

**SOUTHERN DISTRICTS
TOUCH ASSOCIATION INCORPORATED**

CONSTITUTION

AUGUST 2016

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PART 1 — PRELIMINARY

1. Name

The name of the Association shall be the Southern Districts Touch Association Incorporated (hereafter, the **Association**).

2. Headquarters

The Headquarters of the Association shall be as determined by the Association from time to time, or, in the event of no such determination, the address of the President.

3. Objects

(1) The objects of the Association are:

- (a) To promote, encourage, foster, develop, extend, govern and control the sport of touch football.
- (b) To promote, organise and conduct championships, competitions and other events pertaining to the sport of touch football as may from time to time be considered necessary or expedient.
- (c) To maintain and promote standardised playing rules and regulations for the sport of touch football.
- (d) To select, support and/or sponsor any representative or teams for purposes associated with touch football.

4. Terms used

In this document, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

Administrator means a paid employee of the Association appointed by the Executive Committee to manage the Association's day-to-day operations;

associate member means a member with the rights referred to in clause 10(6);

Association means the Southern Districts Touch Association Incorporated;

books, of the Association, includes the following —

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

by laws means by-laws made by the Association under clause 72;

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

committee includes the General Committee and Executive Committee of the Association;

committee meeting means a meeting of either the General Committee or Executive Committee;

committee member means a member of either the General Committee or Executive Committee;

Executive Committee means the committee comprised of office holders of the Association;

financial records includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; 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 report, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

financial statements means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

financial year, of the Association, means the period commencing on the first day of April and concluding on the thirty-first day of March each calendar year.

General Committee means the management committee of the Association;

general meeting, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;

member means a person (including a body corporate) who is an ordinary member or an associate member of the Association;

office holder means a person in any of the positions set out at clause 31;

ordinary committee member means a committee member who is not an office holder of the Association;

ordinary member means a member with the rights referred to in clause 10(5);

register of members means the register of members referred to in section 53 of the Act;

special general meeting means a general meeting of the Association other than the annual general meeting;

special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

subcommittee means a subcommittee appointed by the committee under clause 55;

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

5. Not-for-profit body

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association 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.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under sub-clause (3) below.

- (3) A payment to a member out of the funds of the Association is authorised if it is —
- (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

PART 3 — MEMBERS

Division 1 — Membership

6. Eligibility for membership

- (1) Any person who supports the objects or purposes of the Association is eligible to apply to become a member.
- (2) An individual who has not reached the age of 15 years is not eligible to membership that confers full voting rights.

7. Applying for membership

- (1) A person who wants to become a member must apply to the Association in writing (including but not limited to electronic or online forms).
- (2) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

8. Dealing with membership applications

- (1) The General Committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) Subject to sub-clause (3), the General Committee must consider applications in the order in which they are received by the Association.
- (3) The General Committee may delay its consideration of an application if the General 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.
- (4) The General Committee must not accept an application unless the applicant —
 - (a) is eligible under clause 6; and
 - (b) has applied under clause 7.
- (5) The General Committee may reject an application even if the applicant —
 - (a) is eligible under clause 6; and
 - (b) has applied under clause 7.

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

9. Becoming a member

An applicant for membership of the Association becomes a member when —

- (a) the General Committee, or another person authorised by the General Committee, accepts the application; and
- (b) the applicant pays any membership fees payable to the Association under clause 15.

10. Classes of membership

- (1) The Association consists of ordinary members and any associate members provided for under sub-clause (2).
- (2) The Association may have any class of associate membership approved by resolution at a general meeting, including junior membership, senior membership, honorary membership and life membership (see clause 11 below).
- (3) An individual who has not reached the age of 18 years is only eligible to be an associate member.
- (4) A person can only be an ordinary member or belong to one class of associate membership.
- (5) An ordinary member has full voting rights and any other rights conferred on members by this document or approved by resolution at a general meeting or determined by the General Committee.
- (6) An associate member has the rights referred to in sub-clause (5) other than full voting rights (unless otherwise expressed in the by-laws).
- (7) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

