

**BADMINTON  
ASSOCIATION  
Of  
WESTERN AUSTRALIA  
(INC)**

**CONSTITUTION**

**Adopted March 2007  
Amended March 2009**

# **Badminton Association of Western Australia**

## **CONSTITUTION**

Introduced at SGM of 26/2/07

Adopted at AGM 30/3/07 for implementation at the conclusion of the meeting

Amended at SGM of 28/3/09 for implementation at the conclusion of the meeting

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# **Badminton Association of Western Australia Inc.**

## **CONSTITUTION**

### **PART 1 – GENERAL**

#### **1. NAME**

The Association shall be called "The Badminton Association of Western Australia (Incorporated)" hereinafter referred to as "BAWA".

#### **2. COLOURS**

The colours of the Association shall be black and gold.

#### **3. DEFINITIONS**

In this Constitution, unless inconsistent with the context or subject matter, the following definitions apply:

‘Affiliated Bodies’ means:

3.a. Affiliated Branch Association

3.b. Affiliated Club

3.c. ‘Affiliated Branch Association’ means any Association of badminton clubs affiliated with BAWA

3.d. ‘Affiliated Club’ means any badminton Club affiliated with BAWA.

3.e. ‘A term’ refers to the term of office of the Board of Management members and is two years.

3.f. ‘BOM’ refers to the Board of Management of BAWA.

3.g. ‘By-Laws’ means the By-Laws of BAWA, created or adopted using the procedures outlined in this Constitution.

3.h. ‘Committee Chairman’ means Chairman of committees as identified in the By-Laws from time to time.

3.i. ‘Club members’ means all persons who are registered as members of any affiliated Branch Association and/or affiliated Club.

3.j. ‘CPI’ means the Consumer Price Index for Western Australia (all groups) published by the Australian Bureau of Statistics.

3.k. ‘Member’ means any member classified as such under clause 8.

3.l. ‘Membership Year’ means 1<sup>st</sup> April to the last day of March in the following year.

3.m. 'Special resolution' means a resolution adopted by at least three-fourths (3/4) of the votes cast at any Meeting of BAWA.

3.n. 'The Association' means the Badminton Association of Western Australia Inc, also known as BAWA.

3.o. 'The Act' means the Associations' Incorporation Act (1987) as amended, of Western Australia.

3.p. 'The Board' means the Board of Management whose members are elected in accordance with this Constitution. Commonly called the BOM.

3.q. In this Constitution:

Words in the masculine gender shall mean and include words in the feminine gender, and vice versa.

Words in the singular shall mean and include words in the plural, and vice versa.

Headings shall not be used in the Constitution in the construction of the provisions of this Constitution and are merely used as aids in clearly setting out such provisions.

#### 4. OBJECTS

The objects of BAWA shall be to promote, encourage and control the sport of badminton in Western Australia.

#### 5. PROPERTY OF BAWA

BAWA must apply all property and income of BAWA towards the promotion of the objects or purposes of BAWA and no part of that property or income to be paid or otherwise distributed, directly or indirectly, to members of BAWA, except in good faith in the promotion of those objects or purposes.

#### 6. POWERS

The powers of BAWA shall be:

6.a. To acquire, hold, deal with, and dispose of any real or personal property.

6.b. To open and operate bank accounts.

6.c. To invest its money in any security in which trust monies may be invested.

6.d. To borrow money upon such terms and conditions as BAWA thinks fit.

6.e. To give such security for the discharge of liabilities incurred by BAWA as BAWA thinks fit.

6.f. To appoint agents and employees to transact any business of BAWA on its behalf for reward or otherwise.

