

Australian Capital Territory  
Associations Incorporation Act 1991

**CONSTITUTION AND RULES**  
**OF**  
**TUGGERANONG UNITED FOOTBALL CLUB INCORPORATED**

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## **1. Preamble**

- 1.1. The Club exists to deliver high performance football programs that achieve results through development, community football programs that encourage participation and enjoyment, whilst preserving a passionate club culture.
- 1.2. The Club acknowledges its predecessors Kambah United Soccer Club, Wanniasa Tigers Soccer Club, Tuggeranong United Junior Soccer Club, Tuggeranong United Womens Soccer Club and Tuggeranong United Soccer Club-Seniors.

## **2. Interpretation**

- 2.1. In this constitution and rules unless the context otherwise requires:
  - 2.1.1. "general meeting" means an annual general meeting or special general meeting convened in accordance with these rules.
  - 2.1.2. "Representative" means the person or persons appointed from time to time in accordance with these Rules to represent the Club at meetings or events, including on bodies established by the ACT Football Federation Incorporated (trading as Capital Football).
  - 2.1.3. "the Management Board" means the Management Board Constituted in accordance with these rules.
  - 2.1.4. "the Club" means the Tuggeranong United Football Club Incorporated.
  - 2.1.5. "Football Talent" means coaches, managers and players.
  - 2.1.6. "the player market" means the pool of professional football talent within which the professionally based football clubs trade.
  - 2.1.7. Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Legislation Act 2001 as amended from time to time.

## **3. Name**

- 3.1. The name of the association shall be Tuggeranong United Football Club Incorporated.

## **4. Objects and Purposes**

The objects and purposes of the Club are to:

- 4.1. Establish and maintain successful football teams in Capital Football competitions for players of all ages and abilities and both genders.
- 4.2. Foster and encourage the movement of talent to representative and professional levels of football.
- 4.3. Be the leading football club representing the Tuggeranong Valley.
- 4.4. Promote and foster participation in the sport of football, particularly in the Tuggeranong Valley.
- 4.5. Promote social intercourse amongst members and conduct sporting or recreational activities for the benefit of members; and
- 4.6. All other things associated with the above objects consistent with these rules.

## **5. Powers**

The Club shall have the following powers—

- 5.1. to affiliate and liaise with other organisations which further the objects and purposes of the Club;
- 5.2. to undertake activities which the Board or members deem appropriate for the purposes of raising funds or furthering the objects and purposes of the Club;
- 5.3. to accept gifts, donations or subscriptions for any of the objects or purposes of the club;
- 5.4. to borrow or raise money in such a manner as the Board may think fit and to secure the repayment of money so raised or borrowed;
- 5.5. to buy, sell, supply and deal in goods and equipment for provisions required by the Club or by members or persons participating in the activities of the Club;
- 5.6. to print and publish newsletters or documents that the Board or members consider will promote the objects and purposes;
- 5.7. to arrange, promote and conduct social activities;
- 5.8. to acquire property which may be deemed necessary to achieve the objects or purposes of the Club;
- 5.9. to construct, maintain and alter buildings and undertake work necessary or convenient for any of the objects or purposes of the Club;
- 5.10. to invest the funds of the Club in a manner that the Board determines;
- 5.11. To contract players, coaches and managers to advance the objects of the Club; and
- 5.12. to do all such things not inconsistent with the above to achieve the objects or purposes of the Club.

## **6. Income and Property of the Club**

- 6.1. The income and property of the Club, however derived, shall be applied solely towards the furthering of the objects and purposes of the Club and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise to any un-contracted member of the Club
- 6.2. The Club shall not:
  - 6.2.1. Appoint a person who is an elected member of the Management Board to any office under the control of the Club to the holder of which there is payable any remuneration by way of salary, fees or allowances; and
  - 6.2.2. Pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- 6.3. Nothing in the foregoing provisions of the rule prevents the payment in good faith to a servant or member of the Club of:
  - 6.3.1. remuneration in return for services actually rendered to the Club by the servant or member or for goods supplied to the Club by the servant or member in the ordinary course of business,
  - 6.3.2. interest at a rate not exceeding the Commonwealth Savings Bond Rate on moneys lent to the Club by the servant or member, or
  - 6.3.3. a reasonable and proper sum by way of rent for premises let to the Club by the servant or member.

