

Constitution  
of  
Sporting Shooters of  
Australia (Victoria)

# **Constitution of the Sporting Shooters of Australia (Victoria)**

## **SSAA (Vic)**

### **Preamble**

This document is the constitution for a Company limited by guarantee incorporated under the Corporations Act 2001 (the Act) of the Commonwealth of Australia and contains the rules which set out how the Company is to be managed.

The Constitution assists members and directors of the SSAA (Vic) to manage the affairs of the Company efficiently.

Where there is any doubt as to the management of the Company, the powers of directors or members to make a decision or take a particular act, reference should be made to the Corporations Act.

### **1. Introduction**

1.1 The name of the Company is Sporting Shooters Association of Australia (Victoria);

1.2 The objects of the Company are:

1.2.1 to promote, facilitate and protect responsible firearm ownership in all the shooting sports;

1.2.2 to promote and encourage competitive target shooting and practice shooting to develop the proficient and safe use of firearms;

1.2.3 to promote and encourage ethical hunting and field shooting and related ancillary activities;

1.2.4 to promote and advocate game and fauna conservation and to promote a better understanding between members land-holders regulatory bodies other interest groups and the general public;

1.2.5 to promote and facilitate the development of knowledge of the history of firearms and ammunition development and design;

1.2.6 to promote and advocate the rights of firearm owners to legislative and regulatory bodies and to the general public, and

1.2.7 to promote lawful and responsible firearm ownership through shooting sports and collecting.

1.3 Further objects of the Company are:

1.3.1 to purchase, lease, exchange, or otherwise acquire any lands, buildings, easements or property, real and personal, which may be

requisite for the purpose of or conveniently used in connection with any of the objects of the Company, and to sell, demise, mortgage, give in exchange, or dispose of same;

- 1.3.2 to develop any land under the control of or owned by the Company and to prepare same and maintain the same for sporting shooting and to build or otherwise provide clubhouses, dwelling houses, workshops, sheds and other conveniences in connection therewith;
- 1.3.3 in furtherance of the objects of the Company to enter into any arrangement with any Government or Local Authority or any Government or any club, company, association or persons which may seem to be conducive to such objects and to acquire or obtain from any such Government or Authority, club, company, association or person any charter, decree, rights, licences, privileges and concessions which may be conducive to any such objects and accept, make payments under, carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, licences, privileges and concessions;
- 1.3.4 to establish, promote, or assist in establishing or promoting and to subscribe to, amalgamate with or become a member of any other association or company whose objects are similar to the objects of the Company or the establishment or promotion of which may be beneficial to the Company;
- 1.3.5 to sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Company;
- 1.3.6 to borrow or raise and give security for money, by the issue of or upon bonds, debentures, bills of exchange, promissory notes, or other obligations or securities of the Company, or by mortgage or charge upon all or any part of the property of the Company;
- 1.3.7 to take any gift of property of any such nature whatsoever whether subject to any special trusts or not for any one or more of the objects of the Company;
- 1.3.8 subject to the Act to Invest and deal with any moneys of the Company not immediately required for any of its objects in such manner as may from time to time be determined;
- 1.3.9 subject to the Act to purchase or otherwise acquire all or any part of the property, assets, liabilities, engagements of any one or more of the companies, associations, institutions or societies with which this Company is authorised to amalgamate;
- 1.3.10 to transfer all or any of the property, assets, liabilities and engagements of the Company to one or more of the companies, institutions,

societies, or associations with which the Company is authorised to amalgamate;

1.3.11 to appoint, employ, remove, terminate and suspend secretaries, clerks, managers, servants and workmen and to pay to them and to other persons in return for services rendered to the Company, salaries, wages, gratuities, fees and pensions;

1.3.12 to promote country branches and sub clubs throughout the State of Victoria for the purposes of carrying out any of the objects of the Company;

1.3.13 to exercise any powers that the Company has by having the rights, powers privileges and legal capacity of a natural person, including any act or function which it is authorised or required to do by any law.

1.3.14 the Company does not have the power to issue shares;

1.3.15 the Company is a company limited by guarantee.

## **2. Application of Income**

2.1 The income and property of the Company whensoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus to the members;

2.2 Nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business, or prevent the payment of interest at reasonable and proper commercial rates on money borrowed from any member of the Company or reasonable and proper rent for premises demised or let by any member to the Company.

2.3 No member of the Board of directors or governing body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and no remuneration or other benefit in money or money's worth shall be paid or given by the Company to any member of such governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company.

## **3. Liability of Members**

3.1 The liability of the members is limited.

- 3.2 Every member of the Company undertakes to contribute to the property of the Company in the event of it being wound up while he or she is a member or within one year after he or she ceases to be a member for payment of the debts and liabilities of the Company (contracted before he or she ceases to be a member) and of the costs, charges and expenses of winding up and for the adjustments of the rights of the contributors among themselves such amount as may be required not exceeding the sum of TWENTY DOLLARS (\$20.00).

#### **4. Dissolution and Winding up**

- 4.1 If upon the winding-up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Company but shall be given or transferred to some other fund, authority or institution or institutions:
- 4.1.1 having objects similar to the objects of the Company;
  - 4.1.2 which prohibits the distribution of its or their income and property to a similar extent to that imposed on the Company by this Constitution; and
  - 4.1.3 which is approved by the Commissioner of Taxation as a fund, authority or institution contemplated above.

#### **5. Accounts**

- 5.1 The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) and Annual Report of the Company accompanied by a copy of the Auditor's report as required by the Act to every member. The balance sheet, profit and loss statement and Annual Report of the Company shall be deemed to have been sent to members if they are published in any journal or publication posted to or otherwise made available to the members by any means.
- 5.2 The Board shall cause to be prepared and laid before each Annual General Meeting a balance sheet and profit and loss account made up to the end of the Company's financial year but in no case shall that date be more than five months before the date of the meeting.
- 5.3 The Board shall have discretion to authorize inspection of the books of the Company by any member at such times and places and on such conditions as the Board may determine upon application in writing by a member. The books of accounts shall be kept at the registered office of the Company or at such place or places as the Board shall think fit

