

Constitution

Adopted at BTYC Special General Meeting 29/10/15

BTYC GYMNASTICS INCORPORATED
ABN 79 316 404 702

TABLE OF CONTENTS

PART I – PURPOSES, POWERS AND INTERPRETATION	1
1. NAME 1	
2. INCORPORATION 1	
3. PURPOSES OF CLUB 1	
4. POWERS OF CLUB 1	
5. INTERPRETATION AND DEFINITIONS 2	
1.1. Definitions	2
1.2. Interpretation.....	3
1.3. Enforceability	4
PART II - MEMBERSHIP	4
6. MEMBERSHIP OF CLUB 4	
1.1. Minimum number of Members.....	4
1.2. Categories of Member.....	4
1.3. Application for Membership	4
1.4. Life Members	5
1.5. Honorary Members	5
1.6. Renewal of membership.....	6
1.7. Deemed Membership.....	6
1.8. Effect of Membership	6
7. MEMBERSHIP AND FEES 7	
8. REGISTERS 7	
1.1. Club to Keep Register of Members	7
1.2. Inspection of Register	7
9. CESSATION OF MEMBERSHIP 7	
1.1. Cessation7	
1.2. Resignation	7
1.3. Resignation by failure to pay subscription	8
1.4. Forfeiture of Rights.....	8
10. DISCIPLINE OF MEMBERS 8	
1.1. Establishing a Disciplinary Committee.....	8
1.2. Provisional Suspension	9
1.3. Disciplinary Committee Members.....	9
1.4. Notice of Alleged Breach	9
1.5. Determination of Disciplinary Committee.....	9
1.6. Appeal 10	
1.7. Appeal Tribunal.....	10
1.8. Appeals Process	10
11. GRIEVANCE PROCEDURE 11	
PART III- GENERAL MEETINGS	12
12. ANNUAL GENERAL MEETINGS 12	
1.1. Annual General Meeting to be Held	12
1.2. Business 13	
1.3. Additional Meetings.....	13
13. GENERAL MEETINGS 13	
1.1. General Meetings May be Held.....	13

1.2.	Request for General Meetings.....	13
14.	NOTICE OF MEETINGS	13
1.1.	Notice to be given for General Meetings including the AGM.....	13
1.2.	Business of Meeting.....	13
15.	PROCEEDINGS AT MEETINGS OR THE AGM	14
1.1.	Quorum	14
1.2.	President to Chair	14
1.3.	Chairperson May Adjourn Meeting	14
1.4.	Use of technology	14
16.	VOTING AT GENERAL MEETINGS AND THE AGM	15
1.1.	Voting Rights.....	15
1.2.	Voting Procedure	15
1.3.	Recording of Determinations.....	15
1.4.	Poll at General Meetings.....	15
1.5.	Proxy Voting.....	15
1.6.	Postal Voting.....	15
17.	MINUTES OF GENERAL MEETINGS	15
	PART IV – COMMITTEE	16
18.	COMMITTEE OF MANAGEMENT	16
1.1.	Powers of Committee.....	16
1.2.	Composition of Committee	16
1.3.	Committee Members.....	17
1.4.	Casual Vacancy	17
1.6.	Current Committee.....	17
19.	ELECTION OF COMMITTEE MEMBERS	17
20.	VACANCY ON THE COMMITTEE	19
1.1.	Grounds for Termination of Committee Member	19
1.2.	Removal of Committee Member	19
21.	QUORUM AND PROCEDURE AT COMMITTEE MEETINGS	20
1.1.	Convening a Committee Meeting	20
1.2.	Urgent Committee Meetings.....	20
1.3.	Quorum for Committee Meetings	20
1.4.	Procedures at Committee meetings	20
1.5.	Leave of absence.....	21
22.	COMMITTEE MEMBERS INTERESTS	22
1.1.	Material Personal Interests.....	22
1.2.	Financial Interest.....	22
1.3.	Conflicts	23
23.	DELEGATED POWERS	23
1.1.	Committee May Delegate Functions.....	23
1.2.	Exercise of Delegated Functions.....	23
1.3.	Procedure of Delegated Entity.....	23
1.4.	Committees.....	23
1.5.	Representative of Clubs	24
24.	DUTIES	24
1.1.	General Duties	24
1.2.	President	24
1.3.	Secretary	24
1.4.	Treasurer	25

25.	MINUTES OF COMMITTEE MEETINGS	25	
	PART V - MISCELLANEOUS		25
26.	SOURCES OF FUNDS	25	
27.	MANAGEMENT OF FUNDS	25	
28.	APPLICATION OF INCOME	26	
29.	SIGNING OF NEGOTIABLE INSTRUMENTS	26	
30.	COMMON SEAL	26	
31.	REGISTERED ADDRESS	26	
32.	ALTERATION OF CONSTITUTION	26	
33.	DISSOLUTION	26	
34.	INDEMNITY	27	
35.	SERVICE OF NOTICES	27	
36.	CUSTODY OF BOOKS AND OTHER DOCUMENTS	28	
37.	ACCOUNTS	28	
1.1.	Records kept in accordance with Act.....		28
1.2.	Committee to Submit Accounts		28
1.3.	Transactions		28
1.4.	Auditor	28	
38.	REGULATIONS	29	
39.	GENERAL MANAGER	29	
1.1.	Appointment of a General Manager		29
1.2.	Powers, duties and authorities of the General Manager		29
1.3.	Suspension and removal of the General Manager.....		29
1.4.	General Manager to attend meetings		29

Constitution of BTYC Gymnastics Incorporated

PART I – PURPOSES, POWERS AND INTERPRETATION

1. NAME

The name of the incorporated association is BTYC Gymnastics Incorporated (**Club**).