## **7. Liability of Members**

A member of the Club shall not be liable to contribute towards the payment of the debts and liabilities of the Club, or towards the costs, charges and expenses of a winding-up of the Club.

## **8. Membership**

- 8.1. The membership of the Club shall be open to:
  - 8.1.1. persons who are eligible to be registered as a player of the Club, and
  - 8.1.2. any person interested in participating in the work of the Club.
- 8.2. There will be the following classes of membership
  - 8.2.1. Honorary Life Members
  - 8.2.2. Honorary Members
  - 8.2.3. Ordinary Members
  - 8.2.4. Junior Members
- 8.3. An honorary Life Member is described at Rule 9.
- 8.4. An Honorary Member is a member determined by the Board on the basis of deeds or actions of substantial benefit to the Club. Such members have full membership rights for the period they are determined by the Board to be honorary members.
- 8.5. An Ordinary Member is a member whose application for ordinary membership has been approved by the Board subject to these Rules.
- 8.6. A Junior Member is a registered player under the age of 16 years. One parent or guardian of a junior member may exercise the right of that junior member to attend general meetings of the association or to vote at such meetings until that junior member reaches the age of 16 years. Such parent or guardian is not a member by reason of the exercise of such rights on behalf of a junior member, though he or she may be a member in his or her own right.
- 8.7. An application for membership shall be in a form approved by the Management Board and shall be accompanied by an amount equal to the amount of the subscription if any for the time being determined in accordance with these rules.
- 8.8. The Management Board may grant or refuse membership in its absolute discretion. If an application is not approved the amount of subscription if any shall be returned to the applicant without interest.
- 8.9. Upon an application for membership being approved the applicant's name shall be entered in a register of members in a form approved by the Management Board, whereupon the applicant becomes a member of the Club.
- 8.10. A members of the Club may, at any time, resign from the Club by delivering or sending by post or electronic mail to the Secretary a written notice of resignation. Upon receipt of the notice by the Secretary the member ceases to be a member.
- 8.11. A member of the club shall cease to be a member if he/she does not renew his/her membership and pay the amount of annual subscription, if any, prior to the commencement of the official playing season in each year as determined from time to time by the Management Board.
- 8.12. A right, privilege or obligation of the person by virtue of his/her membership of the Club is not capable of being transferred or transmitted to another person and terminate upon the cessation of his/her membership.
- 8.13. The Club or individual member shall not accept any responsibility for the safety or well-being of any member and every member engages in any activity in connection with the Club's affairs entirely at his/her own risk.

## **9. Honorary Life Membership**

- 9.1. Members of the Club may, at the Annual General Meeting (AGM), elect to life membership of the Club any person who they desire to recognise as having rendered special service to the Club or who has made a special contribution to the advancement of the Club, being a person who has been directly associated with the activity engaged in promoting the aims of the Club.
- 9.2. Honorary life members will be considered to be a financial member of the Club.
- 9.3. Individuals previously elected to life membership of Kambah United Soccer Club, Wanniasa Tigers Soccer Club, Tuggeranong United Soccer Club, Tuggeranong United Football Club - Juniors, Tuggeranong United Women's Soccer Club, Tuggeranong United Football Club- Seniors and any other predecessors to the Club will be recognised as life members of the Club.

