

CONSTITUTION OF

Achievers Club WA Inc.

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

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PART 1 - PRELIMINARY

(1) Name

The name of the Association is Achievers Club WA Inc.

(2) Type of entity

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

(3) Terms used

In this Constitution, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

Board means the group of people, called Board members, who are responsible for the management of the affairs of the Club;

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

Circular resolution means a board circular resolution that is passed without a board meeting being held. Separate copies of the circular resolution may be used for signing by all board members provided the wording of the circular resolution and statement is identical in each copy. The circular resolution is passed when the last board member signs the circular resolution.

Clause means a clause of this Constitution;

Club means the Achievers Club WA Incorporated;

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

Constitution means this document as amended from time to time;

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, such as sales day books, purchase day books, sales returns day books, purchases returns day books, bank books, cash receipts books, cash payments books, petty cash receipts books, petty cash payments books and journals; and
- (c) working papers and other documents needed to explain —
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

Financial statements means:

- (a) if the Club uses the cash basis of accounting:
 - (i) a statement of receipts and payments for the financial year,
 - (ii) a reconciled statement of bank account balances as at the end of the financial year, and

- (iii) a statement of assets and liabilities as at the end of the financial year.
- (b) if the Club uses the accrual basis of accounting:
 - (i) a statement of income and expenditure for the financial year, and
 - (ii) a balance sheet;

Financial year of the Club means the 12 months commencing on 1 October and ending on 30 September each year;

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

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

Member means a person who is an Ordinary or Life member of the Club;

Office holder means a Board member defined in clause (27)(a);

Ordinary Board member means a Board member who is not an office holder of the Club;

Ordinary resolution means a resolution at a meeting that:

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

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

Secretary means the Board member holding office as the Secretary of the Club;

Special general meeting means a general meeting of the Club other than the annual general meeting;

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

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

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

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

Treasurer means the Board member holding office as the Treasurer of the Club.

(4) Relationship between Constitution and Associations Act

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

(5) Interpretation

In this Constitution:

- (a) The words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and

- (b) Reference to an 'Act' includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as the Associations Regulations).

(6) Financial year

The Club's financial year is the period of 12 months commencing on 1st October and ending on 30th September of each year.

PART 2 – OBJECT, PURPOSES AND POWERS

(7) Object and purposes

The object of the Club is to help give students from low socio-economic backgrounds, including those from Aboriginal and Torres Strait Island communities and students from culturally and linguistically diverse backgrounds, the opportunity to be the best that they can be.

The Club will achieve its object by:

- providing educational support to selected students from low socio-economic backgrounds, by providing a free weekly mentoring service to assist them to be the best they can be;
- working with teachers and parents to maximise the support to the students;
- offering other activities, from time to time, to enhance the students' educational and personal growth;
- building self-confidence, trust and a sense of achievement in the students' personal and educational lives; and
- where appropriate, supporting students who wish to pursue scholarships for future studies.

The Club intends its objects to meet the requirements of a Public Benevolent Institution by providing assistance to members of the community suffering from poverty or distress.

(8) Powers

Subject to the Act, the Club may do all things necessary to lawfully pursue its objects and charitable purposes.

(9) Not-for-profit body

- (a) The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (b) A payment may be made to a member out of the funds of the Club only if it is authorised under clause (9)(c).
- (c) A payment to a member out of the funds of the Club is authorised if it is —
 - (i) the payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
 - (ii) the payment of interest, on money borrowed by the Club from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (iii) the payment of reasonable rent to the member for premises leased by the member to the Club; or
 - (iv) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

PART 3 - MEMBERS

Division 1 — Membership

(10) Number of members

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

(11) Classes of membership and eligibility

- (a) The Club consists of Ordinary and Life members and such other category or categories of members as determined by the Board from time to time.
- (b) A person can only belong to one class of membership.
- (c) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.
- (d) **Ordinary membership** of the Club, upon application and agreement to be bound by this Constitution, is open to adults aged 18 or over who have paid the annual membership fees prescribed in clause (19)(a),
- (e) **Life membership** may be granted to members considered to have given long and /or outstanding service to the Club. Nominations for Life membership must be made in writing to the Secretary. Such nominations will be put to the members and voted upon at the next Annual General Meeting. No annual subscription shall be required from a Life member. All privileges and responsibilities of membership as defined in this constitution also apply to Life membership.

(12) Rights of members

All members have rights of a member, including:

- (a) the right to vote,
- (b) other rights and benefits determined by the Board, or
- (c) other rights and benefits determined by resolution of the members at a general meeting.

