



Constitution

Catholic Women's League of Victoria and Wagga Wagga Incorporated

Association Incorporation Reform Act 2012

ABN18 342 098 335

Incorporations Number AOO17514E

“She has put out her hands to strong things.” Proverbs 31

APPROVED BY MEMBERS IN GENERAL MEETING

20 AUGUST 2022

APPROVED BY CONSUMER AFFAIRS VICTORIA (REGISTRATION BRANCH)

24 AUGUST 2022

THE CONSTITUTION OF THE CATHOLIC WOMEN'S LEAGUE OF VICTORIA AND WAGGA WAGGA INC

1. NAME

- 1) The name of the organisation is the "Catholic Women's League of Victoria and Wagga Wagga Incorporated" hereafter called the "League".

2. PURPOSES

- 1) The purposes of the League are to:
 - a) enable women to participate more effectively in working for and building the Kingdom of God on earth;
 - b) promote the spiritual, social, cultural and intellectual formation of women;
 - c) improve the conditions of women and children in need;
 - d) uphold the dignity of women, and encourage their participation in social and public life;
 - e) promote and support the duty of Catholic women to be educated in the teachings and traditions of the Catholic Church, so that they will be better able to enunciate, whenever necessary, Catholic values and ethics.
 - f) promote the teachings of Christ and His Church concerning the dignity, integrity and freedom of the human person;
 - g) influence legislative and administrative bodies at all levels of government in order to preserve the dignity of the human person, and build a culture of life and love;
 - h) promote and support vocations to the:
 - (i) priesthood
 - (ii) religious life
 - (iii) single life
 - (iv) Christian marriage and family;
 - i) foster ecumenism and inter-faith dialogue;
 - j) promote and increase membership of the League;

- k) support parishes, where possible, within the Dioceses of Victoria and Wagga Wagga; and
- l) liaise and, when deemed appropriate, affiliate with like-minded state, national and international organisations, and maintain such affiliation as may be approved by the Governing Board.

3. DEFINITIONS

1) In this Constitution:

- a) *the Act* means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;
- b) *the Registrar* means the Registrar of Incorporated Associations;
- c) *financial year* means the 12 month period specified in paragraph 11.2 (1);
- d) *special resolution* means a resolution that requires not less than three-quarters of the members present at the meeting, whether in person or by proxy, voting in favour of the resolution; and
- e) *ordinary resolution* means a resolution that requires only a simple majority to pass (i.e. more than 50% of the members present at the meeting), either in person or by proxy.

4. MEMBERSHIP

4.1 Qualifications for Membership

- 1) Membership shall be open to every Catholic woman domiciled within the Dioceses of Victoria and Wagga Wagga.

4.2 Admission for Membership – Branch and General

- 1) To become a member, a woman must complete either the League's membership form or online membership application.
- 2) The membership form:
 - a) must be signed by the applicant; and
 - b) must be accompanied by the annual membership subscription.
- 3) The woman must:
 - a) support the purposes of the League; and
 - b) agree to comply with the League's Constitution and By-Laws.

- 4) A woman shall be deemed a member for that calendar year once her completed membership form, or online application, and annual membership subscription has been received. Thereafter, an annual membership subscription is payable.

4.3 General Rights of Members

- 1) A member of the League is entitled to vote in person, or via proxy, on all *resolutions* put forward at the Annual General Meeting and any other meeting of the League.
- 2) A member has the right:
 - a) to receive notice of the Annual General Meeting, any other meeting of the League and of proposed resolutions in the manner and time prescribed in paragraph 12.1 (4).
 - b) to submit items of business for consideration at all such meetings;
 - c) to attend and be heard at all such meetings;
 - d) to have access to the minutes of the Annual General Meeting and all such meetings and other documents of the League pursuant to the provisions in 16.5; and
 - e) to inspect the register of members.

4.4 Rights not Transferable

- 1) The rights of a member are not transferable and end when membership ceases.