## 6. Members

- 6.1 The persons who registered the Company and such other persons as the Board has thereafter admitted, or shall admit, to membership in accordance with this Constitution shall be members of this Company;
- 6.2 The qualification for membership shall be:-
  - 6.2.1 the applicant must be of good character and must demonstrate that good character to the reasonable satisfaction of the Board;
  - 6.2.2 a person who agrees to abide by this Constitution and the Company's By-Laws (including any Code of Conduct) as amended by the Board from time to time;
  - 6.2.3 a person who has made application for membership in the manner required by this Constitution;
  - 6.2.4 a person who pays the membership fee required by the Board.
- 6.3 The Board at its discretion and without ascribing reason may refuse an application for membership.
- 6.4 Categories of Membership shall comprise:-
  - 6.4.1 Ordinary Members who shall constitute the general body of the Members of the Company who when admitted to membership shall be over the age of eighteen years and shall have full rights and privileges of Company membership including, upon serving a qualifying period of 12 month's membership, voting rights subject to such limitations and restrictions as this Constitution or the Board may from time to time by By-Laws or resolution lawfully impose;
  - 6.4.2 Junior Members who shall be persons under eighteen years of age who when admitted to Junior Membership shall have the rights of Ordinary Members (other than voting rights) subject to such limitations and restrictions as this Constitution or the Board may from time to time by By-Laws or resolution lawfully impose;
  - 6.4.3 Associate Ordinary Members who shall be any person over the age of eighteen years who when admitted to Associate Ordinary Membership shall have the rights of Ordinary Members (other than voting rights) subject to such limitations and resolutions as this Constitution or the Board may from time to time by By-Laws or resolutions lawfully impose;
  - 6.4.4 Honorary Life Members who shall be such persons who when admitted to Honorary Life Membership shall have the full rights and privileges of Ordinary Members including voting rights subject to such limitations and restrictions as this Constitution or the Board may from time to time by By-Laws or resolution lawfully impose. Honorary Life Members shall

remain such during their lifetime subject only to suspension or expulsion from the Company if in the opinion of the Board and proved to its satisfaction, the Honorary Life Member has been guilty of conduct which entitles the Board to suspend or expel them from membership of the Company in accordance with the provisions of this Constitution. .

6.4.5 Honorary Members who, for such period of time and subject to such limitations and restrictions as may be expressly stated by the instrument of appointment or as this Constitution or the Board may from time to time by By-Laws or resolution lawfully impose, t]he Company may admit as Honorary Members of the Company, being:-

6.4.5.1 persons competing in any competition or competing against members of the Company;

6.4.5.2 persons attending or about to attend social functions at the Company held with the sanction of the Board;

6.4.5.3 persons making use of the dining facilities of the Company, if any.

6.5 For the purpose of the admission of Honorary Members of the Company there shall be established by the Board an Admissions Committee which shall consist of one member of the Board to be nominated in writing from time to time by the said Board and the CEO or such other person as the Board shall appoint in writing to act in his place for any period. The Board shall have the power to cancel the membership of any Honorary Member at any time without notice or without assigning any cause.

## **7. Admission to Membership**

7.1 A candidate for membership shall make application to the Company in writing on the prescribed form and shall agree to be bound by the Constitution and By-Laws of the Company (including any Code of Conduct) if accepted. Such application shall be accompanied by the first annual subscription.

7.2 The payment by any member of the member's subscription fees shall imply the acceptance by the member of the Constitution and By-Laws of the Company (including any Code of Conduct), as amended from time to time.

7.3 When an application for membership has been accepted the CEO shall cause the applicant to be notified in writing of the successful application. This formal notification shall be constitute the member's official membership card.

7.4 A member on paying the prescribed difference in any applicable subscription fee and any other fees required to be paid, and on giving the prescribed notice in writing, may with the approval of the Company elect to transfer from the classification in which the member is enrolled to any other classification to which the member is or may become eligible to join, but no transfer will entitle

a member to a refund of any portion of any subscription fee paid or due to the Company.

## **8. Cessation of Membership**

- 8.1 The name of any person whose membership is at any time not renewed for a period of two calendar months after it becomes due to be renewed shall cease to be a member of the Company and an appropriate entry shall be made in the Register of Members.
- 8.2 A member may retire from membership at any time by giving to the CEO notice thereof in writing but any member retiring without having paid a subscription fee for the current year shall be liable for the same and all arrears (if any) and for any sum not exceeding twenty dollars (\$20) for which he is liable as a member of the Company.
- 8.3 A member who pays all arrears of subscription fee and such further fees as may be determined by the Board shall upon payment have membership reinstated. Otherwise an application to renew membership will be treated as an application for new membership and any qualifying preconditions to full rights of membership, particularly voting rights, must be re-served.

## **9. Fees payable by Members**

- 9.1 The Board may from time to time by By-Laws made by it determine, impose, vary and otherwise regulate subscription and other fees payable by members and when such subscription and other fees shall become due and payable.
- 9.2 Any member whilst the member's subscription fee is unpaid shall cease to have the right to vote or to enjoy the other benefits of membership.
- 9.3 Subscription fees shall become due and payable to the Company or otherwise as the Board shall from time to time direct in advance on the 1st day of July in every year or on a date as determined by the Board from time to time.

## **10. The Register**

- 10.1 The Company shall keep a register of the names and addresses of members and such other particulars as the Board may prescribe and such Register of Members may be in the form of a book, card index, or such other electronic form as the Board may determine or as may be required or permitted by the provisions of the Act.
- 10.2 Every member shall communicate any change in the member's address to the Company in writing and any such change of address shall be entered in the Register of Members. The address of a member as originally entered in the

Register of Members or if notice of change be given, the new address set out in such notice shall be deemed to be the member's registered address.

## **11. The Board of Directors**

- 11.1 The Company shall be governed by a Board of Directors (the Board) which shall comprise eleven (11) Members.
- 11.2 Each member of the Board shall be elected to serve one three year term on a rolling basis with three members or four members as required elected each year. Any member of the Company who is eligible to vote and attend meetings may stand for election. A candidate for election will stand for one of the vacant director positions.
- 11.3 The Company may from time to time in general meeting by Special Resolution increase or reduce the numbers of members of the Board and may also determine in what rotation the increased or reduced number of directors is to retire from office.
- 11.4 Any casual vacancy occurring among the members of the Board may be filled by the Board but the appointee shall only hold office for the balance of the term that the person to whose position the appointee is appointed would have held office had such office not been vacated.
- 11.5 The office-bearers of the Company shall consist of a Chairman (to be known as the President), Senior Vice Chairman (to be known as the Senior Vice President) and Junior Vice Chairman (to be known as the Junior Vice President) all of whom shall be appointed from amongst the eleven Board members; with
- 11.5.1 the President to be the senior Officer of the Company who shall act as chairman at all Board Meetings which the President attends; and
- 11.5.2 the President to preside at any meeting of members at which the President is present and in the President's absence at the time appointed for any such meeting any Vice President or in their absence or in case all of them being present declining to take the chair a chairman elected by the meeting shall preside; and
- 11.5.3 in the absence of the President – for whatever reason – the Senior Vice President shall be the Senior Delegate to all bodies to which the President is entitled to attend as delegate, with the right to perform or discharge all the attendant duties and obligations that go with being appointed Senior Delegate.
- 11.6 The Board shall be elected in accordance with the provisions of this Constitution and otherwise in accordance with any election By-Laws made by the Board. Elections will be held for all vacant positions on the Board and candidates will contest for the position of Board (Company) Director.

