



**CONSTITUTION
OF THE
MALTESE ASSOCIATION
OF
WESTERN AUSTRALIA
INCORPORATED**

JULY 2014

CONSTITUTION OF THE MALTESE ASSOCIATION OF WESTERN AUSTRALIA INCORPORATED

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CONSTITUTION OF THE MALTESE ASSOCIATION OF WESTERN AUSTRALIA INCORPORATED (MAWA)

PART I INTERPRETATION

RULE 1: INTERPRETATION

In this Constitution, unless the context requires otherwise:

"Management Committee" shall mean the Management Committee of the association provided for in Part IV of this Constitution;

"association" shall mean the "Maltese Association of Western Australia Incorporated";

RULE 2: ACTS OF THE ASSOCIATION

A reference to any action which the association may take means an action taken in accordance with this Constitution by a properly convened meeting of the members of the association.

RULE 3: ACTS OF THE MANAGEMENT COMMITTEE

A reference to any action which the Management Committee may take means an action taken in accordance with this Constitution at a properly convened meeting of the Management Committee.

RULE 4: EXTENSION OF MEANING

In this Constitution, where necessary, the plural shall include the singular and the masculine shall include the feminine, and in each case, vice versa.

PART II NAME AND OBJECTS

RULE 5: NAMES AND OBJECTS

- (1) The association shall be called the "Maltese association of Western Australia Incorporated".
- (2) The objects of the association shall be:
 - (a) to provide for social interaction between members;
 - (b) to provide goodwill between the Maltese and Australian communities;
 - (c) to establish, maintain and conduct an association of social, athletic, cultural, professional and any other lawful purpose of a non-political character, for the express purpose of providing benefit and enjoyment for the members of the association and their guest, upon premises of which the association is the bone fide occupier;
 - (d) to acquire, lease and maintain premises for the use of the association and its members;

- (e) to promote good fellowship, social interchange, unity among members and to assist needy members and charitable institutions;
- (f) to borrow or raise or secure the payment of money for the purpose of the association in such a manner as the members see fit;
- (g) to do all other things incidental or conducive to the attainment of the objectives of the association.

RULE 6: INCORPORATION

The Management Committee may, at any time, cause the association to incorporate under the associations Incorporation Act 1987 of Western Australia or in any other manner decided upon by the Management Committee.

RULE 7: ASSOCIATION TO BE NON-PROFIT

The association shall be a non-profit organization. The property and income of the association shall be applied solely and exclusively to the promotion of its objects, and no part may be applied or transferred, directly or indirectly, by way of pecuniary profit to a member.

RULE 8: MEMBERS MAY BE PAID FOR SERVICES

Notwithstanding Rule 7 above, the Management Committee may make a payment to a member for a service rendered by or property acquired from that person, in a special or private capacity.

RULE 9: VALIDATION OF ACT

Every act of the association and the Management Committee and every appointment made by each, shall be deemed to be fully valid and effective, notwithstanding any defect in the notice of the meeting, or in the meeting procedure, at which the same was resolved upon, except:

- (a) the act shall concern a matter referred to in Rules 17, 37, 44, 47 and 48 in which case any defect shall invalidate any action taken; and
- (b) if the action or appointment is annulled by an extraordinary general meeting of members called for that purpose within one month of the act or appointment concerned.

RULE 10: POWERS TO ACT

The association has the power to do all such things as are necessary, incidental or conducive to the attainment of the objects of the association.

