

AUSTRALIAN BOWHUNTERS ASSOCIATION LTD

A company limited by guarantee

Australian Company Number: 093 577 603

Australian Business Number: 29 093 577 603



CONSTITUTION

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1. Introductory provisions

1.1. Definitions

1.1.1. In this constitution:

- a. **act** means the *Corporations Act 2001(Cth)* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the company;
- b. **ASIC** means the Australian Securities and Investments Commission;
- c. **board of directors** means the directors for the time being, constituted as provided for in this constitution;
- d. **board meeting** means a meeting of the board of directors;
- e. **bylaws** mean the bylaws of the company;
- f. **by lot** means making a determination or choice by lottery. For example, this might include conducting a draw at random;
- g. **casual vacancy** means a vacancy that happens when an officeholder or non-governing volunteer resigns, dies or otherwise vacates their position;
- h. **company** means Australian Bowhunters Association Ltd, a company limited by guarantee, formerly Australian Bowhunters Association Inc.;
- i. **general meeting** means a meeting of the company's eligible voting members and includes annual general meetings and general meetings called at the direction of the board of directors under clause 11.2.1.a and on the request of members under clause 11.2.1.b;
- j. **majority** means more than 50% of all members present and voting at a meeting;
- k. **member** means a person duly accepted as such by the board of directors in accordance with the constitution and having paid any membership fees due to the company;
- l. **non-governing volunteer** means a person who holds a formal role in the company other than as an officeholder, including subcommittee members, branch representatives, branch executive officers and branch management committee members;
- m. **officeholder** means a director or company secretary of the company;
- n. **properly constituted** means a club or association, which is:
 - i registered under the *Corporations Act 2001*; or
 - ii incorporated under state or territory incorporation legislation.
- o. **signed** means agreed in writing;

- p. **special resolution** means a resolution that is passed at a general meeting by the votes of at least 75% of the members who are present and voting;
 - q. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or digital formats.
- 1.1.2. Words importing the singular include the plural where context requires or permits.
 - 1.1.3. A word or expression that is not defined in this constitution, but is defined in the Act has, if the context permits, the meaning given by the Act.

1.2. Name

- 1.2.1. The name of the company is Australian Bowhunters Association Ltd.

1.3. Type of company

- 1.3.1. The company is a not-for-profit public company limited by guarantee.

1.4. Limited liability of members

- 1.4.1. The liability of members is limited to the amount of the guarantee in clause 1.5.

1.5. The guarantee

- 1.5.1. Each member must contribute an amount not more than \$1 (the guarantee) to the property of the company if the company is wound up while the member is a member, or within 12 months after they have ceased to be a member, and this contribution is required to pay for the:
 - a. debts and liabilities of the company incurred before the member stopped being a member; or
 - b. costs of winding up.

1.6. Corporations Act

- 1.6.1. In this constitution, unless the context requires otherwise, an expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.
- 1.6.2. The provisions of the Corporations Act that apply as replaceable rules are displaced by this constitution and accordingly do not apply to the company.

1.7. Interpretation

- 1.7.1. The board of directors has authority to interpret the meaning of this constitution and any matter relating to the company on which the constitution is silent, but any interpretation must have regard to the Act.

2. Objects and powers

2.1. Objects

- 2.1.1. The objects of the company are to:
- a. foster, encourage, promote, support and manage the sports of bowhunting and field archery in all of their forms; and
 - b. provide a safe, secure and inclusive environment and encourage high standards of sportsmanship, friendship, cooperation, social interaction and ethics amongst members; and
 - c. preserve and advance the belief that all humans are born equal and strive to join together the nations of the world through use of the bow and arrow in games and competitions designed to challenge individual skills and advance understanding; and
 - d. perpetuate bowhunting philosophy as a legitimate activity incorporating the principles of effective game management, conservation and preservation of the natural environment; and
 - e. affiliate with recognised international bowhunting and field archery organisations and any other bodies as the company deems fit; and
 - f. provide opportunities for skill development, training and education and foster competition pathways; and
 - g. establish rules and restrictions for bowhunting and field archery, including codes of ethics and rules of fair chase; and
 - h. do such things as are incidental or conducive to the attainment of any or all of these objects.

2.2. Powers

- 2.2.1. Solely for furthering the objects under clause 2.1, the company, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Act.
- 2.2.2. The company shall take over the funds and other assets and liabilities of the former incorporated association known as Australian Bowhunters Association Inc.

3. Membership

3.1. Classes of members

3.1.1. The membership of the company consists of the following classes:

- a. individual:
 - i individual members must be at least 18 years of age, support the objects of the company and abide by the company's constitution, bylaws and policies;
 - ii an individual member who is a branch representative or a director is entitled to vote at general meetings of the company;
 - iii subject to clause 6.4.1 individual members are eligible for election or appointment to the board of directors.
- b. junior:
 - i junior members must be below the age of 18 years, support the objects of the company and abide by the company's constitution, bylaws and policies;
 - ii junior members are not entitled to vote at general meetings of the company;
 - iii junior members are not eligible for election or appointment to the board of directors.
- c. life:
 - i life members must support the objects of the company and abide by the company's constitution, bylaws and policies;
 - ii life membership is open to any person who has rendered extraordinary and meritorious service to the company and who meets the eligibility criteria for life membership, as set down by the board from time to time;
 - iii any two members, who are individual or life members, may nominate an eligible member for life membership, provided that the nomination must be endorsed by the branch executive from the branch in which the nominee resides, or by the board of directors;
 - iv nominations for life membership must be in writing, signed by the members making the recommendation and a branch executive officer from the branch in which the nominee resides or by a director;
 - v nominations must be received by the company secretary at least 28 days prior to the annual general meeting;
 - vi on approval of the recommendation by the board of directors, the nominee will be proposed for election as a life member at the annual general meeting;
 - vii life members must be elected by the passing of a special resolution;

- viii a life member who is a branch representative or a director is entitled to vote at general meetings of the company;
 - ix subject to clause 6.4.1 life members are eligible for election or appointment to the board of directors;
 - x life members are not required to pay membership fees to the company.
- 3.1.2. The board of directors may from time to time determine additional classes of membership.
- 3.1.3. The board of directors shall have the power to limit the number of members in any class of membership from time to time.

