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**W.A. BOMBERS (INC)**

**CONSTITUTION**

**Peter Murray  
58 Granadilla Street  
DUNCRAIG 6023**

**Steve Maccora  
10 Combe Place  
SORRENTO 6020**

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## 1. NAME OF ASSOCIATION

The name of the Association is W.A. BOMBERS (INC.)

## 2. DEFINITIONS

In this Constitution, unless the sense or context otherwise requires, the following words shall have the following meanings:-

"Accounts" means the accounting records referred to in Clause 13(g);

"Act" means the Associations Incorporation Act 1987;

"Association" means the Association referred to in Clause 1;

"Committee" means the Committee of management of the Association referred to in Clause 10(1);

"Committee Meeting" means the meeting referred to in Clause 15(1);

"Committee Member" means person referred to in Paragraph (A), (B), (C), (D) or (E) of Clause 10(1);

"Commissioner" means The Commissioner for Corporate Affairs appointed under Section 4 of The Companies (Administration) Act, 1982;

"Constitution" means this Constitution;

"Financial year" means a period not exceeding fifteen (15) months, as fixed by the Committee and being a period commencing on the date of incorporation of the Association and thereafter each period of 12 months, or such other period fixed by the Committee, after having regard to the requirements of Clause 16(1)(b) commencing at the expiration of the previous financial year of the Association.

"General meeting", "special general meeting" or "annual general meeting" means a meeting convened under Clause 16.

"Life Member" means a Member deemed or elected to be a Life Member as referred to in Clause 5(5).

"Member" means a Financial Member of the Association.

"Ordinary resolution" means a resolution other than a special resolution.

"President" means:-

- (a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with Clause 11; or
- (b) otherwise than in relation to the proceedings referred to in Clause 10(1)(a) or, if that person is unable to perform his or her functions, the Vice President.

"Secretary" means the Secretary referred to in Clause 10(1)(c).

"Special general meeting" means the meeting convened under Clause 16(1)(a).

"Special resolution" means a resolution passed by a majority of not less than three-fourths of the Members cast in person or by proxy at a general meeting, notice of which general meeting specified the intention to propose the resolution as a special resolution and was given pursuant to Clause 16(8).

"Treasurer" means the Treasurer referred to in Clauses 10(1)(d).

"Vice-President" means the Vice-President referred to in Clause 10(1)(b).

### **3. OBJECTS OF ASSOCIATION**

- (1) The objects of the Association are:-
  - (a) To foster support of the Essendon Football Club in W.A and the Australian national game of Australian Rules Football;
  - (b) To facilitate among West Australians a regular meeting of Members and to promote good fellowship amongst its Members;
  - (c) To provide opportunities and facilities for contact between West Australians having a common interest in football and in particular the Essendon Football Club.
  - (d) To cooperate with other organisations in Western Australia with similar objectives.
  - (e) To raise funds and financially support the development of Western Australians in the sport of Australian Rules Football.

- (2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly, or indirectly, to Members of the Association, except in good faith in the promotion of those objects.

#### 4. POWERS OF ASSOCIATION

For the purpose of carrying out the objects in Clause 3, the Association shall have the power to do any or all of the following provided that no power may be exercised whereby the Association may incur liability without the specific authorisation of the Committee:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money:-
  - (i) in any security in which trust moneys may be invested; or
  - (ii) in any other manner authorised by this Constitution;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharging of liabilities incurred by the Association as it thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable;
- (h) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or this Constitution;
- (i) to take any gift of real or personal property whether subject to any special trust or not for any one or more of the objects of the Association; and

- (j) to take such steps by personal or written appeals, public meetings, advertising, promotion or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions, gifts, sponsorship or otherwise.
- (k) to organise social activities and functions as the committee sees fit to further the objects of the association.
- (l) to assist and encourage the formation of subsidiary supporter groups to be known as "Satellite Groups" in country and regional areas. To all intents and purposes these groups will enjoy the same rights and obligations of membership appropriate to the category of membership for which they apply. Members shall be members of W.A. Bombers (inc).
- (m) to permit the use of regional names for "Satellite Groups".
- (n) to trade as "Perth Bombers" for the main body of membership in the areas decided by the committee.