2. INCORPORATION

The Club shall incorporate under the Act and shall remain incorporated.

3. PURPOSES OF CLUB

The Club is established solely for these purposes. The purposes of the Club are to:

- (a) conduct, encourage, promote, advance and administer Gymnastics throughout its local area;
- (b) act, at all times, on behalf of and in the interest of the Members and Gymnastics;
- (c) affiliate and otherwise liaise with Gymnastics Victoria (including, but not limited to, its Regions and Divisions), Gymnastics Australia and/or FIG and adopt their rule and policy frameworks to further these purposes;
- (d) abide by, disseminate, enforce and secure uniformity in the application of the rules of Gymnastics as may be determined from time to time by Gymnastics Victoria, Gymnastics Australia and/or FIG and as may be necessary for the management and control of Gymnastics and related activities in Victoria;
- (e) advance the operations and activities of the Club throughout the local area;
- (f) maintain and conduct a sporting and social Club and to build, maintain or otherwise provide facilities for the use and recreation of the Members;
- (g) raise and borrow any monies, and to buy, sell or otherwise deal with any real or personal property, required for the purposes of the Club upon such terms and conditions and/or on such securities as may be determined;
- (h) have regard to the public interest in its operations;
- (i) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes; and
- (j) develop our athletes and coaches in a professional manner.

4. POWERS OF CLUB

Solely for furthering the purposes set out above, the Club has in addition to the powers and functions under the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001* (Cth).

5. INTERPRETATION AND DEFINITIONS

1.1. Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Associations Incorporation Reform Act 2012 (Vic)*.

Annual General Meeting means a meeting of Members convened in accordance with rule 12.

Annual Subscriptions mean the annual fees payable by each category of Member as determined by the Committee under rule 7.

Committee means the body consisting of the Committee members under rule 18.2.

Club means BTYC Gymnastics Incorporated.

Constitution means this constitution of the Club as amended from time to time.

Committee Member means a member of the Committee.

FIG means Fédération Internationale de Gymnastique, the international governing body for Gymnastics, or its successors.

Financial Year means the year ending 31 December.

General Manager – means a person employed by the committee to manage the club on a daily basis.

General Meeting means a general meeting of Members and includes an Annual General Meeting and Special General Meeting.

Gymnastics means the sport of gymnastics as determined by FIG, with such variations as may be recognised by Gymnastics Australia or Gymnastics Victoria from time to time.

Gymnastics Australia means Gymnastics Australia Limited, the governing body for Gymnastics in Australia, or its successors.

Gymnastics Victoria means Gymnastics Victoria Inc., the governing body for Gymnastics in Victoria, or its successors.

Honorary Member means a Member appointed to the Club under rule 6.5.

Individual Member means a natural person recognised by the Club as a Member under rule 6.3(e) from time to time. For the avoidance of doubt, such members must meet and maintain any criteria set by Gymnastics Victoria from time to time for "Participant Members" (or equivalent) under its constitution. Any member under the age of 18, is represented by the parent/ Guardian

Intellectual Property means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club.

Life Member means a Member admitted to the Club under rule 6.4.

Member means any person recognised as a member of the Club by the Committee under rule 6 from time to time.

President means the president of the Club elected in accordance with rule 19.

Register means the register of Members kept in accordance with rule 8.1.

Regulations mean any regulations made by the Committee under rule 37.

Relevant Documents means the records and other documents, however recorded compiled or stored, that relate to the Club and management of the Club and includes membership records, financial statements, financial records, and records and documents relating to transactions, dealings, business or property of the Club.

Representative means a person appointed by the Committee to represent the Club at Gymnastics Victoria or other meetings.

Secretary means the secretary of the Club elected in accordance with rule 19.

Special General Meeting means any General Meeting other than an Annual General Meeting.

Special Resolution has the same meaning as the Act.

Sub-Committee means any committee created under rule 23.4 from time to time.

Treasurer means the treasurer of the Club elected in accordance with rule 19.

1.2. Interpretation

In this Constitution:

- (a) a reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (b) words importing the singular include the plural and vice versa;
- (c) words importing any gender include the other genders;
- (d) headings are for convenience only and shall not be used for interpretation;
- (e) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (f) references to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

1.3. Enforceability

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible, so it is valid and enforceable. If it cannot be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

PART II - MEMBERSHIP

6. MEMBERSHIP OF CLUB

1.1. Minimum number of Members

The Club must have at least five Members.

1.2. Categories of Member

The Members shall be, and shall be divided into, the following categories:

- (a) Individual Members, who shall have the right to be present, debate and vote at General Meetings;
- (b) Life Members, who shall have the right to be present, debate and vote at General Meetings;
- (c) Honorary members, who shall have the right to be present, debate and vote at General or Committee meetings as determined by the Committee from time to time

1.3. Application for Membership

- (a) To be eligible for membership as an Individual Member, the applicant must be a natural person may:
 - (i) Participate in either programmes, events or competitions of the Club;
or
 - (ii) be a parent or legal guardian of a person under the age of 18 who is participating in either programmes, events or competitions of the Club,

and meet any other criteria set by the Committee from time to time. For the avoidance of doubt, such members must also meet and maintain any criteria set by Gymnastics Victoria from time to time for "Participant Members" (or equivalent) under its constitution.

- (b) Subject to this Constitution or any procedures set by the Committee from time to time, an application for membership as an Individual Member must be:
 - (i) in writing in the form prescribed by the Committee from time to time;
 - (ii) accompanied by the appropriate fee or fees, if any; and
 - (iii) lodged with the Committee or its nominee.

