

CONSTITUTION

[INSERT CLUB NAME] INCORPORATED

Date: [insert]

ACKNOWLEDGEMENT

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INTRODUCTION

This model constitution has been prepared as a guide for Tasmanian Bowls Clubs in the community to either become incorporated or, if already incorporated, to update their existing constitutions.

The template has been designed specifically for bowls. It is an alternative to the [Model Rules](#) and is tailored to the needs of bowls clubs. It considers issues which a general community organisation might not need to include. For example, Sport must deal with the misuse or abuse of alcohol and drugs; Sport is affected by child safeguarding legislation; and Sport operates under a national system where the national body can make rulings and set policy that will flow through the Sport and affect those playing at Club level.

This model constitution assumes that the Club being formed is directly affiliated with a local regional authority who is directly affiliated with Bowls Tasmania.

The benefit of such a structure is that all levels of the Sport are working together for the advancement of the Sport - bowls and therefore share common purposes, structures, policies, and procedures. It also makes it easy to address issues of joint concern, to share information and to maximise the sport's marketability.

With the increase of legislation affecting sport, this structure seeks to enable consistent and complementary policies and strategies that address areas of common risk and flow effectively through the organisation.

As you work through the process of developing or updating your Club's constitution, you should think not just of your current situation, but where you envisage your Club to be in five or ten years. While constitutions can be changed and should be reviewed from time to time, it would be better to prepare the constitution with the future in mind so that the Club can operate effectively and grow with time.

Following the development of your constitution, you will also develop a set of by-laws that provide more detail on sections of the constitution. By-Laws (sometimes called regulations) are more easily adjusted and have a more operational tone to them. This is where you can include more detail of the policies and procedures that underpin the constitution. Sections where you need to insert specific information are marked [insert xyz] and highlighted in yellow.

The gold comments/discussion boxes must be deleted from the final version.

Page numbers and the table contents need to be checked once gold comments / discussion boxes have been deleted from the final version.

This document does not replace obtaining legal advice on your specific requirements.

DISCLAIMER:

THE INFORMATION PROVIDED IN THIS CONSTITUTION IS FOR YOUR INFORMATION ONLY. THE AUTHORS AND COMMUNITIES, SPORT AND RECREATION ACCEPT NO RESPONSIBILITY FOR THE ACCURACY OF THE INFORMATION OR YOUR RELIANCE UPON IT. USE OF THIS MODEL CONSTITUTION SHOULD NOT REPLACE THE NEED TO OBTAIN LEGAL ADVICE ON YOUR SPECIFIC REQUIREMENTS OR ON THE RELEVANT LAW.

1. DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In this Constitution unless the context requires otherwise:

Act means the *Associations Incorporation Act 1964 (Tas)*.

AGM or Annual General Meeting means the annual General Meeting of the Club required to be held by the Club in each calendar year.

Appointed Director means a Director of the Club appointed under **clause 13**.

Board or Directors means all or some of the Directors of the Club acting as a board.

This template refers to "Board" and "Directors" instead of committee and committee members. The reason for this is that an incorporated association is still a corporation and its governors (whatever their title) owe duties to the members and the Association. The document seeks to use true corporate governance terminology.

There is also no "offices" such as President, Vice-President or Treasurer. These terms despite their cultural weight are not of any constitutional relevance. There is nothing in the document which precludes such titles being attached to particular Director's offices.

Titles of Director positions and job descriptions or portfolios can be included in Regulations or Governance Policy, if desired.

By-Law means a By-Law made under **clauses 4** and/or **19**.

Chair means a Director in charge of the Club and/or Board and/or General meetings.

Club means [INSERT NAME] Club Incorporated.

Committee means a committee established by the Board under **clause 18**.

Constitution means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

Director means a director of the Club.

Elected Director means a Director of the Club elected under **clause 12**.

Financial Year means the year commencing [DATE MONTH] and ending [DATE MONTH] in any year.

The Financial year can be varied to suit your organisation, for example a winter sport may choose to run 1 January to 30 December.

General Meeting means the annual or special general meeting of the Club.

Incapacitated means unable to fulfil duties as required by this Constitution or the Act, including the ability to:

- (a) understand the information relevant to the decisions that they will have to make in performing the role of Director;

- (b) retain that information to the extent necessary to make those decisions;
- (c) use or weigh that information as part of the process of making decisions; or
- (d) communicate the decisions in some way.

