



Constitution

Introduction:

These rules are 'know' as the 'constitution'.

The constitution supports the objects and purpose of the club. They promote, conduct, encourage, advance and administer, to provide members with the opportunity to be involved in Dinghy Racing

Associations should be administered in a democratic manner, and the rights of members should be preserved at all times, in accordance with the constitution/rules of the association and in the spirit of natural justice.

Accepted by Consumer and Business Services as conforming and registered - Effective 18/09/17

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NAME

- (a) The name of the Incorporated Association is Riverland Dinghy Club Incorporated, referred to herein as “the Association” and or “the club”.

1. DEFINITION

- (a) ‘Committee’ means the Committee of Management of the Association;
- (b) ‘general meeting’ means a general meeting of members of the Association convened in accordance with these rules;
- (c) ‘member’ means a member of the Association under clause;
- (d) the ‘Act’ means the *Associations Incorporated Act, 1985*. ‘special resolution’ means a special resolution defined in the Act.
- (e) ‘Month’ shall mean a calendar month
- (f) ‘Constitution’ means this Constitution of the Association
- (g) ‘Individual Member’ means a registered financial Member of the Club who is at least 18 years of age.
- (h) ‘Intellectual Property’ means all rights subsisting in copyright, business name, names, trademarks (or signs), logos, designs, equipment including computer software, images, (including photographs, videos or films.) or any activity of or conducted, promoted or administered by the Association.
- (i) ‘Junior Member’ means a registered Member of the Club who is younger than 18 years of age.
- (j) ‘Life Member’ means an individual appointed as a Life Member of the Club under clause
- (k) ‘Public Officer’ means the person appointed as the public officer of the Association in accordance with the Act.
- (l) ‘Director’ means a person appointed by the Committee who possesses individual areas of expertise and knowledge.
- (m) The club year is to be from the first (1st) day of December to the thirty (30th) Day of November each year.
- (n) Competition Rules means the rules of racing. These rules address conduct and regulate competition on an even playing field, maintain and enhance the club’s reputation.

2. OBJECT AND PURPOSES

- (a) To provide an organisation of social and educational activities relating to boating.
- (b) To promote, conduct, encourage, advance and administer Dinghy Racing throughout the general community
- (c) Act, at all times, on behalf of and in the interest of the Members
- (d) Have regard to the public interest in its operations
- (e) Abide by, promulgate, enforce and secure uniformity in the application of the rules as may be determined from time to time and may be necessary for the management and control of dinghy racing and related activities.
- (f) Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.
- (g) To ensure a class of racing suitable for novices is fostered and maintained (and supersedes all previous issues)
- (h) To ensure that the necessary high standard of safety in racing is maintained.

- (i) This constitution shall come into force upon acceptance at the Special General Meeting 18th September 2017 and move forward to official lodgement within thirty (30) days with Consumer and Business Services.

3. POWERS OF THE ASSOCIATION

The Association shall have all the powers conferred by section 25 of the Act.

4. MEMBERSHIP

4.1 The Members of the Club shall consist of:

- (a) Life Members who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings (if currently holding a committee position) All other Life Members are bestowed 'non voting rights'
- (b) Individual Members, who subject to this constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings: and
- (c) Junior Members, who subject to this Constitution, shall have the same rights of Individual Members. Junior Members application forms must be signed by a parent/guardian authorising the Junior Member a Member in his or her own right with the rights to attend, participate and vote at the annual general meeting.

4.2 Life Members

- (a) The Committee may recommend to the general meeting that any natural person who has rendered distinguished service to the Club be appointed as a Life Member.
- (b) The Committee may award a member Life Membership by resolution of two thirds of the Committee present at a committee meeting or by polling the committee members in writing.
- (c) A nomination for award of Life Membership must be addressed to the Committee. A nomination must be proposed by and seconded by a Full Financial Member.
- (d) The Committee may allocate no more than one Life Membership per club year. Life Membership should represent reward for outstanding individual contribution to the club.
- (e) A person must accept or reject the Club's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.