## 5. QUALIFICATIONS FOR MEMBERSHIP OF ASSOCIATION

- (1) Membership of the Association shall be open to any person who is interested in the objects of the Association.
- (2) A person who wishes to become a Member shall:-
  - (a) apply for Membership to the Committee in the form approved from time to time by the committee:
  - (b) pay the annual subscription fee which is set by resolution of the Association from time to time.
- (3) The Membership Committee Chairman shall be delegated to consider and accept applications made under Clause 5(2) and these applications will be ratified by the Committee at the next available Committee meeting. In the event that the Membership Committee Chairman wishes to defer acceptance of any membership, Committee Members shall consider such application at a Committee Meeting and shall at the Committee Meeting or subsequent Committee Meeting accept or reject that application.

- (4) When accepting an application in accordance with Clause 5(3) the Membership Committee Chairman or the Committee Members shall admit the applicant to one of the following categories of Membership:
- (a) Life Membership
  - (b) Ordinary Membership
  - (c) Junior Membership
  - (d) Family Membership
  - (e) Concession Membership
- (5) The Committee may elect any Member to be a Life Member.
- (6) For all categories of Membership other than Life Membership, Membership shall run for a period of one (1) year from 1st November each year and all Members shall pay each year their subscription. A Member whose subscription is not paid before 31st May in the membership year, ceases to be a Financial Member and their Membership shall lapse as described in Clause 7(3).

## **6. REGISTER OF MEMBERS OF ASSOCIATION**

- (1) The Secretary shall on behalf of the Association keep and maintain at his or her place of residence and in an up to date condition, a Register of the Members and their postal or residential addresses, and upon request of a Member shall make the register available for the inspection of the Member and the Member may make a copy of, or take an extract from, the register but shall have no right to remove the register for that purpose.
- (2) The Secretary shall cause the name of a person who dies or who ceases to be a Member under Clause 7(3), 8(1) or 9 to be deleted from the Register of Members referred to in Clause 6(1).
- (3) Membership Card - Every ordinary Member upon paying their annual subscription shall be supplied with a Membership Card.

## **7. SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION**

- (1) The Committee shall, from time to time, at a Committee Meeting, determine the amount of the subscription to be paid by each category of Member referred to in Clause 5(4).

- (2) Each Member shall pay to the Treasurer, annually on or after 1st January or such other date as the Committee from time to time determines, the subscription amount determined under Clause 7(1).
- (3) A Member whose subscription is not paid prior to 31st May ceases, on the expiration of that period to be a Member, unless the Committee decides otherwise.
- (4) A Member is a financial Member for the purposes of this Constitution if his or her subscription is paid on or before the 31st May of the Membership Year

## **8. RESIGNATION OF MEMBERS OF ASSOCIATION**

- (1) Membership of a Member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Committee Member, ceases on the date of delivery of that notice.
- (2) A person who ceases to be a Member under Clause 8(1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that resignation.

## **9. EXPULSION OF MEMBERS OF ASSOCIATION**

- (1) If the Committee considers that a Member should be expelled from Membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee shall communicate its decision, either orally or in writing, to the Member:-
  - (a) notice of the proposed expulsion and of the time, date and place of the Committee Meeting at which the question of that expulsion will be decided; and
  - (b) particulars of that conduct,  
  
not less than fourteen (14) days before the date of the Committee Meeting referred to in Clause 9(1)(a).
- (2) At the Committee Meeting referred to in a notice communicated under Clause 9(1), the Committee may, after having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel



that Member from Membership of the Association and shall, forthwith after deciding whether or not so to expel that Member, communicate that decision in writing to that Member.

- (3) A Member who is expelled under Clause 9(2) from Membership of the Association, ceases to be a Member fourteen (14) days after the day on which the decision so to expel him or her is communicated to him or her under Clause 9(2).

