



The Constitution of Dragon Boating WA Inc.

03 September 2012

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Part 1 – Preliminary Matters

1. Name

The name of the Association is DRAGON BOATING WA INC (hereinafter referred to as the “Association”).

2. Notes

Notes provided in these Rules do not form part of them and are included to assist understanding.

3. Terms used in this document

In this document, unless the contrary intention appears —

Association means Dragon Boating WA Inc [*Note: this term is capitalised for the purposes of these Rules*];

association includes club, team, organization, society, institution and body [*Note: this term is not capitalised for the purposes of these Rules*];

AusDBF means the Australian Dragon Boat Federation;

Board means the Management Board of the Association, as described in clause 7;

Board Member means a person who is an Ordinary Member or Life Member of the Association and has been elected to either a specific position of office, or has been elected and holds no specific position of office;

Chairperson has the meaning given to it as per clause 24(1)(a);

Club Member means an eligible association as per clause 18(7) that has been granted membership to the Association in the category of Club Member as per clause 18 [*Note: a Club Member is normally a dragon boat club*];

Honorary Member means a natural person that has been granted membership as per clause 19(4);

Life Member means a natural person that has been granted membership as per clause 19;

Member means a natural person or association that has been granted membership to the Association, and includes the categories specified in clause 18(3);

membership fee means the monetary charge paid by an association to become a Club Member;

paddler registration fee means the monetary charge paid to register a natural person as an Ordinary Member;

Ordinary Member means a natural person that has been granted membership to the Association in the category of Ordinary Member as per clause 18;

Rules means the Constitution of Dragon Boating WA Inc, as amended.

Part 2 – Administration

4. Interpretation

- (1) The Association will operate under relevant laws of the State of Western Australia as amended from time to time and any relevant Commonwealth laws as appropriate.
- (2) Contended items, words and definitions used within this Constitution shall be interpreted according to the popular usage. Where such usage is still contended, such contended items, words and definitions will be interpreted according to the Commonwealth Acts and Interpretation Acts as amended from time to time. Where such contended items, words or definitions are not covered by the said Act, the item may be interpreted by a simple majority decision (50 % + 1) at a Board Meeting. Such an interpretation shall remain in force until the subsequent Annual General Meeting where if necessary it will be reviewed.

5. Objects and Aims of the Association

- (1) The Association is the peak body for the administration of the sport of dragon boating in Western Australia.
- (2) The Objects and Aims for which the Association is established and maintained are —
 - (a) to promote good fellowship and social interaction among dragon boat clubs;
 - (b) to promote, be responsible for, manage, develop and encourage dragon boat racing, including events and regattas, in Western Australia, and to maintain the cultural traditions of the sport;
 - (c) to ensure Risk Management and Duty of Care policies exist for all Members;
 - (d) to promote and maintain Equal Opportunity policies for all Members;
 - (e) to select the State teams of the Association;
 - (f) to frame, administer and communicate rules for dragon boat racing in Western Australia;
 - (g) to represent the interests of dragon boat racing with governing bodies of sport, international and national sports bodies and governmental organisations;
 - (h) to maintain contact and liaison with organisations throughout the world whose objects and aims are similar to those of the Association;
 - (i) to promote Western Australia as a venue for national and international dragon boat racing;

- (j) to acquire by purchase, lease, exchange, or otherwise, land, buildings and hereditaments of any nature or description and any estate or interest therein and any rights over or connected herewith;
 - (k) to donate and promote donations for registered charities or charitable organisations from time to time;
 - (l) to receive grants, bequests and donations;
 - (m) to communicate issues of interests to Members; and
 - (n) to do all such acts and things as are incidental or subsidiary to all or any of the above.
- (3) If the Association by the provisions of clause (2)(j) take or hold any property which may be subject to trusts, then the Association may only deal with the same in such manner as is allowed by law having regards to such trusts.

6. Property and income of the Association

The property and income of the Association shall be applied solely towards the promotion of the Objects and Aims of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of these Objects and Aims.

Part 3 – Management of the Association

Division 1 – The Management Board

7. Establishment, composition and responsibilities of the Board

- (1) A Board shall be established for the purpose of managing the Association.
- (2) The Board shall comprise of the following elected positions of office —
 - (a) President;
 - (b) Deputy President;
 - (c) Administration Director;
 - (d) Finance Director;
 - (e) Communications Director;
 - (f) Operations Director; and
 - (g) Coaching Director,
 as well as three elected general positions which do not hold specific office.
- (3) Board Members are elected to office as per Part 5 – Voting and elections.
- (4) The Board is responsible for —
 - (a) determining and setting policy;
 - (b) planning and managing funds and other assets; and

- (c) managing the usual business affairs of,
the Association in accordance with the Objects and Aims of the Association.
- (5) The Board will appoint a Board Member, officer(s) or agent of the Board to have custody of the records, books, documents and securities of the Association.

