



Venetians Netball Club (Inc.)

# CONSTITUTION

2023

**Venetians Netball Club (Inc.)**

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## 1.0 NAME

- 1.1 The name of the association is Venetians Netball Club (Inc.) (hereinafter referred to as “Venetians”).
- 1.2 Venetians shall be incorporated under the provisions of the Associations Incorporation Act 2015 as a not for profit organisation.

## 2.0 HEADQUARTERS

- 2.1 The headquarters of Venetians shall be within the premises occupied by Wanneroo Districts Netball Association (INC) at Kingsway Sporting Complex, Spectator Drive, Madeley, Western Australia.

## 3.0 COLOURS

- 3.1 The colours of Venetians are navy, white and teal.

## 4.0 DEFINITIONS & INTERPRETATION

- 4.1 In these rules, unless the contrary intention appears:

**Act** means the Associations Incorporation Act 2015;

**Association** means the incorporated association to which these rules apply;

**By-Laws** means by-laws made by Venetians under Rule 19;

**Commissioner** means the Commissioner as defined in the Act;

**Committee** means the management committee of Venetians;

**Committee Meeting** means a meeting of the Committee;

**Committee Member** means person holding a position on the Committee;

**Financial Year** means a period of 12 months from 1 January to 31 December each year;

**General Meeting** means a meeting of Venetians that all Members are entitled to receive notice of and to attend;

**Member** means a person who has satisfied the requirements of Section 7 of this Constitution and is recorded on the register in accordance with Section 8 of this Constitution.

**Officer** means an office holder of Venetians mentioned in Section 10 of this Constitution;

**Player** means a Member who is registered in the books and records of Venetians as being available to play netball as a player in a Venetians’ netball team;

**Policy** means a policy approved by the Committee as a policy of Venetians and includes any policy of an affiliated netball regulatory authority which has been endorsed by the Committee as having application;

**Rules** means the Sections outlined within this Constitution, together with and in conjunction to the associated By-Laws and Policies of Venetians

**Special General Meeting** means a General Meeting other than an Annual General Meeting; and

**Special Resolution** means a resolution passed in accordance with section 51 of the Act.

**Venetians** means Venetians Netball Club (Inc.)

- 4.2 In this document, the following rules of interpretation apply unless the contrary intention appears:
  - (a) headings are for convenience only and do not affect the interpretation of this Constitution;
  - (b) the singular includes the plural and vice versa;
  - (c) words that are gender neutral or gender specific shall include each gender; and
  - (d) a reference to a Rule is a reference to a rule in this Constitution.

## 5.0 OBJECTS OF VENETIANS

5.1 The objects of Venetians are:

- (a) to encourage, promote and deliver the game of netball;
- (b) to participate in organised netball competitions in any age group as may be determined by the Members at a General Meeting or by the Committee;
- (c) to provide an opportunity for players, coaches, umpires and officials to develop their skills;
- (d) to create a club environment that fosters team spirit, the enjoyment of netball and promotes good sporting behaviour;
- (e) to promote the safety, health and wellbeing of Members and those affiliated with Venetians;
- (f) to act in the best interest of its Members to attain these objectives; and
- (g) to be an affiliated member of the recognised governing bodies for netball within the State of Western Australia.

5.2 The property and income of Venetians must be applied solely towards the promotion of the objects or purposes of Venetians and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those objects or purposes.

## 6.0 POWERS

6.1 The Committee may do all things necessary or convenient for carrying out its objectives and purposes of Venetians, and in particular may:

- (a) raise money by registration fees, fundraising, levies, sponsorships and by such other methods as the Committee shall see fit;
- (b) borrow or accept donations or subscriptions for the purpose of acquiring equipment, facilities or property as required for any of the objectives of Venetians;
- (c) purchase, exchange, hire or otherwise acquire property which may be deemed necessary or convenient for any of the objectives of Venetians;
- (d) manage, hold, deal with and dispose of any property of Venetians, including:
  - (i) closing, opening and operating bank accounts;
  - (ii) investing money in any manner the Committee prudentially considers appropriate;
- (e) give security for the discharge of liabilities incurred by Venetians;
- (f) enter into any contract the Committee considers necessary or desirable in furtherance of the objectives and other powers of Venetians; and
- (g) adjudicate on all matters relating to the Rules, the By-Laws, Policies or any disputes between Members or between Venetians and the Members.

