



HOBART JAZZ CLUB

CONSTITUTION

Version 1.3

HOBART JAZZ CLUB

RULES

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HOBART JAZZ CLUB

RULES

SECTION I NAME, AIMS, INTERPRETATION, OBJECTS AND POWERS

1 Name

The name of the Club shall be “Hobart Jazz Club Inc.” (hereinafter called “the Club”).

2 Aims

The aim of the Club shall be “to promote Australian jazz and jazz in Australia”.

3 Interpretation

In these Rules, unless the contrary intention appears:

- * “Committee” means the general committee constituted under Rule 24 of these Rules.
- * “Member” means a member of any of the classes of membership referred to in Rule 7 of these Rules.
- * “Financial Member” means a Member who has paid all fees, subscriptions and levies that, pursuant to these Rules, the Member is required to pay to the Club.
- * References to the male gender shall include the female gender.
- * “General Meeting” means a general meeting of Members including annual and special general meetings.
- * “Financial Institution” means any bank, credit union, or other bona fide organisation approved by the Committee.
- * “Executive Officer” means any one of the officers named in Sub-Rule 26.3.

4 Objects

The objects of the Club shall be to:

- 4.1 Promote the interest of jazz in Australia generally and Tasmania in particular.
- 4.2 Foster the interchange of Tasmanian and mainland bands and promote concerts, broadcasts, recordings, and any form of their performances.
- 4.3 Encourage young musicians by means of workshops, demonstrations, and discussions in schools, tertiary education centres, and such other places as may present similar opportunities.
- 4.4 Increase the jazz component of total program time in both radio and television broadcasting.
- 4.5 Initiate and organise jazz-based social events of various kinds.
- 4.6 Ensure that, to the extent possible, Tasmania is included in the Australian itinerary of visiting overseas jazz artists.

- 4.7 Co-operate with other organisations and bodies having objects and aims similar to those of the Club.

5 Powers

- 5.1 To do all such lawful things as are incidental or conducive to the attainment of the objects.
- 5.2 Without limiting Rule 5.1, the powers of the Club include power to purchase, lease, hire, sell, exchange, or otherwise acquire or dispose of real and personal property; to erect, maintain, alter, and demolish buildings; to borrow and otherwise raise money in such manner and upon such terms (including the provision of security over Club property or otherwise) as the Committee shall determine; and to invest Club funds upon securities approved by law for the investment of trust moneys.

6 Income and Property

- 6.1 The income and property of the Club shall be applied solely to the promotion of its objects and no person shall be entitled to derive or participate in any profit, advantage, or other financial benefit from the Club other than for goods supplied, services rendered, or facilities provided in the ordinary course of the activity of the Club or through employment.
- 6.2 The sources from which the funds of the Club may be derived are Members' subscriptions, fees, levies, moneys donated, borrowed, or invested, and transactions with Members.

SECTION II MEMBERSHIP

7 Classes of Members

- 7.1 The Club shall consist of the following classes of Members:
- * Full Members
 - * Life Members
 - * Associate Members
 - * Honorary Members
 - * Student Members (1997 AGM)
- 7.2 The Committee may from time to time determine the number of members in each class.
- 7.3 **FULL MEMBERS**
A Full Member is a person who, subject to being financial, is entitled to all the privileges and benefits of the Club and to vote at any meeting of the Club.
- 7.4 **ASSOCIATE MEMBERS**
An Associate Member is a person who is entitled to receive the Club's newsletter but who is not entitled to other privileges and benefits of the Club. An Associate Member is not entitled to vote at any meeting of the Club.

7.5 HONORARY MEMBERS

The Committee may admit as an Honorary Member any person for such period and upon such terms as it may think fit, but an Honorary Member admitted pursuant to this Rule shall not be entitled to vote at meetings of the Club.

7.6 LIFE MEMBERS

The Committee may recommend that Life Membership be awarded to a Full Member of the Club in recognition of outstanding service rendered to the Club or for such other service that is considered by the Committee to warrant recommendation for Life Membership.

