



WDNA

Wanneroo Districts Netball Association Inc.

Constitution

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1. NAME

- 1.1 The name of the Association shall be the Wanneroo Districts Netball Association (Inc) (here-in-after referred to as 'the Association').
- 1.2 The Association shall be incorporated under the provisions of "The Associations Incorporation Act, 2015" as a Not-for-Profit organisation.

2. HEADQUARTERS

- 2.1 The Headquarters of the Association shall be at the Kingsway Sporting Complex, Kingsway Reserve, Landsdale, Western Australia.

3. OBJECTS

- 3.1 The objects of the Association shall be: -
 - 3.1.1 To encourage, promote, control, and manage the game of netball.
 - 3.1.2 To solely apply the property and income of the Association towards the promotion of the objects of the Association and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members, except in good faith in the promotion of these objects.
 - 3.1.3 To act in the best interest of its members to attain these objects.

4. COLOURS

- 4.1 The colours of the Association shall be green, red, gold, white and black.

5. POWERS

- 5.1 The Association shall have the following powers: -
 - 5.1.1 To elect a governing body, herein after referred to as 'the Board'.
 - 5.1.2 To raise money by affiliation fees, registration fees, subscriptions, and levies and by such other methods as from time to time the Board shall see fit.
 - 5.1.3 To acquire, hold, deal with, and dispose of any real or personal property.
 - 5.1.4 To open and operate bank accounts.
 - 5.1.5 To invest its money-
 - (1) In any security in which trust money may be invested; or
 - (2) In any other manner authorised by the rules of the Association.
 - 5.1.6 To borrow money upon such terms and conditions as the Association thinks fit.
 - 5.1.7 To give such security for the discharge of liabilities incurred by the Association as the Association thinks fit.
 - 5.1.8 To appoint agents to transact any business of the Association on its behalf; and
 - 5.1.9 To enter into any other contract the Association considers necessary or desirable.
- 5.2 It is the intention that each and all of the powers specified in the preceding subclauses shall be in no way be limited or restricted by reference to or inference from the terms of any other subclauses, or of the main objects as first mentioned.

6. AFFILIATION

- 6.1 The Association shall be affiliated with Netball WA (Inc).
 - 6.1.1 May become affiliated with or subscribe to other Associations or bodies whose objects are similar to the objects of the Association and if thought fit to withdraw or retire from any such association or body.

7. MEMBERSHIP

- 7.1 Membership of the Association shall be open to: -
 - 7.1.1 (1) Affiliated Clubs
 - (2) Associate Members
 - (3) Life Members
- 7.2 An affiliated Club is one or more teams wishing to play interclub matches conducted by the Association. Minimum seven (7) players shall constitute a team, and each registered club member shall be entitled to all the rights and privileges of membership provided they abide by the Constitution, By-laws and Policies and Procedures of the Association
- 7.3 An Associate Member is any other person who is interested in promoting the Association. They must pay an annual fee as determined by the Board.
- 7.4 Life Members shall be appointed at an Annual General Meeting by a two-thirds majority of those present and entitled to vote. They shall during the continuance of their life be entitled to all rights and privileges of membership.
- 7.5 Club Membership of WDNA is on a seasonal basis. Winter membership defined as being from the date of the club lodging an application for affiliation form prior to the AGM to the last playing date of the winter season. Spring membership is defined as being from the date of a club lodging an application for affiliation form to the last playing date of the spring season.
- 7.6 Clubs must reapply for membership each season by lodging an application for affiliation form by the date given. Failure to do this may result in a club's membership being declined.
- 7.7 Clubs consisting of 3 or more teams must become incorporated after 2 years of affiliating with WDNA.

8. ADMISSION TO MEMBERSHIP

- 8.1 Each club, Associate Member and Life Member admitted to membership with the Association shall: -
 - 8.1.1 Be bound by the Constitution, By-Laws, Policy and Procedures Manual of the Association.
 - 8.1.2 Become liable for such fees, subscriptions and levies as may be fixed by the Board with the exception of Life Members.
 - 8.1.3 Register its colours and uniform with the Association as set out in the By-Laws, Policy and Procedures Manual.
 - 8.1.4 Comply with the regulations governing match play as set out in the By-Laws, Policy and Procedures Manual.
 - 8.1.5 Attend Special General and Annual General Meetings as called by the Association.
- 8.2 The Board of the Association reserves the right to refuse a club/ team/ player membership. If a membership is refused, the Board must notify the affected party within 48 hours of the decision being made.

