

THE GAP FOOTBALL CLUB CONSTITUTION
INCLUDING CHANGES MADE
AT A SPECIAL GENERAL MEETING
ON 22ND NOVEMBER 2015

1 Name

1.1 The name of the club shall be “The Gap Football Club Incorporated” (in these rules called “The Club”).

2 Colours

2.1 The Club colours shall be Gold and Purple.

3 Aims and Objects

3.1 The objects of the Club shall be:

3.2 To promote sport amongst the citizens of Brisbane.

3.3 To assist in the education and advancement of the community by means of the development of a sense of fair play and a love of sport.

3.4 To incorporate, advance and assist in the development of an improved standard of physical fitness and character building in all members of the community, both individually and collectively.

4 Powers

4.1 The Club has, in the exercise of its affairs, all the powers of an individual and more specifically but without limitation the powers specified under Rule 4.

4.2 To take over the funds and other assets and the liabilities of the unincorporated association know as “The Gap Pastime Club” and any of it succesors:

4.3 To subscribe to, become a member of and co-operate with any other association, club or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Club provided that the Club shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club

under or by virtue of rule 27.12;

4.4 In furtherance of the objects of the Club to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Club or persons frequenting the Club's premises;

4.5 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Club: Provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts;

4.6 To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the power of the Club; to obtain from any such Government or Authority any rights, privileges and concessions which the Club may think is desirable to obtain; to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

4.7 To appoint, employ, remove or suspend employees and/or contractors and other persons as may be necessary or convenient for the purposes of the Club;

4.8 To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities to the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;

4.9 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration and control thereof;

4.10 To invest and deal with the money of the Club not immediately required in such a manner as may from time to time be thought fit;

4.11 To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;

4.12 In furtherance of the objects of the Club to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees to indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;

4.13 To borrow or raise money either alone or jointly with any other person or legal entity in such a manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;

4.14 To seek guarantees or indemnities from time to time for the payment of the whole or any part of moneys borrowed by the Club or interest payable thereon or any debt or obligation assumed or contracted by the Club and for the better attainment of that end to enter into any arrangement with any person which may be required, whether it is required by the said guarantor or guarantors by the person or persons indemnifying or by the bankers or other creditor for their protection provided that any such arrangement is approved by the Board;

4.15 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

4.16 In furtherance of the objects of the Club to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club;

4.17 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others;

4.18 To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Club's but subject always to the proviso in sub- rule 4.4

4.19 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise;

4.20 To publish electronically, by print or any other medium, any advertisements, articles, newspapers, periodicals, books or leaflets or the like that the Club may think desirable for the promotion of its objects.

4.21 In furtherance of the objects of the Club to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members;

4.22 In furtherance of the objects of the Club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities, and engagements of any one or more of the incorporated associations with which the Club is authorized to amalgamate;

4.23 In furtherance of the objects of the Club to transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the incorporated associations with which the Club is authorised to amalgamate;

4.24 To make donations for patriotic, charitable or community purposes;

4.25 To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;

4.26 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the power of the Club.

5 Classes of Membership and Membership

5.1 The membership of the Club shall consist of ordinary members (being natural persons over the age of majority) and any of the following classes of members:

5.1.1 Life (or Honorary) Members

5.1.2 Junior Members

5.1.3 Temporary Members and

5.1.4 Social Members – Social members shall be persons over the age of majority and make application in a form determined by the Board that includes their Name, Address and such other details as determined by the committee. Social members shall have no voting rights.

5.1.5 Such other class of member as the Board may from time to time approve, and having such rights as determined by the Board other than voting rights and such rights as may be materially detrimental to the other members of the Club.

5.2 Ordinary Membership – A person wishing to join the club as an ordinary member shall make application for membership by:

5.2.1 Being the nominated parent or guardian on a junior players registration documentation where that junior player has been registered and accepted to play with the club, or

5.2.2 Being a person over the age of majority who has been registered and accepted to play with the club, or

5.2.3 Being a person over the age of majority who has been registered and accepted as a volunteer with the club, or

5.2.4 Being a person over the age of majority who has completed an application form,

5.2.5 And who has paid the fee as required by the constitution.

5.3 Life Members – may be any ordinary member of not less than 10 years membership of the Club and who has ‘acknowledged service to the Club’, nominated by the Board and approved as such at an Annual General Meeting. A Life Member if so approved will be a member for the remainder of that person’s life and free of the need to pay annual membership fees.