Any such recommendation shall be referred to an Annual General Meeting of the Club and shall be stated in the notice convening the meeting. Approval for awarding Life Membership shall require a two-thirds majority of the Members present and entitled to vote. Not more than one Life Membership shall be awarded in any one Club year and there shall be not more than five existing Life Members of the Club at any one time.

A Life Member shall not be obliged to pay an annual subscription to the Club and shall be entitled to all the privileges of Full Membership.

8 Obligations of Members

8.1 Every Member of the Club shall comply with the Rules and By-laws of the Club and failure to do so shall render the Member liable to expulsion upon the vote of the Committee.

8.2 Every Member of the Club shall pay the annual subscription and such other fees and levies as may be fixed by these Rules or by the Committee.

9 Winding up of the Club

In the event of the Club being wound up:

9.1 Every Full Member and every Life Member of the Club and every person who within the period of twelve months immediately preceding the commencement of the winding up was a Full Member or Life Member of the Club is liable to contribute to the assets of the Club for the payment of the debts or liabilities of the Club and for the costs, charges, and expenses of the winding up and for the adjustment of the rights of the contributories among themselves for such sum not exceeding the amount of the current annual subscription as may be required, but a former Full Member or Life Member is not liable so to contribute in respect of any debt or liability of the Club contracted after his or her membership has ceased.

9.2 If after payment of all debts and charges there should remain any residue, the same shall not be distributed among Club Members but shall be transferred to an organisation the objects of which are similar to those of the Club.

10 Register of Members

- 10.1 The Honorary Secretary shall maintain a register of Members in which shall be recorded the name, address, telephone Number (if any), and class of membership of each Member. It is the responsibility of every Member to inform the Honorary Secretary of any change to the recorded information. The register shall be open for inspection by all Members.

11 Admission of Members

- 11.1 A person who is not a Member of the Club at the time of incorporation of the Club shall not be admitted to membership:
- (a) unless nominated as provided in Sub-Rule 11.2 of this Rule; and
 - (b) admission as a Member is approved by the Committee.
- 11.2 A nomination of a person for membership of the Club:
- (a) shall be made in writing on a form provided for the purpose and signed by two Members of the Club;
 - (b) shall include on the said form endorsement as consent to the nomination; and
 - (c) shall be lodged with the Honorary Secretary.
- 11.3 As soon as is practicable after receipt of a nomination form, the Honorary Secretary shall refer the nomination to a meeting of the Committee.
- 11.4 A person who is nominated and approved for membership as provided in these Rules is eligible to be a Member of the Club upon payment of the annual subscription prescribed in or fixed under these rules.
- 11.5 Upon a nomination being approved, the Honorary Secretary shall as soon as possible notify the nominee of the approval and on receipt of the sum payable as the first year subscription the Honorary Secretary shall enter the nominee's name in the register of Members, whereupon the nominee becomes a Member of the Club.

12 Resignation of a Member

A Member of the Club may at any time, by notice in writing forwarded to the Honorary Secretary, resign from the Club.

13 Expulsion of a Member

- 13.1 Should the conduct of any Member be adjudged by the Committee to have been contrary to these Rules or to the By-laws of the Club or prejudicial to the best interests of the Club, the Committee may take such disciplinary action as it considers appropriate and its decision shall be final. Such action may include expulsion from membership of the Club.

Any Member so expelled shall have no right of action against the Club or any of its Members and shall on demand being made in writing therefore be liable to pay to the Club any arrears of subscriptions or other fees or

charges that were payable by the Member immediately prior to his or her ceasing to be a Member.

SECTION III MANAGEMENT – GENERAL MEETINGS

14 Annual General Meeting

- 14.1 The Club shall hold an Annual General Meeting at a place and on a date no later than the last day of March in each year as determined by the Committee.
- 14.2 The Annual General Meeting shall be specified as such in the notice convening it and shall be in addition to any other General Meetings held in the same year.
- 14.3 The ordinary business of the Annual General Meeting shall be:
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - (b) to receive from the Committee and Auditor of the Club reports reviewing the activities of the Club during the previous financial year and a statement of income and expenditure and a balance sheet in respect of that year;
 - (c) to conduct (if required) and declare the result of any ballot for executive officers and members of the Committee;
 - (d) to appoint an auditor at such remuneration, if any, as the Committee may determine;
 - (e) to vote upon any proposal to elect a Patron or to award Life Membership recommended in accordance with these Rules; and
 - (f) to transact any other business, notice of which has been given in accordance with these Rules.