- 6.g. To build, construct, erect, maintain, rent, lease, alter and repair any premises, building or other structure of any kind and to furnish, equip and improve the same for use by BAWA.
- 6.h. To accept donations and gifts in accordance with the objects of BAWA.
- 6.i. To print and publish any information by any media, including newsletters, newspapers, articles or leaflets for promotion of BAWA.
- 6.j. To provide gifts and prizes in accordance with the objects of BAWA.
- 6.k. To organise social events for members and the promotion of BAWA.
- 6.l. To be empowered to do all things necessary which are incidental to, and necessary for, the attainment of the objects of BAWA.
- 6.m. To arbitrate and settle disputes between affiliated bodies and members recognised by this Constitution.

## 7. RECORDS OF THE ASSOCIATION

Full up to date copies of all records of BAWA, both in soft and hard format where applicable, must be held at the BAWA Headquarters, wherever that may be from time to time.

## **PART 2 - MEMBERSHIP**

### 8. MEMBERSHIP INDIVIDUAL

Individual Membership shall be open to any person who wishes to further the interests of BAWA and who is either a member of an affiliated Club or Branch Association or otherwise recognised as a member within this constitution. Each individual person admitted to membership has the responsibility to be:

- bound by the Constitution and By-laws of BAWA.
- come liable for such fees and subscriptions as may be fixed by the BOM.
- entitled to all relevant advantages and privileges of membership.
- at all times when acting as a member of his Club or Branch Association or BAWA to act in a manner befitting that membership.

### 9. MEMBERSHIP CATEGORIES

#### 9.a. "Club Member"

Any person who is a financially registered member of an affiliated BAWA club or Branch Association, in either of the following categories.

Junior – a member who is under 19 years of age as at 31st December of that year.

Senior – member who is over 19 years of age as at 31st December of that year.

Subject to this Constitution, Club Members in either the Senior or Junior category, as stated above, are entitled to attend and take part in discussions at all general meetings of BAWA as may be provided in this constitution and to take part in any competitions and/or activities sanctioned by BAWA, as entry conditions from time to time may permit.

9.b “Non-Club Member”

Any person who is not a financially registered member of an affiliated BAWA club or Branch Association and who has paid to the BAWA the relevant Non-Club member registration fee.

Subject to this Constitution, Non- Club Members in either the Senior or Junior category as set out in 9a. above, are only entitled to take part in any competitions and/or activities sanctioned by BAWA, as entry conditions from time to time may permit.

9.c “Event Member”

Any person who is not a financially registered member of an affiliated BAWA club or Branch Association and who has paid to the BAWA the relevant Event member registration fee.

Subject to this Constitution, Event Members in either the Senior or Junior category as set out in 9a. above, are only entitled to take part in any competitions sanctioned by BAWA, as entry conditions from time to time may permit.

That is to say, a person who is neither a Club Member nor a Non-Club Member of BAWA shall be required to pay the relevant Event member registration fee (in addition to fees prescribed in entry conditions) each time that person wishes to take part in a BAWA sanctioned competition.

9.d “Non-playing Member”

Any person who wishes to be a member of the BAWA in a non-playing capacity and who has paid to the BAWA the relevant Non-playing member registration fee.

Subject to this Constitution, Non-playing Members in either the Senior or Junior category as set out in 9a. above, are only entitled to attend and take part in discussions at all general meetings of BAWA as may be provided in this Constitution

9.e.

“Life Member”

Life membership of BAWA may be conferred on any person at the Annual General Meeting of BAWA. The criterion for election as a life member is that the person shall have rendered special service to BAWA and been a member for more than 10 years.

The name of, and proper record of the service rendered by, any person nominated for Honorary Life membership shall be sent by the nominator, who shall be a member of

BAWA, to the Board of Management for consideration in the first instance prior to an Annual General Meeting. If the Board of Management approves of such nomination then the nomination shall form part of the agenda of the Annual General Meeting and the nomination shall be determined by voting in the manner set out in the following paragraph.

No later than thirty five (35) days before the date of the Annual General Meeting, the Secretary shall send a copy of the nomination and proper record of service, together with a postal ballot paper, to all members of the BOM and the secretaries of all affiliated Clubs and Branch Associations. If by no later than seven (7) days before the date of the Annual General Meeting at least three fourths (3/4) of those people above entitled to vote have returned ballot papers and voted in favour of the nomination, then the person so nominated shall be deemed to be and announced as elected as a life member of BAWA at the Annual General Meeting of BAWA.