PART III ASSOCIATION MEMBERSHIP

RULE 11: MEMBERSHIP QUALIFICATIONS

- (1) A person is eligible to be a member of the association if, but only if, that person-

- (a) has been nominated for membership of the association as provided by Rule 12; and
 - (b) has been approved for membership of the association by the Management Committee of the association.
- (2) **There shall be five classes of membership -**
- (a) ordinary members as defined and determined by Rule 12;
 - (b) honorary members as defined and determined by Rule 11(3);
 - (c) life members as defined and determined by Rule 11(4);
 - (d) junior members as defined and determined by Rule 11(5).
 - (e) temporary members (6)
- (3) The Management Committee may elect honorary members. Such members -
- (a) shall include persons who in the opinion of the Management Committee it would be in the interests of the association to have as members;
 - (b) shall be elected for a one year period without any limit on the number of periods for which they may be elected;
 - (c) shall not be required to pay the annual membership fee;
 - (d) shall be entitled to all of the privileges of membership of the association.
- (4) Life Members may be elected by an annual general meeting subject to -
- (a) such members must be elected on the recommendation of the Management Committee;
 - (b) a nominee for life membership shall -
 - (i) be a member of not less than ten (10) years standing;
 - (ii) be a person who has performed some special or outstanding service to the association in furtherance of its objects.
 - (c) nominations for life membership shall -
 - (i) be made in writing;
 - (ii) be proposed and seconded by two financial members;
 - (iii) be lodged with the Management Committee twenty-eight (28) days prior to the annual general meeting in any year;
 - (iv) be endorsed by the Management Committee;
 - (d) life membership can only be conferred at an annual general meeting by special resolution;

- (e) only one life membership may be conferred in any one year;
 - (f) a Management Committee receiving more than one nomination for honorary life membership shall decide which nominee, if any, to recommend for honorary life membership to the annual general meeting;
 - (g) life members shall not have to pay the prescribed annual fees;
 - (h) life members shall enjoy all of the privileges of membership of the association.
- (5) (a) Junior member means any person less than eighteen (18) years of age who is elected a member of the association in the same manner as ordinary members are elected.
- (b) Junior members shall not be entitled to be elected to any office within the association, nor to vote at any meetings of the association.
- (c) On reaching the age of eighteen (18) years a junior member shall be entitled to seek to be elected as an ordinary member of the association.
- (d) On being elected an ordinary member, the fee shall remain as paid until the next issuing of fees to all members.
- (e) On reaching the age of nineteen (19) years, the membership of any junior member who has not sought to be elected as an ordinary member shall lapse.
- (6) (a) a person who is on any day visiting the club as a member or an official of another club-:
- That is to engage in a pre-arranged event with the host club conducted for the purposes of one of the host clubs principal objects; or
 - That is to hold a pre-arranged function at the host club involving the use of the host club's sporting facilities
- maybe taken to be a person who is accorded temporary membership on that day".

RULE 12: NOMINATION FOR MEMBERSHIP

- (1) A nomination of a person for ordinary membership of the association -
- (a) shall be made by a member of the association in writing in the form prescribed by the Management Committee; and
 - (b) shall be lodged with the secretary of the association.
- (2) The secretary shall refer the nomination to the next meeting of the Management Committee which shall determine whether to approve or reject the nomination.
- (3) (a) Subject to (3) (b) below, all nominations have to be posted on the club's notice board for a period of no less than seven (7) days before consideration of the nomination by the Management Committee.

- (b) No nomination for membership shall be considered by the Management Committee unless an interval of not less than two weeks shall elapse between the nomination and the election for membership.
- (4) A nominee for membership shall not be entitled to any of the benefits afforded by the association, nor be entitled to take part in the proceedings and activities of the association, until becoming a member of the association as specified in these rules.
- (5) Where the Management Committee determines to approve a nomination for membership, the secretary shall, as soon as practicable after that determination -
- (a) notify the nominee of that approval;
 - (b) deliver to the nominee a copy of the rules and by-laws of the association; and
 - (c) request the nominee to pay within the period of twenty-eight (28) days after receipt by the nominee of the notification the sum payable under these rules by a member as entrance fee and annual subscription.
- (6) The secretary shall, on payment by the nominee of the amounts referred to in clause (4) within the period referred to in that clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the association.
- (7) The register of members under clause (6) shall include the full name, address, date of admission of each member.
- (8) Upon becoming a member of the association nominees are bound by the rules and by-laws of the association.
- (9) No restriction shall be imposed on any person by virtue of religious or political beliefs, sex, race or age, but the Management Committee shall have the right to refuse membership to any person without assigning any reason therefore.
- (10) Any right, privilege or obligation conferred by membership of the association is not capable of being transferred or transmitted to another person.