8. Common Seal of the Association

The Common Seal of the Association shall be kept in the custody of the Administration Director of the Association or other person nominated by the Board from time to time, and shall only be affixed on the authority of a resolution of the Board and in the presence of the Administration Director, or the nominated person, and any two members of the Board.

9. Duties of Board Members

- (1) Where a Board Member has an interest in any dragon boat activity run for personal profit or advantage they are required to complete a Pecuniary Interest Declaration stating the nature of their interest and the nature of the activity prior to admittance to the Board, or in the case of admitted Board Members then as soon as the interest is known.
- (2) Where a Board Member has an interest in any dragon boat activity run for personal profit or advantage they will disqualify themselves from taking part in any Board vote in relation to that activity.

Division 2 – Other powers of the Board

10. Formation of Sub-committees

- (1) Sub-committees may be formed for the purpose of pursuing any of the Objects and Aims of the Association and for any other purpose as the Board may determine from time to time.
- (2) The Board will appoint the Chairperson of any sub-committee.
- (3) Two Board Members shall be ex-officio members of all sub-committees.

11. Assistance to the Board

- (1) Persons appointed under this clause are not Board Members and do not have the rights and privileges of Board Members as such.
- (a) The Board may appoint from personnel of Club Members, in addition to the Board Members, a person to fulfil a casual role as defined from time to time by the Board.
- (b) The Board may, by their own election, invite any Life Member to sit on the Board in an advisory capacity for a stated period of time.
- (c) The Board may seek to employ personnel or to obtain contract personnel at its discretion, and —

- (i) such a person(s) employed will be selected at a Board meeting;
and
 - (ii) the employment basis and job description will be determined by the Board prior to employment.
- (2) In the event of a vacancy on the Board, the Board may fill the vacancy concerned, provided —
 - (a) the individual satisfies the eligibility requirements for a Board Member as specified in these Rules; and
 - (b) the appointment of the individual is affirmed by resolution of a 100 % majority vote of Board Members.
- (3) An individual appointed to fill a vacancy on the Board under the provisions of clause 11(2) —
 - (a) has all the rights and privileges of an elected Board Member and while serving in the position is considered an elected Board Member for the purposes of these Rules; and
 - (b) must resign from the position no later than the next Annual General Meeting or Extraordinary General Meeting called for the purpose of filling the position;

furthermore,

- (c) appointment to the position does not in itself cause an individual to be ineligible for election to the Board.

12. General Regulations

- (1) Any matters not contained within these Rules may be provided for in the General Regulations of the Association.
- (2) General Regulations as prescribed and affirmed by the Board from time to time shall have the same force as these Rules.
- (3) If a provision of these Rules conflicts or is inconsistent with a provision of the General Regulations, the provisions of these Rules prevail.
- (4) Any alteration or addition to the General Regulations shall be affirmed by a simple majority vote (50 % + 1) of Board Members.
- (5) All Members shall be advised of any proposed alteration or addition to the General Regulations and given a minimum 14 days notice of the effective date of such alterations or additions.
- (6) Any matter not specifically covered by these Rules or the General Regulations may be determined by resolution of a simple majority vote (50 % + 1) of Board Members.

Division 3 - Retirement from the Board

13. Retirement of Board Members

- (1) Retirement of Board Members shall be staggered such that 50 % of the Board will retire each year as detailed in Table 1 —

Table 1: Schedule of years in which Board Members resign

EVEN NUMBERED YEARS	ODD NUMBERED YEARS
President	Deputy President
Finance Director	Administration Director
Communications Director	Operations Director
Coaching Director	Two Elected Board Members
One Elected Board Member	—

- (2) A Board Member shall cease to hold office in any capacity with the Association upon any of the following —
- (a) death;
 - (b) ceasing to be an Ordinary Member of the Association;
 - (c) giving notice of resignation in writing to the Association;
 - (d) becoming an insolvent under administration, within the meaning of the Corporations Law;
 - (e) becoming mentally incapacitated;
 - (f) being absent without apology from three consecutive Board meetings, not including Extraordinary General Meetings and Annual General Meetings, unless otherwise determined by a 75 % majority vote of the Board;
 - (g) upon membership or affiliation with a body or association with objectives and aims that are in conflict with the Objects and Aims of the Association;
 - (h) upon six continuous years of holding a Board Member position;
 - (i) in accordance with clause 26(3) and 26(4);
 - (j) upon suspension from a Club Member; or
 - (k) upon expulsion from a Club Member.
- (3) An individual who is required by clause 13(2)(h) to retire from the Board is not eligible to nominate for a Board position for two calendar years immediately following their retirement.