3.2. Automatic membership

- 3.2.1. A person who, on the day the company is registered, was a member of the former Australian Bowhunters Association Inc. and who, on or before a day fixed by the board, agrees in writing to become a member of the company, must be admitted into an equivalent class of membership of the company as the member held in the former incorporated association.

3.3. Membership fees

- 3.3.1. The membership fees for each class of membership, other than life membership, are:
 - a. the amounts decided by the board of directors; and
 - b. payable when, and in the way, the board of directors decides.

3.4. Application for membership

- 3.4.1. An application for membership must be:
 - a. in the form decided by the board of directors; and
 - b. accompanied by any other documents or evidence of qualification for membership, which may be determined by the board of directors from time to time.

3.5. Admission and rejection of members

- 3.5.1. The board of directors must consider an application for individual or junior membership at the next board meeting held after it receives:
 - a. the application for membership; and
 - b. the appropriate membership fee for the application.
- 3.5.2. The board of directors must decide at the meeting whether to accept or reject the application for membership.
- 3.5.3. The company secretary must, as soon as practical after the board of directors decides to accept or reject an application for membership, give the applicant notice of the decision in a manner determined by the board of directors.

- 3.5.4. If the board of directors decides to reject an application for membership, the company secretary must, as soon as practical, refund any membership fee paid by the applicant.
- 3.5.5. An applicant for individual or junior membership may be permitted to receive provisional membership rights prior to the board meeting mentioned in clause 3.5.1.

3.6. Membership renewal

- 3.6.1. Existing members, other than life members, will be invited to renew their annual membership each year, in accordance with the timeframes and procedures set down by the board of directors from time to time.
- 3.6.2. A member who has resigned from the company or otherwise forfeited their membership and later desires to re-join may be subject to the same process of admission to membership as any new member who has not previously been a member of the company.

3.7. Register of members

- 3.7.1. The board of directors must keep a register of members of the company, which must include the following particulars for each member:
 - a. the full name of the member; and
 - b. the residential or postal address of the member; and
 - c. the email address of the member if known; and
 - d. the date on which the member's name was entered into the register; and
 - e. the name and details of each member who stopped being a member of the company within the last seven years and the date on which the member stopped being a member (which may be kept separately from the rest of the register); and
 - f. any other particulars that the board of directors may decide.
- 3.7.2. A member must advise the company secretary of any change to their residential, postal or email address.
- 3.7.3. Subject to the Act, confidentiality considerations and privacy laws, the register of members may be used solely to further the objects of the company.
- 3.7.4. A person must not:
 - a. use information obtained from the register of members to contact, or send material to, a member of the company for the purpose of advertising; or
 - b. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, a member of the company for the purpose of advertising.

4. Affiliated clubs

4.1. Affiliation requirements

4.1.1. Each affiliated club must:

- a. be a properly constituted bowhunting and/or field archery club; and
- b. support the objects of the company and abide by the company's constitution, bylaws and policies; and
- c. comprise entirely of members of the company; and
- d. not affiliate with any other bowhunting or field archery organisation, without prior approval from the board of directors; and
- e. elect or appoint a club representative to become a member of the branch management committee for the branch in which the club is located, in accordance with clause 8.2.1.

4.2. Automatic affiliation

- 4.2.1. A club or association which, on the day the company is registered, was an affiliated club of the former Australian Bowhunters Association Inc. and which, on or before a day fixed by the board, agrees in writing to become an affiliated club of the company, must be admitted into an equivalent class of membership of the company as the member held in the former incorporated association.

4.3. Affiliation fees

4.3.1. Affiliation fees are:

- a. the amounts decided by the board of directors; and
- b. payable when, and in the way, decided by the board of directors.

4.4. Application for club affiliation

4.4.1. An application for club affiliation must be:

- a. in the form decided by the board of directors; and
- b. accompanied by any other documents or evidence of qualification for affiliation, as determined by the board of directors from time to time.

4.5. Admission and rejection of affiliated clubs

4.5.1. The board of directors must consider an application for club affiliation at the next board meeting held after it receives:

- a. the application for affiliation; and
- b. the appropriate affiliation fee for the application.

4.5.2. The board of directors must decide at the meeting whether to accept or reject the application for club affiliation.

- 4.5.3. The company secretary must, as soon as practical after the board of directors decides to accept or reject an application for club affiliation, give the applicant club notice of the decision in a manner determined by the board of directors.
- 4.5.4. If the board of directors decides to reject an application for club affiliation, the company secretary must, as soon as practical, refund any affiliation fee paid by the applicant club.

4.6. Affiliation renewal

- 4.6.1. Affiliated clubs will be invited to renew their affiliation each year, in accordance with the timeframes and procedures set down by the board of directors from time to time.
- 4.6.2. A club which has resigned from affiliation with the company or otherwise forfeited their affiliation and later desires to re-affiliate may be subject to the same process of admission as any new club which has not previously been affiliated with the company.

