

**SOUTH AUSTRALIAN BRIDGE  
FEDERATION INCORPORATED**

**CONSTITUTION**

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## 1.0 DEFINITIONS

The following words and expressions in this Constitution shall have the meanings hereby assigned to them unless such meanings are excluded by or are repugnant to the context of subject matter.

- 1.1 “ABF ” Shall mean the Australian Bridge Federation or any successor body carrying out its current functions and “ABF Delegate” shall mean any person duly appointed by the Council to represent the Federation at meetings of the ABF.
- 1.2 “ACT” Shall mean the Associations’ Incorporation Act of 1985 including any alterations to it or any replacement Act
- 1.3 “ASSOCIATE” Shall mean a member of the Federation.
- 1.4 “FEDERATION” Shall mean South Australian Bridge Federation Inc.
- 1.5 “COUNCIL” Shall mean the Council of the South Australian Bridge Federation Inc constituted under this Constitution for the management and control of the Federation which shall consist of the various Delegates nominated by the Associates.
- 1.6 “DELEGATE” Shall mean a person given power of authority to represent an Associate at the meetings of the Federation.
- 1.7 “FIRST PREFERENCE” Shall mean a primary vote.
- 1.8 “GENERAL MEETING” Shall mean a General Meeting of the Council of the Federation lawfully convened and held in accordance with this Constitution.
- 1.9 “OFFICER” Shall mean all members of the Management Committee and shall include ABF delegates.
- 1.10 “PUBLIC OFFICER” Shall mean that person appointed by the Management Committee responsible for the carrying carry out of those duties prescribed by the Act.
- 1.11 “PRIMARY MEMBER” Shall mean an individual member of an Associate whose capitation fee is paid to the Federation through that Associate.
- 1.12 “REGISTER” Shall mean the register of Associates of the Federation to be kept pursuant to this Constitution.

## **2.0 TERMS OF REFERENCE**

### **2.1 NAME**

The name of the Federation shall be “South Australian Bridge Federation Incorporated”, hereinafter called “the Federation”.

### **2.2 OBJECTS**

The objects of the Federation shall be -

- 2.2.1 To promote, control and advance the game of contract bridge in the State of South Australia.
- 2.2.2 To support the development and operation of a network of bridge clubs working collaboratively under the umbrella of the Federation to bring the enjoyment of the game to as many people as possible.
- 2.2.3 To act as a point of control of the game among its Associates for the express purpose of maximizing the enjoyment of those taking part.
- 2.2.4 To act as the State authority pursuant to the International Laws of Duplicate Bridge.
- 2.2.5 To maintain recognition by the ABF of the Federation as the constituent representative for the State of South Australian.
- 2.2.6 To encourage, support and collaborate with other bodies whose objects are similar to those of the Federation.
- 2.2.7 To organise, administer, supervise and conduct tournaments and competitions as decided by the Council from time to time for -
  - 2.2.7.1 SA State Championships and other events;
  - 2.2.7.2 The selection of State representatives;
  - 2.2.7.3 The selection of Regional and State qualifiers for National events; and
  - 2.2.7.4 Any National event for which a license has been granted to the Federation by the ABF.
- 2.2.8 To interpret and administer the laws of contract bridge, to arbitrate in or settle any disputes in relation thereto, and generally, but without limiting the foregoing, to interpret and administer the International Laws of Duplicate Bridge as amended from time to time, or any like laws adopted in substitution therefore, and to act as the appellate body pursuant to those laws.
- 2.2.9 To train and develop tournament directors and such other personnel as may be required to carry into effect the objects of the Federation.
- 2.2.10 To participate in the promotion and administration of ranking schemes.
- 2.2.11 To establish acceptable standards of behaviour for players and spectators.
- 2.2.12 To develop and pursue initiatives on a collaborative basis to meet the above objects.
- 2.2.13 Generally to carry out all such acts and things as are incidental or conducive to the objects of the Federation.