15 Special General Meetings

- 15.1 All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- 15.2 The Honorary Secretary shall convene a Special General Meeting whenever so required by:
- (a) the President or not fewer than five (5) members of the Committee, or
 - (b) the written requisition of not fewer than ten (10) financial Full Members and/or Life Members specifying the purpose of the meeting.
- 15.3 A Special General Meeting shall be convened within twenty one (21) days of receipt by the Honorary Secretary of the requisition for the meeting.
- 15.4 The business of a Special General Meeting shall be confined to that stated in the notice convening the meeting.
- 15.5 Every resolution submitted to a Special General Meeting or an Annual General Meeting (other than the ordinary business stated in these Rules) shall be deemed a special resolution and treated accordingly.

16 Special Resolutions

- 16.1 For the purpose of these Rules, a Special Resolution is required to be passed by not less than three-quarters of the number of Members present in person and entitled to vote at a General Meeting. Proxy voting is not permissible on Special Resolutions.
- 16.2 At a General Meeting at which a vote is called for a Special Resolution, unless a poll is demanded, a declaration by the chairman that the resolution has been carried is conclusive evidence of the fact.

17 Alteration of Constitution and Rules of the Club

- 17.1 An alteration to this constitution shall be made by a majority of those financial members who are present at a General Meeting voting in favour of a proposed change, where notice of the meeting and of the proposed changes has been given in accordance with Sections 18.1 and 18.2. A change to the constitution may be proposed by the Committee or by a majority of those financial members who are present at a General Meeting.

18 Notices of General Meetings

- 18.1 The Honorary Secretary shall, at least fourteen (14) days prior to the date fixed for holding a General Meeting of the Club, cause to be inserted in at least one newspaper published in Hobart an advertisement specifying the place, day, and time of the holding of the meeting and the nature of the business to be transacted thereat.
- 18.2 The Honorary Secretary shall, not later than fourteen (14) days prior to the date specified for holding the meeting, notify each Full Member and Life Member of the place, day, and time for the holding of the meeting and the nature of the business to be transacted thereat. Such notification shall be served on each Member either personally or by sending it through the post in a prepaid envelope addressed to the Member at the address recorded in the register of members, or at the e-mail address recorded for each member.

19 Business and Quorum at General Meetings

- 19.1 No item of business shall be transacted at a General Meeting unless a quorum of fifteen (15) Members entitled to vote is present during the time when the meeting is considering that item.
- 19.2 If within thirty (30) minutes after the appointed time for commencement of a General Meeting a quorum is not present, the meeting:
- (a) If convened upon the requisition of Members shall be dissolved, and
 - (b) in any other case shall stand adjourned to such day as the chairman may determine and shall be at the same place and time.
- 19.3 If at an adjourned meeting not being an Annual General Meeting a quorum is not present within one (1) hour after the time appointed for the commencement of the meeting, the meeting shall lapse.
- 19.4 At an adjourned Annual General Meeting the Members present shall constitute a quorum.

- 19.5 Notice of an adjourned meeting is not necessary unless the period of adjournment exceeds fourteen (14) days, in which case a like notice to that for the original meeting shall be given.

20 Chairman at General Meetings

- 20.1 The President, or in his absence the Vice-President, or in the absence of both a person appointed by the meeting, shall preside at all General Meetings of the Club.

21 Adjournment of General Meetings

- 21.1 The chairman 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, other than the business left unfinished at the meeting from which the adjournment took place, shall be transacted at an adjourned meeting.

22 Determination of Questions at General Meetings

- 22.1 A question arising at a General Meeting shall be determined by the voices, or, if required, by a show of hands, and unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the chairman that a resolution has been carried or lost, and an entry to that effect in the minute book of the proceedings of the Club, shall be conclusive evidence of the fact without proof of the number or the proportion of the votes recorded in favour of or against such a resolution.
- 22.2 A poll or ballot on any question at a General Meeting shall be taken forthwith in such a manner as the chairman may direct and the result of the poll or ballot shall be deemed to be the resolution of the meeting on that question.