Nominations of persons for election as members of the Board shall be in writing signed by at least two members entitled to vote at such election and by the nominee and shall be delivered to the Returning Officer forty-two days prior to the Annual General Meeting. All eligible voting members of the Company will be invited to vote for their preferred candidates from the total pool of candidates. The candidates with the highest number of votes will be declared elected until all vacant positions are filled. The President or the Chairman of the Annual General Meeting shall report the result of voting and shall declare the same at that meeting or any adjournment thereof.

- 11.7 At the first Board meeting after the Annual General Meeting the Board will appoint a director to each of the positions of President, Senior Vice President and Junior Vice President where these positions are vacant. A director so appointed shall hold the position for the balance of the director's term. The Board may also assign duties to ordinary directors at this time or any other time during the term of ordinary directors.
- 11.8 The President will not serve more than two consecutive terms as President unless the Board resolves by not less than a three fourths majority vote to allow a third consecutive and subsequent terms.
- 11.9 A retiring member of the Board shall be eligible for re-election to office.
- 11.10 A member of the Board shall vacate the member's position on the Board:-
- 11.10.1 on resignation;
  - 11.10.2 on being absent without leave or consent of the Board for two consecutive meetings of the Board;
  - 11.10.3 on ceasing membership of the Company whether under the provisions of this Constitution or otherwise and any vacancy so caused shall be deemed to be a casual vacancy as shall also be any vacancy caused by death;
  - 11.10.4 if the member takes any position of profit in the Company;
  - 11.10.5 if the member becomes bankrupt or of unsound mind or otherwise physically incapable of acting in such capacity or the member's affairs come under protective jurisdiction;
  - 11.10.6 if, by not less than three-quarters of vote by members conducted by postal ballot, the member of the Board is declared to have lost the confidence of members of the Company;
  - 11.10.7 if the member of the Board is convicted of an indictable offence;
  - 11.10.8 on otherwise becoming ineligible to hold office under the provisions of the Act.

- 11.11 No member of the Board shall receive any remuneration for his services as a director of the Company.
- 11.12 An act done by a member of the Board (including in the course of a meeting of the Board or of a committee of the Board) is effective even if the appointment of the member of the Board, or the continuation of the appointment of the member of the Board is invalid because the Company or the member of the Board did not comply with this Constitution or an applicable provision of the Act.

## **12. Powers and Duties of the Board**

- 12.1 The Company shall be managed by or under the direction of and controlled by the Board as follows:-
- 12.1.1 The Board has and may exercise any of the powers or functions conferred or imposed on it by or under this Constitution.
- 12.1.2 No later act or resolution by the Board shall invalidate any prior act of the Board which would have been valid if such act or resolution had not been taken or made.
- 12.2 Without prejudice to and without limiting the powers conferred by this Constitution, the Board shall have the power to do any of the following:-
- 12.2.1 from time to time undertaking any financial operations that in the opinion of the Board are incidental to or conducive to the attainment of the objects of the Company including but not limited to:-
- 12.2.1.1 opening or maintaining bank accounts, as well as raising and borrowing such amounts as it may think necessary for the purposes of the Company at such rate of interest and upon such terms as it thinks proper, and
- 12.2.1.2 executing mortgages, loans or other securities or issue debentures or debenture stock, redeemable or irredeemable in respect of such moneys and charging any property of the Company and executing, creating and issuing such mortgages, loans, securities, debentures or debenture stock in discharge of any obligations of the Company for any purpose of the Company.
- 12.2.2 appointing such staff (including delegating to the CEO the power to appoint such staff) as may be necessary for the attainment of the objects of the Company on such terms and conditions as it thinks proper;
- 12.2.3 publishing and distributing information concerning this Constitution and the By-Laws to members and other interested parties;

- 12.2.4 doing all other such things that are in the opinion of the Board incidental to or conducive to the attainment of the objects of the Company;
- 12.2.5 doing all things necessary to give effect to the powers contained in this Constitution;
- 12.2.6 doing all such things as may be permitted by the Act.
- 12.3 The Board shall have express power from time to time to make, vary and repeal By-Laws for the proper conduct and management of the Company and of any of the Committees thereof, and in particular it may by such By-Laws regulate the procedure:-
- 12.3.1 by which members of the Company may be elected to the Board;
- 12.3.2 at General Meetings of the Company and meetings of the State Conference and of Committees,
- provided that the exercise of any such powers and the making, variation or repeal of any By-Laws shall at all times be for the good governance and operations of the Company and otherwise not inconsistent with the objects of the Company.
- 12.4 The Board shall adopt such means as it deems sufficient to bring to the notice of members of the Company the passage by it of any By-Laws, and any variation or repeals thereof and all such By-Laws so long as they shall be in force shall be binding upon all members of the Company.
- 12.5 For the avoidance of doubt, no By-Law shall be inconsistent with or shall effect the amendment or repeal of anything contained in this Constitution
- 12.6 The Directors may, by formal instrument of appointment , appoint any person or persons to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors) for such period and subject to such conditions as they determine.
- 12.7 Any such instrument of appointment may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think appropriate and may also authorize the attorney to delegate all or any of the powers, authorities and discretions (other than non-delegable powers, authorities and discretions) vested in that person.
- 12.8 The Board shall cause minutes to be made:
- 12.8.1 of all appointments of officers and employees; and
- 12.8.2 of the names of the Directors present at all meetings of the Company

and of the Board; and

12.8.3 of all proceedings at all meetings of the Company and of the Board. Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

### **13. Proceedings of the Board of Directors**

- 13.1 The Board shall meet at such times and places as it decides but not less than four times a year. Special meetings may be convened by the CEO at any time when so directed by the President or by any five members of the Board.
- 13.2 If there is no President or if at any meeting the President is not present within fifteen minutes after the time appointed for holding the meeting or if being present is unwilling to chair the meeting, the Vice President shall be chairman or if the Vice President is not present at the meeting then the Directors present at the meeting may choose one of their number to be chairman of the meeting.
- 13.3 Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Directors present shall for all purposes be deemed a determination of the Board.
- 13.4 The chairman of the meeting of the Board shall have a deliberative vote only. If a motion put to any properly constituted meeting results in a tied vote, the chairman will declare the motion lost.
- 13.5 No business shall be transacted unless a quorum is present. Until otherwise determined by a three-fourths majority of the whole Board, six members shall form a quorum.
- 13.6 A resolution in writing signed or otherwise endorsed by all Directors, for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed or endorsed by one or more Directors.
- 13.7 Voting shall be by show of hands, secret ballot or as determined by the Board from time to time.