- (c) The Committee may, in its discretion, determine whether to approve or decline the application.
- (d) If the Committee does not approve an application for membership, it shall, as soon as practicable, notify the applicant in writing that their application for membership is not approved. The Committee is not required to give reasons for its decision.
- (e) If a person satisfies the criteria set by this rule 6.3 and the Committee accepts the application for membership, the person shall be deemed an Individual Member, subject always to this Constitution.

1.4. Life Members

- (a) Life Membership is the highest honour which can be bestowed by the Club for longstanding and valued service to the Club.
- (b) Nominations for Life Membership must be lodged with the Committee or its nominee not less than 14 days prior to the relevant Annual General Meeting. The Committee may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Club be appointed as a Life Member.
- (c) A resolution of the Annual General Meeting to confer Life Membership on the recommendation of the Committee must be a Special Resolution.
- (d) At the time of adoption of this Constitution, the Life Members of the Club shall be those persons currently recognised by the Club as Life Members.

1.5. Honorary Members

- (a) An Individual Member may apply or be nominated by one or more Individual Members for Honorary Membership.
- (b) Such application must be in writing and lodged with the Committee not less than 14 days prior to a Committee meeting containing a summary of the Individual Member's:
 - (i) eligibility for Honorary Membership;
 - (ii) services and contribution to the Club; and
 - (iii) any further information as required by the Committee from time to time.
- (c) A resolution of the Committee to confer Honorary Membership must be an ordinary resolution.
- (d) At the time of adoption of this Constitution, the Honorary Members of the Club shall be those persons currently recognised by the Club as Honorary Members.
- (e) An honorary member shall be for a predetermined period as set by the Committee as part of the resolution.

1.6. Renewal of membership

Individual Members must reapply for membership each Financial Year through the procedure set out in this Constitution or by the Committee from time to time.

1.7. Deemed Membership

Subject to rules 6.4(d) and 6.5(d), all persons who are, prior to the approval of this Constitution under the Act, Members of the Club shall be deemed Members from the time of approval of this Constitution under the Act. Such membership shall continue subject to the terms of this Constitution.

1.8. Effect of Membership

- (a) Members acknowledge and agree that:
 - (i) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and the Regulations;
 - (ii) they shall comply with and observe this Constitution and the Regulations;
 - (iii) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Club;
 - (iv) this Constitution and Regulations are necessary and reasonable for promoting the purposes of the Club; and
 - (v) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Committee.
- (b) Members may by virtue of membership of the Club and subject to this Constitution:
 - (i) express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution;
 - (ii) make proposals or submissions to the Committee;
 - (iii) engage and participate in any activity approved, sponsored or recognised by the Club; and
 - (iv) conduct any activity approved by the Club.
- (c) A right, privilege or obligation of a person by reason of their membership of the Club:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death, resignation or otherwise.

7. MEMBERSHIP AND FEES

- (a) The Annual Subscriptions and any other fees, including class fees, payable by Members or categories of Members to the Club, the benefits which apply, the time for, and manner of payment, shall be determined by the Committee from time to time.
- (b) The date on which Annual Subscriptions shall fall due shall be determined by the Committee from time to time.
- (c) The Committee is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the right to vote at General Meetings.

8. REGISTERS

1.1. Club to Keep Register of Members

The Club shall keep and maintain a Register of Members in which shall be entered:

- (a) the full name and address(s) of the Member
- (b) the category of membership of the Member;
- (c) the date on which the Member became a Member;
- (d) any other information determined by the Committee; and
- (e) for each former Member, the date of ceasing to be a Member.

1.2. Inspection of Register

Inspection of the Register will only be available as required by the Act and in accordance with rule 36(b).

9. CESSATION OF MEMBERSHIP

1.1. Cessation

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) the termination of their Membership according to this Constitution or the Regulations; or
- (d) that Member no longer meeting the requirements for Membership according to this Constitution or the Regulations.

1.2. Resignation

- (a) Any Member who has paid all monies due and payable to the Club may resign from the Club by giving notice (consistent with the current fees policy of

the club) in writing to the Club of such intention to resign. Upon the expiration of that period of notice, the Member shall cease to be a member.

- (b) Upon the expiration of a notice given under rule 9.1, an entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the Register.

1.3. Resignation by failure to pay subscription

- (a) A Member is taken to have resigned if:
 - (i) the Member's Annual Subscription is outstanding more 4 weeks after the due date determined by the Committee in accordance with rule 7(b); or
 - (ii) if no annual subscription is payable:
 - (a) the Secretary has made a written request to the Member to confirm that he or she wishes to remain a Member; and
 - (b) the Member has not, within 4 weeks after receiving that request, confirmed in writing that he or she wishes to remain a Member.
- (b) Should a sufficient explanation be made to the Committee for the failure to pay subscription or reason for not responding to a request, the Committee shall have the power to restore the Membership upon payment of the amount due (if any).

1.4. Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Club or the Committee Members for damages or otherwise, or claim upon its property including the Intellectual Property.

10. DISCIPLINE OF MEMBERS

1.1. Establishing a Disciplinary Committee

- (a) Where the Committee is advised of an allegation (not being vexatious, trifling or frivolous) or considers that a Member has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution or the Regulations; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the purposes and interests of the Club, or Gymnastics or another Member; or
 - (iii) brought themselves, the Club, Gymnastics or another Member into disrepute,

the Committee may by resolution and in accordance with rule 23.4, establish a disciplinary committee to convene to hear a matter against any Member and to determine what action, if any, to take against that Member (**Disciplinary Hearing**). That Member will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms (if any) in this Constitution.

- (b) The grounds listed at rule 10.1(a) do not constitute a grievance, and rule 11 does not apply.