## 10. COMMITTEE OF MANAGEMENT/NOMINATION & ELECTIONS

- (1) The affairs of the Association shall be managed exclusively by a Committee of Management consisting of:-
  - (a) President;
  - (b) Vice-President;
  - (c) Secretary
  - (d) Treasurer; and
  - (e) not less than two (2) other persons

all of whom shall be Financial Members of the Association elected to Membership of that Committee at an Annual General Meeting or appointed under Clause 10(9).

The election for the positions of Committee shall be held annually and successful candidates shall hold office for two (2) years. In the event of more than half of the positions on the Committee becoming vacant at any one election, those candidates receiving the highest votes shall be elected for two (2) years and shall thereupon retire and still be eligible for re-election.

- (2) At the commencement of the first Annual General Meeting to be held after the incorporation of the Association:-
  - (a) If the Committee consists of an even number of Members, half of that number, which half; or
  - (b) If the Committee consists of an odd number of Members, the integral number of Members nearest to, and exceeding, half of that odd number, the Members comprised in which integral number, shall be chosen by ballot, shall cease to be Committee Members, but shall be eligible for re-election to Membership of the Committee.

- (3) At the commencement of each successive Annual General Meeting after the Annual General Meeting referred to in Clause 10(2), those Committee Members who have served for longer periods than the other Committee Members shall cease to be Committee Members, but shall be eligible for re-election to Membership of the Committee.
- (4) Subject to Clause 10(5), a person is not eligible for election to Membership of the Committee unless a Member has nominated him for election by delivering notice in writing of that nomination, signed by:-
  - (a) the nominator; and
  - (b) the nominee to signify his or her willingness to stand for election,  
to the Secretary not less than seven (7) days before the day on which the Annual General Meeting concerned is to be held.
- (5) Clause 10(4) and 10(7) do not apply to or in relation to a person who is eligible for re-election under Clause 10(2) or 10(3).
- (6) A person who is eligible for election or re-election under this Rule may at the Annual General Meeting concerned:-
  - (a) propose or second himself or herself for election or re-election; and
  - (b) vote for himself or herself.
- (7) The Secretary shall ensure that notice of all persons seeking election to Membership of the Committee is given to all Members when notice is given to those Members of the calling of the Annual General Meeting at which that election is to be held.
- (8) If the number of persons nominated for election to Membership of the Committee does not exceed the number of vacancies in that Membership to be filled:-
  - (a) the Secretary shall report accordingly to; and
  - (b) the President shall declare those persons to be duly elected as Committee Members at,  
the Annual General Meeting concerned.

- (9) When a casual vacancy within the meaning of Clause 14 occurs in the Membership of the Committee:-
- (a) the Committee may appoint a Member to fill that vacancy; and
  - (b) a Member appointed under this Clause shall:-
    - (i) hold office until the commencement of; and
    - (ii) be eligible for election to Membership of the Committee at, the next following Annual General Meeting.
- (10) In addition to the Members elected pursuant to this Clause, the Committee may co-opt other Members to serve on the Committee until the next Annual General Meeting.
- (11) The Committee may from time to time appoint from among its number or from the Members such sub-Committees as it considers necessary and may delegate to such sub-Committees such of the powers and duties of the Committee as the Committee may determine.
- (a) Each Sub-Committee shall periodically report its proceedings to the Committee and shall conduct its business in accordance with the directions of the Committee.

## **11. PRESIDENT**

- (1) The President shall be elected for two (2) years.
- (2) Subject to this Clause, the President shall preside at all General Meetings and Committee Meetings.
- (3) In the event of the absence from a General Meeting of the President and the Vice-President, a Member elected by the other Members present at the General Meeting shall preside at the General Meeting.

- (4) In the event of the absence from a Committee Meeting of:-
- (i) the President;  
then the Vice-President shall preside at the Committee Meeting; and
  - (ii) both the President and the Vice-President,  
then a Committee Member elected by the other Committee Members present shall preside at the Committee Meeting.

