

BRONZE BULLSEYE ULTIMATE CLUB INCORPORATED CONSTITUTION

1. NAME

- 1.1 The name shall be the BRONZE BULLSEYE ULTIMATE CLUB INCORPORATED

2. OBJECTIVES

- 2.1 The objects of the Club will be:
- 2.1.1 To promote interest and growth in ULTIMATE play,
 - 2.1.2 To actively promote a spirit of goodwill and friendship for all people involved in the activities of ULTIMATE play,
 - 2.1.3 To make the community and all governments aware of the benefits of ULTIMATE play as an outdoor leisure activity and as a sport,
 - 2.1.4 To do all things and acts conducive to the furtherance of the objects and interests of the Club.
 - 2.1.5 To continue affiliation to the State governing body, being the Western Australian Flying Disc Association Incorporated.
 - 2.1.6 To be a competitive Open's, **Women's, and Mixed** Ultimate club, and to improve the quality of ULTIMATE in Perth and Western Australia.
- 2.2 The Club shall be a Non-Profit Organisation. The property and income of the Club shall be applied towards the promotion of the objects of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Club, except in good faith in the promotion of those objects.

3. MEMBERSHIP OF THE CLUB

- 3.1 Any person who is interested in ULTIMATE play shall be eligible for membership. There shall be two types of Club members, namely
- 3.1.1 **Current Members** The Executive Committee shall determine the categories of current membership, conditions of current membership, fees to be charged for each current membership category and the duration of that membership. Current members may include but are not limited to full Club members with voting rights and non-voting members (for example, junior or social members)
 - 3.1.2 **Honorary Life Members** may be granted to persons, who have reached the age of eighteen years and have rendered exceptional service to the Club. An Honorary Member shall have the rights of a Full Current Member, but shall be exempt from paying the Club's Current Membership Fees.
- 3.2 A person ceases to be a member of the Club if that person
- 3.2.1 Dies;
 - 3.2.2 Resigns by notice in writing delivered to the Committee (including electronic mail);
 - 3.2.3 Fails to satisfy the conditions of membership set by the Committee; or
 - 3.2.4 Acts against the interests of the Club, to the satisfaction of the Committee, following an inquiry process of natural justice
- 3.3 The Executive Committee may set Club affiliation structures and fees no later than 30 days after the Annual General Meeting.
- 3.4 If the Executive Committee does not set Club affiliation structures and fees during this time, Club affiliation structures and fees shall be the same as for the previous year.
- 3.5 Register of Members: (REMOVE THIS SECTION)**
- 3.5.1 The Secretary shall on behalf of the Club keep and maintain the register of members and that register shall be kept and maintained at the Secretary's place of residence or electronically.**
 - 3.5.2 The Secretary shall delete the name of any person who ceases to be a member of the Club from the register of members**

4. REGISTER OF MEMBERS OF THE CLUB

- 4.1 The secretary, or another person authorised by the committee, on behalf of The Club, must comply with the Act by keeping and maintaining in an up to date condition a secure register of the Members of The Club and their contact details as prescribed in the Act.
- 4.2 Upon the request of a Member, The Club shall make the register available for the inspection of the Member and the Member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- 4.3 In accordance with the Act, The Club may charge a fee for the provision of accessing the Member Register. The Club may also require a member who wished to obtain a copy of the register of members to provide a statutory declaration setting out the purpose for which the application is made.
- 4.4 The register must be kept at the principal place of administration of The Club or maintained electronically.
- 4.5 The Secretary must cause the name of a person who dies or who ceases to be a Member under Rule 3 to be deleted from the register of Members.
- 4.6 Subject to confidentiality considerations and the Privacy Act (if applicable), the register may be used by The Club to further the objects of The Club, as the Committee considers appropriate.

5. SUSPENSION OR EXPULSION OF MEMBERS OF THE CLUB

- 5.1 If the Executive Committee considers that a Member should be suspended or expelled from membership of The Club because of conduct detrimental to the interests of The Club, the Executive Committee must communicate in writing, to the Member:
 - 5.1.1 proposed suspension or expulsion and of the time, date and place of the Executive Committee meeting at which the question of that suspension or expulsion will be decided; and
 - 5.1.2 particulars of that conduct, not less than thirty (30) days before the date of the meeting referred to in Rule 5.1.1
- 5.2 At the Executive Committee meeting referred to in a notice communicated under Rule 5.1 the committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to the Executive Committee, suspend or expel or decline to suspend or expel that Member from membership of The Club and must, after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.
- 5.3 Subject to Rule 5.1, a Member has their membership suspended or ceases to be a member fourteen (14) days after the day on which the decision to suspend or expel a Member is communicated to them under Rule 5.2
- 5.4 A Member who is suspended or expelled under Rule 5.2 must, if they wish to appeal against that suspension or expulsion, give notice in writing to the Executive Committee of their intention to do so within the period of fourteen (14) days
- 5.5 When notice is given under Rule 5.4:
 - 5.5.1 The Club in a General Meeting, must either confirm or set aside the decision of the Executive Committee to suspend or expel the Member, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, The Club at the General Meeting;
 - 5.5.2 The Member who gave that notice is not suspended or does not cease to be a Member unless and until the decision of the Executive Committee to suspend or expel them is confirmed under this sub-rule; and
 - 5.5.3 Any decision shall be recorded in the minutes of each relevant Executive Committee meeting.