9. REGISTER OF MEMBERSHIP

9.1 The Association Manager shall on behalf of the Association keep and maintain the register of members in accordance with section 53 of the Associations Incorporation Act 2015 and that register shall be so kept and maintained at the headquarters of the Wanneroo Districts Netball Association.

9.1.1 The Association Manager shall cause the name of a person who dies or who ceases to be a member to be deleted from the register.

9.1.2 Members must provide either a postal address, residential or email address as a form of contact. Members may not use a care of address.

9.2 INSPECTION OF RECORDS

A member who wishes to inspect the register of members must contact the Association Manager to make the necessary arrangements.

9.2.1 If a member inspecting the register of members wishes to make a copy of, or take an extract from the register under **section 54(2) of the ACT**: or

9.2.2 If a member makes a written request under section 56(1) of the ACT to be provided with a copy of the register of members, the Board may require the member to provide a statutory declaration setting out the purpose for which copy or extract is required declaring that the purpose is connected with the affairs of the Association and may charge any associated administration costs to comply with the above clause.

10. RIGHTS AND PRIVILEGES OF MEMBERSHIP

10.1 CLUBS

Members shall be entitled to:

- (1) Refer any matters pertaining to netball to the Board for advice or decision.
- (2) Participate in competitions conducted by the Association.
- (3) Request assistance with development.
- (4) Attend Development courses and programs conducted by the Association.
- (5) Shall be entitled to one (1) vote per club.

10.1.1 Membership rights may be suspended or revoked by the Association at any time with due cause as decided by the Board.

10.2 ASSOCIATE MEMBERS

10.2.1 Members of the Association not included in Clause 10.1 above shall be entitled to:

- (1) Refer any matters pertaining to netball to the Board for advice or decision
- (2) May request to be included on the Association Mailing List.
- (3) May attend and speak at all Special General and Annual General Meetings but shall not be entitled to vote.

10.2.2 LIFE MEMBERSHIP

Any Member of the Association may submit a written nomination to the Board for consideration for the Life Membership Award provided that such nominee shall have made an outstanding contribution to Netball at the Association.

Honorary Life Membership may be conferred on any person at the Annual General Meeting. The criterion for election as a life member is that the person shall have given outstanding "service" for a minimum of ten (10) completed years to Wanneroo Districts Netball Association.

'Service' being defined as: "Contribution that has benefited the growth, development and betterment of the aims and standards of the membership of the Wanneroo Districts Netball Association".

Life members must always abide by the Associations Code of Conduct as provided to them. Life Members are subject to the same disciplinary measures as all other categories of WDNA Membership.

Nominations for Life Membership must be received by the Board 28 days prior to the AGM.

10.2.3 The Board shall recommend nominations for Life Membership to the Annual General Meeting for approval.

10.2.4 Life Members shall be entitled to: -

- (1) Free membership of the Association
- (2) May request to be included on the Association Mailing List.
- (3) May attend, speak and vote at all Special General and Annual General Meetings.
- (4) Be invited to functions as guests of WDNA from time to time

10.3 ALL MEMBERSHIP CATEGORIES

All members are required to interact with each other in a civil manner. Any member who engages in offensive, abusive or derogatory behaviour towards other members, Board members or Association staff will be required to attend a disciplinary hearing.

10.4. DISPUTES & GRIEVANCES

10.4.1. A member may lodge a complaint with regard to another member or the Association in accordance with the current Policies and Procedures document. Also refer Clause 18.1.2 of the Constitution.

10.4.2. Disputes or grievances relating to decisions made by the WDNA Board shall be dealt with as outlined in clause 17.2 of this constitution.

11. TERMINATION OF MEMBERSHIP

11.1 Membership shall be terminated by any one of the following events: -

11.1.1 Resignation

11.1.2 Death

11.1.3 Gross misconduct that is detrimental to the Association as defined in the Association's Policies and Procedures and at the discretion of the Board.