23 Voting at Meetings

- 23.1 Upon any question arising at a General Meeting, only financial Full Members and Life Members shall be entitled to vote, and, except as otherwise provided by this Rule, each having one vote only, which shall be given personally. Proxy voting shall not be allowed on such questions.
- 23.2 Any question arising at a General Meeting shall be determined by a simple majority unless a Special Resolution is required under these Rules for the determination of that question.
- 23.3 In the case of an equality of voting on a question, the chairman may exercise a second or casting vote.

SECTION IV MANAGEMENT OF THE CLUB

24 Management by Committee

- 24.1 The business and affairs of the Club shall be under the control and management of a committee known as the General Committee, which shall consist of the President, the Vice-President, the Honorary

Treasurer the Honorary Secretary, and not fewer than three (3) and not more than five (5) Members of the Club, all of whom while they are members of the Committee shall be financial Full Members or Life Members of the Club.

25 General Powers and Functions of the Committee

25.1 The Committee:

- (a) shall control and manage the business and affairs of the Club;
- (b) may, subject to these Rules, exercise all such powers and functions as may be exercised by the Club, other than those powers and functions that are required by these Rules to be exercised by General Meetings; and
- (c) subject to these Rules, has power to perform all such acts and things as appear to the Committee to be necessary for the proper management of the business and affairs of the Club.

25.2 Without prejudice to the powers conferred by Sub-Rule 25.1 of this Rule and in addition to its powers prescribed under any other Rule, the Committee shall have the power:

- (a) to carry out all resolutions passed at a General Meeting;
- (b) on the authority of a General Meeting, to impose levies and other charges on Members;
- (c) to interpret the Rules and By-laws of the Club;
- (d) to fill vacancies on the Committee and to co-opt other members of the Club to serve as ex-officio members of the Committee;
- (e) to deal with the admission of Members to the Club and the resignation of Members;
- (f) to discipline, suspend, request the resignation of, or expel a Member for any wilful infringement of the Rules or By-laws of the Club or for misconduct; and
- (g) to cause proper books of accounts of the Club to be kept and generally to control the financial affairs of the Club.

26 Patron and Officers of the Club

26.1 The Club, at its Annual General Meeting, may elect a person to serve as its Patron for the ensuing year.

26.2 The officers of the Club shall be the members of the Committee, each of whom shall, except as otherwise provided in these Rules, be elected at the Annual General Meeting by the Members present thereat and entitled to vote.

26.3 The President, Vice-President, Honorary Secretary, and Honorary Treasurer shall constitute an Executive Sub-Committee, which may issue instructions to the Honorary Secretary and the servants of the Club in matters of urgency connected with the management of the affairs of the Club during the intervals between meetings of the Committee, and where instructions are issued it shall report thereon to the next meeting of the Committee. Three (3) members of the Executive Sub-Committee shall constitute a quorum at a meeting of that sub-committee.

- 26.4 In the event of a casual vacancy occurring, the Committee may appoint a Full Member or a Life Member of the Club to fill the vacancy.
- 26.5 Each of the officers of the Club shall, subject to these Rules, hold office until the Annual General Meeting next after the day of his election or appointment.

27 Nominations for Election of Office Bearers

- 27.1 All nominations for office shall be:
- (a) signed by the proposer and seconder, who shall be financial Full Members or Life Members of the Club, and endorsed with the written consent to nomination of the nominee; and
 - (b) delivered to the Honorary Secretary at least seven (7) days prior to the date for the Annual General Meeting.

28 Procedure for Election of Office Bearers

- 28.1 In the event that the number of nominees exceed the number of vacancies to be filled, a ballot of those present and entitled to vote shall be taken at the Annual General Meeting to decide who shall be elected.
- 28.2 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be declared duly elected.
- 28.3 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be elected. Nominations to fill the remaining vacancies may be called from the floor at the Annual General Meeting.