1.2. Provisional Suspension

- (a) Upon establishing a disciplinary committee under rule 10.1(a) the Committee may by resolution provisionally suspend the Member subject to the Disciplinary Hearing until such time as the disciplinary committee makes a finding.
- (b) The disciplinary committee may lift a provisional suspension prior to making a finding at the Disciplinary Hearing.

1.3. Disciplinary Committee Members

The members of the disciplinary committee:

- (a) may be Members or anyone else; but
- (b) must not be biased against, or in favour of, the Member concerned.

1.4. Notice of Alleged Breach

Where a disciplinary committee is established the Club shall serve on the Member not earlier than 28 days and not later than 14 days before the Disciplinary Hearing is to be held, a notice in writing:

- (a) setting out the alleged breach of the Member and the grounds on which it is based;
- (b) stating that the Member may address the disciplinary committee at the Disciplinary Hearing. The Member is not entitled to be legally represented at the Disciplinary Hearing;
- (c) stating the date, place and time of that Disciplinary Hearing;
- (d) informing the Member that he, she or it may do one or more of the following:
 - (i) attend that Disciplinary Hearing; and
 - (ii) give the disciplinary committee prior to or at that Disciplinary Hearing a written statement regarding the alleged breach.

1.5. Determination of Disciplinary Committee

- (a) At the Disciplinary Hearing the disciplinary committee shall:
 - (i) give the Member every opportunity to be heard;
 - (ii) give due consideration to any written statement submitted by the Member; and
 - (iii) determine whether the alleged breach occurred.
- (b) If the disciplinary committee determines there was a breach of rule 10.1(a), it will determine what penalty (if any) shall be given to the Member, and give notice of this to the Committee.

- (c) The penalties able to be given to the Member by the disciplinary committee include:
 - (i) expel a Member from the Club; or
 - (ii) suspend a Member from membership of the Club or accessing certain privileges of membership for a specified period; or
 - (iii) fine a Member; or
 - (iv) impose such other penalty, action or educative process as the disciplinary committee sees fit.

1.6. Appeal

- (a) Subject to rule 10.6(b), an appeal tribunal may be appointed by the Committee to hear and adjudicate on any appeal lodged by a Member against the decision of the disciplinary committee.
- (b) An appeal may only be lodged by a party directly affected by a decision and where such an appeal is based on the ground that new information or evidence can be presented that was not available at the time of the original decision being appealed against.

1.7. Appeal Tribunal

- (a) The Committee will appoint an appeal tribunal to determine an appeal lodged in accordance with the provisions of rule 10.6. The composition of an appeal tribunal shall be:
 - (i) an individual with legal training or experience in dispute resolution; or
 - (ii) a panel of 2 or 3 persons deemed suitable by the Committee including a chairperson with legal training or experience in dispute resolution.
- (b) No member of the appeal tribunal pursuant to rules 10.7(a)(i) and 10.7(a)(ii) may have been a party to or directly interested in the decision under appeal or the original matter brought for determination.

1.8. Appeals Process

- (a) A request for an appeal against a decision of the disciplinary committee must be forwarded to the Committee in writing within 14 days of the relevant party being given notice of the disciplinary committee decision.
- (b) The lodgement of appeal must be accompanied by payment of an appeal fee of \$100. The fee shall be fully refundable if the appeal is successful.
- (c) The Committee shall determine whether the appeal falls within the grounds for appeal pursuant to rule 10.6(b). If satisfied, an appeal tribunal will be appointed within 7 days of formal lodgement of the appeal.
- (d) The appeal tribunal will schedule a date and venue for a hearing as soon as possible and no later than 21 days after formal lodgement of the appeal.

- (e) If, as the circumstances may be, all parties are unable to be present at an appeal hearing, they may participate by teleconference or other medium as determined appropriate at the discretion of the appeal tribunal.
- (f) The parties will be advised of the grounds for appeal and invited to lodge written submissions which must be received by the Appeal Tribunal no later than 2 business days prior to the scheduled appeal hearing. The Committee will ensure that all written submissions are distributed to all parties and the appeal tribunal in a timely manner prior to the hearing.
- (g) The appeal tribunal will consider the appeal in accordance with the principles of natural justice as broadly outlined in rule 10.5.
- (h) The appeal tribunal may adjourn a hearing to obtain further information or evidence.
- (i) At the conclusion of the hearing the appeal tribunal shall:
 - (i) uphold the appeal and rescind the original decision; or
 - (ii) dismiss the appeal; or
 - (iii) dismiss the appeal and review the penalty within the provisions of rule 10.5(c).
- (j) The decision of the appeal tribunal shall be final.
- (k) The appeal tribunal must forward to the Committee a written report outlining their determination of the matter.

11. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this rule applies to disputes under this Constitution between:
 - (i) a Member and another Member; or
 - (ii) a Member and the Club .
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen 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 Committee; or

- (b) in the case of a dispute between a Member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (e) A Member 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; and
 - (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) 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.
- (k) Where the grievance procedure under this rule 11 has been initiated in respect of a dispute between a Member and the Club, the Club must not take disciplinary action against:
 - (i) the Member who initiated the grievance procedure; or
 - (ii) a Member of the Club appointed by the initiating Member to act on behalf of them in the grievance procedure,in relation to the matter which is the subject of the grievance procedure until the grievance procedure has been completed.

PART III- GENERAL MEETINGS

12. ANNUAL GENERAL MEETINGS

1.1. Annual General Meeting to be Held

- (a) The Club shall convene and hold an Annual General Meeting of its Members within 5 months after the end of the financial year annually, in accordance with the Act.
- (b) The Annual General Meeting of the Club shall, subject to the Act and to rule 12.1(a), be convened at a time, date and venue to be determined by the Committee.