4.7. Register of affiliated clubs

- 4.7.1. The board of directors must keep a register of affiliated clubs, which must include the following particulars for each affiliated club:
 - a. the full name of the affiliated club; and
 - b. the address of the affiliated club; and
 - c. the email address of the affiliated club; and
 - d. the name of the club representative elected or appointed to be a member of the branch management committee for the branch in which the club is located; and
 - e. any other particulars that the board of directors may decide.

5. Resignation, discipline and appeals

5.1. Resignation, termination and suspension

- 5.1.1. A member or affiliated club may resign from the company by giving a written notice of resignation to the company secretary.
- 5.1.2. The resignation takes effect at:
 - a. the time the notice is received by the company secretary; or
 - b. if a later time is stated in the notice, the later time.
- 5.1.3. The board of directors may terminate or suspend a member's membership if the board of directors determines that the member:
 - a. has failed to comply with any of the provisions of this constitution, or the company's bylaws; or
 - b. has membership fees in arrears; or

- c. has conducted themselves in a way considered to be injurious or prejudicial to the character or interests of the company.
- 5.1.4. The board of directors may terminate or suspend an affiliated club's affiliation if the board of directors determines that the club:
 - a. has failed to comply with any of the provisions of this constitution, or the company's bylaws; or
 - b. has affiliation fees in arrears for a period in excess of one month; or
 - c. has conducted itself in a way considered to be injurious or prejudicial to the character or interests of the company.
- 5.1.5. If the board of directors decides to terminate or suspend a member's membership or an affiliated club's affiliation, the company secretary must, within seven days of the decision, give the member or affiliated club written notice:
 - a. setting out the decision of the board of directors and the grounds on which it is based; and
 - b. stating that the member or affiliated club representative may address the board of directors at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice; and
 - c. stating that the member or affiliated club representative may bring a support person to that meeting; and
 - d. stating the date, place, and time of that meeting, which may be held either in person or by using any technology that reasonably allows all participants to hear and take part in discussions as they happen; and
 - e. informing the member or affiliated club representative that they may do either or both of the following:
 - i attend and speak at that meeting; and
 - ii submit to the board of directors at or before the date of that meeting written representations relating to the decision.
- 5.1.6. Before the board of directors terminates or suspends a member's membership or an affiliated club's affiliation, the board of directors must:
 - a. give the member or affiliated club a full and fair opportunity to make verbal representations at a meeting as mentioned in clause 5.1.5.b; and
 - b. give due consideration to any written representations submitted to the board of directors by the member or affiliated club at or before the meeting mentioned in clause 5.1.5.b.
- 5.1.7. If, after considering all representations made by the member or affiliated club, the board of directors decides by resolution to terminate or suspend the membership or the affiliation, the company secretary must, within seven days, give the member or affiliated club a written notice of the decision.

5.2. Appeals panel

- 5.2.1. At each annual general meeting, an appeals panel chairperson, who may be a suitably qualified legal professional, shall be appointed by the members present and voting.
- 5.2.2. The appeals panel chairperson shall appoint an additional two people to the appeals panel if an appeal is lodged:
 - a. against a decision of the board of directors to terminate or suspend a member's membership or to terminate or suspend an affiliated club's affiliation; or
 - b. against a decision to remove an officeholder or non-governing volunteer from office.
- 5.2.3. In the event that the appeals panel chairperson determines that they themselves are in any way conflicted or biased in relation to an appeal, the chairperson may absent themselves from the appeals panel and appoint three other people to the appeals panel.
- 5.2.4. The appeals panel may comprise members of the company and other people, provided that no director may simultaneously serve as a member of the appeals panel.
- 5.2.5. Any appeal shall be heard by the three members of the appeals panel.

5.3. Appeals process

- 5.3.1. A member or affiliated club whose membership or affiliation has been terminated or suspended, or a person who has been removed from office, may give the company secretary written notice of their intention to appeal against the decision.
- 5.3.2. A notice of intention to appeal must be given to the company secretary within seven days after the person or club receives written notice of the decision to terminate or suspend their membership or affiliation, or to remove them from office.
- 5.3.3. Within seven days of the company secretary receiving a notice of intention to appeal, the appeals panel chairperson shall appoint members of the appeals panel as outlined in clauses 5.2.2 - 5.2.4.
- 5.3.4. The appeals panel must hold the appeal meeting within 28 days after the company secretary receives the notice of intention to appeal.
- 5.3.5. The appeal meeting may be held either in person or by using any technology that reasonably allows all participants to hear and take part in discussions as they happen.
- 5.3.6. At the appeal meeting:
 - a. the member or affiliated club must be given a full and fair opportunity to show why the membership or affiliation should not be terminated or suspended; or
 - b. the person must be given a full and fair opportunity to show why they should not be removed from office.

5.3.7. Also:

- a. the board of directors must be given a full and fair opportunity to show why the membership or affiliation should be terminated or suspended; or
- b. the board of directors or branch management committee must be given a full and fair opportunity to show why the person should be removed from office.

5.3.8. An appeal must be decided by a majority vote of the three members of the appeals panel.

5.3.9. Where a decision of the board of directors to terminate or suspend a member's membership or an affiliated club's affiliation is set aside by the appeals panel, the membership or affiliation shall be immediately reinstated.

5.3.10. Where a decision to remove an officeholder or non-governing volunteer from their position is set aside by the appeals panel, the person shall be immediately returned to their position.

6. Board of directors

6.1. Membership of board of directors

6.1.1. The board of directors comprises the following directors:

- a. president;
- b. treasurer;
- c. director;
- d. director;
- e. bowhunting subcommittee chairperson;
- f. field archery subcommittee chairperson;
- g. national branch subcommittee representative.

