

Port Curtis Sailing Club Inc.
CONSTITUTION

1. WORDS AND EXPRESSIONS TO HAVE MEANING IN ACT

A word or expression that is not defined in this Constitution, but is defined in the *Association's Incorporation Act 1981* has, if the context permits, the meaning given by the Act.

2. NAME

The name of the incorporated Association is

PORT CURTIS SAILING CLUB INC ("the Association")

3. OBJECTS

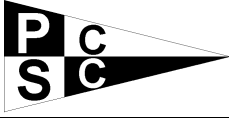
The objects of the Association are:

- (1) to encourage and further the sport of sailing by the promotion of regattas, the giving of prizes and by any other means which may from time to time be determined;
- (2) to foster a spirit of friendship between all sailing fraternities, irrespective of the type or class of their sailing vessel;
- (3) to provide and maintain suitable facilities for the storage, launching and maintenance of vessels owned by the club; and
- (4) to provide and maintain suitable club rooms and recreation facilities for Members in pursuit of the activities listed in clause 3. (1) and 3. (2) above.

4. POWERS

- (1) The Association has the powers of an individual.
- (2) The Association may, for example:
 - (a) enter into contracts;
 - (b) acquire, hold, deal with and dispose of property;
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.

The Association may also issue secure and unsecured notes, debentures and debenture stock for the Association.



5. CLASSES OF MEMBERS

- (1) The Membership of the Association shall consist of Ordinary Members (Senior and Junior), and any of the following class of Members:
 - (a) Life Members;
 - (b) Honorary Members; and
 - (c) Associate Members.
- (2) The number of Ordinary Members is unlimited.
- (3) Life Members shall have the full rights of Ordinary Members (Senior)
- (4) Only Ordinary (Senior) and Life Members are eligible to:
 - (a) Vote and General Meetings;
 - (b) Nominate other members for positions on Committees; and
 - (c) Be nominated for positions on Committees.
- (5) All Ordinary Members (Senior and Junior) and Life Members may:
 - (a) Apply for racing nomination; and
 - (b) Apply for use of the club facilities (boat storage, winches, etc).

6. MEMBERSHIP

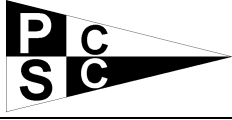
- (1) An applicant for membership of the Association must be proposed by one (1) Member of the Association (the "proposer") and seconded by another Member (the "seconder").
- (2) An application for Membership must be:
 - (a) in writing;
 - (b) signed by the applicant and the applicant's proposer and seconder; and
 - (c) in the form decided by the Management Committee.

7. MEMBERSHIP FEES

- (1) The Membership fee for each class of Membership:
 - (a) is the amount decided by the Members from time to time at an Annual General Meeting; and
 - (b) is payable when, and in the way, the Management Committee decides.

8. ADMISSION AND REJECTION OF MEMBERS

- (1) Except as provided in clause 8.(5), the Management Committee must consider an application for Membership at the next meeting of the Committee held after it receives:
 - (a) the application; and
 - (b) the appropriate Membership fee for the application.
- (2) The Management Committee must decide at the meeting whether to accept or reject the application.



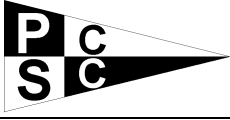
- (3) If a majority of the Management Committee Members present at the meeting vote to accept the applicant as a Member, the applicant must be accepted as a Member to the class of Membership applied for.
- (4) The Secretary of the Association must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant written notice of the decision.
- (5) A maximum of five (5) applications for Ordinary Membership shall be considered at any one meeting. Applications in excess of this shall be held over to successive meetings.
- (6) The number of applications for Associate or Junior Membership considered at any one meeting shall be unlimited.