6.2 Each and all of the powers specified in Rule 6.1 shall be in no way limited or restricted by reference to or inference from the terms of any other Rule, or by the objects as first mentioned.

## 7.0 MEMBERSHIP

7.1 Subject to Rule 7.2, membership of Venetians is open to the following persons:

7.1.1 Ordinary Members:

- (a) Players who have attained the age of 18 years;
- (b) Parents and guardians of Players under 18 years of age;
- (c) Supporters with "Friends of Venetians" membership status as approved by the Committee;
- (d) Coaches of Venetians' netball teams and training squads;

- (e) Umpires approved by Venetians as representative umpires of Venetians; and
- (f) Persons actively involved in an official capacity in the management and/or administration of Venetians.

7.1.2 Life Members

7.1.3 Associate Members:

- (a) Players under 18 years of age; and
- (b) Sponsors.

7.2 Admission of membership to Venetians is subject to:

- (a) acceptance of the Member application by the Committee;
- (b) timely payment of applicable fees, subscriptions and levies as determined by Venetians; and
- (c) acceptance of and agreement to adhere to the Rules.

7.3 The Committee must determine the registration fee to be paid for membership of Venetians.

7.4 The fees determined under Rule 7.3 may be different for different classes of membership.

7.5 A Member must pay the annual membership fee to the Treasurer, or another person or method authorised by the Committee to accept payments, by the due date determined by the Committee.

7.6 Membership of Venetians continues until the Member:

- (a) gives written notice of Resignation to the secretary; or
- (b) is expelled under Rule 7B; or
- (c) fails to pay any money due to Venetians beyond any period of grace offered by the Committee; or
- (d) dies.

## **7A. MEMBERSHIP RIGHTS AND PRIVILEGES**

7A.1 Ordinary Members are entitled to:

- (a) receive invitations and attend relevant programs and events conducted or endorsed by Venetians;
- (b) be included in Venetians' communications and mailing list;
- (c) attend and speak at General Meetings;
- (d) vote at General Meetings; and
- (e) be considered for election/appointment to the Committee.

7A.2 (a) Life Members are entitled to:

- (i) all rights and privileges of an Ordinary Member;
  - (ii) exemption from registration fees; and
  - (iii) at the discretion of the Committee, discounts to fees payable to attend events and games involving Venetians.
- (b) The Committee may make by-laws relating to the criteria and process for the appointment of Life Members.

7A.3 Associate Members are entitled to:

- (a) attend programs and events conducted or endorsed by Venetians other than those designated for Ordinary and/or Life Members only;
- (b) be included in Venetians' communications and mailing list on request; and
- (c) attend General Meetings, but without having any speaking or voting rights.