Junior Member means a natural person who satisfies the relevant membership criteria and who is under 18 years of age.

Life Member means a Member admitted to Life membership of the Club under **clause 4.4**

Member means a member of the Club under **clause 4**.

Objects mean the objects of the Club in **clause 2.1**.

Public Officer means a person appointed as public officer under **clause 17**.

Social Member means a natural person who satisfies the relevant membership criteria and who is over 18 years of age.

Simple Majority means a majority of the votes cast.

Special Resolution means a resolution that must be passed by a majority of 75% of votes exercisable by Members present and entitled to vote at the relevant General Meeting in accordance with this Constitution and/or the Act.

Voting Member means a natural person who satisfies the relevant membership criteria and who is over 18 years of age.

1.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) **Presence of a Member** - a reference to a Member present at a General Meeting means the Member whether present in person or by agreed electronic means;
- (b) **Document** - a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) **Gender** - words importing any gender include all other genders;
- (d) **Person** - the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) **Successors** - a reference to an organisation includes a reference to its successors;
- (f) **Singular includes plural** - the singular includes the plural and vice versa;
- (g) **Instruments** - a reference to a law includes regulations and instruments made under it;
- (h) **Amendments to legislation** - a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or Territory or the Commonwealth or otherwise;

- (i) **Include** - the words **include, includes, including** and **for example** are not to be interpreted as words of limitation;
- (j) **Signed** - where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Territory or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;
- (k) **Writing** - writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (l) **Headings** - are inserted for convenience and do not affect the interpretation of this Constitution.

1.3 The Act

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (b) The model rules referred to under section 16 of the Act are expressly excluded, modified and displaced by this Constitution and accordingly do not apply to the Club.

1.4 Constitution of the Club

- (a) No addition, alteration or amendment shall be made to this Constitution unless the same has been approved by Special Resolution.

2. OBJECTS AND POWERS

2.1 Objects

The objects/purposes of the Club are important and must be carefully considered. The objects/purposes of the Club are its reasons for existence and although this can be simply stated as "promotion and encouragement of the sport of lawn bowls" the changes in regulatory and commercial, as well as sporting, landscapes require a 21st century sporting body to have broad objects.

Clause 2.1(a), (b) and (c) can be built upon if required to reflect the individual and sport specific objects of the Club.

The Objects of the Club shall be to:

- (a) conduct, encourage, promote and administer the sport of lawn bowls,
- (b) have regard to the public interest in its operations; and
- (c) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

2.2 Powers

Solely for furthering the Objects, the Club, in addition to any other powers it has under sections 11 and 12 of the Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act.

3. INCOME AND PROPERTY OF THE CLUB

Clause 3 is a requirement of a not-for-profit organisation such as an incorporated association.

3.1 Sole Purpose

The income and property of the Club will be applied only towards the promotion of the Objects.

3.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Club; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (c) of reasonable rent for premises let by them to the Club.

4. MEMBERSHIP

4.1 Categories of Members

*The members of the Club and their rights and responsibilities are set out under this clause. The member categories and their respective rights and responsibilities may of course vary depending on the structure of the Club. Under the suggested clauses in this template the Voting Members are the only Members with voting rights while , Junior Members, Social Members, Life Members and Directors are also Members, and are bound by the Constitution, but with no voting rights at General Meetings of the Association. The Board can also create new categories of Members, but any new category cannot be granted voting rights unless approved in a General Meeting. To grant voting rights is effectively a change in the Constitution and thus must be submitted to a General Meeting. **The suggested membership clause is available below.***

Members of the Association shall fall into one of the following categories:

- (a) *Voting Members, who subject to this Constitution, shall have the right to attend, debate and vote at General Meetings;*
- (b) *Junior Members, who subject to this Constitution, shall have the right to attend but not debate or vote at General Meetings;*
- (c) *Social Members, which subject to this Constitution, shall have the right to attend but not debate or vote at General Meetings;*
- (d) *Life Members, who subject to this Constitution, shall have the right to attend and debate but not vote at General Meetings;*
- (e) *Such new or other categories of Members as may be established by the Directors. Any new category of Member established by the Directors must not be granted voting rights without the approval of the Association in General Meeting.*

Some clubs include Technical Members, Honorary Members, Competitive Members separately and clauses 4.1-7 inclusive should be reviewed to ensure alignment with the required membership structure/terminology of the Club.