9. WHEN MEMBERSHIP ENDS

- (1) A Member may resign from the Association by giving a written notice of resignation to the Secretary.
- (2) The resignation takes effect on:
 - (a) the day and at the time the notice is received by the Secretary; or
 - (b) if a later day is stated in the notice, the later day.
- (3) The Management Committee may terminate a Member's Membership if the Member
 - (a) is convicted of an indictable offence;
 - (b) does not comply with any of the provisions of these rules;
 - (c) has Membership fees in arrears for at least two (2) months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- (4) Before the Management Committee terminates a Member's Membership, the Committee must give the Member a full and fair opportunity to show why the Membership should not be terminated.
- (5) If, after considering all representations made by the Member, the Management Committee decides to terminate the Membership, the Secretary of the Committee must give the Member a written notice of the decision.

10. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- (1) A person whose application for Membership has been rejected, or whose Membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the Secretary within 1 month after the person receives written notice of the decision.
- (3) If the Secretary receives a notice of intention to appeal, the Secretary must, within three (3) months after the day of receipt, call a General Meeting to decide the appeal.



- (4) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the Membership should not be terminated.
- (5) Also, the Management Committee and the Committee Members who rejected the application or terminated the Membership, must be given an opportunity to show why the application should be rejected or the Membership should be terminated.
- (6) An appeal must be decided by a vote of the Members present at the meeting.
- (7) If a person whose application has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the application fee paid by the person.

11. REGISTER OF MEMBERS

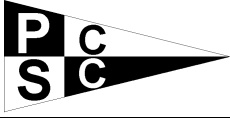
- (1) The Management Committee must keep a Register of Members.
- (2) The Register of Members must include the following particulars for each Member:
 - (a) the full name and residential address of the Member;
 - (b) the date of admission as a Member;
 - (c) the date of death or resignation of a Member;
 - (d) details about the termination or reinstatement of Membership; and
 - (e) any other particulars the Management Committee or the Members at a General Meeting decide.
- (3) The register must be open for inspection at all reasonable times.
- (4) However, before the Member may inspect the register, the Member must apply in writing to the Secretary to inspect it.

12. SECRETARY

- (1) If a vacancy happens in the office of Secretary, the Members of the Management Committee must ensure a Secretary is appointed for the Association within one (1) month after the vacancy happens.
- (2) The Management Committee may appoint and remove the Association's Secretary at any time.

13. MEMBERSHIP OF MANAGEMENT COMMITTEE

- (1) The Management Committee of the Association consists of a Commodore, Vice-Commodore, Treasurer, and any other Members the Association Members elect or appoint at a General Meeting.
- (2) A voting Member of the Management Committee must be an Ordinary Member of the Association.
- (3) At each Annual General Meeting of the Association, the Members of the Management Committee must retire from office, but are eligible, on nomination for re-election.

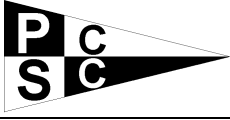


14. ELECTING THE MANAGEMENT COMMITTEE

- (1) A Member of the Management Committee may only be elected when:
 - (a) any two (2) Ordinary or Life Members of the Association may nominate another Ordinary or Life Member (the "candidate") to serve as a Member of the Management Committee.
 - (b) the nomination must be:
 - (i) in writing;
 - (ii) signed by the candidate and the Members who nominated him or her; and
 - (iii) given to the Secretary at least fourteen (14) days before the Annual General Meeting at which the election is to be held.
 - (c) each Member eligible to vote present at the Annual General Meeting may vote for any number of candidates not more than the number of vacancies.
 - (d) if, at the start of the meeting, there are not enough candidates nominated for the vacancies, nominations may be taken from the floor of the meeting.
- (2) A list of candidates' names in alphabetical order, with the names of the Members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven (7) days immediately preceding the Annual General Meeting.
- (3) If required by the Management Committee, balloting lists must be prepared containing the names of candidates in alphabetical order.
- (4) Only Ordinary and Life Members are eligible to vote in the election of the Management Committee.

15. RESIGNATION OR REMOVAL FROM OFFICE OF MANAGEMENT COMMITTEE MEMBER

- (1) A Management Committee Member may resign from the Committee by giving written notice of resignation to the Secretary.
- (2) The resignation takes effect on:
 - (a) the day and at the time the notice is received by the Secretary; or
 - (b) if at a later day is stated in the notice, the later day.
- (3) A Management Committee Member may be removed from office at a General Meeting of the Association if a majority of the Members present at the meeting vote in favour of removing the Management Committee Member.
- (4) Before a vote of Members is taken about removing the Management Committee Member from office, the Member must be given full and fair opportunity to show cause and why he or she should not be removed from office.
- (5) A Member has no right of appeal against the Member's removal from office under this section.

