

# CONSTITUTION

2021



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## Part 1.1 Preliminary

### 1 Definitions

In these rules:

*Note* A definition applies except so far as the contrary intention appears (see Legislation Act, s 155).

**association** means the Gungahlin United Football Club (ACT) Inc incorporated under the Act

**financial year** means the year ending on 31 December.

**member** means a member, however described, of the association.

**ordinary Executive Committee member** means a member of the Executive Committee who is not an office-bearer of the association as mentioned in section 12 (1) (a).

**secretary** means the person holding office under these rules as secretary of the association or, if no such person holds that office, the public officer of the association.

**the Act** means the *Associations Incorporation Act 1991*

**the Club** means the Gungahlin United Football Club (ACT) Inc

**the regulation** means the *Associations Incorporation Regulation 1991*.

### 1A Application of Legislation Act 2001

The *Legislation Act 2001* applies to these rules in the same way as it would if they were an instrument made under the Act.

## Part 1.2 Name

The name of the Club is Gungahlin United Football Club (ACT) Inc.

## Part 1.3 Objects

- 1 The Club's aim is to provide the best environment for the participation and fullest development of its members in Football. This will be achieved by:
  - (a) Providing a safe and enjoyable organisation and environment in which Members of all ages, genders and abilities can participate and engage in Football.
  - (b) Giving everyone who wants to participate in Football the opportunity to do so in a safe and welcoming environment.
  - (c) Ensuring that across all areas of the club, Members are collectively doing everything possible to build and develop successful teams, at every age and level of ability.
  - (d) Providing strong governance, making the best decisions for all, and working together with the Club's Executive Committees, members and other stakeholders to develop the right basis on which the Club will operate.

## Part 1.4 Membership

**1** Membership of the Club will consist of the classes of Members set out below.

- (a) **Life Member.** A person is eligible to be nominated as a Life Member of the club if:
- (i) They have been a member for more than ten years and have served on the Executive Committee for at least five years during that time; or
  - (ii) They have been a club official for at least ten years; or
  - (iii) A majority of the Executive Committee agree that they have rendered significant service to the club.
  - (iv) Nominations for a Life Member must be in writing specifying the reasons for nomination and submitted to the Secretary at least 14 days prior to an Annual General Meeting or Special General Meeting.
  - (v) A nominee is admitted to Life Membership if the Executive Committee recommend that the nominee be admitted to Life Membership and the recommendation is approved by a simple majority of Members present at the Annual General Meeting or Special General Meeting at which the recommendation is considered.
- (b) **Senior Player Member.** Defined as a person, eighteen (18) years of age or above, who is registered to participate in competitive football with the club for the current year. These members are entitled to attend and/or vote at any general meeting of the club.
- (c) **Non-playing Parent/Guardian Member.** Defined as a maximum of one caregiver of one or more registered Junior Player Members from the same family. These members are entitled to attend and/or vote at any meeting of the club.
- (d) **Junior Player Member.** Defined as a person, under eighteen (18) years of age, who is registered to participate in competitive football with the club for the current year.

## **2** Membership qualifications

A person is qualified to be a member if—

- (a) the person is a person mentioned in the Act, section 21 (2) (a) or (b) and has not ceased to be a member of the association at any time after incorporation of the association under the Act;  
or
- (b) the person—
- (i) has been nominated for membership in accordance with section 3 (1); and
  - (ii) has been approved for membership of the association by the Executive Committee of the association.

## **3** Nomination for membership

(1) A nomination of a person for membership of the association—

- (a) must be made by a member of the association in writing in the form approved by the Executive Committee; and
- (b) must be lodged with the secretary of the association.

- (2) As soon as is practicable after receiving a nomination for membership, the secretary must refer the nomination to the Executive Committee which must decide whether to approve or to reject the nomination.
- (3) If the Executive Committee decides to approve a nomination for membership, the secretary must as soon as practicable after that decision notify the nominee of that approval and request the nominee to pay within 28 days after receipt of the notification the sum payable under these rules by a member as the entrance fee and the first year's annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts mentioned in subsection (3) within the period mentioned in that subsection, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

#### **4 Membership entitlements not transferable**

A right, privilege or obligation that a person has because of being a member of the association—

- (a) cannot be transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

#### **5 Cessation of membership**

A person ceases to be a member of the association if the person—

- (a) dies or, for a corporation, is wound up; or
- (b) resigns from membership of the association; or
- (c) is expelled from the association; or
- (d) fails to renew membership of the association.