Division 4 – Financial administration

14. Financial matters

- (1) The financial year of the Association commences on the 1st day of July and ends on the 30th day of June of the following year.
- (2) Payment of the membership fee, or paddler registration fee, as applicable, establishes financial membership for the year beginning the 1st day of October and ending on the 30th day of September of the following year.
- (3) The funds of the Association shall be derived from the Member subscriptions, membership fees, paddler registration fees, donations, grants, bequests and such other sources as the Board may determine from time to time.

15. Financial audits

- (1) A financial audit must be conducted once per financial year, and must be conducted no less than 9 months after the completion of the financial audit for the previous financial year.
- (2) If required to do so by a funding body, or if otherwise deemed appropriate, the Board shall appoint an auditor who shall report to the Members in accordance with the relevant standards and regulations.

16. Liability of Members

- (1) The Members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or to the costs, charges and expenses of winding up the Association, except to the amount of any unpaid membership fee or paddler registration fee owing by that Member.
- (2) Members are required to pay any outstanding amounts due to the Association.

17. Inspection of documents

- (1) A Member, upon written application, may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

Part 4 – Membership, registration and fees

18. Membership to the Association

- (1) Members of the Association must accept the Objects and Aims of the Association.
- (2) The Association reserves the right to refuse membership to any association and/or individual.
- (3) Membership to the Association will be by the following categories —

- (a) Club Members;
 - (b) Ordinary Members;
 - (c) Life Members;
 - (d) Honorary Members.
- (4) An application for membership must —
- (a) be in writing on the prescribed form;
 - (b) state the category of membership sought;
 - (c) be accompanied by the required fee; and
 - (d) be made to the Association.
- (5) Such application shall be considered at the next Board meeting of the Association, which shall determine upon the admission or rejection of the applicant.
- (6) In no case shall the Board be required to give any reason for the rejection of an applicant.
- (7) To be eligible as a Club Member, associations must be not-for-profit and incorporated under the *Associations Incorporation Act 1987* or subsequent legislation.
- (8) A Member who has not paid the required membership fee or paddler registration fee, as applicable, by the date specified in these Rules ceases to be a Member of the Association and loses all rights and privileges of membership.
- (9) An applicant for the category of Club Member must pay the annual membership fee upon application for membership with the Association.
- (10) Club Members seeking to renew membership must pay the annual membership fee prior to the 1st day of October in the financial membership year.
- (11) An applicant for the category of Ordinary Member must register with a Club Member to become eligible for membership with the Association.
- (12) Within 7 business days of a Club Member registering an applicant, the Club Member must —
- (a) register the applicant with the Association for the category of Ordinary Member by submission of their application for membership; and
 - (b) pay the annual paddler registration fee for that applicant.
- (13) No membership fee or paddler registration fee shall be refunded to any member retiring, resigning, suspended or expelled from the Association.

19. Life and Honorary Members

- (1) Life Membership may be bestowed upon any individual who in the opinion of the Association has given outstanding service to the Association.

- (2) A proposal for Life Membership shall be given by notice and shall include a resume of the proposed recipient's contribution of service and shall accompany the Notice of Annual General Meeting and be given to all Members.
- (3) Such a motion to confer Life Membership must be affirmed by a secret ballot at an Annual General Meeting by a 75 % majority of those present and eligible to vote.
- (4) Honorary Membership may at the discretion of the Board be conferred for a limited period of time, for an outstanding contribution or for a distinguished visitor.

20. Patron of the Association

The Association may seek to appoint a suitable person as Patron of the Association.

21. Resignation

- (1) A Member may at any time resign their membership by giving notice in writing to the Association.
- (2) Any Member who resigns from the Association shall lose and forfeit to the Association all interest and benefit in the funds and property of the Association and all rights attaching to membership.

22. List of Members

Each Club Member shall at the request of the Association provide a list of their Ordinary Members within 28 days of the request, or at a later time as determined by the Board.

