



**Australian Capital Territory Volleyball Incorporated
Constitution**

An incorporated association under the *Associations Incorporation Act 1991*
(ACT)

Amended September 2013

TABLE OF CONTENTS

1.	NAME	4
2.	STATEMENT OF PURPOSES AND OBJECTS	4
3.	DEFINITIONS AND INTERPRETATION	4
4.	POWERS.....	6
5.	INCOME AND POWERS	6
6.	MEMBERS OF THE ASSOCIATION.....	7
7.	LIFE MEMBERSHIP	7
8.	MEMBERSHIP FEES OF THE ASSOCIATION.....	7
9.	CESSATION OF MEMBERSHIP OF THE ASSOCIATION.....	7
10.	RIGHTS AND OBLIGATIONS OF MEMBERS OF THE ASSOCIATION	8
11.	MANAGEMENT OF THE ASSOCIATION	8
11A.	PRESIDENT AND VICE PRESIDENT	9
12.	CONDUCT OF BOARD MEETINGS	9
13.	ELECTION OF ELECTED DIRECTORS AND THE PRESIDENT	10
14.	RESIGNATION OR DISMISSAL OF DIRECTORS	11
15.	GENERAL MEETINGS OF THE ASSOCIATION	11
16.	VOTING AT GENERAL MEETINGS OF THE ASSOCIATION	12
17.	BY-LAWS.....	13
18.	COMMITTEES OF THE ASSOCIATION	13
19.	FINANCIAL YEAR	13
20.	FINANCIAL ADMINISTRATION OF THE ASSOCIATION.....	13
21.	SEAL OF THE ASSOCIATION	13
22.	DISCIPLINING OF MEMBERS	14
23.	RIGHT OF APPEAL OF DISCIPLINED MEMBER	15
24.	MEMBERS' LIABILITY	15
25.	ALTERATION TO THE CONSTITUTION	15
26.	CUSTODY AND INSPECTION OF BOOKS AND DOCUMENTS.....	15
27.	INSURANCE	15
28.	WINDING UP	16

1. NAME

- 1.1.** The name of the Association shall be Australian Capital Territory Volleyball Incorporated (**“the Association”**).
- 1.2.** The Association may operate under one or more trading names at the discretion of the Board.

2. STATEMENT OF PURPOSES AND OBJECTS

2.1. Statement of Purposes

The Association's purpose is to represent the interests of the Association as the AVF Member Association for the Territory and, in co-operation with the AVF and other AVF Member Associations, to co-ordinate and provide for the participation by Territory athletes, coaches and officials in approved local, State, national and international Volleyball competitions.

2.2. Objects

The Objects for which the Association is established are to:

- (a) be the AVF Member Association for the Territory and to comply with the constitution and by-laws of the AVF;
- (b) work cooperatively with each other AVF Member Association and the AVF and others to conduct, encourage, promote, advance, control and manage Volleyball in the Territory;
- (c) provide for the conduct, encouragement, promotion and administration of Volleyball activities through and by Members and the AVF for the mutual and collective benefit of the Members;
- (d) act in good faith and loyalty to ensure the maintenance and development of the Association and Volleyball, its standards, quality and reputation for the collective and mutual benefit of the Members;
- (e) promote, manage and control Volleyball events and to assist the AVF, at the AVF's request, to promote, manage and control national and international Volleyball events held in the Territory;
- (f) affiliate and otherwise liaise with the AVF, FIVB and such other bodies as may be desirable to achieve these Objects;
- (g) strive for government, commercial and public recognition of the Association and Volleyball in the Territory; and
- (h) undertake and/or do all things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3. DEFINITIONS AND INTERPRETATION

3.1. Definitions

In this constitution, unless the context otherwise requires:

“Act” means the *Associations Incorporation Act 1991* (ACT) and includes the *Association Incorporation Regulations 1991* (ACT);

“Affiliated Club” means a Volleyball club admitted by the Board, at its discretion, as an Affiliated Club;

“Appointed Director” means a Director appointed in accordance with clause 11.4;

“AVF” means the Australian Volleyball Federation;

“AVF Member Association” means a member association of AVF as designated by the AVF from time to time;

“Board” means the Board of the Association referred to in clause 11.2 and shall be the committee of the Association for the purposes of the Act;

“By-Laws” means by-laws, policies procedures and regulations created by the Board under clause 17;

“Constitution” means this constitution, which shall be the rules of the Association for the purposes of the Act;