1.2. Business

The Annual General Meeting will transact any business required by the Act and any other business of which notice is given in accordance with this Constitution.

1.3. Additional Meetings

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year. Any General Meeting other than an Annual General meeting is a Special General Meeting.

13. GENERAL MEETINGS

1.1. General Meetings May be Held

The Committee may, whenever it thinks fit convene a General Meeting of the Club and, where but for this rule more than 15 months would elapse between Annual General Meetings, it shall convene a General Meeting before the expiration of that period.

1.2. Request for General Meetings

- (a) The Committee shall convene a General Meeting upon receiving a request in writing from not less than 5% of Members who would be entitled to vote at such General Meeting. The Committee may also convene a General Meeting.
- (b) The request for a General Meeting shall be in writing and shall state the object(s) of the meeting and shall be signed by the Members making the request and be sent to the Committee. The request may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (c) If the Committee does not cause a General Meeting to be held within thirty days after the date on which the request is sent to the Club, the Members making the request, or any of them, may convene a General Meeting to be held not later than sixty days after that date.
- (d) A General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which General Meetings are convened by the Committee. All reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

14. NOTICE OF MEETINGS

1.1. Notice to be given for General Meetings including the AGM

The Committee shall, at least 21 days before the date fixed for holding a General Meeting, send to each Member entitled to vote at such meeting and each Committee Member a notice in writing stating the place, date and time and the nature of the proposed business to be transacted at the meeting. Notice may be given in any form permitted under rule 35.

1.2. Business of Meeting

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.

- (b) A Member desiring to bring any business before a meeting shall give at least 14 days' notice in writing of that business to the Club which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

15. PROCEEDINGS AT MEETINGS OR THE AGM

1.1. Quorum

- (a) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Club shall be 5% of the members.
- (b) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - (i) if convened upon the requisition of Members, shall be dissolved; and
 - (ii) in any other case, shall stand adjourned to:
 - (a) the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place; or
 - (b) any date, time and place determined by the chairperson,and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall lapse.

1.2. President to Chair

The President shall chair each General Meeting of the Club. If the President is absent from a General Meeting or is unwilling to act, the Vice President shall chair. If the Vice President is also absent or is unwilling to act, the Committee Members present shall elect one of their number to preside as chairperson at the meeting.

1.3. Chairperson May Adjourn Meeting

- (a) The chairperson of a General Meeting at which a quorum is present may, with the consent of 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.
- (b) Where a meeting is adjourned for 14 days or more, a notice of the adjourned meeting shall be given as in the case of the General Meeting. Except as provided in this rule, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

1.4. Use of technology

- (a) A Member not physically present at a General Meeting may participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.

- (b) A Member participating in a General Meeting as permitted under rule 15.4(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

16. VOTING AT GENERAL MEETINGS AND THE AGM

1.1. Voting Rights

Subject to any other provision of this Constitution, each Individual Member, Life Member and Honorary Member shall be entitled to one vote at General Meetings.

1.2. Voting Procedure

- (a) Subject to this rule 16, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) Subject to rule 16.4, all questions arising at a General Meeting shall be determined on a show of hands.
- (c) In the case of an equality of votes on a question, the motion shall fail. Neither the President nor the chairperson of the meeting is entitled to exercise a second or casting vote.

1.3. Recording of Determinations

When a declaration is made by the chairperson that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, then an entry to that effect in the minute book of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

1.4. Poll at General Meetings

If a poll is demanded by the chairperson or any two Members, it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting.

1.5. Proxy Voting

- (a) Proxy voting shall be permitted at the AGM and General Meetings provided a proxy form in the form approved by the Committee from time to time, has been duly completed and executed and is lodged with the administration at least 24 hours before the commencement of the meeting.
- (b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. For the proxy to be valid a Member must instruct the proxy to vote either in favour of or against any proposed resolutions which must be set out in the proxy form.

1.6. Postal Voting

Postal voting is not permitted at General Meetings of the Club.

17. MINUTES OF GENERAL MEETINGS

- (a) The Committee must ensure that minutes are taken and kept of each General Meeting.

- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) the names of persons present at all meetings.
- (c) In addition, the minutes of each Annual General Meeting must include:
 - (i) any reports or financial statements submitted to the members at the Annual General Meeting as required under the Act; and
 - (ii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- (d) The minutes of General Meetings shall be available for inspection and copying by the Members.

PART IV – COMMITTEE

18. COMMITTEE OF MANAGEMENT

1.1. Powers of Committee

- (a) The affairs of the Club shall be managed by the Committee constituted under rule 18.2.
- (b) Subject to this Constitution and the Act, the Committee:
 - (i) shall control and manage the business and affairs of the Club;
 - (ii) may exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
 - (iii) has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.

1.2. Composition of Committee

- (a) The Committee shall consist of the:
 - (i) President;
 - (ii) Vice President;
 - (iii) Treasurer;
 - (iv) Secretary,
 - (v) six (6) general Committee members;
 - (vi) one (1) Staff Representative Committee Member (**Staff Representative Committee Member**).

- (b) The Committee may allocate portfolios to Committee members if required.

1.3. Committee Members

- (a) Subject to this Constitution, Committee Members shall be elected in accordance with this Constitution for a term of 1 year, which shall commence from the conclusion of the Annual General Meeting at which they are elected until the start of the next Annual General Meeting following.
- (b) Committee Members are eligible for re-election.

1.4. Casual Vacancy

In the event of a casual vacancy in the office of any Committee member, the Committee may appoint an appropriate Member to the vacant office and the person so appointed may continue in office up to the end of the term of the Committee Member they are replacing.