11.2 Winding up of a club:

- (1) At the time of lodging an application in writing to withdraw, the club may at the discretion of the Board, remain liable for all fees, subscriptions, and or levies incurred up to the time of lodging the application to withdraw.
- (2) In the event of a club withdrawing during a season, its members shall be at liberty to play with any other club subject to approval of the Board.

12. APPOINTMENTS

12.1 The appointment of Patron(s), and Auditor shall be confirmed at the Annual General Meeting.

13. OFFICERS OF THE ASSOCIATION

13.1 The Officers of the Association shall be the President and Vice President, Director of Competitions and the Director of Finance The maximum consecutive number of years that these officers may hold any one office, be for a period of no more than five (5) years.

13.2 The Board must consist of the Officers of the Association and at least one (1) General Board Member.

14. MANAGEMENT

14.1 Management of the Association shall be vested in the Board, elected or appointed at the Annual General Meeting.

14.1.1 Directors may convene a committee as defined in the By-Laws;

14.1.2 No Board member shall hold more than one position on the Board.

14.1.3 No more than one (1) of the Board or Competitions Committee shall be members of any one club.

14.1.4 No more than one (1) of the Board or Competitions Committee shall be from any immediate family.

14.1.5 A member may: -

- (1) play for one club and coach or be associated with another club but shall be deemed to be a member of their PlayHQ primary registration in that year.
- (2) Coach or be associated with one or more clubs but shall state where their obligations lie, by the date of the AGM, for voting purposes.

14.1.6 A parent or guardian, who is not a club member in their own right, of a player under the age of (18) years as of 31st December of that playing year shall be deemed to be a member of the club with which that player is registered for the purposes of determining their Club Affiliation for their Directors Declaration form.

14.1.7 All Board members must be a minimum age of 18 years.

14.1.8 A person may not nominate for a Board position if any of the following apply:

- (1) They are bankrupt, or their affairs are under insolvency laws.
- (2) They have been convicted of an indictable offence in relation to the formation or management of a body corporate in the last five years.
- (3) They have been convicted of an offence involving fraud or dishonesty punishable by at least three months' imprisonment in the last five years; or
- (4) They have been convicted of an offence under section 127 of the Act, where a person has allowed an association to operate while insolvent in the last five years.

14.2 CASUAL VACANCY

A Casual Vacancy occurs when a current Board Member:

- Dies or otherwise ceases to be a member; or
- Resigns from the board or is removed from office or.
- Becomes ineligible to accept an appointment or act as a Board Member under **section 39** of the **ACT**; or
- Becomes permanently unable to act as a Board Member because of a mental or physical disability; or
- Fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend or
- Ceases to be a member of the Association.

14.2.2 Should a Casual vacancy arise, the Board shall

14.2.2.1 Appoint or elect a substitute, as stated in the Constitution **17.1.10** and **17.1.11** who shall hold office until the term of office expires and

14.2.2.2 Appoint a substitute for any subsequent vacancy.

15. CODE OF CONDUCT – BOARD MEMBERS

Board Members shall comply with the following principle statutory and common law duties:

- 15.1** To act honestly and in good faith in the interests of the Association.
- 15.2** To exercise a degree of care, skill, and diligence that a reasonable person in a like position would exercise in the Association's circumstances.
- 15.3** To exercise powers honestly and for the purposes for which they were conferred and not for collateral purposes.
- 15.4** To avoid any actual or potential conflict between their obligations owed to the Association and their personal interests and other duties.
- 15.5** To disclose any material personal interests should these become applicable. Such disclosures must be minuted, and a record presented to the next AGM. Any Board member disclosing a material personal interest must not be present whilst the matter is discussed or voted on.
- 15.6** To keep confidential information obtained, and not to disclose advantage or business opportunities acquired, in the course of that office.

