

KARDINYA NETBALL CLUB (INC)

CONSTITUTION

4 April 2019

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1. NAME

The name of the club is Kardinya Netball Club (Inc.), hereinafter referred to as the 'Club'.

2. DEFINITIONS AND INTERPRETATION

2.1 In this Constitution, the following terms have the following meanings (unless the context otherwise requires):

Act means *Associations Incorporations Act 2015 (WA)* or any other act under which the club may be incorporated from time to time.

By-laws means the By-laws of the club in operation from time to time.

Club means the Kardinya Netball Club.

Club Area means the southern suburbs of Perth, Western Australia or such similar area as may be determined by the Management Committee from time to time.

Constitution Change Motions means motions as defined in Rule 17.1.

Executive Committee means the executive committee referred to in Rule 12.

Financial Statements means the financial statements referred to in Rule 16.4 (as relevant to each Financial Year, as the case may require).

Financial Year means the twelve month period commencing on 1 January and ending on 31 December of that year.

FNA means Fremantle Netball Association (Inc.).

Independent Reviewer means an independent reviewer as defined in Rule 13.2.

Junior Member means a junior member of the Club as defined in Rule 7.4(c).

Life Member means a life member of the Club as defined in Rule 7.4(e).

General Committee means the management committee referred to in Rule 10.

Member means a member (of any category) of the Club as defined in Rule 7.4.

Netball means the game of netball as determined by the International Federation of Netball Associations.

Netball WA means Netball WA (Inc.).

Officer means an officer of the General Committee as defined in Rule 10.

Ordinary Member means an ordinary member of the Club as defined in Rule 7.4(a).

Parent Member means a parent member of the Club as defined in Rule 7.4(d).

Social Member means a social member of the Club as defined in Rule 7.4(b).

Uniform means the pink and maroon playing uniform of the Club as adopted from time to time.

2.2 In this Constitution:

- (a) A reference to a function includes a reference to a power, authority and duty;
- (b) A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) Words importing the singular include the plural and vice versa;
- (d) Words importing any gender include the other genders;
- (e) References to persons include corporations and bodies public;
- (f) References to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) A reference to a statute, ordinance, code or other laws includes regulations and other statutory instruments under it and consolidation, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- (h) A reference to “notice”, “writing” or “printing” shall, unless the contrary intention appears, be construed as including references to lithography, photography and other modes of representing or reproducing words or notices in a visible form, including messages or notices sent by electronic mail, electronic networking forums and mobile phone texting;
- (i) Where there is any inconsistency between this Constitution and any By-laws or other rules or policies of the Club, this Constitution shall take priority.

2.3 If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the rule or phrase cannot be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this Constitution.

2.4 The interpretation of this Constitution is always subject to the Act.

3. OBJECTS

- (a) To encourage, promote, control and manage the game of netball in Kardinya and surrounding districts.

- (b) To affiliate with or subscribe to FNA or any other association or bodies whose objects are similar to the objects of the Club (including Netball WA) and if thought fit to withdraw or retire from any such associations or bodies.
- (c) To abide by the official rules, policies and codes of conduct of FNA and Netball WA.
- (d) To promote and conduct Netball competitions and events at all levels in the Club Area.
- (e) To manage the representation of the Club in Netball events.
- (f) To use and protect the intellectual property of the Club in the pursuit of these objects and the sport of Netball.
- (g) To promote and protect the interests of all Members.
- (h) The property and income of the Club shall 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 of the Club, except in good faith in the promotion of those objects or purposes.

4. GENERAL POWERS

- 4.1 Solely for furthering the objects set out above the Club has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company as set out under the *Corporations Act*.
- 4.2 The Club is empowered to do all things necessary which are incidental to and necessary for the attainment of the objects of the Club.

5. PROPERTY OF THE CLUB AND HEAD OFFICE

- 5.1 The Club must apply all property and income of the Club towards the promotion of the objects or purposes of the Club. No part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Club, except in good faith in the promotion of those objects or purposes.