“Director” means either:

- (a) an Elected Director; or
- (b) an Appointed Director;

“Elected Director” means a Director elected in accordance with clause 13;

“Financial Year” has the same meaning as in clause 19;

“FIVB” means Federation International de Volleyball;

“Chief Executive Officer” means the person designated by the Board from time to time as the Chief Executive Officer of the Association;

“General Meeting” means either a Special General Meeting or the Annual General Meeting of the Association;

“Life Member” means a person admitted as a Life Member in accordance with clause 7.1;

“Member” means the Members of the Association referred to in clause 6.1 and **“Membership”** has a corresponding meaning;

“Non-Playing Member” means a coach, official, referee or volunteer of Volleyball or any family member of a Playing Member;

“Objects” means the objects of the Association as set out in clause 2.2; and

“Office” means the registered office or an officer of the Association;

“Playing Member” means a person registered in a Volleyball competition of the Association;

“President” means the President of the Association appointed in accordance with clause 11A;

“Public Officer” means an individual who has been appointed to exercise the functions of the Public Officer of the Association under the Act;

“Special resolution” has the same meaning as in section 70 of the Act;

“Territory” means the Australian Capital Territory;

“Volleyball” means the sport of Volleyball as controlled by the FIVB and AVF from time to time; and

“Vice President” means the Vice President of the Association appointed in accordance with clause 11A.

3.2. Interpretation

In this Constitution, unless the context otherwise requires:

- (a) a reference to a function includes a reference to a power, authority or duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other gender; references to persons include corporations;
- (e) references to persons include corporations;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) references to a clause or schedule refers to a clause or schedule in this constitution;
- (h) in reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether the same or any legislative authority having jurisdiction);
- (i) an expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has in any clause of this constitution that deals with a matter by that Part or Division the same meaning as in that Part or Division;
- (j) and all headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution.

4. POWERS

- 4.1.** Solely for furthering the Objects, the Association has the legal capacity and powers of an incorporated association as set out under Division 3.2 of the Act.

5. INCOME AND POWERS

- 5.1.** Income and property to only be used in promotion of the Objects

The income and property of the Association must be applied solely towards the promotion of the Objects.

- 5.2.** Members not to receive income or property of the Association

No portion of the income or property of the Association will be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.

- 5.3.** Remuneration of Directors

No remuneration or other benefit in money or money's worth will be paid or given by the Association to any Member in their capacity as a Director unless such remuneration or benefit is authorised by Special Resolution of the Association in General Meeting.

- 5.4.** Members may receive payments in good faith Subject to Clauses 5.2 and 5.3, nothing in this constitution prevents payment in good faith to any Member:

- a. for any services actually rendered to the Association as an employee or otherwise;
- b. for goods supplied to the Association in the ordinary and usual course of business;

- c. of interest on money borrowed from any Member;
- d. of rent of premises demised or let by any Member to the Association; or
- e. for any out-of-pocket expenses incurred by any Member on behalf of, and approved by, the Board,

provided any such payment does not exceed the amount ordinarily payable between ordinary commercial parties dealing at arms length in a similar transaction.

6. MEMBERS OF THE ASSOCIATION

- 6.1.** The Association shall consist of the following classes of Members:
- (a) Affiliated Clubs;
 - (b) Playing Members;
 - (c) Non-Playing Members;
 - (d) Life Members; and
 - (e) any other class of Members as determined by the Association from time to time at a General Meeting.
- 6.2.** Upon a person satisfying the requirements for Membership and paying any applicable Membership fees, the Association shall enter the name of that person in the Member database and thereafter that person shall forthwith be a Member of the Association.
- 6.3.** All rights, privileges or obligations which a Member has by reason of holding Membership of the Association shall not be capable of being transferred and shall terminate upon cessation of Membership.

7. LIFE MEMBERSHIP

- 7.1.** Life Membership of the Association may be conferred on any person who has rendered distinguished service as a Volleyball player, official, administrator or volunteer.
- 7.2.** A person may be appointed as a Life Member at a General Meeting by Special Resolution, provided that:
- (a) the nomination has received the endorsement of the Board; and
 - (b) the nominee has consented in writing to the nomination.
- 7.3.** No more than two persons shall be elected as Life Members of the Association in any Financial Year.
- 7.4.** Life Members shall be entitled to free admission to all fixtures and events under the auspices of the Association.