Subject to this Constitution, Life Members are entitled to attend and take part in discussions at all general meetings of BAWA as may be provided in this constitution and to take part in any competitions and/or activities sanctioned by BAWA, as entry conditions from time to time may permit.

#### 9.f. "Honorary Associate Member"

The BOM may confer Honorary Associate membership on a person or organisation at any time for a period of time at the discretion of the BOM in recognition of services either provided to, or to be provided to, BAWA. Subject to this Constitution, Honorary Associate members shall be entitled to the same privileges as an Ordinary Member of BAWA.

#### 9.g. Affiliated Club

Any badminton Club, comprising 10 members or more, at least 6 of whom qualify as senior members, in accordance with clause 9a, having possession of, or the right to occupancy of one or more badminton courts may apply, on the prescribed form, for affiliation with BAWA as a Club. Any such application shall be accompanied by a copy of the constitution of the Club and verification of its occupancy of court space.

ALL financial members of the Club must be registered with BAWA. A Club formed substantially or with its headquarters situated within a fifty (50) kilometre radius of the General Post Office Perth shall be deemed a Metropolitan Club. A Club formed substantially or with its headquarters situated outside a fifty (50) kilometre radius of the General Post Office Perth shall be deemed a Country Club.

Privileges of an Affiliated Club: subject to this Constitution, an Affiliated Club shall be entitled to be represented at all General Meetings of BAWA provided that only Clubs incorporated under the Act shall have the power to vote. In order to retain its privileges as an Affiliated Club, the membership qualification needs to be verified annually prior to the AGM.

#### 9.h. Affiliated Branch Association

Three (3) or more badminton clubs in the same locality (situated either within the boundaries of a single local government or based within a single centre) and not separately affiliated with BAWA may form an Association for the purposes of

competition and/or administration and apply, on the prescribed form, for affiliation with BAWA as a Branch Association. Any such application shall be accompanied by a copy of the Constitution of that Association together with evidence of agreement from all of its member clubs.

Privileges of an Affiliated Branch Association: subject to this Constitution, an Affiliated Branch Association shall be entitled to be represented at and vote at all General Meetings of BAWA provided that it shall have one vote plus a number of votes equal to the number of member Clubs that are incorporated under the Act and not separately affiliated with BAWA. In order to retain its privileges as an Affiliated Branch Association, the membership qualification needs to be verified annually prior to the AGM.

#### 10. MEMBERSHIP YEAR

The affiliation of Branch Associations and Clubs and the registration of members shall be from the 1st day of April, when fees for the ensuing year shall become due, to the last day of March in the following year.

#### 11. FEES

Subject to this Constitution, fees for affiliation and/or membership of BAWA and any other levies that may be charged from time to time, shall be determined by the BOM and Clubs and Branch Associations notified in writing at least 3 months prior to such fees becoming due. Excepting fees or levies payable by Non-Club Members, Event Members and Non-playing Members, any annual increase in any specific fee or levy imposed by the BOM beyond 10% shall require the endorsement of a Special General Meeting.

#### 12. METHOD OF AFFILIATION

An application for affiliation with BAWA as an Affiliated Club or Affiliated Branch Association shall be in writing on the official BAWA form and shall be duly signed by an authorised officer of the Branch Association or Club applying for affiliation. A copy of the applicant's Constitution, a list of its office bearers, and/or other information the BOM may reasonably require shall accompany any such application. The application must be accompanied by the current fee as may be applicable.

#### 13. FINANCIAL YEAR

The financial year of BAWA shall be from the first day of January in each year to the last day of December in that same year.