Members of the Club shall fall into one of the following categories:

- (a) Voting Members;
- (b) Junior Members;
- (c) Social Members; and
- (d) Life Members.
- (e) Life Members.

4.2 Membership By-Law

From time to time the Club may implement a Membership By-Law that further details the criteria and responsibilities of the specific membership categories under **clause 4.1**.

Adopting and developing By-Laws gives your Club the framework to guide day-to-day activity. Here, it's encouraged that the Club develops a Membership By-Law which details the types of membership, including who holds voting rights, and each of the membership packages (including fees).

Example, Voting Members - sub-categories might include Pennant players, Coaches and Officials, Family Membership (family membership may outline percentage of discount off the total membership fee, who within the family may be eligible as a voting member etcetera)

4.3 Admission to membership

Subject to **clause 4.4** a person will become a Member, and their name recorded in the register of Members kept by the Club, only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and/or the By-Laws and provided the person has signed a written application in which they undertake to:

- (a) be bound by this Constitution and the By-Laws of the Club (including By-Laws specific to the relevant category of membership);
- (b) pay the fees and subscriptions determined to apply to the relevant membership category under **clause 7**; and
- (c) support the Club in the encouragement and promotion of the Objects.

4.4 Application process

- (a) As soon as is practicable after the receipt of an application under **clause 4.3**, the Secretary shall refer the application to the Board.
- (b) Upon an application being referred to the Board, the Board shall, as soon as practicable, determine whether to approve or decline the application.
- (c) If the Board approves the application for membership, the Board shall determine the appropriate category of membership and the Secretary shall, as soon as practicable, notify the applicant in writing that they are approved or declined. If approved, membership shall commence on entry into the Register in accordance with **clause 4.4(f)**.

- (d) If the Board declines an application for membership, the Secretary shall, as soon as practicable, notify the applicant in writing that their membership application has been declined. The Board is not required to give reasons for its decision.
- (e) There is no right of appeal where the Board declines an application for membership, whether a new application or a renewal application.
- (f) If the application for membership is approved, the Secretary shall enter the applicant's name in the Register, and upon the name of the applicant being so entered, the applicant becomes a Member. The Secretary shall also enter the category of membership afforded to the Member.

4.5 Life Members

- (a) Life Membership is the highest honour which can be bestowed by the Club for longstanding and valued service to the Club.
- (b) On the nomination of the Board, any individual may be elected as a Life Member at any AGM, subject to **clause 4.3**.
- (c) Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.

Adopting and developing By-Laws gives your Club the framework to guide day-to-day activity. Here, it's encouraged that the Club develops a Membership By-Law which details sub-categories relating to the types of membership.

- (d) The By-Laws will set out:
 - (i) current Life Members;
 - (ii) the criteria to be met by Life Members; and
 - (iii) the privileges and benefits of Life Membership which shall include the right to receive notice and attend, but not the right to vote at, General Meetings (unless the person is also a Member who is currently entitled to vote).
- (e) Subject to **clause 4.3**, at the time of adoption of this Constitution, the Life Members of the Club shall be those persons currently recognised by the Club as Life Members.

4.6 Membership renewal

- (a) To remain a Member, all Members (other than Life Members) must:
 - (i) renew their membership with the Club annually and otherwise in accordance with the procedures applicable from time to time;
 - (ii) otherwise remain a Member in accordance with the procedures applicable from time to time; and
 - (iii) pay such fees as may be prescribed by the Club in respect of their membership from time to time.

- (b) Renewal of membership is not automatic and an application for renewal of membership may be declined without reason. There is no right of appeal where the Board declines a renewal application.
- (c) In addition to the effect of membership set out in **clause 4.2**, a Member is bound by, and must comply with, this Constitution and the By-Laws.
- (d) A Member is entitled to any benefits of membership prescribed to apply to Members in this Constitution or By-Laws.

4.7 General

- (a) The Club must keep a register of all Members.
- (b) No Member whose membership ceases has any claim against the Club or the Directors for damages or otherwise arising from cessation or termination of membership.
- (c) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) Members must treat all staff, contractors and representatives of the Club and all other Members with respect and courtesy at all times.
- (e) Members must not act in a manner unbecoming of a Member or prejudicial to the Objects and/or interests of the Club.
- (f) Neither membership of the Club nor this Constitution gives rise to:
 - (i) any proprietary right of Members in, to or over the Club or its property or assets;
 - (ii) any automatic right of a Member to renewal of their membership of the Club; or
 - (iii) subject to the Act and the Club acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution.

