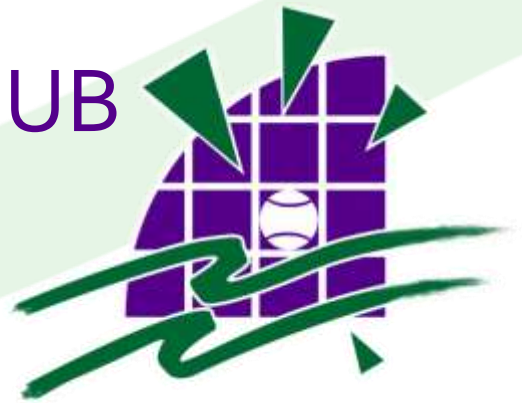


# WEST LAKES TENNIS CLUB

21 Edwin Street West Lakes Shore SA 5020



*Associations Incorporation Act 1985 (SA)*

## CONSTITUTION

of

West Lakes Tennis Club Inc.

ABN: 40 717 143 289

*Last Updated: June 2015*

**Approved** at the Annual General Meeting held

*West Lakes Tennis Club*

*21 Edwin Street*

*West Lakes Shore*

*26 June 2015*



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## 1. NAME OF ASSOCIATION

The name of the incorporated association is “West Lakes Tennis Club” (“**Club**”)

## 2. DEFINITIONS AND INTERPRETATION

### 2.1 Definitions

In this Constitution unless the contrary intention appears:

“**Act**” means the Associations Incorporation Act 1985 (SA).

“**Annual General Meeting**” means a meeting of the kind described in *clause 9*.

“**Committee**” means the body consisting of the Committee members and constituting the committee for the purposes of the Act.

“**General meeting**” means a general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

“**Member**” means a member for the time being of the club.

“**Special General Meeting**” means a general meeting of Members convened in accordance with *clause 10 – Special General Meeting*.

“**Special Resolution**” means a resolution passed at a General Meeting of the Members if:

- a) At least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and
- b) It is passed at a duly convened meeting of the Members by a majority of not less than three-quarters of Members present, entitled to vote and voting.

### 2.2 Interpretation

Unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced.

## 3. OBJECTS

The objects of the Club shall be:

- a) To promote, encourage and advance the game of tennis;
- b) Enter teams of Members in competitions in the game of tennis;
- c) To provide, control and maintain suitable grounds and premises for this purpose;
- d) Maintain and enhance the reputation of the game of tennis and the standards of play and behaviour of Members; and
- e) To do such other things incidental to the above which the Club or the Committee considers desirable in the interests of the Club and its members.

## 4. POWERS

For furthering the Objects, the club has:

- a) The specific rights, powers and privileges conferred on it by section 25 of the Act; and

- b) All the powers it would have if it were a company incorporated under the Corporations Act 2001 (Cwlth).

## 5. MEMBERSHIP

### 5.1 Categories of Membership

The number of members in each classification and the terms and conditions pertaining thereto shall be determined by the Committee from time to time subject to *Clause 5.9 – Members Equity*.

The categories of Club membership consists of:

- a) **Adult Members** are any person over the age of 18 years as at 1<sup>st</sup> September in each year, not being a Student member whose nomination for membership has been approved by the Committee and who has paid the appropriate membership fee.
- b) **Associate Members** are any person over the age of 18 years as at the 1<sup>st</sup> September in each year and whose nomination for membership has been approved by the Committee and who has paid the appropriate membership fee.

An Associate Member shall have all the powers and rights of Adult Members, except that Associate members are to be regarded as non-members in respect of all tennis activities.

An Associate member must not be a member of the Club in any other capacity in their own right. The Committee has ultimate discretion in approving any nomination for Associate membership of the Club.

Each Junior member may nominate their parent or guardian as an Associate member, provided that there can be no more than one Associate member per family nominated on this basis, regardless of the number of Junior Members in the family. Associate membership on this basis will continue only for the period that the junior member remains a Junior Member of the Club.