## **12. SECRETARY**

The Secretary shall:-

- (a) coordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) comply on behalf of the Association with:-
  - (i) Clause 6(1) in respect of the Register of Members; and
  - (ii) Clause 21(1) in respect of the Constitution;
- (d) keep and maintain a record of the names and residential or postal addresses of:-
  - (i) the Committee Members; and
  - (ii) any persons who are appointed or act as trustees on behalf of the Association,  
  
and upon request of a Member shall make available the record for the inspection of the Member and the Member may make a copy of, or take an extract from, the record but shall have no right to remove the record for that purpose;
- (e) have custody of all books, documents, records and registers of the Association, including those referred to in Clause 12(c), other than those required by Clause 13 to be kept and maintained by, or in custody of, the Treasurer; and

- (f) perform such other duties as are imposed by this Constitution on the Secretary.

### **13. TREASURER**

The Treasurer shall:-

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and shall issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in Clause 13(a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a General Meeting or of the Committee and in so doing ensure that all cheques are signed by any two (2) Committee Members including himself or herself;
- (d) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction.
- (e) have custody of all securities, books and documents of financial nature and accounting records of the Association, including those referred to in Clause 13(d) and 13(f).
- (f) keep such accounting records as correctly record and explain the financial transactions and financial positions of the Association;
- (g) keep the Accounts in such a manner as will enable true and fair accounts of the Association to be prepared and from time to time be conveniently and properly audited;
- (h) submit to the Members at the Annual General Meeting the Accounts showing the financial position of the Association at the end of the immediately preceding Financial Year; and
- (i) perform such other duties as are imposed by this Constitution on the Treasurer.

#### **14. CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE**

A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Committee Member is the President, to the Vice-President;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than:-
  - (i) three (3) consecutive Committee Meetings; or
  - (ii) three (3) Committee Meetings in the same Financial Year,  
of which he or she has received notice without tendering an apology to the person presiding at each of those Committee meetings; or
- (f) ceases to be a Member.

#### **15. PROCEEDINGS OF COMMITTEE**

- (1) The Committee shall meet together for the dispatch of business not less than once in each three (3) calendar months and the President may at any time convene a Committee Meeting.
- (2) Each Committee Member has a deliberative vote.
- (3) A question arising at a Committee Meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee Meeting shall have a casting vote in addition to his or her deliberative vote.
- (4) At a Committee Meeting four (4) Committee Members constitute a quorum.

- (5) Subject to this Constitution, the procedure and order of business to be followed at a Committee Meeting shall be determined by the Committee Members present at the Committee Meeting.
- (6) A Committee Member who has any direct or indirect pecuniary interest in a contract or proposed contract, made by, or in the contemplation of, the Committee shall, as soon as he becomes aware of his interest, disclose the nature and extent of his interest to the Committee.
- (7) The Secretary shall cause every disclosure made under this Clause by a Committee Member to be recorded in the Minutes of the Committee Meeting at which it is made.
- (8) A Committee Member having any direct or indirect pecuniary interest in a contract, or proposed contract, or in the contemplation of the Committee shall not take part in any deliberations or decision of the Committee with respect to that contract.
- (9) The business of the Association shall be managed by the Committee.
- (10) The Committee may exercise all the powers of the Association as set out in this Constitution.
- (11) The Committee shall cause minutes to be made:
  - (a) of all appointments of officers and servants;
  - (b) the names of Members of the Committee present at all Meetings of the Association and the Committee; and
  - (c) of all proceedings at all meetings of the Association and of the Committee.

Such minutes shall be signed by the President of the meeting at which the proceedings were held or by the President of the next succeeding meeting.

## 16. GENERAL MEETINGS

- (1) The Committee:-
  - (a) may at any time convene a Special General Meeting;
  - (b) shall convene the first Annual General Meeting within eighteen (18) months of the Association's incorporation, and thereafter in every calendar year within four (4) calendar months after the end of the immediately preceding Financial Year; and
  - (c) shall within 30 days of:-

receiving a request in writing to do so from not less than 20 members or 5% of eligible voting Members (whichever is the greater), convene a Special General Meeting for the purpose specified in that request.
- (2) The Members making a request referred to in Clause 16(1)(c) shall:-
  - (a) state in that request the purpose for which the Special General Meeting concerned is required; and
  - (b) sign that request.
- (3) If a Special General Meeting is not convened within the relevant period of 30 days referred to:-
  - (a) in Clause 16(1)(c)(i), the Members who made the request concerned may themselves convene a Special General Meeting as if they were the Committee; or
  - (b) in Clause 16(1)(c)(ii), the Member who gave the notice concerned may himself convene a Special General Meeting as if he or she were the Committee.
- (4) When a Special General Meeting is convened under Clause 16(3)(a) or (b):-
  - (a) the Committee shall ensure that the Members or Member convening the Special General Meeting are supplied free of charge with particulars of all Members; and
  - (b) the Association shall pay the reasonable expenses of convening and holding the Special General Meeting.