6.2. Elected directors

6.2.1. The following directors are elected:

- a. president;
- b. treasurer;
- c. director;
- d. director;
- e. bowhunting subcommittee chairperson;
- f. field archery subcommittee chairperson.

6.2.2. An elected director may only be elected as follows:

- a. the company secretary calls for nominations for an elected director position at least 56 days before the general meeting at which the election is to be held;
- b. any two individual or life members of the company may nominate another individual or life member (the candidate) to serve as an elected director;
- c. nominations must be:
 - i in writing; and
 - ii signed by the candidate and the members who nominated them; and
 - iii endorsed by a director or a branch management committee member; and
 - iv given to the company secretary at least 28 days before the annual general meeting.
- d. a list of the candidates' names in alphabetical order must be open for inspection by members of the company for at least 14 days immediately preceding the general meeting;
- e. if required by the board of directors, balloting lists must be prepared containing the names of the candidates in order determined by lot;
- f. each member present and entitled to vote at the general meeting may vote for one candidate for each vacant elected director position on the board of directors. Any equality in voting is decided as follows:
 - i if there are two candidates and both candidates receive an equal number of votes, voting is determined by lot; or
 - ii if there are three or more candidates and two or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest number of votes. In the event that following the second vote, two or more candidates receive an equal highest number of votes, voting is determined by lot.
- g. if there is only one candidate for a vacant elected director position, the candidate is declared elected if approved by a majority of members present and voting. If the candidate is not approved, nominations for the position may be taken from the floor of the meeting;
- h. if, at the start of the general meeting, there are no candidates nominated for any vacant elected director position, nominations for that position may be taken from the floor of the meeting.

6.2.3. Elected directors shall take office from 1 January following the annual general meeting at which they are elected.

6.3. Appointed directors

- 6.3.1. The following director is appointed:
 - a. national branch subcommittee representative.
- 6.3.2. The national branch subcommittee representative is appointed to the board of directors by the national branch subcommittee.

6.4. Eligibility for board of directors

- 6.4.1. A person may only be elected or appointed as a director if that person:
 - a. is eligible to be an officeholder of a company under the Act; and
 - b. has continuously remained a member of the company for at least the preceding three years; and
 - c. has not had their membership of the company terminated or suspended within the preceding five years; and
 - d. has held an officeholder or non-governing volunteer position with the company.

6.5. Terms of office

- 6.5.1. The term of office for elected directors is three years.
- 6.5.2. Elected directors shall remain in office from 1 January following the annual general meeting at which they were elected until 31 December in the third year following their election.
- 6.5.3. Elected directors shall be eligible, on nomination, for re-election.
- 6.5.4. The board of directors shall have the power to determine the sequence of retirements for elected directors to ensure rotational terms, whereby two elected directors retire every year.
- 6.5.5. The term of office for the national branch subcommittee representative is two years.
- 6.5.6. The national branch subcommittee representative shall remain in office from 1 January following their appointment until 31 December in the next calendar year.
- 6.5.7. The national branch subcommittee representative shall be eligible for re-appointment.
- 6.5.8. There is no maximum number of consecutive terms for which a director may hold office.

6.6. Functions and duties of board of directors

- 6.6.1. The business of the company is to be managed by or under the direction of the board of directors.
- 6.6.2. The board of directors must take all reasonable steps to ensure that the company complies with its obligations under the Act and this constitution.

- 6.6.3. Subject to this constitution, the board of directors has the general control and management of the administration of the affairs, property and funds of the company.
- 6.6.4. The directors may exercise all the powers of the company except any powers that the Act or the company's constitution requires the company to exercise at a general meeting.
- 6.6.5. The board of directors has power to enforce the observance of all clauses in this constitution and any bylaws made by the board of directors.
- 6.6.6. A director must exercise their powers and discharge their duties in good faith, in the best interests of the company for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- 6.6.7. A director must not improperly use their position, or information obtained as a director, to:
 - a. gain a benefit or material advantage; or
 - b. cause detriment to the company.
- 6.6.8. Directors have a duty to prevent insolvent trading.

6.7. Material personal interests

- 6.7.1. The board of directors shall maintain a register of declared interests.
- 6.7.2. In the event that a director has any material personal interest in a matter that relates to the affairs of the company, the director shall, in accordance with sections 191 or 192 of the Act, disclose the interest to the first board meeting after the director becomes aware of the interest.
- 6.7.3. The disclosure must include details of the nature and extent of the director's material personal interest and the relation of that interest to the affairs of the company. The disclosure must be recorded in the minutes of that board meeting and in the register of declared interests.
- 6.7.4. Without limiting the application of section 191(2) of the Act, clauses 6.7.2 and 6.7.3 do not apply to an interest:
 - a. which the director has as a member of the company and which is held in common with the other members of the company; or
 - b. which relates to a contract that insures, or would insure, the director against liabilities the director incurs as a director of the company (but only if the contract does not make the company or a related body corporate the insurer).
- 6.7.5. A director who has a material personal interest in a matter that is considered at a meeting of the board of directors:
 - a. must not be present while the matter is being considered at the meeting; and
 - b. must not vote on the matter, and, if the director does vote, the director's vote must not be counted.

6.7.6. Clause 6.7.5 does not apply if:

- a. the board of directors has passed a resolution that identifies the director, the nature and extent of the director's interest in the matter and its relation to the affairs of the company, and states that those other directors voting for the resolution are satisfied that the interest should not disqualify the director from voting or being present; or
- b. ASIC has declared or ordered in accordance with section 196 of the Act that the director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.

