

**CONSTITUTION OF**

**GOLF ILLAWARRA INCORPORATED**

**ABN: 90 567 798 678**

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## PART 1: PRELIMINARY

### 1 Name

The name of the Incorporated Association is "Golf Illawarra Inc".

### 2 Objects

The Objects of the Association are —

- (a) To conduct, encourage, promote, advance and administer golf throughout the local area;
- (b) To represent and provide administrative and golf support to Golf NSW for Golf Clubs in the District;
- (c) To be a Member of Golf NSW;
- (d) To conduct District golf tournaments and competitions;
- (e) To select representative teams to represent the District in tournaments and competitions;
- (f) To adopt and implement such policies as may be developed by Golf NSW from time to time;
- (g) To adopt, enforce and interpret the Rules of Golf;
- (h) To represent and advance the operations and activities of Member Clubs throughout the District;
- (i) To have regard to the public interest in its operations; and
- (j) To undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

### 3 Financial Year

The Financial Year of the Association is each period of 12 months ending on 30<sup>th</sup> June.

### 4 Definitions

In this Constitution unless the contrary intention appears:

- a) **Absolute majority**, of the Committee, means a majority of the Committee Members currently holding office and entitled to vote at the time (as distinct from a majority of Committee Members present at a committee meeting);
- b) **Act** means the Associations Incorporation Act 2009 (NSW) (the Act), and includes any Regulations made under that Act;
- c) **Annual General Meeting** means an Annual General Meeting of the Association held in accordance with Rule 26;
- d) **Associate Member** means a Member referred to in Rule 17;
- e) **Association** means The Golf Illawarra District Golf Association Incorporated;
- f) **By-laws** means the By-Laws of the Association made in accordance with Rule 39;
- g) **Committee** means the elected Committee having management of the business of the Association;
- h) **Committee meeting** means a meeting of the Committee held in accordance with these Rules;

- i) **Committee Member** means a Member of the Committee elected or appointed under these Rules;
- j) **Disciplinary proceedings** means a meeting of the Committee convened for the purposes of Rule 22;
- k) **District** means the geographical area for which the Association is responsible as recognised and determined by GNSWL from time to time;
- l) **General Meeting** means the Annual General Meeting or any Special General Meeting of the Association;
- m) **GNSWL** means Golf NSW Limited (ACN 001 642 628).
- n) **Golf Club** means a Golf Club or other golf-related organisation which is a Member, or is otherwise affiliated with the Association.
- o) **Intellectual Property** means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or surface marks relating to the Association or any activity of or conducted, promoted or administered by the Association in the District;
- p) **Life Member** means a person awarded Life Membership of the Association in accordance with Rule 18;
- q) **Member** means a current Member of the Association;
- r) **Member Delegate** means the President of a Member Club or a person who is appointed by a Member in accordance with Rule 15 to exercise the Member's rights under this Constitution;
- s) **Member entitled to vote** means a Member who under Rule 14 is entitled to vote at a General Meeting of the Association;
- t) **Objects** means the Objects of the Association as set out in Rule 2;
- u) **Public Officer** means the person appointed to be the Public Officer of the Association in accordance with the Act;
- v) **Regulation** means the *Associations Incorporation Regulation 2010 (NSW)* or any later Regulation modifying or replacing that Regulation, however named;
- w) **Secretary** means:
  - i. The person holding office under this Constitution as Secretary of the Association; or
  - ii. If no such person holds that office, the Public Officer;
- r) **Special General Meeting** means a Special General Meeting of the Association held in accordance with Rule 27 or Rule 28;
- s) **Special Resolution** means a resolution that requires not less than three-quarters of the Members voting at a General Meeting, whether in person or by proxy, to vote in favour of the resolution.

## 5 Interpretation

### 5.1 In this Constitution:

- (a) A reference to a function includes a reference to a power, authority and duty;
- (b) A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;

- (c) Words importing the singular include the plural and vice versa;
- (d) Words importing any gender include the other genders;
- (e) References to persons include corporations and bodies politic;
- (f) References to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) A reference to a statute, ordinance, code or other 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) A reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

5.2 If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

### 5.3 **The Act**

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model Rules under the Act are expressly displaced by this Constitution.

## **PART 2: POWERS OF THE ASSOCIATION**

### **6 Powers of the Association**

- 6.1 Solely for furthering the Objects, the Association has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.
- 6.2 Without limiting Rule 6.1, the Association may —
  - (a) Acquire, hold and dispose of real or personal property;
  - (b) Open and operate accounts with financial institutions;
  - (c) Invest its money in any security in which trust monies may lawfully be invested;
  - (d) Raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) Secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) Appoint agents to transact business on its behalf;
  - (g) Enter into any other contract it considers necessary or desirable.
- 6.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its Objects.

## **7 Not For Profit Organisation**

- 7.1 The Association must not distribute any dividend, surplus, income or assets directly or indirectly to its Members.
- 7.2 Rule 7.1 does not prevent the Association from paying a Member or Committee Member —
- (a) reimbursement for expenses properly incurred by the Member or Committee Member; or
  - (b) for goods or services provided by the Member or Committee Member—
- if this is done in good faith on terms no more favourable than if the Member was not a Member.