5 MEMBERSHIP APPLICATION

5.1 An application for membership must be:

- (a) in writing on the form prescribed from time to time by the Committee, from the applicant or its nominated representative and lodged with the Club; and via the Club's Race Results entry system.
- (b) before the committee considers an application for membership of the club the applicant shall forward a declaration, stating that they have read and shall agree to abide by this constitution. This declaration is included on the club's membership form.
- (c) accompanied by the appropriate fee.
- (d) upon acceptance of the application by the Committee and upon payment of the first annual subscription the applicant shall be an ordinary member of the Association.

5.2 Discretion to Accept or Reject Application

- (a) The Club may accept or reject an application whether the applicant has complied with the requirements in clause 5.1 or not. The Club shall not be required or compelled to provide for such acceptance or rejection.
- (b) Where the Club accepts an application, the applicant shall become a Member, membership shall be deemed to commence upon acceptance of the application by the Club. The register shall be amended accordingly as soon as practicable.
- (c) Where the club rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the club.

5.3 Renewal

Members (other than Life Members) must renew their membership annually in accordance with the procedures set down by the Club in Regulations from time to time.

5.4 Deemed Membership

All persons who are, prior to the approval of this Constitution under the Act, Members of the Club shall be deemed Members from the time of approval of this Constitution under the Act.

5.5 Register of Members

The Club shall keep and maintain a Register of all financial membership as received.

5.6 Use of Register

Confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the committee considers appropriate.

5.7 Subscriptions

- (a) The subscription fees for membership as the committee shall determine from time to time in general meeting.
- (b) The subscription fees of each class of membership shall be payable annually on 1st December each year, or at such time as the Committee shall determine from time to time.
- (c) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

6 EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) This Constitution forms a contract between each of them and the Club and that they are bound by this Constitution and the Regulations.
- (b) They comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the committee or other entity with delegated authority;
- (c) By submitting to this Constitution and Regulations they are subject to the jurisdiction of the Club;
- (d) The Constitution and Regulations are necessary and reasonable for promoting the Objects and particular the advancement and protection of the Riverland Dinghy Club and Dinghy Racing.
- (e) They are entitled to all benefits, advantages, privileges and services of Club membership.

7 DISCONTINUANCE OF MEMBERSHIP

7.1 Notice of Resignation

- (a) A Member who has paid all fees payable to the Club may resign or withdraw from membership of the Club by giving one month's notice in writing to the Club.
- (b) Once the Club receives a notice of resignation of membership given under Clause 7.1 (a), it must make an entry in the Register that records the date on which the Member ceased to be a Member.

7.2 Expulsion of a member

- (a) Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- (b) Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Committee at which the matter will be determined.
- (c) The determination of the Committee shall be communicated to the member and in the event of an adverse determination the member shall cease to be a member fourteen (14) days after the Committee has communicated its determination to him.

- (d) It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communication in writing to the secretary or public officer of the Committee within fourteen (14) days after the determination of the Committee has been communicated to a member.
- (e) In the event of an appeal the applicant's membership of the Association shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

8 EXISTING COMMITTEE MEMBERS

The Members of the Riverland Dinghy Club Committee in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next annual general meeting following such adoption of this Constitution. At the Annual General Meeting the positions of Committee Members shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

9 POWERS OF THE COMMITTEE

Subject to the Act and this Constitution, the business of the Club shall be managed and the powers of the Club shall be exercised by the committee. In particular, the committee shall act in accordance with Objects and shall operate for the benefit of the Member and the community.

10 COMPOSITION OF THE COMMITTEE

The Committee shall comprise:

- (a) Eight (8) elected members who must all be financial Members and who shall be elected under clause 11.2. And additional committee members who must be financial Members. Up to two (2) appointed directors if desired who need not be Members and who may be appointed by the Committee in accordance with clause 15.2

11 ELECTED COMMITTEE

11.1 Nomination to Committee

- (a) Committee members elected under clause 11.2 shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to early retirement or removal of Committee, elected Committee shall remain in office from the conclusion of the annual general meeting at which the election occurred until the conclusion of the second annual general meeting following.
- (b) Four(4) elected Committee shall retire in each odd year and four (4) elected Committee shall retire in each even year until, after two (2) years the eight (8) original elected Committee have retired after which those elected Committee (or their replacements) who first retired, shall retire and so on.
- (c) The sequence of retirements under clause 11.1 (b) to ensure rotational terms shall be determined by the Committee. If the Committee cannot agree it will be determined by the lot.