5.1A Without derogating from Rule 5.1, the Club must not provide a payment or benefit to any member of the General (Management) or Executive Committees unless it is:

(a) a bona fide re-imbusement of any expense or outgoing property incurred on behalf of the Club in pursuit of its objects; or

(b) a payment which:

(i) has been previously approved by a resolution of the General Committee (Management Committee) for work or endeavours by that member for the benefit of the Club in pursuit of its objects, and

(ii) is on arms length and reasonable commercial terms.

- 5.2 The head office of the Club is to be located in the Club Area.

6. POWERS OF THE CLUB

The powers of the Club are as conferred by Section 14 of the Act and, in addition, are as follows:

- (a) to acquire, hold, lease, sub-lease, licence, sub-licence, deal with, and dispose of any real or personal property;
- (b) to open and operate bank accounts;
- (c) to invest its money:
 - a. in any security in which trust moneys may be invested; or
 - b. in any other manner authorised by the rules or By-laws of the Club;
- (d) to raise and borrow money upon such terms and conditions as the Club thinks fit;
- (e) to give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- (f) to appoint agents, contractors and employees to transact any business of the Club on its own behalf for reward or otherwise;
- (g) to build, construct, erect, maintain, alter and repair any premises building or other structure of any kind and to furnish, equip and improve the same for use by the Club;
- (h) to accept donations and gifts in accordance with the objects of the Club;
- (i) to print and publish any information by any media including newsletters, newspapers, articles or leaflets for promotion of the Club;
- (j) to provide gifts and prizes in accordance with the objects of the Club;
- (k) to organise social events for Members and the promotion of the Club; and
- (l) to enter into any other contract or to do anything that the Club considers necessary or desirable which are incidental for the attainment of the objects of the Club.

7. MEMBERSHIP

7.1 Membership shall be open to any person who wishes to play Netball or further the interests of the Club.

7.2 Any person seeking membership shall make application to the General Committee, and the General Committee shall determine whether the application is successful or not.

7.3 Each Member shall be:

- (a) Bound by the Constitution, By-laws, rules, codes of conduct and policies of the Club;
- (b) Liable for such fees, charges, fines and subscriptions as may be fixed by the Club from time to time;
- (c) Entitled to all advantages and privileges of membership;
- (d) Entitled to hold office in the Club, other than Junior Members.

7.4 Membership Categories:

There shall be the following categories of membership of the Club:

(a) Ordinary Member

Any adult person who is a playing member of the Club.

(b) Social Member

Any adult person other than an Ordinary, Life or Parent Member who is interested in promoting the Club, but who does not wish to participate in the playing activities of the Club.

(c) Junior Member

Any playing member under the age of 18 years, but at least the minimum age for playing under the rules of FNA. Junior Members shall have no voting rights nor be entitled to hold any office in the Club.

(d) Parent Member

Any parent or guardian of a Junior Member as so nominated on the Junior Member's application for membership to the Club (and if two or more parents or guardians are so nominated, then the parent or guardian who is first nominated on the application form).

(e) Life Member

Any person elected as a life member of the Club.

7.5 Life Membership

The General Committee may elect any member as a Life Member who has given outstanding service to the Club. Any Member may nominate a person to the General Committee for consideration for life membership. The By-laws shall set guiding criteria for qualifying for life membership.

7.6 Patron

The Club may, at its discretion, elect a patron(s) or vice patron(s) of the Club for such period as may be deemed necessary. Such patron(s) or vice patron(s) shall not be eligible to vote unless they are current Members of the Club under any category of membership.

Other

7.7 The General Committee shall appoint an Officer of the General Committee to maintain an up-to-date register of Members of the Club in accordance with the Act.

7.8 Subject to Rule 7.12, a Member may at any reasonable time inspect (but not copy) the records

7.9 The form(s) of application to become a Member of the Club shall be determined by the General Committee from time to time.

7.10 The liability of the Members of the Club is limited.

7.11 All playing Members must be amateurs, unless special exemption is granted in writing to individual players by the General Committee.

7.12 Subject to Rule 7.13, the Secretary, upon request, must make the register of Members of the Club available for the inspection of any Member. The Member may make a copy of, or take an extract from, the register but shall have no right to remove the register for that purpose.