6.8. Delegation

6.8.1. The board of directors may delegate any of its powers and authorities, duties and functions to any person or to any subcommittee except:

- a. the power to delegate; and
- b. a function that is a duty imposed on the board of directors by the Act or by any other law.

6.8.2. Despite any delegation under this clause, the board of directors may continue to exercise all its functions, including any function that has been delegated and remains accountable for the exercise of those functions at all times.

6.8.3. Any resolution of the board of directors to delegate its powers, authorities, duties and functions shall be recorded clearly and accurately in the minutes of the meeting during which the resolution was passed.

6.9. Acts not affected by defects or disqualifications

6.9.1. An act performed by the board of directors, a subcommittee or a person acting under the direction of the board of directors is taken to have been validly performed.

6.9.2. Clause 6.9.1 applies even if the act was performed when:

- a. there was a defect in the election or appointment of a director, subcommittee or person acting under the direction of the board of directors; or
- b. there was an informality or irregularity in the election or appointment of a director, subcommittee or person acting under the direction of the board of directors; or
- c. there was an irregularity in the convening or conduct of any board meeting or general meeting that was not discovered until after the conclusion of that meeting; or
- d. a director, subcommittee member or person acting under the direction of the board of directors was disqualified from being a member.

7. Subcommittees

7.1. Representative subcommittees

- 7.1.1. The company comprises the following representative subcommittees:
 - a. bowhunting subcommittee;
 - b. field archery subcommittee;
 - c. national branch subcommittee.
- 7.1.2. Members of the national branch subcommittee are appointed by branch management committees, in accordance with clause 8.4.1.
- 7.1.3. With the exception of the bowhunting subcommittee chairperson and the field archery subcommittee chairperson, members of the bowhunting subcommittee and the field archery subcommittee are appointed by the board of directors.
- 7.1.4. Additional detail regarding each representative subcommittee may be outlined in the company's bylaws.

7.2. Operational subcommittees

- 7.2.1. The board of directors may create and dissolve any operational subcommittee, considered appropriate by the board of directors to help with the conduct of the company's operations.
- 7.2.2. Members of operational subcommittees are appointed by the board of directors.
- 7.2.3. Additional detail regarding any operational subcommittees may be outlined in the company's bylaws.

7.3. Functions of subcommittees

- 7.3.1. A subcommittee shall have such powers and duties as the board of directors shall confer on it, or which the board of directors shall delegate to it.
- 7.3.2. A member of a subcommittee who is not a director is not entitled to vote at a board meeting.
- 7.3.3. Subject to the control and supervision of the board of directors, each subcommittee may manage its own affairs but must make regular reports to the board of directors, or otherwise as the board of directors may require from time to time.
- 7.3.4. A subcommittee must in the exercise of those powers delegated to it, conform to any regulation or restriction that the board of directors may impose upon it from time to time.
- 7.3.5. A subcommittee member must exercise their powers and discharge their duties in good faith, in the best interests of the company for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.

7.4. Meetings of subcommittees

- 7.4.1. A subcommittee may meet and adjourn as it considers appropriate, or as directed by the board of directors.
- 7.4.2. Each subcommittee must promptly and regularly produce its minutes and records for inspection by the board of directors.
- 7.4.3. Additional detail regarding meetings of subcommittees may be outlined in the company's bylaws.

8. Branches

8.1. Determination of branches

- 8.1.1. Members and affiliated clubs shall be divided into branches based on geographical location.
- 8.1.2. Such branches, their number and boundaries shall be determined by the board of directors.

8.2. Branch management committees

- 8.2.1. Each affiliated club shall elect or appoint an individual or life member of the company to the position of club representative to serve on the branch management committee for the branch in which the club is located.
- 8.2.2. An affiliated club representative shall be elected or appointed in a manner specified by the affiliated club's constitution, or as determined by the club's management committee.
- 8.2.3. Each branch management committee shall comprise club representatives as outlined in clause 8.2.1 and branch executive officers as outlined in clause 8.3.1.
- 8.2.4. A branch management committee member must exercise their powers and discharge their duties in good faith, in the best interests of the company for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- 8.2.5. A person may only be elected or appointed as a club representative to a branch management committee if that person:
 - a. is not disqualified from managing the affairs of a body corporate; and
 - b. has continuously remained a member of the company for at least the preceding one year; and
 - c. has not had their membership of the company terminated or suspended within the preceding five years.

8.3. Branch executive officers

- 8.3.1. Each branch executive comprises the following positions:
 - a. branch controller;

- b. branch treasurer;
 - c. branch secretary;
 - d. branch field representative;
 - e. branch score recorder.
- 8.3.2. Each branch management committee shall elect individual or life members of the company as branch executive officers.
- 8.3.3. A branch management committee member may simultaneously serve as a branch executive officer.
- 8.3.4. A branch executive officer must exercise their powers and discharge their duties in good faith, in the best interests of the company for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- 8.3.5. A person may only be elected as a branch executive officer if that person:
 - a. is not disqualified from managing the affairs of a body corporate; and
 - b. has continuously remained a member of the company for at least the preceding two years; and
 - c. has not had their membership of the company terminated or suspended within the preceding five years.

8.4. Branch representatives

- 8.4.1. Each branch management committee shall appoint a branch executive officer to the position of branch representative to serve on the national branch subcommittee and to represent the branch at general meetings of the company.
- 8.4.2. A person may only be appointed as a branch representative if that person:
 - a. is not disqualified from managing the affairs of a body corporate; and
 - b. has continuously remained a member of the company for at least the preceding two years; and
 - c. has not had their membership of the company terminated or suspended within the preceding five years.