11.2 Appointment

The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a public officer required by the act, and may discuss or delegate any of its powers to such officers and employees.

- (a) The Committee shall be comprised of a President, Vice President Secretary/Treasurer and additional committee members all of whom shall be members of the Association.
- (b) A Committee member shall be a natural person
- (c) Members elected to the committee shall service a two (2) year period and shall be eligible for re-election.
- (d) A retiring committee member shall be eligible to stand for re-election without nomination, but no person not being a retiring committee member shall be eligible to stand for election unless a member of the Association has nominated him on the day of the meeting by delivering the nomination of that person to the secretary of the Association. The nomination shall be signed but the proposer and by the nominee to signify a willingness to stand for election.
- (e) Notice of all persons seeking election to the Committee shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.
- (f) If only the required number of persons are nominated to fill existing vacancies, the secretary shall report accordingly to the annual general meeting, and the Chairperson shall declare such persons duly elected as committee members.

12 COMMITTEE MAY ACT

- (a) The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.
- (b) The affairs of the Association shall be managed and controlled exclusively by a Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- (c) The committee has the management and control of the funds and other property of the association.
- (d) The committee shall have authority to interpret the meaning of the rules including the competitor rules and any other matter relating to the affairs of the association.
- (e) The committee shall be responsible for the interpretation of the Competition rules and Supplementary Regulations, and arranging the hearing of protest and appeals.
- (f) The committee shall appoint a public officer as required by the Act. Notice of appointment and any change in the identity or address of the public officer are to be lodged within one month after the change (Form 10) with: Consumer and Business Services GPO Box 1719, Adelaide SA 5001

13 COMMITTEE TO MEET

- (a) The Committee shall meet together for the dispatch of business once a month.
- (b) Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- (c) A quorum for a meeting of the Committee shall be more than half but less than the full number of the committee.
- (d) A member of the Committee having a pecuniary interest in a contract with the Association must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.

14 DISQUALIFICATION OF COMMITTEE MEMBERS

The office of committee member shall become vacant if a committee member is:

- (a) disqualified by the Act;
- (b) expelled under these rules;
- (c) permanently incapacitated by ill health;
- (d) absent without apology from more than three consecutive committee meetings;
- (e) no longer the duly appointed representative of a corporate member.

15 APPOINTMENT OF DIRECTORS

The elected Committee may appoint up to two (2) appointed Directors

15.1. Qualifications for appointed Directors

The appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Committee composition. They do not need to be Members.

15.2 Terms of Appointment

- (a) Appointed Directors may be appointed by the elected directors under this Constitution for a term of two (2) years, which shall commence from the first committee meeting after the annual general meeting until after the conclusion of the second annual general meeting that follows.

- (b) Appointed Directors may be appointed to ensure rotational terms that coincide with the elected Committee rotational terms.
- (c) Any adjustment to the term of the appointed Directors appointed under this Constitution necessary to ensure rotational terms under this Constitution shall be determined by the Committee.
- (d) Following the adoption of this Constitution, no person who has served as an appointed Director for a period of four (4) consecutive full terms shall be eligible for appointment as an appointed Director until the next annual general meeting following the date of conclusion of his last term as an appointed Director.

15.3 Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes if the Director:

- (a) Dies
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally
- (c) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health
- (d) Resigns his office in writing to the Club
- (e) Is absent without consent of the Committee from meetings of the Committee held during a period of six (6) months
- (f) Is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of that interest
- (g) In the opinion of the Committee (but subject always to this Constitution, has acted in a manner unbecoming or prejudicial to the Objects and interests of the Club, or has brought the Club into disrepute.
- (h) Is removed by Special Resolution; or
- (i) Would otherwise be prohibited from becoming a Director of a corporation under the Corporations Act.

16 THE SEAL

- (a) The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- (b) The seal shall be kept in the custody of Secretary or such other person as the Committee may from time to time decide.
- (c) The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by any two (2) of President, Vice President, Secretary/Treasurer

17 MEETINGS

17.1 Annual General Meeting

- (a) The Club's annual general meeting shall be held in accordance with the Act and this Constitution. It should be held on the last Tuesday proceeding the 30th November each year, at a venue determined by the Committee.
- (b) All General Meetings other than the annual general meeting shall be special General Meetings and shall be held in accordance with this Constitution.
- (c) Twenty (20) Financial Members of the Association at the time of the Annual General Meeting, present personally, shall constitute a quorum.