## **10. Disciplining of members**

- 10.1. If the Management Board is of the opinion that a member—
  - 10.1.1. has persistently refused or neglected to comply with a provision of these rules; or
  - 10.1.2. has persistently and willfully acted in a manner prejudicial to the interests of the Club; the Management Board may, by resolution—
  - 10.1.3. expel the member from the Club; or
  - 10.1.4. suspend the member from the rights and privileges of membership of the Club that the Management Board may decide for a specified period.
- 10.2. This Section does not limit the Management Board's ability to suspend a player from playing for disciplinary reasons, without removing their membership, and to delegate that ability to coaching staff or sub committees.
- 10.3. A resolution of the Management Board under subsection (1) is of no effect unless the Management Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection (3), confirms the resolution in accordance with this section.
- 10.4. If the Management Board passes a resolution under subsection (1), the secretary must, as soon as practicable, serve a written notice on the member—
  - 10.4.1. setting out the resolution of the Management Board and the grounds on which it is based; and
  - 10.4.2. stating that the member may address the Management Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
  - 10.4.3. stating the date, place and time of that meeting; and
  - 10.4.4. informing the member that the member may do either or both of the following:
  - 10.4.5. attend and speak at that meeting;
  - 10.4.6. (submit to the Management Board at or before the date of that meeting written representations relating to the resolution.
- 10.5. Subject to the Act, section 50, at a meeting of the Management Board mentioned in subsection (2), the Management Board must—
  - 10.5.1. give to the member mentioned in subsection (1) an opportunity to make oral representations; and
  - 10.5.2. give due consideration to any written representations submitted to the Management Board by that member at or before the meeting; and
  - 10.5.3. by resolution decide whether to confirm or to revoke the resolution of the Management Board made under subsection (1).
- 10.6. If the Management Board confirms a resolution under subsection (4), the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 10.
- 10.7. A resolution confirmed by the Management Board under subsection (4) does not take effect—
  - 10.7.1. until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
  - 10.7.2. if within that period the member exercises the right of
  - 10.7.3. appeal—unless and until the Club confirms the resolution in accordance with section 10 (4).

## **11. Right of appeal of disciplined member**

- 11.1. A member may appeal to the Club in general meeting against a resolution of the Management Board that is confirmed under section 9 (4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 11.2. On receipt of a notice under subsection (1), the secretary must notify the Management Board which must call a general meeting of the Club to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.
- 11.3. Subject to the Act, section 50, at a general meeting of the Club called under subsection (2)—
  - 11.3.1. no business other than the question of the appeal may be transacted; and
  - 11.3.2. the Management Board and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - 11.3.3. the members present must vote by secret ballot on the question of whether the resolution made under section 9 (4) should be confirmed or revoked.
- 11.4. If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 9 (4), that resolution is confirmed.

## **12. Subscriptions**

- 12.1. The amounts of subscription for membership and for registration of a person as a player shall be determined by the Management Board for each year taking account of the recommendations of members and sub committees.
- 12.2. For the purposes of these rules, the amount of subscription for the registration of a person as a player shall be deemed to include the amount of subscription for membership of that person.

## **13. Management**

The management of the Club shall be vested in a management Board which shall:

- 13.1. Control and manage the business and affairs of the Club;
- 13.2. Subject to these rules, exercise all such powers and function as may be exercised by the Club other than those powers and function that are required by these rules to be exercised by general meetings of members of the Club;
- 13.3. Subject to these rules, have power to perform all such acts and things as appear to the Board to be essential for the proper Management of the business and affairs of the Club; and
- 13.4. Determine the duties of the members and officers of the Board consistent with the nature of the office to which they are appointed.

## **14. Management Board**

14.1. The Board shall consist of:

14.1.1. The office bearers of the Club; and up to 5 board members of the Club all of whom will be elected at the annual general meeting of the Club for two year terms.

14.1.2. at the annual general meeting following the first year of the implementation of the Club, half the members of the Board to retire shall be the president and treasurer from the executive, plus every second ordinary board member from a list in alphabetical order of family name commencing with "A" of all ordinary members (ie the first person on the alphabetical list does not retire at the end of the first year).

14.1.3. At each subsequent annual general meeting, half the members of the Board shall retire by selection from the list of current board members ordered first by longest period of time since the members last election to the board then alphabetically by the members registered second name then by the members registered first name.

14.1.4. Should the number of Board members be an odd number, the amount of members to retire shall be rounded up.

14.2. The executive members of the Club shall consist of:

14.2.1. President

14.2.2. Vice-President

14.2.3. Secretary and

14.2.4. Treasurer

14.3. Each member of the Management Board shall hold office until the conclusion of the annual general meeting that marks the end of their term, subject to sub rules 14.1.2-4, but is eligible for re-election.

14.4. If there is a vacancy in the membership of the Board, the Board may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of their appointment.

## **15. Election of Management Board**

15.1. Nominations of candidates for the election of officers of the Management Board may be made in writing or orally by any member of the Club with the written or oral consent of the candidate at the annual general meeting.