5.4 Junior Members – are those members who under the age of majority and each of whom shall be entitled to rights as determined by the Board and until determined otherwise will have the same rights as ordinary members except the right to vote at general meetings of members and the right to participate in any vote or general meetings of members and the right to participate in any vote or discussion at Board meetings concerning liquor licensing issues.

5.5 Temporary Members – are the family, guests or invitees of an ordinary member or such persons as are lawfully permitted by the Board to use the licensed premises occupied by the Club. Temporary membership will not bring with it any voting rights and will be limited in time as determined by the Board.

5.6 No person may be a member of more than one class of member at any one time.

5.7 The number of members in each class shall be unlimited

5.8 Every person who at the date of incorporation of the Club was a member of the unincorporated association and who on or before the day of incorporation agrees in writing to become a member of the Club shall be admitted by this Board to the same class of membership of the Club as that member held in the

unincorporated association and shall not be required to pay any further subscription until the next due date for payment of that subscription.

5.10 Membership is open to persons of both sexes of all ages (provided those under the age of majority will only be entitled to Junior membership) and is for the purposes consistent with the aims and objects stated in this Constitution.

5.11 Each candidate for membership of the Club shall be considered by the Board, whose decision shall be final, and acceptance shall be subject to the candidate abiding by the Constitution and Rules and By-

Laws of the Club.

5.12 Any applicant for membership shall not exercise any of the privileges of membership until his or her fees have been paid. If such fees have not been paid within the time prescribed by the Board the application shall be void.

5.13 Each member desiring to play any sport with the Club shall also pay a seasonal affiliation fee for each such sport as may be determined by the Board or varied thereafter at the discretion of the Board.

6 Membership Fees

6.1 The membership fees for each class of membership shall be such sum as the Board determine.

6.1.2 That this fee be incorporated into the player registration payment for those persons who are:

a) The nominated parent or guardian on a junior players registration documentation where that junior player has been registered and accepted to play with the club, or

b) A person over the age of majority who has been registered and accepted to play with the club.

6.1.3 All other persons shall pay the fee directly to the club.

6.2 All fees shall be due on the first day of January in each year or at such other time as shall be determined by the Board from time to time.

6.3 Save and except as herein otherwise provided, any member whose fees are in arrears shall not be eligible to represent the Club at any of its sporting fixtures and shall not be eligible as a candidate for any office within the Club nor shall

such member speak, vote or take part in any business at any meeting of the Club, or any Committee thereof nor be entitled to attend any such meeting.

6.4 Any member who has not paid their membership fees in full 60 calendar days after they were due shall cease to be a member.

7 Admission and Rejection of Members

7.1 At the next meeting of the Board after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Board, who shall thereupon determine upon the admission or rejection of the applicant.

7.2 Any applicant who receives a majority of the votes of the members of the Board present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.

7.3 Upon acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection. There shall be no right of appeal against the decision of the Board.

8 Termination of Membership

8.1 A member may resign from the Club at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice, then it shall take effect on that later date. Membership and other fees shall not be refundable, except at the discretion of the Board.

8.2. If a member:

8.2.1 is convicted of an indictable offence; or

8.2.2 fails to comply with any of the provisions of the Rules; or

8.2.3 conducts himself or herself in a manner considered injurious or prejudicial to the character or interests of the Club: the Board shall consider whether his or her membership shall be terminated.

8.3 The member concerned shall be given a full and fair opportunity of

presenting his or her case and if the Board resolves to terminate his or her membership it shall instruct the Secretary to advise the member in writing accordingly. There shall be no right of appeal against the decision of the Board.

8.4 Any member who has resigned as a member of the Club may be readmitted by the Board upon payment of all amounts owing by him or her to the Club.

9 Register of Members

9.1 The Board shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Club and the dates of their admission and such other details as the Board may require.