(13) Applying for membership

A person who wishes to become a member under clause (11) must apply in writing to the Club.

(14) Dealing with membership applications

- (a) The Board must consider each application for membership of the Club and decide whether to accept or reject the application.
- (b) Subject to clause (14)(c), the Board must consider applications in the order in which they are received by the Club.

- (c) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (d) The Board must not accept an application unless the applicant —
 - (i) is eligible under clause (11) and
 - (ii) has applied under clause (13).
- (e) The Board may reject an application even if the applicant —
 - (i) is eligible under clause (11); and
 - (ii) has applied under clause (13).
- (f) The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.
- (g) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

(15) Becoming a member

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

- (a) the Board accepts the application; and
- (b) the applicant pays any membership fees payable to the Club under clause (19)(a).

(16) When membership ceases

- (a) A person ceases to be a member when any of the following takes place —
 - (i) for a member who is an individual, the individual dies;
 - (ii) the person resigns from the Club under clause (17);
 - (iii) the person is expelled from the Club under clause (22);
 - (iv) the person ceases to be a member under clause (19)(c).
- (b) The Secretary must keep a record, for at least one year after a person ceases to be a member, of-
 - (i) the date on which the person ceased to be a member; and
 - (ii) the reason why the person ceased to be a member.

(17) Resignation

- (a) A member may resign from membership of the Club by giving written notice of the resignation to the Secretary.
- (b) The resignation takes effect —
 - (i) when the Secretary receives the notice; or
 - (ii) if a later time is stated in the notice, at that later time.

- (c) A person who has resigned from membership of the Club remains liable for any fees that are owed to the Club (the **owed amount**) at the time of resignation.
- (d) The owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

(18) Rights not transferable

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

Division 2 — Membership fees & register of members

(19) Membership fees

- (a) Ordinary members shall pay a membership fee as set by the Board from time to time.
- (b) Life members of the Club are not required to pay a membership fee.
- (c) Subject to clause (19)(d), if a person fails to pay the annual membership fee to the Club within 6 months after the due date, or 48 hours prior to the annual general meeting, whichever comes first, the person ceases to be a member.
- (d) If a person ceases to be a member under clause (19)(c) and subsequently pays all the member's outstanding fees to the Club, the Board may, if it considers fit and at its sole discretion, reinstate the member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.
- (e) Members are not liable to pay, by reason of the person's membership, any other debts incurred by or on behalf of the Club, including the costs of winding up of the Club.

(20) Register of members

- (a) The Club shall maintain and keep updated a members' register which shall contain:
 - (i) the full names of each member,
 - (ii) the contact postal, residential or email addresses of each member,
 - (iii) the class of membership held by each member, and
 - (iv) the date upon which a person became a member.
- (b) Within 28 days after a change in membership the Secretary shall ensure that a membership change is recorded in the members register.
- (c) The Secretary shall ensure that the members register is kept and maintained at such place as the Board decides.
- (d) A member may request to inspect the register of members, subject to the provisions of clause (71).

PART 4 — DISCIPLINARY ACTION AND DISPUTES

Division 1 — Disciplinary action

(21) Term used: member

In this Part —

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

(22) Suspension or expulsion

- (a) The Board may decide to suspend a member's membership or to expel a member from the Club if —
 - (i) the member refuses or neglects to comply with this Constitution; or
 - (ii) the member acts detrimentally to the interests of the Club.
- (b) The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- (c) The notice given to the member must state —
 - (i) when and where the Board meeting is to be held; and
 - (ii) the grounds on which the proposed suspension or expulsion is based; and
 - (iii) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion;
- (d) At the Board meeting, the Board must —
 - (i) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
 - (ii) give due consideration to any submissions so made; and
 - (iii) decide whether or not the member should be —
 - A: expelled as member; or.
 - B: suspended as a member and if so the period of the member's suspension or the member's membership.
- (e) A decision of the Board to suspend the member's membership or to expel the member from the Club takes immediate effect.
- (f) The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- (g) A member whose membership is suspended or who is expelled from the Club may, within 14 days after receiving notice of the Board's decision under clause (22)(f),

give written notice to the Secretary seeking to appeal the Board's decision to suspend or expel the member and requesting the appointment of a mediator.

- (h) If notice is given under clause (22)(g), the member who gives the notice and the Board are the parties to the mediation.
- (i) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

(23) Consequences of suspension

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

Division 2 — Resolving disputes

(24) 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.