4.8 Limited Liability

Members have no liability except as set out in **clause 24**.

5. CESSATION OF MEMBERSHIP

5.1 Cessation

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) the termination of their Membership according to this Constitution or the By-Laws; or

- (d) that Member no longer meeting the requirements for Membership according to this Constitution and/or the By-Laws.

5.2 Resignation

For the purposes of **clause 5.1(a)**, a Member may resign as a member of the Club by giving 30 days written notice to the Board. A Junior Member cannot resign without the written approval of their parent or legal guardian.

5.3 Forfeiture of Rights

A Member who ceases to be a Member shall forfeit all right in and claim upon the Club or the Directors for damages or otherwise or claim upon its property including its intellectual property rights.

6. GRIEVANCES AND DISCIPLINE OF MEMBERS

6.1 Jurisdiction

All Members will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Club outlined under the Bowls Australia/Bowls Tasmania Member Protection Policies and Complaints/Grievance Procedures.

7. FEES AND SUBSCRIPTIONS

7.1 Fees payable by Members

- (a) The Directors must determine from time to time:
- (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual membership fee payable by each Member, or any category of Members;
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (iv) the payment method and due date for payment.
- (b) Each Member must pay to the Club the amounts determined under this **clause 7** in accordance with **clause 7.1(a)(iv)**.

7.2 Non-Payment of Fees

- (a) Subject to **clause 7.2(b)** but notwithstanding any other clause of this Constitution, the right of a Member to attend and vote at a General Meeting is suspended while the payment of any subscription or other amount determined under **clause 7.1(a)(i)** or **clause 7.1(a)(ii)** is in arrears greater than 60 days.
- (b) Where a Member is in arrears greater than 60 days for any amount:
- (i) the Board may enter an arrangement with the Member for the payment of the amount; and

- (ii) **clause 7.2(a)** does not suspend the right of a Member to attend and vote at a General Meeting provided that the Member has not breached the arrangement.

8. GENERAL MEETINGS

8.1 *Power to convene a General Meeting*

- (a) The Directors may convene a General Meeting when they think fit and must do so if required by the Act.
- (b) Voting Members may convene a General Meeting in accordance with section 22A of the Act.

8.2 *Annual General Meeting*

AGMs of the Club are to be held:

- (a) according to the Act; and
- (b) on any day that is not later than three (3) months after the close of financial year as determined by the Directors (including date and venue).
- (c) with ordinary business to be as follows:
 - (i) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (ii) to receive from the committee, auditor and servants of the Club reports on the transactions of the Club during the last preceding financial year;
 - (iii) to declare the election of the Directors of the Club;
 - (iv) to appoint the auditor.

8.3 *Notice of General Meeting*

- (a) Notice of a General Meeting of Members must be given:
 - (i) to all Members entitled to attend the General Meeting, the Directors and the auditor of the Club; and
 - (ii) in accordance with clause 23 and the Act.
- (b) At least 45 days prior to the proposed date of the AGM, the Board will request from Members notices of motions, which must be received no less than 28 days prior to the AGM.
- (c) At least twenty-one (21) days' notice of the time and place of a General Meeting must be given, together with:
 - (i) all information required to be included in accordance with the Act;
 - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;

- (iii) where applicable, any notice of motion received from any Member or Director; and
- (iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

8.4 No other business

Note that "Other business" or "General business" should not be included in the agenda of the Annual General Meeting or a Special General Meeting.

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

8.5 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. However, this clause does not apply to a General Meeting convened by:

- (a) Members according to the Act;
- (b) the Directors at the request of Members; or
- (c) a Court.

8.6 Notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to each:

- (a) Member entitled to attend the General Meeting; and
- (b) other persons entitled to notice of a General Meeting under this Constitution or the Act;

at least seven days prior to the date of the General Meeting.

8.7 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different from the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

8.8 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 8.6**.

8.9 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

8.10 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

8.11 No proxy voting

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

9. PROCEEDINGS AT GENERAL MEETING

9.1 Number for a quorum

Whichever is the less, ten Voting Members or a quarter of the number of Voting Members must be present and eligible to vote for a quorum to exist at a General Meeting.

9.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present and remains throughout the General meeting.

9.3 Quorum and time – Special General Meetings

If within 30 minutes after the time appointed for a Special General Meeting, or at any other time during the meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the Chair determines.

