

CONSTITUTION

Sydney Rams Tenpin Bowling Club Incorporated
2017

Name

1. The Name of the Club shall be "Sydney Rams Tenpin Bowling Club Incorporated" (hereafter referred to as Sydney Rams)

Purpose

2. The Purpose of the Club shall be two-fold:
 - a. The conduct of tenpin bowling competitions
 - b. The conduct of such social events as considered appropriate by the Board of Directors
3. The Sydney Rams shall consist of at least one (1) operating bowling league and as many additional leagues as are, from time to time, considered viable both functionally and financially.
4. The league will be classed as "mixed" under the definitions of the Tenpin Bowling Australia Limited (TBAL) and will not discriminate against participants on the basis of Gender, Race, Religion, or Minority Standing.
5. The league will conduct a tenpin bowling competition(s) and determine a champion team. The league will foster and maintain a spirit of good fellowship and true sportsmanship.

Affiliation

6. Upon agreement of a majority of the members at the yearly reformation meeting, the league may apply to be sanctioned by TBAL in accordance with its League Schedule. In this case the league accepts and will abide by the TBAL Rule Book. In any event the league shall be bound by the general playing rules of the sport of tenpin bowling as defined by the TBAL or its United States of America counterpart.
7. The League may also vote to affiliate with such other organisations as considered appropriate. Team Sydney and International Gay Bowling Organization (IGBO) are examples of such organisations.

- a. Consideration of this item shall be a standing agenda item for each Reformation meeting

Definitions

8. This Constitution and associated documents:
 - a. Words importing the male gender will include females; words importing the female gender will include males.

Regulations

9. The Club shall establish a set of Rules and Regulations for the playing of the game of Tenpin Bowling within a league format.
10. Such Rules and Regulations shall not be inconsistent with the Rules and Regulations of TBAL.
11. Such regulations shall be a document separate to the Constitution.

Amendments to the Constitution

12. Amendments to this Constitution shall be made only in Annual General Meetings, or Special General Meetings, of the league.
13. Such amendments shall only be possible with the agreement of a minimum of 75% of the membership present at the meeting at which the proposed amendment is voted upon.

Amendments to the Regulations

14. Regulations for any given year shall be voted upon by the members at the Reformation meeting of the particular year.
15. Amendments to the playing regulations in any given league year shall only be possible at Annual General Meetings, or Special General Meetings.
16. After the league competition for the year has commenced, such amendments shall only be possible with the agreement of 75% of the membership present at the meeting at which the proposed amendment is voted upon.

Playing/League Format

17. It shall be the decision of the majority of the membership gathered at the Reformation meeting, upon the recommendation of the Executive Committee or individual members, to decide upon the playing format of that year, and the point allocation system for that year.
18. Once the league commences point-scoring play, the format and point allocation agreed to at the Reformation meeting, shall not be subject to change except by agreement as per *clause 16*.

Governance of the League

19. The Board of Directors (hereafter referred to as the BoD) is the governing body of the league. It is comprised of the Executive Committee of the league and each of the team captains.

Team Captains

20. A team captain shall be elected by each team, by whatever means are established by each team.

21. A team may appoint an alternate to represent the team at a BoD meeting.

General Management

22. General Management of the league rests with the BoD.

23. Each person attending a BoD meeting will be entitled to only one vote.

24. Members of the Executive Committee shall not be entitled to be both a member of the Executive Committee and a Team Captain.

Executive Committee

25. The Executive Committee shall consist of the following officers:

- a. President
- b. Vice President
- c. Treasurer
- d. Secretary

26. Such positions shall be filled by nomination and voted upon at the Annual General Meeting.

27. In the event of a casual vacancy for any given Executive position, a Special General Meeting of the league shall be called to consider nominations for the filling of such vacancies. Such vacancy shall be filled until the next Annual General Meeting.

28. Each member of the Committee is, subject to this Constitution, to hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.

Election of Executive Committee members

29. Nominations of candidates for election as office-bearers or as ordinary Committee members of Sydney Rams:

- a. Must be made in writing, signed by 2 members of Sydney Rams and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
- b. Must be delivered to the Secretary of Sydney Rams at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- c. A person nominated as a candidate for election as an office-bearer or as an ordinary Committee member of Sydney Rams must be a member of Sydney Rams.

30. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.

31. If no further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.

32. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

33. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

34. The ballot for the election of office-bearers and ordinary Committee members of Sydney Rams is to be conducted at the Annual General Meeting by show of hands or secret written ballot (to be decided by members at the Annual General Meeting). Postal or electronic ballots will not be conducted.

Duties and Responsibilities of the Executive Committee

35. President (TBAL Rule 307)

- a. The President will preside at all meetings of the league, the Executive Committee, and the BoD.
- b. The President and the Treasurer (or Secretary/Treasurer) will either:

- i. Establish an account in the name of the league, in a recognised banking institution, government guaranteed building society or credit union, with the signatures of at least two officers required for all withdrawals
- ii. Two members of an immediate family (legitimate or de facto) cannot be co-signatories for withdrawals from a league account. This shall include same gender couples.
- iii. The President will personally on a regular weekly basis, check and verify that the correct amount of monies collected have been deposited correctly.
- iv. Regular financial statements should be made available to all team captains and retained by the President until all funds have been disbursed at the end of the league season.
- v. In addition to TBAL Rule 307, the President shall be responsible for all relevant lodgements and updates to the NSW Department of Fair Trading in respect to Sydney Rams as an incorporated body under NSW state law.

36. Vice President (TBAL Rule 307)

- a. In the absence of the President, the Vice President will assume all the duties and responsibilities of the President.
- b. The Vice President shall be responsible for the conduct of the voting for the annual 'Sportsperson of the Year' award.
- c. The Vice President, in consultation and cooperation with the remainder of the Executive Committee, shall be primarily responsible for the planning of the social functions of the league. This may include but is not limited to:
 - i. Annual Picnic;
 - ii. Charity Fundraising night;
 - iii. Bus Trip.

37. Treasurer (TBAL Rule 309)

- a. The Treasurer shall, if required, assist the President to set up the required banking accounts.
- b. Unless alternative arrangements are made with the Centre management, all funds collected are to be deposited within one week of each session of play and the league's financial transactions are to be recorded in a manner acceptable to the league.
- c. Within thirty days after the completion of the league's schedule, all prizes must be distributed unless the league's BoD has set a specific date for prize distribution, or TBAL has authorised withholding of payment pending the settlement of any claim or protest affecting prize distribution.
- d. A full financial report showing income from all sources, and all expenditure items, will be supplied to the BoD when requested, or in accordance with the requirements of the Constitution.

38. Secretary (TBAL Rule 308)

- a. In addition to those duties specified by the league's BoD, the Secretary is responsible to ensure that:
 - i. A copy of the league Constitution and rules is supplied or made available to all members;
 - ii. A copy of the league schedule is posted or made available to all members;
 - iii. Accurate records of all individual and team scores are maintained (Centre computer print-outs are acceptable);
 - iv. A current standing sheet is posted or made available to every league member;
 - v. The league accreditation application papers are completed and lodged with TBAL within 42 days of the commencement of the league schedule. All players are affiliated with TBAL and are financial members of Sydney Rams if applicable;
 - vi. Applications are lodged promptly for awards due to players,
 - vii. All records, results, and performance records for the league are to be retained in perpetuity. If there is a change of Secretary, all records of the club must be passed on to the successor.

- b. A Secretary may be removed from office and/or suspended from membership of Sydney Rams for failing to comply with the requirements of this rule, or any other duties assigned by the league's BoD.

Removal of Committee Members

- 39. Sydney Rams in a General Meeting may by resolution remove any member of the Committee from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 40. If a member of the Committee to whom a proposed resolution referred to in *clause 39* relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the Secretary or the President shall send a copy of the representations to each member of Sydney Rams and the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

Casual vacancies

- 41. In the event of a casual vacancy occurring in the membership of the Executive Committee, the Committee may appoint a member of Sydney Rams to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.
- 42. A casual vacancy in the office of a member of the Committee occurs if the member:
 - a. dies; or
 - b. ceases to be a member of the association; or
 - c. becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth of Australia; or
 - d. resigns office by notice in writing given to the Secretary; or
 - e. is removed from office under *clause 39*; or
 - f. becomes a mentally incapacitated person; or
 - g. is absent without the consent of the Committee from 3 consecutive meetings of the Committee; or
 - h. is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
 - i. is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth of Australia.