6. DISCIPLINE OF MEMBERS

- 6.1 Where the Executive Committee is advised or considers that a Member has allegedly:
 - 6.1.1 breached, failed, refused or neglected to comply with a provision of this constitution, policies or any resolution or determination of the Executive Committee; or
 - 6.1.2 acted in a manner unbecoming of a Member or prejudicial to the objects and interests of The Club and/or the sport of Ultimate and its related disciplines; or
 - 6.1.3 brought The Club, the sport of Ultimate or its related disciplines into disrepute:

The Executive Committee may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of The Club as set out in The Club's policies.

7. DISPUTES AND MEDIATION

7.1 The grievance procedure applies to disputes under this constitution between:

- 7.1.1 between Members; or
- 7.1.2 between one or more members and the Club.

7.2 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

7.3 If the parties are unable to resolve the dispute, then the parties must, within ten (10) days, hold a meeting in the presence of two Executive Committee Members, in accordance with The Club policies.

7.4 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator, in accordance with The Club policies.

7.5 If a dispute between members that relates to the rules of The Club and cannot be resolved through this process it will be possible to make an application for the matter to be heard by the State Administrative Tribunal. It is open to the State Administrative Tribunal to refer the dispute, or any aspect of it, for mediation or make orders for the resolution of the dispute.

8. GROUNDS FOR TERMINATION OF A MEMBER OF THE EXECUTIVE COMMITTEE

8.1 In addition to the circumstances in which the role of an Executive Committee member becomes vacant by virtue of the Act, the position becomes vacant if the Executive Committee member:

- 8.1.1 Dies;
- 8.1.2 Is removed from office by Special Resolution;
- 8.1.3 Would otherwise be prohibited from being a director of a corporation under the Corporations Act or is disqualified from office under the Act;
- 8.1.4 Becomes bankrupt or is required to make any arrangement or composition with creditors generally;
- 8.1.5 Becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- 8.1.6 Is absent from more than three consecutive Executive Committee meetings, of which they have received notice without tendering an apology to the person presiding at each of those Executive Committee meetings or otherwise fails to participate in the management of the Club to the satisfaction of the Executive Committee following and inquiry process of natural justice;
- 8.1.7 If found to be an undischarged Bankrupt and does not declare their Bankruptcy to the Executive Committee or offer their resignation;
- 8.1.8 Breaches Committee confidentiality such that the breach poses serious and indefensible circumstances with regards the Executive Committee member's fiduciary duty to The Club or the Executive Committee's good governance of The Club; or
- 8.1.9 Brings the sport of Ultimate into disrepute.

9. VOTING RIGHTS

9.1 Only Members entitled to vote and present may cast one vote on any resolution.

9.2 All voting matters will be decided by simple majority of Members present, except in the case of amendments to this constitution and in the case of election of office bearers where only one nomination is received and then a 75% majority is required.

9.3 Only Executive Committee members are entitled to vote at Executive Committee meetings.

10. QUORUM

10.1 A quorum of the Executive Committee will consist of not less than three or half of the members of the Executive, whichever is the greater.

- 10.2 A quorum of members will consist of not less than five members or 50% of the membership (which ever is the lesser) personally present.