4.5 Cessation of Membership

- 1) The membership of a person ceases on resignation, expulsion or death.
- 2) If a person ceases to be a member of the League, the General Treasurer must, as soon as is practicable, enter the date the person ceased to be a member in the register of members.

4.6 Register of Members

- 1) The General Treasurer must keep and maintain a register of all members which includes:
 - a) the member's name;
 - b) the address for notice last given by the member;
 - c) any other information determined by the Governing Board; and
 - d) for each former member, the date of ceasing to be a member.

- 2) Each Parish Branch Treasurer shall keep and maintain a register of the full name, address and the date of becoming a member.
- 3) Each Parish Branch Treasurer shall forward their membership list and all membership subscriptions to the General Treasurer by 7th February each year.
- 4) Any member may, at a reasonable time and free of charge, inspect the register at the office of the League.

5. SPIRITUAL DIRECTION

- 1) The League shall have a General Spiritual Director who will be appointed by the Bishops of the Victorian and Wagga Wagga Dioceses.
- 2) In each Diocese, the League shall have a Spiritual Director appointed by the Bishop of the Diocese.
- 3) Parish Branch Spiritual Directors shall be the Parish Priest or his appointee.
- 4) Gospel meditation, or other spiritual exercises as suggested by a Spiritual Director of the League, shall be part of all meetings.

6. GOVERNING BOARD

- 1) The League shall be governed by a committee, known as the “Governing Board”. The Governing Board shall be responsible for the management of the League including, but not limited to, its corporate governance, financial oversight and policy framework. The Governing Board is also collectively responsible for ensuring that the League complies with *the Act*.
- 2) The Governing Board shall have eleven (11) members. Each Diocesan Committee shall nominate one member and one alternate delegate. The remaining six (6) members shall be elected at the Annual General Meeting. Each of the eleven (11) members is eligible for election as an office bearer.
- 3) The Governing Board shall meet at least six times a year. The quorum for such meeting shall be a majority of the committee members holding office.
- 4) The office bearers of the Governing Board shall be the General President, the Vice-President, the General Secretary, the General Treasurer, the Assistant Treasurer and the Assistant Secretary.
- 5) The General Secretary must:

- a) perform any duty or function required under *the Act* to be performed by the secretary of an incorporated association;
 - b) keep custody of the common seal of the League;
 - c) give to the Registrar notice of her appointment within 14 days after the appointment.
- 6) The office bearers of the Governing Board shall be elected for a three (3) year term. An office shall be held for one term only. In exceptional circumstances, the Governing Board may re-appoint the General Treasurer for a second term.
- 7) A member of the Governing Board shall be eligible to serve on the Governing Board for no more than three (3) consecutive terms of three (3) years.
- 8) An elected member of the Governing Board shall retire at the completion of each three (3) years and may re-nominate for election if eligible. When vacancies occur, nominations are called for and, if required, elections are held at the Annual General Meeting.
- 9) If the position of General Secretary becomes vacant, the Governing Board must appoint a member within 14 days to fill the vacancy until a person is elected at the Annual General Meeting.
- 10) As soon as is practicable after being elected or appointed to the Governing Board, each committee member must become familiar with the Constitution and *the Act*.
- 11) The Governing Board may exercise all the powers of the League except those powers that this Constitution or *the Act* require to be exercised by general meetings of the members of the League.
- 12) The Governing Board shall also have the power to:
- a) interpret the meaning of the Constitution, and decide any matters not provided for in the Constitution;
 - b) determine the policy of The Horizon, the official magazine of the League, and ensure that the Governing Board's policy is followed;
 - c) convene an extraordinary meeting of the Governing Board with at least one (1) month's notice;
 - d) co-opt a member to fill any vacancy occurring during the year.
- 13) Governing Board members must exercise their powers and discharge their duties:
- a) with reasonable care and diligence.
 - b) in good faith in the best interests of the League; and
 - c) for a proper purpose.