RULE 13: CESSATION OF MEMBERSHIP

- (1) A person ceases to be a member of the association if the person -
- (a) dies;
 - (b) resigns from membership;
 - (c) does not pay the annual membership fee pursuant to Rules 12 & 15; or
 - (d) is expelled from the association pursuant to Rules 17& 18.
- (2) A person who ceases to be a member of the association shall forfeit all rights and claims upon the association and its property and funds.

RULE 14: RESIGNATION OF MEMBERSHIP

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable in respect of membership of the association may resign from membership of the association by first giving notice in writing to the secretary of the member's intention to resign and, upon the receipt of such notice by the secretary, the member ceases to be a member.
- (3) Where a member of the association ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

RULE 15: FEES AND SUBSCRIPTIONS

- (1) A member of the association shall, upon admission to membership, pay to the association any entrance fee as determined from time to time by the Management Committee.
- (2) No entrance fee or annual membership fee shall be paid by honorary members and life members. Such members shall be deemed to be financial members of the association.
- (3) In addition to any amount payable by the member under clause (1), a member of the association shall pay to the association an annual membership fee as determined from time to time by the Management Committee.
- (4)
 - (a) There shall be a defined annual, half yearly, quarterly or monthly membership subscription as determined by the Management Committee under clause (3) above. This defined fee shall be payable in advance.
 - (b) Where the Management Committee determines an annual fee, and where a person becomes a member after the date payable for the annual fee, that member's annual membership fee shall be paid upon becoming a member as determined by Rule 12;
 - (c) The annual membership fees shall be paid to the association treasurer.
- (5) A member who fails to pay the annual membership fee by the date determined under this rule shall -
 - (a) be notified in writing that the membership fee is due; and
 - (b) have membership cancelled if the membership fee is not paid within twenty-one (21) days from the sending of the notification.

RULE 16: MEMBERS' LIABILITIES

The liabilities of a member of the association to contribute towards the payment of the debts and liabilities of the association or the cost, charges and expenses of the winding up

of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association.

RULE 17: DISCIPLINING OF MEMBERS

- (1) Where the Management Committee is of the opinion that a member (including all classes of membership) of the association -
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association;the Management Committee may, by resolution -
 - (c) expel that member from the association;
 - (d) suspend that member from membership of the association for a specified period;
 - (e) reprimand that member; or
 - (f) require that member to apologize or make other similar personal amends.
- (2) Any suspension under this rule may be from entire membership or from the exercise of any particular right conferred by membership of the association.
- (3) A resolution of the Management Committee under clause (1) is of no effect unless -
 - (a) the Management Committee, at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the member of a notice under clause (6), confirms the resolution in accordance with this rule;
 - (b) at least two thirds of the members of the Committee present at the meeting shall vote in favour of the resolution; and
 - (c) unless every member of the Committee shall have had not less than seven (7) days' notice of the intention to deal with a member under this rule.
- (4) The Management Committee may act under this rule on its own motion or upon a complaint in writing by a member of the association.
- (5) It shall be the duty of members of the association to give evidence on any proceedings under this rule and to attend before the Management Committee for that purpose when required in writing to do so by the Management Committee.
- (6) Where the Management Committee passes a resolution under clause (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member -
 - (a) setting out the resolution of the Management Committee and the grounds on which it is based;