15.2. If insufficient nominations are received or the number of nominations received is equal to the number of positions to be filled the persons nominated shall be deemed to be elected.

15.3. If the number of nominations received exceeds the number of positions to be filled or if more than one nomination is received for any one position, a ballot shall be conducted at the annual general meeting in such usual and proper manner as the Chairperson of the meeting may direct.

## **16. Vacation of Office**

16.1. For the purposes of these rules, the office of any member of the Management Board becomes vacant if the member:

16.1.1. resigns his/her office by written notice signed by him/her and addressed to the Secretary of the Club;

16.1.2. ceases to be a member of the Club;

16.1.3. fails to pay all arrears of subscriptions due by him/her within fourteen days after he/she has received a notice in writing signed by the Secretary stating that he/she has ceased to be a financial member of the Club; or

16.1.4. votes as a member of the Management Board in respect of any contract in which he/she is financially interested.

16.2. The position of any members of the Management Board absent from three consecutive meetings without being granted a leave by the Board may be declared vacant at the discretion of the Board.

16.3. Any elected or appointed member of the Management Board may be removed from office by resolution of the members of the Club passed at a Special General Meeting.

## **17. Meetings of Management Board**

17.1. The Management Board shall meet at such place and at such times as the Board may determine but shall meet at least once in each period of two months during the Official playing season.

17.2. Special meetings of the Management Board may be convened by the President or any four of its members. Notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted, at least 24 hours prior to such meetings.

17.3. At meetings of the Management Board the President shall act as Chairperson of the meeting. In the absence of the President the members present shall elect a Chairperson. Questions arising at a meeting of the Management Board shall be determined by a majority of votes on a show of hands. Each member, including the Chairperson, shall be entitled one vote and in the event of an equality of votes on any question, the Chairperson shall have a casting vote.

## **18. Sub Committees**

The Management Board may appoint sub-committees for such purposes as the Management Board directs and a sub-committee shall report to the Management Board at such times and in such manner as the Management Board directs.

## **19. Disclosure of Interest**

19.1. A member of the Management Board who is interested in any contract or arrangement made or proposed to be made with the Club shall disclose his/her interest at the first meeting of that Board at which the contract or arrangement is first taken into consideration, if his/her interest then exists, or, in any other case, at the first meeting of the Board after the acquisition of his/her interest.

19.2. No member of the Management Board shall vote as a member of the Board in respect of any contract or arrangement in which he/she is interested and if he/she does so vote his/her vote shall not be counted.

## **20. Accounting Records**

20.1. The Treasurer shall keep accounting records in such form as the Management Board may direct of.

20.1.1. all sums of money received and expended by the Club and the matters in respect of which the receipt of expenditure takes place; and

20.1.2. the assets and liabilities of the Club.

20.2. The accounting records shall be kept in such manner as will enable true and fair accounts of the Club to be prepared from time to time and the accounts of the Club to be conveniently and properly audited.

20.3. Subject to any reasonable restrictions as to time and manner of inspecting them that may, from time to time be imposed by the Club, the accounting records shall be open to the inspection of the members of the Club.

20.4. The accounting records shall be kept in such place or places as the Management Board from time to time determine.

## **21. Banking Finance**

21.1. The Treasurer shall, on behalf of the Club, receive all moneys paid to the Club and upon receipt issue special receipts therefore.

21.2. The Management Board shall cause to be opened with such banks as it selects, banking accounts in the name of the Club into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof,

21.3. Except with the authority of the Management Board, no payment shall be made from the funds of the Club otherwise than by cheque or electronic transfer drawn on the Club's bank account, but the Management Board may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Management Board may impose.

21.4. No funds shall be drawn on the Club's bank account except for the payment of expenditure that has been authorised by the Management Board.

21.5. All cheques or electronic transfers drawn on the Club's bank account shall be signed or otherwise electronically authorised by two officers of the Management Board as the Board shall from time to time determine, provided that those two officers are not members of the same family.

## **22. Auditor**

22.1. At each annual general meeting of the Club the members shall appoint a person, not being a member of the Board, servant or Public Officer of the Club, as the auditor of the Club.