11. MANAGEMENT

- 11.1 The management of the general affairs of the Club shall be in be hands of the Executive Committee who administer the powers of the Club as outlined in Section 13 of the Western Australian Incorporation Act (1987).
- 11.2 The Executive Committee shall consist of no less than three (3) members and will include a President, Secretary and a Treasurer.
- 11.3 Executive Committee members shall be elected at an Annual General Meeting by Club members or appointed by the Executive Committee to fill a casual vacancy.
- 11.4 Members of the Executive Committee must be full Club members.
- 11.5 Executive Committee members shall not hold more than one position on the Executive Committee.
- 11.6 Members of the Executive Committee will act in an honorary capacity and will not receive any remuneration.
- 11.7 Executive Committee members shall hold their positions until the Annual General Meeting next following their election. A casual vacancy may exist on the Executive Committee if the committee member:
- 11.7.1 Dies;
 - 11.7.2 Resigns with written notice submitted to the Executive Committee
 - 11.7.3 Is convicted under an Offence under the Club Incorporation Act 1987
 - 11.7.4 Is permanently incapacitated by mental or physical ill-health
 - 11.7.5 Is absent from more than three consecutive Executive Committee meetings, of which they have received notice without tendering an apology to the person presiding at each of those Executive Committee meetings or otherwise fails to participate in the management of the Club to the satisfaction of the Executive Committee following and inquiry process of natural justice
- 11.8 Executive Committee members must inform themselves of their rights and responsibilities under the Western Australian Incorporation Act (1987).
- 11.9 Executive Committee members must inform themselves of the constitution, policies and resolutions of the Club which the Executive Committee creates and maintain for the day-to-day running of the Club.
- 11.10 The Executive Committee may, at their discretion, delegate non-executive responsibilities to members acting as subcommittee members. Such positions must be conferred in writing, describing the responsibility and communicating this to the general membership. Delegated responsibility may be revoked, partly or wholly, by the Executive Committee in writing.
- 11.11 The Executive Committee shall appoint an officer/s or agent of the Management Committee to have custody of the Club's records, documents and securities.

12. FINANCIAL

- 12.1 All funds of the Club shall be deposited into the Club's accounts at such bank or recognised financial institution as the Executive Committee may determine.
- 12.2 The funds of the Club together with its income and any property will be under the sole management control of the Executive Committee.
- 12.3 The Executive Committee will cause proper books, of accounts to be maintained, recording a true account of the financial transactions of the Club and of all receipts and expenditure and the assets and liabilities of the Club.
- 12.4 The accounts of the Club will be maintained to enable an annual audit.
- 12.5 The accounts of the Club will be closed annually.
- 12.6 The inventory and financial statements will be presented at the Annual General Meeting.
- 12.7 The signatories to the Club's account/s will be the Treasurer and at least one (1) from the remaining Executive Committee.
- 12.8 The financial year of the Club will commence on December 1 and end on November 30 each year.

13. MEETINGS

- 13.1 The Annual General Meeting

13.1.1 The Annual General Meeting of the Club must be held within two (2) calendar months either side of the end of the Club's financial year.

13.1.2 The order in which business is to be transacted at an AGM is:

- Opening
- Apologies
- Confirmation of Minutes of previous AGM
- The reports of the Executive Committee
- Consideration of the accounts and inventory of the Club
- The election of the incoming Executive Committee
- Any other business requiring consideration by the Club

13.2 Nominations for positions on the Executive Committee must be received in writing (including electronic mail) five (5) days in advance of the AGM. Members who nominate for Executive Committee positions must be in attendance at the AGM.

13.2.1 If written nominations are not received or a majority vote as defined by section 4.2 is not attained, nominations from the floor may be gathered by the chairperson until no vacancies on the intended Executive Committee exist.

13.2.2 Only financial members of the Club will be entitled to vote at the meetings of the Club.

13.2.3 The Executive Committee shall meet regularly with at least four (4) meetings per calendar year.

13.2.4 Financial members of the Club are entitled to attend meetings of the Executive Committee upon the Executive Committee's prior notification and approval.

13.2.5 The Executive Committee shall give at least fourteen (14) days notice of the date of the AGM to Members.

13.3 General Meetings

13.3.1 General Meetings may be called by the Management Committee or at the request of the President and Secretary or on the written request of three (3) members of the Club.

13.3.2 The Secretary shall give at least seven (7) days notice, in writing, of the date of the General Meeting to the members. Notice of General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that General Meeting.

13.3.3 The Quorum as defined by Section 5 is required.

13.4 The Secretary is responsible for the making and keeping of Minutes of the proceedings at all Meetings.

14. AMENDMENTS TO THIS CONSTITUTION

14.1 Any amendments to this constitution shall be made at the Annual General Meeting or any General Meeting called for the expressed purpose.

14.2 Proposed alterations or amendments must be received in writing, including electronic mail, seven (7) days prior to the General Meeting.

14.3 A quorum and 75% majority of all votes is required to amend the constitution.

15. COMMON SEAL OF CLUB

15.1 The Club shall have a common seal on which its corporate name shall appear in legible characters.

15.2 The common seal of the Club shall not be used without the express authority of the Executive Committee and every use of that common seal shall be recorded in the Club's records.

15.3 The affixing of the common seal of the Club shall be witnessed by any two of the Executive Committee, including one of the President and one (1) from the remaining Executive Committee.

15.4 The common seal of the Club shall be kept in the custody of the Secretary or of such other person as the Executive Committee from time to time decides.

16. INSPECTION OF RECORDS

16.1 Any member may at any reasonable time inspect without charge the books, documents, records and securities of the Club.

17. DISSOLUTION

- 17.1 The Club may be dissolved or wound up by a resolution of any ordinary or special general meeting called for such purpose.
- 17.2 If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.