- (5) Subject to Clause 16(8), the Secretary shall give to all Members not less than 14 days notice of a General Meeting and of any motions to be moved at the General Meeting.
- (6) A notice given under Clause 16(5) shall specify:-
  - (a) when and where the General Meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.
- (7) In the case of an Annual General Meeting, the order in which business is to be transacted is:-
  - (a) first, the consideration of the Accounts and reports of the Committee;
  - (b) second, the election of Committee Members to replace outgoing Committee Members; and
  - (c) third, any other business requiring consideration by the Association in a General Meeting.
- (8) The Secretary shall give to all Members not less than twenty one (21) days notice of a General Meeting at which a Special Resolution is to be proposed and of any other motions to be moved at that General Meeting.
- (9) The Secretary may give a notice under either Clause 16(5) or Clause 16(8) by:-
  - (a) serving it on a Member personally; or
  - (b) sending it by post to a Member at the address of the Member appearing in the Register of Members kept and maintained pursuant to Clause 6(1).
- (10) When a notice is sent by post under Clause 16(9)(b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.

## 17. QUORUM IN PROCEEDINGS AT GENERAL MEETINGS

- (1) At a General Meeting not less than ten (10) Members present in person or by proxy constitute a quorum.
- (2) If within thirty (30) minutes after the time specified for the holding of a General Meeting in a notice given under Clause 16(5) or 16(8):-
  - (a) as a result of a request or notice referred to in Clause 16(1)(c) or as a result of action taken under Clause 16(3) a quorum is not present, the General Meeting lapses; or
  - (b) otherwise than as a result of a request, notice or action referred to in Clause 17(2)(a), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within thirty (30) minutes of the time appointed by Clause (2)(b) for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- (4) The President may, with the consent of a General Meeting at which a quorum is present, and shall, if so directed by such a General Meeting, adjourn that General Meeting from time to time and place to place.
- (5) There shall not be transacted at any adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- (6) When a General Meeting is adjourned for a period of thirty (30) days or more, the Secretary shall give notice under Clause 16 of the adjourned General Meeting as if it were a fresh General Meeting.
- (7) At a General Meeting:-
  - (a) an Ordinary Resolution put to the vote shall be passed by a majority of votes cast on a show of hands; and
  - (b) a Special Resolution put to the vote shall be passed by a majority of not less than three-fourths of the Members cast in person or by proxy at a General Meeting, notice of which General Meeting specified the intention to propose the resolution as a Special Resolution and was given pursuant to Clause 16(8).

- (8) A declaration by the President at a General Meeting that a resolution has been passed as an Ordinary Resolution thereat shall be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with Clause 17(9).
- (9) At a General Meeting, a poll may be demanded by the President at the General Meeting or by three (3) or more Members present in person and, if so demanded, shall be taken in such manner as the President directs.
- (10) If a poll is demanded and taken under Clause 17(9) in respect of an Ordinary Resolution, a declaration by the President of the result of the poll is conclusive of the matter so declared.
- (11) A poll demanded under Clause 17(9) on the election of a person to preside over a General Meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

## 18. MINUTES OF MEETINGS OF ASSOCIATION

- (1) The Secretary shall cause proper minutes of all proceedings of all General Meetings and Committee meetings to be taken and then to be entered within thirty (30) days after the holding of each General Meeting or Committee Meeting, as the case requires, in a minute book kept for that purpose.
- (2) The President shall ensure that the minutes taken of a General Meeting or Committee Meeting under Clause 18(1) are checked and signed as correct by the President of the General Meeting or Committee Meeting to which those minutes relate or of the next succeeding General Meeting or Committee Meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this Clause, they shall, until the contrary is proved, be evidence that:-
  - (a) the General Meeting or Committee Meeting to which they relate (in this Clause called "Meeting") was duly convened and held;
  - (b) all proceedings recorded as having taken place at the Meeting did in fact take place thereat; and
  - (c) all appointments or elections purporting to have been made at the Meeting have been validly made.