### **14. Committees**

- 14.1 The Board may delegate any of its powers and duties (not being non-delegable powers and duties imposed on the Board as the directors of the Company by operation of law) to one or more Committees and any Committee so constituted:

- 14.1.1 must comply with any By-Law made by the Board in relation to its creation or constitution; and
- 14.1.2 shall have the power to co-opt any member or members of the Company.
- 14.2 Every Committee may meet and adjourn as it thinks proper provided that;
  - 14.2.1 all members of a Committee shall have one vote;
  - 14.2.2 questions arising at any meeting shall be determined by a majority of votes of the members present, and
  - 14.2.3 the chairman shall have a deliberative vote only. If a motion when put to any properly constituted meeting results in a tied vote, the chairman will declare that the motion is defeated.
- 14.3 Each Committee shall cause proper minutes to be kept of all resolutions and proceedings of Committee meetings.
- 14.4 In all cases where executive action delegated to a Committee has been exercised the Committee must report back to the Board within a reasonable time period not exceeding one calendar month.
- 14.5 Company members not holding office may be appointed by the Board as members of a Committee. The President shall ex officio be a member of all Committees and the chairman of each Committee shall be a member of the Board, unless the Board determines otherwise.
- 14.6 The Board may dissolve any Committee or terminate the appointment of any member of a Committee at will.
- 14.7 At the first meeting of the Board to be held after the Annual General Meeting in each year:
  - 14.7.1 all members of Committees shall retire from Office, and
  - 14.7.2 the Board shall appoint the members of each Committee for the ensuing year.

## **15. State Conferences**

- 15.1 There will be at least one State Conference held each year. The State Conference shall be attended by the Board, the CEO and by Officers from each Country Branch and each Metropolitan based Sub-Club.
- 15.2 State Conferences shall be the means of recommending policy for the

Company and to resolve the issues of Country Branches and Metropolitan Sub-Clubs.

- 15.3 The State Conference shall be presided over by the President (or in his place one of the Vice Presidents or a Director or other person elected by the Board.) Each Board member shall have a vote. Each Country Branch present shall have a vote. Each Sub-Club present shall have a vote. Decisions shall be decided by simple majority of votes.
- 15.4 Voting at all State Conferences shall be by show of hands or as determined by the Board from time to time.
- 15.5 The Board shall cause proper minutes to be kept of all resolutions and proceedings of a State Conference.

## **16. Seal**

- 16.1 Unless the Directors make a determination to the contrary, the Company shall have a common seal.
- 16.2 The Company's power to make, vary, ratify or discharge a contract may be exercised by an individual acting with the Company's express or implied authority and on behalf of the Company. The power may be exercised without using the common seal.
- 16.3 The Company may execute a document:
- (a) without using the common seal if the document is signed by
    - (i) two Directors of the Company; or
    - (ii) a Director and the Company Secretary or
    - (iii) the Chief Executive Officer under delegation of the board: or
  - (b) with the common seal if the seal is fixed to the document and the fixing of the seal is witnessed by:
    - (i) two Directors of the Company; or
    - (ii) a Director and the Company Secretary;
- 16.4 The Directors may at any time determine that the Company shall not have a common seal.
- 16.5 The Directors shall provide for the safe custody of the seal.
- 16.6 The Directors may resolve either generally, or in a particular case, that any signature on any documents specified by the Directors, may be affixed by mechanical or other means.

- 16.7 Negotiable instruments may be signed, drawn, accepted, endorsed or otherwise executed by or on behalf of the Company in such manner, and by such persons, as the Board may determine.

## **17. Chief Executive Officer (CEO), Officers, Servants and Agents**

- 17.1 The Board shall have power to appoint a CEO, officers, servants and agents either for a fixed period or without any limitation as to the period for which they are to hold office and, subject to the terms pursuant to which such persons are appointed, may suspend remove and dismiss them or any of them and appoint others in their place and allot their duties.
- 17.2 The CEO is the senior executive officer of the Company. The CEO shall supervise the administration of the Company as the CEO's principal duty. The CEO shall ensure that every decision of the Board and of any committee delegated powers or functions by the Board is put into effect. Further:
- 17.2.1 the CEO has and may exercise such powers and functions as are lawfully conferred or imposed on the CEO by the Board and detailed in an Instrument of Delegation; and
- 17.2.2 the Board may, from time to time, appoint a person to act as CEO during the illness or absence of the CEO and the person, while so acting, has and may exercise all of the functions of the CEO and is taken to be CEO.
- 17.3 Without limiting the powers and functions conferred or which may be lawfully conferred upon the CEO, the CEO shall:
- 17.3.1 cause to be banked in the name of the Company all moneys received and shall be responsible for disbursing all moneys authorised to be disbursed. The CEO shall supervise the preparation of the Accounts of the Company and shall be responsible for ensuring the submission of the balance sheet, profit and loss statement and the Annual Report of the Company at the Annual General Meeting.
- 17.3.2 have unrestricted access to all of the assets of the Company and all documentation and records in relation thereto for the purposes of audit and the exercise of any powers and functions herewith conferred upon the CEO
- 17.3.3 have power to enter into contracts on behalf of the Company subject to any limits which may be imposed by the Board upon the exercise of that power;
- 17.3.4 have responsibility for payment of ongoing recurrent and ad hoc operational expenditure of the Company (utilities, rates, rent, wages, stock and business-related purchases) for and on behalf of the Company,

provided that:

- 17.3.5 all cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, for and on behalf of the Company in such manner or with such authority as the Board from time to time determines or expressly delegates; and
- 17.3.6 for the avoidance of doubt, no other payment shall be made by any person without the express approval of the Board outside delegated authority as determined by the Board from time to time.
- 17.4 The CEO shall attend all meetings of the Board and shall perform such duties and functions as the CEO may be lawfully directed to perform by the Board.
- 17.5 The CEO shall be responsible for maintaining a record of all the proceedings of the Company and of the Board. The CEO shall be responsible for conducting the correspondence of the Company.
- 17.6 The CEO may delegate to a person the exercise of:
  - 17.6.1 any of the powers and functions of the CEO under this Constitution; or
  - 17.6.2 any powers and functions delegated to the CEO by the Board, unless the Board otherwise specifies in any instrument of delegation that such powers and functions may not be delegated.

## **18. General Meetings of the Company**

### **Calling a General Meeting**

- 18.1 A majority of directors may call a General Meeting whenever they see fit.
- 18.2 Members may call a General Meeting in accordance with the Act.
- 18.3 A General Meeting of the Company, to be called the Annual General Meeting, must be held at least once in each calendar year and within 5 months after the end of its financial year, or otherwise as required by the Act.