### **PART 3 – GOVERNANCE**

#### 14. CONTROL OF ASSOCIATION AFFAIRS

14.a. The affairs of BAWA shall be directed and controlled by

- 14.a.i. an Annual General Meeting
- 14.a.ii. Special General Meetings
- 14.a.iii. the Board of Management.

14.b. Affiliated Clubs and Branch Associations shall be represented at General Meetings by a delegate who shall normally be their President or Chairman as last advised to BAWA.

Should the President or Chairman not be able to attend the meeting then a proxy delegate may attend and where relevant as provided subject to this constitution vote on behalf of the Club or Branch Association provided that written notice of the appointment of the proxy delegate, signed by either the President or Secretary, is presented to the Chairman of the General Meeting prior to the start of the meeting. The proxy delegate must be a registered member of BAWA.

- No individual delegate shall represent more than one Branch Association or Club, except where a Branch Association delegate may represent the number of incorporated Clubs in that branch Association by having the voting rights so attributed in accordance with this constitution.
- No Board Member or Committee Chairman shall act as a delegate.

#### 15. ANNUAL GENERAL MEETING

An Annual General Meeting, in which is vested all the powers of the BAWA, shall be held every year in the month of March.

Notice of each Annual General Meeting shall be sent to:-

- all members of the Board of Management
- the secretary of each affiliated Club and Branch Association
- committee chairmen and
- Life Members.

Such notice to be sent to the last advised address of each individual person and/or Club/Association, either electronically or postal, not less than twenty eight (28) days prior to the date of the meeting with the agenda for the meeting being sent not less than 14 days prior.

The regular business of the Annual General Meeting shall be to:-

- a. confirm the minutes of the previous Annual General Meeting;
- b. receive the Annual Report of the BAWA (including a report from the auditor on the statement of accounts for the immediately preceding financial year)
- c. fill by election, by ballot, vacancies on the Board of Management;
- d. elect, by ballot, Committee Chairmen, except that where committees which operate under By-Laws approved by the BOM have previously elected or nominated a chairman for the ensuing year, the Annual General Meeting shall only need to ratify such election or nomination;

- e. appoint an auditor for the BAWA financial year in which the Annual General Meeting is held;
- f. appoint Patrons;and
- g. attend to any other business of which due notice has been given.

In the event of any position covered by 14.c and 14.d above not being filled at an Annual General Meeting, then the BOM has the authority to appoint persons to these positions, in accordance with clause 20.f.

#### 16. SPECIAL GENERAL MEETINGS

- a. A Special General Meeting shall be held every year in either the month of November or December to:
  - i. confirm the minutes of any previous Special General Meeting
  - ii. receive any budget and/or programme of tournaments or other events planned for the forthcoming year(s) as may be submitted by the Board of Management; and
  - iii. attend to any other business of which notice has been given.

Notice of the meeting shall be sent to:-

- all members of the Board of Management
- the secretary of each affiliated Club and Branch Association
- committee chairmen and
- Life Members.

Such notice to be sent to the last advised address of each individual person and/or Club/Association, either electronically or postal, not less than twenty eight (28) days prior to the date of the meeting with the agenda for the meeting being sent not less than 14 days prior.

- b. Other Special General Meetings shall be convened by the Secretary on a resolution of the BOM, or upon the written request of no fewer than three (3) affiliated Clubs and/or Branch Associations.
- c. Within seven (7) days of such resolution or notice being received, the Secretary shall cause such notice to be circulated, giving at least twenty eight (days) notice of the meeting to all members of the BOM, Secretaries of affiliated Clubs and Branch Associations, Committee Chairmen and Life Members, and such notice shall set out the time, date and place of the meeting, and the business for which the meeting is called.

- d. Notwithstanding the above clause 16.c. a Special General Meeting, by special resolution only, may endorse the calling of such meeting given a lesser period of notice, provided that is the first item of business after establishing that a quorum is present.

#### 17. NOTICES OF MOTION AND AGENDA ITEMS

Notices of motion and agenda items for submission to a General Meeting shall be deemed to have been duly given if tendered to the Secretary in writing not less than twenty one (21) days before the holding of any General Meetings.