- (b) stating that the member may address the meeting of the Management Committee called under clause (3)(a);
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or all of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Management Committee at or prior to the date of that meeting written representations relating to the resolution;
 - (iii) provide oral evidence in support of the member's case at the meeting.
- (7) At a meeting of the Management Committee under this rule, the Committee shall -
- (a) give the member an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Management Committee by the member at or prior to the meeting;
 - (c) give due consideration to any oral or written evidence presented;
 - (d) give any complainant referred to in clause (4) the opportunity to make oral or written representations;
 - (e) if considered necessary or desirable by the majority present and entitled to vote, adjourn the meeting from time to time and from place to place; and
 - (f) by resolution determine whether to confirm or to revoke the resolution.
- (8) At a meeting of the Management Committee called under this rule the chairperson may exclude from the meeting any person who, in the opinion of the chairperson, engages in disorderly conduct or attempts to prevent the due hearing of the matter.
- (9) Where the Management Committee confirms a resolution under this rule, the secretary shall, within seven (7) days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule 18.
- (10) A resolution confirmed by the Management Committee under this rule does not take effect -
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to Rule 18.

RULE 18: RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A member may appeal to the association in general meeting against a resolution of the Management Committee which is confirmed under Rule 17, within seven (7) days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.

- (2) Upon receipt of a notice from a member under this rule, the secretary shall notify the Management Committee which shall convene a special general meeting of the association to be held not earlier than fourteen (14) days and not later than twenty-one (21) days after the date on which the secretary received the notice.
- (3) At a special general meeting of the association convened under this rule,
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Management Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART IV THE MANAGEMENT COMMITTEE

RULE 19: POWERS OF COMMITTEE

- (1) Subject to these rules and to any resolution passed by the association in general meeting, the Management Committee -
 - (a) shall control and manage the affairs of the association;
 - (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by a general meeting of members of the association;
 - (c) shall have power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the association; and
 - (d) shall have power to make, amend and repeal such by-laws, not inconsistent with these rules, as it deems necessary for the proper and effective management of the association.

RULE 20: CONSTITUTION AND MEMBERSHIP

- (1) The Management Committee shall consist of -
 - (a) the president;
 - (b) the vice-president;
 - (c) the treasurer;
 - (d) the secretary;
 - (e) six other committee members.

- (2) Each member of the Management Committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election.
- (3) In the event of a casual vacancy occurring in the membership of the Management Committee, the Management Committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

RULE 21: ELECTION OF MEMBERS

- (1) Nominations of candidates for election as Management Committee members -
 - (a) shall be made in writing, signed by two (2) members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the secretary of the association not less than seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received any vacant positions remaining shall be deemed to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of any vacancies shall be conducted at the annual general meeting pursuant to Rule 34.
- (7) A nomination of a candidate for election under clause (1) is not valid if that candidate has been nominated for election to another office at the same election.
- (8) Except as provided in these rules the duties of the members of the Management Committee and of association officers shall be as determined by the Management Committee from time to time.
- (9) To be eligible for nomination for any elected position a person shall have been a financial member of the Association for at least one complete year in the period prior to nomination.

RULE 22: PRESIDENT

The president of the association shall -

- (a) be recognized as the head of the association;

- (b) as far as possible preside at all meetings of the association and Management Committee;
- (c) conduct such meetings in accordance to the accepted rules of debate and in accordance with these rules of the association;
- (d) be a member of the Executive Management Committee of the association; and
- (e) be an ex-officio member of all sub-committees.

RULE 23: VICE-PRESIDENT

The vice-president of the association shall -

- (a) assist the president in the discharge of the duties of president as directed by the president;
- (b) as far as possible preside at meetings of the association and of the Management Committee in the absence of the president; and
- (c) be a member of the Executive Management Committee of the association.

RULE 24: SECRETARY

The secretary of the association shall -

- (a) keep a copy of the rules and by-laws of the association;
- (b) inform members in the prescribed manner of meetings;
- (c) present a report to the annual general meeting;
- (d) perform all secretarial duties determined by the Management Committee;
- (e) except as otherwise provided by these rules, have custody of all records, books and documents relating to the association;
- (f) keep a register in respect to each class of membership which shall be continually available for inspection at the club premises.
- (g) keep a register of all appointments of office-bearers and members of the Management Committee;
- (h) keep a record of the names of members present at Management Committee meetings or general meetings;
- (i) keep a record of all proceedings at Management Committee meetings and general meetings in a book for that purpose;
- (j) present a report to the annual general meeting of the association; and
- (k) be an ex-officio member of all sub-committees.