Public Officer

- 43. The Public Officer shall be appointed by the Executive Committee at the first Executive Meeting held by the newly elected Executive Committee each year.
- 44. The Public Officer is, subject to this Constitution, to hold office until the conclusion of the first Executive Meeting held following the date of the Annual General Meeting, but is eligible for re-appointment each year.
 - a. If the Public Officer vacates the position, the Executive Committee must appoint a new Public Officer within 28 days and notice must be provided to Fair Trading within 28 days of the new appointment.
 - b. The Public Officer will vacate the position if he or she:
 - i. resigns in writing to the Executive Committee;
 - ii. becomes bankrupt;
 - iii. becomes a mentally incapacitated person;
 - iv. dies;
 - v. ceases to be a resident of New South Wales; or
 - vi. is removed from the position by the passing of a resolution at a Special General Meeting.
- 45. The Public Officer's duties and responsibilities are:
 - a. Notifying Fair Trading of any change to the official mailing and trading address of Sydney Rams;

- i. The official mailing address must be a place where the Public Officer can usually be found.
 - ii. The official mailing address cannot be a Post Office Box.
 - b. Acting as the official contact for Sydney Rams, including taking delivery of documents served on Sydney Rams and bringing them to the attention of the Executive Committee as soon as practicable;
 - c. Collecting all assets and materials relating to Sydney Rams by any outgoing Executive Committee member within 14 days of the Committee member leaving the position;
 - d. Handing over all assets and materials relating to Sydney Rams to any incoming Executive Committee member within 14 days of receipt from an outgoing member;
 - e. Returning all Sydney Rams assets and materials to an Executive Committee Member upon vacating the position, within 14 days.
 - f. The Public Officer is automatically an Authorised Signatory for Sydney Rams whereby they may sign official documents on behalf of Sydney Rams.
46. Any person is eligible to hold the position of Public Officer only if they meet the following criteria:
- a. A permanent resident of New South Wales; and
 - b. At least 18 years of age;
- Custody of books, records and other documents
47. Except as otherwise provided by this Constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to Sydney Rams.
- Inspection of books, records and other documents
48. The following documents must be open to inspection, free of charge, by a member of Sydney Rams at any reasonable hour:
- a. records, books and other financial documents of Sydney Rams;
 - b. this Constitution;
 - c. Minutes of all Committee meetings and General Meetings of Sydney Rams.
49. A member of Sydney Rams may obtain a copy of any of the documents referred to in *clause 48* on payment of a fee of not more than \$1 for each page copied.
- Funds – source and management
50. The funds of Sydney Rams are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by Sydney Rams in a General Meeting, such other sources as the Committee determines.
51. All money received by Sydney Rams must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
52. Sydney Rams must, as soon as practicable after receiving any money, issue an appropriate receipt.
53. Subject to any resolution passed by Sydney Rams in a General Meeting, the funds of Sydney Rams are to be used in pursuance of the objects of Sydney Rams in such manner as the Committee determines.
54. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Committee or employees of Sydney Rams, being members or employees authorised to do so by the Committee.
- Financial year
55. The financial year of Sydney Rams is:
- a. the period of time commencing on the date of incorporation of Sydney Rams and ending on the following 31 December, and
 - b. Each period of 12 months after the expiration of the previous financial year of Sydney Rams, commencing on 1 January and ending on the following 31 December.
- Meetings
56. The league will hold the following meetings:
- a. Annual General Meeting – immediately preceding the Reformation Meeting – to elect the officers for the following year and to receive the annual reports of the Officers of the