7.13 The Club may require a Member who wishes to make a copy of, or take and extract from, the register of Members, to firstly:

(a) Pay a reasonable inspection fee as specified by the Club, and

- (b) Provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is solely connected with the affairs of the Club.

8. SUBSCRIPTION FEES

8.1 The annual membership subscription fees and any other levies payable by Members (or any category or sub-category of Members) of the Club, the basis of, the time for and manner of payment shall be as determined by the General Committee from time to time. However, the following categories of Members shall have no annual membership subscriptions:

- (a) Life Members
- (b) Parent Members (beyond what is paid for Junior Members).

8.2 Any Member who has not paid all monies due and payable by that Member to the Club shall (subject to the General Committee's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the General Committee's discretion. In the meantime, the Member shall have no automatic obligation to resign from the Club, and shall be dealt with in the General Committee's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that Member as a Member, or impose such other conditions or requirements as the General Committee considers appropriate.

9. TERMINATION OF MEMBERSHIP

9.1 Any person's membership may be terminated by the following events:

- (a) The Member's resignation
- (b) The expulsion of the Member
- (c) The abandonment by the Member of the Club.

9.2 The General Committee shall (after having undertaken due inquiry) have the power to suspend or expel any Member of the Club for:

- (a) Any of the events described in Rule 8.2
- (b) False or inaccurate statements made in the Member's application for membership of the Club that are of a material nature.
- (c) Material breach by the Member of any rule, policy, code of conduct or By-law of the Club, and
- (d) By any act of the member that is substantially detrimental to the Club.

9.3 Any Member who is expelled, suspended or has their membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case to a General Meeting called for such purpose, and the decision of the General Meeting shall be final.

10. GENERAL COMMITTEE (Management Committee)

10.1 Management of the Club shall be vested in the General Committee elected by the Members at the Annual General Meeting. The positions (“Officers”) on the General Committee shall consist as follows:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Registrar
- (f) Uniform Co-ordinator
- (g) Umpiring Co-ordinator
- (h) Sponsorship Co-ordinator
- (i) Coaching Co-ordinator
- (j) Minimum of two (2) Members or such other number as determined by the Management Committee from time to time.
- (k) Such other positions or offices that may be created by the General Committee from time to time on an “as needed” basis.

10.2 No person shall hold more than one position or office on the General Committee at any one time, unless a position is vacant and cannot practicably be filled during the year. Officers of the General Committee shall hold office for approximately one (1) year commencing from their election and concluding at the following Annual General Meeting. A retiring Officer of the General Committee is eligible for re-election.

10.3 If a position is not filled at an Annual General Meeting or should a vacancy occur in the General Committee during the year, the General Committee shall, if practicable, appoint a person to fill that position as soon as possible until the next Annual General Meeting.

10.4 A quorum of the General Committee shall be four (4) Officers PROVIDED THAT in that number there must be at least two (2) of the Executive Committee (as hereinafter defined).

10.5 If the President and the Vice President are unable to attend a General Committee meeting, then the chairperson (being a member of the Executive Committee) shall be nominated by the meeting to chair that meeting.

10.6 An Officer of the General Committee may (at the determination of the Executive Committee) lose his or her position on the General Committee if that Officer:

- (a) Is absent from three or more General Committee or sub-committee meetings during the year without leave of absence;
- (b) Is found not to be a Member of the Club;
- (c) Is derelict in his or her duties to the Club;
- (d) Becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (e) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (f) Is directly or indirectly interested in any material contract or proposed material contract with the Club and fails to declare the nature of his or her interest;
- (g) Becomes the subject of any of the events referred to in Rule 10.8.

10.7 Any Officer who loses his or her position on the General Committee under Rule 10.6 shall have the right to appeal against the Executive Committee's determination by presenting their case to a General Meeting called for such purpose, and the decision of the General Meeting shall be final.

10.8 Subject to the Act, a person is prohibited from sitting on the General Committee (without prior approval by the Commissioner for Consumer Protection) if they:

- (a) Are an undischarged bankrupt or their affairs are under insolvency laws;
- (b) Have been convicted of an offence in connection with the promotion, formation or management of a body corporate;
- (c) Have been convicted of an offence involving fraud or dishonesty punishable on conviction by at least three months or more imprisonment; or
- (d) Have been convicted of an offence under Division 3 (the duties of officers provisions) or Section 127 (the duty with respect to incurring of debt) of the Act.

