeting called to hear and decide the appeal of a person against the Management Committee's decision to reject the person's application for membership of the Club or to terminate the person's membership of the Club;
 - a meeting called to hear and decide a proposed special resolution of the Club.
- 8.1.6** A notice of a General Meeting must state the business to be conducted at the meeting.

8.2 Quorum for, and adjournment of, General Meetings

- 8.2.1** The quorum for a General Meeting is at least the number of members elected or appointed to the Management Committee plus 1.
- 8.2.2** No business may be conducted at a General Meeting unless there is a quorum of members when the meeting proceeds to business.
- 8.2.3** If there is no quorum within 30 minutes after the time fixed for a General Meeting called on the request of members of the Management Committee or the association, the meeting lapses.
- 8.2.4** If there is no quorum within 30 minutes after the time fixed for a General Meeting called other than on the request of members of the Management Committee or the Club (a) the meeting is to be adjourned for at least 7 days; and (b) the Management Committee is to decide the day, time and place of the adjourned meeting.
- 8.2.5** The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 8.2.6** If a meeting is adjourned under Section 8.2.5, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 8.2.7** The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 8.2.8** If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in

the same way notice is given for an original meeting.

8.3 Procedure at General Meetings

- 8.3.1** A member may take part and vote in a General Meeting in person, by proxy or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 8.3.2** A member who participates in a meeting as mentioned in Section 8.3.1 is taken to be present at the meeting.
- 8.3.3** At each General Meeting
- the President is to preside as chairperson; and
 - if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
 - the chairperson must conduct the meeting in a proper and orderly way.

8.4 Voting at General Meetings

- 8.4.1** At a General Meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- 8.4.2** Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the motion is denied
- 8.4.3** A member is not entitled to vote at a General Meeting if the member's annual subscription is in arrears at the date of the meeting.
- 8.4.4** The method of voting is to be decided by the Management Committee.
- 8.4.5** However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 8.4.6** If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- 8.4.7** The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.
- 8.4.8** A special resolution must be presented at a General Meeting (including the AGM) and get 75% of the vote (from members who are present and entitled to vote).

8.5 Voting by Proxy

- 8.5.1** A member shall be entitled to appoint in writing a member of the Club to be their proxy to attend and vote at any General Meeting of the Club on their behalf, for each proposed motion, by completing the prescribed form.
- 8.5.2** A member present at any General Meeting can hold more than one proxy vote per motion.

8.6 Minutes of General Meetings

- 8.6.1** Minutes of all proceedings of General Meetings of the Club shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 8.6.2** The minutes kept pursuant to this rule must be confirmed by the members of the Club at a subsequent meeting.
- 8.6.3** The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting at

which the minutes are confirmed.

- 8.6.4** Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

8.7 Annual General Meetings

- 8.7.1** The Management Committee shall in each calendar year convene and hold an AGM of members in accordance with the Act and this Constitution.
- 8.7.2** The Annual General Meeting shall be within six months of the end of the Club's financial year.
- 8.7.3** The quorum for the AGM is at least the number of members elected or appointed to the Management Committee at the close of the Club's last Annual General Meeting plus 1.
- 8.7.4** The President will chair the AGM. In their absence, the Vice President or a nominee of the Executive Committee will act as chair. The Chairperson will not have a casting vote on any matter where the votes are tied.
- 8.7.5** If there is a tied vote, the motion will be deemed defeated.
- 8.7.6** The order of the business at the meeting shall be:
- the confirmation of the minutes of the previous Annual General Meeting,
 - the confirmation of the minutes of any Special General Meeting held since that meeting,
 - receipt of the Annual Report of the Management Committee and audited financial statements,
 - the election/ratification of Management Committee members for the ensuing year,
 - the appointment of an auditor for the coming year and
 - the consideration of any special business of which notice has been given in accordance with clause
- 8.7.7** The President will convene an AGM by providing not less than one month notice of the AGM to every member by giving written notice to the members or by posting written notification on the notice board in the club foyer or such other place as may be easily accessed by members.
- 8.7.8** The notice of an AGM shall include agenda items and notices of motion and shall also provide notification of the requirements for elections.
- 8.7.9** Additional agenda items and notices of motion shall be addressed to the President and be received at the Club not less than 14 days prior to the AGM
- 8.7.10** Nominations for Management Committee positions shall be addressed to the Secretary and must be received in the prescribed form by the Secretary not less than 14 days prior to the date of the AGM.
- 8.7.11** The final agenda and details of valid nominations shall be published to all persons eligible to attend at least 7 days prior to the date of the AGM by providing notice by one of the methods described in Section 8.7.7.

8.8 Special General Meetings

- 8.8.1** The Management Committee may call a Special General Meeting of the Club at any time.
- 8.8.2** Upon a requisition in writing of not less than 10% of the total number of members of the Club or 30 members, whichever is the lesser, the Management Committee shall within one month of the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
- 8.8.3** Every requisition for a Special General Meeting shall be signed by the members seeking the

meeting and shall state the purpose of the meeting.

- 8.8.4** Any Special General Meeting may only consider the business set out in the requisition in writing provided by the members and shall be conducted under the same rules as the AGM.
- 8.8.5** The quorum for the SGM is at least the number of members elected or appointed to the Management Committee plus 1.
- 8.8.6** If after thirty minutes from the appointed starting time a quorum is not present, the meeting shall lapse to another time and place as directed by the Management Committee.
- 8.8.7** The President will chair the Meeting. In their absence, the Vice President or a nominee of the Executive Meeting will act as chair.