## **19. Technology**

The Company may hold a meeting of its members at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

## **20. Notice of General Meetings**

- 20.1 Subject to the provisions of any relevant law relating to Special Resolutions and consent to short notice, at least 21 days' notice of a General Meeting must be given to each person who is at the date of the notice:
- 20.1.1 a member of the Company;
  - 20.1.2 a director of the Company; and
  - 20.1.3 an auditor of the Company.
- 20.2 A notice of a General Meeting must:
- 20.2.1 be given in writing to every member except those members who have not supplied an address for the purpose of service of notices.
  - 20.2.2 specify the date, time and place of the meeting;
  - 20.2.3 if the meeting is to be held in 2 or more places, specify the technology that will be available to members to attend;
  - 20.2.4 state the general nature of the business to be transacted at the meeting including any matters to be determined by Special Resolution; and
  - 20.2.5 include any other information required by law.

## **21. Member Motions**

- 21.1 Members representing at least 5% of the members entitled to vote on a motion may give notice of a motion they intend to move at a General Meeting.
- 21.2 The notice must:
- 21.2.1 be in writing
  - 21.2.2 set out the wording of the proposed motion, and
  - 21.2.3 be signed by the members proposing to move the motion
- 21.3 Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy
- 21.4 If the Company has been given notice of a motion, the motion is to be considered at the next General Meeting that occurs more than one month after the notice is given.

- 21.5 The Company must give all its members notice of the meeting at the same time, or as soon as practicable afterwards, and in the same way as it gives notice of a General Meeting.
- 21.6 The Company is responsible for the cost of giving members notice of the motion if the Company receives the notice in time to send it out with the notice of a General Meeting.
- 21.7 The members requesting the motion are jointly and severally responsible for the expenses reasonable incurred by the Company in giving members notice of the motion if the Company does not receive the notice in time to send it out with the notice of a General Meeting.
- 21.8 At a General Meeting, the Company may resolve to meet the expenses itself.
- 21.9 The Company need not give notice of a motion:
- 21.9.1 if it is more than 1,000 words long or is defamatory
  - 21.9.2 if the members making the request are to bear the expenses of sending the notices out, unless the members give the Company a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.
- 21.10 Members may request the Company to give all its members a statement provided by the members making the request about:
- 21.10.1 a motion that is proposed to be moved to a General Meeting
  - 21.10.2 any other matter that can be considered by a General Meeting
- The request must be made by at least 5% of the members who are entitled to vote on the motion.
- 21.11 The request must:
- 21.11.1 be in writing
  - 21.11.2 be signed by the members proposing to move the motion, and
  - 21.11.3 given to the Company
- 21.12 Separate copies of a document setting out the request may be used for signing by members if the wording of the notice is identical in each copy
- 21.13 After receiving the request, the Company must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way as it gives notice of a General Meeting.

21.14 The members making the request are jointly and severally responsible for the expenses reasonable incurred by the Company in giving members notice of the motion if the Company does not receive the notice in time to send it out with the notice of a General Meeting.

21.15 At a General Meeting, the Company may resolve to meet the expenses itself.

21.16 The Company need not comply with the request:

21.16.1 if it is more than 1,000 words long or is defamatory

21.16.2 if the members making the request are to bear the expenses of sending the notices out, unless the members give the Company a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

## **22. Quorum**

22.1 The quorum for a meeting of the Company's members is 5 members and the quorum must be present at all times during the meeting.

22.2 In determining whether a quorum is present, individuals attending as proxies or attorneys are counted. However, if a member has appointed more than one proxy or attorney, only one of them is counted. If an individual is attending both as a member and as a proxy or attorney, the individual is counted only once.

22.3 If a quorum is not present within 30 minutes after the time for the meeting set out in the notice of meeting:

22.3.1 where the meeting was called by the members or upon the requisition of members, the meeting is dissolved; or

22.3.2 in any other case, the meeting is adjourned to the same day in the next week at the same time and place, or such other date, time and place that the Board specifies.

22.4.3 If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

## **23. Procedure at General Meetings**

23.1 The President of the Company will be the Chair at every General Meeting.

23.2 Where a General Meeting is held:

23.2.1 The directors may elect an individual to chair meetings of the company's members.

- 23.2.2 The directors at a meeting of the company's members must elect an individual present to chair the meeting (or part of it) if an individual has not already been elected by the directors to chair it or, having been elected, is not available to chair it, or declines to act, for the meeting (or part of the meeting).
- 23.2.3 The members at a meeting of the company's members must elect a member present to chair the meeting (or part of it) if:
- (a) a chair has not previously been elected by the directors to chair the meeting; or
  - (b) a previously elected chair is not available, or declines to act, for the meeting (or part of the meeting).
- 23.3 The chair of the meeting may adjourn a General Meeting at which a quorum is present if:
- 23.3.1 the meeting consents to an adjournment; or
  - 23.3.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the general meeting is conducted in an orderly manner.
- 23.4 The Chair of the meeting is responsible for the general conduct of the meeting and for the procedures to be adopted at that meeting. The rulings of the Chair of a meeting on all matters relating to the procedure and conduct of the meeting are final and no motion of dissent from those rulings may be accepted.
- 23.5 The Chair of the meeting may in her or his absolute discretion refuse to admit, or require to leave and remain out of the meeting, any person who is not a member, director or auditor of the Company.
- 23.6 The Secretary of the Company is entitled to be present and to speak at any General Meeting.
- 23.7 The auditor of the Company and any assistant of the auditor is entitled to be present and to speak at any General Meeting on any part of the meeting's business that concerns the auditor in the capacity as auditor of the Company.
- 23.8 Any professional adviser of the Company, at the request of any director, is entitled to be present and, at the request of the Chair, to speak at any general meeting.

## **24. Notice of Adjourned Meeting**

When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.

## **25. Business at Adjourned Meetings**

A meeting that resumes after an adjournment may only deal with matters that were on the notice of the initial meeting.

## **26. Postponement of General Meetings**

The Board may postpone the holding of any General Meeting whenever it sees fit (other than a meeting requisitioned by members as provided by the Act).

## **27. Notice of Postponed Meeting**

A postponed meeting (as distinct from being adjourned under rule 22.3.2 or rule 23.3) must be held within 42 days of the original date of the meeting and the Company must give members notice of the postponed meeting in accordance with rule 44.

## **28. Business of the Annual General Meeting**

- 28.1 An Annual General Meeting of the Company shall be held each year within five months after the close of the financial year at such time and place as the Board shall determine for the following purposes:
- 28.1.1 the consideration of the annual financial report, directors' report and auditor's report for the preceding financial year;
  - 28.1.2 the election of directors;
  - 28.1.3 the appointment of the auditor;
  - 28.1.4 the fixing of the auditor's remuneration; and
  - 28.1.5 to consider any other business of which proper notice shall have been given to the Company.
- 28.2 No member shall be entitled to vote at any General Meeting if his or her annual subscription fee is in arrears as at the close of business 21 days before the General Meeting.
- 28.3 General Meetings shall be conducted according to any applicable By-Laws made by the Board for the conduct of meetings of the Company and shall follow any prescribed agenda as determined by the Board.