17.2 The order of the business at the meeting shall be:

- (a) The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
- (b) The consideration of the accounts and reports of the committee and the draft financial report to be presented to the auditors after 30th November.
- (c) The election of committee members
- (d) The appointment of auditors for the next financial year
- (e) Any other business requiring consideration by the association in general meeting.

17.3 Minutes

- (a) Proper minutes of all proceedings of meeting of the Association and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.
- (c) 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.
- (d) 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.

18 SPECIAL GENERAL MEETINGS

18.1 The committee may call a special general meeting of the association at any time.

- (a) Notice of meeting at which a special and or ordinary resolution is to be proposed shall be given at least twenty one (21) days prior to the date of the meeting including, where and when the meeting will be held, and particulars of the nature and order of the business of the meeting, advertised by social media and or other suitable methods.
- (b) Upon a requisition in writing of not less than twenty (20) financial members of the association, the Committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- (c) Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- (d) If a special general meeting is not convened within one month as required by the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists' are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

19 GENERAL MEETING

No business shall be transacted at any meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for meetings of the club shall be one more than half of the current committee number.

- (a) Meeting dates are the first (1st) Monday of the month. If the Monday date is a public holiday the meeting will be moved to the next day the first (1st) Tuesday of the month.
- (b) At least fourteen (14) days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held. The particulars of the nature and order of the business at the meeting shall be made available via the presentation of a written agenda at the meeting (the consideration of the accounts and reports of the Committee and the auditors, the appointment of auditors and committee members (if required), and any other business requiring consideration of the Association in general meeting).
- (c) A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members and or via social media platforms.
- (d) Where notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail
- (e) Where notice is sent by email, service of the notice shall be deemed to be effected if it is properly addressed to the email address supplied to the committee at the time of election.

19.1 Proceedings at meetings

- (a) If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon requisition of member shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- (b) The Chairperson (President) of the Committee or if there shall be no Chairperson, (President) then the Vice President or in their absence, or in their declining to take, or retiring from the chair, one of the Committee members chosen by meeting shall preside as Chairperson at every general meeting of the Association.

- (c) If there is no such Chairperson present within five (5) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson.
- (d) The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (e) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.

19.2 Voting at General Meeting

- (a) At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the Chairperson (President) of the meeting that a resolution has been carried or lost, shall unless a poll is demanded be conclusive evidence of the fact, without proof of the number or proportions of the votes recorded in favour of, or against, the resolution.
- (b) Where voting at General Meetings is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote the motion will be lost.

19.3 Poll at General Meeting

- (a) If a poll is demanded by the Chairperson (President) of the meeting or by three or more members present personally or by proxy, it shall be taken in such manner as the Chairperson directs. The result of such a poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting is required.
- (b) A poll demanded on the election of a Chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

20 SPECIAL AND ORDINARY RESOLUTIONS

A special resolution as defined in the Act.

An ordinary resolution is a resolution passed by a simple majority at a general meeting.

21 PROXIES

- (a) A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be his proxy, and to attend and vote at any meeting of the Association
- (b) No member shall hold more than two (2) proxy votes on behalf of the other members at all meetings of the club.
- (c) A proxy shall contain the following information, as a minimum
 - a. Name of member allocating proxy
 - b. Name of person whom proxy is being allocated to
 - c. Date of meeting
 - d. Type of meeting
 - e. Signature of member
 - f. A direction on how to vote if the proxy is made in favour of the chair

22 DISPUTE RESOLUTION

- (a) The dispute resolution procedure set out in this rule applies to disputes under these Rules between, a member and another member, a member and the association.
- (b) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) 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.
- (d) In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.
- (e) The rules of Natural Justice to be applied,

23 DISCIPLINE

23.1 Charges may be brought against a member for the following reasons

- (a) Violation of the Competition Rules
- (b) Violation of the requirements of the Constitution