## 2.3 POWERS

The Federation shall have the following powers -

- 2.3.1 To raise or borrow money and secure the repayment thereof in such a manner as the Federation thinks fit, with power to issue debentures, grant mortgages, charges or securities upon all or any of the property, real or personal, both present and future of the Federation and to redeem or pay for, either wholly or in part, any existing or future security.
- 2.3.2 To invest in securities, or otherwise to deal with the moneys of the Federation not immediately required for the purposes of the Federation.
- 2.3.3 To remunerate persons who provide services to the Federation.
- 2.3.4 To employ, suspend and dismiss officers, agents and servants in pursuance of the objects of the Federation.
- 2.3.5 To operate accreditation schemes.
- 2.3.6 To hold and administer property on trust.
- 2.3.7 To affiliate with or grant affiliation or provisional affiliation, to or collaborate with, any body the objects of which are concordant with those of the Federation on such terms and conditions as shall be thought fit.
- 2.3.8 To make rules, regulations and/or by-laws relating to the management of the activities of the Federation
- 2.3.9 To monitor the conduct and to take disciplinary action in relation thereto as the Council may determine -
  - 2.3.9.1 Of all players that represent the Federation.
  - 2.3.9.2 Of all participants in Federation tournaments, and
  - 2.3.9.3 On the specific request of an Associate the control of the conduct of players in tournaments under the Associate's control.
- 2.3.10 Generally to perform such other acts as may appropriately be incidental or conducive to the attainments of the objects of the Federation.

## 3.0 MEMBERSHIP

### 3.1 ASSOCIATES

- 3.1.1 The Federation shall comprise those clubs and other bodies that subscribe to the objects of the Federation and have been admitted to membership, hereinafter called "Associates".
- 3.1.2 Applications for membership of the Federation shall be made in writing to the Secretary of the Federation, and the applicants shall supply such information as may be required from time to time by the Council.
- 3.1.3 The Federation shall keep a register of Associates.
- 3.1.4 Applications by clubs for membership of the Federation shall include a suitable constitution for Management Committee approval before affiliation is granted.

### 3.2 RESIGNATIONS

An Associate may cease to be a member of the Federation by a resignation in writing lodged with the Secretary, after which the former Associate shall have no right or claim against the Federation.

### 3.3 DISCIPLINARY ACTION

- 3.3.1 An Associate having infringed any part of this Constitution, or any rules, regulations or By-laws made thereunder, or having, in the opinion of the Management Committee, been guilty of conduct prejudicial to the interest of the Federation, may be:
  - 3.3.1.1 Reprimanded or suspended by the Management Committee; or.
  - 3.3.1.2 Expelled by the Council on the recommendation of the Management Committee after at least 21 days notice of the recommendation has been given to that Associate.
- 3.3.2 An Associate shall have the right to be heard and the Management Committee shall seek an explanation by the Associate as to the events leading to any disciplinary hearing.
- 3.3.3 An Associate shall be entitled to appeal to a Special Meeting of Council against any action by the Management Committee under Clause 3.3.1.1 or any proposed expulsion under Clause 3.3.1.2
  - 3.3.3.1 Such appeal shall be in writing to the Secretary of the Federation and must be received within 14 days of the Associate's reprimand or suspension or receipt of notice of the proposed expulsion.
  - 3.3.3.2 The meeting shall be held within 28 days of the receipt of the appeal.
  - 3.3.3.3 The Council may vary or uphold any Management Committee ruling or recommendation and there shall be no further appeal from such decision..

### 3.4 RE-ADMISSION

A club which has ceased to be an Associate of the Federation pursuant to Clauses 3.2, 3.3 and 3.5.5 and desires to rejoin the Federation shall be subject to such conditions of re-admission to associateship, and to the payment of such fees as the Council shall determine provided that no such club may be re-admitted as an Associate until all moneys due and payable have been paid to the Federation at the time such Associate ceased to be a member.