11. POWERS AND DUTIES OF THE GENERAL COMMITTEE

11.1 Subject to Rule 12 and this Constitution generally, the General Committee shall carry out the day-to-day running of the Club and, without limitation, shall have the power to:

- (a) Administer the finances, appoint bankers, and direct the opening of bank accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
- (b) Fix the manner in which such banking accounts shall be operated upon;
- (c) Fix fees and subscriptions payable by Members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof;
- (d) Adjudicate on all matters brought before it which in any way affect the Club;
- (e) Cause minutes to be made of all proceedings at meetings of the General Committee and General Meetings of Members;
- (f) Make, amend and rescind rulings and By-laws;
- (g) Establish and appoint any sub-committee as required for specific purposes;
- (h) Employ a person or persons to carry out certain duties required by the Club, at salaries or remunerations for such period of time, as may be deemed necessary;
- (i) Appoint an Officer of the General Committee to have custody of the Club's records, documents and securities;
- (j) Do any other thing that is consistent with this Constitution.

11.2 All Officers must comply in all respect with the general duties of management committee members under the Act, and in particular, those duties contained in Part 4 Division 3 of the Act regarding:

- (a) Duties of care and diligence;
- (b) Duties of good faith and proper purpose;
- (c) Use of position;
- (d) Use of information.

11.3 The day to day duties of the Officers shall be described in the By-laws of the Club from time to time.

11.3A All Officers must be aware of and comply with in all respects the provisions of Part 4 Division 2 of the Act regarding material personal interests of members of management committees.

11.4

(a) Without derogating from Rule 11.3A, an Officer shall declare his or her interest in any:

- (i) contractual matter;
- (ii) selection matter;
- (iii) disciplinary matter; or
- (iv) other financial or relevant matter;

in which a conflict of interest arises or may arise, and shall absent him or herself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Officer votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for an Officer to absent him or herself from discussions and refrain from voting, the issue should be immediately determined by vote of the General Committee, or if this is not possible, the matter shall be adjourned or deferred.

(c) The nature of the interest of such Officer must be declared by the Officer at the meeting of the General Committee at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the General Committee after the acquisition of the interest. If an Officer becomes interested in a contract or other matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the General Committee held after the Officer becomes so interested.

11.5 Any such interest must also be disclosed at the next General Meeting.

11.6 Every Officer of the Club shall be indemnified against any liability incurred by them in their capacity as Officer in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the Court.

12. EXECUTIVE COMMITTEE

12.1 The Executive Committee shall comprise the President, Vice President, Secretary, Treasurer, Registrar, and, at the General Committee's discretion from year to year, two more persons being members from the remainder of the General Committee.

12.2 The Executive Committee shall attend to and decide upon urgent matters that arise between meetings of the General Committee and cannot reasonably be deferred until the next General Committee meeting.

12.3 A quorum of the Executive Committee shall be four (4) of its members.

12.4 The powers of the Executive Committee shall be the same as the General Committee PROVIDED THAT the Executive Committee shall report at the next General Committee meeting as to any such powers it has exercised since the previous General Committee meeting.

- 12.5** It is expected that the Executive Committee will decide upon urgent matters by electronic communications where appropriate.

13. AUDITS AND REVIEWS

13.1 If required under the Act, the General Committee shall:

- (a) Appoint an auditor or reviewer of the Club's accounts on such terms as it shall determine from time to time; and
- (b) Ensure that audits or reviews of the Club's accounts are undertaken in accordance with the Act.

13.2 If, for any given Financial Year, the Club is not required under the Act to have its accounts audited or reviewed, then:

- (a) The General Committee must, in any event, appoint an independent reviewer ("Independent Reviewer"), on terms as shall be determined from time to time.
- (b) The Independent Reviewer:
 - (i) Must not be a current member of the General Committee;
 - (ii) Must be of good character and independent from the General Committee;
 - (iii) Does not necessarily require formal accounting or business qualifications but must have appropriate experience in business and financial accounting.
- (c) The Independent Reviewer shall examine and review all the books and accounts of the Club, and have the power to call for all books, papers, accounts and receipts of the Club.
- (d) The Independent Reviewer must report on the Club's Financial Statements to Members at the Annual General Meeting.