- Executive Committee. A written agenda will be provided to all members at least one week prior to the meeting.
- i. Members elected to the Executive Committee shall take up their role at the conclusion of the Annual General Meeting.
 - ii. A minimum of 4 weeks' notice of the Annual General Meeting shall be given to members. Notice may be given via general announcement at no less than two consecutive bowling nights or via email, or postal notice in the case of Life and Sabbatical members.
- b. BoD meetings – will be held on the first bowling Monday of each month to consider business matters listed for consideration by the elected officers.
- i. In the event that a BoD meeting should take place on a night other than the first bowling Monday of each month, a minimum of 2 weeks' notice shall be given via general announcement on any given scheduled bowling night; or
 - ii. The BoDs may agree (at the commencement of the year) to hold meetings only as requested or required.
- c. Reformation General Meeting – shall be held on the first night of bowling in each calendar year, immediately following the Annual General Meeting, although not necessarily the first competition night of each year.
- i. The Reformation Meeting shall consider the Treasurer's Table of League Fees plus any other start-of-year business that the President feels is appropriate or has been submitted for consideration by a member.
 - ii. The Secretary's League schedule shall follow one week after the League commences.
 - iii. A minimum of 2 weeks' notice of the Reformation meeting shall be given to members. Notice may be given via general announcement or via email, or postal notice in the case of Life and Sabbatical members.
- d. Special General Meetings:
- i. The President, acting alone, or on written request of any three members will call a Special General Meeting of the league;
 - ii. Such request shall be accompanied by a written outline of the matter(s) to be considered. All members are expected to participate and will be provided with written advance notice of the issues to be considered.
 - iii. A minimum of 2 weeks' notice of a Special General Meeting shall be given to members. Notice may be given via general announcement or via email, or postal notice in the case of Life and Sabbatical members.

Motions for meetings

57. Motions for consideration by the membership at the Annual General Meeting, Reformation Meeting, or Special General Meetings shall be submitted to the Secretary at least two weeks before the conduct of such meeting.
58. The Secretary shall ensure that all members are advised of the agenda, including motions, of all Annual General Meetings, Reformation Meetings, and Special General Meetings at least one week prior to the conduct of such meetings.

Items for consideration

59. Items for consideration shall be treated in the same manner as Motions for meetings.

Official notices to members

60. May be posted in the normal manner or may be sent via electronic mail to the last known electronic mail address of the member concerned. It shall be the responsibility of individual members to notify the Secretary of changes in a postal or electronic mail address and the preferred manner of dispatch of such notices.

Voting

61. At any General Meeting each member will have one vote; there will be no casting vote. If a vote is tied, the motion fails and the 'status quo' is maintained.

62. Postal voting is not permitted for any matter/resolution.
63. At a BoD meeting each person will have one vote. There will be no casting vote. If a vote is tied, the motion fails and the 'status quo' is maintained.
64. Proxy voting is not permitted except in the case of persons attending as proxy Captains for a BoD meeting.

Making of decisions

65. A question arising at any meeting of Sydney Rams is to be determined by either:
 - a. a show of hands, or
 - b. If on the motion of the Chairperson or if 5 or more members present at the meeting decide that the question should be determined by a secret written ballot—a secret written ballot.
66. If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the Minute book of Sydney Rams, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
67. If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.

Quorums

68. For a General Meeting – 50% of the enrolled members.
69. For a BoD meeting – 75% of the total of the team captains (or proxy) and the elected officers.
70. For an Executive Committee meeting, 60% of the members.

Membership

71. Qualifications:
 - a. Membership shall be open to any person age 18 or over who satisfies the requirements below and who supports or identifies with the Gay, Lesbian, Bisexual, Transgender, or other minority group usually associated with this group of people.
72. Joining:
 - a. Membership may be granted to any person who applies and who is acceptable to a majority of the BoD. Prior to joining, the league Secretary will provide the prospective member with a copy of the league's Constitution, and membership form which the member must sign and return to the Secretary (with the joining fee) within 2 weeks of joining the league.
 - i. From time-to-time, social bowlers may bowl as 'pacers' without becoming members of either the league or the TBAL and no averages, blind scores and similar will be accrued for them.
 - ii. Social bowlers will be encouraged to become members.
 - b. Prior to commencement of play, each bowler should satisfy themselves as to their obligations to the league and may choose not to bowl if they are not satisfied with the established rules.

73. Cessation:

- a. Membership lasts a maximum of twelve months and is renewable on or before the first competition night of any year unless a person ceases to be a member either by advising an elected officer of his/her intended resignation or after missing three consecutive weeks of bowling without prior notice to, and the approval of, the BoD. (This 'three week' period may be extended at the discretion of the elected officers.)

Fees and subscriptions

74. A member of Sydney Rams must, on admission to membership, pay to Sydney Rams a fee of \$1 or, if some other amount is determined by the Committee, that other amount.
75. In addition to any amount payable by the member under *clause 74*, a member of Sydney Rams must pay to Sydney Rams an annual membership fee of \$2 or, if some other amount is determined by the Committee, that other amount before 1 February in each calendar year, or;
 - a. if the member becomes a member on or after 1 February in any calendar year - on becoming a member and before 1 February in each succeeding calendar year.