### **PART 3: MEMBERSHIP OF THE ASSOCIATION**

## **8 Minimum Number of Members**

The Association must have at least 5 Members.

## **9 Eligibility for Membership**

- 9.1 A Golf Club, located in the District, which is a Member of Golf NSW and which supports the Objects of the Association and applies for and is approved for membership as provided in these Rules is eligible to be a Member of the Association on payment of any fee associated with joining and annual subscription payable under these Rules;
- 9.2 All Golf Clubs which were, prior to the approval of this Constitution under the Act, Members of the Association, shall be deemed Members of the Association from the time of approval of this Constitution under the Act;
- 9.3 Golf Clubs which were members of either Golf Illawarra or Women's Golf Illawarra at the time of incorporation of the Association are automatically members of the Association on its incorporation.

## **10 Application for Membership**

- 10.1 To apply to become a Member of the Association, a Golf Club must submit a written application in the form prescribed by the Committee from time to time to the Secretary stating that the Golf Club —
- (a) Is a Member of Golf NSW; and
  - (b) Wishes to become a Member of the Association; and
  - (c) Supports the Objects of the Association; and
  - (d) Agrees to comply with these Rules.

10.2 The application—

- (a) Must be signed for and on behalf of the applicant by two authorised persons;
- (b) May be accompanied by any fees associated with joining; and
- (c) Must comply with any requirements prescribed by the Committee from time to time.

## **11 Consideration of Application**

- 11.1 As soon as practicable after an application for Membership is received, the Committee must decide by resolution whether to accept or reject the application.
- 11.2 The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- 11.3 If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- 11.4 No reason need be given for the rejection of an application.

## **12 New Membership**

- 12.1 If an application for Membership is approved by the Committee —
  - (a) The resolution to accept the Membership must be recorded in the Minutes of the Committee meeting; and
  - (b) The Secretary must, as soon as practicable, enter the name and address of the new Member, and the date of becoming a Member, in the register of Members.
- 12.2 A Golf Club becomes a Member of the Association and, subject to Rule 14.2, is entitled to exercise its rights of Membership from the date, whichever is the later, on which —
  - (a) The Committee approves the Golf Club's Membership; or
  - (b) The Golf Club pays any fees associated with joining.

## **13 Annual Subscription and Fee on Joining**

- 13.1 The Committee of the Association must determine —
  - (a) the amount of the annual subscription (if any) for the following Financial Year of the Association; and
  - (b) the date for payment of the annual subscription.
- 13.2 The Committee may determine that an annual subscription is payable by Associate Members.
- 13.3 The Committee may determine that any new Member who joins after the start of a financial year must, for that financial year, pay a fee equal to —
  - (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the financial year; or
  - (c) a fixed amount determined from time to time by the Association.



- 13.4 The rights of a Member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

## **14 General Rights of Members**

- 14.1 A Member of the Association who is entitled to vote has the right —
- (a) To receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by these Rules; and
  - (b) To submit items of business for consideration at a General Meeting; and
  - (c) To attend and be heard at General Meetings; and
  - (d) To vote at a General Meeting; and
  - (e) To have access to the Minutes of General Meetings and other documents of the Association as provided under Rule 71; and
  - (f) To inspect the Register of Members.
- 14.2 A Member is entitled to vote if —
- (a) The Member is a Member other than an Associate Member or Life Member; and
  - (b) More than 10 business days have passed since it became a Member of the Association; and
  - (c) The Member's Membership rights are not suspended for any reason.
- 14.3 The rights of a Member are not transferable and end when Membership ceases.

## **15 Representation of Members**

- 15.1 Each Member which is not a natural person will be entitled to appoint two natural people to exercise the Member's rights under this Constitution and in any other circumstances permitted by the Act. These people shall be known as the Member Delegates. The Member Delegates shall be the President and Captain of the Member Club unless another person/s is appointed as a Member Delegate under Rule 15.2;
- 15.2 The appointment of such other person as Member Delegate must be —
- (a) In writing;
  - (b) Signed by an authorised representative of the Member Club, and
  - (c) Delivered to the Secretary.

The appointment will continue until the Secretary is given written notice of revocation which satisfies the requirements in sub-paragraphs (a), (b) and (c) above.

## **16 Effect of Membership**

- 16.1 Members acknowledge and agree that:
- (a) This Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution, the By-Laws of the Association and the Constitution and By-Laws of GNSWL;
  - (b) They shall comply with and observe this Constitution, the By-Laws and any determination, resolution or policy which may be made or passed by the Committee or other entity with delegated authority from the Committee; and

- (c) By submitting to this Constitution they are subject to the jurisdiction of the Association and GNSWL.

16.2 The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding-up of the Association is limited to the amount, if any, unpaid by the Member in respect of Membership of the Association as required by Rule 13.