11. Life membership

- (1) Subject to the provisions of this sub-clause, life members may be elected at annual general meetings of the Association.
- (2) To be eligible for life membership, a person must:
 - (a) have held continuous membership with the Association for at least 7 years (unless extenuating circumstances exist); and
 - (b) demonstrate exceptional service and contribution to the Association.
- (3) Nominations for life membership must be proposed by 2 members of the General Committee and be accompanied by a written summary of the reasons for nomination. Such nomination must be received by the Secretary, or another person authorised by the General Committee, at least 7 days before the annual general meeting. Each nomination shall be announced at the annual general meeting.
- (4) To be elected as a life member, at least 75% of ordinary members at the annual general meeting, who are entitled to vote, must vote to elect the person as a life member. A maximum of 2 life members may be elected at an annual general meeting.
- (5) The privileges of life membership shall be prescribed by by-laws.

12. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
 - (c) for a member who is an individual, the individual dies;
 - (d) for a member who is a body corporate, the body corporate is wound up;
 - (e) the person resigns from the Association under clause 13;
 - (f) the person is expelled from the Association under clause 20;
 - (g) the person ceases to be a member under clause 15(4).

13. Resignation

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

14. Rights not transferable

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

Division 2 — Membership fees, liabilities and register

15. Membership fees

- (1) The annual membership fee to be paid for membership of the Association is AU\$1.00. The annual membership fee may be paid as part of an amount for playing in a competition at the Association during the financial year.
- (2) The General Committee may determine by resolution a different annual membership fee (if any) from time to time. The annual membership fee may be different for different classes of membership.
- (3) A member must pay the annual membership fee by the date (the **due date**) determined by the committee.
- (4) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- (5) If a person who has ceased to be a member under sub-clause (4) offers to pay the annual membership fee after the period referred to in that sub-clause has expired —
 - (a) the General Committee may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

16. Liability of members

The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to

the amount, if any, unpaid by the member in respect of their membership of the Association as required by clause 15 above.

17. Register of members

- (1) The Secretary, or another person authorised by the General Committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the Secretary's place of residence, or at another place determined by the General Committee.
- (4) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
- (5) If —
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the General Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Preliminary

18. Term used: member

In this Part —

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

19. Separation of judiciary and state and national bodies

Nothing in this part prejudices the rules, by-laws or other requirements set down by state or national bodies administering the sport of touch football from time to time. To avoid doubt, any disciplinary and judicial processes relating to player behaviour are separate and distinct from the matters set out in this Part (which govern membership of the Association).

Division 2 — Disciplinary action

20. Suspension or expulsion

- (1) The General Committee may decide to suspend a member's membership or to expel a member from the Association if —
 - (a) the member contravenes this document; or
 - (b) the member acts detrimentally to the interests of the Association.
- (2) The Secretary, or another person authorised by the General Committee, must give the member written notice of the proposed suspension or expulsion at least 28 days before the General Committee meeting at which the proposal is to be considered by the General Committee.
- (3) The notice given to the member must state —
 - (a) when and where the General Committee meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) 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 General Committee about the proposed suspension or expulsion;
- (4) At the General Committee meeting, the General Committee must —
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the General Committee about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Association.
- (5) A decision of the General Committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The General Committee must give the member written notice of the General Committee's decision, and the reasons for the decision, within 7 days after the General Committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the General Committee's decision under sub-clause (6), give written notice to the Secretary (or another person authorised by the General Committee) requesting the appointment of a mediator under clause 28.
- (8) If notice is given under sub-clause (7), the member who gives the notice and the General Committee are the parties to the mediation.

21. Consequences of suspension

- (1) During the period a member's membership is suspended, the member —
 - (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (2) When a member's membership is suspended, the Secretary, or another person authorised by the General Committee, must record in the register of members —
 - (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.

- (3) When the period of the suspension ends, the Secretary, or another person authorised by the General Committee, must record in the register of members that the member's membership is no longer suspended.