### 3.5 CAPITATION FEES

- 3.5.1 A capitation fee, an amount which shall be determined by Council each year at the Annual General Meeting, shall be payable by the Associates to the Federation for each Primary member.
- 3.5.2 The Treasurer must forward an account to each Associate by May 1<sup>st</sup> each year. This account will be for the number of Primary members of the Associate corresponding to the Federation membership register as at April 15<sup>th</sup> and shall be for the period from the closure of the Annual General Meeting of that year to the day of the following Annual General Meeting. The Treasurer will issue a further account on 1st October each year to cover any additional players who become affiliated in the intervening period as disclosed in the Federation's register.
- 3.5.3 The Associate must pay the initial account, less the capitation fee of any Primary members no longer belonging to the Associate club, prior to May 15<sup>th</sup> of each year. Failure to pay such account within the time limit set out herein may be subject to penalties under Clauses 3.5.4 and 3.5.5. Any subsequent account sent to an Associate must be paid within 15 days of receipt thereof.
- 3.5.4 Failure to pay by the due date may result in an additional fee of up to 50% of the fees in arrears.

- 3.5.5 Any Associate, having failed to pay the fees including fines due to the Federation within two (2) calendar months after the due date for payment shall, unless otherwise determined by the Management Committee, cease to be a member of the Federation.
- 3.5.6 A Primary member, unclaimed by any Associate club, will be immediately de-registered by the Federation. Such a member may, subject to any clause in this Constitution, be re-activated by re-joining an Associate club and paying the appropriate fees to the Federation.
- 3.5.7 Primary members joining or re-joining an Associate club after the Annual General Meeting must be registered by the Associate with the Federation as soon as practical.
- 3.5.8 To register or re-activate a Primary Member with the Federation, an Associate must forward the appropriate registration form, together with a registration fee as determined by Council from time to time, as well as one year's capitation fee.
- 3.5.9 If two Associates register the same Primary member, the Federation will pay only one capitation fee to the ABF in respect of that Primary Member and shall notify the ABF in whose name that Primary Member should be registered.
- 3.5.10 The Federation is empowered to reduce the fees payable by an Associate in the following circumstances:
  - 3.5.10.1 When an Associate joins after the due date for payments of fees; or
  - 3.5.10.2 Where an Associate is unlikely to be able to enjoy fully the advantages of being an Associate.

#### **4.0 CONTROL - THE COUNCIL**

- 4.1 Ultimate control of the affairs and management of the Federation shall be vested in the Council
- 4.2 The appointed Delegates together with the President shall form the Council
- 4.3 Each Associate shall appoint one Delegate to the Council who shall be entitled to vote on its behalf at Council or General Meetings.
- 4.4 No Associate shall be entitled to appoint a Delegate who is entitled to vote at any meeting unless it has at least 16 Primary Members registered with the Federation provided that the Management Committee may, at its discretion, permit an Associate with less than 16 Primary members to appoint one Delegate (who shall have the same voting rights as all other Delegates) but on such other conditions as the Management Committee may from time to time determine.
- 4.5 Associates shall advise the Secretary of the names of their Delegate prior to any Council or General meeting.
- 4.6 A Delegate may represent only one Associate at any meeting.
- 4.7 A Delegate may register his or her vote on any resolution included in the agenda for any Council or General meeting by advising the Secretary prior to the meeting by electronic transmission or written notice. Such vote(s) shall be tabled by the Chair at the commencement of any discussion on the resolution in question and taken in to account by the Chair in determining the result of the resolution.
- 4.8 An Associate shall not be entitled to appoint a proxy to vote on its behalf at Council or General meetings.
- 4.9 The Council's powers shall include, inter alia -
  - 4.9.1 The election of the President, Treasurer and Secretary of the Federation (to be carried out at the Annual General Meeting).
  - 4.9.2 Power to rescind, ratify or amend decisions made by the Management Committee.
- 4.10 The Secretary and Treasurer of the Federation shall be deemed to be the Secretary and Treasurer of the Council and of the Management Committee.

## **5.0 GENERAL MEETINGS**

### **5.1 ANNUAL GENERAL MEETING**

The Annual General Meeting of the Federation shall be convened by the Secretary and shall be held within thirteen (13) months after the date of the previous AGM, but may be varied at any subsequent General Meeting or Special General Meeting.