(25) Grievance process

- (a) The grievance procedure set out in this clause applies to disputes under this Constitution between—
 - (i) a member and another member; or
 - (ii) a member and the Club; or
 - (iii) if the Club provides services to non-members, those non-members who receive services from the Club, and the Club.

- (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, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be-
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement-
 - A: in the case of a dispute between a member and another member, a person appointed by the Board of the Club;
 - B: in the case of a dispute between a member or relevant non-member (as defined by clause (25)(a)(iii)) and the Club, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (e) A member of the Club can be a mediator.
- (f) The mediator cannot be a member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must-
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) The mediation must be confidential and without prejudice.
- (k) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 5 — BOARD

Division 1 — Powers of Board

(26) Board

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

Division 2 — Composition of Board and duties of members

(27) Membership of Board

- (a) The Board shall consist of —
 - (i) the President
 - (ii) the Vice-President
 - (iii) the Treasurer
 - (iv) the Secretary
 - (v) any other ordinary Board member(s) as deemed appropriate by the Board.
- (b) The Board shall determine the maximum number of members who may be ordinary Board members.
- (c) A person must not hold 2 or more of the offices mentioned in clauses (27)(a)(i)-(27)(a)(iv) at the same time.

(28) Qualifications of Board members

- (a) A Board member must be:
 - (i) aged over 18 years of age; and
 - (ii) a member of the Club.
- (b) A person cannot be a Board member if:
 - (i) in the previous 5 years, they have been convicted of, or imprisoned for:
 - A: an indictable offence under the laws of any State or Territory of the Commonwealth of Australia in relation to the promotion, formation or management of a body corporate; or

- B: an offence involving fraud or dishonesty punishable by imprisonment for a period of 3 months or more under the laws of any State or territory of the Commonwealth of Australia;
 - (ii) they are a paid employee of the Club; or
 - (iii) they meet any of the following criteria, unless they have obtained the consent of the Commissioner:
 - A: if they are bankrupt or a person whose affairs are under insolvency laws; or
 - B: if they are found by a Court to have committed a breach of the following Board member's duties:
 - I. duty of care and diligence,
 - II. duty of good faith and proper purpose,
 - III. duty to not improperly use their position,
 - IV. duty to ensure that the Club does not incur a debt while insolvent, or
 - V. duty to not improperly use information gained while a Board member.
- (c) A Board member who has been suspended as a member under clause (22) cannot act in the position of a Board member until their period of suspension as a member has expired.

(29) Board members duties

- (a) General Board members duties:
 - (i) Board members shall comply with their duties as Board members under legislation and common (judge-made) law and shall:
 - A: Exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Board member of the Club,
 - B: Act in good faith in the best interests of the Club,
 - C: Act for a proper purpose,
 - D: Act to further the charitable object and purposes of the Club,
 - E: Act in the best interests of the Club,
 - F: Not misuse information gained in their role as a Board member,
 - G: Disclose any perceived or actual material conflicts of interest,
 - H: Ensure that the financial affairs of the Club are managed responsibly, and
 - I: Not allow the Club to operate while insolvent.
 - J: Not improperly use:
 - I. information obtained because they are or were a Board member, or
 - II. their position of Board member, to:

1. gain an advantage for themselves or another person, or
2. cause detriment to the Club.

(b) Board members conflict of interest:

- (i) A Board member shall disclose to all the Board members present at the Board meeting the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at the Board meeting.
- (ii) Disclose the nature and extent of the interest at the next general meeting of the Club.
- (iii) The disclosure of a conflict of interest by a Board member shall be recorded in the minutes of the Board meeting.
- (iv) Each Board member who has a material personal interest in a matter that is being considered at a Board meeting shall not, except as provided under clause (29)(b)(v):

- A: be present at the Board meeting while the matter is being discussed, or
B: vote on the matter.

(v) A Board member may still be present and vote if:

- A: their interest relates to an insurance contract that insures, or would insure, the Board member against liabilities incurred by the Board member as a Board member,
B: the Board members who do not have a material personal interest in the matter pass a resolution that:
- I. identifies the Board member, the nature and extent of the Board member's interest in the matter and how it relates to the Club's affairs, and
 - II. states that those Board members who do not have a material personal interest in the matter are satisfied that the Board member's material personal interest in the matter should not prevent the Board member from being present at the Board meeting while the matter is being discussed or from voting on the matter.