8.5. Terms of office

- 8.5.1. The terms of office for branch management committee members, branch executive officers and branch representatives shall be outlined in the company's bylaws.

8.6. Meetings of branches

- 8.6.1. A branch management committee or branch executive may meet and adjourn as it considers appropriate, or as directed by the board of directors.

- 8.6.2. Each branch management committee or branch executive must, within 14 days of any meeting, produce its minutes and records for inspection by the board of directors.
- 8.6.3. Additional detail regarding meetings of branch management committees and branch executive officers may be outlined in the company's bylaws.

9. Casual vacancies

9.1. Resignation, removal or vacation of office

- 9.1.1. An officeholder or non-governing volunteer may resign from office by giving written notice of resignation to the company secretary.
- 9.1.2. The resignation takes effect at:
 - a. the time the notice is received by the company secretary; or
 - b. if a later time is stated in the notice, the later time.
- 9.1.3. A director may be removed from office at a general meeting of the company if a majority of the members present and voting at the meeting vote in favour of removing the director.
- 9.1.4. At a general meeting, before a vote is taken about removing a director from office, the director must be given a full and fair opportunity to show why they should not be removed from office.
- 9.1.5. An officeholder or non-governing volunteer may be removed from their position if a majority of the directors present at a board meeting vote in favour of removing the officeholder or non-governing volunteer.
- 9.1.6. A branch management committee member, branch executive officer or branch representative may be removed from office if a majority of the members of that branch's management committee, present at a branch management committee meeting, vote in favour of removing the person from office.
- 9.1.7. A person who has been removed from office under clauses 9.1.3 - 9.1.6:
 - a. must be given a written notice of the decision within seven days of the meeting; and
 - b. has the right to appeal the decision in accordance with clause 5.3.
- 9.1.8. A person shall be deemed to have vacated their position, creating a casual vacancy, if that person, whether an officeholder or non-governing volunteer:
 - a. dies; or
 - b. becomes disqualified from being an officeholder or managing the affairs of a body corporate; or
 - c. is convicted of an indictable offence or is made bankrupt; or
 - d. ceases to be an individual or life member of the company; or
 - e. in the opinion of the board of directors, does not otherwise comply with the requirements of this constitution or the company's bylaws.

9.2. How vacancies may be filled

- 9.2.1. If a casual vacancy occurs on the board of directors, the continuing directors may appoint another eligible member of the company to fill the vacancy for the remainder of the term for that position.
- 9.2.2. The continuing directors may act despite a casual vacancy on the board of directors, provided that if the number of directors is less than the number fixed as a quorum of the board of directors, the continuing directors may act only to:
 - a. increase the number of directors to the number required for a quorum; or
 - b. call a general meeting of the company.
- 9.2.3. If a casual vacancy occurs on the bowhunting subcommittee or field archery subcommittee, or on any operational subcommittee, the board of directors may appoint another eligible member of the company to fill the vacancy for the remainder of the term for that position.
- 9.2.4. If a casual vacancy occurs on the national branch subcommittee, the position may be filled by the affected branch appointing a replacement branch representative in accordance with clause 8.4 for the remainder of the term for that position.
- 9.2.5. If a casual vacancy occurs on a branch management committee, the position may be filled by the affected club electing or appointing a replacement club representative in accordance with clause 8.2 for the remainder of the term for that position.
- 9.2.6. If a casual vacancy occurs on a branch executive, the continuing branch executive officers may appoint another eligible member of the company to fill the vacancy for the remainder of the term for that position.

10. Meetings of the board of directors

10.1. Board meetings

- 10.1.1. The board of directors may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the board of directors will meet whenever it deems it necessary.
- 10.1.2. A director may call a board meeting by giving reasonable notice to all other directors.
- 10.1.3. Notice of a meeting is to be given in the way decided by the board of directors.
- 10.1.4. The board of directors may hold meetings or permit a director to take part in its meetings in person or by using any technology that reasonably allows the director to hear and take part in discussions as they happen.
- 10.1.5. A director who participates in a meeting as mentioned in clause 10.1.4 is taken to be present at the meeting.
- 10.1.6. Each director present is entitled to one vote only.

- 10.1.7. A question arising at a board meeting is to be decided by a majority vote of the directors voting on the resolution and, if the votes are equal, the question is decided so as to maintain the status quo.
- 10.1.8. The president is to preside as chairperson at a board meeting and if there is no president or if the chairperson is not present within 30 minutes after the time fixed for a board meeting, the directors present may choose one of their number to preside as chairperson at the meeting.

10.2. Minutes of board meetings

- 10.2.1. The board of directors must ensure a record of all directors present and full and accurate minutes of all questions, matters, resolutions and other proceedings of each board meeting are entered in a minute book, which may be in digital format.
- 10.2.2. To ensure the accuracy of the minutes, the minutes of each board meeting must be signed by the chairperson of the meeting, or the chairperson of the next board meeting, verifying their accuracy.
- 10.2.3. Minutes of board meetings are available for inspection only by the company secretary, the board of directors and any other person approved by the board of directors.

10.3. Quorum for, and adjournment of, board meeting

- 10.3.1. At a board meeting, more than 50% of the directors currently elected or appointed to the board of directors form a quorum.
- 10.3.2. If there is no quorum within 30 minutes after the time fixed for a board meeting:
 - a. the meeting is to be adjourned for at least one day; and
 - b. the directors who are present are to decide the day, time and place of the adjourned meeting.

