

BROOME ULTIMATE CLUB INC. CONSTITUTION

1. NAME

1.1 The name shall be the BROOME ULTIMATE CLUB INC.

2. OBJECTIVES

2.1 The objects of the Club will be:

2.1.1 To promote interest and growth in FLYING DISC play,

2.1.2 To actively promote a spirit of goodwill and friendship for all people involved in the activities of FLYING DISC play,

2.1.3 To make the community and all governments aware of the benefits of FLYING DISC play as an outdoor leisure activity and as a sport,

2.1.4 To do all things and acts conducive to the furtherance of the objects and interests of the Club.

2.1.5 To continue affiliation to the State governing body, being the Western Australian Flying Disc Association Incorporated.

2.2 The Club shall be a Non-Profit Organisation. The property and income of the Club shall be applied towards the promotion of the objects of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Club, except in good faith in the promotion of those objects.

3. MEMBERSHIP OF THE CLUB

3.1 Any person who is interested in FLYING DISC play shall be eligible for membership. There shall be two types of Club members, namely

3.1.1 **Current Members** The Executive Committee shall determine the categories of current membership, conditions of current membership, fees to be charged for each current membership category and the duration of that membership. Current members may include but are not limited to full Club members with voting rights and non-voting members (for example, junior or social members)

3.1.2 **Honorary Life Members** may be granted to persons, who have reached the age of eighteen years and have rendered exceptional service to the Club. An Honorary Member shall have the rights of a Full Current Member, but shall be exempt from paying the Club's Current Membership Fees.

3.2 A person ceases to be a member of the Club if that person

3.2.1 Dies;

3.2.2 Resigns by notice in writing delivered to the Committee (including electronic mail);

3.2.3 Fails to satisfy the conditions of membership set by the Committee; or

3.2.4 Acts against the interests of the Club, to the satisfaction of the Committee, following an inquiry process of natural justice

3.3 The Executive Committee may from time to time at a general meeting determine the amount of the subscriptions to be paid by the members.

3.4 If the Executive Committee does not set Club affiliation structures and fees, Club affiliation structures and fees shall be the same as for the previous year.

3.5 Register of Members:

3.5.1 The Secretary shall on behalf of the Club keep and maintain the register of members and that register shall be kept and maintained at the Registrar's place of residence or electronically.

3.5.2 The Secretary shall delete the name of any person. who ceases to be a member of the Club from the register of members

4. VOTING RIGHTS

- 4.1 Only members entitled to vote and present may cast one vote on any resolution.
- 4.2 All voting matters will be decided by simple majority of members present and in the case of election of office bearers where only one nomination is received and then a 75% majority is required.
- 4.3 Only Executive Committee members are entitled to vote at Executive Committee meetings.

5. QUORUM

- 5.1 A quorum of the Executive Committee meeting will consist of not less than three or half of the members of the Executive, whichever is the greater.
- 5.2 A quorum of general meeting of members will consist of not less than five members or 50% of the membership (whichever is the lesser) personally present.

6. MANAGEMENT

- 6.1 The management of the general affairs of the Club shall be in the hands of the Executive Committee who administer the powers of the Club as outlined in Section 13 of the Western Australian Clubs Incorporation Act (1987)
- 6.2 The Executive Committee shall consist of no less than three (3) members and will include a President, Secretary and a Treasurer.
- 6.3 Executive Committee members shall be elected at an Annual General Meeting by Club members or appointed by the Executive Committee to fill a casual vacancy.
- 6.4 Members of the Executive Committee must be full Club members.
- 6.5 Executive Committee members shall not hold more than one position on the Executive Committee.
- 6.6 Members of the Executive Committee will act in an honorary capacity and will not receive any remuneration.
- 6.7 Executive Committee members shall hold their positions until the Annual General Meeting next following their election. A casual vacancy may exist on the Executive Committee if the committee member:
 - 6.7.1 Dies;
 - 6.7.2 Resigns with written notice submitted to the Executive Committee
 - 6.7.3 Is convicted under an Offence under the Club Incorporation Act 1987
 - 6.7.4 Is permanently incapacitated by mental or physical ill-health
 - 6.7.5 Is absent from more than three consecutive Executive Committee meetings, of which they have received notice without tendering an apology to the person presiding at each of those Executive Committee meetings or otherwise fails to participate in the management of the Club to the satisfaction of the Executive Committee following and inquiry process of natural justice
- 6.8 Executive Committee members must inform themselves of their rights and responsibilities under the Western Australian Clubs Incorporation Act (1987)
- 6.9 Executive Committee members must inform themselves of the constitution, policies and resolutions of the Club which the Executive Committee creates and maintain for the day-to-day running of the Club.
- 6.10 The Executive Committee may, at their discretion, delegate non-executive responsibilities to members acting as subcommittee members. Such positions must be conferred in writing, describing the responsibility and communicating this to the general membership. Delegated responsibility may be revoked, partly or wholly, by the Executive Committee in writing.
- 6.11 The Executive Committee shall appoint either the Secretary, Treasurer or President (or a combination thereof) to have custody of the Club's records, documents and securities.