(30) President

The President has the following duties –

- (a) consulting with the Secretary regarding the business to be conducted at each Board and general meeting;
- (b) convening and presiding at Board meetings and preside at general meetings as outlined in this Constitution;
- (c) holding all property books and records for which no other officer has responsibility; and
- (d) performing any other duty which may be required or is deemed to be necessary, due to urgency, provided always that such action which is taken without prior approval

must be consistent with the aims and objectives of the Club and must be subject to ratification by the Board.

(31) Vice-President

The Vice-President has the following duties –

- (a) support and assist the President in their duties;
- (b) in the absence of incapacity of the President to exercise all their powers, authorities and duties; and
- (c) carrying out any other duty given to the Vice-President under this Constitution or by the Board.

(32) Secretary

The Secretary has the following duties —

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

(33) Treasurer

The Treasurer has the following duties —

- (a) ensuring that any amounts payable to the Club are collected and issuing receipts for those amounts in the Club's name;
- (b) ensuring that any amounts paid to the Club are credited to the appropriate account of the Club, as directed by the Board;

- (c) ensuring that any payments to be made by the Club that have been authorised by the Board or at a general meeting are made on time;
- (d) taking out all necessary insurances;
- (e) ensuring the safe custody of the Club's financial records, financial statements and financial reports, as applicable to the Club;
- (f) coordinating the preparation of the Club's financial statements before their submission to the Club's annual general meeting;
- (g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial report; and
- (h) carrying out any other duty given to the Treasurer under this Constitution or by the Board.

Division 3 — Election of Board members and tenure of office

(34) How members become Board members

A member becomes a Board member if the member —

- (a) is elected to the Board at a general meeting; or
- (b) is appointed to the Board by the Board to fill a casual vacancy under clause ((40).

(35) Nomination of Board members

- (a) At least 28 days before an annual general meeting, the Secretary must send written notice to all the members —
 - (i) calling for nominations for election to the Board; and
 - (ii) stating the date by which nominations must be received by the Secretary to comply with clause ((35)(b).
- (b) A member who wishes to be considered for election to the Board at the annual general meeting must nominate for election by submitting written notice of the nomination to the Secretary by the date stipulated in the Secretary's notice sent pursuant to clause 35(a) or, failing such notice, by no later than the start of the annual general meeting.
- (c) The written notice must include a statement by 2 other members in support of the nomination.
- (d) A member may nominate for one or more specified position of the Club and/or to be an ordinary Board member.
- (e) A member who wishes to be considered for election to the Board need not be present at the Annual General Meeting to be eligible for election.

(36) Term of office

- (a) The term of office of a Board member is for two years and begins when the member-

- (i) is elected at an annual general meeting under clause ((37); or
 - (ii) is appointed to fill a casual vacancy under clause ((40).
- (b) Subject to clauses ((38) and ((39), a Board member holds office until the positions on the Board are declared vacant at the next annual general meeting.
- (c) Elections for President and Treasurer shall take place bi-annually in the same year. Elections for Vice-President and Secretary shall take place bi-annually in the alternate year to those of President and Secretary.
- (d) A Board member may be re-elected.

(37) Election of the Board

Office holders

- (a) At the annual general meeting, a separate election must be held for each position of the Club which is due for election. The order of election to positions is that shown in clause 27(a). Any person elected to a position is automatically excluded from the positions being selected after this position.
- (b) If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
- (c) If more than one member has nominated for a position, the members at the meeting must vote to decide who is to be elected to the position.
- (d) If an election is to be held a member who has nominated for the position may vote for himself or herself or any other nominee by advising the chairperson of their vote.
- (e) All candidates for election to the position being voted for are to then leave the meeting.
- (f) The election shall be by a show of hands and will be conducted by the chairperson of the meeting.
- (g) Each member present at the meeting may vote for one member who has nominated for the position.
- (h) Once the votes have been counted the members nominated for the position will return to the meeting and be advised of the outcome of the vote.
- (i) On the member's election, the new President of the Club may take over as the chairperson of the meeting.

Ordinary Board members

- (j) If the number of members nominating for the position of ordinary Board member is not greater than the number to be elected, the chairperson of the meeting —
 - (i) must declare each of those members to be elected to the position; and
 - (ii) may call for further nominations from the members at the meeting to fill any positions remaining unfilled after the elections under clause ((37)(j)(i).