10.4. Resolutions of board of directors without meeting

- 10.4.1. The board of directors may pass a resolution without a board meeting being held if a majority of the directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution.
- 10.4.2. Such a resolution will be as valid and effectual as if it had been passed at a board meeting.
- 10.4.3. A resolution mentioned in clause 10.4.1 may be validly transmitted and agreed in writing and may consist of several documents in like form, each agreed in writing by one or more directors.

11. Meetings of members

11.1. Annual general meetings

- 11.1.1. The company's annual general meeting must be held within five months after the end date of the company's reportable financial year.
- 11.1.2. The following business must be conducted at each annual general meeting of the company:
 - a. receiving and adopting the company's financial statement for the last reportable financial year; and
 - b. electing directors (in election years); and
 - c. appointing an appeals panel chairperson; and
 - d. any other business, as determined by the board of directors.

11.2. General meetings

- 11.2.1. The company secretary must call a general meeting by giving each member of the company notice of the meeting within 21 days after:
 - a. being directed to call the meeting by the board of directors; or
 - b. being given a written request signed by more than 75% of branch representatives when the request is signed.
- 11.2.2. A request mentioned in clause 11.2.1 must state any proposed resolution to be considered at the general meeting.
- 11.2.3. Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
- 11.2.4. A general meeting must be held within two months after the company secretary is given the written request mentioned in clause 11.2.1.
- 11.2.5. If the company secretary is unable or unwilling to call the general meeting, a director must call the meeting.

11.3. Notice of general meeting

- 11.3.1. The company secretary must give at least 21 days notice of a general meeting to each member of the company and to each affiliated club.
- 11.3.2. The company must give written notice of a general meeting:
 - a. by displaying it on the company's website or other form of electronic notification system; or
 - b. by sending it by post to the registered address for the member or affiliated club or an alternative address nominated by the member or affiliated club; or
 - c. by sending it to an email address nominated by the member or affiliated club; or
 - d. by sending it to the member or affiliated club by other electronic means nominated by the member or affiliated club; or

- e. personally.
- 11.3.3. A notice of a general meeting must state the business to be conducted at the meeting and must specify the date, time and place for the meeting.
- 11.3.4. A general meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member or affiliated club, unless the Court, on the application of the member or affiliated club concerned or any other person entitled to attend the meeting, or ASIC, declares proceedings at the meeting invalid.

11.4. Quorum for, and adjournment of, general meeting

- 11.4.1. The quorum for a general meeting is at least 75% of members who are entitled to vote at general meetings of the company.
- 11.4.2. No business is to be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 11.4.3. If the required quorum is not present within 30 minutes from the time fixed for a general meeting, the meeting:
 - a. if called upon the request of members under clause 11.2.1.b, lapses; or
 - b. in any other case will be adjourned to either the same day in the next week at the same time and at the same place or to any other date, time or place which the board of directors specifies.
- 11.4.4. If the required quorum is not present at the adjourned general meeting, the members who are present and entitled to vote will be deemed to be the quorum and may transact the business for which the meeting was called.
- 11.4.5. The chairperson must adjourn a general meeting if a majority of members present and voting at the meeting agree or direct that the chairperson must do so.
- 11.4.6. No business will be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 11.4.7. A resolution passed at any adjourned general meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
- 11.4.8. When a general meeting is adjourned, a new notice of the adjourned general meeting is required only if the meeting is adjourned for one month or more.

11.5. Procedure at general meeting

- 11.5.1. An eligible member may take part in a general meeting in person, by proxy or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 11.5.2. A member who participates in a general meeting as mentioned in clause 11.5.1 is taken to be present at the meeting.
- 11.5.3. At each general meeting:
 - a. the president is to preside as chairperson; and
 - b. if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present and voting may choose another director to be chairperson of the meeting; and
 - c. if there is no director present the members present and voting may choose one of their number to preside as chairperson at the meeting; and
 - d. the chairperson must conduct the meeting in a proper and orderly way.

11.6. Voting at general meeting

- 11.6.1. Only branch representatives and directors are entitled to vote at general meetings of the company.
- 11.6.2. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority vote of the members present and voting.
- 11.6.3. Subject to clause 11.7, each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the question is decided so as to maintain the status quo.
- 11.6.4. A member is not entitled to vote at a general meeting if the member has any membership fee in arrears at the date of the meeting.
- 11.6.5. A challenge to a member's right to vote at a general meeting:
 - a. may only be made at the meeting; and
 - b. must be determined by the chairperson, whose decision is final.
- 11.6.6. The method of voting at a general meeting is to be decided by the board of directors.
- 11.6.7. However, if at least 20% of the members present and voting at the meeting demand a secret ballot, voting must be by secret ballot.
- 11.6.8. If a secret ballot is held, the chairperson must appoint at least two members to conduct the secret ballot in the way the chairperson decides.
- 11.6.9. The result of any vote as declared by the chairperson is taken to be a resolution of the meeting at which the vote was held. Neither the

chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.

11.7. Proxies

- 11.7.1. Any branch representative or director may appoint another branch representative or director, as the member's proxy to attend and vote for the member at a general meeting.
- 11.7.2. No branch representative or director may hold more than one proxy.
- 11.7.3. Each instrument appointing a proxy must be received by the company secretary at least 48 hours before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 11.7.4. The instrument appointing a proxy must be signed by the appointor.
- 11.7.5. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 11.7.6. Unless the company secretary has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
 - a. the appointing member dies; or
 - b. the member is mentally incapacitated; or
 - c. the member revokes the proxy's appointment.