## **7B. MEMBERSHIP EXPULSION AND SUSPENSION**

- 7B.1 Subject to these Rules a Member may be suspended or expelled by the Committee from Venetians if the Member has breached the Rules, By-laws or Policies of Venetians or policies and procedures of Netball Australia, Netball WA and Wanneroo Districts Netball Association which have been endorsed by the Committee as applicable to Members.
- 7B.2 Any prospective suspension or expulsion must follow the process outlined in these Rules or any relevant Policy concerning complaint and grievance handling.
- 7B.3 Any prospective suspension or expulsion must be reviewed at the earliest reasonable convenience of the Committee.
- 7B.4 The Committee must give prior written notice to the Member outlining particulars of the conduct of the Member and inviting the Member to show cause why the membership of the Member should not be suspended or expelled. The Member must be given a reasonable opportunity to present the Member's position in writing and, at the discretion of the Committee reasonably exercised, in person prior to the Committee deliberating on the matter.
- 7B.5 The Committee may resolve to suspend or expel the membership of the Member and must, forthwith after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.
- 7B.6 A Member who is suspended or expelled under this Rule must, if he or she wishes to appeal against that suspension or expulsion, provide written notice to the Secretary of his or her intention to do so within 14 days of receiving notice of the decision to suspend or expel.
- 7B.7 An appeal by a Member under Rule 7B.6 is to be referred to the next General Meeting for consideration by the Members. The appellant shall be entitled to submit his or her case in writing, limited to 1,000 words only and subject to the Committee's right to redact any inappropriate or divisive language therein, and such written material shall be distributed with notice of that General Meeting, provided it is received by the Secretary within a reasonable time before notice of that meeting is despatched to Members. After considering the matter, the Members may resolve to uphold or dismiss the appeal.
- 7B.8 Pending determination on appeal under Rule 7B.7, the relevant Member's membership remains expelled or suspended as determined by the Committee under Rule 7B.5.

## **8.0 REGISTER OF MEMBERS**

- 8.1 The Registrar, or another person authorised by the Committee, shall keep and maintain a register of Members.
- 8.2 The register of Members shall be kept at such place approved of by the Committee and managed via a database.
- 8.3 Members must provide either a postal address or a residential or email address as a form of contact. Members may not use a "care of" address.
- 8.4 The Registrar shall delete Member information from the register upon termination of membership.
- 8.5 Any Member may inspect the register and may request a copy of, or an extract from, the register but is not entitled to remove the register for that purpose. Venetians may charge a fee to produce the requested copy or extract. A Member who requests a copy of, or an extract from, the register must submit a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of Venetians.

## **9.0 OFFICER AND COMMITTEE APPOINTMENTS**

- 9.1 The Officers and Committee Members of Venetians shall be elected at the Annual General Meeting, or appointed under Rule 11.6.

## 10.0 OFFICERS

10.1 The following are the officer holders of Venetians:

- (a) the President;
- (b) the Vice-President;
- (c) the Secretary;
- (d) the Treasurer; and
- (e) the Registrar.

## 11.0 COMMITTEE

11.1 Management of Venetians shall be vested in the Committee elected or appointed and consists of:

- (a) the President;
- (b) the Vice-President;
- (c) the Secretary;
- (d) the Treasurer;
- (e) the Registrar; and
- (f) not less than three (3) other Committee Members.

11.2 A person is eligible to be an Officer or a Committee Member if the person is:

- (a) an individual who has reached 18 years of age; and
- (b) an Ordinary Member or a Life Member;
- (c) not a person to whom Rule 11.3 applies.

11.3 A person is not eligible to be an Officer or a Committee Member if the person is:

- (a) a person who is bankrupt or whose affairs are administered under insolvency laws; or
- (b) a person who has been convicted of:
  - (i) an indictable offence in relation to the promotion, formation or management of a body corporate; or
  - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
  - (iii) an offence under Part 4 Division 3 or section 127 of the Act.

11.4 A person shall only hold one office holder position on the Committee.

11.5 Each Committee Member is elected to hold office until the positions on the Committee are declared vacant at the next Annual General Meeting.

11.6 Upon a mid-term vacancy from the Committee arising, for whatever reason, the Committee may appoint an eligible Member to hold the position as a casual appointee until the next General Meeting.

## 12.0 ELECTION AND TENURE OF OFFICERS AND COMMITTEE MEMBERS AND PROCEEDINGS AT COMMITTEE MEETINGS

12.1 Election of Officers and Committee Members

- (a) The Secretary must send written notice to all Members calling for nominations for election an Officer or Committee Member and stating the date by which nominations must be received by the Secretary.
- (b) Subject to Rule 12.1(d), any nomination for election as an Officer or Committee Member must be received by the Secretary by the date stipulated.