Other persons may nominate themselves as Associate Members of the Club on the basis of a current commitment to active service to the Club or in recognition of long-standing support to the Club.

- c) **Community Club Members for Life** are those persons who are classified as a member-for-life of the Lakes Sports and Community Club Incorporated whose nomination for membership of the Club has been approved by the Committee shall enjoy all the privileges of full members of the Club and shall not be subject to the payment of any nomination and/or membership fees except as may be determined by the Committee from time to time.
- d) **Concession Members** are any person described below and whose nomination for membership has been approved by the Committee and who has paid the appropriate membership:

- i. **Full-time Student** 18 years or over as at the 1<sup>st</sup> September each year; or
  - ii. Pensioner; or
  - iii. Centrelink Concession card holder;
- e) **Junior Members** are any person being under the age of 18 years as at the 1<sup>st</sup> September in each year whose nomination for membership has been approved by the Committee and who has paid the appropriate membership fee.
- f) **Honorary Members** are those members that hold Committee positions as agreed by a resolution of a majority of not less than three-quarters of members present at an Annual or Special General Meeting.
- g) **Life Members** are those Adult Members who has been recommended by the Committee in recognition of the provision of important and valued services to the Club over a long period of time.
  - i. A Life Member shall be nominated by the Committee and voted on at an Annual or Special General Meeting of the members by a majority of not less than 75% of the members present.
  - ii. Life Members shall be exempt from the payment of Annual Membership fees, except such mandatory fees which may be required under any Act, Regulation or obligation to which the Club is subject.
  - iii. There shall not be more than two (2) Life Members elected at any one Annual or Special General Meeting.
- h) **Other Classes of Membership** may be created by the Committee subject to such terms and conditions as it sees fit.

## 5.2 Obligations of Membership

Each Member shall be bound by this Constitution and must:

- a) Treat all staff, contractors and representatives of the club and associated bodies with respect and courtesy at all times;
- b) Maintain and enhance the standards, quality and reputation of both the Club and tennis; and
- c) Not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Club.

## 5.3 Members' Register

- a) The Committee shall keep a register of all members which shall be available for inspection by the members of the Club.
- b) Every member shall advise in writing their Full Name, Date of Birth, Address and Contact details to the Secretary or some other person nominated by the Committee.

- c) All notices posted or delivered electronically, to a member's address or contact details registered in the Member's Register shall be deemed to have been duly received. If no address is given, notices posted on the notice board at the Club shall be deemed to have been delivered.

#### **5.4 Voting Rights**

All Categories of Membership of the Club save and except Junior Members shall be entitled to all the privileges of the Club and shall be entitled to vote at the Annual or Special General Meetings of the Club.

#### **5.5 New Members**

- a) Each application for membership shall be made in writing and shall be forwarded to the Committee together with the applicable nomination and membership fees.
- b) The Committee may consider each application for membership and shall have the power to refuse membership if in the reasonable opinion of the Committee it is not in the interests of the Club to accept the said application.
- c) Should an application for membership be refused:
  - i. The nomination fee and/or membership fee shall be refunded to the unsuccessful applicant.
  - ii. The unsuccessful applicant shall have a right of review of the Committee's decision as may be available pursuant to the Act, if any.
  - iii. Any person whose application for membership is rejected shall not again apply for membership for a period of at least six (6) months from the date of rejection or review, if any.

#### **5.6 Lapsed Membership**

- a) A member who is not financial for a period of more than two (2) calendar months (without the prior consent of the Committee with or without the fixing of such conditions as the Committee shall think fit) shall be deemed to be a lapsed member of this Club and membership shall forthwith lapse. The member shall forthwith lose all membership privileges and rights including but not limited to a loss of all voting rights until the member pays all outstanding membership fees and again becomes a financial member.
- b) Should any person's membership lapse for less than 12 calendar months then that person may resume membership by paying the full applicable membership fee. Such fee shall not be reduced on a proportionate basis for any period in which the membership lapsed, save and except at the discretion of the Committee.
- c) Should any person's membership lapse for 12 calendar months or more, then should that person wish to re-join the Club, then that person shall be deemed to be a New Member of the Club and shall be required to re-apply for membership of the Club as if they were a

New Member and to pay all fees applicable to a New Member, save and except at the discretion of the Committee.