- 14) The Governing Board shall appoint the Minutes Secretary.
- 15) On any question arising at a Governing Board meeting, each member present at the meeting has one vote.
- 16) A member of the Governing Board who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Governing Board. The member must not be present while the matter is being considered at the meeting; and must not vote on the matter.
- 17) The Annual General Meeting of the League shall be called by the Governing Board within the timeframe set out in *the Act*. At this meeting, annual reports and financial statements of the Governing Board , Diocesan Committees and the Activities Committees shall be tabled.
- 18) The General President shall be responsible for issuing all public statements for and on behalf of the League. The General President may delegate this responsibility.

7. DIOCESAN COMMITTEES

- 1) The management of the League in each Diocese shall be vested in a Diocesan Committee with a minimum of four (4) members, who may serve no more than three (3) consecutive terms of three (3) years. No office shall be held for more than six (6) years. This Committee will be responsible for:
 - a) electing one (1) Diocesan Representative and one (1) alternate member to the Governing Board.
- 2) Each Diocesan Committee shall meet at least three (3) times a year.
- 3) On any question arising at a Diocesan Committee meeting, each member present at the meeting has one vote.
- 4) A Diocesan Committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Diocesan Committee. The member must not be present while the matter is being considered at the meeting; and must not vote on the matter.

8. BRANCHES

- 1) Annual Branch Meetings shall be held between 1st September and 31st December, at which the office bearers shall be elected.
- 2) Branches shall meet formally at least four (4) times each year.

- 3) The members of each Branch shall control all activities within their Branch.
- 4) A Branch shall cease to function if it has fewer than four (4) members
- 5) When a Branch ceases to function, all assets and funds shall be distributed at the Branch's discretion after consultation with the Governing Board.

9. CONDUCT OF ELECTIONS AND USE OF TECHNOLOGY

- 1) Members of the Governing Board and Diocesan Committees shall be eligible for re-election in accordance with the relevant provisions at paragraphs 6 (7) and 7 (1) unless they notify the respective Secretary of the Committee to the contrary.
- 2) All elections shall be conducted by secret ballot.
- 3) All nominations for Governing Board and Diocesan Committees shall be submitted to the respective Secretary not less than six (6) weeks prior to each annual conference.
- 4) A member of the Governing Board, a Diocesan Committee, an Activities Committee or a Branch who is not physically present at a meeting of the Governing Board, Diocesan Committee, Activities Committee or Branch (as the case may be) may participate in the meeting by the use of technology that allows that member and the other members present at the meeting to clearly and simultaneously communicate with each other. A member participating in a meeting in this way is taken to be present at that meeting and, if the member votes at that meeting, is taken to have voted in person.

10. VACANCIES

- 1) The office of an officer of the League, or of an ordinary member of any committee, becomes vacant if the officer or member:
 - a) ceases to be a member of the League; or
 - b) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth); or
 - c) resigns from office by notice in writing given to the respective Secretary.
- 2) The Governing Board may continue to act despite any vacancy in its membership.

11. FINANCE

- 1) The Governing Board shall determine the annual membership subscription of the League.

- 2) The annual membership subscription shall be apportioned as determined by the Governing Board.
- 3) The funds of the League shall be derived from annual membership subscriptions, Branch levies, donations, fundraising activities, grants and any other sources approved by the Governing Board.
- 4) The League must keep financial records that:
 - a) correctly record and explain its transactions, financial position and performance; and
 - b) enable financial statements to be prepared as required by *the Act*.
- 5) The League must retain the financial records for seven (7) years after the transactions covered by the records are completed.
- 6) The Treasurer must keep in her custody, or under her control:
 - a) the financial records for the current financial year; and
 - b) any other financial records as authorised by the Governing Board.
- 7) For each financial year, the Governing Board must ensure that the requirements under *the Act* relating to the financial statements of the League are met.
- 8) All books, documents and financial statements shall be available for inspection by members.

11.1 Cheques

- 1) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) of the three (3) signatories. The signatories will be the General Treasurer, the General President and the General Secretary.
- 2) Branches and Activities Committees shall have three (3) designated signatories for all financial transactions, and any two (2) designated signatories may sign.