8. MEMBERSHIP FEES OF THE ASSOCIATION

- 8.1.** The Board shall establish Membership fees for the Association payable by Members from time to time and advise Members of the same.
- 8.2.** Life Members shall not be required to pay any Membership fees.

9. CESSATION OF MEMBERSHIP OF THE ASSOCIATION

- 9.1** A person's Membership of the Association shall cease if:
- (a) that Member, if a natural person, dies;
 - (b) that Member, if a body corporate, is wound up, dissolved or placed into external administration or liquidation;

- (c) that Member resigns from Membership of the Association;
 - (d) that Member is expelled from the Association; or
 - (e) that Member fails to renew his or her Membership of the Association.
- 9.2.** All resignations from Membership of the Association are to be made in writing to the Chief Executive Officer and shall be effective when the resignation is accepted by the Chief Executive Officer.
- 9.3.** Resignation from the Association does not free a Member from any debts payable by that Member or any liabilities of that Member owed to the Association.
- 9.4.** The resignation of a Member shall not entitle the Member to a refund of the whole or any portion of his or her paid Membership fees or any other moneys as may have been paid by the Member under this Constitution.

10. RIGHTS AND OBLIGATIONS OF MEMBERS OF THE ASSOCIATION

10.1. Rights of Members

- (a) Any Member may attend and speak at General Meetings of the Association.
- (b) Each Affiliated Club may appoint from time to time one delegate who shall have 1 vote on any resolution of the Association.
- (c) All Affiliated Clubs may propose, or second, a motion at General Meetings of the Association.

10.2. Consequences of Membership

Members acknowledge and agree:

- (d) this Constitution constitutes a contract between each of them and the Association;
- (e) that they are bound by this Constitution and the By-Laws;
- (f) they shall comply with and observe this Constitution and the By-Laws;
- (g) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association;
- (h) this Constitution is made in pursuit of a common object, namely the mutual and collective benefit of the Association, the Members and Volleyball;
- (i) this Constitution and By-Laws are necessary and reasonable for promoting the objects of the Association and particularly the advancement and protection of the sport of Volleyball; and
- (j) they are entitled to all benefits, privileges and services of Association Membership.

11. MANAGEMENT OF THE ASSOCIATION

11.1. The business of the Association shall be governed by the Board.

11.2. The Board shall comprise the following positions:

- (a) the Chief Executive Officer, who shall be an ex-officio member of the Board and be responsible for the administration of the Association and act as the Public Officer of the Association for the purposes of the Act;
- (b) five Elected Directors; and

- (c) up to two Appointed Directors who are appointed in accordance with clause 11.4.

11.3. The Elected Directors shall be elected in accordance with Clause 13.

11.4. The Board may appoint up to two Appointed Directors to address skill gaps on the Board who shall have full voting rights upon their appointment, such appointment to cease at the next Annual General Meeting.

11.5. The Board, in addition to the powers in this constitution, shall have power:

- (a) to co-opt or invite to participate in its deliberations, but without a vote and for such period as the Board deems fit, any person or persons whose assistance it considers of advantage to the Association;
- (b) to create such other offices or positions as it deems necessary, and to elect or appoint such persons as it sees fit to specific offices or positions; and
- (c) to determine any question of interpretation of this Constitution or By-laws made under it.

11A. PRESIDENT AND VICE PRESIDENT

11A.1. The Board may appoint from amongst their number a President and a Vice President.

11A.2. The term of appointment of the President or Vice President shall be one year.

11A.3. The President or Vice President may resign from his or her position by notice in writing to the Board.

11A.4. The President or Vice President may be removed from his or her position by resolution of the Board passed by at least a majority of the other Directors.

11A.5. The President or Vice President shall be deemed to have vacated his or her position if he or she ceases to be a Director.

12. CONDUCT OF BOARD MEETINGS

12.1. The President shall be the chairperson at all meetings of the Board. In the absence of the President then the Vice President shall be chairperson and if both are absent at a particular Board meeting then the Board shall appoint one of their remaining number as chairperson for that meeting only.

12.2. All resolutions at a Board meeting shall be passed by a simple majority of those Directors present and voting. The chairperson of the meeting shall have a deliberative and a casting vote on any resolution.