- (c) A Member who wishes to be considered for election must nominate for election by sending written notice of the nomination to the Secretary nominating the relevant position being nominated for. The written notice must include a statement by another Member in support of the nomination.
- (d) Officers and Committee Members are elected at the Annual General Meeting. If there is no nomination for a position, the Chairperson of the meeting may call for nominations from eligible Members at the meeting.
- (e) If only one Member has nominated for a position, the Chairperson of the meeting must declare the Member elected to the position.
- (f) If more than one Member nominates for a position, details of the Members who have been nominated will be advised to the voting Members present at the meeting and those Members may then vote in accordance with voting procedures.
- (g) On the election of the President, that person may take over as Chairperson of the meeting.

#### 12.2 Resignation and removal from office

- (a) An Officer or Committee Member may resign from office or the Committee by written notice given to the Secretary or the President.
- (b) The resignation takes effect when the notice is received by the Secretary or President or at such later date if a later date is stated in the notice.
- (c) At a General Meeting, with written notice of the proposed resolution being duly given with the notice of meeting, Members may resolve to remove an Officer or Committee Member from office, and to elect an eligible Member to fill the vacant position.
- (d) A person ceases to be an Officer or Committee Member if the person:
  - (i) becomes ineligible to accept an appointment or act as an Officer or Committee Member due to failure to comply with the Rules and/or By-Laws and/or Policies; or
  - (ii) becomes permanently unable to act because of health reasons; or
  - (iii) fails to attend three consecutive Committee Meetings of which the person has been given notice without bona fide reason having been notified to the Committee that the person will be unable to attend.

12.3 Where a person ceases to be an Officer or a member of the Committee that person is required, as soon as practicable after such cessation, to deliver to the Secretary or President all relevant documents and records they hold pertaining to the management of Venetian's affairs.

12.4 The Committee may continue to act despite any vacancies in positions.

12.5 The date, time and place of Committee Meetings must be determined by the Committee Members as soon as practicable after the Annual General Meeting. Special Committee Meetings may be convened by the President or any two Committee Members.

#### 12.6 Procedure and order of business

- (a) The President, or in the absence of the President the Vice-President, or in the absence of both the President and the Vice-President a nominated Committee Member, must preside as Chairperson of each Committee Meeting.
- (b) Committee Meetings will follow a standard order of business as determined by the Committee. Any business that has not been described in the notice may be conducted at the meeting if the Committee Members at the meeting agree to treat that business as urgent.
- (c) Any Member may attend and speak at a Committee Meeting by invitation of the Committee, however that Member will have no right to any documents circulated at the meeting and cannot vote on any matter that is to be decided at the meeting.



### 12.7 Material personal interests of Committee Members

- (a) Members must declare any prospective material personal or financial conflicts of interests when nominating for a position on the Committee.
- (b) A Committee Member who has a material personal or financial interest in a matter being considered at a Committee Meeting must as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee.
- (c) A Committee Member who has a material personal or financial interest in a matter being considered at the Committee Meeting must not be present while the matter is being considered and must not vote on the matter.
- (d) The Secretary must record every disclosure made by a Committee Member of a material personal or financial interest in a register of interests as well as in the minutes of the Committee Meeting at which the disclosure is made. A record of material personal or financial interests may be reviewed by the Committee and is to be made available for inspection by the Members at each General Meeting.

### 12.8 Use of technology to be present at Committee Meetings

- (a) The presence of a Committee Member at a Committee Meeting need not be by attendance in person but may be by that Committee Member and each other Committee Member at the meeting being simultaneously in contact by telephone, computer or other means of instantaneous communication.
- (b) Any Committee Member participating in a Committee Meeting via telephone, computer or other means of instantaneous communication is entitled to a vote during that meeting should a vote be required.

### 12.9 Proceedings of the Committee

- (a) The Committee must meet together for the dispatch of business not less than six times in each Financial Year (unless extraordinary circumstances intervene).
- (b) Subject to any conflict of interest each Committee Member has a deliberative vote.
- (c) A motion put forward must be decided by a simple majority of votes and if there is no majority, the person presiding at the Committee Meeting will not have a casting vote in addition to his or her deliberative vote.
- (d) At a Committee Meeting 50% of the number of Committee Members are required to constitute a quorum.