14. MEETINGS

Annual General Meeting

- 14.1** The Annual General Meeting of the Club must be held within three (3) months of the end of the Financial Year.
- 14.2** The Secretary shall give at least ten (10) days notice in writing to all Members of the date of the Annual General Meeting. The Notice of Annual General Meeting shall set out clearly the business for which the meeting has been called.
- 14.3** All financial Members may attend the Annual General Meeting, which shall be chaired by the President or (in his or her absence) the Vice President.
- 14.4** The quorum at the Annual General Meeting, shall be a minimum of six (6) adult Members. If, at the end of 30 minutes after the scheduled commencement time, there is no quorum, then the meeting shall be adjourned (at the discretion of the chairman of the meeting) for between seven (7) and fourteen (14) days. If at such adjourned meeting there is again no quorum, those Members present shall be competent to discharge the business of the meeting.
- 14.5** The pro forma agenda for each Annual General Meeting shall be as follows (with changes as appropriate to suit any special circumstances):
 - Opening of Meeting

- Apologies
- Confirmation of Minutes of previous Annual General Meeting
- Presentation of President's Report
- Adoption of President's Report
- Presentation of Financial Statements and Auditor's, Reviewer's or Independent Reviewer's Report for the Financial Year (as the case may be)
- Adoption of Financial Statements and Auditor's, Reviewer's or Independent Reviewer's Report for the Financial Year (as the case may be)
- Notices of Motion (if any, including any changes to the Constitution)
- Election of Officers for new General Committee
- General Business
- Closure

General Meeting

- 14.6** General Meetings may be called by the General Committee or at the request of the President or Secretary or on the written request of at least five percent (5%) of all adult Members of the Club, where such request clearly sets out the business for which the meeting is required to be called.
- 14.7** The Secretary shall give at least seven (7) days notice in writing to all Members of the date of any General Meeting. The Notice of General Meeting shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that General Meeting.
- 14.8** All financial Members may attend a General Meeting, which shall be chaired by the President or (in his or her absence) a Vice President.
- 14.9** The quorum at a General Meeting shall be a minimum of six (6) adult Members.

General and Executive Committee Meetings

- 14.10** The General Committee and the Executive Committee shall each have the power to meet either physically or through telephonic or electronic communications.
- 14.11** The General Committee shall meet at least four (4) times during the year. The Executive Committee will meet on an "as needs" basis.
- 14.12** The General Committee and the Executive Committee shall each have the power to make decisions and resolutions in writing if it is impractical, unreasonable or undesirable to meet physically or by telephonic or electronic means. Such written decisions or resolutions must be appropriately documented.

Notices of Meeting

- 14.13** For the avoidance of doubt, any notice of an Annual General Meeting or General Meeting may be sent by electronic form.

Making and keeping of records of proceedings at meetings of the Committee

14.4 The General and Executive Committees must ensure that minutes are taken and kept of each Committee meeting.

14.5 The minutes must record the following:

- (a) the names of the committee members present at the meeting;
- (b) the name of any other person attending the meeting;
- (c) the business considered at the meeting;
- (d) any motion on which a vote is taken at the meeting and the result of the vote.

14.5 The minutes of a committee meeting must be entered in the Club's minute book within 30 days after the meeting is held.

14.6 The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by –

- (a) the chairperson of the meeting; or
- (b) the chairperson of the next committee meeting.

14.7 When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that –

- (a) the meeting to which the minutes relate was duly convened and held; and
- (b) the matters recorded as having taken place at the meeting took place as recorded; and
- (c) any appointment purportedly made at the meeting was validly made.

14.8 Inspection of records and documents

(1) Subrule (2) applies to a member who wants to inspect —

- (a) the register of members under section 54(1) of the Act; or
- (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
- (c) any other record or document of the association.

(2) The member must contact the secretary to make the necessary arrangements for the inspection.

