

Mornington Peninsula and Frankston City Table Tennis Association Incorporated



Constitution

Version 11, dated 17 April 2024 incorporates:

1st September 2013 original; amended at Annual General Meetings on 20th Sept 2019 and 18th Nov 2020; new name of MFTTA incorporated; regulation changes added 9 Dec 2023; Association name updated in Clause 2 on 5 Feb 2024; Clauses 9, 18, 23, 27, 28 and 65 updated as per Victorian Govt regulation changes to Association Model Rules, and approved by Board of Directors in Jan 2024; heading number correction in Division 5. Changes approved at Special General Meeting held on 17 April 2024.

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PART 1—PRELIMINARY

1. Name

The name of the incorporated association is The Mornington Peninsula and Frankston City Table Tennis Association Incorporated (hereinafter called "Association").

2. Purposes

The Mornington Peninsula and Frankston City Table Tennis Association Incorporated is the peak body representing table tennis within the Mornington Peninsula and Frankston City regions. The Association's purposes are:

- A. To establish, foster, promote, encourage, co-ordinate and regulate the sport of table tennis in the Mornington Peninsula and Frankston City regions.
- B. To provide and promote facilities for the playing of table tennis and to raise levels and standards of play in the sport of table tennis in the Mornington Peninsula and Frankston City regions.
- C. To develop and promote professional standards of administration.
- D. To promote, encourage, arrange, assist, conduct and regulate championships, competitions, pennants, exhibitions, and other activities, from time to time, and to pursue and conduct such programs and projects that relate to the sport of table tennis and to the activities of the Association in general.
- E. To co-operate with other clubs and associations having purposes similar to those of the Association in the promotion of table tennis and to compete with such associations in competitions.
- F. To co-operate with and assist any organisation having purposes similar to those of the Association in a manner which may further the interests of table tennis or the Association in general and without limiting the generality of the foregoing, to co-operate with Table Tennis Victoria Incorporated as appropriate.
- G. To promote a greater community awareness of the sport of table tennis and its contribution to sports in general.

- H. To uphold, regulate and enforce the rules of table tennis as may be determined from to time by Table Tennis Australia (TTA) and/or the International Table Tennis Federation (ITTF).
- I. To represent the interests of its members and table tennis generally in any appropriate forum.
- J. To use and protect the intellectual property of the Association for the benefit of its members.
- K. To select and appoint table tennis representatives and delegates in local and State competition or for any other purposes.
- L. To collect and apply the funds of the Association in such a manner that the Board of Directors of the Association believes to be in the best interests of its members and/ or table tennis.
- M. To pursue such commercial arrangements including sponsorship and marketing opportunities as are appropriate to further the interests of table tennis and the Association in the Mornington Peninsula and Frankston City regions.
- N. To promote the health and safety of its members and all other participants in table tennis in the Mornington Peninsula and Frankston City regions.
- O. To do all such things as are necessary, incidental or conducive to the achievement of the above purposes.

3. Financial year

The financial year of the Association is each period of 12 months ending on 30th June.

4.a Definitions

In these Rules —

absolute majority, of the Board of Directors, means a majority of the Board of Directors members currently holding office and entitled to vote at the time (as distinct from a majority of Board of Directors members present at a Board of Directors meeting);

affiliate means any table tennis club or association (whether incorporated, unincorporated or otherwise) which is a member of the Association;

associate member means a member referred to in rule 14.a (1);

Association means the Mornington Peninsula and Frankston City Table Tennis Association Incorporated (MFTTA);

Board of Directors or “Board” means the office bearers responsible for management of the business of the Association;

Board of Directors meeting means a meeting of the Board of Directors held in accordance with these Rules;

Board of Directors member means a member of the Board of Directors elected or appointed under Division 3 of Part 5;

Chairperson of a general meeting or Board of Directors meeting, means the person chairing the meeting as required under rule 46;

delegate means a person appointed from time to time by the Board of Directors to represent the Association in various meetings and forums;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23(3);

disciplinary meeting means a meeting of the Board of Directors convened for the purposes of rule 22;

disciplinary committee means the committee appointed under rule 20;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

intellectual property means all the rights or goodwill subsisting in copyright, business names, trademarks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Association or any event, competition or activity of or conducted, promoted or administered by the Association;

life member means a member upon whom life membership of the Association has been conferred as per rule 14.b and has all the rights and privileges of a member as set out in this Constitution and is also entitled to the benefits of life membership conferred by the Board of Directors from time to time;

member means a member of the Association who has all the rights and privileges as set out in this Constitution;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

purposes means the Purposes of the Association as defined under Part 1;

policies means any by-law, regulation, match rule or policy made by the Board of Directors;

Regional Board means the Board of any entity established to supervise the running of table tennis activities that encompass facilities in Frankston City and the Mornington Peninsula regions.