22.2. A person so appointed shall hold office until the annual general meeting next after that at which he/she is appointed, and is eligible for re-appointment.

22.3. If an appointment is not made at an annual general meeting the Management Board shall appoint an auditor of the Club for the then current financial year.

22.4. If a casual vacancy occurs in the office of auditor during the course of a financial year the Management Board may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding annual general meeting.

22.5. Nominations for appointment as auditor may be made orally at an annual general meeting.

## **23. Audit of Accounts**

23.1. The Management Board shall, at least once each financial year, cause the financial affairs of the Club to be audited by the person appointed as auditor of the Club in accordance with these rules, and shall prepare or cause to be prepared a balance-sheet setting out the assets and liabilities of the Club.

23.2. The Treasurer shall cause to be delivered to the auditor the accounts, books and accounting records of the Club.

23.3. The auditor:

23.3.1. Has the right of access to the accounts, books and accounting records of the Club;

23.3.2. May require from the Management Board of the Club such information and explanations as may be necessary for the performance of his/her duties as auditor;

23.3.3. May employ persons to assist him/her in investigating the accounts of the Club.

23.4. The auditor shall certify as to the correctness of the accounts and balance-sheet for the Club and shall report thereon to the members present at the annual general meeting.

23.5. In his/her report, and in certifying as to the correctness of the accounts, the auditor shall state whether:

23.5.1. He/she has obtained the information required by him/her;

23.5.2. In his/her opinion, the accounts are properly drawn up so as to exhibit a true and fair view of the financial position of the Club according to the information at his/her disposal and the explanations given to him/her as shown by the books of the Club; and

23.5.3. The rules relating to the administration of the funds of the Club have been observed.

## **24. Financial Year**

The financial year of the Club shall be the period beginning on 1 January in each year and ending on 31 December in the same year.

## **25. Annual General Meetings**

- 25.1. The club shall, in each year, hold an annual general meeting which shall be held on such day (being not later than five months after the close of the financial year of the Club) as the Management Board determines.
- 25.2. The annual general meeting shall be specified as such in the notice convening it.
- 25.3. The ordinary business of the annual general meeting shall be to:
  - 25.3.1. confirm the minutes of the last preceding annual general meeting,
  - 25.3.2. to receive from the Management Board, auditor and officers of the Club, reports upon the activities and transactions of the Club during the last preceding financial year,
  - 25.3.3. to elect the Management Board of the Club,
  - 25.3.4. to appoint the auditor and to fix his/her remuneration, and
  - 25.3.5. to recommend the amounts of subscriptions for membership and for registration of a person as a player for the ensuing year.
- 25.4. The annual general meeting may transact special business of which notice is given in accordance with these rules.

## **26. Special General Meetings**

- 26.1. The Management Board may, whenever it thinks fit, convene a special general meeting of the Club and shall on the requisition in writing of not less than a number of members equal to or exceeding 5% of the total membership of the Club, convene a special general meeting of the Club.
- 26.2. A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitionists and be delivered to the Secretary and may consist of several documents in like form, each one signed by one or more of the requisitionists.
- 26.3. If the Management Board does not cause a special general meeting to be held within one (1) month from the date on which a requisition therefore is delivered to the Secretary the requisitionists, or any one of them, may convene the meeting but any meeting so convened shall not be held more than three (3) months from the date of the delivery of the requisition.
- 26.4. If a special general meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Management Board and all reasonable expense incurred in convening the meeting shall be refunded by the Club to the persons incurring such expense, if so approved by the meeting.
- 26.5. At special general meetings business shall be confined to the matter for which the meeting has been called.

## **27. Notice of General Meetings**

- 27.1. The Secretary shall, at least seven (7) days before the date fixed for holding a general meeting of the Club, cause to be communicated to the members of the Club a notice specifying the place, day and time for the holding of the meeting and the general nature of the business to be transacted thereat.
- 27.2. The Management Board shall cause notice of a general meeting— to be published in any of the Club's circulars or newsletters distributed to members from time to time; but non—receipt of such notice by any member shall not invalidate the proceedings at such general meetings.

