

CANBERRA BRIDGE CLUB INCORPORATED

Constitution of the Canberra Bridge Club

Formerly ACT Bridge Association Incorporated

September 2004

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PART I—PRELIMINARY

1. Name

The name of the club hereby constituted is the Canberra Bridge Club incorporated and registered in the A.C.T. hereinafter referred to as the club.

2. Interpretation

(1) In this constitution, unless a contrary intention appears—

"the by-laws" means such by-laws as are determined and published by the committee in writing;

"the club" means the Canberra Bridge Club Incorporated;

"the clubrooms" means the club's premises at 6 Duff Place, Deakin in the Australian Capital Territory;

"committee member" means an office-bearer or ordinary committee member of the Club;

"the Federation" means the Bridge Federation of the Australian Capital Territory Inc;

"financial year" means the year ending on 30 June;

"member" means a member, however described, of the club;

"membership year" means the year ending on 31 December;

"ordinary committee member" means a member of the committee who is not an office-bearer;

"secretary" means the person holding office under this constitution as secretary or, where no such person holds that office, the public officer;

"voting member" means an ordinary member, honorary life member, honorary member or life member;

"the Act" means the Associations Incorporation Act 1991 A.C.T.;

"the Regulations" means the Associations Incorporation Regulations (A.C.T.).

(2) In this constitution—

(a) a reference to the Australian Bridge Federation shall, if another body is at the time being considered the National Authority in relation to Australia under the International Laws of Duplicate Contract Bridge, be construed as a reference to that other body;

(b) a reference to a function includes a reference to a power, authority and duty; and

(c) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

(3) The provisions of the Interpretation Act 1967 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2A. Objects

The objects of the club are:

- (a) to promote the game of Contract Bridge;
- (b) to promote the interests of the members of the club;
- (c) to provide facilities for the playing of Contract Bridge
- (d) to organise, foster, and promote club championships, and other bridge tournaments and competitions;
- (e) to organise, foster, promote and participate in bridge tournaments and competitions with or against other bridge clubs;
- (f) to provide tuition in the playing of Contract Bridge;
- (g) to arrange social and sporting functions and gathering of members and, where appropriate, visitors;
- (h) to affiliate with, and to maintain affiliation with, the Federation;
- (I) to represent on the Federation the interests of members;
- (j) to cooperate with and assist other persons and clubs having identical or similar objects in matters of common interest; and
- (k) to do all such things, including the raising of funds, as are incidental or conducive to the attainment of all or any of the above objects.

PART II—MEMBERSHIP

3. Membership classes

The club shall have the following classes of membership:

- (a) ordinary membership;
- (b) honorary life membership;
- (c) honorary membership;
- (d) life membership; and
- (f) temporary membership.

4. Ordinary member

A person shall be admitted as an ordinary member if:

- (a) the person has lodged a membership application at the clubrooms; and
- (b) the person has paid the membership fee.

4A. Honorary life member

A person shall be admitted as an honorary life member if:

- (a) the person has made an outstanding contribution to Contract Bridge;
- (b) the committee determines that a nomination of the person be made to a general meeting; and
- (c) a general meeting approves the nomination by a two-thirds majority.

4B. Honorary member

A person shall be admitted as an honorary member if the committee or a general meeting determines to confer honorary membership for a limited period on that person.

4C. Life member

A person shall be admitted as a life member if:

- (a) a general meeting determines to offer life memberships;
- (c) the person meets any conditions determined by the general meeting; and
- (b) the person has paid the life membership fee.

4D. Temporary member

A person shall be admitted as a temporary member if:

- (a) the committee determines to confer temporary membership on that person; and
- (b) the person meets any conditions determined by the committee.

5. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member is not capable of being transferred or transmitted to another person.

6. Cessation of membership

A person ceases to be a member—

- (a) if the person dies;
- (b) if the person resigns from membership of the club by notice in writing;
- (c) if the person is expelled from the club;
- (d) if the person fails to renew membership by 28 February in the year following the year in which the person has paid membership fees;
- (e) in the case of an honorary member, at the end of the membership year in which the honorary membership was conferred; or
- (f) in the case of a temporary member, either 12 months following the conferring of such membership or at such time as the committee may determine to terminate such membership, whichever is the earlier.

7. Joining fees and annual subscriptions

- (1) The joining fees and annual subscriptions of the club shall be determined by the annual general meeting.
- (2) The annual general meeting may determine to set different joining fees and annual subscriptions for different categories of people.
- (3) The committee may determine to waive payment of a joining fee or annual subscription by any person.
- (4) The committee may determine any other fees for services provided by the club.

8. Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the club or the costs, charges and expenses of the winding up of the club is limited to the amount, if any, unpaid by the member in respect of membership of the club as required by rule 7.

9. Disciplining of members

- (1) Where the committee is of the opinion that a member—
 - (a) has persistently refused or neglected to comply with a provision of this constitution, the by-laws or the Laws of Duplicate Contract Bridge; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the club the committee may, by resolution, impose a penalty authorised under the by-laws.
- (2) A resolution of the committee under subrule (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subrule (3), confirms the resolution in accordance with this rule.
- (3) Where the committee passes a resolution under subrule (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member—
 - (a) setting out the resolution of the committee and the grounds on which it is based;

- (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
 - (I) attend and speak at that meeting;
 - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the committee mentioned in subrule (2), the committee shall—
 - (a) give to the member mentioned in subrule (1) an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the committee by that member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution of the committee made under subrule (1).
- (5) Where the committee confirms a resolution under subrule (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 10.
- (6) A resolution confirmed by the committee under subrule (4) does not take effect—
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the club confirms the resolution in accordance with subrule 10 (4).

10. Right of appeal of disciplined member

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

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(4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under subrule 9 (4), that resolution is confirmed.

PART III—THE COMMITTEE

11. Powers of the committee

The committee, subject to the Act, the Regulations, this constitution, and to any resolution passed by the club in general meeting—

- (a) shall control and manage the affairs of the club;
- (b) may exercise all such functions as may be exercised by the club other than those functions that are required by this constitution to be exercised by the club in general meeting; and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the club.

12. Constitution and membership

- (1) The committee shall consist of—
 - (a) the office-bearers of the club; and
 - (b) eight ordinary committee members; each of whom, except the immediate past-president, shall be elected pursuant to rule 13 or appointed in accordance with subrule (4).
- (2) The office-bearers of the club shall be—
 - (a) the president;
 - (b) the immediate past president;
 - (c) the vice-president;
 - (d) the treasurer;
 - (e) the secretary; and
 - (f) the tournament secretary.
- (3) Each member of the committee shall, subject to this constitution, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a vacancy in the membership of the committee, the committee may appoint a member to fill the vacancy and the member so appointed shall hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (5) An office bearer shall undertake any duties required under the by-laws.

13. Election of committee members

- (1) Nominations of candidates for election as office bearers or ordinary committee members—
 - (a) shall be made in writing, signed by 2 members of the club and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and

- (b) shall be delivered to the secretary at any time immediately prior to the time at which the election is to take place at the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and any vacant positions remaining on the committee shall be deemed to be vacancies.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of office-bearers and ordinary committee members shall be conducted at the annual general meeting in such manner as the committee may direct.
- (6) A person is not eligible to simultaneously hold more than one position on the committee.
- (7) A person shall not nominate as a committee member unless the person is a voting member.

14. Public officer

The committee shall at its first meeting immediately following the annual general meeting appoint a public officer who shall hold office until the meeting of the committee following the next annual general meeting or until removed by the committee, whichever is the sooner. Should the position of Public Officer become vacant, the Council shall appoint a Public Officer within the time specified by the Act. The Public Officer shall perform all duties appertaining to a Public Officer as prescribed in the Act.

15. Immediate past president

If the president in the preceding year is not elected as a committee member, he or she shall be the immediate past president, otherwise no person shall hold the office of immediate past president.

16. Vacancies

- (1) For the purposes of this constitution, a vacancy in the office of a committee member occurs if the committee member—
 - (a) dies;
 - (b) ceases to be a voting member;
 - (c) resigns the office;
 - (d) is removed from office pursuant to rule 17;
 - (e) becomes an insolvent under administration within the meaning of the Corporations Law;
 - (f) suffers from mental or physical incapacity;
 - (g) is disqualified from office under subsection 63 (1) of the Act; or

- (h) is absent without the consent of the committee from all meetings of the committee held during a period of three months.

17. Removal of committee members

The club in general meeting may by resolution, subject to section 50 of the Act, remove any member of the committee from the office of member of the committee before the expiration of the member's term of office.

18. Committee meetings and quorum

- (1) The committee shall meet at least six times in each calendar year at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by any five members of the committee.
- (3) Oral or written notice of a meeting of the committee shall be given by, or at the direction of, the secretary to each member of the committee at least 72 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Any six members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (5) At meetings of the committee—
 - (a) the president or in the absence of the president, his or her nominee shall preside; or
 - (b) if the president is absent and has failed to name a nominee, one of the remaining members of the committee may be chosen by the members present to preside.