#### **6 Resignation of membership**

- (1) A member is not entitled to resign from membership of the association except in accordance with this section.
- (2) A member who has paid all amounts payable by the member to the association may resign from membership of the association by first giving notice (of not less than 1 month or, if the Executive Committee has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member.
- (3) If a person ceases to be a member, the secretary must make an appropriate entry in the register of members recording the date the member ceased to be a member.

#### **7 Fee, subscriptions etc**

- (1) The annual membership of the association is any amount that has been determined by resolution of the Executive Committee.
- (2) The annual membership fee of the association is \$2 or, if any other amount has been determined by resolution of the Executive Committee, that other amount.
- (3) The annual membership fee is payable—
  - (a) except as provided by paragraph (b)—before 1 January in each calendar year; or
  - (b) if a person becomes a member on or after 1 January in any calendar year—before 1 January in each succeeding calendar year.

#### **8 Members' liabilities**

- (1) The liability of a member to contribute towards the payment of the 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 relation to membership of the association as required by section 7.

## **9 Disciplining of members**

- (1) If the Executive Committee is of the opinion that a member—
  - (a) has persistently refused or neglected to comply with a provision of these rules; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association; the Executive Committee may, by resolution—
  - (c) expel the member from the association; or
  - (d) suspend the member from the rights and privileges of membership of the association that the Executive Committee may decide for a specified period.
- (2) A resolution of the Executive Committee under subsection (1) is of no effect unless the Executive Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection (3), confirms the resolution in accordance with this section.
- (3) If the Executive Committee passes a resolution under subsection (1), the secretary must, as soon as practicable, serve a written notice on the member—
  - (a) setting out the resolution of the Executive Committee and the grounds on which it is based; and
  - (b) stating that the member may address the Executive Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
  - (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;
    - (ii) submit to the Executive Committee at or before the date of that meeting written representations relating to the resolution.
- (4) Subject to the Act, section 50, at a meeting of the Executive Committee mentioned in subsection (2), the Executive Committee must—
  - (a) give to the member mentioned in subsection (1) an opportunity to make oral representations; and
  - (b) give due consideration to any written representations submitted to the Executive Committee by that member at or before the meeting; and
  - (c) by resolution decide whether to confirm or to revoke the resolution of the Executive Committee made under subsection (1).
- (5) If the Executive Committee confirms a resolution under subsection (4), the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 10.
- (6) A resolution confirmed by the Executive Committee under subsection (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 the right of appeal—unless and until the association confirms the resolution in accordance with section 10 (4).

## **10 Right of appeal of disciplined member**

- (1) A member may appeal to the association in general meeting against a resolution of the Executive Committee that is confirmed under section 9 (4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) On receipt of a notice under subsection (1), the secretary must notify the Executive Committee which must call a general meeting of the association to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.
- (3) Subject to the Act, section 50, at a general meeting of the association called under subsection (2)—
  - (a) no business other than the question of the appeal may be transacted; and
  - (b) the Executive Committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (c) the members present must vote by secret ballot on the question of whether the resolution made under section 9 (4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 9 (4), that resolution is confirmed.

## **Part 1.5 Executive Committee**

### **11 Powers of Executive Committee**

The Executive Committee, subject to the Act, the regulation, these rules, and to any resolution passed by the association in general meeting—

- (a) controls and manages the affairs of the association; and
- (b) may exercise all functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and
- (c) has power to perform all acts and do all things that appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the association.

### **12 Constitution and membership**

- (1) The Executive Committee consists of between six (6) and ten (10) members including at least four (4) office bearers and no less than two (2) general members.
- (2) Office Bearers include —
  - (a) the President
  - (b) the Vice President
  - (c) the Secretary
  - (d) the Treasurer
  - (e) the Head of Corporate Affairs

(f) the Head of Commercial

- (3) Executive Committee members shall be either elected in accordance with section 13 below or appointed in accordance with section 12 subsection (4).
- (4) If there is a vacancy in the membership of the Executive Committee, the Executive Committee may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to these rules.
- (5) Executive Committee members are elected to the Committee for a period of time in accordance with section 13 below