### 12.10 Minutes of Committee Meetings

- (a) The Committee must ensure that minutes are taken and kept for each Committee Meeting. The minutes must at least record the following:
  - (i) the names of the Committee Members present at the meeting;
  - (ii) the name of any other person attending the meeting;
  - (iii) the business considered at the meeting; and
  - (iv) any motion on which a vote is taken at the meeting and the result of the vote.
- (b) The minutes of a Committee Meeting must be entered in Venetian's electronic file storage within 30 days after the meeting is held.
- (c) The minutes of the previous Committee Meeting must be approved as a fair and correct record at each meeting, and they are, until the contrary is proven, prima facie evidence that:
  - (i) the meeting to which the minutes relate was duly convened and held; and
  - (ii) the matters recorded as having taken place at the meeting took place as recorded; and
  - (iii) any appointment purportedly made at the meeting was validly made.

### 12.11 Subcommittees and Subsidiary Offices

- (a) The Committee may, in writing, do either or both of the following:
  - (i) appoint one or more sub-committees; and
  - (ii) create one or more subsidiary office and appoint a Member to that office.
- (b) A sub-committee may consist of any number of Members that the Committee considers appropriate.
- (c) Subject to any directions given by the Committee and the terms of reference of any sub-committee:
  - (i) a sub-committee may meet and conduct business as it considers appropriate; and
  - (ii) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

## 13.0 POWERS AND DUTIES OF THE COMMITTEE

- 13.1 The Committee may exercise all such powers of Venetians and carry into effect all such objectives of Venetians as are not by these Rules, the By-laws and the Policies required to be exercised at a General Meeting. Without limiting the generality of the preceding words, and in addition to the powers specifically conferred upon it, the Committee shall have the power to:
- (a) administer the finances of Venetians, appoint bankers, open bank accounts for specific purposes, transfer funds from one account to another and close any such bank account;
  - (b) fix the manner in which such bank accounts shall be operated upon and nominate the Members, being any two (2) of four (4) nominated Committee Members, whose signatures shall be authority for the withdrawal or transfer of funds from each account, and to sign cheques and approve payments;
  - (c) fix fees payable by Members and to decide such levies, fines and charges as deemed necessary and advisable, and to enforce payment thereof;
  - (d) adjudicate on all matters brought before it, which in any way affects Venetians or the game of netball;
  - (e) record minutes at all meetings of the Committee and at all General Meetings;
  - (f) create, approve and amend by-laws and policies relating to these Rules and their administrative application to the affairs of Venetians; and
  - (g) form, appoint and determine terms of reference for any sub-committee(s) as required for specific purposes determined by the Committee.
- 13.2 All decisions within the powers conferred by these Rules made by the Committee shall be binding.
- 13.3 Each Officer and/or Committee Member must abide by the guidelines and responsibilities as outlined in any applicable Position Descriptions in the By-Laws.
- 13.4 There must be no payment to a Committee Member out of the funds of Venetians other than:
- (a) reimbursement of a payment made by a Committee Member on behalf of Venetians where the payment is authorised by a resolution of Venetians; or
  - (b) a payment for any service rendered to Venetians by a Committee Member in a professional or technical capacity, other than in the capacity as a Committee Member, where payment is authorised by a resolution of Venetians.

## 14.0 GENERAL MEETINGS

### 14.1 Annual General Meetings

- (a) An Annual General Meeting of Venetians shall occur within three (3) months of the end of the Financial Year.