## **17 Associate Members**

17.1 Associate Members of the Association include any category of Member as determined by the Committee.

17.2 An Associate Member must not vote but may have other rights as determined by the Committee.

## **18 Life Members**

18.1 The Committee may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the game of golf in the District be appointed as a Life Member.

18.2 A resolution of the Annual General Meeting to confer Life Membership (subject to Rule 18.3 on the recommendation of the Committee must be a Special Resolution.

18.3 A person must accept or reject the Association's resolution to confer Life Membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.

18.4 Life Members of the Association shall have the right to attend, but not vote, at General Meetings of the Association, and shall not be liable for any payment of fees or other contribution to the Association by virtue of such Life Membership.

## **19 Discontinuance of Membership**

19.1 A Golf Club's membership of the Association ceases on resignation, expulsion or liquidation.

19.2 If a Golf Club ceases to be a Member of the Association, the Secretary must, as soon as practicable, enter the date the Golf Club ceased to be a Member in the Register of Members.

19.3 A Member may resign by notice in writing given to the Association.

19.4 A Member is taken to have resigned if —

- (a) The Member's annual subscription is in arrears for more than the period prescribed by the Committee from time to time; or
- (b) Where no annual subscription is payable —
  - (i) The Secretary has made a written request to the Member to confirm that it wishes to remain a Member; and
  - (ii) The Member has not, within 3 months after receiving that request, confirmed in writing that it wishes to remain a Member.

- 19.5 A Member which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property, and shall not use any property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of the Member shall be returned to the Committee immediately.
- 19.6 Membership which has been discontinued for any reason may be reinstated at the discretion of the Committee, with such conditions as it deems appropriate.

## **20 Register of Members**

- 20.1 The Secretary, or Public Officer, if separately appointed, must keep and maintain a Register of Members that includes—
- (a) For each current Member —
    - (i) The Member's name;
    - (ii) The address for notice last given by the Member;
    - (iii) The date of becoming a Member;
    - (iv) If the Member is an Associate Member, a note to that effect;
    - (v) Any other information determined by the Committee; and
  - (b) For each former Member, the date of ceasing to be a Member.
- 20.2 Having regard to the Act, confidentiality considerations and privacy laws, a copy of any part of the Register, excluding the address or other direct contact details of any Life Member, shall be available to Members, upon reasonable request and on payment of a fee of no more than \$1.00 for each page copied.
- 20.3 Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Committee considers appropriate.

## **PART 4: DISCIPLINARY AND GRIEVANCE PROCEDURES**

### **21 Grounds for Taking Disciplinary Action**

- 21.1 The Association may take disciplinary action against a Member if it is determined by the Committee that the Member —
- (a) Has failed to comply with these Rules; or
  - (b) Refuses to support the Objects of the Association; or
  - (c) Has engaged in conduct prejudicial to the Association or the game of golf.

### **22 Disciplinary Proceedings**

- 22.1 Any charge under Rule 21 will be investigated by the Committee. In any case where it is found necessary to take disciplinary proceedings against a Member, the Committee will have the power to reprimand, suspend for such period as it considers fit, accept the resignation of

or expel such member and erase its name from the Register. The Committee may not fine the Member.

- 22.2 No Member will be reprimanded, suspended or expelled or otherwise dealt with under this Rule unless such Member has been given written notice of the charge and of the time and place when the charge is to be heard by the Committee. Such notice will be given to the Member at least 14 clear days before the meeting of the Committee at which the charge is to be heard.
- 22.3 (a) A person nominated by the Member will be entitled to attend the meeting of the Committee at which the charge is to be heard.
- (b) The Member may be represented by a solicitor or barrister who will be entitled to attend with the person nominated by the Member at the meeting at which the charge is to be heard.
- (b) Golf Illawarra may also be represented by a solicitor or barrister who will be entitled to attend the meeting at which the charge is to be heard.
- (c) Any Member of the Committee who is biased for, or against, the Member must declare a conflict of interest before the charge is heard, and must not participate in the hearing of the charge.
- 22.4 Voting by the Committee Members present at the meeting of the Committee at which the charge is heard will be by secret ballot and no motion of the Committee to reprimand, suspend or expel a Member will be deemed to be passed unless at least two-thirds of the Committee Members present vote in favour of such motion. Any decision of the Committee will be final and the Committee will not be required to assign any reason for its decision.
- 22.5 If no representative of the Member attends the meeting of the Committee at which the charge is to be heard without reasonable excuse, the charge will be heard and dealt with and the Committee will decide on the evidence before it, the absence of a representative of the Member notwithstanding. Any decision of the Committee will be final and the Committee will not be required to assign any reason for its decision.
- 22.6 The Committee may order the refund of any annual Membership fee or any part thereof paid by a Member in respect of the current financial year in which the Member is suspended or expelled.