76. In addition to *clauses 74 and 75*, a member of Sydney Rams shall be required to pay a weekly service fee of \$8 or, if some other amount is determined by the Committee, that other amount, for each and every week of the bowling season that they are eligible to bowl.
- a. The exception to this rule shall be those members who are currently on an approved Sabbatical or who are life-members not currently bowling in the league competition.
 - b. All weekly service fees must be paid by the last week of the bowling year regardless of when they fell due.
77. Members shall be required to pay such fees as may be determined at the appropriate Reformation Meeting. Failure to pay such fees within four weeks of the particular fee falling due shall render the membership of the particular member suspended until such time as the fees are paid.

Members' liabilities

78. The liability of a member of Sydney Rams to contribute towards the payment of the debts and liabilities of Sydney Rams or the costs, charges and expenses of the winding up of Sydney Rams is limited to the amount, if any, unpaid by the member in respect of membership of Sydney Rams.

End of Year Function

79. Fees and charges for persons with less than 100% of membership for the year shall be paid as follows:
- a. For those with over 90% membership for the year, no charge other than weekly membership arrears as due;
 - b. For those who have been members between 75% and 90% of the year and are fully financial (arrears paid), then 25% of the social ticket price be charged;
 - c. For those between 50% and 75%, then 50% of the ticket price be charged;
 - d. For those less than 50%, then 100% of the fee shall be paid;
 - e. Those persons with less than 50% membership for the year shall not be entitled to an end-of-year gift except upon payment of an additional fee which shall be set by the Committee as appropriate to the circumstances.

Types of membership

80. There shall be the following types of membership:
- a. Life Members
 - i. Life members shall be those members who have been honoured by the club for distinguished service to the club;
 - ii. Life membership may be granted to any member of the club upon nomination by another member and the approval of 75% of the BoD;
 - iii. Life members shall be entitled to all the rights and responsibilities of a member even though they may choose to be inactive or non-bowling members after the bestowal of life membership;
 - iv. Inactive Life Members shall be entitled to attend annual Presentation nights upon the payment of 75% of the fee payable by non-members;
 - v. Life members shall be entitled to receive the gifts or other giveaways that are received by ordinary members without payment of any extra fees;
 - vi. Life members shall not be required to pay annual club membership fees.
 - b. Ordinary Members
 - i. Ordinary members shall be those members who join the club with the intention of playing weekly, whether as a member of a team or as a reserve;
 - ii. Ordinary members shall be required to pay the weekly league fees and such other fees as are determined by the general membership at the Reformation Meeting.
 - c. Sabbatical members
 - i. Sabbatical members shall be those members who, having played as an active ordinary/life member for a minimum of seven consecutive years, elect to take a year off from bowling;
 - ii. Sabbatical members shall be entitled to all the rights and responsibilities of a member;

- iii. Sabbatical members shall be entitled to attend annual Presentation nights upon the payment of 75% of the fee payable by non-members;
- iv. Sabbatical members shall be entitled to receive the gifts or other giveaways that are received by ordinary members without payment of any extra fees;
- v. Sabbatical members shall be required to pay annual club membership fees;
- vi. Sabbatical membership shall only be extended to individual members once in each eight year period.

d. Honorary Members

- i. Shall be those persons who are unable to bowl due to health or other reasons but who wish to contribute to the well-being of Sydney Rams by whatever means is considered appropriate by the Executive Committee;
- ii. The Executive Committee may grant this type of membership to no more than two persons in any given calendar year and such membership shall remain in force only for the calendar year in which it was granted;
- iii. Such honorary members shall not be required to pay dues but shall be required to pay an amount of money to attend the end of year function, such amount to be determined by the Executive Committee in its sole discretion;
- iv. Honorary members will have no right of vote on any matter.