- (k) If —
 - (i) the number of members nominating for the position of ordinary Board member is greater than the number to be elected;
 - (ii) the members at the meeting must vote to decide the members who are to be elected to the position of ordinary Board member.
- (l) If an election is to be held a member who has nominated for the position may vote for himself or herself or any other nominee by advising the chairperson of their vote.
- (m) All candidates for election to the position being voted for are to then leave the meeting.
- (n) The election shall be by a show of hands and will be conducted by the chairperson of the meeting.
- (o) Each member present at the meeting may vote for one member who has nominated for the position.
- (p) Once the votes have been counted the members nominated for the position(s) will return to the meeting and be advised of the outcome of the vote.

(38) Resignation and removal from office

- (a) A Board member may resign from the Board by written notice given to the Secretary or, if the resigning member is the Secretary, given to the President.
- (b) The resignation takes effect —
 - (i) when the notice is received by the Secretary or President; or
 - (ii) if a later time is stated in the notice, at the later time.
- (c) At a general meeting, the Club may by resolution —
 - (i) remove a Board member from office; and
 - (ii) elect a member who is eligible under clause ((28) to fill the vacant position.
- (d) A Board member who is the subject of a proposed resolution under clause (38)(c)(i) may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the members.
- (e) The Secretary or President may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.

(39) When membership of Board ceases

A person ceases to be a Board member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the Board or is removed from office under clause ((38); or

- (c) becomes ineligible to accept an appointment or act as a Board member under clause ((28)(b);
- (d) becomes permanently unable to act as a Board member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

(40) Filling casual vacancies

- (a) The Board may appoint a member who is eligible under clause ((28) to fill a position on the Board that —
 - (i) has become vacant under clause ((38); or
 - (ii) was not filled by election at the most recent annual general meeting.
- (b) If the position of Secretary becomes vacant, the Board must appoint a member who is eligible under clause ((28) to fill the position within 28 days after the vacancy arises.
- (c) Subject to the requirement for a quorum under clause (46), the Board may continue to act despite any vacancy in its membership.
- (d) If there are fewer Board members than required for a quorum under clause (46), the Board may act only for the purpose of —
 - (i) appointing Board members under this clause; or
 - (ii) convening a general meeting.

(41) Validity of acts

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

Division 4 — Board meetings

(42) Board meetings

- (a) The Board must meet at least 4 times in each year on the dates and at the times and places determined by the Board.
- (b) The date, time and place of the first Board meeting must be determined by the Board members as soon as practicable after the annual general meeting at which the Board members are elected.
- (c) Special Board meetings may be convened by the President or any 2 Board members.

(43) Notice of Board meetings

- (a) Notice of each Board meeting must be given to each Board member at least 7 days before the time of the meeting.
- (b) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (c) Unless clause ((43)(d) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (d) Urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.

(44) Procedure and order of business

- (a) The President or, in the President's absence, the Vice-President shall preside as chairperson of each Board meeting.
- (b) If the President and Vice-President are absent or are unwilling to act as chairperson of a meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- (c) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (d) The order of business at a Board meeting may be determined by the Board members at the meeting.
- (e) A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board.
- (f) A person invited under clause ((44)(e) to attend a Board meeting —
 - (i) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (ii) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
 - (iii) cannot vote on any matter that is to be decided at the meeting.

(45) Use of technology to be present at Board meetings

- (a) The presence of a Board member at a Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (b) A member who participates in a Board meeting as allowed under clause ((45)(a) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

(46) Quorum for Board meetings

- (a) Unless the Board determines otherwise, the quorum for a Board meeting shall be a majority (more than 50%) of total Board members.
- (b) Subject to clause ((46)(e), no business is to be conducted at a Board meeting unless a quorum is present.
- (c) A quorum must be present for the entire Board meeting.
- (d) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting —
 - (i) in the case of a special meeting — the meeting lapses; or
 - (ii) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (e) If —
 - (i) a quorum is not present within 30 minutes after the commencement time of a Board meeting held under clause ((46)(d)(ii); and
 - (ii) at least 2 Board members are present at the meeting,those members present are taken to constitute a quorum.

(47) Voting at Board meetings

- (a) Each Board member present at a Board meeting has one vote on any question arising at the meeting.
- (b) A motion is carried if a simple majority (more than 50%) of the Board members present at the Board meeting vote in favour of the motion.
- (c) A vote may take place by the Board members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.
- (d) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

(48) Board circular resolutions

- (a) The board may pass a circular resolution without a board meeting being held.
- (b) A board circular resolution is passed if 75% of the board members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause ((48)(c).
- (c) Each board member may sign:
 - (i) a single document setting out the resolution and containing a statement that they agree to the board circular resolution, or

- (ii) separate copies of that document, as long as the wording of the board circular resolution is the same in each copy.
- (d) The association may send a board circular resolution by email to the board members and the board members may agree to the board circular resolution by sending a reply email to that effect, including the text of the board circular resolution in their reply.