1.6. Current Committee

- (a) Subject to clause 18.5(b), the terms of the Committee members in office at the date of the adoption of this Constitution shall continue until the expiration of the relevant term and further Committee Members may be re-elected or re-appointed for a further term in accordance with and subject always to this Constitution.
- (b) After the adoption of this Constitution, the current Committee members who are employed by the Club will be required to draw lots to determine who shall fill the position of Staff Representative Committee Member. Future elections to the position of Staff Representative Committee Member will proceed in accordance with the procedure set out in clause 19.

19. ELECTION OF COMMITTEE MEMBERS

- (a) The Secretary or person nominated by the Committee shall call for nominations at an appropriate time determined by the Committee. All Members shall be notified of the call for nominations in a manner determined by the Committee.
- (b) Candidates must:
 - (i) be aged 18 years or over;
 - (ii) reside in Australia; and
 - (iii) a Member (and not also employed by the Club).
- (c) Nominations of candidates for election as a Committee Member (but not including the position of Staff Representative Committee Member, which is to be filled in accordance with the procedure set out under clause 19(i) to (n)) shall:
 - (i) be made in writing on the form provided by the Club from time to time (if any), signed by two Members as nominees and accompanied by the written consent of the nominee;

- (ii) if the candidate is nominating for the position of President, Vice President, Treasurer or Secretary, specify the relevant position; and
 - (iii) be delivered to the Secretary or person nominated by the Committee by the date specified on the call for nominations.
- (d) Separate elections must be held for the positions of President, Vice President, Treasurer and Secretary in addition to the election of the other General Committee Members.
- (e) If the number of nominations received is equal to the number of vacancies to be filled, including where there is 1 nomination each for the positions of President, Vice President, Treasurer and Secretary, or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated shall be declared elected.
- (f) If there are insufficient nominations received to fill all vacancies on the Committee, including where there is no nomination for one or more of the positions of President, Vice President, Treasurer or Secretary, the remaining positions will be deemed casual vacancies under clause 18.4.
- (g) If the number of nominations exceeds the number of vacancies to be filled, or if there is more than 1 nomination for one or more of the positions of President, Vice President, Treasurer or Secretary, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Committee.
- (h) Voting shall be conducted at the Annual General Meeting in such a manner and by such a method as determined by the Committee from time to time.
- (i) The Secretary or person nominated by the Committee shall call for nominations for the position of Staff Representative Committee Member at an appropriate time determined by the Committee.
- (j) Candidates for the Staff Representative Committee Member position must:
 - (i) be aged 18 years or over;
 - (ii) reside in Australia; and
 - (iii) be employed by the Club.
- (k) Nominations must be made in writing on the form provided by the Club from time to time (if any). Eligible persons can self-nominate for the position of Staff Representative Committee Member. The nomination form must be delivered to the Secretary or person nominated by the Committee by the date specified on the call for nominations.
- (l) If the number of nominations for Staff Representative Committee Member received is equal to the number of vacancies to be filled then that person nominated shall be declared elected.
- (m) Where there is no nomination received to fill the one vacancy on the Committee for the Staff Representative Committee Member position the position will be deemed a casual vacancy under clause 18.4.

- (n) If the number of nominations exceeds the one vacancy to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order. Notwithstanding any other clause in this Constitution, each staff member of the Club is entitled to one vote and is able to vote for the position of Staff Representative Committee Member.

20. VACANCY ON THE COMMITTEE

1.1. Grounds for Termination of Committee Member

For the purposes of this Constitution, the office of a Committee Member becomes vacant if the Committee Member:

- (a) ceases to be a Member;
- (b) becomes bankrupt;
- (c) resigns their office by notice in writing given to the Club;
- (d) is subject to any sanction by the Committee, which sanction is confirmed by the Members, under rule 10;
- (e) is directly or indirectly interested in any contract or proposed contract with the Club and, in the opinion of the Committee, has deliberately, recklessly or negligently failed to declare the nature of his interest;
- (f) is removed from office in accordance with this Constitution;
- (g) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (h) would be prohibited from being a Committee Member of a company under the *Corporations Act 2001* (Cth); or
- (i) fails to attend 3 consecutive meetings of the Committee without having previously obtained leave of absence in accordance with rule 21.5 or provided reasonable excuse for such absence.

1.2. Removal of Committee Member

- (a) The Club in a General Meeting may by Special Resolution remove any Committee Member, before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Committee Member.
- (b) Where the Committee Member to whom a proposed resolution referred to in rule 20.2(a) makes representations in writing to the Committee or the President and requests that such representations be notified to the Members, the Committee or the President may send a copy of the representations to each Member or, if they are not so sent, the Committee Member may require that they be read out at the meeting, and the representations shall be so read.

21. QUORUM AND PROCEDURE AT COMMITTEE MEETINGS

1.1. Convening a Committee Meeting

- (a) The Committee shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution, in particular this rule 21, the Committee may regulate its meetings as it thinks fit.
- (b) Unless all Committee Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than two days written notice of Committee meeting shall be given to each Committee Member.
- (c) Written notice of each Committee meeting, specifying the general nature of the time, date and place of the Committee meeting and the business to be transacted, shall be served on each Committee Member by sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched), in accordance with the Committee members last notified contact details.
- (d) Notice may be given of more than one Committee meeting at the same time.

1.2. Urgent Committee Meetings

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with rule 21.1 provided that as much notice as practicable is given to each Committee Member by the quickest means practicable.
- (b) Any resolution made at an urgent Committee meeting must be passed according to rule 21.4 (b).