### **13 Election of Executive Committee members**

- (1) At each Annual General Meeting of the association :
  - (a) half of the existing Executive Committee members shall vacate their position, and
  - (b) the remaining half of the existing Committee members shall retain their position for a second year
- (2) Prior to each Annual General Meeting the Executive Committee will inform members of the association which of the Executive Committee positions will be vacated and open for nominations that year
- (3) No Executive Committee member shall hold a position on the Executive Committee for more than two (2) years without vacating the position
- (4) Committee members may nominate for re-election
- (5) Nominations of candidates for election as office-bearers or as ordinary Executive Committee members—
  - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
  - (b) must be given to the secretary of the association not less than seven (7) days before the date fixed for the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Executive Committee are taken to be vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of office-bearers and ordinary Executive Committee members must be conducted at the annual general meeting in the way the Executive Committee may direct.
- (7) A person is not eligible to simultaneously hold more than 1 position on the Executive Committee.

### **14 President's role and responsibilities**



The president will

- (1) Preside over Executive Committee meetings
- (2) Ensure Executive Committee meetings are managed efficiently, effectively and respectfully
- (3) Communicate both internally and externally the culture and philosophy of the association
- (4) provide leadership and direction to the Executive Committee to ensure the goals of the association are being met
- (5) provide leadership and direction for the strategic initiatives of the association
- (6) help devise and implement an Executive Committee succession plan

## **15 Secretary's role and responsibilities**

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of his or her address.
- (2) The secretary must keep minutes of—
  - (a) all elections and appointments of office-bearers and ordinary Executive Committee members; and
  - (b) the names of members of the Executive Committee present at a Executive Committee meeting or a general meeting; and
  - (c) all proceedings at Executive Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

## **15 Treasurer's role and responsibilities**

- (1) The treasurer of the association must—
  - (a) collect and receive all amounts owing to the association and make all payments authorised by the association; and
  - (b) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

## **16 Vacancies**

For these rules, a vacancy in the office of a member of the Executive Committee happens if the member—

- (a) dies; or
- (b) ceases to be a member of the association; or
- (c) resigns the office; or
- (d) is removed from office under section 17 (Removal of Executive Committee members); or
- (e) becomes bankrupt or personally insolvent; or
- (f) suffers from mental or physical incapacity; or

- (g) is disqualified from office under the Act, section 63 (1); or
- (h) is absent without the consent of the Executive Committee from all meetings of the Executive Committee held during a period of 6 months.

## **17 Removal of Executive Committee members**

The association in general meeting may by resolution, subject to the Act, section 50, remove any member of the Executive Committee from the office of member of the Executive Committee before the end of the member's term of office.

## **18 Executive Committee meetings and quorum**

- (1) The Executive Committee must meet at least 3 times in each calendar year at the place and time that the Executive Committee may decide.
- (2) Additional meetings of the Executive Committee may be called by any member of the Executive Committee.
- (3) Oral or written notice of a meeting of the Executive Committee must be given by the secretary to each member of the Executive Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Executive Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subsection (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Executive Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.
- (6) No business may be transacted by the Executive Committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- (8) At meetings of the Executive Committee—
  - (a) the president or, in the absence of the president, the vice president presides; or
  - (b) if the president and the vice-president are absent—1 of the remaining members of the Executive Committee may be chosen by the members present to preside.

## **19 Delegation by Executive Committee to sub committee**

- (1) The Executive Committee may, in writing, delegate to 1 or more sub Committees (consisting of the member or members of the association that the Executive Committee considers appropriate) the exercise of the functions of the Executive Committee that are specified in the instrument, other than—
  - (a) this power of delegation; and
  - (b) a function that is a function imposed on the Executive Committee by the Act, by any other Territory law, or by resolution of the association in general meeting.

- (2) A function, the exercise of which has been delegated to a sub Committee under this section may, while the delegation remains unrevoked, be exercised from time to time by the sub Committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances that may be specified in the instrument of delegation.
- (4) Despite any delegation under this section, the Executive Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub Committee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the Executive Committee.
- (6) The Executive Committee may, in writing, revoke wholly or in part any delegation under this section.
- (7) A sub Committee may meet and adjourn as it considers appropriate.