(49) Minutes of Board meetings

- (a) The Board must ensure that minutes are taken and kept of each Board meeting.
- (b) The minutes must record the following —
 - (i) the names of the Board members present at the meeting;
 - (ii) the name of any person attending the meeting under clause (44)(e);
 - (iii) the business considered at the meeting;
 - (iv) any motion on which a vote is taken at the meeting and the result of the vote.
- (c) The minutes of a Board meeting must be entered in the Club's minute book within 30 days after the meeting is held.
- (d) The chairperson must ensure that the minutes of a Board meeting are reviewed and signed as correct by —
 - (i) the chairperson of the meeting; or
 - (ii) the chairperson of the next Board meeting.
- (e) When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - (i) the meeting to which the minutes relate was duly convened and held; and
 - (ii) the matters recorded as having taken place at the meeting took place as recorded; and
 - (iii) any appointment purportedly made at the meeting was validly made.

Division 5 — Sub Committees and subsidiary offices

(50) Sub Committees and subsidiary offices

- (a) To help the Board in the conduct of the Club's business, the Board may, in writing, do either or both of the following —
 - (i) appoint one or more Sub Committees;
 - (ii) create one or more subsidiary offices and appoint people to those offices.
- (b) A member of the Board shall be nominated as an ex-officio member of each Sub-Committee.
- (c) A Sub Committee may consist of the number of people, whether or not members, that the Board considers appropriate.

- (d) A person may be appointed to a subsidiary office whether or not the person is a member.
- (e) Subject to any directions given by the Board —
 - (i) a Sub Committee may meet and conduct business as it considers appropriate; and
 - (ii) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

(51) Delegation to Sub Committees and holders of subsidiary offices

- (a) In this clause —

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

PART 6 — GENERAL MEETINGS OF CLUB

(52) General meeting

- (a) A general meeting is a meeting of the members of the Club.
- (b) There are two types of general meetings, namely:
 - (i) An annual general meeting, and
 - (ii) A special general meeting.

(53) Annual general meeting

- (a) The Board must determine the date, time and place of the annual general meeting.
- (b) The Club shall hold an annual general meeting each calendar year:
 - (i) within 6 months after the end of the Club's financial year, or
 - (ii) within a longer period if the Commissioner so allows.
- (c) If the Club requires the approval from the Commissioner to hold its annual general meeting within a longer period under clause (53)(b)(ii) the Secretary shall ensure that application is made to the Commissioner for such approval no later than 4 months after the end of the financial year.
- (d) The notice calling for an annual general meeting shall specify that it is an annual general meeting of the Club and shall comply with clause 55(b).
- (e) The ordinary business of the annual general meeting is as follows —
 - (i) confirmation of the minutes of the previous annual general meeting,
 - (ii) confirmation of the minutes of any special general meeting held since the previous annual general meeting (if the minutes of that special general meeting have not yet been confirmed),
 - (iii) elect or appoint Board members
 - (iv) receive the financial statements for the previous financial year, and
 - (v) receive:
 - A: the review report on the financial statements for the previous financial year (if any), or
 - B: the auditor's report on the financial statements for the previous financial year (if any).
- (f) Any other business of which notice has been given in accordance with this Constitution may be conducted at the annual general meeting.

(54) Special general meetings

- (a) Any meeting of members which is not an annual general meeting is a special general meeting.
- (b) The Board may convene a special general meeting.

- (c) The Board must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (d) The members requiring a special general meeting to be convened must —
 - (i) make the requirement by written notice given to the Secretary; and
 - (ii) state in the notice the business to be considered at the meeting; and
 - (iii) each sign the notice.
- (e) The special general meeting must be convened within 28 days after notice is given under clause (54)(d)(i) and may only consider the business stated in the notice by which the requirement was made.
- (f) If the Board does not convene a special general meeting within that 28-day period, the members making the requirement (or any of them) may convene the special general meeting.
- (g) The Club must reimburse any reasonable expenses incurred by the members convening a special general meeting under clause (54)(f).

(55) Notice of general meetings

- (a) The Secretary or, in the case of a special general meeting convened under clause (54)(c), the members convening the meeting, must give to each member —
 - (i) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (ii) at least 14 days' notice of a general meeting in any other case.
- (b) The notice must —
 - (i) specify the date, time and place of the meeting; and
 - (ii) indicate the general nature of each item of business to be considered at the meeting; and
 - (iii) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the Board under clause ((35)(b); and
 - (iv) if a special resolution is proposed —
 - A: set out the wording of the proposed resolution; and
 - B: state that the resolution is intended to be proposed as a special resolution.