7. FINANCIAL

- 7.1 All funds of the Club shall be deposited into the Club's accounts at such bank or recognised financial institution as the Executive Committee may determine.
- 7.2 The funds of the Club together with its income and any property will be under the sole management control of the Executive Committee.

- 7.3 The Executive Committee will cause proper books, of accounts to be maintained, recording a true account of the financial transactions of the Club and of all receipts and expenditure and the assets and liabilities of the Club.
- 7.4 The accounts of the Club will be maintained to enable an annual audit.
- 7.5 The accounts of the Club will be closed annually.
- 7.6 The inventory and financial statements will be presented at the Annual General Meeting.
- 7.7 The signatories to the Club's account/s will be the Treasurer and at least one (1) from the remaining Executive Committee.

8. MEETINGS

8.1 The Annual General Meeting

8.1.1 The Annual General Meeting of the Club must be held within four (4) calendar months of the end of the Club's financial year. The association's financial year ends the 30th June.

8.1.2 The order in which business is to be transacted at an AGM is:

- Opening
- Apologies
- Confirmation of Minutes of previous Annual General Meeting
- The reports of the Executive Committee;
- Consideration of the accounts and inventory of the Club;
- The election of the incoming Executive Committee
- Any other business requiring consideration by the Club

8.2 Nominations for positions on the Executive Committee must be received in writing (including electronic mail) five (5) days in advance of the Annual General Meeting. Members who nominate for Executive Committee positions must be in attendance at the AGM.

8.2.1 If written nominations are not received or a majority vote as defined by section 4.2 is not attained, nominations from the floor may be gathered by the chairperson until no vacancies on the intended Executive Committee exist.

8.2.2 Only financial members of the Club will be entitled to vote at the meetings of the Club.

8.2.3 The Executive Committee shall meet regularly with at least two (2) meetings per calendar year.

8.2.4 Financial members of the Club are entitled to attend meetings of the Executive Committee upon the Executive Committee's prior notification and approval.

8.2.5 A question arising at an Executive Committee meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.

8.2.6 Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.

8.2.7 As required under sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must-

- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
- (b) not take part in any deliberations or decision of the Committee with respect to that contract.

8.2.8 Sub-rule (8.2.7) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.

8.2.9 The Secretary must cause every disclosure made under sub-rule (8.2.7) (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

8.2.10 The Executive Committee shall give at least fourteen (14) days notice in writing of the date of the Annual General Meeting to members.

8.3 General Meetings

8.3.1 General Meetings may be called by the Management Committee or at the request of the President and Secretary or within 30 days of the written request of three (3) or more members of the Club. If this special general meeting is not convened within this period, the

members who made the request may themselves convene a special general meeting as if they were the committee.

- 8.3.2 The Secretary shall give at least seven (7) days notice, in writing, of the date of the General Meeting to the members. Notice of General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that General Meeting.
- 8.3.3 The Quorum as defined by section 5 is required.
- 8.3.4 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 8.2.10 or 8.3.2 a quorum is not present, the general meeting lapses; or the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 8.3.5 If within 30 minutes of the time appointed by sub-rule 8.3.4 for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- 8.3.6 The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- 8.3.7 There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 8.3.8 When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under 8.3.2 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 8.3.9 At a general meeting-
 - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (8.3.11); and
 - (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 8.3.4, and, if a poll is demanded, in accordance with sub-rules (8.3.11) and (8.3.13).
- 8.3.10 A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (8.3.11).
- 8.3.11 At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- 8.3.12 If a poll is demanded and taken under sub-rule (8.3.11) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 8.3.13 A poll demanded under sub-rule (8.3.11) must be taken immediately on that demand being made.

9 AMENDMENTS TO THIS CONSTITUTION

- 9.1 Any amendments to this constitution shall be made at the Annual General Meeting or any General Meeting called for the expressed purpose.
- 9.2 Proposed alterations or amendments must be received in writing, including electronic mail, seven (7) days prior to the General Meeting.
- 9.3 A quorum and special resolution of 75% majority of votes is required to amend the constitution.

10 COMMON SEAL OF CLUB

- 10.1 The Club shall have a common seal on which its corporate name shall appear in legible characters.
- 10.2 The common seal of the Club shall not be used without the express authority of the Executive Committee and every use of that common seal shall be recorded in the Club's records.
- 10.3 The affixing of the common seal of the Club shall be witnessed by any two of the Executive Committee, including one of the President and one (1) from the remaining Executive Committee.

10.4 The common seal of the Club shall be kept in the custody of the Secretary or of such other person as the Executive Committee from time to time decides.

11 INSPECTION OF RECORDS

11.1 Any member may at any reasonable time inspect without charge the books, documents, records and securities of the Club.

12 DISSOLUTION

12.1 The Club may be dissolved or wound up by a special resolution at an annual general meeting or special general meeting called for such purpose.

12.2 If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.