Such notices of motion must set out the motion to be moved, the intent of the motion and include any background information which may pertain to the intent of the motion.

The agenda for any General Meeting shall be circulated as per the notice of the meeting, no later than fourteen (14) days prior to the meeting and shall include details of the business of the meeting as specified in the notice calling the meeting, detail of any and all such notices of motion as may have been received in accordance with this clause and any other items as may properly be included on the agenda for the meeting.

#### 18. QUORUM AND VOTING ENTITLEMENTS FOR GENERAL MEETINGS

At Annual General Meetings and Special General Meetings of BAWA the quorum shall consist of that number of delegates personally present without the inclusion of proxy votes, representing no less than one half of all affiliated Clubs and Branch Associations entitled to vote and if a quorum be not in attendance within thirty (30) minutes of the time appointed for the start of the meeting, the meeting shall be postponed to a date (not later than thirty (30) days after the date of the postponed meeting), time and place as those present may decide and due notice of the details of the postponement shall be given to all those entitled to receive notice of the meeting as originally called, and at all postponed meetings if a quorum is not present within thirty (30) minutes of the time appointed for the start of the meeting, the delegates then present shall constitute the quorum for that meeting.

The voting entitlements at Annual General Meetings and Special General Meetings shall be as follows:-

- a. Members of the BOM shall be entitled to attend, speak at, and to move and second motions, and shall each be entitled to one (1) deliberative vote at such meetings EXCEPT for the election of members of the BOM.
- b. Each of the delegates representing an affiliated Club or Branch Association shall be entitled to attend, speak at, and to move and second motions and shall be entitled to one (1) deliberative vote at such meetings, except where the delegate of a Branch Association is entitled to more than one (1) vote as provided in this constitution.
- c. Chairmen of Committees, or their representatives, shall be entitled to attend and speak but not vote at such meetings.

- d. The President shall normally be the Chairman of any General Meeting EXCEPT for the election of the President, when another member of the BOM shall take the Chair. In the event of the President not being able to attend the meeting, or wishing to step aside from the chair for any reason, then the meeting shall appoint a Chairman.
- e. In the event of a tied vote, the Chairman for the time being of such meeting shall have a casting vote.

## 19. COMPOSITION OF THE BOARD OF MANAGEMENT

a. The Board of Management of BAWA shall comprise

- President
- Secretary
- Treasurer
- At least three (3) to a maximum of five (5) additional Board members

each of whom shall have some form of membership of BAWA. Each shall hold office for a two (2) year term from the closing of the Annual General Meeting at which they are elected until the closing of the Annual General Meeting in the year next following the year after the Annual General Meeting at which they are elected.

Each of the additional Board Members may be allocated a portfolio of responsibility by the BOM that takes into account their specific field of interest in badminton and the strategic plan of BAWA.

- b. The processes for the tenure of the President, Secretary, Treasurer and members of the Board of Management shall be determined as follows:
  - i. The offices of President and those of two (2) other members of the BOM shall become vacant at the 2007 Annual General Meeting,
  - ii. The offices of Secretary and Treasurer and the other members of the BOM shall become vacant at the next following Annual General Meeting.
  - iii. Subject to this constitution, all persons elected to the BOM shall be eligible for re-election to a maximum of three (3) consecutive terms in the same office.
- c. Eligibility for Board of Management  
Regularly paid full or part time or casual staff members of BAWA are ineligible to be elected as a member of the BOM, however, should an employee be appointed to take on all or any part of the role of either Secretary or Treasurer and thus negate

the need to elect such an officer, that employee shall be a member of the BOM but without the right to vote.

- d. Any member of the BOM absent from three (3) consecutive BOM meetings without offering an apology, shall automatically cease to hold that office to which he/she was elected or appointed.