(56) Presiding member and quorum for general meetings

- (a) The President or, in the President's absence, the Vice-President must preside as chairperson of each general meeting.

- (b) If the President and Vice-President are absent or are unwilling to act as chairperson of a general meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- (c) 6 members present personally or by proxy and entitled to vote shall constitute a quorum for an annual general meeting or special general meeting.
- (d) No business is to be conducted at a general meeting unless a quorum is present.
- (e) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - (i) in the case of a special general meeting — the meeting lapses; or
 - (ii) in the case of the annual general meeting — the meeting is adjourned to —
 - A: the same time and day in the following week; and
 - B: 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.
- (f) If —
 - (i) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under clause (53); and
 - (ii) at least 2 members are present at the meeting,
 those members present are taken to constitute a quorum.

(57) Adjournment of general meeting

- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (b) Without limiting clause (57)(a), a meeting may be adjourned —
 - (i) if there is insufficient time to deal with the business at hand; or
 - (ii) to give the members more time to consider an item of business.
- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (d) Notice of the adjournment of a meeting under this clause is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with clause ((55).

(58) Voting at general meeting

- (a) On any question arising at a general meeting, subject to clause (58)(d), each member has one vote.

- (b) Except in the case of a special resolution, a motion is carried if a majority of the members with full voting rights present at a general meeting vote in favour of the motion.
- (c) 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.
- (d) For a person to be eligible to vote at a general meeting as a member, the member:
 - (i) must have been member at the time notice of the meeting was given under clause ((55); and
 - (ii) must have paid any levy or other money payable to the Club by the member.
- (e) A member may attend the meeting and vote either in person, via telephone, or by proxy authorised in writing.
- (f) The proxy authorisation:
 - (i) may be set out in an email;
 - (ii) may appoint any person (including the President) as proxy despite that person already attending on their own behalf and/or as proxy for another person; and
 - (iii) may either:
 - A: allow the proxy to vote on any issue as he or she sees fit; or
 - B: direct the proxy to vote in a specific way in relation to one or more proposed resolutions.

(59) When special resolutions are required

- (a) A special resolution is required if it is proposed at a general meeting —
 - (i) to affiliate the Club with another body; or
 - (ii) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (b) Clause (59)(a) does not limit the matters in relation to which a special resolution may be proposed.
- (c) For a special resolution to be passed it must be proposed at a general meeting and passed by the votes of not less than 75% of the persons who are entitled to cast a vote at that meeting;

(60) Determining whether resolution carried

- (a) In this clause —

poll means the process of voting in relation to a matter that is conducted in writing.
- (b) Subject to clause (60)(d), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
 - (i) carried; or

- (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost.
- (c) If the resolution is a special resolution, the declaration under clause (60)(b) must identify the resolution as a special resolution.
- (d) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other members present in person or by proxy —
 - (i) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (ii) the chairperson must declare the determination of the resolution on the basis of the poll.
- (e) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (f) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (g) A declaration under clause (60)(b) or (60)(d) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

(61) Minutes of general meeting

- (a) The Secretary, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each annual general meeting must record —
 - (i) the names of the members attending the meeting; and
 - (ii) the financial statements or financial report presented at the meeting, as referred to in clause (53)(e)(iv); and
 - (iii) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in clause (53)(e)(v).
- (d) The minutes of a general meeting must be entered in the Club's minute book within 30 days after the meeting is held.
- (e) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - (i) the chairperson of the meeting; or
 - (ii) the chairperson of the next general meeting.

- (f) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (i) the meeting to which the minutes relate was duly convened and held; and
 - (ii) the matters recorded as having taken place at the meeting took place as recorded; and
 - (iii) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

(62) Source of funds

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

(63) Control of funds

- (a) The Club must open an account in the name of the Club with a financial institution from which all expenditure of the Club is made and into which all funds received by the Club are deposited.
- (b) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Club.
- (c) The Board may authorise the Treasurer to expend funds on behalf of the Club up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club must be signed by —
 - (i) 2 Board members; or
 - (ii) one Board member and a person authorised by the Board.
- (e) All funds of the Club must be deposited into the Club's account within 5 working days after their receipt.