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

TTV means Table Tennis Victoria Incorporated or its Successor.

4.b Affiliation

- a) The Association shall be affiliated with Table Tennis Victoria Incorporated (TTV) unless agreed to otherwise by a majority vote of the members.
- b) The Association recognises TTV as the final arbiter on matters pertaining to disciplinary proceedings; and such other matters as are required to give full effect to the TTV Constitution with such incidental variations as are necessary having regard to the Act.
- c) The Association shall take all reasonable steps necessary to ensure its constituent documents are in conformity with amendments made to the TTV Constitution from time to time subject to any prohibition or inconsistency in the Act.
- d) The Board of Directors of the Association shall appoint a Delegate to represent it at General Meetings of TTV;

PART 2—POWERS OF ASSOCIATION

5. Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub-rule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.

- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

- (1) The Association will not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub- rule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7. Minimum number of members

The Association must have at least 5 members.

8. Who is eligible to be a member

Any person who supports the purposes of the Association is eligible for membership.

9. Application for membership

- (1) To apply to become a member of the Association, a person must submit a written or electronic application to the Board stating that the person agrees to support the purposes of the Association and agrees to comply with these Rules.
- (2) The application—
 - (a) must be signed by the applicant in writing or by electronic signature; and
 - (b) may be accompanied by the joining fee.

10. Consideration of application

- (1) As soon as practicable after an application for membership is received, the Board of Directors will decide by resolution whether to accept or reject the application.
- (2) The Board of Directors will notify the applicant of its decision as soon as practicable after the decision is made.
- (3) If the Board of Directors rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

11. New membership

- (1) If an application for membership is approved by the Board of Directors—
 - (a) the resolution to accept the membership must be recorded in the minutes of the Board of Directors meeting; and
 - (b) the Secretary must ensure that, as soon as practicable, the name and address of the new member, and the date of becoming a member, is recorded in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) the Board of Directors approves the person's membership; or
 - (b) the person pays the joining fee.

12. Annual membership subscription fee and joining fees

- (1) The annual membership subscription fee and any joining fee shall be determined by the Board of Directors prior to the annual general meeting.
- (2) All life members of the Association are exempted from payment of the annual subscription fee.
- (3) At each annual general meeting, the Association must ratify—
 - (a) the amount of the annual subscription for the following financial year; and
 - (b) if the annual subscription is not ratified then the existing annual subscription fee shall apply.
- (4) The Board of Directors may determine that a lower annual subscription is payable by associate members.
- (5) The Board of Directors may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Board of Directors.
- (6) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13. General rights of members

- (1) A member is entitled to all benefits, advantages and privileges of Association membership.
- (2) A member shall comply with these Rules and all Association policies.
- (3) A member of the Association who is entitled to vote has the right—

- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
 - (f) to inspect (but not copy) the extract of the register of members.
- (4) A member is entitled to vote if—
- (a) the member is a member other than an associate member; and
 - (b) more than 10 business days have passed since he or she became a member of the Association; and
 - (c) the member's membership rights are not suspended for any reason.

14.a Associate members

- (1) Associate members of the Association include—
 - (a) any members under the age of 18 years; and
 - (b) Any other category of member e.g. recreational members, keenagers, as determined by the Board of Directors or by special resolution at a general meeting.
- (2) An associate member must not vote but may have other rights as determined by the Board of Directors or by resolution at a general meeting.

14.b Life members

- (1) A person who is nominated and approved for life membership becomes a member of the Association in perpetuity.
- (2) As soon as practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Board of Directors.
- (3) Upon a nomination being referred to the Board of Directors, the Board of Directors shall determine whether to approve or to reject the nomination (the dominant criterion for approval being the rendering of outstanding service to the Association). A nomination is only approved where the nominee is then subsequently approved as a life member by no less than three quarters of the ordinary members of the Association at an annual general meeting or at a special general meeting.
- (4) Upon final approval, the Secretary shall, with as little delay as possible, notify the person of their approval for life membership of the Association and register their name in the register of life members.

15. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

16. Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17. Resignation of Members

- (1) A member may resign by notice in writing given to the Association.
- (2) A member is taken to have resigned if the member's annual subscription is more than 2 months in arrears.
- (3) Membership which has lapsed, been withdrawn or terminated under this Constitution may be reinstated at the discretion of the Board of Directors.