19. Delegation by committee to sub-committee, member or employee

- (1) The committee may under the by-laws delegate to any sub-committee, member or employee the exercise of such of the functions of the committee as are specified in the instrument, other than—
 - (a) this power of delegation; and
 - (b) a function which is a function imposed on the committee by the Act, by any other law of the Territory, or by resolution of the club in general meeting.
- (2) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (3) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
- (4) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

20. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to subrule 18 (5), the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or subcommittee.

PART IV—GENERAL MEETINGS

21. Annual general meetings—holding of

- (1) The club shall, at least once in each calendar year at the nearest practicable date after 31 July, convene an annual general meeting of its members.
- (2) Subrule (1) has effect subject to the powers of the Registrar-General under section 120 of the Act in relation to extensions of time.

22. Annual general meetings—calling of and business at

- (1) The annual general meeting, subject to the Act, be convened at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be—
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the committee reports on the activities of the club during the last preceding financial year;
 - (c) to elect members of the committee;
 - (d) to determine the fees of the club
 - (e) to elect an auditor (who shall not be a member); and
 - (f) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73 (1) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it in accordance with rule 24.
- (4) An annual general meeting shall be conducted in accordance with the provisions of this Part.
- (5) An audited statement of the accounts of the club shall be placed on a noticeboard at the clubrooms at least seven days prior to the annual general meeting.

23. General meetings—calling of

- (1) The committee may, whenever it thinks fit, convene a general meeting of the club.
- (2) The committee shall, on the requisition in writing of not less than five per cent of the total number of voting members, convene a general meeting of the club.
- (3) A requisition of members for a general meeting—
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

- (4) If the committee fails to convene a general meeting within one month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a general meeting to be held not later than three months after that date.
- (5) A general meeting convened by a member or members referred to in subrule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the club for any reasonable expense so incurred.

24. Notice

- (1) The secretary shall, at least 21 days before the date fixed for the holding of a general meeting, place on a noticeboard at the clubrooms, a notice specifying the place, date and time of the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the club, the notice shall also specify the intention to propose the resolution as a special resolution.
- (3) No business shall be transacted at the meeting except:
 - (a) in the case of an annual general meeting, business pursuant to subrule 22 (2);
 - (b) any motion, notice of which, signed by two members, has been received by the Secretary at least 14 days prior to the general meeting; and
 - (c) any procedural motion.

25. General meetings—procedure and quorum

- (1) No item of business shall be transacted at a general meeting unless a quorum of twenty voting members is present during the time the meeting is considering that item.
- (2) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (3) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than ten) shall constitute a quorum.

26. Presiding member

At annual general meetings—

- (a) the president or in the absence of the president, his or her nominee shall preside; or
- (b) if the president is absent and has failed to name a nominee, one of the voting members may be chosen by the voting members present to preside.

27. Adjournment

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give notice of the adjourned meeting as specified in Rule 24(1).
- (3) Except as provided in subrules (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

28. Making of decisions

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

29. Voting

- (1) Subject to subrule (3), upon any question arising at a general meeting of the club a voting member has one vote.
- (2) All votes shall be given personally or by proxy but no member may hold more than one proxy vote.
- (3) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- (4) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (5) The notice appointing the proxy shall be in the form as set out by the Associations Incorporation Regulations.

PART V—MISCELLANEOUS

30. Funds—source

The funds of the club shall be derived from fees of members, donations and, subject to any resolution passed by the club in general meeting and subject to section 114 of the Act, such other sources as the committee determines.

31. Funds—management

- (1) Subject to any resolution of a general meeting, the funds of the club shall be used in pursuance of the objects of the club in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee or by one member of the committee and one employee of the club, being members of the committee or employees authorised to do so by the committee.
- (3) The assets and income of the club shall be applied solely to the furtherance of its objects and no portion shall be distributed directly or indirectly to the members of the club except as bona fide compensation for services rendered or expenses incurred on behalf of the club.

32. Alteration of objects and rules

Neither the objects of the club referred to in section 29 of the Act nor this constitution shall be altered except in accordance with the Act.

33. Common seal

- (1) The common seal of the club shall be kept in the secretary's custody or under his or her control.
- (2) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures by two committee members.

34. Custody of books

Subject to the Act, the Regulations and this constitution, the secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the club.

35. Inspection of books

The records, books and other documents of the club shall be open to inspection at the clubrooms, free of charge, by a member at any reasonable hour.