(64) Financial statements and financial reports

- (a) For each financial year, the Board must ensure that the requirements imposed on the Club under Part 5 of the Act relating to the financial statements or financial report of the Club are met.
- (b) Without limiting clause (64)(a), those requirements include -
 - (i) as the Association is a tier 1 association, the preparation of the financial statements; and
 - (ii) the presentation to the annual general meeting of the financial statements.

PART 8 — GENERAL MATTERS

(65) Standing Orders

- (a) Provided that they are not inconsistent with this Constitution or the Act, the Board may make, amend and repeal Standing Orders for the management of the Club by way of an ordinary resolution at a Board meeting.
- (b) Any Standing Orders made under this clause do not form part of this Constitution and are not required to be lodged with the Commissioner.
- (c) At the request of a member, the Association must make a copy of the Standing Orders available for inspection by the member.

(66) Giving notices to members

- (a) In this clause —

recorded means recorded in the register of members.

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

(67) Patrons

- (a) The Board may appoint and remove Patrons of the Club.
- (b) Patrons are:
 - (i) entitled to notice of all general meetings;
 - (ii) entitled to attend and speak at general meetings; and
 - (iii) not entitled to vote at any general meeting.

(68) Alteration of Constitution

- (a) The Club may alter or rescind this constitution, or make rules additional to those set out in this constitution, in accordance with the procedure set out in Part 3, Division 2 of the Act.
- (b) This constitution binds every member, and the Club, to the same extent as if every member and the Club had signed and sealed this constitution and agreed to be bound by its provisions.

(69) Common seal of Club

- (a) The Club must have a common seal on which its corporate name appears in legible characters.

- (b) The common seal of the Club must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book referred to in clause 49.
- (c) The affixing of the common seal of the Club must be witnessed by any two of the President, the Secretary and the Treasurer.
- (d) The common seal of the Club must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

(70) Custody of books and securities

- (a) Subject to clause (70)(b), the books and any securities of the Club must be kept in the Secretary's custody or under the Secretary's control.
- (b) The financial records and, as applicable, the financial statements or financial reports of the Club must be kept in the Treasurer's custody or under the Treasurer's control.
- (c) Clauses (70)(a) and (70)(b) have effect except as otherwise decided by the Board.
- (d) The books of the Club must be retained for at least 7 years.

(71) Inspection of documents

- (a) A member may request to inspect –
 - (i) the register of members; or
 - (ii) the record of the names and addresses of Board members, and other persons authorised to act on behalf of the Club in the format specified in clause (20)(a)(ii); or
 - (iii) any other record or document of the Club.
- (b) Despite clause (71)(a), the Board may refuse to permit a member of the Club to inspect or obtain a copy of records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- (c) The member must contact the Secretary to make the necessary arrangements for the inspection.
- (d) The inspection must be free of charge.
- (e) The member may request that a copy of or an extract from a record or document referred to in clause (71)(a) is provided, but does not have a right to remove the record or document for that purpose. A reasonable fee, as set by the Board, may be charged for each page copied.
- (f) The member must not use or disclose information in a record or document referred to in clause (71)(a) except for a purpose —
 - (i) that is directly connected with the affairs of the Club; or
 - (ii) that is related to complying with a requirement of the Act.

- (g) The Board may require a member who requests access to records under clause (71)(a) to provide a statutory declaration to the Secretary setting out the purpose of the request and declaring that the purpose is connected with the Club's affairs.

(72) Prohibited use of information on members register

- (a) A member shall not use or disclose the information on the members register:
- (b) To gain access to information that a member has deliberately denied to them (for example, in relation to a social, family or legal difference or dispute involving the latter member),
- (c) To contact, send material to the Club or a member for the purpose of advertising for political, religious, charitable or commercial purposes, or
- (d) For any other purpose unless the use of the information:
 - (i) is approved by the Board, and
 - (ii) for a purpose directly connected:
 - (iii) to the Club's affairs, or
 - (iv) to the provision of information to the Commissioner under the Act.

(73) Publication by Board members of statements about Club business prohibited

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

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

(74) Distribution of surplus property on cancellation of incorporation or winding up

- (a) In this clause —

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

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

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

- (b) If the Club is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
 - (i) gifts of money or property for the principal purpose of the organisation;

- (ii) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation;
- (iii) money received by the organisation because of such gifts and contributions.

(75) Changes to the Constitution

An amendment to the constitution changing the Club's:

- (a) name, or
- (b) object or purposes,

does not become effective until:

- (c) the required documents are lodged with the Commissioner, and
- (d) the Commissioner's written approval to the changes is received by the Club.