Division 3 — Resolving disputes

22. 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.

23. 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 Association.

24. Parties to attempt to resolve dispute

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

25. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 24, any party to the dispute may start the grievance procedure by giving written notice to the Secretary, or another person authorised by the General Committee, of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the notice referred to above is given, a meeting of the General Committee must be convened to consider and determine the dispute.
- (3) The Secretary, or another person authorised by the General Committee, must give each party to the dispute written notice of the General Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
 - (a) when and where the General Committee meeting is to be held; and
 - (b) 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 General Committee about the dispute.
- (5) If —
 - (a) the dispute is between one or more members and the Association; and
 - (b) any party to the dispute gives written notice to the Secretary, or another person authorised by the General Committee, stating that the party —

- (i) does not agree to the dispute being determined by the General Committee; and
 - (ii) requests the appointment of a mediator under clause 28,
- the committee must not determine the dispute.

26. Determination of dispute by committee

- (1) At the General Committee meeting at which a dispute is to be considered and determined, the General Committee must —
 - (a) 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 General Committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The General Committee must give each party to the dispute written notice of the General Committee's determination, and the reasons for the determination, within 7 days after the General Committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the General Committee's determination under sub-clause (1)(c), give written notice to the Secretary, or another person authorised by the General Committee, requesting the appointment of a mediator under clause 28.
- (4) If notice is given under sub-clause (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

27. Application of Division

- (1) This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator —
 - (a) by a member under clause 20(7); or
 - (b) by a party to a dispute under clause 25(5)(b)(ii) or 26(3).
- (2) If this Division applies, a mediator must be chosen or appointed under clause 28.

28. Appointment of mediator

- (1) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a member under clause 20(7) — by agreement between the member and the General Committee; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under clause 25(5)(b)(ii) or 26(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of sub-clause (1)(a) or (b), then, subject to sub-clauses (3) and (4), the General Committee must appoint the mediator.
- (3) The person appointed as mediator by the General 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 —
 - (a) a member under clause 20(7); or
 - (b) a party to a dispute under clause 25(5)(b)(ii); or
 - (c) a party to a dispute under clause 26(3) and the dispute is between one or more members and the Association.

- (4) The person appointed as mediator by the General Committee may be a member or former member of the Association but must not —
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

29. Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) 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.
- (3) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) 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.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

30. 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 Association gives notice under clause 20(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

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

PART 5 — COMMITTEES AND OFFICE HOLDERS

Division 1 — Office holders

31. Office holders of the Association

- (1) The following are the office holders of the Association —
 - a. the President;
 - b. the Vice-President (1);
 - c. the Vice-President (2);
 - d. the Secretary;
 - e. the Treasurer.
- (2) Unless otherwise authorised by the passing of a special resolution, a person must not hold 2 or more of the above offices at the same time.

- (3) A person may be an office holder if the person is —
 - a. an individual who has reached 18 years of age; and
 - b. an ordinary member.

32. President

- (1) The President shall be the head of the Association. They shall preside as Chairman over all committee meetings, excluding sub-committee meetings, unless so appointed, and shall be the official representative of the Association.
- (2) It is the duty of the President to consult with the Secretary, or another person authorised by the General Committee, regarding the business to be conducted at relevant meetings
- (3) The President shall be an ex officio member of all committees. The President shall be the delegate to Touch Football Australia.

33. Vice-Presidents

- (1) The Vice-Presidents shall perform duties as requested by the President from time to time. In the absence of the President, one Vice-President (as determined by resolution of the Executive Committee from time to time) shall assume the duties and responsibilities of the President.
- (2) The Vice-Presidents are responsible for carrying out any other duty given to them under this document or by the General or Executive Committee.