## **29. Decisions of General Meetings**

29.1 Votes by members at a meeting may be given:

29.1.1 personally at the meeting

29.1.2 by proxy, representative or attorney at the meeting, or

29.1.3 by a valid notice of their voting intention (Direct Vote).

29.2 A member may only vote by one of the permitted methods in Rule 29.1.

29.3 If a member casts a Direct Vote on a particular motion they are taken to have revoked the authority of a previously authorised proxy to vote on their behalf on that motion.

## **30. Priority of votes**

If a member attempts to cast more than one vote on a particular motion in respect of the same share, only the last vote received by the returning officer is to be taken to have been cast, irrespective of whether the vote is by way of Direct Vote or proxy.

## **31. Direct Votes**

31.1 Pursuant to Rule 29.1, a member is entitled to cast a Direct Vote prior to the relevant General Meeting.

31.2 Every member who is entitled to attend that General Meeting is entitled to cast a Direct Vote.

## **32. Direct voting instrument**

32.1 If sent by post or fax, the Direct Vote must be signed by the member.

32.2 If sent by electronic transmission the Direct Vote is to be taken to have been signed if it has been signed or authorised by the member in the manner approved by the directors or specified in the notice of meeting.

This is intended to include online or telephone voting or similar use of PIN identification process or similar.

32.3 A Direct Vote includes any form of vote that the directors may prescribe or accept including by any electronic means.

### **33. Deposit of instrument**

At least 48 hours before the time for holding the relevant General Meeting, an adjourned meeting or a poll at which a person proposes to cast a notice of their voting intention, there must be received at the Registered Office or such other place as is specified for that purpose in the notice of meeting, or be transmitted to a facsimile number at the Registered Office or a facsimile number or electronic address specified for that purpose in the notice of meeting:

- 33.1 notice of their voting intention, and
- 33.2 any authority or power under which the Direct Vote was signed or a certified copy of that power or authority.

### **34. Form of the Direct Vote**

A notice of a voting intention is valid if it contains the following information:

- 34.1 the member's name and address or any applicable identifying notations such as the holder identification number or similar approved by the directors or specified in the notice of meeting, and
- 34.2 the member's voting intention on any or all of the motions to be put before the meeting.

### **35. Validity of Votes**

A vote cast in accordance with a Direct Vote is valid even if before the vote was cast the member:

- 35.1 died
- 35.2 became of unsound mind, or
- 35.3 wishes to change their vote,

unless written notification of the relevant event is received at the Registered Office before the meeting, adjourned meeting or the taking of the poll in respect of which the Direct Vote was to have been cast.

### **36. Chairman's decision**

The Chairman's decision as to whether a Direct Vote is valid is conclusive.

### **37. Attendance by member who has cast a Direct Vote**

A person who has cast a Direct Vote is entitled to attend the meeting. The member's attendance cancels the direct vote, unless the member instructs the Company otherwise.

### **38. Counting of direct votes**

If a vote is taken at a meeting on a motion on which a Direct Vote was cast, the Chairman of the meeting must:

- 38.1 on a vote by show of hands, exclude each member who has submitted a Direct Vote for or against the motion, and each proxy holder who is not a member, and
- 38.2 on a poll, count the votes cast by each member who has submitted a Direct Vote directly for or against the motion, and each directed proxy vote.

### **39. Call for a poll**

The Chairman of a meeting should call for a poll on a motion where he or she believes that, having regard to the Direct Votes cast or directed proxies received, the result may differ from that obtained on a show of hands.

### **40. Certificate of direct votes cast**

The Chairman of a meeting must ensure that a certificate signed by the Returning Officer of Direct Votes received is available at the meeting ahead of any vote being taken.

### **41. Proxy Voting**

- 41.1 A member may appoint an individual as the member's proxy to attend and vote for the member at a meeting of the Company's members. The proxy need not be a member.
- 41.2 The Board may determine the form of the instrument for appointment of a proxy.
- 41.3 The Chair may exclude a person purporting to be a proxy from attending or voting at the meeting if the Chair is not satisfied that the person has been validly appointed as a proxy or is the person named in the relevant instrument of appointment.
- 41.4 No person attending the meeting may act as a proxy for more than 5 members.

- 41.5 A proxy is not permitted to vote at a general meeting (including one that has been adjourned) unless the instrument appointing the proxy is received:
- 41.5.1 at the Company's Registered Office or through any technological means specified for that purpose in the notice convening the meeting; and
  - 41.5.2 at least 48 hours before the commencement time specified in the notice of meeting.
- 41.6 If the proxy of a member, and the member, are both present at the meeting, the proxy may speak and vote for the member with the consent of the member.
- 41.7 A proxy holder who is not a member is not entitled to vote on a show of hands.

#### **42. Attorney of member**

An attorney for a member may do whatever the member could do personally as a member, but if the attorney is to vote at a meeting of members the instrument conferring the power of attorney or a certified copy of it must be produced to the Company at least 48 hours before the meeting, in the same way as the appointment of a proxy.

#### **43. Validity of Decision**

For the avoidance of doubt, the inadvertent omission to give notice of a General Meeting or direct voting capability to, or the non-receipt of notice of the General Meeting or direct voting capability by, any person entitled to receive such notice and direct voting capability shall not invalidate proceedings of that General Meeting unless:

- 43.1 the omission to give notice or direct voting capability or the non receipt of such notice or capability can be demonstrated to have materially affected the outcome of any motion declared or voted upon at the meeting, or;
- 43.2 if 5% of membership is subject to non receipt of notice.

#### **44. Notices**

- 44.1 A notice may be given by the Company to any member either:
  - 44.1.1 personally; or

- 44.1.2 by sending it by post to the member at the member's registered office or the address if any supplied by the member to the Company for giving of notices to the member; or
  - 44.1.3 to any address given by the member to the Company for the delivery of facsimile messages or messages transmitted by electronic or like means.
- 44.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing pre-paying and posting a letter containing the notice and to have been effected (except in the case of a notice of a meeting) at the time at which the letter would be delivered in the ordinary course of post.
- 44.3 In the case of a facsimile notice or an electronic notice (except in the case of a notice of meeting) to be effected by properly addressing the facsimile or notice to the electronic address and dispatching the same by the appropriate electronic means and to have been effected four hours after the time of transmission.
- 44.4 Any notice by a court of law or otherwise required or allowed to be given by the Company to members or any of them by advertisement shall be sufficiently advertised if advertised once in one daily newspaper circulating in the State of Victoria.
- 44.5 The form or forms by which notice is served to members and how members may register their votes may be varied from time to time as determined by the Board.