Part 5 – Voting and elections

Division 1 – General voting process

23. Voting entitlements

- (1) Only a natural person may vote.
- (2) Only financial Members of the Association are eligible to vote.
- (3) The voting entitlements of an Ordinary Member will commence 7 days after admission of the applicant to the Association.
- (4) Only elected Board Members are eligible to vote at a Board meeting.
- (5) Honorary Members do not have the right to vote.
- (6) Life Members have the same voting entitlements as Ordinary Members.
- (7) Any Member or individual sitting on the Board in a casual, advisory, employment or other non-elected role does not have the right to vote as a Board Member.

- (8) Life Members who have been duly elected to the Board have voting entitlements as a Board Member.
- (9) Where a Member is eligible to vote at any meeting, that member is entitled to only a single vote per any one motion or matter; however, in case of equality on voting on any question, the Chairperson of the meeting shall exercise a second or casting vote in favour of maintaining the status quo.
- (10) While any monies payable by a Member are overdue, that Member or duly appointed representative(s) may not vote, or be counted in a quorum for a meeting, or exercise any powers as Members of the Association unless the Board resolves otherwise.

24. Meetings of the Association

- (1) Meetings of the Association shall be held in the following manner —
 - (a) the President, or in his absence the Deputy President, shall take the chair; however in the event of the President and the Deputy President being absent from a duly convened meeting, such a meeting may elect a Chairperson from its midst, with preference given a Board Member if present;
 - (b) the Chairperson shall open and close the meeting and conduct it in accordance with the rules ordinarily observed in the conduct of meetings;
 - (c) a quorum of a simple majority (50 % + 1) must be formed for each meeting unless otherwise stated in these Rules;
 - (d) should a quorum not be present, a new meeting shall be convened after the expiration of 14 days but not later than 28 days, and at such adjourned meeting the members shall form a quorum regardless of the number present;
 - (e) all motions must be clearly formulated and must be proposed and seconded by a Member who is eligible to vote;
 - (f) a simple majority vote (50 % + 1) shall make decisions unless otherwise stated in these Rules;
 - (g) voting is to be by a show of hands, where Members are physically present and voting, unless a secret ballot is required;
 - (h) voting is to be by proxy or by assent in a poll or other circumstances when Members are not physically present;
 - (i) a vote, by show of hands, may be conducted for the purpose of requiring any other vote to be by secret ballot;
 - (j) any election at the Annual General Meeting or otherwise shall be by secret ballot;
 - (k) the Chairperson will have the right at his/her absolute discretion and without assigning any reason for so doing, of adjourning the debate on

any matter of particular importance until the next ensuing meeting;
and

- (l) any person(s) may be invited to attend any meeting but will speak only at the direction of the Chair (or any other Board Member deemed to be presiding at the meeting in question).

25. Voting by proxy

- (1) A vote may be by proxy.
- (2) Each Member eligible to vote is entitled to appoint a proxy provided a written notice in the prescribed format is given to the Administration Director of the Association prior to the commencement of the meeting.
- (3) The Chairperson is not bound to accept any proxy forms received after the start of a meeting.
- (4) A duly appointed proxy must be an Ordinary Member of a Club Member.

Division 2 – Election process

26. Election to the Board

- (1) All elections and/or appointments to the Board will be voted upon regardless of the number of candidates standing for such positions.
- (2) Ordinary Members of any one Club Member may hold no more than three elected positions on the Board.
- (3) Should clause 26(2) be breached at any time, then one of the Board Members being an Ordinary Member of that same Club Member must resign from their position.
- (4) The requirements of clause 26(3) are to be repeated as many times as necessary to ensure compliance with clause 26(2).

27. Nomination forms

- (1) The Administration Director will cause the prescribed nomination forms for all 'elected' positions to be distributed or made available to all Members with the notice of the Annual General Meeting.
- (2) Completed nomination forms must be received by the Association no less than 14 days prior to the date of the Annual General Meeting.
- (3) The Chairperson is not bound to accept any nominations for Board Member positions received within the 14 days prior to the Annual General Meeting.
- (4) At the discretion of the Chairperson, further nominations may be accepted from the floor of the Annual General Meeting.