29 Vacation of Office

- 29.1 The office of an officer of the Club shall become vacant if the officer:
- (a) dies;
 - (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors or makes any assignment of his estate for their benefit;
 - (c) becomes of unsound mind;
 - (d) resigns his office by writing under his hand addressed to the Committee;
 - (e) ceases to be a Member;
 - (f) fails to pay all subscriptions and fees due by him within one (1) month of receiving written notice from the Honorary Secretary that they are due; or

- (g) fails to attend, without leave having been granted, three (3) consecutive meetings of the Committee.

30 Meetings of the Committee

- 30.1 The Committee shall meet at least once in each month, at such place and at such time as the Committee may determine, for the transaction of the business of the Club.
- 30.2 The Honorary Secretary shall convene a special meeting of the Committee upon the request of the President or any three (3) members of the Committee.
- 30.3 The Honorary Secretary shall give to Committee members at least seven (7) days notice of each special meeting, specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 30.4 The President, or in his absence the Vice-President, shall preside at every Committee meeting.
- 30.5 Provided three (3) of the executive officers named in Sub-Rule 26.3 are included, six (5) members of the Committee shall constitute a quorum for the transaction of the business of the meeting.
- 30.6 No business shall be transacted at a Committee meeting unless a quorum is present, and if within thirty (30) minutes of the time appointed for the commencement of the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the day in the following week unless the meeting is a Special Meeting, in which case it shall lapse.
- 30.7 Questions arising at Committee meetings shall be determined by a simple majority on a show of hands or, if demanded by a member, by a poll taken in such manner as the chairman may determine.
- 30.8 Each member present at a meeting of the Committee is entitled to one vote. In the event of an equality of voting on any question, that question shall be declared not carried.

31 Sub-Committees

- 31.1 The Committee may at any time appoint a sub-committee of Committee members as it thinks fit and shall prescribe the powers and functions thereof.
- 31.2 The Committee may co-opt as members of a sub-committee such Members of the Club as it may think fit.
- 31.3 A Sub-committee shall at all times be subject and subordinate to the Committee.

- 31.4 Unless the By-laws provide otherwise and except as provided in Sub-Rule 26.3, the Committee may revoke the appointment of any sub-committee or of any member thereof.
- 31.5 The Honorary Secretary shall be entitled to attend any meeting of a sub-committee.
- 31.6 One-half of the number of members of a sub-committee plus one sub-committee member shall constitute a quorum at a sub-committee meeting.
- 31.7 The chairman of a sub-committee shall submit a report of its activities to each monthly meeting of the Committee.

SECTION V DUTIES OF PRINCIPAL OFFICERS

32 The President

- 32.1 The President shall:
- (a) preside at all meetings at which he is present other than special or standing sub-committee meetings which he may attend ex-officio;
 - (b) carry into effect the Rules and By-laws of the Club;
 - (c) represent the Club at functions when such representation is appropriate; and
 - (d) call meetings of Members, committees, and sub-committees as required for the orderly management of the affairs of the Club.

33 The Vice-President

- 33.1 The Vice-President shall assist the President in the performance of the duties of his office and shall act as chairman of any meeting from which the President is absent.
- 33.2 The Vice-President shall be the Public Officer of the Club, with responsibility for the duties of that office in respect of the *Associations Incorporation Act 1964*.

34 The Honorary Secretary

- 34.1 The Honorary Secretary:
- (a) shall be the executive officer of the Committee;
 - (b) shall attend all General Meetings and all Committee meetings and may attend such sub-committee meetings as are considered beneficial to the Club;
 - (c) shall cause the recording of minutes, in books kept for that purpose, of all General Meetings and Committee meetings;
 - (d) conduct all correspondence in connection with the general business of the Club;
 - (e) maintain a register of Members;
 - (f) assist the Club's Public Officer in the timely lodgement of all documentation required to be lodged by the Club pursuant to the provisions of the *Associations Incorporation Act 1964* and any subsequent amendment thereof; and
 - (g) carry out all such other duties as are imposed by these Rules or as are associated with the office of Honorary Secretary.