18. Register of members

- (1) The Secretary shall keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the email address last given by the member (if available);
 - (iv) the date of becoming a member;
 - (v) if the member is an associate member or life member, a note to that effect;
 - (vi) any other information determined by the Board of Directors; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members. Access to the personal information of a person recorded in the register of members will be restricted except in certain circumstances with prior approval from the Board.
- (3) Other than for the purpose of carrying out the business of the Association, a member must not use, sell or distribute the register or any information contained in the register without the prior approval of the Board of Directors. It is an offence to make improper use of information about a person obtained from the register of members.

Division 2—Disciplinary action

19. Grounds for taking disciplinary action and immediate action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has breached, failed, refused or neglected to comply with these Rules,
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association or brought themselves, another member, the Association or Table Tennis into disrepute;
- (d) has acted in a way that is contrary to the Association's Code of Behaviour.

In the event that the nature of the breach or behaviour poses a serious risk, immediate action may be warranted to ensure health and safety, and to protect against discrimination and harassment. In such cases the Board of Directors of the Association may implement immediate disciplinary action in writing to the Member(s) concerned.

20. Disciplinary committee

- (1) If the Board of Directors is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board of Directors must appoint a disciplinary committee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary committee—
 - (a) may be Board of Directors members, members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

21. Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary committee intends to consider the disciplinary action (the ***disciplinary meeting***); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary committee at that meeting;
 - (ii) give a written statement to the disciplinary committee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22. Decision of committee

- (1) At the disciplinary meeting, the disciplinary committee must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with sub-rule (1), the disciplinary committee may—

- (a) take no further action against the member; or
- (b) subject to sub-rule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary committee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary committee under this rule takes effect immediately after the vote is passed.

23. Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary committee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 7 days after the vote.
- (3) If a person has given notice under subrule (2), the Board of Directors must appoint at least 3 persons to an appeal committee to consider the appeal.
- (4) Subject to subrule (5), the Board of Directors may appoint any person to an appeal committee.
- (5) A person must not be appointed to an appeal committee if the person—
 - (a) was appointed to the disciplinary committee to hear and determine the matter of the member concerned; or
 - (b) has a personal interest in the dispute; or
 - (c) is biased in favour of or against the member concerned.
- (6) The Board of Directors must convene a meeting of the appeal committee (the disciplinary appeal meeting) as soon as practicable and no later than 21 days after the notice of the appeal is received.
- (7) Notice of the disciplinary appeal meeting must be given to each member of the appeal committee and the member concerned as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and

- (iii) that at the disciplinary appeal meeting the appeal subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24. Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Board of Directors must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with sub-rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if at least three quarters of the members voting at the meeting vote in favour of the decision. In any other case, the resolution is revoked.

Division 3—Grievance procedure

25. Application

- (1) The grievance procedure applies to disputes under this Constitution between—
 - (a) a member and another member;
 - (b) a member and the Board of Directors;
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26. Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
 - (a) notify the Board of Directors of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.

- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Board of Directors; or
 - (ii) if the dispute is between a member and the Board of Directors or the Association—a registered mediator. Note: This includes a registered mediator appointed or employed by the Dispute Settlement Centre of Victoria or accredited by the Victorian Bar.
- (3) Subject to subrule (4), the Board of Directors may appoint any person as a mediator.
- (4) The Board of Directors must not appoint a person as a mediator if the person—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

28. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.
- (3) Any costs of mediation are to be paid—
 - (a) if an agreement as to costs is reached between the parties—in accordance with that agreement; or
 - (b) if there is no such agreement—by the Board of Directors.

29. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Part 4: GENERAL MEETINGS OF THE ASSOCIATION

30. Annual general meetings

- (1) The Board of Directors will convene an annual general meeting of the Association to be held within 6 months after the end of each financial year.

- (2) The Board of Directors may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Board of Directors on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Board of Directors in accordance with Part 7 of the Act;
 - (c) to elect the members of the Board of Directors;
 - (d) to appoint an auditor to audit the financial statements of the Association for the following financial year;
 - (e) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31. Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Board of Directors may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

32. Special general meeting held at request of members

- (1) The Board of Directors must convene a special general meeting if a request to do so is made in accordance with sub-rule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Board of Directors does not convene a special general meeting within 60 days after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub-rule (3)—

- (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association will reimburse all reasonable expenses incurred by the members convening a special general meeting under sub-rule (3).

33. Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

34. Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment, and may be submitted electronically.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Board of Directors has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 33 must—
- (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board of Directors has approved for the appointment of a proxy.

- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

35. Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36. Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;
 - (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule (3)(b), the members present at the meeting (if not fewer than 5) may proceed with the business of the meeting as if a quorum were present.

37. Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-rule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38. Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to sub-rule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39. Special resolutions

A special resolution is passed if at least seventy five percent of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

40. Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41. Minutes of general meeting

- (1) The Board of Directors must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
 - (d) the certificate signed by two Board of Directors members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—BOARD OF DIRECTORS

Division 1—Powers of Board of Directors

42. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Board of Directors.
- (2) The Board of Directors may exercise all the powers of the Association except those powers that this Constitution or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Board of Directors may—
 - (a) appoint and remove staff;
 - (b) establish committees consisting of members with terms of reference it considers appropriate.
- (4) The Board of Directors shall nominate a delegate to represent the Association at TTV General Meetings and other TTV events as deemed appropriate. The delegate will be empowered to make decisions and vote at General Meetings;

43. Delegation

- (1) The Board of Directors may delegate to a member of the Board, a committee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Board of Directors by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board of Directors considers appropriate.
- (3) The Board of Directors may, in writing, revoke a delegation wholly or in part.

44. Composition of Board of Directors

The Board of Directors consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) Up to 6 ordinary members

45. General Duties

- (1) As soon as practicable after being elected or appointed to the Board of Directors, each Board member must become familiar with these Rules and the Act.
- (2) The Board of Directors is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with this Constitution.
- (3) Board of Directors members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board of Directors members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for the purposes of the Association.
- (5) Board of Directors members and former Board members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

46 President and Vice-President

- (1) Subject to sub-rule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Board of Directors meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a Board of Directors meeting—a Board of Directors member elected by the other Board members present.

47 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—

- (a) maintain the register of members in accordance with rule 18; and
 - (b) keep custody of the common seal of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48. Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Board of Directors or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least 2 Board members.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Board of Directors prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Association.

Division 3—Election of Board of Directors members and tenure of office

49. Who is eligible to be a Board of Directors member

A member is eligible to be elected or appointed as a Board of Directors member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

50. Positions to be declared vacant

- (1) This rule applies to—
 - (a) the first annual general meeting of the Association after its incorporation; or

- (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all positions on the Board of Directors vacant and hold elections for those positions in accordance with rules 51 to 54.

51. Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Association may—
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

52. Election of President etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer;
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

53. Election of ordinary members

- (1) A single election may be held to fill all of those positions.
- (2) If the number of members nominated for the position of ordinary Board of Directors member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

54. Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.

- (4) The election must be by secret ballot.
- (5) The returning officer must give a piece of paper to—
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with sub-rule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare the candidate elected or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under sub-rule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with sub-rules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

55 Term of office

- (1) Subject to sub-rule (3) and rule 56, a Board of Directors member holds office until the positions of the Board of Directors are declared vacant at the next annual general meeting.
- (2) A Board of Directors member may be re-elected.
- (3) A general meeting of the Association may—
 - (a) by special resolution remove a Board of Directors member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under sub-rule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

56. Vacation of office

- (1) A Board member may resign from the Board of Directors by written notice addressed to the Board of Directors.
- (2) A person ceases to be a Board of Directors member if he or she—
 - (a) ceases to be a member of the Association; or
 - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
 - (c) resigns from office by notice in writing given to the Secretary.
 - (d) fails to attend 3 consecutive Board meetings without providing good cause to the Board of Directors.
 - (e) is found guilty of an offence involving dishonesty as a result of criminal proceedings instituted anywhere in Australia (irrespective of whether a conviction or non-conviction order resulted from the proceedings).

Note: A Board of Directors member may not hold the office of secretary if they do not reside in Australia.

57. Filling casual vacancies

- (1) The Board of Directors may appoint an eligible member of the Association to fill a position on the Board of Directors that—
 - (a) has become vacant under rule 56; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board of Directors must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any Board of Directors member appointed by the Board under sub-rule (1) or (2).
- (4) The Board of Directors may continue to act despite any vacancy in its membership

58. Meetings of Board of Directors

- (1) The Board of Directors must meet at least 9 times in each year at the dates, times and places determined by the Board of Directors.
- (2) The date, time and place of the first Board of Directors meeting must be determined by the members of the Board of Directors as soon as practicable after the annual general meeting of the Association at which the members of the Board of Directors were elected.
- (3) Special Board of Directors meetings may be convened by the President or by any 4 members of the Board of Directors.

59. Notice of meetings

- (1) Notice of each Board of Directors meeting must be given to each Board of Directors member no later than 5 days before the date of the meeting.
- (2) Notice may be given of more than one Board of Directors meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Board of Directors meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

60. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each Board of Directors member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board of Directors.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61. Procedure and order of business

- (1) The procedure to be followed at a meeting of a Board of Directors must be determined from time to time by the Board of Directors.
- (2) The order of business may be determined by the members present at the meeting.