- (b) Members shall be given at least 21 days' notice via email of an Annual General Meeting if a Special Resolution is to be proposed at the meeting or at least 14 days' notice of an Annual General Meeting in any other case.
- (c) Notice of an Annual General Meeting shall be accompanied by minutes of the previous Annual General Meeting, the meeting agenda, finance report, nomination forms for Officers and Members of the Committee, a proxy form and details of any proposed alterations or additions to the Constitution.
- (d) The number of Members required to constitute a quorum at an Annual General Meeting shall be 30 Ordinary Members then entitled to exercise a vote at the Annual General Meeting.
- (e) If a quorum is not attained within thirty (30) minutes from the appointed time for the commencement of the meeting, the meeting may be adjourned for a minimum period of 7 days by a majority of votes of the Members attending in person or by proxy but no other business may be transacted at that time.

#### 14.2 Special General Meetings

- (a) Special General Meetings may be called at:
  - (i) the discretion of the Committee; or
  - (ii) the written request of 20% of Ordinary Members;
- (b) Members shall be given at least 21 days' notice via email of a Special General Meeting if a Special Resolution is to be proposed at the meeting or at least 14 days' notice in any other case;
- (c) Notice of a Special General Meeting shall set out clearly the business for which the meeting has been called and no other business shall be dealt with at that Special General Meeting;
- (d) The number of Members required to constitute a quorum at a Special General Meeting shall be 30 Ordinary Members then entitled to exercise a vote at the Special General Meeting; and
- (e) If a quorum is not attained within thirty (30) minutes from the appointed time for the commencement of the meeting, the meeting may be adjourned for a minimum period of 7 days by a majority of votes of the Members attending in person or by proxy but no other business may be transacted at that time.

#### 14.3 Minutes

- (a) Minutes must be kept of all proceedings of General Meetings and those minutes must be entered in Venetians electronic file storage within 30 days after the meeting is held.
- (b) The minutes must be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of a subsequent meeting at which they are approved.

### 15.0 VOTING AT GENERAL MEETINGS

#### 15.1 Method of voting at General Meetings shall be conducted via:

- (a) a vote by the Members present in person or by proxy indicating their agreement or disagreement or by a show of hands; or
- (b) a ballot vote if requested by the meeting chair or by any 2 Members.

#### 15.2 Voting at General Meetings is such that:

- (a) on any question arising at a General Meeting, each Ordinary and Life Member has one vote;
- (b) except in the case of a Special Resolution, a motion is carried if a majority of the voting Members present at the General Meeting vote in favour of the motion;
- (c) if votes are divided equally on a question, the chairperson of the meeting does not have a second or casting vote;
- (d) a Special Resolution is passed if approved by at least 75% of Members present and voting in person or by proxy at the Meeting;

- (e) a Member may appoint in writing, an individual who is a Member as a proxy to exercise any vote and speak on their behalf at a General Meeting;
- (f) parents and guardians of a Player under 18 years of age are only entitled to a single vote in respect of each associated Player under 18 years of age;
- (g) a person may not be a proxy for more than five Members;
- (h) the appointment of a proxy must be made in writing using the proxy form provided with the General Meeting notification and signed by the Member making the appointment. The Member appointing the proxy must give directions as to how the proxy is to vote on his or her behalf; and
- (i) the proxy must be given to the Secretary no later than 24 hours before the commencement of the meeting for which the proxy is appointed.

## 16.0 GRIEVANCE

- 16.1 The Venetians' grievance procedure applies to disputes under these Rules between:
- (a) Members; or
  - (b) one or more Members and Venetians.
- 16.2 Any Member may lodge a grievance in writing to the Secretary. The parties involved in the dispute must, in good faith, attempt to settle the dispute by mediation within fourteen (14) days.
- 16.3 A mediator may be mutually agreed upon by all parties to the grievance including the Committee.
- 16.4 If the grievance is not settled by mediation within fourteen (14) days, the Committee may constitute a grievance sub-committee to include the President (or Vice-President if the grievance is related to the President) and two (2) other Committee Members. In the absence of a discrete sub-committee being constituted the Committee will act as the grievance sub-committee.
- 16.5 If the grievance is not settled by mediation within fourteen (14) days, the Member who has lodged the grievance must provide written submissions to the grievance sub-committee within a further seven (7) days.
- 16.6 The grievance sub-committee shall meet with the relevant Member(s) within fourteen (14) days of the receipt of any written submission to discuss the matter.
- 16.7 The relevant Member(s) shall be entitled to attend and be heard at any grievance hearing but shall not be entitled to vote at the grievance hearing.
- 16.8 The Secretary shall inform the parties concerned of the decision of the grievance sub-committee.
- 16.9 The decision of the grievance sub-committee shall be final.
- 16.10 The Committee reserves the right to refuse to deal with matters that are considered malicious, frivolous or without reasonable substantiation.