15.7 To prevent insolvent trading by the Association

15.8 To uphold the Constitution, By-laws, Policies & Procedures of WDNA

16. CODE OF CONDUCT – CONVENORS

Convenors shall comply with the following principle statutory and common law duties:

- (i) to act honestly and in good faith in the interests of the Association
- (ii) to exercise a degree of care, skill, and diligence that a reasonable person in a like position would exercise in the Association's circumstances.
- (iii) to exercise powers honestly and for the purposes for which they were conferred and not for collateral purposes.
- (iv) to avoid any actual or potential conflict between their obligations owed to the Association and their personal interests and other duties.
- (v) to keep confidential information obtained, and not to disclose advantage or business opportunities acquired, in the course of that office.
- (vi) to prevent insolvent trading by the Association.

17. POWERS OF THE BOARD

17.1 The Board may exercise all such powers of the Association and carry into effect all such objects of the Association as are not by these articles required to be exercised by the Association in general meeting. Without limiting the generality of the preceding words and in addition to the powers specifically conferred upon it, the Board shall have the power to: -

- 17.1.1 Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and close any such account.
- 17.1.2 Fix the manner in which such banking accounts shall be operated upon and nominate the Board members, any two (2) of four (4), whose signatures or electronic signatures shall be the authority for withdrawal of funds from each account.
- 17.1.3 Fix fees and subscriptions payable by clubs and decide such levies, rates or fines and charges as it deems necessary and advisable and to enforce payment thereof.
- 17.1.4 Adjudicate on all matters brought before it which in any way affects the Association or the game of netball.
- 17.1.5 Cause minutes to be made of all proceedings at meetings of the Board, Annual and Special General Meetings.
- 17.1.6 Determine from time to time the conditions on which and times when members or others may use the premises of the Association or any part thereof.
- 17.1.7 Make, amend, and rescind rulings, By Laws and Policies, consistent with the Constitution.
- 17.1.8 Have the power to form and appoint any subcommittee(s) as required for specific purposes.
- 17.1.9 May at their discretion employ a person or persons to carry out certain duties required by the Association at salaries or remunerations for such period of time, as may be deemed necessary.
- 17.1.10 Should a vacancy occur on the Board due to resignation or death of an executive officer, before the expiry of their term of office, the Board shall:
 - (1) Hold an election within the Board to fill that position for the duration of the term of office.
 - (2) Appoint a substitute for any subsequent vacancy.

17.1.11 Should a vacancy occur on the Board due to resignation or death of any other member; the Board may appoint a substitute who shall hold office until the term of office expires.

17.1.12 Appoint an officer/s or agent of the Board to have custody of the Association's records, documents, and securities.

17.2 All decisions made by the WDNA Board shall be binding on all members provided that at the written request of five (5) members from five (5) separate clubs, the Board shall reconsider such decisions. Any members aggrieved by the final decision of the Board may call a special meeting under the procedure set out in 18.1.2 of this Constitution.

18. MEETINGS

18.1 ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETINGS: -

18.1.1 The Annual General Meeting of the Association shall be no later than the end of the third week in March.

18.1.2 Special General Meetings may be called by the Board or at the request of the President and Association Manager or on the written request of five (5) members of the Association from five (5) separate clubs or 10% of the clubs – whichever is smaller. A delegate from each of the five (5) member clubs must attend the Special General Meeting otherwise the meeting will be declared null and void. Any Special Meetings called as a result of competition issues arising from the AGM must be called within seven (7) days of the AGM, so that the commencement of the season is not affected.

18.1.3 The Association Manager shall give at least fourteen (14) days' notice of the date of the Annual General Meeting and Special General Meetings to each Board member and each member as described in 7.0 of the constitution.

- (1) Notice of the Annual General Meeting shall be accompanied by copies of the Minutes of the previous Annual General Meeting, Annual Report/s, Agenda, Nomination forms for office Bearers and Committees of the Association.
- (2) Notice of Special General Meetings shall set out clearly the business for which the meeting has been called. **No other business shall be dealt with at that Special General Meeting.**

18.1.4 All members may attend the Annual General Meeting and Special General Meetings.

18.1.5 The quorum at the Annual General Meeting and Special General Meetings shall be delegates from one-third of the clubs, disregarding fractions or 60 persons entitled to vote, whichever is the smaller. Should a quorum not be present, at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting, those present and entitled to vote shall form a quorum to discuss business requiring simple majority decisions only