34. Secretary

- (1) The Secretary's role is to administer the affairs of the Association. Their duties include the following:
 - (a) dealing with the Association's correspondence;
 - (b) consulting with the President regarding the business to be conducted at each committee meeting and general meeting;
 - (c) preparing the notices required for meetings and for the business to be conducted at meetings;
 - (d) unless another person is authorised by the General Committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
 - (e) unless another person is authorised by the General Committee to do so, maintaining on behalf of the Association an up-to-date copy of this document, as required under section 35(1) of the Act;
 - (f) unless another person is authorised by the General Committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
 - (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
 - (h) maintaining full and accurate minutes of committee meetings and general meetings;
 - (i) carrying out any other duty given to the Secretary under this document or by the General or Executive Committee.
- (2) The General Committee may, at its discretion from time to time, authorise another person or persons to perform any of the Secretary's duties, including those referred to in sub-clause (1) above. Such person may include, but is not limited to, the Administrator.

35. Treasurer

The Treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the Treasurer under this document or by the General or Executive Committee.

Division 2 — Committees

36. General Committee

- (1) The General Committee shall consist of the office holders of the Association and at least one other ordinary committee members.
- (2) The General Committee has responsibility for the resolution of policy concerned with the control and direction of touch football within the Association and is to hold such general meetings as the Executive Committee decides but not less than twice each year.
- (3) Subject to the Act, this document, the by-laws (if any) and any resolution passed at a general meeting, the General Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (4) Without limiting the generality of the above, the General Committee may:
 - (a) purchase, transfer, sell, assign, mortgage, lease, hire or exchange land, equipment, plant, furniture, furnishings or any other property whatever and in any manner authorised by law, to impose, levy and collect subscriptions, fees and other charges upon or from its members;
 - (b) acquire and hold any estate or interest in any property whatsoever;
 - (c) raise money and acquire such assets necessary to carry out the above and to obtain such permits as may be necessary for that purpose;
 - (d) invest and deal with monies of the Association not immediately required in such securities as may be determined by the General Committee from time to time;
 - (e) utilise the services of any person or create any sub-committees considered necessary for the efficient conduct of the affairs of the Association;
 - (f) enter into and make arrangements for the employment of persons on such terms as it deems proper;
 - (g) make, vary, repeal or rescind by-laws (such by-laws are not to be inconsistent with this document), prescribing any matters necessary or convenient to be prescribed for giving effect to this document and/or any of its objects provided that no such by-laws shall be effective until seven days after a copy thereof has been forwarded by post, or hand delivered to members; and
 - (h) do all such lawful acts and things as are incidental or conducive to the carrying out of the above.

- (5) The General Committee must take all reasonable steps to ensure that the Association complies with the Act, this document and the by-laws (if any).
- (6) A person may be a committee member if the person is —
 - a. an individual who has reached 18 years of age; and
 - b. an ordinary member.

37. Executive Committee

- (1) The Executive Committee shall consist of the office holders of the Association.
- (2) The Executive Committee shall manage the ongoing affairs and business of the Association in its absolute discretion but shall at all times act in accordance with this document and any by-laws made hereunder. In exercising its function, it shall have due regard for the interests of the Association and its efficient management, and shall hold such meetings as it determines necessary or desirable.
- (3) The Executive Committee shall report to each General or Special Meeting in relation to its actions since the last General or Special meeting.

Division 3 — Election of committee members and tenure of office

38. How members become General Committee members

- A member becomes a General Committee member if the member —
- (a) is elected to the General Committee at a general meeting; or
 - (b) is appointed to the General Committee by the General Committee to fill a casual vacancy under clause 45.

39. Nomination of General Committee members

- (1) At least 28 days before an annual general meeting, the Secretary, or another person authorised by the General Committee, must send written notice to all the members —
 - (a) calling for nominations for election to the General Committee; and
 - (b) stating the date by which nominations must be received to comply with sub-clause (2).
- (2) A member who wishes to be considered for election to the General Committee at the annual general meeting must nominate for election by sending written notice of the nomination to the Secretary, or another person authorised by the General Committee, at least 7 days before the annual general meeting.
- (3) A member may nominate for one specified position of office holder of the Association or to be an ordinary committee member.
- (4) A member whose nomination does not comply with this clause is not eligible for election to the General Committee unless the member is nominated under clause 40(2) or 41(2)(b).