1.3. Quorum for Committee Meetings

- (a) A minimum of six (6) persons with at least two (2) members being the President, Vice President, Secretary or Treasurer

shall constitute a quorum for the transaction of the business of a meeting of the Committee.
- (d) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, or any date, time and place determined by the President.
- (e) The Committee may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a Committee member such that the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, those Committee Members may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute such a quorum.

1.4. Procedures at Committee meetings

- (a) At meetings of the Committee, the President shall chair the meeting. If the President is absent or unwilling to act, the Vice President shall chair. If the

Vice President is also absent or unwilling to act, the Committee shall appoint one of its members to chair the meeting.

- (b) Questions arising at a meeting of the Committee shall be determined on a show of hands or an anonymous ballot, if demanded by a Committee Member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Each Committee member present at a meeting of the Committee (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any question, the motion shall fail; neither the President nor chair may exercise a second or casting vote.
- (d) Voting by proxy is not permitted.
- (e) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee members.
- (f) Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee Members may be held where one or more of the Committee members is not physically present at the meeting, provided that:
 - (i) All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Committee members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee ;
 - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Committee members which constitutes a quorum, and none of such Committee members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated.
 - (iv) any meeting held where one or more of the Committee members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Committee member is there present and if no Committee members is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

1.5. Leave of absence

- (a) The Committee may grant a Committee Member leave of absence from Committee meetings for a period not exceeding three months.

- (b) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.

22. COMMITTEE MEMBERS INTERESTS

1.1. Material Personal Interests

- (a) A Committee Member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- (b) A Committee Member with such a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.
- (c) This rule 22.1 does not apply to a material personal interest that:
 - (i) exists only because the Committee Member belongs to a class of persons for whose benefit the Club is established; or
 - (ii) that the Committee Member has in common with all, or a substantial proportion of the Members.
- (d) A general notice that a Committee Member is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Committee Member and the said matter. After such general notice it is not necessary for such Committee member to give a special notice relating to the said matter.
- (e) It is the duty of the Committee to record in the minutes any declaration made or any general notice as aforesaid given by a Committee Member in accordance with this rule 22.1.

1.2. Financial Interest

- (a) A Committee member is disqualified from:
 - (i) holding any place of profit or position of employment in the Club, or in any company or incorporated association in which the Club is a shareholder or otherwise interested; (with the exception of the Staff representative position.
 - (ii) contracting with the Club either as vendor, purchaser or otherwise,

except with express resolution of approval of the Committee. Any contract or arrangement in which any Committee member is in any way interested which is entered into by or on behalf of the Club without the approval of the Committee, will be voided for such reason.
- (b) The nature of the financial interest of such Committee member must be declared by the Committee at the meeting of the Committee at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Committee after the acquisition of the interest.

- (c) A general notice that a Committee Member is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under rule 22.2(b) for such Committee Member and the said transactions. After such general notice it is not necessary for such Committee Member to give a special notice relating to any particular transaction with that firm or company.
- (d) It is the duty of the Committee to record in the minutes any declaration made or any general notice as outlined given by a Committee Member in accordance with rule 22.2.

1.3. Conflicts

A Committee Member, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Committee Member is interested. If the Committee Member votes, the vote shall not be counted.

23. DELEGATED POWERS

1.1. Committee May Delegate Functions

- (a) The Committee may, by instrument in writing, create, establish or appoint special committees, individual officers and consultants to carry out specific duties and functions. In the establishing instrument, the Committee may delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function imposed on the Committee or the executive officer by the Act, any other law, this Constitution, or by resolution of the Club in a General Meeting.
- (b) At any time the Committee may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

1.2. Exercise of Delegated Functions

- (a) A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (b) A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

1.3. Procedure of Delegated Entity

1.4. Committees

- (a) As set out in rule 23.1, the Committee may establish and delegate any of its functions, powers or duties (except this power to delegate) to such committees as it thinks fit. The Committee may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.

- (b) The Committee shall determine in writing the duties and powers afforded to any committee and the committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Committee.
- (c) A Committee Member or the Committee shall be ex-officio members of any committee so appointed.

1.5. Representative of Clubs

- (a) The Committee shall appoint Representatives to attend meetings and events on its behalf from time to time. This shall include, but not be limited to, Gymnastics Victoria general meetings.
- (b) The Club will advise Gymnastics Victoria at the time of affiliation who its Representative will be. If the Club does not provide notification to Gymnastics Victoria, the President and Secretary of the Club shall be deemed to be the Representatives.

24. DUTIES

1.1. General Duties

- (a) As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with this Constitution and the Act.
- (b) The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual Committee Members comply with this Constitution.
- (c) In addition to any duties imposed by this Constitution, a Committee Member must perform any other duties imposed from time to time by resolution at a General Meeting.
- (d) The Committee must ensure that the Club complies with all requirements in the Act regarding financial statements

1.2. President

- (a) The president is the person elected to lead the committee in conducting its duties as a committee.
- (b) The president will chair all Meetings according to rule 21.4 (a).

1.3. Secretary

- (a) There must be a Secretary who is to be elected under rule 19.
- (b) Where the position of Secretary is deemed a casual vacancy under rule 19(f), the Committee will fill the position in accordance with rule 18.5 except that the Committee must appoint a person to the position within 14 days after the vacancy arises. Where the position is not filled within 14 days after the vacancy arises, the Committee will determine whether the President or another Committee Member acts as the Club's Secretary under the Act.

- (c) The office of Secretary becomes vacant in accordance with rule 20.1 and under the Act
- (d) The Secretary must give the registrar notice of his or her appointment within 14 days after the appointment.