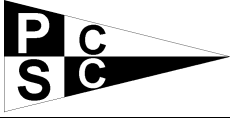


16. VACANCIES ON MANAGEMENT COMMITTEE

- (1) If a casual vacancy happens on the Management Committee, the continuing Members of the Committee may appoint another Member of the Association to fill the vacancy until the next Annual General Meeting.
- (2) The continuing Members of the Management Committee may act despite a casual vacancy on the Management Committee.
- (3) However, if the number of Committee Members is less than the number fixed under these rules as a quorum of the Management Committee, the continuing Members may act only to:
 - (a) increase the number of Management Committee Members to the number required for a quorum; or
 - (b) call a General Meeting of the Association.

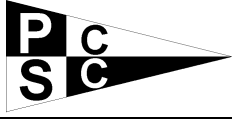
17. FUNCTIONS OF MANAGEMENT COMMITTEE

- (1) Subject to these rules or a resolution of the Association Members carried at a General Meeting, the Management Committee:
 - (a) has the general control and management of the administration of the affairs, property and funds of the Association; and
 - (b) has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent.
- (2) The Management Committee may exercise the powers of the Association:
 - (a) to borrow, raise or secure the payment of amounts in a way the Association Members decide;
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future;
 - (c) to purchase, redeem or pay off any securities issued;
 - (d) to borrow amounts from Members and pay interest on the amounts borrowed;
 - (e) to mortgage or charge the whole or part of its property;
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the Members of the Association may from time to time decide.
- (3) For sub-section (2)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by
 - (a) the financial institution for the Association; or
 - (b) if there are more than one (1) financial institution for the Association – the financial institution nominated by the Association.



18. MEETINGS OF MANAGEMENT COMMITTEE

- (1) Subject to sub-section (2) to (16), the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (2) The Management Committee must meet at least once every month to exercise its functions.
- (3) The Committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Committee.
- (5) If the Secretary receives a written request signed by at least thirty three percent (33%) of the Management Committee Members, the Secretary must call a special meeting of the Management Committee.
- (6) A request for a special meeting must state:
 - (a) why the special meeting has been called; and
 - (b) the business to be conducted at the meeting.
- (7) At a Management Committee meeting, more than fifty percent (50%) of the Members elected or appointed to the Management Committee as at the close of the last General Meeting of the Members forms a quorum.
- (8) A question arising at a Management Committee meeting is to be decided by a majority vote of the Management Committee Members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (9) A Management Committee Member must not vote on a question about a contract or proposed contract with the Association if the Member has an interest in the contract or proposed contract, and if the Member does vote, the Member's vote must not be counted.
- (10) The Secretary must give each Management Committee Member at least fourteen (14) days notice of a special meeting of the Committee.
- (11) A notice of a special Management Committee meeting must state:
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (12) The Commodore or, if there is no Commodore or if the Commodore is not present within ten (10) minutes after the time fixed for the Management Committee meeting, the Vice-Commodore is to preside as Chair at the meeting.
- (13) If the Commodore and the Vice-Commodore are absent from a Management Committee meeting, the Members may choose one of their number to preside as Chair at the meeting.
- (14) If a quorum is not present within thirty (30) minutes after the time fixed for a Management Committee meeting called other than on the request of the Committee Members, the meeting lapses.
- (15) If a quorum is not present within thirty (30) minutes after the time fixed for a Management Committee meeting called other than on request of Committee Members, the meeting is to be adjourned to:
 - (a) the same day, time and place in the next week; or
 - (b) a day, time and place decided by the Committee.
- (16) If at the adjourned meeting mentioned in sub-section (15), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