11.2 Financial Year

- 1) The Financial Year shall end on:
 - a) **31st August** for all Parish branches and General Members; and
 - b) **31st March** for the Governing Board and Activities Committees.

12. MEETINGS

- 1) All meetings, other than the Annual General meeting, shall be called general meetings with the exception of an extraordinary meeting or disciplinary appeal meeting.
- 2) The Governing Board may convene an extraordinary meeting or disciplinary appeal meeting of the League.
- 3) On the request in writing of members, representing not less than five percent (5%) of the total number of members, the Governing Board shall convene an extraordinary meeting of the League.
- 4) The request for an extraordinary meeting shall state the objects of the meeting, shall be signed by the members making the request, and shall be sent to the registered address of the League. It may consist of several documents in a like form, each signed by one or more of the members making the request.
- 5) If the Governing Board does not cause an extraordinary meeting to be held within one (1) month after the date on which the request is sent to the registered address of the League, the members making the request may convene an extraordinary meeting to be held not later than three (3) months after that date.
- 6) If an extraordinary meeting is convened by members in accordance with the provisions of this Constitution, it must be convened in the same manner so far as possible as a meeting convened by the Governing Board and all reasonable expenses incurred in convening the meeting shall be refunded to the persons incurring the expenses.
- 7) No business, other than that set out in the notice convening the meeting, shall be transacted at the meeting.

12.1 Minutes of Meetings

- 1) Each Committee must ensure that minutes are taken and kept of each meeting.
- 2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken, the result of the vote, and any material personal interest disclosed.
- 3) In addition, the minutes of each Annual General Meeting must include:
 - a) the names of the members attending the meeting;
 - b) proxy forms given to the General Secretary in accordance with the provisions at paragraph 12.3 (2);
 - c) the financial statements submitted to the members;

- d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the League; and
- e) any report with respect to the financial statements that is required under *the Act*.

12.2 Annual General Meeting

- 1) The Governing Board must convene an Annual General Meeting of the League to be held within five (5) months after the end of each financial year.
- 2) The Governing Board may determine the date, time and place of the Annual General Meeting.
- 3) The ordinary business of the annual general meeting is as follows:
 - a) to confirm the minutes of the previous Annual General Meeting and of any extraordinary meeting held since then; and
 - b) to receive and consider—
 - (i) the annual report of the League on the activities during the preceding financial year; and
 - (ii) the financial statements of the League for the preceding financial year submitted by the Governing Board in accordance with Part 7 of *the Act*;
- 4) The General Secretary must give each Branch and General member at least twenty-eight (28) days' notice of an Annual General Meeting of the League. The General Secretary shall send a notice, by post or electronically, to each Registered Branch Secretary and all General members.
- 5) The notice must:
 - a) specify the date, time and place of the meeting; and
 - b) indicate the general nature of each item of business to be considered at the meeting; and
 - c) if a *special resolution* is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a *special resolution*.

12.3 Proxies

- 1) Each member of the League may vote via proxy on all *resolutions* (which require not less than 75% of the members present at the meeting to vote in favour of the resolution) put forward at the Annual General Meeting. The appointment of a proxy

must be in writing using the form at Appendix B of the League's By-Laws and signed by the member making the appointment.

- 2) The form appointing a proxy must be given to the General Secretary no later than 24 hours before the commencement of the meeting.