1.4. Treasurer

The Treasurer must:

- (a) ensure that the financial records of the Club are kept in accordance with the Act;
- (b) assist and support the preparation of the financial statements of the Club and their submission to the Annual General Meeting of the Club;
- (c) ensure that at least two Committee Members have access to the accounts and financial records of the Club; and
- (d) keep in their custody or under their control:
 - (i) the financial records for the current financial year; and
 - (ii) any other financial records as authorised by the Committee.

25. MINUTES OF COMMITTEE MEETINGS

- (a) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) any interest declared under rules 22.1 or 22.2.
- (c) The minutes of Committee meetings shall not be available for inspection or copying by the Members.

PART V - MISCELLANEOUS

26. SOURCES OF FUNDS

The funds of the Club shall be derived from Annual Subscriptions, donations and such other sources as the Committee determines.

27. MANAGEMENT OF FUNDS

- (a) The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- (b) The Committee may authorise the General Manager or Financial Manager to expend funds in accordance with the clubs Delegations Policy.

- (c) All funds of the Club must be deposited into the financial account of the Club no later than five working days after the receipt.
- (d) With the approval of the Committee, the Financial Manager may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

28. APPLICATION OF INCOME

- (a) The income and property of the Club shall be applied solely towards the promotion of the purposes of the Club as set out in this Constitution.
- (b) No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.

29. SIGNING OF NEGOTIABLE INSTRUMENTS

All cheques or money transfers and other negotiable instruments shall be signed by a minimum of 2 signatory's (from either the General Manager, Financial Manager, Treasurer, or president) or in such other manner approved by the Committee from time to time.

30. COMMON SEAL

- (a) The Club may have a Seal upon which its corporate name shall appear in legible characters.
- (b) The Seal shall not be used without the express authorisation of the Committee. Every use of the Seal shall be recorded in the Club's minute book. Two Committee Members must witness every use of the Seal, unless the Committee determines otherwise.

31. REGISTERED ADDRESS

The registered address of the Club is:

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address, the postal address of the Secretary.

32. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution in accordance with the Act.

33. DISSOLUTION

- (a) The Club may be wound up voluntarily by Special Resolution.
- (b) In the event of the Club being wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Club, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.

- (c) If upon winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members, but shall be given or transferred to:
 - (i) Y.M.C.A
 - (ii) where the Y.M.C.A is wound up or dissolved, some other organisation having purposes similar to the purposes of the Club and which prohibits the distribution of its or their income and property among its or their members and which is also not carried on for the profit or gain to its members. Such body or bodies to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

34. INDEMNITY

- (a) Every Committee Member and employee of the Club shall be indemnified out of the property and assets of the Club against any liability incurred by him/her in his/her capacity as Committee Member or employee in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him or her by the Court.
- (b) The Club shall indemnify its Committee Members and employees against all damages and costs (including legal costs) for which any such Committee Members or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (i) in the case of a Committee Member, performed or made whilst acting on behalf of and with the authority, express or implied of the Club; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of his or her employment by the Club.

35. SERVICE OF NOTICES

- (a) Notices may be given to Members by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's address or electronic mail address shown in the Register.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to the correct facsimile number.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

36. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Committee shall keep in its custody or control all books, minutes, documents and securities of the Club.
- (b) If requested by a Member, the Committee must permit such Member to inspect:
 - (i) the rules of the Club; and
 - (ii) the minutes of each General Meeting.
- (c) Upon written request and payment of a fee determined by the Committee from time to time, a Member may obtain a copy of the documents listed at rule 36(b).
- (d) If requested by a Member and subject to the Act, the Committee must permit such Member to inspect the register of members.
- (e) Subject to the Act and rules 36(b) and 36(d), no Member is entitled to inspect the financial records, accounts, books, securities, minutes of Committee meetings or other Relevant Documents of the Club, unless authorised in writing by the Committee.

37. ACCOUNTS

1.1. Records kept in accordance with Act

Books, documents, securities and proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. All such records and the books of account shall be kept in the care and control of the Treasurer or the Committee.

1.2. Committee to Submit Accounts

The Committee shall submit to the Annual General Meeting the accounts of the Association in accordance with the Act and will distribute copies of financial statements as required by the Act.

1.3. Transactions

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Committee Members determine from time to time.

1.4. Auditor

- (a) A properly qualified auditor or auditors may be appointed by the Committee Members and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the *Corporations Act 2001* (Cth).
- (b) Where an auditor is appointed, the Members may remove an auditor from office by resolution made at a General Meeting in accordance with the Act.

38. REGULATIONS

- (a) The Committee may make Regulations and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such Regulations shall have the same force and effect as this Constitution, but shall not be in any way oppose or be in conflict with this Constitution. Such Regulations shall be available for inspection in the Club premises.
- (b) Amendments, alterations, interpretation or other changes to Regulations shall be advised to Members by means of notice approved by the Committee. Notices shall be binding upon all Members.

39. GENERAL MANAGER

1.1. Appointment of a General Manager

- (a) The Management Committee may appoint a General Manager

1.2. Powers, duties and authorities of the General Manager

- (a) The General Manager holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Committee of Management.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the General Manager remains subject at all times to the control of the Committee of Management.
- (c) The General Managers' role will be to implement the strategies, plans and policies approved by the Committee of Management and will be responsible for the management and direction of the Club and its finances.

1.3. Suspension and removal of the General Manager

- (a) Subject to the terms and conditions of the appointment, the Committee of Management may suspend or remove the General Manager from that office.

1.4. General Manager to attend meetings

- (a) The General Manager is entitled, subject to a determination otherwise by the Committee of Management, to attend all meetings of the Club, all meetings of the Committee of Management and any Sub-Committees and may speak on any matter, but does not have a vote.