9.2 The register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

10 Membership of the Board

10.1 The Board of the Club shall comprise the following members, all of whom shall be elected at the Annual General Meeting in accordance with this constitution:

10.1.1 President

10.1.2 Vice – President

10.1.3 Secretary

10.1.4 Treasurer, and

10.1.5 Eight additional members

10.2 The President, Vice President, Secretary and Treasurer of the Club shall be the executive of the club and shall exercise the powers and authority of the Board between meetings of the Board in accordance with any decisions of the Board. All members of the executive shall be ex officio members of any committee or subcommittee formed within the Club.

10.3 At any time, there shall be no more than six Board members in total who are registered club players and/or coaches of a club team.

10.4 Should more than six registered players and/or coaches be elected to the Board, the registered player or club coach who received the least number of votes shall be removed from the ballot and the candidate receiving the next highest number of votes who is not a registered club player or club coach shall be elected. If required, that procedure is repeated to comply with rule 10.3. If for any reason that does not result in the required number of Board members being

elected, the remaining Board members shall fill any vacancies in accordance with rule 11 provided the person so appointed does not breach rule 10.3.

10.5 At the Annual General Meeting of the Club, all the members of the Board for the time being shall retire from office, but shall be eligible upon nomination for re-election.

10.6 The election of officers and other members of the Board shall take place in the following manner:

10.7.1 Any two members of the Club shall be at liberty to nominate any other member to serve as an officer or other member of the Board;

10.7.2 The nomination, which shall be in writing and signed by a member and his or her proposer and seconder, shall be lodged with the Secretary at least fourteen (14) days before the Annual General Meeting at which the election is to take place

10.7.3 A list of candidates' names in alphabetical order, with the proposer's and seconder's names, shall be posted in a conspicuous place in the office or usual place of meeting of the Club for at least seven (7) days immediately preceding the Annual General Meeting;

10.7.4 Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;

10.7.5 Should, at the commencement of such meeting, there be insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

10.8 Any member of the Board may resign from membership of the Board at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice then it shall take effect on that later date or such member may be removed from the office at a general meeting of the Club where that member shall be given the opportunity to fully represent his or her case. The question of removal shall be determined by the vote of the members present at such general meeting.

11 Vacancies on the Board

11.1 The Board shall have power at any time to appoint any member of the Club to fill any casual vacancy on the Board until the next Annual General Meeting.

11.2 The continuing members of the Board may act notwithstanding any casual vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

12 Functions of the Board

12.1 Except otherwise provided by these Rules and subject to resolutions of the members of the Club carried at any general meeting, the Board:

12.1.1 shall have the general control and management of the administration of the affairs, property and funds of the Club; and

12.1.2 shall have authority to interpret the meaning of these Rules and any matter relating to the Club on which these Rules are silent.

12.2 The Board may exercise all the powers of the Club.

12.3 The Board may exercise powers which the Club could exercise in general meeting and in particular but without limiting the generality of the foregoing, all powers of the Club hereinbefore set out subject nevertheless to these the Constitution and Rules of the Club or as the same may from time to time be amended or added to by the Club in general meeting but no such amendment or addition shall invalidate any prior act of the Board which would have otherwise been valid.

13 Meetings of the Board

13.1 The Board shall meet at least once every calendar month to exercise its functions except that the board may decide not to meet in the month of December.

13.2 A special meeting of the Board shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Board, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

13.3 At every meeting of the Board a simple majority of a number equal to the number of members elected and/or appointed to the Board as at the close of the last general meeting, shall constitute a quorum.

13.4 Any member of the Board who is absent for three consecutive meetings without valid reason shall be deemed to have vacated his or her seat on the Board and the Management Committee may, after resolving a vacancy by resolution, elect another member of the Club to serve in the place of the member so vacating his or her seat.

13.5 The Board, at its first meeting after the AGM, shall elect from its own members, Directors who will be responsible for the conduct of an identified area of activity in the club.