9.4 Quorum and time – AGMs

- (a) If within 30 minutes after the time appointed for an AGM, or at any other time during the meeting, a quorum is not present, the AGM stands adjourned to such other day, time and place as the Chair determines.
- (b) Where an AGM has been adjourned under **clause 9.4(a)**, such Members as are present on the adjourned date shall constitute a quorum.

9.5 Chair to preside over General Meetings

- (a) The Chair is entitled to preside as Chair at General Meetings.
- (b) If a General Meeting is convened and the Chair is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, one of the Directors present will preside.

9.6 Conduct of General Meetings

- (a) The Chair:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in his/her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever he/she consider it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chair under this **clause 9.6** is final.

9.7 Adjournment of General Meeting

- (a) The Chair may with the consent of any meeting at which a quorum is present, and must if so, directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

9.8 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

9.9 Questions decided by majority

Except in the case of a Special Resolution, a resolution is carried if a Simple Majority of the votes cast on the resolution are in favour of it.

9.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried. For the avoidance of doubt the Chair does not have a casting vote where voting is equal.

9.11 Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.

- (b) A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the meetings of the Club, is conclusive evidence of the fact.
- (c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

9.12 Poll

- (a) If a poll is properly demanded in accordance with the *Corporations Act 2001 (Cth)* or by the Chair of the meeting, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded. On a poll each Member entitled to vote will have the number of votes fixed under **clause 10.1**.
- (b) A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

9.13 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the Chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

9.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision made in good faith is final.

10. VOTES OF MEMBERS

10.1 Votes of Members

- (a) At a General Meeting, on a show of hands and on a poll, each Voting Member shall have one vote.
- (b) No Member other than a Voting Member is entitled to vote at General Meetings.

10.2 Resolutions not in General Meeting

- (a) If the required majority of Members entitled to vote sign a document (that has been circulated to all Members entitled to notice of a General Meeting) containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of

the Club held at the time on which the document was signed by the last Member to achieve the required majority.

- (b) For the purposes of **clause 10.2(a)**, two or more separate documents containing statements in identical terms each of which is signed by one or more Members entitled to vote are deemed together to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents.
- (c) A facsimile transmission or other form of visible or other electronic communication purported to be signed by a Member for the purpose of this clause is deemed to be a document in writing signed by that Member.

11. DIRECTORS

This template provides for the Club to have up to nine (9) Directors - seven (7) Elected Directors and two (2) Appointed Directors. Clubs can change this to as many Directors as they want.

11.1 *Composition of the Board*

The Board shall consist of:

- (a) up to seven (7) Elected Directors all of whom may be appointed under **clause 12**; and
- (b) up to two (2) Appointed Directors all of whom may be appointed under **clause 13**.

11.2 *Qualifications*

The Board may determine from time-to-time duty descriptions and qualifications required for Directors. Only Voting Members are eligible to be elected as a Director.

11.3 *Current Board*

The terms of the Directors in office at the date of the adoption of this Constitution shall continue at the General Meeting at which this Constitution is adopted in accordance with **clause 1.4(c)**. Those Directors may be re-elected or re-appointed for a further term, as the case may be, subject always to this Constitution.

11.4 *Remuneration of Directors*

A Director may not be paid by way of salary, fees, or allowances for services as a Director but, with the approval of the Directors and subject to the Act, may be:

- (a) paid by the Club for services rendered to it other than as a Director; and
- (b) reimbursed by the Club for their reasonable travelling, accommodation, and other expenses when:
 - (i) travelling to or from meetings of the Directors, a Committee, or the Club; or
 - (ii) otherwise engaged in the affairs of the Club.

12. ELECTED DIRECTORS

12.1 *Nomination for Board*

Nominations for Directors should be called for 45 days prior to the General Meeting at which the election is to be held (usually the AGM).

12.2 *Form of Nomination*

Nominations must be:

- (a) in writing on the prescribed form (if any);
- (b) signed by two (2) Voting Members;
- (c) certified by the nominee expressing their willingness to accept the position for which they are nominated; and
- (d) delivered to the Club not less than **28 days** before the date fixed for the holding of the General Meeting.