## **20 Voting and decisions**

- (1) Questions arising at a meeting of the Executive Committee or of any sub Committee appointed by the Executive Committee are decided by a majority of the votes of members of the Executive Committee or sub Committee present at the meeting.
- (2) Each member present at a meeting of the Executive Committee or of any sub Committee appointed by the Executive Committee (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

## **Part 1.6 General meetings**

### **21 Annual general meetings—holding of**

- (1) The association must, at least once in each calendar year and within 5 months after the end of each financial year of the association, call an annual general meeting of its members.
- (2) Subsections (1) and (2) have effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

### **22 Annual general meetings—calling of and business at**

- (1) The annual general meeting of the association must, subject to the Act, be called on the date and at the place and time that the Executive Committee considers appropriate.
- (2) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is—
  - (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the Executive Committee reports on the activities of the association during the last financial year; and
  - (c) to elect members of the Executive Committee, including office-bearers; and
  - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1).

- (3) An annual general meeting must be specified as such in the notice calling it in accordance with section 24 (Notice).
- (4) An annual general meeting must be conducted in accordance with the provisions of this part.

### **23 General meetings—calling of**

- (1) The Executive Committee may, whenever it considers appropriate, call a general meeting of the association.
- (2) The Executive Committee must, on the requisition in writing of not less than 5% of the total number of members, call a general meeting of the association.
- (3) A requisition of members for a general meeting—
  - (a) must state the purpose or purposes of the meeting; and
  - (b) must be signed by the members making the requisition; and
  - (c) must be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the Executive Committee fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- (5) A general meeting called by a member or members mentioned in subsection (4) must be called as nearly as is practicable in the same way as general meetings are called by the Executive Committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

### **24 Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 28 days before the date fixed for the holding of the general meeting, provide the register of members with notification specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 28 days before the date fixed for the holding of the general meeting, send notice to each member in the way provided in subsection (1) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under section 22 (2).
- (4) A member desiring to bring any business before a general meeting may give written notice of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **25 General meetings—procedure and quorum**

- (1) No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

- (2) Five members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 3) constitute a quorum.

## **26 Presiding member**

- (1) The president, or in the absence of the president, a vice-president, presides at each general meeting of the association.
- (2) If the president and the vice-presidents are absent from a general meeting, the members present must elect 1 of their number to preside at the meeting.

## **27 Adjournment**

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subsections (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **28 Making of decisions**

- (1) A question arising at a general meeting of the association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 members present in person at the meeting.
- (3) If the poll is demanded at a general meeting, the poll must be taken—
  - (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - (b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## **29 Voting**

- (1) Subject to subsection (3), on any question arising at a general meeting of the association a member has 1 vote only.
- (2) All votes must be given personally.
- (3) If the votes on a question at a general meeting are equal, the person presiding is not entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid, other than the amount of the annual subscription payable for the then current year.

### **30 Appointment of proxies**

- (1) Proxy voting is not allowed.

## **Part 1.7 Miscellaneous**

### **31 Funds—source**

- (1) The funds of the association must be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting and subject to the Act, section 114, any other sources that the Executive Committee decides.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **32 Funds—management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association must be used for the objects of the association in the way that the Executive Committee decides.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Executive Committee or employees of the association, being members of the Executive Committee or employees authorised to do so by the Executive Committee.

### **33 Alteration of objects and rules**

Neither the objects of the association mentioned in the Act, section 29 nor these rules may be altered except in accordance with the Act.

### **34 Common seal**

- (1) The common seal of the association must be kept in the custody of the secretary.
- (2) The common seal must not be attached to any instrument except by the authority of the Executive Committee and the attaching of the common seal must be attested by the signatures either of 2 members of the Executive Committee or of 1 member of the Executive Committee and of the secretary.

### **35 Custody of books**

Subject to the Act, the regulation and these rules, the secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the association.

### **36 Inspection of books**

The records, books and other documents of the association must be open to inspection at a place in the ACT, free of charge, by a member of the association at any reasonable hour.

### **37 Service of notice**

For these rules, the association may serve a notice on a member by sending it by post to the member at the member's address shown in the register of members. *Note* For how documents may be served, see the Legislation Act, pt 19.5.

### **38 Surplus property**

- (1) At the first general meeting of the association, the association must pass a special resolution nominating—
  - (a) another association for the Act, section 92 (1) (a); or
  - (b) a fund, authority or institution for the Act, section 92 (1) (b);  
in which it is to vest its surplus property in the event of the dissolution or winding up of the association.
- (2) An association nominated under subsection (1) (a) must fulfil the requirements specified in the Act, section 92 (2).