12.3. Four Directors present shall be a quorum for meetings of the Board. Presence of Directors shall include:

- (a) the contemporaneous linking together by telephone or other electronic means of a number of the Directors sufficient to constitute a quorum constitutes a meeting of the Directors under this constitution;
- (b) a Director participating in a meeting by telephone or other electronic means is to be taken as present in person at the meeting; and
- (c) a meeting by telephone or other electronic means is to be taken to be held at the place determined by the chairperson of the meeting provided that at least one of the Directors involved was at that place for the duration of the meeting.

- 12.4.** The Board shall meet at such times and places as it shall determine but in any event at least 5 times in each year.

13. ELECTION OF ELECTED DIRECTORS

13.1. Nominations for election

Nominations of candidates for election as Elected Directors shall:

- (a) be made in writing in the form approved by the Board and signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
- (b) given to the Chief Executive Officer not less than seven days before the date fixed for the Annual General Meeting at which the election is to take place.

13.2. The election process

- (a) If insufficient nominations are received to fill all vacancies on the Board for the positions of Elected Directors, the candidates nominated are taken to be elected and further nominations may be received at the Annual General Meeting.
- (b) If insufficient further nominations are received at the Annual General Meeting, any vacant positions remaining on the Board are taken to be casual vacancies.
- (c) If the number of nominations received is equal to the number of vacancies to be filled on the Board, the people nominated are taken to be elected.
- (d) If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot must be held at the Annual General Meeting.
- (e) The secret ballot for the election of Elected Directors must be conducted at the Annual General Meeting in the way the Board may direct.

13.3. Term of Directors

Subject to clause 13.6, an Elected Director is elected under 13.2 for a term commencing at the conclusion of the Annual General Meeting at which they were elected and ending at the conclusion of the second Annual General Meeting thereafter.

13.4. Board members not to hold more than one position at any time

A person is not eligible to simultaneously hold more than one position on the Board, other than being both a Director and either the President or the Vice President, at any time.

13.5. Casual Vacancies

If a casual vacancy shall occur in the membership of the Board, the Board shall have power at anytime to fill such casual vacancy for the remaining period of the vacated position.

13.6. Re-election

Subject to clause 13.7, all Elected Directors shall be eligible for re-election.

13.7. Maximum terms as Elected Directors

An Elected Director shall not be eligible for re-election if he, having been re-elected as an Elected Director, will at the end of that term have served more than 10 consecutive years as an Elected Director unless 75% of those persons

present and eligible to vote at the General Meeting where the re-election is to occur waive the requirements of this clause.

14. RESIGNATION OR DISMISSAL OF DIRECTORS

- 14.1.** A Director may be dismissed by Special Resolution of the Members at a General Meeting.
- 14.2.** A Director may resign from the Board by providing notice of the resignation to the President or Chief Executive Officer.
- 14.3.** A Director shall be automatically deemed to have resigned from his or her office if the Director:
 - (a) is or is found to be ineligible to hold office under Section 63 of the Act; or
 - (b) is absent from three consecutive Board meetings without the leave of the Board.

15. GENERAL MEETINGS OF THE ASSOCIATION

- 15.1.** All General Meetings other than the Annual General Meeting must be held in accordance with the Act and shall be Special General Meetings.
- 15.2.** Special General Meetings
 - (a) The Chief Executive Officer shall convene a Special General Meeting if requested to by:
 - (i) the Board; or
 - (ii) the delegates of any 50% or more Affiliated Clubs;
 - (b) All requests for a Special General Meeting shall be made in writing and shall state the business to be considered at the Special General Meeting.
 - (c) The Chief Executive Officer shall convene the Special General Meeting within 28 days of receiving a request under clause 15.2(a) .
 - (d) If for any reason a General Meeting is not held as required by this Constitution, the delegates of 50% or more Affiliated Clubs may call and arrange a Special General Meeting.
- 15.3.** Annual General Meetings
 - (a) The Annual General Meeting shall be held in accordance with the Act and this Constitution on a date and at a venue to be determined by the Board.
 - (b) The ordinary business of the Annual General Meeting shall include:
 - (i) confirming the minutes of the last preceding Annual General Meeting;
 - (ii) confirming the minutes of any Special General Meeting held since the last preceding Annual General Meeting;
 - (iii) receiving reports from the Board and the Auditor on the affairs of the Association during the last preceding Financial Year, as required by the Act;
 - (iv) electing the Elected Directors; and
 - (v) appointing Life Members.
- 15.4.** Business at General Meetings
 - (a) Business other than that included in the notice of the General Meeting shall only be considered if written notice of the business is given to the

Chief Executive Officer at least 14 days prior to the meeting.