## **23 Enforcement of the Association's Rules and Codes of Conduct**

- 23.1 It is a condition of Membership that, unless the Association agrees otherwise in writing, an affiliated Member must enforce the Association's Rules and Codes of Conduct and all other Rules and Codes of Conduct which it is responsible for administering, including, without limitation, by bringing disciplinary proceedings against any Registered player or any person appointed to any position within or by the Member who breaches any such Rule or Code of Conduct.
- 23.2 For the avoidance of doubt, the Committee's powers under Rule 22 extend to any breach by a Member of the Association of Rule 23.1.

## **24 Appeal Rights**

- 24.1 A Member whose membership rights have been suspended or who has been expelled from the Association under Rules 22 or 23 may give notice to the effect that it wishes to appeal against any reprimand, suspension or expulsion.
- 24.2 The notice must be in writing and given to the Secretary not later than 7 days after the vote.
- 24.3 Any appeal will be heard by the Board of Golf NSW in accordance with the Disciplinary Proceedings prescribed in the Constitution of Golf NSW.

## **25 Grievance Procedure and Mediation Process**

- 25.1 The grievance procedure set out in this Rule applies to disputes under this Constitution between —
- (a) A Member and another Member;
  - (b) A Member and the Committee;
  - (c) A Member and the Association.
- 25.2 A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- 25.3 (a) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (b) If the dispute cannot be resolved within 14 days, Golf NSW will act as Mediator between the parties involved.

## **PART 5: GENERAL MEETINGS OF THE ASSOCIATION**

### **26 Annual General Meetings**

- 26.1 The Committee must convene an Annual General Meeting of the Association to be held within 5 months after the end of each Financial Year of the Association.
- 26.2 Despite Rule 26.1, the Association may hold its first Annual General Meeting at any time within 18 months after its incorporation.
- 26.3 The Committee may determine the date, time and place of the Annual General Meeting.
- 26.4 The ordinary business of the Annual General Meeting is as follows —
- (a) To confirm the Minutes of the previous Annual General Meeting and of any Special General Meeting held since then;
  - (b) To receive and consider —
    - (i) the Annual Report of the Committee on the activities of the Association during the preceding financial year; and
    - (ii) the audited financial statements of the Association for the preceding financial year submitted by the Committee in accordance with the Act;
    - (iii) Appointment of Auditors
  - (c) To elect the Members of the Committee;

- 26.5 The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules
- 26.6 The Secretary shall cause to be sent to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, the Committee's Report, the Auditor's Report and every other document required under the Act (if any).

## **27 Special General Meetings**

- 27.1 Any General Meeting of the Association, other than an Annual General Meeting, is a Special General Meeting.
- 27.2 The Committee may convene a Special General Meeting whenever it sees fit.
- 27.3 No business other than that set out in the Notice of Meeting may be conducted at the meeting.

## **28 Special General Meeting Held at Request of Members**

- 28.1 The Committee must convene a Special General Meeting if a request to do so is made in accordance with Rule 28.2 by either at least 5 Members or 20% of the total number of Members, whichever is the greater.
- 28.2 A request for a Special General Meeting must —
- (a) Be in writing; and
  - (b) State the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) Include the names and signatures of the Members requesting the meeting; and
  - (d) Be given to the Secretary.
- 28.3 If the Committee does not convene a Special General Meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the Special General Meeting.
- 28.4 A Special General Meeting convened by Members under Rule 28.3 —
- (a) Must be held within 3 months after the date on which the original request was made; and
  - (b) May only consider the business stated in that request.
- 28.5 The Association must reimburse all reasonable expenses incurred by the Members convening a Special General Meeting under Rule 28.3.

## **29 Notice of General Meetings**

- 29.1 The Secretary (or, in the case of a Special General Meeting convened under Rule 28.3, the Members convening the meeting) must give to each Member of the Association at least 21 days' notice of any General Meeting.

- 29.2 The notice must —
- (a) Specify the date, time and place of the meeting; and
  - (b) Indicate the general nature of each item of business to be considered at the meeting; and
  - (c) If a Special Resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a Special Resolution; and
  - (d) Comply with Rule 30.5.

### **30 Proxies**

- 30.1 A Member may appoint another Member as its proxy to vote and speak on its behalf at a General Meeting;
- 30.2 The appointment of a proxy must be in writing and signed by an authorised representative of the Member making the appointment.
- 30.3 The Member appointing the proxy may give specific directions as to how the proxy is to vote on its behalf, otherwise the proxy may vote on behalf of the Member in any matter as they see fit.
- 30.4 If the Committee has approved a form for the appointment of a proxy, the Member may use any other form that clearly identifies the person appointed as the Member's proxy and that has been signed by an authorised representative of the Member.
- 30.5 Notice of a General Meeting given to a Member under Rule 29 must —
- (a) State that the Member may appoint another Member as a proxy for the meeting; and
  - (b) Include a copy of any form that the Committee has approved for the appointment of a proxy.
- 30.6 A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 30.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Secretary of the Association no later than 24 hours before the commencement of the meeting.