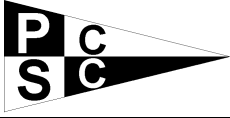


19. Electronic Communication

- (1) The contemporaneous linking together by electronic means of a number of directors, not less than the quorum, together with the secretary, shall constitute a meeting of the Management Committee.
- (2) Meetings of Management Committee by electronic communications shall be valid if, and only if:
 - (a) all the Management Committee members for the time being entitled to receive notice of a meeting of the Management Committee must be able to receive notice of such a meeting by electronic means, and be linked by electronic means for the purposes of such meeting;
 - (b) each of the Management Committee members taking part in the meeting by electronic means, and the secretary are able to hear each of the other Management Committee members taking part at the commencement of the meeting;
 - (c) at the commencement of the meeting each Management Committee member acknowledges, his or her presence for the purpose of a meeting of the Management Committee to all the other Management Committee member taking part.
- (3) Such meetings may be conducted by any form of electronic means, but only if the board shall make reasonable provision for such facilities to be available to all Management Committee member.
- (4) A Management Committee member may not leave the meeting by terminating his or her presence unless he or she has previously obtained the express consent of the Chair of the meeting.
- (5) A Management Committee member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by electronic means of communication, unless he or she has previously obtained the express consent of the Chair to leave the meeting.

20. DELEGATION OF MANAGEMENT COMMITTEE POWERS

- (1) The Management Committee may delegate the whole or part of its powers, to a subcommittee consisting of the Association Members considered appropriate by the Management Committee.
- (2) A subcommittee may only exercise delegated powers in the way the Management Committee decides.
- (3) A subcommittee may elect a Chair for its meetings.
- (4) If a Chair of the subcommittee is not elected, or if the Chair is not present within 10 minutes after the time fixed for a meeting, the Members present may choose 1 of their number to be Chair of the subcommittee meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the Members present at the meeting and, if the votes are equal, the question is decided in the negative.



21. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- (1) An act performed by the Management Committee, a subcommittee or a person acting as a Member of the Management Committee is taken to have been validly performed.
- (2) Subsection (1) applies even if the act was performed when:
 - (a) there was a defect in the appointment of a Member of the Management Committee, subcommittee or person acting as a Member of the Management Committee; or
 - (b) a Management Committee Member, subcommittee Member or person acting as a Member of the Management Committee was disqualified from being a Member.

22. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- (1) A written Resolution signed by all Members of the Management Committee for the time being entitled to receive notice of a Management Committee meeting, is a valid and effectual as if it had been passed at a Management Committee meeting that was properly called and held.
- (2) A Resolution mentioned in subsection (1) may consist of several documents in like form, each signed by one or more Members of the Management Committee.
- (3) A Resolution mentioned in this subsection excludes the use of electronic means (such as electronic mail or short message service) as a signed Resolution.

23. ANNUAL GENERAL MEETINGS

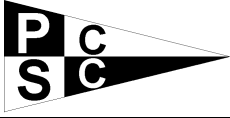
An Annual General Meeting must be held:

- (1) at least once each year; and
- (2) within six (6) months after the end of the Association's previous financial year.

24. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING

The following business must be conducted at each Annual General Meeting:

- (1) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the Association for the last financial year (*This statement is required to be prepared under the Associations Incorporation Act 1981, section 59 – Audit Statement*);
- (2) receiving the auditor's report on the financial affairs of the Association for the last financial year;
- (3) presenting the audited statement to the meeting for adoption;
- (4) electing Members of the Management Committee; and
- (5) appointing an Auditor.



25. SPECIAL GENERAL MEETING

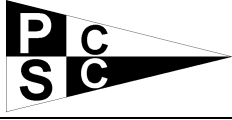
- (1) The Secretary may only call a Special General Meeting by giving each Member notice of the meeting within fourteen (14) days after:
 - (a) being directed to call the meeting by the Management Committee; or
 - (b) being given a written request signed by:
 - (i) at least thirty three percent (33%) of the Members of the Association presently on the Management Committee; or
 - (ii) at least the number of Ordinary Members of the Association equal to double the number of Members of the Association presently on the Management Committee plus one (1); or
 - (c) being given a written notice of an intention to appeal against the decision of the Management Committee:
 - (i) to reject an application for Membership; or
 - (ii) to terminate a person's Membership.
- (2) A request mentioned in subsection (1) (b) must state:
 - (a) why the Special General Meeting is being called; and
 - (b) the business to be conducted at the meeting.