## **45. Indemnity**

- 45.1 To the relevant extent,
- 45.1.1 the Company is to indemnify each officer of the Company out of the assets of the Company against any liability incurred by the officer in or arising out of the conduct of the business of the Company in or arising out of the discharge of duties as an officer;
  - 45.1.2 where the Board considers it appropriate, the Company may execute a documentary indemnity in any form in favour of any officer of the Company;
  - 45.1.3 where the Board considers it appropriate, the Company may:
    - 45.1.3.1 make payments of amounts by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer of the Company against liability incurred by the officer in or arising out of the conduct of the business of the

Company or in or arising out of the discharge of duties by the officer; and

- 45.1.3.2 bind itself in any contract or deed with any officer of the Company to make the payments.

45.2 In this Rule:

45.2.1 **officer** means a director, secretary or executive officer of the Company or a person who formerly held one of those positions.

45.2.2 **duties of the officer** includes, in any particular case where the Board considers it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the Company.

45.2.3 **to the relevant extent** means

45.2.3.1 to the extent the Company is not precluded by the Act or other applicable law from doing so.

45.2.3.2 to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including in particular an insurer under any insurance policy); and

45.2.3.3 where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.

45.2.4 **liability** means all costs charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or otherwise.

## 46. Rights and Duties of Members

Having regard to a higher standard of conduct placed on holders of Firearms Licenses by the operation of the Firearms Act 1996, the Company adopts the following rules:

- 46.1 The premises and property of the Company shall be used and enjoyed by the Company's Ordinary members and also by other members according to their respective rights as expressed in this Constitution and any By-Laws made by the Board.

- 46.2. A member retiring from the Company or ceasing to be a member from any cause shall not be entitled to or to use or have any claim upon any portion whatever of the property or funds of the Company.

#### **47. Power to Discipline Members**

- 47.1 The Board shall have power, of its own motion and upon complaint made in writing by any person, to investigate allegations of misconduct made against a member of the Company and to caution, reprimand, suspend or expel any member from the Company if in the reasonable opinion of the Board and proved to its satisfaction, the member has been guilty of conduct which entitles the Board to caution, reprimand, suspend or expel the member from membership of the Company.
- 47.2 Without limiting in any way the broad discretion conferred upon the Board by clause 47.1 to act, conduct which may be regarded as sufficient to warrant the exercise by the Board of its power to discipline a member, may include:
- 47.2.1 conduct, whether on Company premises or elsewhere which in the reasonable opinion of the Board is prejudicial or likely to be prejudicial to the interests of the Company; or
  - 47.2.2 conduct resulting in the member being convicted of a summary offence;
  - 47.2.3 knowing and wilful contravention by a member of this Constitution or the By-Laws, policies or procedures;
  - 47.2.4 knowing and wilful facilitation by a member of access to the Company's premises by a suspended or expelled member.
- 47.3 Disciplinary matters shall be dealt with pursuant to By-Laws. Where the decision of the Board is that a member should be expelled from membership of the Company, the member shall have a right of review of the Board's decision exercisable within 28 days to a panel of independent members comprising an Appeals Committee constituted pursuant to Company By-Laws.
- 47.4 No action shall be taken by the Board against any member of the Board except on resolution carried by a majority of not less than three-fourths of the members of the Board.
- 47.5 In the investigation of any allegation of misconduct made against a member, the Board shall have full power to inquire into any matter relevant to the allegation whether any formal charge shall have been laid before it or not.
- 47.6 Except in circumstances where the membership of a member has ceased by reason of the operation of clause 47.8, the Board may reinstate any member at any time upon application by the former member.

- 47.7 Without prejudice to the member's right of review by the Appeals Committee, no member shall be expelled by the Board unless a resolution for the expulsion of the member is passed by not less than a three-fourths majority of the members of the Board present at the meeting of the Board convened for that purpose.
- 47.8 Any member shall cease to be a member of the Company:
- 47.8.1 if convicted of an indictable offence; and/or
- 47.8.2 if the member becomes bankrupt or makes a composition with or assignment to or for the benefit of his creditors provided that upon discharge of the bankruptcy or finalisation of the composition or assignment the Board may reinstate the member upon application by the former member.
- 47.9 An expelled member shall forfeit all right to and claim upon the Company and the Company reserves the right to recover any and all costs as a result of disciplinary action.

#### **48. Association and Affiliation**

- 48.1 Subject to the approval of the Board any shooting association, club or company whose objects are similar or in part similar to the objects of the Company may with a view to assisting the establishment or promotion of such association or club be affiliated with the Company on the following terms and conditions:-
- 48.1.1 The application for affiliation shall be in such form as may be prescribed by the Board from time to time and directed to the CEO of the Company.
- 48.1.2 The application shall be accompanied by a copy of the Constitution or Rules and Regulations of the applicant association or club together with a list of its financial members and such other information as may be required by the Company and shall be laid before the Board;
- 48.1.3 The application shall be accompanied by and its approval shall be conditional upon the payment of such fees (if any) as determined by the Board from time to time.
- 48.2 The affiliated association or club shall have the following rights and privileges only, that is in respect of:
- 48.2.1 representation on other bodies through the medium of the Company within the powers and privileges of the Company;
- 48.2.2 rights of consultation with the Company upon all matters of interest to

shooters and firearm owners and co-operation on such lines as may be determined by the Company.

48.3 An affiliated association or club shall cease to be an affiliated association or club of the Company:

48.3.1 on notice of the intention to discontinue as an affiliated association or club being given to the CEO of the Company;

48.3.2 if all the fees due from such association or club to the Company are not paid when due, or if the Board of the Company decides in its sole discretion to discontinue the affiliation of such association or club. Notice of such discontinuance shall be given to the secretary or other proper officer of such affiliated association or club and shall take effect forthwith on notice or at such time as the Board of the Company may determine.

#### **49. Patronage**

The Board may grant the patronage of the Company to any contest, show or exhibition or any other event or competition (not being a race meeting) subject to such conditions as it sees fit.

#### **50. Country Branches**

50.1 The Board may establish in any city, town or district in Victoria a Country Branch of the Company and may determine the name by which such Country Branch shall be known.

50.2 The Board may make By-Laws regulating the constitution, management and proceedings of Country Branches or generally and in its discretion special By-Laws with regard to any particular Country Branch. Until the Board shall so provide this Constitution shall apply as far as is appropriate to Country Branches.

50.3 The Board may dissolve any Country Branch for the following reasons; -

50.3.1 the inability of the Country Branch to provide a working executive committee;

50.3.2 the non-compliance with requests for information or directives from the Board regarding documentation of a Country Branch's finances including but not limited to financial statements, audit reports, income and expenditure reports;

50.3.3 receipt of a request in writing from the Country Branch to voluntarily dissolve the Country Branch;

50.3.4 the amalgamation of one or more Country Branches; and

50.3.5 the splitting of a Country Branch into two more efficient branches.

50.4 The membership of any Country Branch shall consist of such members of the Company as are allocated to such Branch by the Board and unless the Board otherwise determines no person shall be eligible to become a member of a Country Branch unless the person is also a member of the Company.