18.1.6 The agenda of the Annual General Meeting shall be:

President's Address

Apologies

Confirmation of Minutes of previous Annual General Meeting

Adoption of Annual Reports

Adoption of Audited Balance Sheet and Statement of Income and Expenditure

Notice/s of Motion for alteration, repeal or addition to the Constitution and By-laws

Recommendations from Board

General Business (Discussion only)

Notice of Fees

Confirmation of Declaration of Interest Register (for viewing if required)

Confirmation of Appointments

Announcement/ Election of New Board

Election of Committees

Appointment of Life Members

Closure

18.1.7 The agenda for a Special Meeting shall be:

President (or representative) address – stating purpose of meeting

Apologies

Presentation of purpose of meeting – discussion and vote if required

Closure

19. VOTING

19.1 VOTING POWERS AT THE ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETINGS:

19.1.1 The President shall have a deliberative vote and in the event of a tied vote, the President shall exercise a casting vote to preserve the status quo i.e. the existing condition.

19.1.2 Each club shall be entitled to one (1) vote. No delegate shall represent more than one club.

19.1.3 All delegates must be a minimum age of 18

19.1.4 Each Board member shall have one (1) vote.

19.1.5 Life members shall have one (1) vote.

19.1.6 No Proxy voting to be permitted.

19.2 METHOD OF VOTING AT ALL MEETINGS:

19.2.1 Voting shall be by voice or show of hands unless a ballot be requested by a person present.

19.2.2 When more nominations are received than required at an AGM, a ballot shall be taken. The ballot shall be a printed voting slip with the names of the candidates, and a tick box option. Members are asked to indicate their voting preference slips to be collected, and tallied by the Association Manager, or previously agreed representative.

19.3 USE OF TECHNOLOGY

19.3.1 The presence of a member at a Board/Committee/Special/AGM meeting need not be by attendance in person but may be via electronic or other means of instantaneous communication.

19.3.2 A member who participates in a Board/Committee/Special/AGM meeting via means of instantaneous communication is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

19.3.3 The Association Manager shall arrange for members to be able to participate in Board/Committee/Special/AGM meetings via means of instantaneous communication provided a minimum of 48 hours' notice is given.

20. COMMITTEES

20.1 Standing committees may be elected at the Annual General Meetings as prescribed in the By-Laws. The prior consent of any nominee to be elected shall be necessary.

20.2 All committee members must be a minimum age of 18.

20.3 The Board shall have power to appoint special standing and ad-hoc committees as required and delegate to such committees such powers as it may deem necessary.

20.4 The Convenor of each special standing or ad-hoc committee shall be appointed by the Board.

20.5 Each committee shall be responsible to the Board through its Convenor who shall cause minutes to be recorded of all meetings and submit written reports to the Board.

20.6 No proxy representatives shall be allowed for any committee member

20.7 A committee member having any direct or indirect pecuniary interest referred to in section 21 and 22 of the Associations Incorporation Act 2015 shall comply with that section.

21. FINANCE

- 21.1 All funds of the Association shall be deposited in the accounts of the Association.
- 21.2 All accounts due by the Association shall be paid by cheque or EFT and the action endorsed at the next Board meeting.
- 21.3 The Association Manager shall keep petty cash, with the consent of the Board, and shall keep a record of expenditure in the Petty Cash Book.
- 21.4 The Board shall cause true accounts to be kept of all monies received and expended and of matters in respect of which such receipts and expenditure take place, and of all properties, assets, and liabilities.
- 21.5 A Statement showing the financial position of the Association shall be tabled at each Board meeting.
- 21.6 For each financial year, the Board must ensure that the requirements imposed on the Association under **Part 5** of the **ACT** relating to the financial statements or financial report of the Association are met.
- 21.7 The Board shall submit to the Annual General Meeting a Statement of Income and Expenditure and a Balance Sheet of Assets and Liabilities. The Auditor's Report shall be attached to such financial report.
- 21.8 A Board or Committee member is entitled to be reimbursed from the funds of the Association for any out-of-pocket expenses incurred in connection with the Associations business.
- 21.9 The Board shall retain its financial records for at least 7 years after the transactions covered by the records are completed.