26. NOTICE OF GENERAL MEETING

- (1) The Secretary may call a General Meeting of the Association.
- (2) The Secretary must give at least fourteen (14) days notice of the meeting to each Association Member.
- (3) The Management Committee may decide the way in which the notice must be given.
- (4) However, notice of the following meetings must be given in writing:
 - (a) a meeting called to hear and decide the appeal of a Member against the rejection or termination of the Members Membership by the Management Committee; or
 - (b) a meeting called to hear and decide a proposed Special Resolution of the Association.
- (5) A notice of a General Meeting must state the business to be conducted at the meeting.

27. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

- (1) Subject to subsection (5), at a General Meeting the number of Members equal to double the number of Members of the Association presently on the Management Committee plus 1 form a quorum.
- (2) No business may be conducted at a General Meeting unless a quorum of Members is present when the meeting proceeds to business.
- (3) If a quorum is not present within thirty (30) minutes after the time fixed for a General Meeting called on the request of Members of the Management Committee or the Association, the meeting lapses.



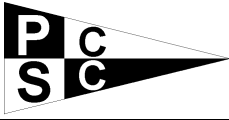
- (4) If a quorum is not present within thirty (30) minutes after the time fixed for a General Meeting called other than on the request of Members of the Management Committee or the Association, the meeting is to be adjourned to:
 - (a) the same day, time and place in the next week; or
 - (b) a day, time and place decided by the Management Committee.
- (5) If at an adjourned meeting, a quorum under subsection (1) is not present within thirty (30) minutes after the time fixed for the meeting, the Member's present form a quorum.
- (6) The Chair may, with the consent of any meeting of which a quorum is present, and must be directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under subsection (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The Secretary is not required to give the Members notice of an adjournment or of the business to be conducted at an adjourned meeting, unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least thirty (30) days, notice of the adjourned meeting must be given in the same way notice is given for the original meeting.
- (10) In this rule, "Member" includes a person attending as a proxy or representing a Corporation that is a Member.

28. PROCEDURE AT A GENERAL MEETING

- (1) Subject to these rules, at each General Meeting:
 - (a) the Commodore or, if there is no Commodore or the Commodore is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the Vice-Commodore is to preside as Chair;
 - (b) if the Vice-Commodore is absent or unwilling to act as Chair, the Members present must elect one (1) of their number to be Chair of the meeting;
 - (c) the Chair must conduct the meeting in a properly and orderly way.

29. VOTING AT A GENERAL MEETING

- (a) Each question, matter or resolution must be decided by a majority of votes of the Members present;
- (b) Each Member present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the Chair has a casting vote as well as a primary vote;
- (c) A Member is not entitled to vote at a General Meeting if the Member's annual subscription is in arrears at the date of the meeting;
- (d) Voting may be a show of hands or a division of Members, unless at least 20% of the Members present demand a secret ballot;
- (e) If a secret ballot is held, the Chair must appoint two (2) Members to conduct the secret ballot in a way the Chair decides;
- (f) The result of the secret ballot as declared by the Chair is taken to be resolution of the meeting at which the ballot was held.



30. PROXIES

(1)

- (a) A Member may vote by proxy or by attorney:
- (b) An instrument appointing a proxy must be in writing:
 - (i) if the appointor is an individual, signed by the appointor or the appointor's attorney authorised in writing; or
 - (ii) if the appointor is a Corporation, either under seal or signed by a properly authorised officer or attorney of the Corporation.
- (c) A proxy may be a Member of the Association or another person;
- (d) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot; and
- (e) If someone wants to give a Member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following or like form.

ASSOCIATION: **PORT CURTIS SAILING CLUB INC**

I, _____ of _____

being a Member of **PORT CURTIS SAILING CLUB INC**, appoint

_____ as my proxy to vote for me on my behalf
at the (Annual) General Meeting of the **PORT CURTIS SAILING CLUB INC** to be held
on

the _____ day of _____ 20 ____ and at any adjournment of
the meeting.