13.6 Subject to any decisions the Board may make from time to time, the Board shall elect from its membership in accordance with clause 13.5 Board Members to have responsibility for each of the following, subject always to any decisions of the Board:

- A Commercial Director with responsibilities for sponsorship and fundraising
- A Facilities Director with responsibilities for grounds, buildings and major equipment management.
- A Club Services Director with responsibility for the clubhouse and canteen
- A Grants Director with responsibility for grant applications
- A Junior Football Director with responsibility for the operation of junior football
- A Women's Football Director with responsibility for the operation of women's football
- A Men's Football Director with responsibility for the operation of men's football, And
- An Equipment Director with responsibility for the supply and handling of sport equipment

13.7 Subject as previously provided in this rule, the Board may meet together and regulate its proceedings as it thinks fit, provided that questions arising at any meeting of the Board shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

13.8A member of the Board shall not vote in respect of any contract or proposed contract with the Club in which he or she is interested, or in any matter arising there out, and if he or she does so vote his or her vote shall not be counted.

13.9 Not less than fourteen days notice shall be given by the Secretary to members of the Board of any special meeting of the Board. Such notice shall clearly state the nature of the business to be discussed thereat.

13.10 The President shall preside as Chairperson at every meeting of the Board, or if there is no President, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be the Chairperson or if the Vice-President is not present at the meeting then the members may choose one of their number to be the Chairperson of the meeting.

13.11 If within half an hour from the time appointed for the commencement of the Board meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting the quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

14 Sub Committees

14.1 The Board may delegate any of its powers to a subcommittee consisting of such members of the Club as the Board thinks fit. Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.

14.2 A subcommittee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.

14.3 A subcommittee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

14.4 It shall be the duty of the Chairperson of each separate Control Committee to ensure that correct books and records are kept as required by the Board from time to time.

14.5 All acts done by any meeting of the Board or of the subcommittee or by a person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

14.6 A resolution in writing signed by all members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

15 Committees

15.1 The Board shall have the power if in its opinion it becomes necessary to appoint other separate Committees for any sporting or other activities of the Club or to control any particular matter or affair of the Club.

15.2 The Board is empowered to determine the Constitutional powers and functions of every separate Committee.

15.3 The Board may revoke any decision of a Committee should it be considered necessary.

16 Annual General or General Meetings

16.1 The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Club and at such place as the Board may determine.

16.2 The Annual General Meeting shall be held within three months of the close of the financial year.

16.3 The business to be transacted at every general meeting shall be:

16.3.1 Receiving the Board's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Club for the preceding financial year:

16.3.2 the receiving the auditor's report upon the books and accounts for the preceding financial year;

16.3.3 the election of members of the Board; and

16.3.4 the appointment of an auditor.

17 Patron

17.1 The Patron or Patrons shall be elected at each Annual General Meeting. The number of Patrons shall be determined from time to time by the Board.

18 Convening of Special General Meetings

18.1 The Secretary shall convene a special general meeting:

18.2 When directed to do so by the Board; or

18.3 On the requisition in writing signed by not less than one-third of the members presently on the Board or not less than the number of ordinary members of the Club which equals double the number of members presently on the Board plus one. Such requisition shall clearly state the reasons why such a special general meeting is being convened and the nature of the business to be transacted thereat.

19 Quorum of General Meetings

19.1 At any general meeting the number of members required to constitute a quorum shall be the number of members presently on the Board plus one.

19.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.

19.3 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board of the Club, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine provided it is not less than seven days after the date of the abandoned meeting nor more than 28 days after the date of the abandoned meeting. The secretary shall ensure a notice of the rescheduled general meeting is displayed on the home page of the club website and such other notices as the secretary deems appropriate. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be the quorum.

19.4 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, notice of the adjourned meeting shall be given as in the case of an original meeting.

19.5 Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

19.6 For the purposes of calculating a quorum only members entitled to vote will be counted.

20 Notice of Meetings

20.1 Except as provided in rule 19.3, The Secretary shall convene all general meetings of the Club by giving not less than 14 days notice of any such meeting to members of the Club.

20.2 The manner by which such notice shall be given shall be determined by the Board. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

21 Chairperson of General Meetings, Voting and Proxies

21.1 Unless otherwise provided by these Rules, at every general meeting:

21.2 The President shall preside as Chairperson at every meeting, or if there is no President, or if at any meeting he or she is not present within fifteen minutes after the time appointed for folding the meeting or is unwilling to act, the Vice-President shall be the Chairperson or if the Vice-President is not present at the meeting or is unwilling to act then the members shall elect one of their number to be Chairperson of the meeting;

21.3 The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.

21.4 Every question, matter or resolution shall be decided by a majority of votes of the members present.

21.5 Every member present shall be entitled to one vote and in the case of equality of votes the Chairperson shall have a second or casting;

21.6 Voting shall be by a show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as he or she shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;

21.7 A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;

21.8 The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of his or her attorney duly authorised in writing or, if the appointer is a corporation, either under the seal or under the hand of an officer or attorney duly authorised. A proxy may, but need not be, a member of the Club. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.