- (c) Violation of the Code of Conduct
- (d) Violation of the Club's Social Media Policy
- (e) Unsportsmanlike conduct
- (f) Undue, unwarranted or malicious criticism of the club or of its elected Office Bearers
- (g) Offensive behaviour or conduct
- (h) Committing an act not in the best interests of the club or the sport of Dinghy Racing
- (i) Violation of any Local, State or Federal law concerning the operations of an aquatic vessel or the environment
- (j) Violation of any Local, State or Federal law concerning alcohol or drugs.
- (k) Minor charges may be address in writing to the member stating the committees decision
- (l) Any charges brought shall be in writing stating the full facts and all matters relative thereto and be addressed to the Club President for hearing by the Committee
- (m) The Committee shall accord the member concerned a hearing on the charges. The member charged may call witnesses (who may only be persons present at the time of the alleged incident) but shall present their case in person.
- (n) The Chairperson of the hearing shall have absolute discretion and authority as to who may be present at the hearing but shall not exclude any person called as a witness by the member charged.
- (o) After the hearing the charges of the committee shall have the power at their absolute discretion to censure, suspend or disaffiliate the member for a period of time they deem proper.
- (p) The decision of the committee is subject to appeal to the club as a whole.

24 FINANCIAL RECORDS AND AUDIT REPORTING

24.1 Financial year

The financial year of the association shall be the period ending on the 30th November and thereafter a period of 12 months commencing on 1st December and ending on 30th November annually.

24.2 Accounts

The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

24.3 Accounts and reporting to be laid before members.

The accounts, together with the auditor's report on the accounts, and the committee's report, shall be laid before the members at the first meeting after the end of financial year upon completion of the financial audit. These shall be made available to any financial member upon written request.

24.4 Appointment of auditor

At each annual general meeting, the members shall appoint a person to be auditor of the association and 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 committee shall appoint an auditor for the current financial year.

24.5 BORROWING POWERS

- (a) The Association may borrow money from banks or other financial institutions upon such terms and conditions as the Committee sees fit, and may secure the repayment thereof by charging the property of the Association.
- (b) Subject to section 53 of the Act the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time

25 PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

- (a) The income and capital of the association shall be applied exclusively to the promotion of its objects and 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 association.

26 INCOME

26.1 Income and property of the Association shall be derived from such sources as the Committee determines from time to time.

26.2 The income and property of the club shall be applied solely towards the promotion of the Objects.

26.3 Except as prescribed in this Constitution or the Act.

- (a) no portion of the income or property of Club shall be paid or transferred, directly or indirectly, by the way of dividend, bonus or otherwise to any Member
- (b) No remuneration or other benefit in money or money's worth shall be paid or given by the club to any Member who holds any office of the club.

26.4 Payment in good faith to any Member can be made for:

- (a) Any services actually rendered by the Club whether an employee, director or otherwise
- (b) Goods supplied to the Club in the ordinary and usual course of operation
- (c) Interest on money borrowed from any Member
- (d) Rent for premises or let by any Member of the Club; or
- (e) Any out-of-pocket expenses incurred by a Member on behalf of the Club

Nothing in clauses 26.2 or 26.3 precludes such payment provided they do not exceed the amount ordinary payable between ordinary commercial parties dealing at arm's length in a similar transaction.

27 DISSOLUTION

The Association may be wound up in the manner provided for in the Act.

28 APPLICATION OF SURPLUS ASSETS

If after the winding up of the Association there remains 'surplus assets' as defined in the Act, such surplus assets shall be given to a local charity or organisation.

29 RULES

- (a) Subject to approval by a resolution of the members of the Association, these rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules. Such an alteration shall be registered with Consumer and Business Services as requested by the Act.
- (b) The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all provisions thereof.

30 AMENDMENTS OF THE CONSTITUTION-

- (a) Any amendment, deletion, addition or change of meaning to any part of this constitution shall be ratified by resolution of two thirds of the Full Financial Members who are present at a Special General Meeting summoned for that purpose or at the Annual General Meeting.
- (b) Members shall be notified in writing of the details of any proposed amendments, deletion, addition or change of meaning to any part of this Constitution twenty one (21) days before any Meeting called for that purpose.
- (c) For the purpose section 30 (b) notification on the club's web site, email or newsletter of any proposed amendments, deletions, additions or change of meaning to any part of this Constitution shall be sufficient but not necessarily obligatory providing such notification occurs twenty one (21) days before the Meeting.