22. FINANCIAL YEAR

- 22.1 The financial year of the Association shall commence on the 1st day of January, and end on the 31st day of December each year.

23. AUDIT

- 23.1 The Annual General Meeting shall appoint an Auditor or Auditors.
- 23.2 The Auditor/s shall examine and audit all the books and accounts of the Association annually, and have the power to call for all books, papers, accounts, receipts etc. of the Association and report there-on to the Annual General Meeting.

24. COMMON SEAL

The common seal of the Association shall be kept in the care of the Association Manager. The seal shall not be used or affixed to any deed or other document except pursuant to a resolution of the Board and in the presence of at least the President and two members of the Board, both of whom shall subscribe their names as witness.

25. ENFORCEMENT OF CONSTITUTION AND BY-LAWS

- 25.1 The authority of the Association shall extend to and be recognised by any member as defined in clause 7 of the constitution.
- 25.2 The Board shall have power to enquire into, deal with, and adjudicate upon all questions and disputes as to the interpretation of this Constitution and any ruling or By-Law made hereunder, upon any breach or alleged breach of this Constitution, its rulings and By-laws, upon any complaint made to it of misconduct detrimental to the policy interests or welfare of the

Association by any person, member or club. The Board may caution, suspend, fine or otherwise deal with any member, as defined in clause 7 of the constitution, or club concerned.

- 25.3** All enquiries into any Association matter shall be conducted in a fair and impartial manner having regard to the principles of natural justice. All concerned parties shall be entitled to be heard.

26. ALTERATIONS TO CONSTITUTION

- 26.1** The Constitution may only be altered at any Annual General Meeting or Special Meeting called for that purpose and notice of intent to alter the Constitution must be stated as a Special Resolution and given to all members listed on the mailing list at least fourteen (14) days prior to the Annual General Meeting or Special Meeting.
- 26.2** If any affiliated Club wishes to amend the constitution, they must give written notice to the Association Manager not less than twenty-one (21) days prior to the meeting. The written notice must include the Special Resolution and explanation of why the Club would like the change implemented.
- 26.3** The Association Manager shall electronically mail the notice of the Special Resolution to all members listed on the mailing list not less than fourteen (14) days before the meeting.
- 26.4** A Special Resolution to alter the Constitution must be passed by three quarters (3/4) of members present and entitled to vote.
- 26.5** A notice of Special Resolution shall then be lodged with the Commissioner of Corporate Affairs within fourteen (14) days of occurrence.

27. ALTERATION TO BY-LAWS

- 27.1** The By-laws may be altered at any Annual, Special General Meeting or a Board meeting in which proper notice has been given to all Members listed on the mailing list at least fourteen (14) days prior to the relevant meeting.
- 27.2** If the By-law is altered at a Board meeting the By-law remains in force until it is ratified by Members at the next General Meeting of the Association.
- 27.3** At all meetings where the By-law is to be voted upon it must be passed by a majority of votes, but if there is an equality of votes, then the vote is decided in the negative.
- 27.4** If any affiliated Club wishes to alter or add a new By-law then they must give written notice to the Association Manager not less than twenty-one (21) days prior to the meeting. The written notice must include the alteration or addition and must include an explanation of why the Club would like the change implemented.
- 27.5** The Association Manager shall electronically mail to all Members listed on the mailing list, a copy of the proposed alteration or addition recommended from the Club and also include the reason the Club require the change, not less than fourteen (14) days before the meeting.

28. DISSOLUTION CLAUSE

- 28.1** In accordance with the Associations Incorporation act 2015 if on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges, and expenses of that winding up, that property shall be distributed: -
- (a) To another incorporated association having objects similar to those of the Association; or
 - (b) For charitable purposes, which incorporated association or purposes, as the case requires, shall be determined by resolution of the members when authorising and directing the Committee under section 33 (3) of the Associations Incorporation Act 2015 to prepare a distribution plan for the distribution of the surplus property of the Association.

29. INDEMNITY

29.1 This Constitution shall repeal all previous regulations, but except as specifically provided shall not affect any right, duty or liability or any matter or thing done or commenced, acquired or imposed under previous Constitution.