- 5.1.1 All Associates shall be forwarded a notice of the meeting and an Agenda at least fourteen (14) clear days prior to the Annual General Meeting.
- 5.1.2 The Agenda shall consist of, inter alia -
  - 5.1.2.1 Minutes of the previous Annual General Meeting and of any subsequent Special General Meetings.
  - 5.1.2.2 Declarations as to the paid up Primary membership of each Associate, compiled by the Treasurer.
  - 5.1.2.3 Financial reports, proposals and budgets by the Treasurer.
  - 5.1.2.4 Reports by the President, ABF Delegate, and any other reports deemed necessary.
  - 5.1.2.5 Election of Officers and an ABF Delegate as required.
  - 5.1.2.6 Appointment of an honorary Auditor and an honorary Legal Advisor.
  - 5.1.2.7 Any other business as shall have been specified in the notice calling the meeting.
- 5.1.3 All reports, including Treasurer's proposals on notice in the Agenda shall be forwarded with the notice.

### **5.2 VOTING AT GENERAL MEETINGS**

- 5.2.1 Any election of Office Bearers shall be determined by a majority of votes cast where each Delegate present and entitled to vote shall be entitled to exercise one vote for each block of fifty (50) Primary members or part thereof then registered by that Delegate's appointing Associate – subject to Clause 6.4
- 5.2.2 Any alteration to this Constitution shall be effected only in accordance with Clause 10.2.4
- 5.2.3 No other resolution shall be deemed to be carried at a Council or General meeting unless the votes cast in favour represent
  - (a) at least 75% of all Associates present by an appointed Delegate or represented under clause 4.8 and also
  - (b) Associates whose Primary members represent at least 25% of all the Primary members registered with the Federation as at the date of the meeting.
- 5.2.4 The President shall not have a deliberative vote but may exercise a casting vote (including at elections) in the case of equality of votes.

### **5.3 SPECIAL GENERAL MEETINGS**

- 5.3.1 The Secretary may at any time, and shall within seven(7) days of receipt of a request in writing from three (3) Associates each signed by an office bearer of that Associate, convene a Special General Meeting of the Council.
- 5.3.2 Each Associate shall be given at least twenty-one (21) clear days notice of the date, time, venue and the agenda of the Special General Meeting including any resolution proposed as a special resolution.
- 5.3.3 Every meeting of the Council shall for the purposes of this Constitution be deemed a General meeting of the Federation



## 5.4 STANDING ORDERS

All meetings of the Federation shall be governed by the Standing Orders of the Federation.

## 5.5 QUORUM

5.5.1 At all Council and General Meetings a quorum shall consist of Delegates representing not less than one half of all Associates whose clubs meet within 50 kilometers of the Adelaide GPO..

5.5.2 No business shall be transacted at a meeting unless a quorum is present.

5.5.3 If a quorum is not present within thirty (30) minutes after the time fixed for the meeting, it shall adjourn to a time and place to be decided upon by the simple majority by those present and voting and of which fourteen (14) days clear notice shall be given to all Delegates and secretaries of all Associates.

## 6.0 OFFICE BEARERS

### 6.1 PRESIDENT

6.1.1 The President shall chair all General, Council and Management Committee meetings except under the following circumstances -

6.1.1.1 The President's absence;

6.1.1.2 At the President's express wish that the meeting appoint a Chairman; or,

6.1.1.3 The meeting carrying a motion to replace the President as Chairman.

6.1.2 A declaration by the President (or Chair of a meeting) that a resolution has been carried, carried unanimously or carried by a particular majority, or lost, and an entry to that effect in the book of proceedings of the meeting shall be conclusive evidence of that fact.