Register of members

- 81. The Public Officer of Sydney Rams must establish and maintain a register of members of Sydney Rams specifying the name and postal or residential address of each person who is a member of Sydney Rams together with the date on which the person became a member.
- 82. The register of members must be kept in New South Wales at the main premises of Sydney Rams, or if Sydney Rams has no premises, at their official address.
- 83. The register of members must be open for inspection, free of charge, by any member of Sydney Rams at any reasonable hour.
- 84. A member of Sydney Rams may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 85. If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- 86. A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - a. the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to Sydney Rams or other material relating to Sydney Rams, or
 - b. Any other purpose necessary to comply with a requirement of *Associations Incorporation Act 2009* of the State of New South Wales.

Disciplining of members

- 87. A complaint may be made to the Executive Committee by any person that a member of Sydney Rams:
 - a. has refused or neglected to comply with a provision or provisions of this Constitution, or
 - b. Has wilfully acted in a manner prejudicial to the interests of Sydney Rams.
- 88. The Executive Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature
- 89. If the Executive Committee decides to deal with the complaint, the Executive Committee:
 - a. must cause notice of the complaint to be served on the member concerned, and must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and must take into consideration any submissions made by the member in connection with the complaint.
- 90. The Executive Committee may, by resolution, expel the member from Sydney Rams or suspend the member from membership of Sydney Rams if, after considering the complaint and any submissions

made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

91. If the Executive Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause a written notice to be given to the member of the action taken, of the reasons given by the Executive Committee for having taken that action and of the member's right of appeal.
 - a. The expulsion or suspension does not take effect until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - b. if within that period the member exercises the right of appeal, unless and until Sydney Rams confirms the resolution under the relevant act, whichever is the later.

Right of appeal of disciplined member

92. A member may appeal to Sydney Rams in a General Meeting against a resolution of the Executive Committee within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
93. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
94. On receipt of a notice from a member under this section the Secretary must notify the Executive Committee which is to convene a General Meeting of Sydney Rams to be held within 28 days after the date on which the Secretary received the notice.
95. At a General Meeting of Sydney Rams convened under this Section, no business other than the question of the appeal is to be transacted, and
 - a. the Executive Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - b. the members present are to vote by secret written ballot on the question of whether the resolution should be confirmed or revoked.
96. The appeal is to be determined by a simple majority of votes cast by members of Sydney Rams.

Resolution of disputes

97. A dispute between a member and another member (in their capacity as members) of Sydney Rams, or a dispute between a member or members and Sydney Rams, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
98. If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
99. The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

Winding up the Association

100. Sydney Rams may wind up voluntarily. To cancel Incorporation, Sydney Rams must:
 - a. Pass a special resolution to approve Sydney Rams being wound up;
 - b. Appoint a liquidator to manage the process of realising Sydney Rams assets and the orderly winding up of Sydney Rams affairs;
 - c. Pay all debts (if any); and
 - d. Distribute any surplus assets. An association cannot distribute surplus assets to its members, except in limited circumstances specified in the *Associations Incorporation Act 2009*.
 - i. After all assets and debts have been settled, Sydney Rams will donate the remainder of assets (if any) to a charity at the choice of the Executive Committee.
 - e. For voluntary cancellation to occur, Sydney Rams must:
 - i. Have a simple financial structure;
 - ii. not have significant assets;
 - iii. have no outstanding contractual obligations;
 - iv. have no outstanding liabilities; and
 - v. not be subject to current or likely legal action.

- f. If Sydney Rams is unable to cancel Incorporation voluntarily due to not meeting any of the items in *Clause 100(e)*, the Executive Committee will obtain professional advice on the most appropriate manner to finalise its affairs.
101. The NSW Department of Fair Trading may cancel Incorporation of Sydney Rams.
- a. Involuntary cancellation can occur if:
 - i. Sydney Rams is no longer in operation or has fewer than 5 members or has failed to establish and maintain an Executive Committee;
 - ii. The Executive Committee does not maintain the minimum requirements for an Executive Committee or has not appointed a Public Officer;
 - iii. Sydney Rams has been providing financial gain for its members;
 - iv. Sydney Rams has not met its obligations to hold Annual General Meetings or lodged an annual summary of financial affairs for 3 years;
 - v. Sydney Rams has failed to comply with a direction to change its name; or
 - vi. It is in the public interest to do so.
 - b. Where involuntary cancellation of Incorporation occurs, Sydney Rams property comes under the control of Fair Trading. Fair Trading will determine what is to be done concerning the finalisation of the affairs and winding up of Sydney Rams.