12.3 *Election of Directors*

- (a) If the number of nominations received for positions on the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, the remaining positions will be deemed casual vacancies under **clause 14.1**.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in order drawn by ballot, for each vacancy on the Board.
- (d) The voting shall be conducted by secret ballot on papers prepared by the Secretary. For the avoidance of doubt, a candidate must receive 50 per cent plus one (1) of the total votes at a General Meeting to be elected.
- (e) If voting is equal for two (2) or more candidates, the candidate receiving the least number of votes is eliminated and a further ballot will be held. If no additional candidate can be eliminated a further ballot is to be held. If voting is still equal after the further ballot, the election will be declared null and void and the position/s will be declared casual vacancies.
- (f) The positions of Chair, Secretary, Treasurer and any other positions or portfolios, shall be appointed by the Board from amongst its number as soon as practicable after each Annual General Meeting.
 - (i) For the avoidance of doubt, the Voting Members at AGM's elect the Board and following the AGM, the Board is to appoint the positions and portfolios, including the Chair.
- (g) Elected Directors, including the Chair, shall be elected for a term of **two (2)** years and are subject to provisions in this Constitution relating to early retirement or removal of Directors.

Under this template Directors' terms are for 2 years although this can be changed.

If Clubs want to have one-year terms:

- 1. Change "two years" to "one year" and delete the word "second" in clause 12.4(a).*
- 2. Delete clauses (b) and (c) and renumber (d) to (b)*
- 3. Change ":6 years" to :3 years" in clause (d)*

Some Constitutions require a Director to stand down after a certain number of full terms. This clause can be deleted if Clubs do not want to restrict Directors to a limited number of consecutive terms.

12.4 Term of Appointment

- (a) Subject to this Constitution Directors shall be elected in accordance with this Constitution for a term of **two (2) years**, which shall commence from the conclusion of the General Meeting at which the election occurred until the conclusion of the **second** Annual General Meeting following.
- (b) **Three (3)** Elected Directors shall retire after the first year after election. The remaining **four (4)** Elected Directors shall retire after the second year after election, after which those Directors elected to the vacancies after the first year shall retire and so on. The Directors to retire in the first year after election will be determined by the Board. If the Board cannot agree, retirements will be determined by lot.
- (c) Notwithstanding any other clause, should any adjustment to the term of Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. If the Board cannot agree, retirements will be determined by lot. For the avoidance of doubt any part of a term shall be deemed a full term for the purposes of this **clause 12.4**.
- (d) Following the adoption of this Constitution, no person who has served as a Director for a period of up to three (3) consecutive full terms (6 years) shall be eligible for re-election as a Director until the third Annual General Meeting following the date of conclusion of their last term as a Director.

13. APPOINTED DIRECTORS

13.1 Appointment of Appointed Director

Subject to this constitution, and in particular **clause 13.3(b)** the Elected Directors may appoint up to two (2) Appointed Directors.

13.2 Qualifications for Appointed Directors

Appointed Directors should have skills that complement and/or supplement any skill gaps that may exist in the Board, with the aim of ensuring that the board has all the necessary skills to govern the organisation.

13.3 Term of Appointment

- (a) Directors appointed under clause 13.1 may be appointed by the Elected Directors in accordance with this constitution for a term of up to **two (2) years**, which shall commence and conclude on dates determined by the Elected Directors.

- (b) Following the adoption of this constitution, no person who has served as an Appointed Director for a period of up to two (2) consecutive full terms (4 years) shall be eligible for re-election as a Director until the third Annual General Meeting following the date of conclusion of their last term as Appointed Director.

14. VACANCIES ON THE BOARD

14.1 Casual Vacancies

- (a) Any casual vacancy that occurs in the position of a Director may be filled by the remaining Directors from among appropriately qualified Members.
- (b) Any casual vacancy may only be filled for the remainder of the vacating Director's term under this Constitution.

14.2 Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or insolvent under administration or makes any arrangement or composition with their creditors generally;
- (c) resigns their office in writing to the Club;
- (d) is absent without the consent of the Board from meetings of the Board held during a period of three months;
- (e) is an employee of the Club;
- (f) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his interest;
- (g) after reasonable consideration by the Board the Board determines the Director has:
 - (i) acted in a manner unbecoming or prejudicial to the Objects and/or interests of the Club; or
 - (ii) brought himself or the Club into disrepute;

provided the Director is first given the opportunity to make written or oral submissions to the Board before a determination is made;
- (h) is removed by Special Resolution;
- (i) after reasonable consideration by the Board it determines the Director has become incapacitated and the Board reasonably expects the Director will remain incapacitated for a period exceeding three (3) months, provided always that:
 - (i) the Director is first given the opportunity to make written or oral submissions to the Board before a determination is made, and that
 - (ii) any determination made under this **clause 14.2(i)** shall be made with the Directors acting reasonably and in accordance with **clause 14.2**; or

(j) would otherwise be prohibited from being a Director under the Act.