## 20. POWERS OF THE BOARD OF MANAGEMENT

The Board of Management shall be responsible for the day-to-day running of the Association. It shall have the power to;

- a. Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and close any such account.
- b. Fix the manner in which such banking accounts shall be operated upon, providing that it appoints at least two of its members as cheque co-signatories and the BOM passes all payments.
- c. Fix fees and subscriptions payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof.
- d. Adjudicate on all matters brought before it, which in any way affect BAWA.
- e. Employ, at their discretion, a person or persons to carry out specific duties required by BAWA, at salaries or remunerations for such period of time, as may be deemed necessary.
- f. Appoint a replacement Board Member, should a vacancy occur on the BOM, such replacement to hold office until the next Annual General Meeting.
- g. Cause regular review of this Constitution and make recommendations for changes (if any) at the Annual General Meeting or a specially convened Special General Meeting.
- h. Make, amend or repeal any By-Laws deemed necessary for the proper operation of BAWA.
- i. Fine, suspend, expel or otherwise impose any penalty on any affiliated Branch Association, affiliated Club or Individual Member in accordance with this Constitution and the BAWA By-Laws.
- j. The BOM may delegate powers to any person or committee and may withdraw such delegation.

## 21. BOARD OF MANAGEMENT FUNCTIONS AND PROCEDURES

- a. The President shall represent BAWA as required at functions and shall chair all meetings of the BOM but in the absence of the President the BOM shall appoint one of its number to act in lieu of the President.
- b. The Secretary shall be responsible for the proper keeping of all records of BAWA, other than the financial records, and shall, subject to this clause, notify members of the BOM when it is to meet from time to time, and shall perform such other duties as shall be fixed from time to time by the BOM.
- c. The Treasurer shall collect and receive all monies due to BAWA (or cause them to be collected and received), and shall deposit them (or cause them to be deposited) without undue delay to the credit of BAWA in a bank or banks nominated by the Board of Management, and shall make (or cause to be made) therefrom such payments as shall be authorised by the BOM. He shall keep proper records of the revenue and expenditure of BAWA (or cause them to be kept) and at the Annual General Meeting of BAWA he shall present a report on the financial affairs of BAWA, with a duly audited Balance Sheet and an Income and Expenditure Account for the preceding financial year.
- d. The BOM shall meet at least each alternate month for the despatch of business.
- e. At its first meeting after the conclusion of each and every Annual General Meeting it shall appoint one of its members to be a Vice President of BAWA.
- f. The quorum necessary for the transaction of the business of the BOM shall be 50% of its membership plus one (1).
- g. If within thirty (30) minutes from the time appointed for the BOM meeting a quorum is not present it shall stand adjourned to such other time and place as the President, or in his absence a majority of those present shall determine.
- h. Questions arising at any meeting of the BOM shall be decided by each Board member exercising one (1) vote and a determination by a majority of Board members shall for all purposes be deemed a determination of the BOM. In the case of equality of votes a motion is lost.

- i. Cause Minutes to be made of all proceedings at meetings of the BOM, BAWA Committees, Annual General Meetings and Special General Meetings.

## 22. REGISTER OF MEMBERS

BAWA shall keep a register of all affiliated Clubs and Branch Associations, ordinary members of affiliated Clubs, honorary associate members and life members. Such register shall be open to the inspection of any delegate or member of BAWA at all reasonable times.

## 23. MEMBERS DISCIPLINARY PROCEDURE

Any person being a member of BAWA or of any affiliated Branch Association, or Club, who:-

- a. Commits any breach of this constitution or the By-Laws or rules (if any) of BAWA, or of the constitution or rules (if any) of such Branch Association or Club; or
- b. Performs any act, matter or thing whether upon the premises of such Branch Association, or Club, or elsewhere, which in the opinion of the BOM, is considered to be unbecoming conduct for a member of BAWA or detrimental to the interests of BAWA or his Branch Association or Club, or the game of badminton as the case may be, may, at the discretion of the BOM, be:-
  - expelled from BAWA and have his name removed from the register of members; or
  - suspended for any period from membership of BAWA: or
  - penalised in such other way either monetarily or otherwise as the BOM may deem fit.