50.5 The Board shall out of the funds of the Company make such annual or other allowance to each Country Branch for the purposes of defraying its expenses and of carrying on its operations as the Board may determine.

50.6 The allowance made to any Country Branch shall be held by it for the Company and shall be used at the discretion of the members of such Branch in furthering the interests of the Company generally.

## **51. Sub Clubs**

51.1 The Board may establish Sub Clubs of the Company and may determine the name by which such Sub Clubs shall be known.

51.2 The Board may make By-Laws regulating the constitution, management and proceedings of Sub Clubs generally and in its discretion special By-Laws with regard to any particular Sub Clubs. Until the Board shall so provide this Constitution shall apply as far as is appropriate to Sub Clubs.

51.3 The Board may dissolve any Sub Club for the following reasons:

51.3.1 the inability of the Sub Club to provide a working executive committee;

51.3.2 the non-compliance with requests for information or directives from the Board regarding any matters of finance including but not limited to financial statements, audit reports, income and expenditure reports;

51.3.3 a request in writing from the Sub Club to voluntarily dissolve the Sub Club;

51.3.4 the amalgamation of one or more Sub Clubs; and

51.3.5 the splitting of a Sub Club into two more efficient entities;

51.4 The membership of any Sub Club shall be open to all financial members of the Company and unless the Board otherwise determines no person shall be eligible to become a member of a Sub club unless he or she is also a member of the Company.

51.5 The President and one Director as nominated by the Board of the Company

shall be ex-officio members of the executive committee of all sub-clubs.

- 51.6 For the avoidance of doubt, the moneys and assets of the Company comprising the moneys and assets of a Sub Club may only be used to further the particular objects and interests of the Sub Club and its members and nothing in this Constitution is intended to permit, nor shall permit, the use of money and assets of the Sub Club for purposes and objects not conformable with the purposes and objects of the Sub Club.

## **52. Patrons of the Company**

The Company in Annual General Meeting may elect on the nomination of the Board a Patron or Patrons.

## **53. Appointment of Honorary Life Members and Delegates to External Bodies**

- 53.1 At each Annual General Meeting of the Company up to two persons may be appointed as Honorary Life Members of the Company and on appointment such persons shall be entitled to all the privileges and rights of an Honorary Life Member.
- 53.2 The Board shall be entitled to appoint such of its members as it sees fit from time to time to act as Delegates of the Company to any other body with such powers, rights and duties as may from time to time be determined by the Board.

## **54. Inconsistency with Act**

- 54.1 In the event that any part of this Constitution shall be determined to be inconsistent with or in breach of any of the provisions of the Act then this Constitution shall be read down to the extent that it shall be considered to comply with the Act. To the extent that any part of this Constitution cannot be read down to comply with the Act, that part of the Constitution that is inconsistent with or in breach of the provisions of the Act shall be deemed to be struck out and shall not form part of this Constitution.
- 54.2 In the event that the provisions of the Act permit an act to be done, a decision to be made or a meeting to be held in a way that is determined by the Board to be more convenient for the Company than as required or permitted by this Constitution then the Board may make the decision, take the action, give the notice or hold the meeting or do the particular thing in the time and in the manner permitted by the Act.

## **55. Adoption and Amendments of the Constitution**

- 55.1 The members may amend or repeal this Constitution, or a provision of this Constitution, by special resolution passed at either an Annual General

Meeting or at an Extraordinary General Meeting.

- 55.2 A notice of the proposed alterations must be provided by properly addressing, prepaying and posting a letter to every member at least 30 days prior to the date of the meeting or at a time determined by the Board.
- 55.3 A special resolution amending, adopting or repealing this Constitution takes effect:
- 55.3.1 if no later date is specified in the resolution, then on the date on which the resolution is passed; or
  - 55.3.2 on a later date specified in, or determined in accordance with, the resolution;
  - 55.3.3 the Company must send of a copy of this Constitution (as amended from time to time) to a member within 7 days if the member asks the Company, in writing for the copy; and
  - 55.3.4 pays any fee (up to the prescribed amount) required by the Company.
- 55.4 In reprinting this Constitution consequent upon any amendment made thereto by the members in General Meeting, the Board may affect the renumbering of the Constitution to conform with the amendments approved by the members and may make any necessary alterations consequential on such renumbering.

## 56. Interpretation

- 56.1 In this constitution unless there is something in the subject or context inconsistent then the following words and expressions shall have the following meanings:-

**“The Act”** shall mean the Corporations Act in force from time to time and any reference to a section of the Act or a section of the law shall mean a reference to the Corporations Act and the particular section of the Corporations Act.

**“The Company”** shall mean Sporting Shooters Association of Australia (Victoria).

**“Current Year”** shall mean in relation to subscriptions twelve calendar months following the date 'last past on which the subscription became due.

**"Days"** means clear days.

**“Direct Voting”** means voting other than by proxy or voting by attorney.

**“Directors”** and **“Board”** shall mean all or any number of the Directors for the time being of the Company acting in accordance with this Constitution.

**"Meeting of the Company"** means any meeting of those members of the Company who are under the Rules entitled to the full benefits and privileges of the Company including the right to vote at any such meeting;

**“Member”** shall mean any person for the time being registered as a member of the Company. **“Office”** or **“Registered Office”** shall mean the registered office for the time being of the Company. **“Paid”** shall mean paid or credited as paid.

**"Prescribed"** means prescribed by the Board or by this Constitution or by the By-Laws and in relation to prescribed forms which are subject to change means the form last prescribed.

**“The Register”** shall mean the Register of Members and/or as the context requires, such other Register of information required by the Act to be maintained by the Company.

**“The Seal”** or **“The Common Seal”** shall mean the common seal of the Company (If any).

**“The Company Secretary”** shall mean and include the Secretary and any assistant or acting Secretary and any other person for the time being appointed to perform whether alone or in addition to any person or persons the duties of a Secretary of the Company.

**“Signature”** shall mean the impression of a mark by hand, facsimile, mechanical, electronic or other means which is properly authorised by the person purported to have signed the document. Signed shall mean the result of a signature produced by any means defined above.

**“Special Resolution”** shall have the meaning assigned to that expression by the Act.

**“In Writing”** and **“Written”** shall include printing and lithography and other modes of reproducing or representing words in a visible form and shall include electronic means provided the same can be recorded in a permanent form.

**“Words”** or **“Expressions”** contained in this Constitution shall be interpreted in accordance with the provisions of the Act as in force at the date of which such interpretation is required.

56.2 In this Constitution, unless a different intention appears words importing:-

56.2.1 a singular number only shall include plural number and vice versa;

56.2.2 one sex only shall include the other sex;

56.2.3. persons shall include companies and corporations.

56.3 Any heading or marginal note inserted in these Rules is included for convenience only and shall not affect the construction of the Rules.

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