- (b) Any Member wishing to move a motion at a General Meeting shall lodge a copy of the motion, seconded by any other Member with the Chief Executive Officer not less than 14 days prior to the date of the General Meeting.

15.5. Quorums

- (a) No business can be transacted at any General Meeting unless a quorum of the delegates from 50% or more Affiliated Clubs is present at the time when the meeting proceeds to business.
- (b) If within 30 minutes from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned to such other day and at such other time and place as the chairman of that meeting may determine. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the rescheduled meeting then the meeting will lapse.

15.6. Conduct at General Meetings

- (a) The chairperson at all General Meetings shall be the President of the Board and in the absence of the President, then the Vice President shall act as chairperson. If the President and Vice President are not present, the Members present shall elect a chairperson for that meeting only.
- (b) The chairperson of a General Meeting:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which is in their opinion necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.
- (c) A decision by the chairperson under this clause 15.6 is final.

15.7. Notice of General Meetings

- (a) The Chief Executive Officer shall, at least 28 days before the date fixed for a General Meeting, place a notice on the Association's website notifying the date, time, location and nature of the business to be conducted at the meeting.
- (b) The Annual General Meeting shall be specified as such in the notice convening it.

15.8. Adjournment of General Meetings

- (a) The chairperson at a General Meeting may, with the consent of the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment was approved.
- (b) Where a meeting is adjourned, notice of the date, time and venue of the adjourned meeting shall be placed within 48 hours of the adjourned meeting.

16. VOTING AT GENERAL MEETINGS OF THE ASSOCIATION

- 16.1.** All votes at a General Meeting shall be determined by a simple majority, except those matters requiring a Special Resolution, unless otherwise provided by this Constitution.
- 16.2.** If a vote on a resolution is tied then the resolution is lost.
- 16.3.** No delegate of an Affiliated Club is entitled to vote at any General Meeting of the Association unless all money due and payable by the delegate's Affiliated Club to the Association has been paid.

17. BY-LAWS

- 17.1.** The Board to formulate By-Laws
- (a) The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such by-laws, policies, procedures and regulations (collectively, "By-Laws") for the proper advancement, management and administration of the Association and the advancement of the Objects as it thinks necessary or desirable.
 - (b) Such By-Laws must be consistent with this Constitution and the Act and to the extent of any inconsistency the Constitution and the Act shall prevail.
- 17.2.** By-Laws binding
- All By-Laws made under this Clause 17 are binding on the Association and its Members.
- 17.3.** Notices binding on members
- Amendments, alterations, interpretations or other changes to By-Laws must be advised to Members by means of notices approved by the Board and placed on the Association's website.
- 17.4.** Setting aside or amending By-Laws
- Any By-Laws may be set aside or amended by the Board or a resolution passed at a General Meeting.

18. COMMITTEES OF THE ASSOCIATION

- 18.1.** The Board and/or Chief Executive Officer may from time to time set up committees to advise them on any of the activities of the Association.
- 18.2.** The Board may from time to time appoint committees from its Members to consider and report to the Board on any matter referred to it by the Board.

19. FINANCIAL YEAR

- 19.1.** The Financial Year of the Association for accounting purposes shall commence on the 1st day of January each year and end on the 31st day of December in that same year.

20. FINANCIAL ADMINISTRATION OF THE ASSOCIATION

- 20.1.** The Board will cause the accounts of the Association to be audited as required by and in compliance with the Act.
- 20.2.** The Board will set policies for the effective management of and control over the Association's finances.
- 20.3.** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Chief Executive Officer in accordance with

any approvals given by the Board.

21. SEAL OF THE ASSOCIATION

- 21.1.** The seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the word 'Seal'.
- 21.2.** The seal of the Association shall not be affixed to any instrument except by the authority of the Board and the affixing thereof shall be attested by the signatures of two members of the Board or such other persons as the Board may appoint for the purpose and that attestation is sufficient for all purposes that the seal was affixed by authority of Board.
- 21.3.** The seal shall remain in the custody of the Chief Executive Officer.