40. Election of office holders

- (1) At the annual general meeting, a separate election must be held for each position of office holder of the Association.
- (2) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.

- (3) If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
- (4) If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the General Committee to decide who is to be elected to the position.
- (5) Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- (6) A member who has nominated for the position may vote for himself or herself.
- (7) On the member's election, the new chairperson of the Association may take over as the chairperson of the meeting.

41. Election of ordinary committee members

- (1) At the annual general meeting, the Association must decide by resolution the number of ordinary committee members (if any) to hold office for the next year.
- (2) If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the chairperson of the meeting —
 - (a) must declare each of those members to be elected to the position; and
 - (b) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under sub-clause (a).
- (3) If —
 - (a) the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or
 - (b) the number of members nominating under sub-clause (2)(b) is greater than the number of positions remaining unfilled,

the ordinary members at the meeting must vote in accordance with procedures that have been determined by the General Committee to decide the members who are to be elected to the position of ordinary committee member.
- (4) A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

42. Term of office

- (1) The term of office of a General Committee member begins when the member —
 - (a) is elected at an annual general meeting or under sub-clause 43(3)(b); or
 - (b) is appointed to fill a casual vacancy under clause 45.
- (2) Subject to clause 44, General Committee members hold office —
 - (a) for office holders, until their position is declared vacant at the annual general meeting two calendar years after the last election for the relevant position; and
 - (b) for all other members, until their position is declared vacant at the annual general meeting one calendar year after the last election for the relevant position.
- (3) In relation to office holders —
 - (a) the roles of President and Treasurer will be vacated at annual general meetings held in years ending with an odd number; and
 - (b) the roles of both of the Vice-Presidents and the Secretary will be vacated at annual general meetings held in years ending with an even number (including zero).
- (4) Subject to clause 44, a General Committee member holds office until the positions on the General Committee are declared vacant at the next annual general meeting.

- (5) A General Committee member (including office holders) may be re-elected.

43. Resignation and removal from office

- (1) A committee member may resign from the committee by written notice given to the Secretary or another person authorised by the committee.
- (2) The resignation takes effect —
- (a) when the notice is received by the authorised person; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
- (a) remove a committee member from office; and
 - (b) elect a member who is eligible under clause 36(6) to fill the vacant position.
- (4) A committee member who is the subject of a proposed resolution under sub-clause (3)(a) may make written representations (of a reasonable length) to the chairperson and may ask that the representations be provided to the members.
- (5) The chairperson may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

44. When membership of committee ceases

- A person ceases to be a committee member if the person —
- (a) dies or otherwise ceases to be a member; or
 - (b) resigns from the committee or is removed from office under clause 43; or
 - (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
 - (d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
 - (e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

45. Filling casual vacancies

- (1) The committee may appoint a member who is eligible under clause 36(6) to fill a position on the committee that —
- (a) has become vacant under clause 44; or
 - (b) was not filled by election at the most recent annual general meeting or under clause 43(3)(b).
- (2) If the position of Secretary becomes vacant, the committee must appoint a member who is eligible under clause 36(6) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirements for a quorum, the committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer committee members than required for a quorum, the committee may act only for the purpose of —
- (a) appointing committee members under this clause; or
 - (b) convening a general meeting.

46. Validity of acts

The acts of a committee or subcommittee, or of a committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a subcommittee.

47. Payments to committee members

- (1) In this clause —
committee member includes a member of a subcommittee;
committee meeting includes a meeting of a subcommittee.
- (2) Except in relation to sub-clause (3) below, a committee member is entitled to be paid out of the funds of the Association only if a resolution is passed by the General Committee allowing the payment.
- (3) A committee member is entitled to be paid out of the funds of the Association without a resolution of the General Committee for any out-of-pocket expenses for travel and accommodation properly incurred —
 - (a) in attending a committee meeting or
 - (b) in attending a general meeting; or
 - (c) otherwise in connection with the Association's business.