RULE 25: TREASURER

The treasurer of the association shall -

- (a) receive and disburse association monies as authorized by the Management Committee meetings;
- (b) keep correct books and accounts of all money transactions;
- (c) lodge in an approved bank all association monies received;
- (d) present a to-date financial statement to Management Committee meetings together with bank statements and passbooks;
- (e) present a financial report and audited accounts to the annual general meeting;
- (f) ensure that all cheques drawn on the bank account are signed by any two authorised members of the Management Committee;
- (g) ensure that, except as provided in (h) no cheques are drawn or payments made without the authority of the Management Committee;
- (h) in the case of an emergency, ensure that no cheques are drawn or payments made without the authority of any other two members of the Executive Management Committee;
- (i) be a member of the Executive Management Committee of the association; and
- (j) be an ex-officio member of all sub-committees.

RULE 25A: ELECTRONIC BANKING:

- (a) Notwithstanding anything contained in Rule 25, the Management Committee may authorize the Treasurer to engage in electronic banking including but not limited to the depositing and payment of accounts by electronic means.
- (b) The Management Committee may revoke such authorization at its discretion.
- (c) When seeking to pay accounts by electronic means the Treasurer shall present, or have presented, to the Management Committee details of itemized accounts to be paid and have the same approved.
- (d) In the case of an emergency, approval for electronic payment(s) may be authorized by any other two members of the Executive Management Committee;

The Management Committee shall be informed of any emergency authorizations under (d) at its first meeting following such

RULE 26: AUDITOR

- (1) The Management Committee shall appoint an honorary auditor.
- (2) The auditor -
 - (a) may be a member of the association but may not be a member of the Management Committee;
 - (b) shall audit the association's accounts;
 - (c) shall prepare audited accounts for presentation by the treasurer at the annual general meeting.

RULE 27: EXECUTIVE COMMITTEE OF MANAGEMENT

- (1) The president, vice-president, secretary and treasurer shall constitute the Executive Management Committee of the association. The Executive Management Committee shall, consistent with these rules and with any directives of the Management Committee, attend to any matters of an urgent or emergency nature.
- (2) Any action on matters referred to in clause (2) shall be reported to the next meeting of the Management Committee which shall exercise its powers under these rules.

RULE 28: CASUAL VACANCIES

- (1) For the purposes of these rules, a casual vacancy in the office of a member of the Management Committee or of an association officer occurs if the member -
 - (a) dies;
 - (b) ceases to be a member of the association;
 - (c) resigns office by notice in writing given to the secretary;
 - (d) vacates the office by virtue of Rule 29;
 - (e) is removed from office under Rule 17;
 - (f) if a member of the Management Committee is absent without the consent of the Management Committee from three consecutive meetings of the Management Committee.
- (2) Any casual vacancy shall be filled by the Management Committee at any of its ordinary meetings or at a special meeting convened for the purpose of filling any casual vacancy or vacancies.

RULE 29: VACATING OFFICE

Other than by special resolution of the Management Committee, and without limiting the operation of Rule 28, the office of a member of the Management Committee or association officer shall become vacant if -

- (a) the member holds an office of profit in the association;

- (b) the member is directly or indirectly interested in any contract or proposed contract with the association.