22. DISCIPLINING OF MEMBERS

- 22.1** If the Board is of the opinion that a Member:
- (a) has failed to comply with this Constitution; or
 - (b) has acted in a manner prejudicial to the interests of the Association;
- then the Board may, by ordinary resolution:
- (i) expel the Member from the Association; or
 - (ii) suspend the Member from the rights and privileges of Membership of the Association as the Board may decide for a specified period.
- 22.2** If the Board passes a resolution under Clause 22.1, the Chief Executive Officer must, as soon as practicable, serve a written notice on the Member:
- (a) setting out the resolution of the Board and the grounds on which it is based;
 - (b) stating that the Member may address the Board at a meeting held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the Member that the Member may do either or both of the following:
 - (i) attend and speak at that meeting; and
 - (ii) submit to the Board at or before the date of that meeting written representations relating to the resolution.
- 22.3** A resolution of the Board under Clause 22.1 is of no effect unless the Board, at the meeting contemplated by Clause 22.2(b) confirms the resolution.
- 22.4** At a meeting of the Board mentioned in Clause 22.3 the Board must:
- (a) give the relevant Member an opportunity, if present, to make oral representations;
 - (b) give due consideration to any oral or written representations submitted to the Board by that Member at or before the meeting; and
 - (c) by resolution decide whether to confirm or revoke the resolution of the Board previously made.
- 22.5** If the Board confirms a resolution under Clause 22.4, the Chief Executive Officer must, within 7 days of that confirmation, by written notice inform the Member of that confirmation and of the Member's right of appeal under Clause 23.

- 22.6** A resolution confirmed by the Board under Clause 22.4 does not take effect:
- (a) until the end of the period within which the Member is entitled to appeal against the resolution if the Member does not exercise the right of appeal within that period; or
 - (b) if within that period the Member exercises any right of appeal, unless and until the Association confirms the resolution in accordance with Clause 24.
- 22.7** The Board may, in the By-Laws, delegate its power under this Clause 22 to the Chief Executive Officer or a disciplinary committee or panel, in which case all references to the Board in this clause shall be regarded as a reference to the person, committee or panel to whom the relevant power has been delegated.

23. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 23.1.** A Member may appeal to the Association in a General Meeting against a resolution of the Board which is confirmed under clause 22.4, within 7 days after notice of the resolution is served on the Member, by lodging with the Chief Executive Officer a notice to that effect.
- 23.2.** Upon receipt of a notice under clause 23.1, the Chief Executive Officer must notify the Board which must call a General Meeting of the Association to be held within 21 days after the date on which the Chief Executive Officer received the notice or as soon as possible after that date.
- 23.3.** Subject to section 50 of the Act, at a General Meeting of the Association convened under clause 23.2:
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Board and the Member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the Members present and entitled to Vote on a resolution of the Association shall vote by secret ballot on the question of whether the resolution made under clause 22.4 should be confirmed or revoked.
- 23.4.** If the meeting passes a resolution in favour of the confirmation of the resolution made under clause 22.4, that resolution is confirmed.

24. MEMBERS' LIABILITY

- 24.1.** The liability of a Member to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of that Member's Membership fees.

25. ALTERATION TO THE CONSTITUTION

- 25.1.** No addition, alteration or amendment can be made to this Constitution unless:
- (a) approved by a Special Resolution of the Association in General Meeting; and
 - (b) the requirements of the Act for such addition, alteration or amendment have been satisfied.

26. CUSTODY AND INSPECTION OF BOOKS AND DOCUMENTS

- 26.1.** The records, books and other documents of the Association shall:
- (a) remain in the custody of the Chief Executive Officer; and

- (b) subject to any contrary direction of the Board as to extent, time, place or conditions, be open to inspection at the Volleyball ACT registered office, free of charge, by a Member of the Association during office hours.

27. INSURANCE

27.1. Persons to whom this clause apply

This clause applies to:

- (a) each person who is or has been a Director or Chief Executive Officer of the Association and
- (b) to such other officers or former officers of the Association as the Board in each case determines.

27.2. Insurance

The Association may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for any person to whom, this clause 27 applies against any liability incurred by that person as Director, officer or Member of the Association including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever the outcome.

28. WINDING UP

28.1. The Association may be wound up, deregistered or dissolved in line with the provisions of the Act.

28.2. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any surplus assets or property, the same must not be paid to or distributed amongst the Members but must be paid to, or distributed to, an organisation or organisations, whether incorporated or unincorporated, having objects similar to the Objects and which prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Association in this Constitution.

28.3. The organisation referred to in Clause 28.2 above is to be determined by the Members at or before the time of winding up, and if no such determination is made, by such judge of the Supreme Court of the Australian Capital Territory as may have or acquire jurisdiction for the matter.