### 6.2 VICE PRESIDENT

6.2.1 The Council may, at its discretion, appoint a person to the office of Vice President.

6.2.2 The appointment of such person shall be determined by the Management Committee.

### 6.3 SECRETARY

The Secretary shall -

6.3.1 Record the Minutes of all General, Council and Management Committee Meetings in books to be kept for that purpose.

6.3.2 Conduct correspondence relating to the Federation.

6.3.3 Prepare Agendas for all General, Council and Management Committee meetings.

6.3.4 Summon Council and General Meetings of the Federation as required.

6.3.5 Summon the meetings of the Management Committee as required.

6.3.6 File reports with the Corporate Affairs Office as required by the Act.

6.3.7 Keep a register of Associates as per Clause 3.1.3.

6.3.8 Act as the Public Officer of the Federation

## 6.4 TREASURER

- 6.4.1 The Treasurer shall keep detailed books of the Federation and such books shall be kept to reflect a true and fair view of the financial position of the Federation as at a given time and shall prepare for presentation at the Annual General Meeting of the Federation:
  - 6.4.1.1 An annual budget for the Federation.
  - 6.4.1.2 Proposals for annual fees for Associates.
  - 6.4.1.3 Proposals for remuneration and honoraria to servants, employees and officers of the Federation.
  - 6.4.1.4 A statement of income and expenditure, profit and loss and a balance sheet for the past financial year, all duly audited.
  - 6.4.1.5 A written report as to the past, present and future financial position of the Federation.
- 6.4.2 The Treasurer shall present at each Annual General Meeting of the Federation
  - 6.4.2.1 A report detailing outstanding revenue.
  - 6.4.2.2 A statement of income and expenditure, profit and loss and a balance sheet for the period just past.
- 6.4.3 At meetings of the Management Committee, the Treasurer shall -
  - 6.4.3.1 Present for approval and payment details of all accounts for payment and of all payments made in excess of a limit as decided by the Management Committee from time to time.
  - 6.4.3.2 Present a written report as required by the Committee as to the current financial position of the Federation.
- 6.4.4 The Treasurer shall supply each Associate with an invoice for outstanding dues.
- 6.4.5 The Treasurer shall maintain a record of all the fixed assets of the Federation.

## 6.5 ABF DELEGATES

- 6.5.1 The Federation shall appoint two Delegates to the ABF.
- 6.5.2 Each such Delegate shall hold office for 2 years.
- 6.5.3 One Delegate shall be appointed at an Annual General Meeting by those Associates which have more than 500 Primary members registered with the Federation.
- 6.5.4 The second Delegate shall be elected at each alternate Annual General Meeting by the remaining Associates in the same manner as the other Office bearers.
- 6.5.5 If a casual vacancy arises the Delegate shall be replaced by a Primary member appointed or elected by the Associate(s) who appointed the original Delegate.
- 6.5.6 The Delegates shall represent the Federation at meetings of the ABF and present a written report to the Management Committee as soon as practical after each ABF meeting,

## 6.6 NOMINATION & ELECTION OF OFFICE BEARERS

- 6.6.1 Candidates for election must be nominated by an Associate on the prescribed form which shall then be forwarded to the Federation's Secretary at least fourteen (14) days prior to the Annual General Meeting.
- 6.6.2 The Secretary shall circulate the nominations to all Associates at least fourteen (14) clear days prior to the Annual General Meeting.
- 6.6.3 At the Annual General Meeting the Delegates shall elect the President. If the President is a Delegate of an Associate, the President shall cease to be a Delegate at the closure of the meeting at which he is appointed and the appropriate Associate

shall appoint a replacement Delegate for the next Council or Management Committee meeting.

- 6.6.4 Officer Bearers, subject to Clause 6.5, shall hold office until the end of the following Annual General Meeting at which they shall each retire.
- 6.6.5 Office Bearers are eligible for re-election provided however that no person shall hold office as President for more than three (3) years in succession unless there is no nomination for President lodged in accordance with clause 6.5.1
- 6.6.6 Voting for the President, Secretary and Treasurer and the ABF delegate shall be conducted as follows -
  - 6.6.6.1 In the event of two candidates for one position: a simple exclusionary voting system shall be used with the name of the candidate not wanted being crossed out and the candidate receiving the most votes shall be elected to that office.
  - 6.6.6.2 In the event of more than two candidates for one position, the system of preferential voting shall be used as set out in Clause 6.6.7.
  - 6.6.6.3 The Chairman shall appoint two scrutineers who shall not be members from the same Associate.
- 6.6.7 Preferential voting shall mean that where only one candidate is to be elected from more than two candidates, the successful candidate needs to obtain an absolute majority of first preferences and distributed preferences from eliminated candidates. If a candidate receives more than half the first preferences, that candidate is elected. Otherwise, the second preferences of the candidate receiving the least first preferences shall be allocated to the remaining candidates. Should no candidate still have an absolute majority, the same process is again applied until such time as a majority is obtained.