#### **5.7 Resignation of Members**

A member may resign at any time by notice in writing to the Secretary but no refund of fees shall then be payable save and except at the discretion of the Committee.

#### **5.8 Expulsion of Members**

The Committee may expel, suspend, censure or otherwise deal with any member whose conduct in the Committee's reasonable opinion is injurious to the interests of the Club. The decision of the Committee in any such case shall be final, unless revoked or varied by a Special General Meeting called for that purpose and held within eight (8) weeks after notice of such decision shall have been delivered to the relevant member.

#### **5.9 Members' Equity**

Save and except for the fixing of nomination fees and annual Membership fees the Committee shall not be competent to pass a resolution or make a decision in respect of any section of members of the Club which does not apply equally to all other sections of the members of the Club unless that decision or resolution be approved by a majority of not less than three-quarters of members present at an Annual or Special General Meeting.

#### **5.10 Membership Year**

The Membership year shall be from the 1<sup>st</sup> September in one year to the 31<sup>st</sup> August the following year.

#### **5.11 Fees**

- a) All Nomination and Membership fees shall be fixed by the Committee prior to the commencement of each Membership year and in the event that the Committee fails to do so then the said fees shall remain the same as in the previous year.
- b) A Nomination fee shall be paid by each New Member upon applying to join the Club and by each person applying to join the Club after their previous membership has lapsed for 12 calendar months or more.
- c) Annual Membership fees shall be payable in advance on or before the 31<sup>st</sup> October in each year.
- d) Where a New Member joins the Club after the 31<sup>st</sup> December and prior to the commencement of the next Membership year the applicable Membership fee shall be payable on a reduced pro rata basis as determined by the Committee.

### **6. FINANCIAL MATTERS**

- a) The financial year of the Club shall commence on the 1st April in each year.
- b) The accounts of the Club shall be audited at the end of each financial year. The Auditor shall be appointed and shall act in accordance with *Clause 17 - Auditor*.

- c) The income and property of the Club must be applied solely towards the promotion of the Objects.
- d) Except as prescribed in this Constitution or the Act, no portion of the income or property of the Club may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.
- e) Subject to *clause 6 (f)* nothing in *clauses 6 (c) or 6 (d)* prevents a payment in good faith to any Member:
  - i. In accordance with *clauses 3 or 6(c)* where that Member is a not-for-profit entity with a similar purpose to the Club;
  - ii. For any services actually rendered to the Club whether as an employee, Committee Member or otherwise;
  - iii. For goods supplied to the Club in the ordinary and usual course of operation;
  - iv. For interest on money borrowed from any Member;
  - v. For rent for premises demised or let by any Member of the Club;
  - vi. For any reasonable out-of-pocket expenses incurred by the Member on behalf of the Club.
- f) No payment made under *clause 6(e)* may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.
- g) The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.
- h) The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

## **7. MANAGEMENT COMMITTEE**

### **7.1 Committee**

- a) At each Annual General Meeting a Management Committee ("Committee") shall be elected.
- b) The Committee shall comprise not less than three (3) and up to seven (7) from members of the Club entitled to vote plus the following four (4) office bearers:
  - i. President;
  - ii. Vice-President;
  - iii. Secretary;
  - iv. Treasurer;