### **31 Use of Technology**

- 31.1 At the discretion of the Committee, a Member not physically present at a General Meeting may be permitted to 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.
- 31.2 For the purposes of this Part 5, a Member participating in a General Meeting as permitted under Rule 31.1 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

## **32 Quorum at General Meetings**

- 32.1 No business may be conducted at a General meeting unless a quorum of Members is present.
- 32.2 The quorum for a general meeting is the presence (physically, by proxy or as allowed under Rule 31) of 8 or 33% of the Members entitled to vote, whichever is the greater.
- 32.3 If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting —
- (a) in the case of a meeting convened by, or at the request of, Members under Rule 28.3 the meeting must be dissolved;
  - (b) in any other case
    - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members within 7 days after the meeting.
- 32.4 If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under Rule 32.3(b), the Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

## **33 Adjournment of General Meeting**

- 33.1 The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 33.2 Without limiting Rule 33.1, a meeting may be adjourned —
- (a) If there is insufficient time to deal with the business at hand; or
  - (b) To give the Members more time to consider an item of business.
- 33.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 33.4 Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 29.2.

## **34 Voting at General Meetings**

- 34.1 On any question arising at a General Meeting —
- (a) Subject to Rule 34.3, each Member who is entitled to vote has one vote; and
  - (b) Members may vote personally or by proxy; and
  - (c) Except in the case of a Special Resolution, the question must be decided on a majority of votes.
- 34.2 If votes are divided equally on a question, the resolution is lost.



- 34.3 If the question is whether or not to confirm the Minutes of a previous meeting, only Members who were present at that meeting may vote.

### **35 Special Resolutions**

A Special Resolution is passed if not less than three quarters of the Members voting at a General Meeting (whether in person or by proxy) vote in favour of the resolution.

### **36 Voting Procedure**

- 36.1 At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:
- (a) The chairperson; or
  - (b) A simple majority of the Members.
- 36.2 Unless a poll is demanded under Rule 36.1, the chairperson's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded in the Club's book of proceedings.
- 36.3 If a poll is duly demanded under Rule 36.1, 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.

### **37 Minutes of General Meetings**

- 37.1 The Committee must ensure that Minutes are taken and kept of each General Meeting.
- 37.2 The Minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 37.3 In addition, the Minutes of each Annual General Meeting must include —
- (a) The names of the Members attending the meeting; and
  - (b) Proxy forms given to the Chairperson of the meeting under Rule 30.6; and
  - (c) The financial statements submitted to the Members in accordance with Rule 26.4 (b); and
  - (d) The certificate signed by two Committee Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (e) Any audited accounts and Auditor's Report or report of a review accompanying the financial statements that are required under the Act.

## PART 6: THE COMMITTEE

### 38 Role and Powers

- 38.1 The business of the Association must be managed by or under the direction of a Committee.
- 38.2 The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by General Meetings of the Members of the Association.
- 38.3 The Committee may —
- (a) Appoint and remove staff;
  - (b) Establish subcommittees with Charters and terms of reference it considers appropriate.

### 39 Power to make By-Laws

- 39.1 The Committee may formulate, issue, adopt, interpret and amend By-Laws for the proper advancement, management and administration of the Association and the advancement of its Objects.
- 39.2 Such By-Laws must be consistent with this Constitution, the Constitution of GNSWL, any By-Laws made by GNSWL and any policy directives of the Committee.
- 39.3 A By-Law will not be effective until a copy of the By-Law, certified under the hand of the Secretary, has been sent to all Members.
- 39.4 Subject to Rule 39.3, all By-Laws are binding on the Association and all Members.
- 39.5 All By-Laws of the Association in force at the date of the approval of this Constitution (as long as such By-Laws are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be By-Laws and shall continue to apply.
- 39.6 A By-Law may be rescinded by the Committee or by a resolution passed by a simple majority at a General meeting.

### 40 Delegation

- 40.1 The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than —
- (a) This power of delegation; or
  - (b) A duty imposed on the Committee by the Act or any other law.
- 40.2 The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- 40.3 The Committee may, in writing, revoke a delegation wholly or in part.

### 41 Composition of Committee

The Committee consists of —

- (a) A President; and
- (b) A Captain; and
- (c) A Secretary; and

- (d) A Treasurer; and
- (e) Publicity Officer; and
- (f) Junior Promotions Officer; and
- (g) Up to 3 Ordinary Committee Members elected under Rule 50.

#### **42 Responsibilities of Committee Members**

- 42.1 As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with these Rules and the Act.
- 42.2 The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual Committee Members comply with these Rules.
- 42.3 Committee Members must exercise their powers and discharge their duties with reasonable care and diligence. The confidentiality of meetings must be ensured when required.
- 42.4 Committee members must exercise their powers and discharge their duties—
  - (a) In good faith in the best interests of the Association; and
  - (b) For a proper purpose.
- 42.5 Committee members and former Committee members must not make improper use of —
  - (a) Their position; or
  - (b) Information acquired by virtue of holding their position — so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- 42.6 In addition to any duties imposed by these Rules, a Committee Member must perform any other duties imposed from time to time by resolution at a General Meeting.