RULE 30: MEETINGS AND QUORUM

- (1) The Management Committee shall meet at least four (4) times in each period of twelve (12) months at such place and time as the Management Committee may determine.
- (2) Additional meetings of the Management Committee may be convened by the president or by any member of the Management Committee.
- (3) Oral or written notice of a meeting of the Management Committee shall be given by the secretary to each member of the Management Committee at least forty-eight (48) hours (or such other period as may be unanimously agreed upon by the members of the Management Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Management Committee members present at the meeting unanimously agree to treat as urgent business.
- (5)
 - (a) Any five (5) members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
 - (b) No business shall be transacted by the Management Committee unless a quorum is present.
 - (c) If within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (6) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (7) At a meeting of the Management Committee -
 - (a) the president or, in the president's absence, the vice-president shall preside; or
 - (b) if the president and the vice-president are absent or unwilling to act such one of the remaining members of the Management Committee as may be chosen by the members present at the meeting shall preside;
 - (c) financial members of the association, not being members of the Management Committee, may attend Management Committee meetings as observers;
 - (d) observers under clause (c) may not vote and may only speak on a question with the permission of the chairperson.

- (8) The Management Committee shall have the power to adjourn a meeting of the Management Committee having the required quorum for such a period as the meeting shall determine.
- (9) Other than by special resolution of the Management Committee, no meeting of the Management Committee shall be held on Sundays, Good Friday, Christmas Day or Public Holidays.
- (10) For the purposes of Rule 29 and Rule 30 (9), a special resolution of the Management Committee is one in which is passed by no less than three quarters of the members of the Committee voting in person.

RULE 31: DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- (1) The Management Committee may delegate to one or more sub-committees (consisting of such member or members of the association as the Management Committee thinks fit) the exercise of such of the functions of the Management Committee as are specified other than this power of delegation.
- (2) Any delegation to a sub-committee shall be by letter of the delegation authorised by the president and approved by members of the Management Committee. The letter of delegation shall clearly state the purpose of the sub-committee, any authority it may have (or not have) in respect of finances and other resources, any conditions and limitation concerning the delegation, the period of time of the delegation, and any other matters which the Management Committee may wish to include in the letter concerning the delegation.
- (3) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (4) Notwithstanding any delegation under this rule, the Management Committee may continue to exercise any function delegated.
- (5) The Management Committee may revoke wholly or in part any delegation under this rule.
- (6) A sub-committee may meet and adjourn as it thinks proper.
- (7) All sub-committees shall present a written report and, when required by the Management Committee, a written financial statement to each of the Management Committee meetings held during the life of the sub-committees.

RULE 32: VOTING AND DECISIONS

- (1) Questions arising at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee shall be determined by a majority of the votes of members of the Management Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the chairperson may exercise a second or casting vote.

- (3) Subject to Rule 30(5 and 6), the Management Committee may act notwithstanding any vacancy on the Management Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a sub-committee appointed by the Management Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or sub-committee.

RULE 33: INDEMNITY OF MEMBERS OF THE MANAGEMENT COMMITTEE

All members of the Management Committee shall be indemnified by the association for all losses and expenses incurred by them in or about the lawful discharge of respective duties, but not such as are incurred through their own wrong and willful act or default.

PART V GENERAL MEETINGS

RULE 34: ANNUAL GENERAL MEETINGS

- (1) The association shall, at least once in each calendar year, convene an annual general meeting of its members.
- (2) The annual general meeting shall be held within four months after the close of the financial year.
- (3) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be -
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the Management Committee a report or reports upon the activities of the association during the last preceding year;
 - (c) to receive from the treasurer a financial report and audited statement of accounts from the date of the accounts presented at the last preceding annual general meeting and made up to April 30th of the year preceding the annual general meeting. The financial report shall state -
 - (i) the income and expenditure of the association during its last financial year;
 - (ii) the assets and liabilities of the association at the end of its last financial year;
 - (iii) any mortgages, charges and other securities of any description affecting any of the property of the association at the end of its last financial year; and
 - (d) to elect members of the Management Committee and association officers of the association.
- (4) (a) A returning officer shall be appointed by the Management Committee for the annual general meeting.