- c) Members of the Committee including the Office Bearers shall be elected by majority at the Annual General Meeting. Members of the Committee shall be financial members of the Club entitled to vote.
- d) Nominations for membership of the Committee shall be in writing and forwarded to the Secretary seven (7) clear days before the date fixed for the Annual General Meeting.
- e) If there is no nomination for a position or insufficient nominations, the position or positions may be filled at the Annual General Meeting or if not filled then, may be filled by the Committee subsequently.
- f) Subject to *sub-clauses 7(h) and 7(i)*, Committee members shall hold office until the second Annual General Meeting following their appointment at which time they shall retire.
- g) All Committee members shall be permitted to nominate for election or re election to any position on the Committee.
- h) Any Committee member who contravenes or wilfully neglects to carry out their duties in accordance with this Constitution may be suspended by resolution at any normal Committee meeting, or at a properly convened Special General Meeting may be removed from office. Such suspension or removal from office must be advised to the relevant Committee member in writing within seven (7) clear days after such action.
- i) Should any Committee member not attend three (3) consecutive meetings without being granted leave of absence by the Committee, then they shall, at the sole discretion of the Committee, be deemed to have vacated the office. Such member shall be advised of any such decision of the Committee within fourteen (14) clear days of such decision.
- j) The Committee shall have the power, should a vacancy occur in their number, to fill such vacancy for the unexpired term, from any member of the Club qualified to be appointed a Committee member.
- k) The Committee shall meet as and when deemed necessary and at least six (6) times in each year, such meetings to be called by the Secretary giving at least seven (7) days' notice to the Committee members.
- l) A Special meeting of the Committee shall be convened by the Secretary when necessary or when requested by three (3) members of the Committee. Such meeting shall be held within seven (7) days of such a request.

## 7.2 Quorum

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is:

- a) If the number of Committee Members then in office is an even number, half of the number of the Committee Members plus one; or

- b) If the number of Committee Members then in office is an odd number, half of the number of Committee members rounded up to the next whole number.

### **7.3 Voting**

- a) All questions for decision of the Committee shall be proposed and seconded, the results thereof determined in accordance with *clause 13 – Voting at meetings*;
- b) All Committee Members have equal voting rights except the Chairperson of a meeting who may if necessary exercise a casting vote.

### **7.4 Disqualification of Committee Members**

The office of a Committee Member shall become vacant if the member is:

- a) Disqualified from being a Committee Member by the Act; or
- b) Expelled as a member under these rules; or
- c) Permanently incapacitated by ill health; or
- d) Absent without apology from more than four meetings in a financial year.

### **7.5 Duties of Office Bearers**

#### **a) President**

- i. To preside at all meetings of the Club, to regulate and keep order in all proceedings, to carry into effect the Rules and By-Laws of the Club;
- ii. To prepare for submission to the Annual General Meeting of the Club the report of the Committee of activities of the Club during the year;

#### **b) Vice-President**

To deputise for the President.

#### **c) Secretary**

- i. The Secretary shall be the Public Officer of the Club;
- ii. The Secretary shall be the executive officer of the Committee and shall if possible attend all meetings of the Committee;
- iii. The Secretary shall attend, if possible, the Annual and all Special General Meetings of the Club;
- iv. The Secretary shall record the minutes of all meetings in a book to be kept for that purpose, and shall conduct all correspondence in connection with the general business of the Club;
- v. The Secretary, or if appropriate another member of the Committee shall keep the register of members referred to in *Clause 5.3 – Members' Register*;
- vi. In all other respects the Secretary shall carry out those duties usually associated with the office of Secretary.

**d) Treasurer**

- i. To receive all moneys belonging to the Club, and within reasonable time deposit or arrange for the deposit of such moneys with the Club's bankers;
- ii. To pay all accounts, as authorised by the Committee;
- iii. To keep correct accounts of all moneys received and spent;
- iv. To prepare and submit financial statements to each Annual General Meeting;
- v. To produce a Statement of each cash transaction and of the financial position of the Club, including the bank balance at each ordinary meeting of the Committee.