## 6.7 REMOVAL OF OFFICE BEARERS

- 6.7.1 The Council may by resolution passed at a Special General Meeting remove any Office bearer before the expiration of the term of office.
- 6.7.2 The Management Committee is empowered to (but is not bound to) terminate the tenure of office of any Office bearer who fails to attend any three out of five consecutive meetings of the Management Committee without having been given leave of absence by the President.

## 6.8 RESIGNATION OF OFFICE BEARERS

Upon the resignation, decease or removal from office of the President, Vice President, Secretary or Treasurer of the Federation, the Management Committee shall be empowered to appoint a replacement from among the Primary members of any Associate and such person shall then hold office until the next meeting of the Council when a replacement shall be appointed to hold office until the next Annual General Meeting of the Federation. If any member of the Management Committee (other than the President, Secretary or Treasurer) shall resign, die or be removed from office, that member shall be replaced by the Associate whom that member represented and that member shall hold office until the next Annual General Meeting or Special General Meeting of the Federation.

## 7.0 MANAGEMENT COMMITTEE

- 7.1 Subject to any exclusive powers expressly given to the Council by this Constitution, the management and control of the Federation and its funds shall be vested in the Management Committee which in addition to the powers and authorities expressly

conferred on it may exercise all such powers and do all such things as may be exercised and done by the Council except

- electing Officers or members to the Management Committee
- rescinding any resolution passed by Council or
- making resolutions on policy of long term nature or effect.

- 7.2 The Management Committee shall be the President, Vice President, Secretary, Treasurer, two (2) Delegates appointed by each Associate which has more than 500 Primary members registered with the Federation and one (1) Delegate appointed by each other Associate.
- 7.3 Either of the two Delegates appointed by an Associate with more than 500 Primary members shall be entitled to speak on, move or second or vote on any motion before the Committee but only one shall be entitled to exercise a vote.
- 7.4 At each Management Committee meeting each Delegate shall be entitled to exercise one vote for each block of fifty (50) Primary members registered as at the date of the meeting by the Associate who appointed that Delegate (subject to clause 4.4)
- 7.5 Voting at Management Committee meetings shall then be by a simple majority of votes cast provided that Delegates appointed by at least three Associates or 25% of those Associates in attendance (whichever is the greater) vote in favour thereof.
- 7.6 Any member of the Management Committee may appoint in writing or by some form of electronic transmission approved by the President any other member of the Management Committee as its agent to exercise the vote to which the appointing member would be entitled on behalf of that member's Associate as if such member was present and voting but only on motions which have been set out in the agenda for that meeting. A vote cast in accordance with this clause shall be included in the three Associates referred to in the previous clause
- 7.7 The President, Vice President, Secretary and Treasurer shall each have a deliberative vote at any Management Committee meeting and in addition the President as Chairman may exercise a casting vote where there is equality of votes.
- 7.8 The Management Committee may establish such subcommittees as may from time to time be deemed necessary and may co-opt Primary members to these committees.

## **8.0 STANDING SUB-COMMITTEES**

- 8.1 Standing sub-committees of the Management Committee shall be created by Council as Council may determine at a General Meeting.
- 8.2 Standing sub-committees shall be limited in life to the next Annual General Meeting and shall continue in operation or be dissolved by determination of the Council at the Annual General or at an earlier Special General Meeting.
- 8.3 The Chairman of Standing Sub-Committees shall be appointed by the Management Committee.
- 8.4 The Management Committee shall recommend the creation or continuation of Standing Sub-Committees prior to the Annual General Meeting.
- 8.5 Associates shall be requested to nominate members for Standing Sub-Committees at least seven (7) days prior to the Annual General Meeting or within seven (7) days of the Management Committee advising Associates of its decision to form such Sub-Committee.
- 8.6 The number of members to be appointed to such Standing Sub-Committees will be determined by the Management Committee which shall also appoint its members.
- 8.7 Annual Reports of a Standing Sub-Committees shall be prepared by the Chairman of each Sub-Committee each year and distributed with the Agenda for the Annual General Meeting.