Division 4 — Committee meetings

48. Meetings of the General Committee

- (1) The General Committee shall meet on the dates and at the times and places determined by the General Committee.
- (2) Notice of the date, place and time for meetings of the General Committee shall be given by the Secretary, or another person authorised by the General Committee, to each member of the General Committee at least 7 days prior to the meeting. The notice shall also specify the matters to be addressed at the meeting.

49. Meetings of the Executive Committee

- (1) The Executive Committee shall meet on the dates and at the times and places determined by the President or as requested by a majority of office holders.
- (2) Reasonable notice of the date, place and time for a meeting of the Executive Committee shall be given by the person calling the meeting, or another person authorised by the Executive Committee. The notice shall also specify the matters to be addressed at the meeting.

50. Procedure and order of business at committee meetings

- (1) The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each committee meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- (4) The order of business at a committee meeting may be determined by the committee members at the meeting.

- (5) Business that has not been described in the relevant notice may be conducted at the meeting if the committee members at the meeting unanimously agree to deal with that business.
- (6) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- (7) A person invited under sub-clause (5) to attend a committee meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

51. Use of technology at committee meetings

- (1) The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a committee meeting as allowed under sub-clause (1) 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.

52. Quorum for committee meetings

- (1) Subject to clause 45(4), no business is to be conducted at a committee meeting unless a quorum is present.
- (2) Quorum for committee meetings shall be:
 - (a) For General Committee meetings, at least 50% of the General Committee members by number, including at least 50% of office holders.
 - (b) For Executive Committee meetings, at least 75% of the office holders.
 - (c) For subcommittee meetings, at least 50% of the appointed members by number, including at least one member of the executive committee.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting, the meeting is adjourned to the same time, day and place in the following week.
- (4) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of a further committee meeting held under sub-clause (3); and
 - (b) at least 2 committee members are present at that further meeting,

those members present are taken to constitute a quorum.

53. Voting at committee meetings

- (1) Each committee member present at a committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

- (4) A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

54. Minutes of committee meetings

- (1) The committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following —
 - (a) the names of the committee members present at the meeting;
 - (b) the name of any person attending the meeting under clause 50(6);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next committee meeting.
- (5) When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

Division 5 — Subcommittees and subsidiary offices

55. Subcommittees and subsidiary offices

- (1) To help the committee in the conduct of the Association's business, the committee may, in writing, do either or both of the following —
 - (a) appoint one or more subcommittees;
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate. Each subcommittee must include at least one member of the Executive Committee.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the committee —
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

56. Delegation to subcommittees and holders of subsidiary offices

- (1) In this clause —
non-delegable duty means a duty imposed on the committee by the Act or another written law.
- (2) The committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the committee other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this clause, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a subcommittee 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 committee.
- (7) The committee may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF ASSOCIATION

57. Annual general meeting

- (1) The General Committee must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the Secretary, or another person authorised by the General Committee, must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
 - (a) receive apologies;
 - (b) registration of members;
 - (c) confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (d) receive and consider —
 - (i) the General Committee's annual report on the Association's activities during the preceding financial year; and
 - (ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;

- (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (e) receive any motions for amendment to this Constitution;
 - (f) receive any notices of motion;
 - (g) election of life members;
 - (h) election of the office holders of the Association and other committee members;
 - (i) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - (j) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (4) Any other business of which notice has been given in accordance with this document may be conducted at the annual general meeting.

58. Special general meetings

- (1) The General Committee may convene a special general meeting.
- (2) The General Committee must convene a special general meeting if at least 20% of ordinary members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
 - (a) make the requirement by written notice given to the Secretary, or another person authorised by the General Committee; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under sub-clause (3)(a).
- (5) If the 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.
- (6) A special general meeting convened by members under sub-clause (5) —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub-clause (5).
- (8) The special general meeting shall deal with the matters referred to in the written notice referred to in sub-clause (3) above. Following consideration of those matters, the Executive Committee may raise matters for consideration that would be dealt with by the Executive Committee and ratified at the next meeting of the General Committee.