12.4 Proceedings at an Annual General Meeting

- 1) All business that is transacted at an Annual General meeting shall be deemed to be general business.
- 2) No item of business shall be transacted at an annual meeting, unless a quorum of members entitled under this Constitution to vote is present, during the time when the meeting is considering that item.
- 3) Thirty (30) members present (being members entitled to vote at a general meeting) constitute a quorum for the transaction of the business at an Annual General Meeting.
- 4) If, after half an hour of the appointed time for the commencement of an Annual General Meeting, a quorum is not present, the meeting, if convened upon the request of members, shall be dissolved and in any other case shall stand adjourned to the same day next week, and at that time and (unless another place is specified by the Chairperson at the time of the adjournment, or by written notice to members given before the day to which the meeting is adjourned) at the same place and if, at the adjourned meeting, a quorum is not present within half an hour after the appointed time for commencement of the meeting, the members present [being not less than fifteen (15)] shall be deemed a quorum.
- 5) The General President or, in her absence, the Vice-President, shall chair the meeting.
- 6) If the President and Vice-President are absent, the members present may elect any member of the Governing Board to chair the meeting.

12.5 Adjournment of an Annual General Meeting

- 1) The Chairperson of an Annual General Meeting at which a quorum is present may, with the consent of 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 meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given in accordance with the provisions at paragraph 12.4 (4).

12.6 Voting at an Annual General Meeting

- 1) All members are entitled to vote, in person or via proxy, on all *resolutions*.
- 2) A question arising at an Annual General meeting of the League 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 Chairperson that a resolution, on a show of hands, has been carried or carried unanimously or carried by a particular majority or lost. An entry to that effect in the minute book of the League is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 3) Except in the case of a special resolution, the question must be decided on a majority of votes.
- 4) If votes are divided equally on a question, the Chairperson of the meeting has a casting vote.
- 5) If, at a meeting, a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct, and the resolution of the poll shall be deemed to be a resolution on that question.
- 6) A poll that is demanded on the election of a chairperson, or on a question of an adjournment, must be taken forthwith and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

13. AMENDMENT OF CONSTITUTION

- 1) The Constitution of the League may be altered only by *special resolution*, namely, a resolution passed by a majority of not less than 75% of members present, whether in person or via proxy, voting at the Annual General Meeting of which notice specifying the intention to propose the resolution has been given in accordance with this Constitution.
- 2) Notice of such proposed alterations must be sent by the General Secretary to the Registered Secretary of each Parish Branch, each Diocesan Committee, each Activities Committee and each General Member at least two (2) months prior to the date of the Annual General Meeting.

14. DISCIPLINARY ACTION

- 1) The Governing Board, on its own motion or on request from a Diocesan Committee, Activities Committee, Parish Branch or a General member, may take disciplinary

action against a member if it is determined that the member:

- (a) has failed to comply with this Constitution; or
 - (b) refuses to support the purposes of the League; or
 - (c) has engaged in conduct unbecoming a member, or prejudicial to the League.
- 2) If the Governing Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Governing Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- 3) The members of the disciplinary subcommittee:
- (a) may be from the Governing Board, members of the League or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.
- 4) Before disciplinary action is taken against a member, the General Secretary must give written notice to the member:
- a) stating that the League proposes to take disciplinary action against the member;
 - b) stating the grounds for the proposed disciplinary action;
 - c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting);
 - d) advising the member that she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting;
 - (iii) setting out the member's appeal rights under the provisions at paragraphs 14.1 and 14.2; and
 - e) advising the member that she is entitled to have a support person present at the disciplinary meeting.
- 5) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

14.1 Decision of Subcommittee

- 1) At the disciplinary meeting, the disciplinary subcommittee must:
- a) give the member an opportunity to be heard; and

- b) consider any written statement submitted by the member.
- 2) After complying with subrule (1), the disciplinary subcommittee may:
 - a) take no further action against the member; or
 - b) subject to subrule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the League.
- 3) The disciplinary subcommittee may not fine the member.
- 4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.
- 5) The disciplinary subcommittee members must vote by secret ballot on the question of whether to reprimand, suspend or expel the member.
- 6) A member may not vote by proxy at the meeting.
- 7) Not less than three quarters of the members voting at the meeting must vote in favour of the resolution.