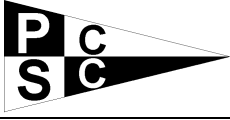
Signed this _____ day of _____ 20 ____ .

Signature: _____

This form is to be used in favour of*/against* the resolution.
(*Strike out whichever is not wanted).

(Unless otherwise instructed, the proxy may vote as the proxy considers appropriate.);

- (f) Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote;
 - (g) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting and General Meeting are entered in a Minute Book; and
 - (h) The Secretary must ensure the Minute Book for each General Meeting is open for inspection at all reasonable times by any financial Member who previously applies to the Secretary for inspection.
- (2) To ensure the accuracy of the minutes recorded under subsection (1)(G):
- (a) the minutes of each Management Committee meeting must be signed by the Chair of the meeting, or the Chair of the next Management Committee meeting, verifying their accuracy;



- (b) the minutes of each General Meeting must be signed by the Chair of the meeting, or the Chair of the next General Meeting, verifying their accuracy; and
- (c) the minutes of each Annual General Meeting must be signed by the Chair of the meeting, or the Chair of the next meeting of the Association that is a General Meeting or Annual General Meeting, verifying their accuracy.

31. BY-LAWS

- (1) The Management Committee may make, amend or repeal By-Laws, not inconsistent with this Constitution, for the internal management of the Association.
- (2) Any amendment to the By-Laws must be ratified by the Members through a Special Resolution carried at the next General Meeting.
- (3) An up-to-date, controlled copy of the By-Laws is to be kept by the Secretary and be available at all Management Committee meetings.

32. ALTERATION OF CONSTITUTION

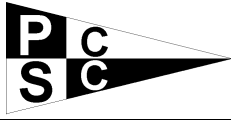
- (1) Subject to the *Association's Incorporation Act 1981*, these rules may be amended, repealed or added to by a Special Resolution carried at a General Meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the Chief Executive (Office of Fair Trading).

33. COMMON SEAL

- (1) The Management Committee must ensure the Association has a common seal.
- (2) The common seal must be:
 - (a) kept securely by the Management Committee; and
 - (b) used only under the authority of the Management Committee.
- (3) Each instrument to which the seal is attached must be signed by a Member of the Management Committee and countersigned by:
 - (a) the Secretary;
 - (b) another Member of the Management Committee; or
 - (c) someone appointed by the Management Committee.

34. FUNDS AND ACCOUNTS

- (1) At each Monthly Management Meeting a set of management accounts, including the monthly and year to date income and expenses, plus current balance sheet, are to be presented by the Manager for consideration by the elected committee.
- (2) The Management Committee annually must approve a Budget for the following year.
- (3) The Association accounts must be audited annually



- (4) At each Annual General Meeting the audited accounts of the Association for the previous year ended 31 May shall be received and considered.
- (5) The auditors shall hold office until their successors are appointed and they shall be eligible for reappointment.
- (6) The Management Committee shall fill any casual vacancy in the office of auditor but while any such vacancy continues the surviving or continuing auditor or auditors (if any) may act.
- (7) Inspection of records
Subject to the Act, the Management Committee may, at its discretion determine whether and to what extent, and at what time and place, and under what conditions, the accounting records and other documents of the Association, or any of them, will be open to the inspection of Members other than the Management Committee.

35. DOCUMENTS

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

36. FINANCIAL YEAR

The financial year of the Association closes on 31 May in each year.

37. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- (1) This section applies if the Association:
 - (a) is wound-up under Part 10 (*Winding Up*) of the Act; and
 - (b) it has surplus assets.
- (2) The surplus assets must not be distributed among the Association's Members.
- (3) The surplus assets must be given to another entity:
 - (a) having objects similar to the Association's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its Members.
- (4) In this section "surplus assets" has the meaning given by section 92(3) of the Act (*Section 92 – Distribution of surplus assets – of the Act*).

38. LIMITED LIABILITY

- (1) Notwithstanding any other provision of this Constitution, no present or past Member need contribute more than an aggregate of \$100 to the winding up of the Club.
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