**7.6 Powers of Committee**

- a) The Committee shall be responsible for the administration and management of the Club generally and for carrying out any decisions made at a General Meeting. It shall generally carry out the objects of the Club.
- b) It may submit recommendations to the General Meetings of the Club and make rules to govern its own meetings procedure. It may appoint subcommittees to carry out any of its duties or functions. Any person (including non-members) may be members of a sub-committee. At least one (1) Committee member must be a member of each sub-committee.
- c) The Committee shall manage Membership in accordance with *clause 5 – Membership* and in particular *sub-clauses 5.2, 5.3, 5.5 to 5.8* subject to *sub-clause 5.8 Members Equity*.
- d) The Committee shall appoint at its discretion the following officers from amongst its members, or from amongst the general membership, namely -
  - i. Membership Officer;
  - ii. Match Captain;
  - iii. Junior and/or Senior Tennis Co-ordinator(s);
  - iv. Mid-week Tennis Co-ordinator(s),
  - v. Night Tennis Co-ordinator(s);
  - vi. Ball Steward(s);
  - vii. Social Co-ordinator; and/or
  - viii. Any other officer as may be necessary from time to time.
- e) All determinations, decisions and actions of the Committee are subject to clause 19.B. hereof.
- f) The Committee shall **not** commit the Club to any agreement, contract, lease or tenure beyond a period of three (3) years without the consent of members by way of Special Resolution as defined in the Act and in accordance with *clause 13 – Voting at Meetings*.

**8. THE SEAL**

- a) The association shall have a common seal upon which the Corporate Name and Australian Business Number shall appear in legible characters.
- b) The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Club. The affixing of the seal shall be witnessed by two (2) Committee Members.

**9. ANNUAL GENERAL MEETING**

- a) The Annual General Meeting shall be held as soon as possible after the close of the Club's financial year, but no later than the 30th June in each year.
- b) The Annual General Meeting shall be convened upon the Committee giving at least fourteen (14) clear days written notice in accordance with *clause 11(b)* at a time, date and place determined by the Committee
- c) Following the President's Report and the acceptance of the Financial Statements showing receipts and spending and a balance sheet, the President will declare vacant all positions held by Committee Members retiring under *sub-clause 7.1(f)* and will request the meeting to appoint a Chairperson pending the election of Office Bearers for the ensuing year.
- d) The Annual General Meeting of the Club shall conduct the following business:
  - i. To receive apologies;
  - ii. To confirm the Minutes of the previous Annual General Meeting and any intervening Special General Meeting;
  - iii. To receive the President's Report;
  - iv. To accept the Treasurer's Statements, duly audited;
  - v. To elect members for the Committee for the ensuing year;
  - vi. To elect the Club Auditor who shall act in accordance with *clause 17 - Auditor*.
  - vii. To transact any business affecting the interests and welfare of the Club of which due notice in accordance with *clause 11 – Notices* has been given.

**10. SPECIAL GENERAL MEETING**

- a) A Special General Meeting of members shall be called by the Secretary whenever directed by the Committee, or on a written request signed by not less than twenty (20) members entitled to vote or upon a resolution to that effect being passed at any General Meeting.
- b) The time and place of the Special General Meeting shall be fixed by the Committee and shall be held not less than fourteen (14) clear days and not more than thirty (30) clear days from the time such a resolution is made or from the time of receiving such a request, providing always that such request shall be in accordance with *clause 11 – Notices* and no matters shall be discussed or business transacted at such Special General Meeting except those specified in the resolution or in the written request.

**11. NOTICES**

- a) Any request by members entitled to vote for the convening of a Special General Meeting shall be forwarded in writing to the Secretary, signed by at least twenty (20) members entitled to vote and the said request shall state clearly the matters to be discussed or business to be transacted at the Special General Meeting.
- b) Notice of any Annual or Special General Meeting shall be given by the Committee in writing, posted or delivered electronically, in accordance with the details in the Members Register and clause 5.3(c) to each member of the Club at least fourteen (14) clear days prior to the meeting. The said Notice shall set out the time, date and place of the said meeting and shall set out the matters to be discussed or business to be transacted at the meeting.
- c) Notice by a member of matters or business which that member wishes to be discussed or transacted at any Annual General Meeting shall be in writing and shall be forwarded to the Secretary at least four (4) clear days prior to the convening of the said meeting.
- d) Notice of any Committee meeting shall be given to Committee members by telephone, in writing or by other personal notification.
- e) Notice of a request by at least three (3) Committee members for a special Committee meeting shall be forwarded in writing to the Secretary. The special Committee meeting shall then be convened in accordance with clause 7.1(l).
- f) Any other Notice or advice required to be given in this Constitution shall unless otherwise prescribed be in writing forwarded by post or delivered electronically in accordance with the details in the Members' Register and clause 5.3(c) to each member concerned as soon as practicable.