- (b) Following -
 - (i) the confirmation of minutes of the previous annual general meeting;
 - (ii) the presentation of a report or reports by the Management Committee; and
 - (iii) the treasurer's report and audited statement of accounts;

all Management Committee and association officer positions prescribed by these rules shall be declared vacant and the returning officer will preside over the election of new office-bearers and Management Committee members pursuant to Rule 21.
- (c) Retiring officers shall be eligible for re-election.
- (d) Positions on the Management Committee and of association officers shall be filled in the order listed in Rule 20(1).
- (e) Following the election procedures the returning officer shall cease to preside and the newly elected president shall preside over the remainder of the meeting.

RULE 35: SPECIAL GENERAL MEETINGS

- (1) The Management Committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) Subject to clause (3) the Management Committee shall, on the requisition in writing of not less than thirty (30) financial members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting -
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisitions;
 - (c) shall be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Management Committee fails to convene a special general meeting within twenty-eight (28) days after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than eighty-four (84) days after the date of requisitioning.
- (5) A special general meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as special general meetings are convened by the Management Committee.

- (6) Any member who incurs any legitimate expense by convening a special general meeting under clause (4) shall be entitled to be reimbursed by the association for any expense so incurred.
- (7) A special general meeting shall only consider the matter or matters for which it has been convened.

RULE 36: NOTICE OF MEETING

- (1) The time and place of any general meeting shall be determined by the Management Committee.
- (2) Except as provided by Rule 37, the secretary shall -
 - (a) give at least fourteen (14) days notice before the date fixed for the holding of any general meeting;
 - (b) cause to be delivered by post a notice of any general meeting to each member at the member's address appearing in the register of members;
 - (c) in the case of a special general meeting cause notice to be given by advertising a copy of the notice in a local newspaper, if considered appropriate.
- (3) The notice referred to in clauses (2)
- (4) (b) and (2)(c) shall specify the place, the date, the time and the nature of the business proposed to be transacted at the meeting.
- (5) An annual general meeting shall be specified as such in the notice convening it.
- (6) A special general meeting shall be specified as such in the notice convening it.

RULE 37: QUORUM

- (1)
 - (a) Thirty (30) financial members shall constitute a quorum for any general meeting.
 - (b) No item of business shall be transacted unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering the item.
- (2) If the quorum is not reached within thirty (30) minutes of the appointed time of the meeting, the meeting shall be adjourned for a period determined by the Management Committee but for a period not exceeding fourteen (14) days.
- (3) If the quorum has not been reached within thirty (30) minutes of the appointed time of the adjourned meeting, that meeting shall be dissolved.
- (4) In the event of an adjourned annual general meeting being dissolved the Management Committee, subject to Rule 30(6), shall deal with the business of the annual general meeting.

RULE 38: SPECIAL RESOLUTION

- (1) A resolution of the association is a special resolution if it is passed by not less than three quarters of such members who, being entitled under these rules so to do, vote in person at a general meeting.
- (2)
 - (a) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall give or cause to be given at least twenty-one (21) days' notice.
 - (b) The notice referred to in (a) shall be delivered by post to each member at the member's address appearing in the register of members.
 - (c) The notice referred to in (a) shall specify the place, the date and the time of the meeting and the intention to propose the resolution as a special resolution.

RULE 39: PRESIDING MEMBER

- (1) The president or, in the president's absence, the vice-president, shall preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.
- (3) The presiding member shall sign as a true and accurate record the minutes of the previous annual general meeting and the minutes of any special general meeting or meetings held since the previous annual general meeting.

RULE 40: ADJOURNMENT

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for fourteen (14) days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Where a general meeting is adjourned for less than fourteen (14) days the secretary may give notice of the adjourned meeting.

RULE 41: MAKING OF DECISIONS

- (1) Other than as provided in Rule 18(3)(c) a question arising at a general meeting of the association shall be determined on a show of hands.
- (2) On a show of hands, and unless a poll is demanded, the chairperson shall make a declaration that the resolution has been -

- (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.
- (3) The declaration referred to in clause (2) or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (4) At a general meeting of the association, a poll may be demanded by the chairperson or by not less than five (5) members present in person.
- (5) Where a poll is demanded at a general meeting, the poll shall be taken -
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.
- (6) In this section a reference to a poll is a reference to the counting of the number of votes for or against a particular motion or resolution.