59. Notices of motion

- (1) All notices of motion shall be given in writing to the Secretary, or another person authorised by the General Committee, together with the names of the proposer and seconder. Both the proposer and seconder must be members at the time of giving the notice.
- (2) Notices of motion must be served on the Secretary, or another person authorised by the General Committee, not less than 28 days before a general meeting.

60. Notice of general meetings

- (1) The Secretary (or another person authorised by the General Committee) or, in the case of a special general meeting convened under clause 58(5), the members convening the meeting, must give to each member —
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must —
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the General Committee; and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with clause 61(7).

61. Proxies

- (1) Subject to sub-clause (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An ordinary member may be appointed the proxy for not more than 5 other members.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (6) Notice of a general meeting given to an ordinary member under clause 60 must —
 - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (b) include a copy of any form that the committee has approved for the appointment of a proxy.
- (7) A form appointing a proxy must be given to the Secretary, or another person authorised by the General Committee, before the commencement of the general meeting for which the proxy is appointed.
- (8) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

62. Use of technology to be present at general meetings

- (1) The presence of a member at a general 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.

- (2) A member who participates in a general meeting as allowed under sub-clause (1) 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.

63. Presiding member and quorum for general meetings

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
- (4) Quorum for general meetings shall be:
 - (a) For annual general meetings, at least 50% of office holders and 2 ordinary members who are entitled to vote.
 - (b) For special general meetings, at least 75% of office holders and 2 ordinary members who are entitled to vote.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to —
 - (i) the same time and day in the following week; and
 - (ii) 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.
- (6) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under sub-clause (5)(b); and
 - (b) at least 2 ordinary members are present at the meeting,those members present are taken to constitute a quorum.

64. Adjournment of general meeting

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-clause (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this clause is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with clause 60.

65. Voting at general meeting

- (1) On any question arising at a general meeting —
 - (a) subject to sub-clause (6), each ordinary member has one vote unless the member may also vote on behalf of a body corporate under sub-clause (2); and

- (b) ordinary members may vote personally or by proxy.
- (2) An ordinary member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- (3) A copy of the document by which the appointment is made must be given to the Secretary, or another person authorised by the General Committee, before any general meeting to which the appointment applies.
- (4) The appointment has effect until —
 - (a) the end of any general meeting to which the appointment applies; or
 - (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the Secretary (or another person authorised by the General Committee).
- (5) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- (6) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (7) 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.
- (8) For a person to be eligible to vote at a general meeting as an ordinary member, or on behalf of an ordinary member that is a body corporate under sub-clause (2), the ordinary member —
 - (a) must have been an ordinary member at the time notice of the meeting was given under clause 60; and
 - (b) must have paid any fee or other money payable to the Association by the member.

66. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting —
 - (a) to affiliate the Association with another body;
 - (b) to alter the Association's constitution, including changing the name of the Association;
 - (c) to revoke a life membership other than in accordance with clause 11;
 - (d) to be wound up, voluntarily or involuntarily;
 - (e) to cancel incorporation; or
 - (f) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Sub-clause (1) does not limit the matters in relation to which a special resolution may be proposed.

67. Determining whether resolution carried

- (1) In this clause —

poll means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to sub-clause (4), 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 —
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.

- (3) If the resolution is a special resolution, the declaration under sub-clause (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person or by proxy —
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (6) 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.
- (7) A declaration under sub-clause (2) or (4) 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.

68. Minutes of general meeting

- (1) The Secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
 - (a) the names of the ordinary members attending the meeting; and
 - (b) any proxy forms given to the chairperson of the meeting under clause 61(8); and
 - (c) the financial statements or financial report presented at the meeting; and
 - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting.
- (4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next general meeting.
- (6) 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 —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

69. Source of funds

The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the committee.