35 The Honorary Treasurer

35.1 The Honorary Treasurer shall:

- (a) receive all moneys paid to the Club and as soon as practicable deposit or cause to be deposited such moneys with the Club's bankers;
- (b) pay all Club accounts;
- (c) maintain correct accounts and books showing the financial affairs of the Club and the particulars usually shown in books of account of a similar nature and produce for inspection at any time such accounts and books;
- (d) prepare at intervals of not more than three months a statement of receipts and payments to be submitted for approval by the Committee;
- (e) prepare and submit to each Annual General Meeting properly audited financial statements;
- (f) keep the accounting books, records of receipts and expenditure, securities, and financial records of the Club in such secure repository as the Committee may determine; and
- (g) at the direction of the Committee, invest or otherwise manage moneys standing to the credit of the Club in such manner as to serve the best interests of the Club.

36 Indemnity of Members

36.1 Any Member of the Club who, by these Rules or those of a General Meeting or of the Committee, accepts or incurs any liability on behalf of the Club shall be indemnified by the Club against personal loss in respect of such liability.

SECTION VI FINANCIAL

37 Banking Account

37.1 The banking account of the Club shall be kept with such financial institution as the Committee may from time to time determine.

37.2 No funds shall be drawn from an account of the Club for payment of expenditure exceeding such amount as is from time to time fixed by the Committee unless the prior approval of the Committee has been obtained for such excessive expenditure.

37.3 All cheques, drafts, promissory notes, and other negotiable instruments shall be signed by the Honorary Treasurer and one other executive officer.

38 Fees and Subscriptions

38.1 The amount of the annual subscription for each class of Member shall be fixed for the ensuing year at the Annual General Meeting.

- 38.2 The annual subscription of a Member shall become due and payable on the first day of January in each year.
- 38.3 The amount of subscription payable by a Member admitted after the first day of July in any one year shall be the half-year membership subscription as fixed at the Annual General Meeting prior to the date of admission. A full annual subscription shall become due and payable on the first day of January next occurring after the date of admission of such Member.
- 38.4 Failure to pay an annual subscription by the first day of March shall be cause for termination of membership and the Member's name shall be forthwith struck from the register of Members PROVIDED ALWAYS that where a written explanation satisfactory to the Committee, together with moneys due, is received by the Honorary Secretary, the Committee may approve reinstatement of the Member.

39 Club Year

- 39.1 The Club year shall end on the 31st day of December in each year.

40 Financial Year

- 40.1 The financial year of the Club shall end on the 31st day of December in each year.

41 Auditors

- 41.1 At each Annual General Meeting of the Club an auditor shall be appointed for the ensuing year. The person so appointed shall be an auditor qualified to comply with Section 24 of the *Associations Incorporation Act 1964* and shall not hold any other office of the Club.
- 41.2 A person appointed pursuant to this Rule shall hold office until the Annual General Meeting next occurring and shall be eligible for reappointment.
- 41.3 If a casual vacancy occurs in the office of auditor, the Committee may appoint a person as auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.
- 41.4 An auditor may be removed from office only Special Resolution.
- 41.5 The auditor shall:
- (a) have power at all times to examine the books and documents of the Club;
 - (b) examine the accounts of the Club at least once in each financial year;
 - (c) report upon the accounts of the Club to the Members present at the Annual General Meeting; and
 - (d) prepare for inclusion in the annual return of the Club the material referred to in Section 24B of the *Associations Incorporation Act 1964*.

SECTION VII GENERAL

42 Seal of the Club

- 42.1 The seal of the Club shall be in the form of a rubber stamp inscribed with the name of the Club encircling the word “seal”.
- 42.2 The seal of the Club shall not be affixed to any instrument except by the authority of the Committee and the affixing thereof shall be attested by the signatures of two members of the Committee and that attestation is sufficient for all purposes that the seal was affixed by the authority of the Committee.
- 42.3 The seal shall remain in the custody of the Public Officer of the Club.

43 By-laws

- 43.1 The Committee shall have the power from time to time to make By-laws and Regulations for the efficient working of the Club. All such By-laws and Regulations shall be consistent with these Rules and in the spirit of the objects of the Club and may be altered, amended, or rescinded by the Committee as occasion or circumstances may require.
- 43.2 All By-laws shall be recorded in a manner approved by the Committee and shall be available for inspection by Members.
- 43.3 Members shall be given not fewer than fourteen (14) days notice of the date of effect and the nature of any alteration to or repeal of any By-law.