(3) The inspection must be free of charge.

(4) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.

(5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.

(6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —

- (a) that is directly connected with the affairs of the Association; or
- (b) that is related to complying with a requirement of the Act.

VOTING AT CLUB MEETINGS

Voting powers at the Annual General Meeting and General Meetings

- 14.14** Unless otherwise required in this Constitution, all decisions at Annual General Meetings and General Meetings will be made by a simple majority vote on show of hands.
- 14.15** Subject to Rule 15.4, at Annual General Meetings and General Meetings, each individual financial Member present shall have one (1) vote. For the avoidance of doubt, each Parent Member shall have one (1) vote, even though they may have more than one child who is a Junior Member at the Club.
- 14.16** At Annual General Meetings and General Meetings, the President shall be entitled to a deliberate vote and, in the event of a tied vote, the President shall exercise a casting vote.
- 14.17** The General Committee may adopt and use a proxy form for use by Members for any Annual General Meeting or General Meeting (but not General Committee or Executive Committee meetings). Any such proxy form shall be in such form as the General Committee may determine and, if used, must be sent to Members with the Notice of Meeting. Proxies may be returned by post, email or fax and shall be collated and counted just prior to the commencement of the meeting.

Voting powers at General Committee and Executive Committee Meetings

- 14.18** Unless otherwise required in this Constitution, all decisions at General Committee and Executive Committee Meetings will be made by a simple majority vote on a show of hands.
- 14.19** At General Committee and Executive Committee Meetings, each individual committee member present shall have one (1) vote.
- 14.20** At General Committee and Executive Committee meetings, the President shall be entitled to a deliberate vote, and, in the event of a tied vote, the President shall exercise a casting vote.

16 FINANCE

- 16.1** All funds of the Club (other than petty cash) shall be deposited into the Club's accounts at such bank or recognised financial institution as the General Committee may determine.
- 16.2** All accounts due by the Club shall be paid by cheque or electronic bank transfers unless it is reasonable in the circumstances to pay by cash.
- 16.3** A statement showing the financial position of the Club shall be tabled at each General Committee meeting by the Treasurer.
- 16.4** The following Financial Statements for the Financial Year shall be submitted to the Annual General Meeting:

(a) If the Club is required under the Act to appoint an auditor or reviewer for that Financial Year, then the financial statements so required under the Act must be submitted.

(b) If the Club is not required under the Act to appoint an auditor or reviewer for that Financial Year, and an Independent Reviewer is appointed under Rule 13.2, then the following financial statements must be submitted:

(i) a statement of receipts and payments for the Financial Year,

(ii) a reconciled statement of the Club's bank account balances as at the end of the Financial Year.

(iii) a statement of assets and liabilities of the Club as at the end of the Financial Year.

16.5 In accordance with Rule 13, the accounts, books and all financial records of the Club shall be subjected to an audit, review or independent review (as the case may be) each year. The report from the auditor, reviewer or Independent Reviewer shall be attached to such Financial Statements.

16.6 The signatories to the Club's bank and cheque accounts will be any two (2) members of the Executive Committee. In the case of electronic banking, a single authorisation from a member of the Executive Committee may be used, but only if it is reasonably impractical to use two (2) electronic authorisations on any particular transaction.

16.7 All property and income of the Club will be applied solely to the promotion of the objects of the Club and no part of that property or income shall be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of these objects.

16.8 Custody of books and securities

(1) Subject to subrule (2), the books and any securities of the Club must be kept in the secretary's custody or under the secretary's control.

(2) 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.

(3) Subrules (1) and (2) have effect except as otherwise decided by the General Committee.

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

16A COMMON SEAL

The common seal of the Club shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the General Committee and in the presence of at least the President and another member of the Executive Committee.