Before any expulsion, suspension or penalty is considered by the BOM, the member shall be given at least seven (7) days notice in writing of the intention of the BOM to deal with the matter concerned at a disciplinary hearing before a properly convened tribunal as provided for in the By-Laws and, if appropriate or relevant, such notice shall also be given to the affiliated Branch Association or Club to which the member concerned belongs or belonged and where the member is under the age of eighteen (18) years when the disciplinary hearing is scheduled to take place such notice shall also be given to at least one of the parents or guardian of the member and such member (and one of the parents or guardian where the member is under the age of eighteen (18) years) and a duly appointed representative of such person and such Branch Association or Club, shall be entitled either personally or by his or its duly appointed representative to appear before the tribunal and give either orally or in writing any explanation for or defence to the matters raised in such notice.

Where the By-Laws do not provide for the appointment of a tribunal, then the BOM shall have the responsibility to deal directly with the matter in accordance with this clause.

#### 24. APPEALS

- a. Any affiliated Branch Association, Club, or member upon which or whom any penalty has been inflicted by virtue of a decision of a committee of BAWA shall have the right of appeal to the BOM. Notice of such appeal containing a statement of the grounds of appeal shall be lodged in writing with the Secretary within fourteen (14) days of the date upon which the affiliated branch association, club, or member received notification of the decision of the committee.
- b. The appellant or its or his representative shall attend and be heard at such meeting, which may dismiss any such appeal or reverse or modify the decision appealed against to any extent and in such manner as it may think.
- c. Any further appeal against the decision of the BOM in this regard shall be to Badminton Australia in accordance with the rules of that body.

#### 25.COMMON SEAL

BAWA shall have a common seal which shall be kept in the custody of the Secretary. The common seal shall only be affixed to any deed, instrument or document by the President and Treasurer pursuant to a resolution of the Board of Management and in the presence of the Secretary, who shall keep a record of all documents to which the seal shall have been affixed.

#### 26. ALTERATIONS, ADDITIONS OR AMENDMENTS

- a.No alteration, addition or amendment to this constitution shall be made except at an Annual General Meeting or Special General Meeting called for that purpose, and then only if agreed by Special Resolution. Any such alteration, addition or amendment shall only be considered if made in accordance with the proper calling of such a meeting and submission of the appropriate notice of motion in accordance with this constitution.
- b.Any alteration, addition or amendment to the By-Laws by the BOM shall be considered only after it has been properly tabled and minuted at the meeting prior to the meeting at which the change is to be considered. There must be at least one (1) month's duration between the two (2) meetings and the alteration, addition or amendment agreed to by Special Resolution.

#### 27. LIMITATIONS ON LIABILITY

- a. All members of the Board of Management, Committee Chairpersons and all other persons acting with and under the express authority of the BOM shall be indemnified by BAWA at all times against all costs, losses and expenses which that person may incur or be liable to pay by reason of any contract entered into or act or deed done lawfully by him in the discharge of his duties.
- b. No person referred to in 27.a above shall be liable for the accounts, receipts, neglects or defaults of any other such person, or for joining in any receipt or other act, or the insufficiency or deficiency of any securities in or upon which any of the monies of BAWA shall be invested, or for the loss or damage arising from bankruptcy, insolvency, or wrongful acts of any person with whom any monies, securities or effects shall be deposited, or from any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office, and in relation thereto, unless the same happens through his own wilful act or default.

#### 28. DISSOLUTION AND DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION.

BAWA shall be deemed to have been dissolved if and when a Special General Meeting shall have been held to discuss the proposition and a ballot shall thereafter have been taken and such dissolution agreed to by Special Resolution. BAWA and the affairs thereof shall then be wound up by the Board of Management and the available assets realised and the proceeds distributed first in payment and discharge of all its debts and liabilities. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

ENDS.