Part 6 – Meetings

Division 1 – Board meetings

28. Requirements for Board meetings

- (1) The Board will meet as often as is deemed necessary to the dispatch of business and may adjourn and, subject to these Rules, otherwise regulate its meetings as it sees fit with the proviso that the Board meet a minimum of 8 times per year.
- (2) The quorum of a Board meeting shall be formed from the elected Board Members.
- (3) At least 14 days notice of all general meetings and notices of motion shall be given to all Board Members.
- (4) Written notice of all meetings shall be given to Board Members either personally, by post, or by any available telecommunications channels.
- (5) Notices sent by post will be deemed to have been received two days after the date of posting.
- (6) A meeting of the Board may be called on the written request of at least three Board Members addressed to the Administration Director of the Association.
- (7) Upon receipt of a request for a meeting of the Board as per clause 28(6), the Administration Director shall convene a meeting on a date not later than 14 days following the receipt of such a request.
- (8) Subject to all Board Members receiving notice of the proposed resolution, a resolution in writing, signed or assented to by facsimile, electronic mail or other form of visible or other electronic communication by the required majority of the Board Members shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held.
- (9) A meeting of the Board may be held where one or more of the Board Members is not physically present at the meeting, provided that all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.
- (10) Any meeting held where one or more of the Board Members is not physically present but is participating in the meeting via telephone or other form of communication, then the meeting shall be deemed —
 - (a) to be held at the place specified in the notice of meeting provided a Board Member is present there, or
 - (b) if no Board Member is present at the place specified in the notice of meeting, the meeting shall be deemed to be held at the place the President is located.

Division 2 – Annual General Meetings

29. Requirements for Annual General Meetings

- (1) There will be an Annual General Meeting of the Association within four months of the end of the Association's financial year.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of the meeting must include the following —
 - (a) confirmation of the minutes of the last Annual General Meeting and of any Extraordinary General Meeting held since the meeting;
 - (b) receipt of the Board's report on the activities of the Association in the last financial year;
 - (c) receipt and consideration of financial statements from the Board which are not misleading and gives a true and fair view of the last financial year of the —
 - (i) income and expenditure;
 - (ii) assets and liabilities;
 - (iii) mortgages, charges and other securities; and
 - (iv) trust properties,
of the Association;
 - (d) prescription by the Board of the annual membership fee to be paid by all Club Members of the Association;
 - (e) prescription by the Board of the annual paddler registration fee to be paid by all Ordinary Members; and
 - (f) election of Board Members for the duration of office for each vacant position on the Board.
- (3) The quorum of the Annual General Meeting shall be —
 - (a) 75 % of the Board Members, plus
 - (b) 10 % of the financial Members of the Association; and
 - (c) Board Members present at the meeting are to be included in the count of financial Members of the Association for the purposes of determining the quorum.
- (4) Any notices of motions to be lodged shall be in writing and received by the Administration Director no less than 14 days prior to the date of the Annual General Meeting.
- (5) Any other business to be discussed may be raised at the meeting provided such business has already been included in the Notice of Meeting Agenda circulated to all Members.
- (6) The Notice of Meeting Agenda shall be in writing and include the date and agenda of such meeting and must be made known to all Members at least

28 days in advance; the Notice of Meeting Agenda shall be circulated to members via email or post and, where possible, made available for viewing on the Association website.

Division 3 – Extraordinary General Meetings

30. Requirements for Extraordinary General Meetings

- (1) The Board in special circumstances, which in their opinion make it necessary, may convene an Extraordinary General Meeting.
- (2) Such a meeting shall be convened if at least 6 Ordinary Members of the Association representing not less than 4 Club Members, eligible to vote, make an application in writing containing their signature and stating reasons for calling such a meeting;
- (3) The quorum of an Extraordinary General Meeting shall be —
 - (a) 75 % of the Board Members; plus
 - (b) 10 % of the financial Members of the Association; and
 - (c) Board Members present at the meeting are to be included in the count of financial Members of the Association for the purposes of determining the quorum.
- (4) The date and agenda of such meeting shall be made known to all Members at least 28 days in advance.

Division 4 – Polls

31. Requirements for polls

- (1) Polling does not apply to Annual General Meetings, Extraordinary General Meeting, or resolutions regarding issues at such meetings.
- (2) Where a resolution regarding an issue is required and the calling of a meeting is deemed by the President to be difficult or impossible to call within the time frame required for the resolution of the matter at hand, the Administration Director may conduct a poll of Members entitled to vote at such a meeting.
- (3) Polling may be conducted by telephone or by any other means deemed appropriate in order to obtain a resolution.
- (4) All Members entitled to vote at such a meeting must be contacted as part of the poll and no resolution will be declared unless this proviso is met.
- (5) The results of a poll will be declared in writing to all Members of the Association within 7 days of the taking such a poll.