21.9 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the form or a form as near thereto as circumstances permit:

The Gap Football Club Incorporated

I, _____ of

FULL NAME ADDRESS

being a member of the abovementioned Club hereby appoint

_____ of

FULL NAME ADDRESS

or failing him or her _____ of

FULL NAME ADDRESS

as my proxy to vote for me and on my behalf at the Annual General Meeting /
General Meeting (strike out whichever inapplicable) of the Club to be held on
the _____ day of _____
and at any adjournment thereof.

SIGNATURE OF MEMBER

This form is be used in favour of / against (strike out whichever is
inapplicable) the resolution.

Unless otherwise instructed the proxy may vote as he or she thinks fit.

21.10 The instrument appointing a proxy shall be deposited with the Secretary
prior to the commencement of any meeting at which the person named in the
instrument proposes to vote: and

21.11 The Secretary shall cause full and accurate minutes of all questions,
matters, resolutions and other proceedings of every Board meeting and general
meeting to be entered in a book to be open for inspection at all reasonable times
by any financial member who previously applies to the Secretary for that

inspection. For the purposes of ensuring accuracy of the recording of such minutes, the minutes of every Board meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Board meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting. Provided that the minutes of any Annual General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or Annual General Meeting.

21.12 For the purposes of this Rule the reference to members will be taken to refer to a member entitled to vote.

22 By-Laws

22.1 The Board may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Club and any by-laws may be set aside by a general meeting of members.

23 Alteration of Rules

23.1 Subject to the Associations Incorporation Act 1981, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

23.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive of the department administering the Act.

24 Members and Club

24.1 The Club's premises shall be open to members on such days and during such hours as the Board may from time to time direct.

25 General

25.1 No member shall be eligible to claim any benefit (including insurance payment) from the Club unless he or she is a financial member of the Club as at the time in which the incident or matter out of which the claim arises occurred or took place.

25.2 In the event of any matter not provided for or covered by the Constitution and Rules arising, the Board shall have full power to act in the matter as it considers fit.

26 Common Seal

26.1 The Board shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or a second member of the Board or by some other person appointed by the Board for the purpose.

27 Funds and Accounts

27.1 The funds of the Club shall be deposited in the name of the Club in such Bank or Financial Institution as the Board may from time to time direct.

27.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Club and the particulars usually shown in books of a like nature.

27.3 All moneys shall be deposited as soon as practicable after receipt thereof.

27.4 Payments of \$100 or more must be made by cheque or electronic funds transfer. A negotiable instrument issued by the Club must be signed by any 2 of the following Club members-

27.4.1 the President

27.4.2 the Secretary

27.4.3 the Treasurer

27.4.4 another member authorised by the Board for the purpose.

27.5 All cheques shall be crossed "Not Negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open.

27.6 The Board shall determine the amount of petty cash which shall be kept on the 'Imprest' system

27.7 All expenditure shall be approved or ratified at a Board meeting.

27.8 As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:

27.9 The income and expenditure for the financial year just ended; and

27.10 The assets and liabilities and of all mortgages, charges and securities

affecting the property of the Club at the close of that year.

27.11 All such statements shall be examined by the Auditor who shall present a report on such an audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which

such an audit was made.

27.12 The income and property of the Club whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Club provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him or her to the Club or otherwise owing by the Club to him or her or of remuneration to any officers or servants of the Club or to any member of the Club or other person in return for any services actually rendered to the Club provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Club or reasonable and proper rent for premises demised or let to the Club.

28 Documents

28.1 The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Club.

29 Financial year

29.1 The financial year of the Club shall close on 31 December in each year.

30 Distribution of Surplus Assets

30.1 If the Club shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981-1988, and if there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Rule 21.12, such

institution or institutions to be determined by the members of the Club.
I hereby certify that this is a true copy of the rules adopted by the members on

_____ / _____ / _____