14.2 Appeal Rights

- 1) A person whose membership rights have been suspended or who has been expelled from the League pursuant to paragraph 16.3 (1) may give notice to the effect that she wishes to appeal against the suspension or expulsion.
- 2) The notice must be in writing and given:
 - a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - b) to the General Secretary not later than 48 hours after the vote.
- 3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the League as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 4) Notice of the disciplinary appeal meeting must be given to each member of the League as soon as practicable and must:
 - a) specify the date, time and place of the meeting;
 - b) state the name of the person against whom the disciplinary action has been taken;
 - c) the grounds for taking that action; and

- d) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

14.3 Conduct of disciplinary appeal meeting

- 1) At a disciplinary appeal meeting:
 - a) no business other than the question of the appeal may be conducted;
 - b) the Governing Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 2) After complying with subrule (1), the members present at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 3) A member may not vote by proxy at the meeting.
- 4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

15. GRIEVANCE PROCEDURES

- 1) These grievance procedures apply to disputes between:
 - a) a member and another member;
 - b) a member and the Governing Board; and
 - c) a member and the League.
- 2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

15.1 Parties Must Attempt to Resolve the Dispute

- 1) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

15.2 Appointment of Mediator

- 1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by paragraph 15.1 (1), the parties must within 10 days:
 - a) notify the League of the dispute;
 - b) agree to or request the appointment of a mediator; and

- c) attempt in good faith to settle the dispute by mediation.
- 2) The mediator must be:
- a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the League; or
 - (ii) if the dispute is between a member and the Governing Board or the League—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 3) A mediator appointed by the Governing Board may be a member or former member of the League but in any case, must not be a person who:
- a) has a personal interest in the dispute; or
 - b) is biased in favour of or against any party.

15.3 Mediation Process

- 1) The mediator to the dispute, in conducting the mediation, must:
- a) give each party every opportunity to be heard;
 - b) allow due consideration by all parties of any written statement submitted by any party; and
 - c) ensure that natural justice is accorded to the parties throughout the mediation process.
- 2) The mediator must not determine the dispute.

15.4 Failure to Resolve Dispute by Mediation

- 1) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with *the Act* or otherwise at law.

16. GENERAL MATTERS

16.1 Bequests

In the event of any bequest or bequests being made by will or codicil by any person to The League without special reference as to the payment or delivery of any such bequest or bequests, the bequest or bequests in question shall be paid to the Governing Board.

16.2 Notice Requirements

- 1) Any notice required to be given to a member or a committee member may be given:

- a) by handing the notice to the member personally;
- b) by sending it by post to the member at the address recorded for the member on the register of members;
- c) by sending it to the Registered Secretary of the Parish Branch; or
- d) by email or facsimile transmission.

16.3 Seal

- 1) The Common Seal of the League shall be kept in the custody of the General Secretary.
- 2) The Common Seal shall not be affixed to any instrument except by the authority of the Governing Board.
- 3) The affixing of the Common Seal shall be attested by the signatures of either two (2) Office Bearers of the Governing Board or one (1) Office Bearer of the Governing Board and the General Secretary of the League.

16.4 Custody of Records

- 1) Except as otherwise provided in this Constitution, the General Secretary shall keep in her custody or under her control all books, documents and securities of the Governing Board.
- 2) Members may on request inspect free of charge:
 - a) the register of members;
 - b) the minutes of general meetings; and
 - c) subject to subrule (3), the financial records, books, securities and any other relevant document of the League, including minutes of Governing Board meetings.
- 3) The Governing Board may refuse to permit a member to inspect records of the League that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the League.
- 4) The Governing Board must on request make copies of this Constitution available to members and applicants for membership free of charge.

17. WINDING UP OR CANCELLATION

- 1) In the event of winding up or cancellation of the incorporation of the League, any

surplus assets remaining after the payment of the League's liabilities shall be transferred to another fund or like-minded organisation which has similar purposes and which is not carried on for the profit or gain of its individual members.

- 2) The liability of members to contribute towards the payment of debts and liabilities of the League or the cost, charges and expenses of the winding-up of the League, is limited to the amount, if any, unpaid by the member in respect of membership of the League.