## 17.0 INSPECTION OF RECORDS

- 17.1 A Member may at any reasonable time inspect without charge the books, documents, records and securities of Venetians subject to the same qualifications as apply to Rule 8.5.

## 18.0 FINANCES

- 18.1 All funds of Venetians shall be deposited in the accounts of Venetians.
- 18.2 All money payable to Venetians shall be paid by cash, cheque or electronic funds transfer and all payments are to be recorded at the next Committee Meeting.
- 18.3 The Committee shall cause 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 property, assets and liabilities of Venetians.
- 18.4 A statement showing the financial position of Venetians shall be tabled at each Committee Meeting.

- 18.5 The Committee shall submit to the Annual General Meeting a statement of income and expenditure and a balance sheet of assets and liabilities.

## 19.0 CONSTITUTION, BY-LAWS AND POLICIES

- 19.1 Enforcement of the Constitution, By-Laws and Policies is such that:
- (a) these Rules bind every Member and Venetians to the same extent as if every Member and Venetians had signed and sealed these Rules and agreed to be bound by all their provisions;
  - (b) all enquiries into any Committee matter shall be conducted in a fair and impartial manner having regard to the principles of natural justice;
  - (c) By-Laws may provide definition to the Rules, and to the obligations, restrictions and reporting obligations of the Members, and to provide for any other matter the Committee considers necessary or convenient to be dealt with in the By-Laws; and
  - (d) Members may alter or rescind these Rules, or make Rules additional to these Rules, in accordance with the procedure set out in the Act and this Constitution.
- 19.2 The Constitution may be altered, rescinded or added to only by Special Resolution at a General Meeting.
- 19.3 Twenty one days before the General Meeting, written notice of the proposed Special Resolution and the wording of the proposed Special Resolution must be given to each Member.
- 19.4 If the Special Resolution is passed, the Secretary must take all steps necessary for Venetians to comply with the Act.
- 19.5 The alterations to the Constitution shall take effect upon lodgement of the required documents with the Commissioner in compliance with the Act.
- 19.6 Alterations to the By-Laws and/or Policies may occur at a Committee Meeting and the alteration can be passed by a majority of votes at that Committee Meeting.
- 19.7 Alterations to the By-Laws and/or Policies must be circulated to Members and loaded on to the Venetians' website within 7 days of being approved by the Committee.
- 19.8 The Constitution, By-Laws and Policies of Venetians are subject to and incorporate all mandatory legislation, regulations, by-laws, public health orders and directions and other requirements implemented or imposed by Federal, State or local governments (as varied from time to time) ("Mandatory Obligations") and the Members shall comply with and observe all such Mandatory Obligations at all times.

## 20.0 EXECUTING DOCUMENTS AND COMMON SEAL

- 20.1 Venetians may execute a document without using a common seal if the document is signed by
- (a) two (2) Committee Members; or
  - (b) one (1) Committee Member and a person authorised by the Committee.
- 20.2 Any Common Seal for Venetians must remain in the custody of the President. The Seal must be used only by the authority of the Committee. Every instrument to which the Seal is affixed must be signed by the President or the Vice-President and countersigned by a Committee Member.

## 21.0 DISSOLUTION OF VENETIANS

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

## **22.0 TRANSITIONAL**

- 22.1 This Constitution repeals all previous versions, but unless stated to the contrary, shall not affect any accrued right, duty or liability of any matter or thing done or commenced, acquired or imposed under previous versions of this Constitution.

**END**