Part 7 – Suspension and expulsion

32. Process for suspension or expulsion

- (1) The Board may by vote of at least 75 % of their number expel, suspend or reprimand any Member, should any Member not comply with the Rules of the Association, or is found guilty of conduct which is, in the opinion of the Board, prejudicial to the interests of the Association or its Members.
- (2) Before any Member is expelled, suspended or otherwise reprimanded, an appointed sub-committee shall inquire into the conduct in question, and the Member shall be given the opportunity to justify or explain their conduct before that Committee.
- (3) Providing that a quorum is established and the majority of the sub-committee is present when the matter is enquired into, and that they are of the opinion that the Member has been guilty of such action as aforesaid, then the sub-committee may recommend to the Board that the Member in question be expelled or suspended from the membership to the Association, or otherwise recommend that the Board reprimand that Member as the case may be.
- (4) Should any Member fail to appear at an inquiry conducted under clause 32(2) and clause 32(3) hereof, or any adjournment thereof, the sub-committee may proceed in that Member's absence to conduct the said inquiry and to make its findings as herein before empowered.

33. Consequences of suspension or expulsion

- (1) Any Member expelled or suspended from membership of the Association shall lose and forfeit to the Association all interest and benefit in the funds and property of the Association and all rights attached to membership.
- (2) Any person who has been suspended from any Club Member is —
 - (a) ineligible for membership of the Association whilst the suspension is in place; however
 - (b) is eligible for membership of the Association once the period of suspension expires.
- (3) Any person or club who has been expelled by the Association or by AusDBF, or by any Club Member of the Association or AusDBF —
 - (a) is generally not eligible for membership of the Association; however
 - (b) may apply for membership of the Association after a period of no less than two years after the date of expulsion and only if accepted for registration with a Club Member; but
 - (c) acceptance of membership will only be made following full consideration of all facts relating to the expulsion and with a minimum of a majority vote of 75 % + 1 of the DBWA Board.

- (4) Any person or association suspended or expelled by the Association, by AusDBF, or by any Club Member or member of AusDBF, will be unable to fulfil any role within —
 - (a) that Club Member;
 - (b) any other Club Member of the Association;
 - (c) the Association during that term of suspension or expulsion; and
 - (d) any suspended person or association found to be in breach of this provision by a simple majority vote (50 % + 1) of the Board will have their suspension automatically doubled.
- (5) Membership determined under the provisions of clause 33(3) does not alter the term of an expulsion for the purposes of clause 33(4).

Part 8 – Alteration to the Rules

34. Requirements for alteration of Rules

- (1) These Rules shall not be altered, repealed or added to except —
 - (a) by a special resolution carried by a majority vote of 75 % + 1 of those present at an Annual General Meeting or Extraordinary General Meeting; and
 - (b) a copy of any proposed alteration, repeal or addition has been given, or made known and available, to all Members at least 28 days in advance of the meeting.
- (2) In situations where it is not possible or practicable for a resolution to be passed as described in clause 34(1), a request may be made to the Department of Commerce to pass the resolution in some other way.

Part 9 – Dissolution

35. Process for dissolution of the Association

- (1) The Association shall be deemed to have been dissolved if and when —
 - (a) a resolution in favour of dissolution shall be carried by a majority vote of 75 % at a meeting of the Board specially called for the purpose of considering such dissolution; and
 - (b) the resolution is ratified by a majority vote of 75 % of Members at an Extraordinary General Meeting specially called for the purpose, or at the Annual General Meeting.
- (2) Upon the dissolution of the Association—
 - (a) The priority will be to distribute the assets of the Association to another incorporated association having objects and aims similar to

those of the Association while still satisfying the debts and liabilities of the Association;

- (b) a liquidator shall be appointed to wind up the affairs of the Association;
- (c) as much as possible, any monies in hand will be used in paying and discharging all debts and liabilities for which the Association is responsible;
- (d) only so as much as necessary, the property of the Association may be realised and sold and the monies obtained thereby together with may be used and applied firstly in paying the expenses of such realisation and sale, and secondly to satisfy any remaining debts and liabilities for which the Association is responsible; and
- (e) the surplus of property and monies then remaining will be distributed to another incorporated association having objects and aims similar to those of the Association, or if such an association is unavailable or unsuitable then the remaining assets will be used for charitable purposes.