## **19. VOTING RIGHTS OF MEMBERS OF ASSOCIATION**

- (1) Subject to this Constitution, each Eligible Financial Member present in person or by proxy at a General Meeting is entitled to a deliberative vote.
- (2) An Eligible Financial Member is defined as follows
  - (a) Life Member;
  - (b) Ordinary Member;
  - (c) Concession Member;
  - (d) Primary Adult Member of a Family Membership.

## **20. PROXIES OF MEMBERS OF ASSOCIATION**

A Member (in this Clause called "Appointing Member") may appoint in writing another Member who is a natural person to be the proxy of the Appointing Member and to attend, and vote on behalf of the Appointing Member at any General Meeting.

## **21. CONSTITUTION OF ASSOCIATION**

- (1) The Secretary shall on behalf of the Association keep and maintain at his or her place of residence and in an up to date condition, a copy of the Constitution, and upon the request of a Member shall make available the Constitution for inspection of the Member and the Member may make a copy of, or take an extract from, the Constitution but shall have no right to remove the Constitution for that purpose.
- (2) Subject to Clauses 21(3) and 21(4) the Association may, by Special Resolution, alter, or rescind or make rules additional to this Constitution.

- (3) No alteration to this Constitution shall take effect until the Association has lodged with the Commissioner, within one (1) month of passing the Special Resolution referred to in Clause 21(2), notice of the Special Resolution setting out the particulars of the alteration together with a certificate given by a Committee Member certifying that the Special Resolution was passed as a Special Resolution and that the Constitution as so altered conforms to the requirements of the Act.
- (4) The alteration to the Constitution having effect to change the name or objects of the Association shall be effective until the approval of the Commissioner has been given to such change.
- (5) This Constitution binds every Member and the Association to the same extent as if every Member and the Association had signed and sealed this Constitution and agreed to be bound by all its provisions.

## **22. COMMON SEAL OF ASSOCIATION**

- (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the Minute Book referred to in Clause 18.
- (3) The affixing of the common seal of the Association shall be witnessed by any two (2) of the President, the Vice-President, the Secretary and the Treasurer.
- (4) The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

## **23. INSPECTION OF RECORDS, ETC. OF ASSOCIATION**

A Member may at any reasonable time inspect without charge the books, documents, records, minutes and securities of the Association.

## **24. NOTICES**

- (1) Any notice required by law or under the terms of this Constitution to be given to any Member may be given either personally or by sending it by post to the address as last given to the Association by the Member. Where a

notice is sent by post, service of that notice shall be deemed to be effected by sending the notice by ordinary post and shall be deemed to be effective on the day after the date of its posting.

- (2) Any notices given to the Association shall be given personally or sent by post to the address of the Secretary.

## **25. TRUSTEE**

The Members may from time to time by Ordinary Resolution in General Meeting appoint a trustee for the purpose of exercising any of the powers set out in Clause 4 with the authorisation of the Committee and the trustee shall:

- (a) exercise those powers; and
- (b) hold or dispose of any property and enter into any contracts deeds or other arrangements,

for, on behalf of and for the benefit of the Members.

## **26. PATRONS OF ASSOCIATION**

The Committee may at any time appoint such patrons or vice-patrons as are deemed necessary by the Committee.

## **27. WINDING UP OF ASSOCIATION**

- (1) The Association shall be wound up or dissolved if a Special Resolution to that effect is carried by a Special General Meeting or a General Meeting.
- (2) If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed:
  - (a) to another association incorporated under the Act; or
  - (b) for charitable purposes,

which incorporated association or purposes, as the case requires, shall be determined by resolution of the Members authorising and directing the Committee under section 33 (3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.