36. Service of notice

- (1) For the purpose of this constitution, a notice may be served by or on behalf of the club upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is

proved, be deemed for the purposes of this constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

37. Surplus property

If upon winding up or dissolution of the club, there remains after the satisfaction of all its debts and liabilities any property whatsoever, such property shall not be distributed among members but shall be transferred to another non-profit organisation or non-profit organisations having objects similar to the club which has been nominated by the committee to a general meeting and the general meeting approves the nomination by a two-thirds majority.

38. Patron

- (1) The committee or annual general meeting may determine to appoint a patron, who shall act until such time as the committee or annual general meeting determines or the patron resigns.
- (2) The patron shall have all the rights and obligations of an honorary member.

Amendment history

The constitution prepared for the meeting of 17 November 1991 to amalgamate the Canberra Bridge Club and the ACT Bridge Association was based on the Library copy which had noted on it 'amended to January 1979'. It also had the following amendments noted on it in pen.

clause 65-66 (Patron) crossed out and marked in pen 'not used'

clause 76-80 (Disciplinary powers of Council) crossed out in pen. Inserted in pen is the following clause:

clause 76 In addition to the disciplinary powers of the Tournament Director as provided for in the Laws of Duplicate Contract Bridge, further to discipline a member for contravening these laws or this constitution including by-laws made under this constitution.

21 May 1990 clause 71(d) added

17 November 1991 (major changes for the amalgamation of the Canberra Bridge Club and the ACT Bridge Association and the inclusion of transitional arrangements prior to the setting up of a new organisation for the management of 'State' bridge in the ACT and surrounding regions.)

clause 4A, 5A, 5B added □ clause 15-17 deleted □ clause 15A, 15B, 15c, 15d, 15E, 15F, 15G added □ clause 22 deleted □ clause 22A, 22B, 22C, 22D, 22E, 22F, 22G added □ clause 46 amended □ clause 47-50 and 52 deleted □ clause 52A, 52B, 52C, 52D added □ clause 53 amended □ clause 55 deleted □ clause 67-69 deleted □ sub-clause 70 (d)(e)(f)(g)(h)(l)(j) deleted □ clause 70A added □ clause 75, 76 amended □ clause 80A, 80B, 80C, 80D, 80E, 80F, 80G, 80H, 80I, 80J, 80K, 80L, 80M clause 81, 82, 84, 92, 107, 111 amended □ clause 112-114 deleted

2 June 1994 □ clause 3, 4, 4A, 5B(c) amended □ clause 15A, 15AB, 15AC, 15AD, 15AE, 15AF, 15AG, 15AH, 15AI, 15AJ, added clause 15D, 15E(b) amended □ clause 15H added □ clause 22B & 22C replaced by new clause 22B □ clause 22F, 22F(c) and 22F(d) amended □ clause 29A added □ clause 31, 59 amended

clause 60, 61, 62, 63 & 64 deleted □ clause 65, 66 amended □ clause 66A, 80A A, 80AB, 84A, 90A, added clause 91, amended □ clause 102A, added □ clause 104, 119 amended

4 September 1994 □ clause 15AD, 15AF, 15AH, 22D, 101 amended

17 August 1997 (New constitution prepared based on the 'model rules' as set out

in the *Associations Incorporations Act 1991 A.C.T.* This constitution to be implemented after the setting up of the Bridge Federation of the ACT to be responsible for the management of the 'State responsibilities' for bridge in the ACT and surrounding regions.) The ACT Bridge Association now becomes the Canberra Bridge Club.

26 September 2004

Clause 7 amended as follows:

Old clause 7:

7. Fee, subscriptions etc.

- (1) The fees of the club shall be determined by the annual general meeting.
- (2) The annual general meeting may determine to set different fees for different classes of persons.
- (3) The committee may determine to waive payment of a fee by any person.

New clause 7:

7. Joining fees and annual subscriptions

- (1) The joining fees and annual subscriptions of the club shall be determined by the annual general meeting.
- (2) The annual general meeting may determine to set different joining fees and annual subscriptions for different categories of people.
- (3) The committee may determine to waive payment of a joining fee or annual subscription by any person.
- (4) The committee may determine any other fees for services provided by the club.

Clause 31 amended to insert 31(3):

- (3) The assets and income of the club shall be applied solely to the furtherance of its objects and no portion shall be distributed directly or indirectly to the members of the club except as bona fide compensation for services rendered or expenses incurred on behalf of the club.