RULE 42: VOTING

- (1) Upon any question arising at a general meeting of the association a member has one vote only.
- (2) All votes shall be given personally. There shall be no proxy votes.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

PART VI FUNDS AND PROPERTY

RULE 43: SOURCE OF FUNDS

- (1) The funds of the association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the Management Committee determines.
- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

RULE 44: MANAGEMENT OF FUNDS

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used solely in pursuance of the objects of the association in such manner as the Management Committee determines.
- (2) All cheques drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the Management Committee who have been authorized by the Management Committee so to do.
- (3) All office-bearers shall be and act in an honorary capacity, provided that the annual general meeting shall have the right to pay to any association officer or Management Committee member an honorarium of such amount as may be decided by the annual general meeting.
- (4) Office-bearers of the association who by the authority of the Management Committee accept or incur any pecuniary liability on behalf of the association shall be held indemnified by the association against any personal loss in respect of such liability.
- (5) The association's bankers shall be Commonwealth Bank of Australia or such other bank as the Management Committee shall from time to time determine.
- (6) The Management Committee may disburse funds apart from its general running expenses towards any aim within the objects of this Constitution.

RULE 45: SUPPLY OF LIQUOR

- (1) A guest shall not be supplied with liquor in the association premises unless on the invitation and in the company of a member.
- (2) The maximum number of guests per day for the purposes of section 48(4)(b) of the Act is five (5).
- (3) No person under the age of eighteen (18) shall serve in the bar in any capacity, nor shall be employed in or about the bar of the association or shall be engaged in the delivery of liquor on the premises of the association.

RULE 46: PROPERTY OF THE ASSOCIATION

No member shall take from the association any property, nor deliberately destroy any association property. The Committee of Management shall have the power to have stolen or damaged property replaced or repaired at the expense of the person responsible for the theft or damage.

PART VI WINDING UP

RULE 47: WINDING UP

- (1) The association may at any time, with the consent of a majority of three fourths of the members present at a General Meeting called for the purpose, be dissolved.
- (2) If, after the dissolution or winding up of the association, there remain after the satisfaction of all its debts and liabilities any funds or property whatsoever:

- (a) the funds or property remaining shall not be paid to or distributed among the members of the association;
- (b) the funds or property remaining shall be given or transferred to another incorporated association having purposes similar in whole or in part to the purposes of the association and which shall prohibit the distribution of its or their income and property among its or their members; or to some charitable purposes or purposes which is approved under the provision of section 78(1) (a) of the Income Assessment Act.
- (c) If members or the association cannot agree to, or give effect to sub-clause 2(b) then such payment or distribution shall be determined by a Judge of the Supreme Court.

PART VIII MISCELLANEOUS

RULE 48: ALTERATION OF THE CONSTITUTION

- (1) No repeal, amendment or addition to this constitution shall be made except by way of special resolution pursuant to Rule 38 of this Constitution.
- (2) As soon as is practicable after the making of any proposal for a change to the Constitution or Rules of the /club, the Secretary shall provide the Director of Liquor Licensing certified particulars of the change or changes proposed. No effect will be given to the change or changes without the prior approval of the Director.

RULE 49: COMMON SEAL

- (1) The association may have a common seal.
- (2) The common seal of the association shall be kept in the custody of the public officer.
- (3) The common seal shall not be affixed to any instrument except by the authority of the Management Committee and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Management Committee or of one (1) member of the Management Committee and the secretary.

RULE 50: INSPECTION OF BOOKS

The records, books, register of membership and other documents of the association shall be open to inspection, free of charge, to a member of the association at any reasonable hour.

RULE 51: SERVICE OF NOTICES

- (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by having it delivered by post to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the

person at the time at which the letter would have been delivered in the ordinary course of post.

THE END