62. Use of technology

- (1) A Board of Directors member who is not physically present at a Board of Directors meeting may participate in the meeting by the use of technology that allows that Board of Directors member and the Board of Directors members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Board of Directors member participating in a Board of Directors meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63. Quorum

- (1) No business may be conducted at a Board of Directors meeting unless a quorum is present.
- (2) The quorum for a Board of Directors meeting is the presence (in person or as allowed under rule 62) of a majority of the Board of Directors members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board of Directors meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

64. Voting

- (1) On any question arising at a Board of Directors meeting, each Board of Directors member present at the meeting has one vote.
- (2) A motion is carried if a majority of Board of Directors members present at the meeting vote in favour of the motion.
- (3) Sub-rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board of Directors.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

- (5) Voting by proxy is not permitted.

65. Conflict of interest

- (1) A Board of Directors member who has a material personal interest in a matter being considered at a Board of Directors meeting must disclose the nature and extent of that interest to the Board of Directors.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient Board of Directors members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.
- (4) The Board of Directors must keep a conflict of interest register.
- (5) The conflict of interest register must record the following—
 - (a) the name and position of the member who has disclosed or has been identified to have a material personal interest;
 - (b) a description of the nature and extent of that interest, e.g. whether financial, familial, positional or other ;
 - (c) a management plan documenting actions required to mitigate the conflict.

66. Minutes of meeting

- (1) The Board of Directors must ensure that minutes are taken and kept of each Board of Directors meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 65.

67. Leave of absence

- (1) The Board of Directors may grant a Board of Directors member leave of absence from Board of Directors meetings for a period not exceeding 3 months.
- (2) The Board of Directors must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board of Directors member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

68. Source of funds

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

69. Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Board of Directors may approve expenditure on behalf of the Association.
- (3) The Board of Directors may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board of Directors for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board of Directors members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 7 working days after receipt.
- (6) With the approval of the Board of Directors, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

70. Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Board of Directors.

71. Financial statements

- (1) For each financial year, the Board of Directors must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting sub-rule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board of Directors;
 - (d) the submission of the financial statements to the annual general meeting of the Association;

- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

72. Common seal

The Association may have a common seal;

If the Association has a common seal it will ensure:

- (a) the name of the Association appears in legible characters on the common seal;
- (b) a document may only be sealed with the common seal by the authority of the Board of Directors and the sealing must be witnessed by the signatures of two Board members;
- (c) that the common seal is kept in the custody of the Secretary.

73 Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Board of Directors;
or
- (b) if the Board of Directors has not determined an address to be the registered address—the postal address of the Secretary.

74. Notice requirements

- (1) Any notice required to be given to a member or a Board of Directors member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Sub-rule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Association or the Board of Directors may be given—
 - (a) by handing the notice to a member of the Board of Directors; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Board of Directors determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

75. Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) an extract of the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to sub-rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board of Directors meetings.

Note

See note following rule 18 for details of access to the register of members.

- (2) The Board of Directors may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Board of Directors must on request make copies of this Constitution available to members and applicants for membership free of charge.
- (4) Subject to sub-rule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

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

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

76. Emblem and Colours

- (1) The official emblem of the Association shall be determined by the Board of Directors from time to time.
- (2) The official colours of the Association shall be determined by the Board of Directors from time to time.

77. Indemnity

(1) Board of Directors to be indemnified

Every Board of Directors member, manager, employee or agent of the Association shall be indemnified to the extent provided under the directors and officers insurance policy of the Association against any liability incurred by him/her in his/her capacity as Board of Directors member, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him/her by the Court.

(2) Association to Indemnify

The Association shall indemnify its Board of Directors members and employees to the extent provided under the directors and officers insurance policy of the Association against all damages and costs (including legal costs) for which any such Board of Directors member or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct

78. Policies including By-Laws and Match Regulations

- (1) The Board of Directors shall maintain, and make available to any member of the Association, its Policies including any by-laws and match regulations.
- (2) The MFTTA Inc match regulations shall govern the playing of table tennis matches within the Association and include a code of conduct.
- (3) The Board of Directors may at any time alter, amend, vary or revoke any policy, including any bi-laws and match regulations provided that at all times these do not contradict the requirements of TTV, Australian law or the purposes of the Association
- (4) The match regulations may be available in both written and electronic form.

79. Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

80. Alteration of Constitution

This Constitution may only be altered by special resolution of a general meeting of the Association.

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the rule or phrase cannot be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.