#### **43 President**

- 43.1 Subject to Rule 43.2 the President is the Chairperson for any General Meetings and for any Committee meetings.
- 43.2 If the President is absent, or are unable to preside, the Chairperson of the meeting must be
  - (a) In the case of a General meeting—a Member Delegate elected by the other Member Delegates present; or
  - (b) In the case of a Committee meeting—a Committee Member elected by the other Committee Members present.

#### **44 Captain**

- 44.1 The Captain must —
  - (a) Organise competitions conducted by Golf Illawarra.
  - (b) Have a thorough knowledge of the Rules of Golf.
  - (b) Select teams to represent Golf Illawarra.

#### **45 Secretary**

- 45.1 The Secretary, (or Public Officer, if separately appointed), must —

- (a) As soon as practicable after being appointed, lodge notice with the Association of his or her address;
- (b) Perform any duty or function required under this Constitution or under the Act to be performed by the Secretary of an Incorporated Association.
- (c) Keep Minutes of all appointments of Office Bearers and Committee Members; and
- (d) Keep Minutes of proceedings and the names of attendees at all Committee meetings and General Meetings of the Association; and
- (e) Maintain the register of Members in accordance with Rules 20 and 22; and
- (f) Keep custody of the common seal (if any) of the Association and all books, documents and securities of the Association in accordance with Rule 71; and
- (g) Subject to the Act and these Rules, provide Members with access to the Register of Members, the Minutes of General Meetings and other books and documents.

#### **46 Treasurer**

46.1 The Treasurer must —

- (a) Receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
- (b) Ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
- (c) Make any payments authorised by the Committee or by a General Meeting of the Association from the Association's funds; and
- (d) Ensure cheques are signed by at least 2 Committee Members.
- (e) Ensure that the financial records of the Association are kept in accordance with the Act; and
- (f) Coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the Annual General Meeting of the Association.

46.2 The Committee must ensure that at least one other Committee Member, in addition to the Treasurer, has access to the accounts and financial records of the Association.

#### **47 Existing Committee**

47.1 Committee Members of the Association in office immediately prior to the approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such adoption of this Constitution.

47.2 After this Annual General Meeting the positions of Committee Members shall be vacated, filled and otherwise dealt with in accordance with this Constitution.

#### **48 Positions to be Declared Vacant**

48.1 This Rule applies to —

- (a) The first Annual General Meeting of the Association after its incorporation; or
- (b) Any subsequent Annual General Meeting of the Association, after the Annual Report and financial statements of the Association have been received and the business of the Meeting has been concluded.

- 48.2 The Member Delegates present must elect a Chairperson from amongst those Member Delegates who have not been nominated for any position.
- 48.3 The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions at the Annual General meeting in accordance with Rules 48 to 53.

#### **49 Nominations and Eligibility**

- 49.1 At least 28 days prior to the Annual General Meeting, the Committee must call for nominations to fill those positions to be declared vacant under Rule 47.2;
- 49.2 Nominations must be in writing, signed by two Members of the Association and the Nominee, and delivered to the Secretary of the Committee at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place;
- 49.3 A person who is a member of a Member of the Association is eligible to be elected or appointed as a Committee Member if the person is 18 years or over and the Member is entitled to vote at a General Meeting.
- 49.4 An eligible Member of the Association may
- (a) Nominate one of its members; or
  - (b) With the nominee's consent, nominate a member of another Member;
- 49.5 A person who is nominated for a position and fails to be elected to that position at the Annual General Meeting may, subject to Rule 48.4, be nominated from the floor for any other position for which an election is yet to be held at that meeting.

#### **50 Election of President, Vice-President, Secretary and Treasurer**

- 50.1 At the Annual General Meeting, separate elections must be held for each of the following positions —
- (a) A President; and
  - (b) A Captain; and
  - (c) A Secretary; and
  - (d) A Treasurer; and
  - (e) Publicity Officer; and
  - (f) Junior Promotions Officer; and
  - (g) Up to 3 Ordinary Committee Members elected under Rule 50.
- 50.2 A Committee Member may hold up to two offices;
- 50.3 If only one candidate is nominated for a position, the Chairperson of the meeting must declare the nominee elected to the position.
- 50.4 If insufficient nominations are received to fill all vacancies on the Committee, further nomination are to be received at the Annual General Meeting in accordance with Rule 48.4
- 50.5 If more than one candidate is nominated, a ballot must be held in accordance with Rule 51.
- 50.6 On election, the new President may take over as Chairperson at the conclusion of the meeting.

## **51 Election of Ordinary Committee Members**

- 51.1 The Annual General Meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
- 51.2 A single election may be held to fill all of those positions.
- 51.3 If the number of nominees for the position of ordinary Committee Member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those nominees to be elected to the position.
- 51.4 If the number of nominees exceeds the number to be elected, a ballot must be held in accordance with Rule 51.