70. Control of funds

- (1) The Association must operate an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Executive Committee may approve expenditure on behalf of the Association.
- (3) The Executive Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Executive Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
 - (a) 2 Executive Committee members; or
 - (b) 1 Executive Committee member and a person authorised by the Executive Committee (including but not limited to the Administrator).
- (5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

71. Financial statements and financial reports

- (1) For each financial year, the committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Without limiting sub-clause (1), those requirements include —
 - (a) if the Association is a tier 1 association, the preparation of the financial statements; and
 - (b) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

PART 8 — GENERAL MATTERS

72. By-laws

- (1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may —
 - (a) provide for the rights and obligations that apply to any classes of associate membership approved under clause 10(2); and
 - (b) impose restrictions on the General Committee's powers, including the power to dispose of the Association's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association's accounts; and
 - (d) provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.

- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or this document.
- (4) Without limiting sub-clause (3), a by-law made for the purposes of sub-clause (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

73. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by —
 - (a) 2 General Committee members; or
 - (b) 1 General Committee member and a person authorised by the General Committee (including but not limited to the Administrator).
- (2) If the Association has a common seal —
 - (a) the name of the Association must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the General Committee and in the presence of —
 - (i) 2 General Committee members; or
 - (ii) 1 General Committee member and a person authorised by the General Committee (including but not limited to the Administrator),and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The Secretary, or another person authorised by the General Committee, must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the Secretary, or another person authorised by the General Committee.

74. Giving notices to members

- (1) In this clause —

recorded means recorded in the register of members.
- (2) A notice or other document that is to be given to a member in accordance with this constitution is taken not to have been given to the member unless it is in writing and —
 - (a) delivered by hand to the recorded address of the member; or
 - (b) sent by prepaid post to the recorded postal address of the member; or
 - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

75. Custody of books and securities

- (1) Subject to sub-clause (2), the books and any securities of the Association must be kept in the custody or control of the Secretary or another person authorised by the General Committee (including but not limited to the Administrator).
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the custody or control of the Treasurer or another person authorised by the General Committee (including but not limited to the Administrator).
- (3) Sub-clauses (1) and (2) have effect except as otherwise decided by the General Committee.

- (4) The books of the Association must be retained for at least 7 years.

76. Record of office holders

The record of committee members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the custody or control of the Secretary or another person authorised by the General Committee (including but not limited to the Administrator).

77. Inspection of records and documents

- (1) Sub-clause (2) applies to a member who wants to inspect —
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) any other record or document of the association.
- (2) The member must contact the Secretary, or another person authorised by the General Committee, to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a General Committee meeting, the right to inspect that document is subject to any decision the General Committee has made about minutes of General Committee meetings generally, or the minutes of a specific General Committee meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in sub-clause (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in sub-clause (1)(c) except for a purpose —
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

78. Publication by committee members of statements about Association business

A committee member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or committee meeting unless —

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

79. Distribution of surplus property on cancellation of incorporation or winding up

- (1) In this clause —

surplus property, in relation to the Association, means property remaining after satisfaction of —
 - (a) the debts and liabilities of the Association; and
 - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,but does not include books relating to the management of the Association.
- (2) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

80. Alteration of constitution

If the Association wants to alter or rescind any part of this document, or to add to this document, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

81. Indemnity

Every member shall indemnify and hold harmless the Association from the claims, suits, actions, demands and damages whatsoever which any person may have or suffer arising out of any activity of the Association whether by way of accident, negligence or other cause and all such persons shall be deemed to have waived all such claims, suits, actions, demands and damages which they may thereafter have had against the Association in respect thereof. By virtue of this indemnity, the Association shall on no account be responsible to any member for the matters above stated. In the case of members at the time of this constitution they shall each be deemed to have given this indemnity and this clause shall be binding upon each of them after the expiration of twenty-eight (28) days from the receipt by such members of a copy of this constitution. Each member shall be deemed to have received such a copy after the expiration of seventy-two (72) hours from time of posting by the Secretary.