**12. RESOLUTIONS**

- a) A special resolution is as defined in the Act.
- b) An ordinary resolution is a resolution passed by a simple majority at a general meeting

**13. VOTING AT MEETINGS**

- a) Voting at meetings of the Club and its Committee shall be by a show of hands unless the Chairperson of the meeting determines otherwise or unless a majority of those present and entitled to vote determine otherwise, in which case voting shall be by a secret ballot.
- b) No motion put at a meeting shall unless otherwise prescribed be deemed to have carried unless supported by a clear majority of those members present and entitled to vote.

**14. MINUTES**

- a) Proper minutes of all proceedings of general meetings of the association and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.

- b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.
- c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

#### **15. ALTERATION OF CONSTITUTION**

- a) This Constitution may be altered at any General Meeting of the Club when Notice of the proposed alteration is included in full detail in the Notice of the meeting forwarded to members in accordance with *clause 11(b)*.
- b) No motion for alteration of this Constitution shall be deemed to be carried unless supported by a two thirds majority of the members present and entitled to vote.

#### **16. QUORUM**

- a) The quorum for an Annual or Special General Meeting shall be not less than eleven (11) members present and entitled to vote.
- b) If at any meeting, whether a General Meeting or a Committee meeting, a quorum is not present within thirty (30) minutes of the scheduled commencement time:
  - i. Such meeting shall stand adjourned for seven (7) days or such other time as the Chairperson shall determine and those members present and entitled to vote at such adjourned meeting shall constitute a quorum.
  - ii. A Notice shall be posted at the Clubrooms in a prominent place within two (2) days of the first scheduled meeting advising members of the lack of quorum at the scheduled meeting, the adjourned time, date and place of the said meeting, and that the meeting may proceed on the next occasion regardless of the number of members present and entitled to vote.

#### **17. AUDITOR**

- a) The position of Club Auditor shall be filled by a qualified Auditor elected at the Annual General Meeting to hold that office until the next Annual General Meeting.
- b) Should the Annual General Meeting fail to appoint an Auditor then the Committee shall do so within two (2) calendar months of the said Annual General Meeting.
- c) The Club Auditor shall not be a Committee member.
- d) The Auditor shall prepare an audited statement of the Club's affairs for presentation at each Annual General Meeting.

- e) The Auditor shall have the power to call for all or any books of account of the Club at any time.

## **18. REGULATIONS**

The Committee shall have power to make, alter, or rescind rules, regulations, By Laws or policies (**Regulations**) not inconsistent with this Constitution, provided that:

- a) Such regulations shall be posted on the Club notice board and shall become operative from that date, and
- b) A majority of members present and entitled to vote at any Annual or Special General Meeting of the Club shall have the power to rescind or alter any regulations or determination or decision of whatever kind of the Committee provided only that the said General Meeting has been properly convened.

## **19. WINDING UP**

Subject to this Constitution, the Club may be wound up, dissolved or deregistered in accordance with the Act.

## **20. DISTRIBUTION OF ASSETS ON WINDING UP**

- a) If, on winding up, dissolution or deregistration of the Club and after satisfaction of all the Club's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the Members but must be distributed to another organisation or organisation which has objects similar to *clause 3 - Objects* and a constitution which prohibits the distribution of income and property to Members.
- b) The organisation or organisations to whom the distribution is to be made under *clause 20(a)* may be determined by the Members in General Meeting at or before the time of winding up, dissolution or deregistration, and in default a determination by the Members, by a judge of the Supreme Court of South Australia or any other Court that has jurisdiction in the matter.