## **52 Ballot**

- 52.1 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a person to act as returning officer to conduct the ballot.
- 52.2 The returning officer must not be a person nominated for the position nor a member of a Golf Club of which a candidate is a member.
- 52.3 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 52.4 The election must be by secret ballot.
- 52.5 The returning officer must give a blank piece of paper to —
  - (a) Each Member present in person; and
  - (b) Each proxy appointed by a Member.
- 52.6 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 52.7 If the ballot is for more than one position —
  - (a) The voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) The voter must not write the names of more candidates than the number to be elected.
- 52.8 Ballot papers that do not comply with Rule 51.7(b) are invalid and not to be counted.
- 52.9 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 52.10 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 52.11 If the returning officer is unable to declare the result of an election under Rule 51.10 because 2 or more candidates received the same number of votes, the returning officer must —
  - (a) With the agreement of those candidates, decide by lot which of them is to be elected; or
  - (b) Conduct a further election for the position in accordance with Rules 51.4 to 51.10 to decide which of those candidates is to be elected.

## **53 Term of Office**

- 53.1 Subject to Rule 52.3 and Rule 53, a Committee Member holds office until the positions of the Committee are declared vacant at the next Annual General Meeting.

- 53.2 A Committee Member may be re-elected.
- 53.3 A General Meeting of the Association may —
- (a) By Special Resolution remove a Committee Member from office; and
  - (b) Elect a person who is a member of a Member of the Association to fill the vacant position in accordance with this Section.
- 53.4 A Committee Member who is the subject of a proposed Special Resolution under Rule 52.3(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 53.5 The Secretary or the President may give a copy of the representations to each Member of the Association or, if they are not so given, the Committee Member may require that they be read out at the meeting at which the Special Resolution is to be proposed.

#### **54 Vacation of office**

- 54.1 A Committee Member may resign from the Committee by written notice addressed to the Committee.
- 54.2 A person ceases to be a Committee Member if he or she —
- (a) Ceases to be a member of a Member of the Association; or
  - (b) Fails to attend 3 consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence under Rule 62; or
  - (c) Otherwise ceases to be a Committee Member by virtue of the Act.

#### **55 Casual Vacancies**

- 55.1 The Committee may appoint an eligible member of a Member of the Association to fill a position on the Committee that —
- (a) Has become vacant under Rule 53; or
  - (b) Was not filled by election at the last Annual General Meeting.
- 55.2 If the position of Secretary becomes vacant, the Committee must appoint a member of a Member of the Association to the position within 14 days after the vacancy arises.
- 55.3 Rule 52 applies to any Committee Member appointed by the Committee under Rule 54.1 or 54.2.
- 55.4 The Committee may continue to act despite any vacancy in its membership.

#### **56 Meetings of the Committee**

- 56.1 The Committee must meet as often as it deems necessary but no fewer than 6 times in each calendar year at the dates, times and places determined by the Committee.
- 56.2 The date, time and place of the first Committee meeting must be determined by the Members of the Committee as soon as practicable after the Annual General Meeting of the Association at which the Members of the Committee were elected.
- 56.3 Special Committee meetings may be convened by the President or by any 4 Members of the Committee.

## **57 Notice of Committee Meetings**

- 57.1 Notice of each Committee meeting must be given to each Committee Member no later than 7 days before the date of the meeting.
- 57.2 Notice may be given of more than one Committee meeting at the same time.
- 57.3 The notice must state the date, time and place of the meeting.
- 57.4 If a special Committee meeting is convened, the notice must include the general nature of the business to be conducted.
- 57.5 In cases of urgency, a meeting can be held without notice being given in accordance with Rule 56.1 provided that as much notice as practicable is given to each Committee Member by the quickest means practicable.
- 57.6 Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- 57.7 The only business that may be conducted at a special or an urgent meeting is the business for which the meeting is convened.

## **58 Use of Technology**

- 58.1 A Committee Member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that Committee Member and the Committee Members present at the meeting to clearly and simultaneously communicate with each other.
- 58.2 A Committee Member participating in a Committee meeting as permitted under Rule 57.1 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

## **59 Quorum for Committee Meetings**

- 59.1 No business may be conducted at a Committee meeting unless a quorum is present.
- 59.2 The quorum for a Committee meeting is the presence (in person or as allowed under Rule 57) of a majority of the Committee Members holding office.
- 59.3 If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting —
  - (a) In the case of a Special Meeting, the meeting lapses;
  - (b) In any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 56.

## **60 Voting at Committee Meetings**

- 60.1 On any question arising at a Committee meeting, each Committee Member present at the meeting has one vote.
- 60.2 A motion is carried if a majority of Committee Members present at the meeting vote in favour of the motion.



- 60.3 Rule 59.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- 60.4 If votes are divided equally on a question, the Resolution is lost.
- 60.5 Voting by proxy is not permitted at Committee Meetings.

## **61 Conflict of Interest**

- 61.1 A Committee Member who has a material personal interest, either directly or through a related party, in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- 61.2 The Committee Member —
  - (a) Must not be present while the matter is being considered at the meeting; and
  - (b) Must not vote on the matter.
- 61.3 This Rule does not apply to a material personal interest —
  - (a) That exists only because the Committee Member belongs to a class of persons for whose benefit the Association is established; or
  - (b) That the Committee Member has in common with all, or a substantial proportion of, the Members of the Association.