- 8.8 The recommendations of Standing Sub-committees shall be subject to ratification by the Management Committee before implementation.
- 8.9 The quorum for Sub-Committee meetings shall be half the members thereof.

## **9.0 FINANCIAL**

### **9.1 FINANCIAL YEAR**

The financial year of the Federation shall end on the 30<sup>th</sup> day of September each year or on such other date as the Federation may from time to time determine.

### **9.2 SIGNATURES ON CHEQUES, ETC**

All bills of exchange, electronic funds transfer, cheques in excess of a limit as decided by the Management Committee from time to time, promissory notes or other negotiable instruments shall be accepted, made, drawn or endorsed for and on behalf of the Federation by the Treasurer and countersigned by the President or the Secretary. Any of the above transactions for an amount below such limit need be endorsed only by the Treasurer, Secretary or President.

### **9.3 AUDITOR**

- 9.3.1 Subject to the discretion of the Council, an Auditor, who shall not be an officer of the Federation or a member of any committee or sub-committee of the Federation, may be appointed at the Annual General Meeting to audit the books of the Federation prior to the Annual General Meeting each year and report thereon to such meeting.
- 9.3.2 Any casual vacancy in the office of Auditor may be filled by such person as appointed by the Management Committee.

### **9.4 FUNDS**

All moneys when received on account of the Federation by any officer of the Federation shall be deposited into the Federation's bank account as soon as practical after receipt.

### **9.5 THE SEAL**

- 9.5.1 There shall be a common seal of the Federation which shall be in the custody of the Secretary.
- 9.5.2 The Seal shall not be used except by the authority of the Management Committee or the Council previously given and every instrument to which the Seal is affixed shall be counter-signed by the President or some other person appointed by the Council for the purpose and another Office Bearer.

## **10.0 CONSTITUTIONAL**

### **10.1 NON-PROFIT ORGANISATION**

The income and property of the Federation shall be applied solely towards the promotion of the objects of the Federation, and no portion of it shall be transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Clubs,

Federations, persons or other bodies who at any time are or have been members of the Federation, or to any Club, Federation, person or other body claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Federation or to any member thereof or other person in return for any service actually rendered to the Federation.

## 10.2 AMENDMENT & REPEAL

10.2.1 This Constitution may be amended, altered or repealed or the Federation dissolved only in accordance with this Constitution at a General Meeting of the Federation.

10.2.2 Notice of intention to move for any such alteration, amendment, repeal or dissolution shall be given in writing to the Secretary at least two months prior to the date of such meeting.

10.2.3 Within ten days thereafter a copy of such notice shall be sent by the Secretary to each Associate together with the notice calling the meeting.

10.2.4 No motion to amend alter or repeal any part of this Constitution shall be deemed to be carried or passed unless the votes cast in favour represent

(a) at least 75% of all Associates; and

(b) Associates whose Primary Members represent at least half of all the Primary Members registered with the Federation as at the date of the meeting provided that no one Associate can for these purposes represent more than 45% of the registered Primary Members.

10.2.5 Any such amendment, alteration or repeal shall have effect on and from such time as shall be determined by the General Meeting in accordance with clause 10.2.4.

10.2.6 In default of such determination the decision shall take effect twenty eight (28) days from the day on which the amendment, alteration or repeal was passed.

## 10.3 DISSOLUTION

If upon the dissolution or winding up of the Federation there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Associates or their members but shall be given or transferred to some other Federation, organisation or club having objects similar wholly or in part to the objects of the Federation and which prohibits the distribution of its income and property among its members. Such organisation or organisations shall be identified and determined by a resolution of the Associates in general meeting.

## 10.4 INTERPRETATION OF THE CONSTITUTION

If any doubt shall arise as to the proper construction or meaning of any Clause of the Constitution or any By-laws, pronouncements or regulations made thereunder or any of them or of any expression used therein, the decision of the Council shall be final and conclusive unless such decision is excluded by or is repugnant to the context of the subject matter and provided such decision be reduced to writing and recorded in the Minute Book of the proceedings of the Council Meeting.

## 10.5 NOTICES

Any notice to be given under this Constitution shall be deemed to be duly given if sent by telegraphic transmission to the address of the recipient as disclosed in the records of the Federation