## **28. Chairperson at General Meetings**

The President, or in his/her absence, a member of the Management Board shall act as Chairperson at every general meeting of the Club. In the absence of the President and members of the Management Board, the members present shall elect a Chairperson.

## **29. Adjournment of General Meetings**

- 29.1. The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 29.2. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting shall, if convened upon the requisition of members, be dissolved and in any other case, stand adjourned to such day (being not less than fourteen (14) days later than the day appointed for the holding of the meeting), such time and such place as are determined by the Management Board and, if at the adjourned meeting a quorum is not present within half an hour after the appointed time for the commencement of the meeting, the members present (being not less than ten (10)) shall constitute a quorum.

## **30. Quorum**

- 30.1. No item of business shall be transacted at any meeting unless a quorum of members entitled to vote under these rules is present during the time when the meeting is considering that item.
- 30.2. Four (4) Board members constitute a quorum for the transaction of business of a Management Board meeting and a number of members equal to or exceeding 3% of the total membership of the Club constitute a quorum for the transaction of business of a general meeting.

### **31. Voting**

- 31.1. All persons entitled to vote at the Annual General Meeting of the Tuggeranong United Football Club Incorporated, Tuggeranong United Junior Football Club Incorporated and Tuggeranong United Football Club - Womens Incorporated shall be entitled to vote at the Inaugural Annual General Meeting of the Tuggeranong United Football Club Incorporated.
- 31.2. A member who is a person under the age of sixteen years shall not be entitled to vote at a general meeting, however rule 8.2 allows for a parent or guardian to vote on the member's behalf.
- 31.3. All Management Board members are entitled to vote at a general meeting.
- 31.4. No person is entitled to more than one vote, including a parent or guardian voting under rule 8.2.
- 31.5. Subject to the foregoing provisions of this rule, upon any question arising at a general meeting:
- 31.5.1. Each financial member shall have one vote; and
  - 31.5.2. Each Management Board member shall have one vote.
- 31.6. In the event of an equality of votes on any question, the Chairperson shall have a casting vote. All votes shall be given personally.
- 31.7. If at a meeting a poll on any question is demanded it shall be taken at the meeting in such usual and proper manner as the Chairperson of the meeting may direct and the result of that poll shall be deemed to be the resolution of the meeting on that question.

### **32. Public Officer**

- 32.1. The Management Board shall appoint a person resident in the Australian Capital Territory to be the Public Officer of the Club for the purposes of the Associations Incorporation Act 1991 and, if that office at any time becomes vacant appoint a person resident in the Territory to fill that vacancy.
- 32.2. The Public Officer of the Club may, subject to these rules, hold any other office in the Club.
- 32.3. The office of the Public Officer of the Club becomes vacant if the person holding that office:
- 32.3.1. dies,
  - 32.3.2. becomes bankrupt, applies to take advantage of any law relating to bankrupt or insolvent debtors or compounds with his/her creditors,
  - 32.3.3. becomes of unsound mind,
  - 32.3.4. resigns his/her office by writing signed by him/her addressed to the Management Board,
  - 32.3.5. ceases to be resident in the Territory, or
  - 32.3.6. is dismissed from that office by the Management Board.

### **33. Seal**

- 33.1. The common seal of the Club shall be in the form of a rubber stamp inscribed with the name of the Club *encircling the word "Seal"*.
- 33.2. The Management Board shall provide for the safe custody of the seal, which shall be used only by the authority of the Management Board and every instrument to which the seal is affixed shall be signed by two (2) officers of the Management Board for the purpose, providing that those two officers shall not be members of the same family.

### **34. Alteration of Rules**

Subject to the provisions of the Associations Incorporation Act 1991, the rules of the Club may be altered or rescinded and additional rules may be made by resolution passed by a two-thirds majority of financial members present and voting at a general meeting of the Club called for that purpose.

### **35. Dissolution**

Subject to the provisions of the Associations Incorporations Act 1991, the Club may be dissolved by the carriage of a special resolution at a general meeting of the Club. The special resolution must be passed by a majority of at least three quarters of the club members who are entitled to vote, and are present at the meeting. Such resolution shall provide for the distribution of the surplus assets of the Club to another association or body having objects similar to the objects of the Club and rules which prohibit the distribution of income or property to its members.