14.3 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Director or Directors to a number sufficient to constitute such a quorum or to convene a General Meeting.

15. POWERS AND DUTIES OF DIRECTORS

15.1 Directors to manage the Club

The Directors are to manage the Club's business and may exercise those of the Club's powers that are not required, by the Act or by this Constitution, to be exercised by the Club in General Meeting.

15.2 Specific powers of Directors

Without limiting **clause 15.1**, the Directors may exercise all the Club's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Club or of any other person.

15.3 Time, etc.

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may in their absolute discretion extend that time, period or date as they think fit.

15.4 Code of Conduct

The Club is encouraged to adopt a Directors Code of Conduct (Bowls Tasmania) or develop their own as a By-Law (for guidance refer to [Sport Australia Good Governance Principles](#))

The Directors should:

- (a) adopt a code of conduct for Directors; and if adopted
- (b) periodically review the code of conduct in light of the principles of good governance.

16. PROCEEDINGS OF DIRECTORS

16.1 Directors' meetings

The Directors should meet for conducting business, adjourn and otherwise regulate their meetings as they think fit.

16.2 Questions decided by Simple Majority

A question arising at a Directors' meeting is to be decided by a Simple Majority of votes of the Directors present in person and entitled to vote. Each Director present has one vote on a matter arising for decision by Directors.

16.3 No casting vote

The Chair of the meeting will not have a casting vote.

16.4 Quorum

Fifty percent (50%) of Directors, rounded up to the next whole number constitutes a quorum. A quorum must remain present throughout the meeting.

16.5 Convening meetings

- (a) A Director may convene a Directors' meeting.
- (b) Notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of a meeting of Directors may be given in person, or by post or by telephone, or by electronic means nominated by the Director.
- (c) A Director may waive notice of a meeting of Directors by giving notice to that effect to the Club in person or by post or by telephone, or by electronic means.
- (d) A person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at that meeting of Directors.

16.6 Chair

The Chair will preside at Board meetings and General Meetings. If the Chair is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, one of the Directors will preside.

16.7 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if:
 - (i) all Directors have nominated to communicate with each other using email; and
 - (ii) the required majority of the Directors who are entitled to vote on the resolution send an email to or is copied to all Directors containing a statement that they are in favour of the resolution set out in the email.
 - (iii) The resolution is passed when the last Director required to achieve the required majority sends an email in accordance with 15.7(a)(ii).
- (b) In the event that one or more Directors have not nominated to use email as a method of communication, the Directors may pass a resolution without a Directors' meeting being held if:
 - (i) The required majority of the Directors who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

- (ii) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
- (iii) The resolution is passed when the last Director required to achieve the required majority signs.

16.8 Validity of acts of Directors

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them.

16.9 Directors' interests

- (a) A Director shall declare to the Board that Director's interest in any matter in which any material personal interest or related party transaction arises as defined by the *Corporations Act 2001 (Cth)*, and that Director must absent themselves from discussion of such matter and shall not be entitled to vote in respect of such matter.
- (b) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (c) The Board shall maintain a register of declared interests.

16.10 Minutes

The Directors must cause minutes of meetings to be made and kept according to the Act.

17. TELECOMMUNICATION MEETINGS OF THE CLUB

17.1 Telecommunication meeting

- (a) A General Meeting or a Directors' Meeting may be held by means of a telecommunication meeting, provided that:
 - (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable);
 - (ii) the meeting is convened and held in accordance with the Act.
- (b) All provisions of this Constitution relating to a meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this **clause 17**.

17.2 Conduct of telecommunication meeting

The following provisions apply to a telecommunication meeting of the Club:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;

- (c) at the commencement of the meeting each person must announce their presence to all other persons taking part in the meeting;
- (d) a person may not leave a telecommunication meeting by disconnecting their telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that person has previously notified the Chair of leaving the meeting, or unless the system being used to facilitate the telecommunication meeting indicates (either through audible message or by visual display) that a person is no longer active in the meeting;
- (f) a person linked to a telecommunication meeting using a means which may foreseeably disconnect without warning and without visual or audible notification of the disconnection, understands and accepts that the meeting may proceed to its conclusion under the presumption that they have been present and have formed part of a quorum at all times during the meeting; and
- (g) a minute of proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

18. PUBLIC OFFICER

- (a) There must be a Public Officer who will be appointed by the Directors under the Act.
- (b) In addition to the manner in which the office of public officer becomes vacant under the Act, the Directors may suspend or remove the Public Officer from that office.
- (c) The Public Officer holds office on the terms and conditions and with the powers, duties and authorities, determined by the Act and the Directors. Subject to this Constitution the Public Officer is not entitled to remuneration.