17 ALTERATIONS TO THE CONSTITUTION AND BY-LAWS

- 17.1** No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting or a General Meeting called for that purpose. Notices of all motions to alter, repeal or add to the Constitution (hereafter referred to as "Constitution Change Motions") shall be given to Members at least ten (10) days prior to the Annual General Meeting, or seven (7) days prior to a General Meeting called for such purpose.
- 17.2** The Secretary shall forward all Constitution Change Motions to each Officer of the General Committee at least ten (10) days prior to the Annual General Meeting or seven (7) days prior to a General Meeting.
- 17.3** Constitution Change Motions, or any part thereof, shall be of no effect unless passed by a special resolution being seventy five percent (75%) majority of those present and entitled to a vote at the Annual General Meeting or General Meeting, as the case may be.
- 17.4** Within one (1) month of the passing of a Constitution Change Motion, the Secretary shall notify the Department of Commerce of the amendment to the Constitution.
- 17.5** Alterations to the By-laws can be made at General Committee meetings, provided that at least seven (7) days notice of the proposed alterations have been duly notified to Officers of the General Committee prior to the meeting. Any such alterations shall be notified in writing to Members as soon as practicable.
- 17.6** Alterations to the By-laws can also be made by Members at a General Meeting under Rules 14.6 and 14.7.

18 DISSOLUTION

If, on the winding up of the Club, any property of the Club remains after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, that property shall be distributed:

- (a) To another club which is incorporated under the Act having objects similar to those of the Club; or
- (b) An organisation that holds a current licence under the Charitable Collections Act 1946.

Which incorporated club or organisation, as the case requires, shall be determined by resolution of the Members.

19 GRIEVANCE PROCEDURE

19.1 Grievance by a Member

Where a Member of the Club has a grievance with another Member or with the Club or with an Officer of the Club (but not being any of the grounds set out in Rules 9 and 10.6) and that

Member considers the grievance warrants investigation and action by the Club, the Member shall follow the procedure set out in this Rule.

19.2 Grievances Officer

The Member shall contact an Officer of the General Committee regarding the grievance and ask that it be formally dealt with under this Rule. The Officer will ask that person to put the grievance in writing. The Executive Committee will, on receipt of the written grievance, refer the grievance to the Club's grievances officer ("Grievances Officer"), who will be appointed by the Executive Committee. The identity of the nominated Grievances Officer will be communicated to the relevant Member.

19.3 Action by Grievances Officer

(a) Where a grievance has been received by the Grievances Officer, he or she shall, as soon as practicable, meet with, or discuss the grievance with the aggrieved Member. The Grievances Officer may take whatever steps and conduct whatever investigations necessary to determine whether the grievance is legitimate.

(b) Where the Grievances Officer determines the grievance is legitimate, he or she shall take all reasonable steps to resolve the grievance.

(c) Where the Grievances Officer determines the grievance is not legitimate, he or she shall advise the aggrieved Member accordingly. If the aggrieved Member is not satisfied with the Grievances Officer's determination, the aggrieved Member may take whatever further action he or she considers necessary or appropriate.

(d) Where the Grievances Officer is unable to resolve a grievance or considers the grievance of a very serious nature, the Grievances Officer shall report the grievance to the Executive Committee for further action.

(e) All grievances received by the Grievances Officer, and all information surrounding the circumstances of a grievance which is discovered by the Grievances Officer on investigation, shall be confidential and may be communicated only to the Executive Committee, unless further action is needed to resolve the matter, whereupon such information will only be disclosed on a "needs to know" basis.

20 UNIFORM AND LOGO

20.1 The Club Uniform must always be pink and maroon in colour. The General Committee may adopt changes to the style and fabric of the Uniform (other than colour) but only after reasonable efforts have been made to collate and assess Members' views (by a survey or otherwise) for any proposed changes to the Uniform.

20.2 The logo of the Club must always be pink and maroon in colour. The General Committee may adopt changes to the logo (other than colour) but only after reasonable efforts have been made to collate and assess Members' views (by a survey or otherwise) for any proposed changes to the logo.

1. Inspection of records and documents

- (7) Subrule (2) applies to a member who wants to inspect —
- (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) any other record or document of the association.
- (8) The member must contact the secretary to make the necessary arrangements for the inspection.
- (9) The inspection must be free of charge.
- (10) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- (11) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- Note for this subrule:**
- Sections 54(2) and 58(4) of the Act provide for the making of copies of, or the taking of extracts from, the register referred to in subrule (1)(a) and the record referred to in subrule (1)(b).
- (12) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —
- (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.