## **62 Minutes of Committee Meetings**

- 62.1 The Committee must ensure that Minutes are taken and kept of each Committee meeting.
- 62.2 The Minutes must record the following —
  - (a) The names of the Committee Members in attendance at the meeting;
  - (b) The business considered at the meeting;
  - (c) Any resolution on which a vote is taken and the result of the vote;
  - (d) Any material personal or related party interest disclosed under Rule 60.

## **63 Leave of Absence**

- 63.1 The Committee may grant a Committee Member leave of absence from Committee meetings for a period not exceeding 3 months.
- 63.2 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.

# **PART 7: FINANCIAL MATTERS**

## **64 Source of Funds**

- 64.1 The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

- 64.2 The income and property of the Association shall be applied solely towards the promotion of the Objects.

## **65 Management of Funds**

- 65.1 The Association must open an account with a reputable and secure financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 65.2 Subject to any restrictions imposed by a General Meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- 65.3 The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 65.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments in excess of the specified limit referred to in Rule 64.3 must be signed/authorised by 2 Committee Members.
- 65.5 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 65.6 With the approval of the Committee, the Treasurer 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.

## **66 Financial Records**

- 66.1 The Association must keep financial records that —
- (a) Correctly record and explain its transactions, financial position and performance; and
  - (b) Enable financial statements to be prepared as required by the Act.
- 66.2 The Association must retain the financial records for 5 years after the transactions covered by the records are completed.
- 66.3 The Secretary must keep in custody, or under control —
- (a) The financial records for the current financial year; and
  - (b) Any other financial records as authorised by the Committee.

## **67 Financial Statements**

- 67.1 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 67.2 Without limiting Rule 66.1, those requirements include —
- (a) The preparation of the financial statements;
  - (b) The review or auditing of the financial statements in accordance with the Act;
  - (c) The certification of the financial statements by the Committee;
  - (d) The submission of the financial statements to the annual general meeting of the Association;
  - (e) The lodgement of the financial statements and accompanying reports, certificates, statements and fee in accordance with the Act.

## PART 7—GENERAL MATTERS

### 68 Common Seal

68.1 The Association may have a Common Seal.

68.2 If the Association has a Common Seal —

- (a) The name of the Association must appear in legible characters on the Common Seal;
- (b) A document may only be sealed with the Common Seal by the authority of the Committee and the sealing must be witnessed by the signatures of two Committee Members;
- (c) The Common Seal must be kept in the custody of the Secretary.

### 69 Official Address

The official address of the Association is —

69.1 The address determined from time to time by resolution of the Committee; or

69.2 If the Committee has not determined an address to be the registered address, the physical address of the Public Officer.

### 70 Insurance

The Association may effect and maintain such insurance as the Committee considers it desirable to maintain.

### 71 Notice Requirements

71.1 Any notice required to be given to a Member or a Committee Member under these Rules may be given—

- (a) By handing the notice to the Member personally; or
- (b) By sending it by post to the Member at the address recorded for the member on the register of Members; or
- (c) By email or facsimile transmission.

71.2 Rule 70.1 does not apply to notice given under Rule 56.5.

71.3 Any notice required to be given to the Association or the Committee may be given —

- (a) By handing the notice to a Member of the Committee; or
- (b) By sending the notice by post to the registered address; or
- (c) By leaving the notice at the registered address; or
- (d) If the Committee determines that it is appropriate in the circumstances-
  - (i) By email to the email address of the Association or the Secretary; or

- (ii) By facsimile transmission to the facsimile number of the Association.

## 72 Custody and Inspection of Books and Records

- 72.1 Members may on request in writing to the Secretary inspect free of charge —
  - (a) The Register of Members;
  - (b) The Minutes of General Meetings;
  - (c) Subject to Rule 71.2, the financial records, books, securities and any other relevant document of the Association, including Minutes of Committee meetings.
- 72.2 The Committee may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 72.3 The Committee must on request make copies of these Rules available to Members and applicants for Membership of the Association free of charge.
- 72.4 Subject to Rule 71.2, a Member may make a copy of any of the other records of the Association referred to in this Rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 72.5 For the purposes of this Rule —

**relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

  - (a) Its Membership records;
  - (b) Its financial statements;
  - (c) Its financial records;
  - (d) Records and documents relating to transactions, dealings, business or property of the Association.

## 73 Winding Up and Cancellation

- 73.1 The Association may be wound up voluntarily by Special Resolution passed at a General Meeting of its Members.
- 73.2 In the event of the winding up or the cancellation of the Incorporation of the Association, the surplus assets of the Association must not be distributed to any Members or former Members of the Association.
- 73.3 Subject to the Act and any court order made under the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual Members.
- 73.4 The body to which the surplus assets are to be given must be decided by Special Resolution.

## 74 Alteration of Constitution

This Constitution may be altered, added to or rescinded only by Special Resolution of a General Meeting of the Association.