19. COMMITTEES

19.1 Committees

The Directors may by written instrument delegate any of their powers to Committees consisting of such persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

19.2 Powers delegated to Committees

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors. A Committee is responsible to and reports to the Board.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

19.3 Committee meetings

Committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

20. BY-LAWS

20.1 Making and amending By-Laws

- (a) In addition to By-Laws made under **clause 4** the Directors may from time to time make By-Laws which in their opinion are necessary or desirable for the control, administration and management of the Club and may amend, repeal and replace those By-Laws.
- (b) Interpretation of the By-Laws is solely the province of the Directors.

20.2 Effect of By-Laws

A By-Law:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.

20.3 Existing By-Laws

All existing By-Laws of the Club in force at the time of the adoption of this Constitution shall remain in force unless replaced by this Constitution.

21. KEEPING AND INSPECTION OF RECORDS

- (a) The Directors will cause Association records to be kept for a period of seven years from their creation.
- (b) Subject to privacy and confidentiality obligations Members shall have the right to inspect documents of the Club as permitted by the Act.
- (c) The Board may impose conditions on a Member's inspection of the Club documents under this clause or may refuse such inspection where the Board reasonably considers that the Member is not seeking and/or undertaking the inspection in good faith and/or for a proper purpose.

22. ACCOUNTS

- (a) The Directors will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Act.
- (b) All cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors determine from time to time.
- (c) Except when the Club has annual revenue of less than \$250,000, a properly qualified auditor or auditors shall be appointed by the Directors, if required under the Act.

23. SERVICE OF DOCUMENTS

23.1 Document includes notice

In this **clause 23**, document includes a notice.

23.2 Methods of service on a Member

The Club may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a fax number or electronic address nominated by the Member.

23.3 Methods of service on the Club

A Member may give a document to the Club:

- (a) by delivering it to the Club's registered office;
- (b) by sending it by post to the Club's registered office; or
- (c) by sending it to a fax number or electronic address nominated by the Club.

23.4 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the second business day after the date of its posting.

23.5 Electronic transmission

If a document is sent by any form of electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the electronic transmission; and
- (b) have been delivered on the business day following its transmission.

24. INDEMNITY

24.1 Indemnity of officers

Every person who is or has been:

- (a) a Director; or

(b) Public Officer,

is entitled to be indemnified out of the property of the Club against:

- (c) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (d) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity, unless:
 - (i) the Club is forbidden by statute to indemnify the person against the liability or legal costs; or
 - (ii) an indemnity by the Club of the person against the liability or legal costs would, if given, be made void by statute.

24.2 Insurance

The Club may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director or Public Officer against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Club is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Club paid the premium, be made void by statute.

25. WINDING UP

25.1 Winding up

The Club may only be wound up by Special Resolution and/or otherwise in accordance with the Act.

25.2 Contributions of Members on winding up

- (a) Each Voting Member must contribute to the Club's property if the Club is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
 - (i) payment of the Club's debts and liabilities contracted before their membership ceased;
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves;
 and the amount is not to exceed \$1.00.
- (c) No other Member must contribute to the Club's property if the Club is wound up.

25.3 Excess property on winding up

- (a) If on the winding up or dissolution of the Club, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - (i) having objects similar to those of the Club; and
 - (ii) whose constitution prohibits (or each of whose constitutions 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 under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

26. COMMON SEAL

- (a) The common seal is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- (b) The common seal is not to be affixed to any instrument except by the authority of the board.
- (c) The affixing of the common seal is to be attested by the signatures of:
 - (i) Two members of the board; or
 - (ii) One member of the board and the public officer; or
 - (iii) Any other person the board may appoint for that purpose.
- (d) If a sealed instrument has been attested under [subrule \(3\)](#), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the board.
- (e) The common seal is to remain in the custody of the public officer of the Association.