9 DISPUTE RESOLUTION

- 9.1** The dispute resolution procedure set out in this rule applies to disputes between
- a member and another member or
 - a member and the Club.
- 9.2** The parties to the dispute must advise the Club of the dispute, and of the subject matter of the dispute, prior to the Club's being required to take any action to resolve any dispute.
- 9.3** Once the Club is advised the parties shall decide, within 14 days after the dispute comes to the attention of all the parties, to meet and discuss the matter in dispute and, if possible, resolve the dispute.
- 9.4** If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties. In disputes between members, if the parties are unable to agree, the independent third person shall be appointed by the Club.
- 9.5** If the parties are unable to reach agreement following the meeting outlined in Section 9.4, the parties shall agree upon the appointment of an Arbitrator to arbitrate upon the dispute. The costs of the Arbitrator shall be borne by the parties equally and the decision of the Arbitrator shall be binding on both parties and not subject to further appeal.
- 9.6** In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.
- 9.7** Where the Management Committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the Club, the rules of natural justice must be observed.

10. FINANCIAL REPORTING

- 10.1** The financial year of the Club shall end on the 31st day of December each year, and the accounts shall be audited and certified by the Club's auditor(s) and shall be submitted to the Annual General Meeting.
- 10.2** The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with the Act.
- 10.2.1** The funds of the Club must be kept in an account in the name of the association in a financial institution decided by the Management Committee.
- 10.2.2** Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.
- 10.2.3** All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 10.2.4** All amounts paid by electronic transfer or cheque, must be authorised/signed by two of the signatories nominated by the Executive Committee. Nominated signatories may also include authorised employees of the association.

- 10.2.5** Payments made by direct deposit or cheque, must be authorised/signed by any 2 of the following:
(a) the president
(b) the secretary
(c) the treasurer
(d) any other member or employee of the association who have been authorised by the management committee to authorise electronic payments/sign cheques by the association .
- 10.2.6** Any two signatories/authorised persons shall not be related or in a relationship.
- 10.2.7** Cheques, other than for wages, allowances or petty cash recoupment must be crossed “not negotiable”.
- 10.2.8** Any petty cash account must be kept on the imprest system, and the Executive Committee must decide the amount of petty cash to be kept in the account.
- 10.2.9** The management committee may authorise an employee to make payments of some accounts using the associations Debit Card. Details of any such payments should be sent to the Treasurer within 2 working days of making the payment.
- 10.2.10** The Executive Committee must, as soon as practicable after the end of each year, ensure a statement containing the following particulars is prepared
- the income and expenditure for the financial year just ended
 - the Club’s assets and liabilities at the close of the year and
 - the mortgages, charges and securities affecting the property of the Club at the close of the year.
- 10.2.11** The auditor must examine the statement prepared under Section 12.2.10 and present a report about it to the Secretary before the next Annual General Meeting following the financial year for which the report is made.
- 10.3** The accounts, together with the Auditor’s report on the accounts and the Management Committee’s statement and report, shall be laid before members at the Annual General Meeting and be lodged in accordance with the requirements of the Act.
- 10.4** The annual (periodic) return shall be lodged with the appropriate organisation within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor’s report, the Management Committee’s statement, and the Management Committee’s report.
- 10.5** At each Annual General Meeting, the members shall appoint an appropriately qualified person to be auditor of the Club. The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment. If an appointment is not made at an Annual General Meeting, the Management Committee shall appoint an auditor for the current financial year.
- 10.6** Every office bearer or official of the Club shall be indemnified out of the funds of the Club for all costs, charges, losses, damages and expenses which the office bearer or official shall incur in the normal bona fide execution of their duties, but the Club shall not be liable for any loss or damage which any office bearer or official or third party may incur which results from the wilful neglect or the default of any such office bearer or official. In such cases, the offending office bearer or official shall be solely liable to the Club and/or to the third party.

11. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the Club shall be applied exclusively to the promotion of its objects and exercise of its powers. No portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Club.

12. DISSOLUTION & WINDING UP

- 12.1** The Club shall be dissolved if
- a resolution to this effect is carried by a General Meeting, one month of notice of the proposed resolution having been given, or
 - financial membership drops to ten or less
- 12.2** If upon dissolution of the Club there remains, after satisfaction of all debts and liabilities, any property or funds whatsoever, the same shall not be distributed or paid amongst members of the Club but shall be transferred or given to some other Club or institution having objects similar to

those of the Club and which has rules which prohibit the distribution of its assets and income to its members.

12.3 Such organisation or organisations shall be identified and determined by a resolution of its members in a General Meeting.

12.4 The liability of a member to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of subscriptions to the Club as prescribed under Section 5.4.2.

13. RULES

13.1 These rules may be altered (including alteration to the Club's name) by special resolution of the members of the Club.

13.2 This includes rescission or replacement by substitute rules.

13.3 The alteration shall be valid only when registered with the appropriate organisation as required by the Act.

13.4 These rules shall bind the Club and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

14. GENERAL

14.1 Interpretation

14.1.1 Any doubt arising as to the application or meaning of any section shall be decided by the Management Committee whose decision will remain until altered by a vote of a General Meeting, whose decision shall then be final and inclusive.

14.1.2 If any case occurs which, in the opinion of the Management Committee, is not provided for in this constitution, it shall be determined by the Management Committee in such manner as deemed expedient.

14.2 Accreditation of persons to represent the Club shall be in accordance with the rules, policies and regulations approved by the Management Committee.

14.3 The Management Committee will approve and issue regulations governing Awards and Recognition for service to the Club.

14.4 The Secretary shall supply a copy of this Constitution, without charge, upon reasonable request to any new member or existing member.

14.5 The date of effect of this Constitution will be 4 May 2022