11.8. Minutes of general meetings

- 11.8.1. The board of directors must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book, which may be in digital format.
- 11.8.2. To ensure the accuracy of the minutes:
 - a. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - b. the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the company that is a general meeting or annual general meeting, verifying their accuracy.
- 11.8.3. If asked by a member of the company, the company secretary must, within 14 days after the request is made:
 - a. make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - b. give the member copies of the minutes of the meeting.

12. Company secretary

12.1. Appointment of company secretary

- 12.1.1. The company must have at least one company secretary, who must be an individual:
 - a. ordinarily residing in Australia; and
 - b. at least 18 years of age; and
 - c. eligible to be an officeholder of a company under the Act;
- 12.1.2. The company secretary is appointed by the board of directors.

12.2. Suspension and removal of company secretary

- 12.2.1. The board of directors may at any time suspend or remove a person appointed by the board of directors as the company secretary.

12.3. Powers, duties and authorities of company secretary

- 12.3.1. The company secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the board of directors.
- 12.3.2. The company secretary must consent in writing to holding the position of company secretary. The company must keep the consent and must notify ASIC of the appointment.

13. Finance

13.1. Financial year

- 13.1.1. The company's financial year will commence on 1 June and end on 31 May in each year, unless the board of directors passes a resolution to change the company's financial year.

13.2. Financial records and reports

- 13.2.1. The board of directors must cause written financial records to be kept with respect to the company's financial affairs in accordance with the Act.
- 13.2.2. The financial records will be kept at the office or at such other place as the board of directors thinks fit. The company must at all reasonable times make its financial records available in writing for inspection by directors and any other persons authorised or permitted by or under the Act or any other law to inspect such records.
- 13.2.3. The company must, within five months after the end of the company's financial year or not less than 21 days before each annual general meeting (whichever is the earlier), make available to each member of the company, subject to Part 2M.3 of the Act, any required financial and directors' reports.

- 13.2.4. The board of directors may appoint an auditor in accordance with the Act. In the case of any such appointment, the auditor's duties will be regulated in accordance with the Act and remuneration will be agreed by the board of directors.

13.3. General financial matters

- 13.3.1. The income and property of the company, howsoever derived, must be applied solely towards the promotion of the objects of the company as set out in this constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the company, provided that nothing herein prevents the payment in good faith of:
- a. remuneration of any person in return for services actually rendered to the company; or
 - b. repayment for out-of-pocket expenses incurred on behalf of the company; or
 - c. payment for sale or hire of goods or payment of rent for premises let to the company; or
 - d. interest to any member in respect of money advanced by that member to the company or otherwise owing by the company to the member, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
 - i the financial institution of the company; or
 - ii if there is more than one financial institution of the company, the financial institution nominated by the board of directors.

14. Documents and legal

14.1. Execution of documents

- 14.1.1. The company may have a common seal.
- 14.1.2. If the company has a common seal, the seal shall:
- a. set out the name and ABN of the company; and
 - b. be kept securely by the board of directors; and
 - c. be used only under the authority of the board of directors.
- 14.1.3. Each instrument to which the seal is attached shall be signed by a director and countersigned by:
- a. the company secretary; or
 - b. another director; or
 - c. someone authorised by the board of directors.

- 14.1.4. The company may execute a document (including a deed) without using the common seal if that document is signed by a director and countersigned by:
- a. the company secretary; or
 - b. another director; or
 - c. someone authorised by the board of directors.

14.2. Amendments to constitution

- 14.2.1. Subject to the Act, this constitution may be modified or repealed, or a new constitution may be adopted, by a special resolution carried at a general meeting.
- 14.2.2. A copy of the special resolution modifying or repealing this constitution, or adopting a new constitution, must be lodged with ASIC along with a copy of the modification or new constitution within 14 days after it is passed.
- 14.2.3. If this constitution is modified or repealed, or a new constitution is adopted, the modification, repeal or adoption takes effect on the date on which the special resolution is passed, if the special resolution specified no later date.

14.3. Bylaws

- 14.3.1. The board of directors may make, amend or repeal bylaws, consistent with this constitution, for the internal management of the company.
- 14.3.2. A bylaw may be set aside by a vote of members at a general meeting of the company.

14.4. Indemnity

- 14.4.1. This clause applies to every person who is or has been an officeholder, non-governing volunteer or employee of the company.
- 14.4.2. The company will indemnify each person mentioned in clause 14.4.1 out of the property of the company against:
- a. every liability (except a liability for legal costs) that the person incurs as an officeholder, non-governing volunteer or employee of the company; and
 - b. all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved as an officeholder, non-governing volunteer or employee of the company; unless
 - c. the company is forbidden by statute to indemnify the person against the liability or legal costs; or
 - d. an indemnity by the company of the person against the liability or legal costs would, if given, be made void by statute.

14.5. Insurance

- 14.5.1. The company may pay or agree to pay, either directly or through an interposed entity, a premium for a contract insuring an officeholder, non-governing volunteer or employee against a liability they incur in that capacity, including a liability for legal costs, unless:
- a. the company is forbidden by statute to pay or agree to pay the premium; or
 - b. the contract would, if the company paid the premium, be made void by statute.

15. Winding up

15.1. Excess property on winding up

- 15.1.1. If upon the winding up or deregistration of the company there remains after the satisfaction of all its debts and liabilities any property whatsoever the property must not be paid to or distributed among the members of the company but must be given up or transferred to some other institution or institutions which has or have objects similar to the objects of the company and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the company under or by virtue of this constitution.
- 15.1.2. The institution or institutions will be determined by the members of the company at or before the time of deregistration or in default thereof by such Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then that property will be given to some charitable object.