



Constitution

July 2016



# CONSTITUTION

## METRO JETS NETBALL CLUB

### 30 JUNE 2016

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# ASSOCIATIONS INCORPORATION ACT 1995 (SA) CONSTITUTION OF METRO JETS NETBALL CLUB INCORPORATED

## 1. NAME OF CLUB

The name of the association shall be '**Metro Jets Netball Club Incorporated**' and it shall hereafter be referred to as the '**Club**'.

## 2. DEFINITIONS

- '**Act**' means the *Associations Incorporation Act 1995* (SA).
- '**Adult Member**' means a member as described in Clause 6.1.
- '**Adult Non Playing Member**' means a member as described in Clause 6.1.
- '**AGM**' means an Annual General Meeting of the Club.
- '**By-Laws**' means the by-laws of the Club.
- '**Club**' means the Metro Jets Netball Club.
- '**Committee**' means the Committee of the Club as described in Clause 8.
- '**Complaints Committee**' means the Committee described in Clause 6.8.4
- '**Executive**' means the President; Vice President; Secretary; Treasurer; and Public Officer.
- '**Honorary Member**' means a member as described in Clause 6.1.
- '**Junior Member**' means a member as described in Clause 6.1.
- '**Life Member**' means a member as described in Clause 6.1.
- '**Member**' means an Adult Member; Adult Non Playing Member; Junior Member; Life Member; and Honorary Member.
- '**Membership Fee**' means the fee to be paid by a Member to the Club in accordance with this constitution.
- '**Official**' means any Committee Member, Coach, Team Manager, Primary Care Giver, Umpire or any other representative or administrative position in the Club.

## 3. ETHOS OF THE CLUB

### 3.1 Interests of the Club

Members must act, at all times, in the best interest of the Club, and in a way that does not adversely affect the reputation or goodwill of the Club.

### 3.2 Non-disclosure of Information

Any information that a Member obtains in relation to the operation or management of the Club, including in relation to meetings of the Committee, shall remain confidential and not be disclosed without the express permission of the Committee, unless required under law.

## 4. POWERS OF THE CLUB

The Club has the rights, powers and privileges conferred by Section 25 of the Act.

## 5. OBJECTIVES

The objectives of the Club are to:

- (a) contribute to the education, development and wellbeing of young people through their netball involvement;



- (b) provide a fair opportunity to all players to develop and play in a sportsmanlike manner whilst pursuing a high level of playing excellence in relation to netball;
- (c) promote, encourage and develop netball in the southern suburbs and any other area as determined by the Committee;
- (d) promote and arrange functions and activities for the raising of funds for the purpose of achieving the objectives of the Club; and
- (e) pursue activities which are conducive to the furtherance of the objectives of the Club.

## **6. MEMBERSHIP**

### **6.1 Membership Categories**

The members of the Club shall consist of the following:

- (a) Adult Member;
- (b) Junior Member;
- (c) Adult Non Playing Member;
- (d) Honorary Member;
- (e) Life Members;

as described in Clause 6.1.

#### **6.1.1 Adult Member**

An Adult Member is a registered member over 18 years of age who plays netball for the Club. An Adult Member has full voting rights at all general meetings and may stand for any elected position in the Club.

#### **6.1.2 Junior Member**

A Junior Member is a registered member under 18 years of age who plays netball for the Club. A Junior Member does not have full voting rights at general meetings and may not stand for any elected positions in the Club.

#### **6.1.3 Adult Non Playing Member**

An Adult Non Playing Member is a registered member over 18 years of age who does not play netball for the Club. An Adult Non Playing Member has full voting rights at all general meetings and may stand for any elected position in the Club.

#### **6.1.4 Honorary Member**

The Committee may admit Honorary Members of the Club. This may include a sponsor or public figure at the discretion of the Committee. An Honorary Member does not have voting rights at general meetings and may not stand for any elected position in the Club.

#### **6.1.5 Life Member**

- (a) The Committee may admit a Member who is nominated as a Life Member for outstanding services to the Club, including a minimum of ten years outstanding service or other exceptional contribution.



- (b) Nomination for admission as a Life Member must be made by a Committee member.
- (c) The Committee shall decide whether or not to admit the Member as a Life Member, by majority vote of the Committee at the next Committee meeting.
- (d) Life Members have full voting rights at general meetings and may stand for any elected position in the Club.
- (e) Life Members are not required to pay any Membership Fees, but may be required to pay other fees as determined by the Committee.
- (f) An honour roll of Life Members will be kept and made public on the Club's website.
- (g) Life Membership may be rescinded by a two-thirds majority of the Committee, where the Life Member has been found to be acting in a manner detrimental to the Club or convicted of a criminal offence. Where a Life Membership is rescinded that individual's name will be removed from the honour roll.

## 6.2 Membership Registration

Any person may apply for membership to the Club if that person:

- (a) supports the objectives of the Club;
- (b) agrees to be bound by this constitution and the By-Laws and Policies of the Club;
- (c) makes the application to the Club in writing signed by the applicant;
- (d) specifies in the application which category of membership under Clause 6.1 is being applied for;
- (e) if the person intends to play for the Club, specifies if the person intends to play in the upcoming winter and/or summer netball season;
- (f) does not play for, or is not a member or official of, any other netball club that competes in any netball competition that the Club competes in as determined by the Committee,

and the person will become a Member of the Club upon acceptance of the application by the Committee.

## 6.3 Membership Register

- 6.3.1 As soon as reasonably practicable after acceptance as a Member under Clause 6.2, the Committee must list the Member on the Club's Membership Register detailing the following information:
  - (a) the Member's name;
  - (b) the date of acceptance as a Member under Clause 6.2;
  - (c) the Member's contact details;

- (d) the category of membership;
- (e) whether the Member plays in the winter and/or summer netball season; and
- (f) the date the Member was expelled from the Club (if applicable).

6.3.2 Unless required to be disclosed to the Club's commercial or legal advisors or by law, information kept on the Club's register of Members will not be disclosed to any third party without the permission of the relevant Member.

#### **6.4 Membership Fee**

The Committee may set a Membership Fee to be paid by Members of the Club, upon such terms and conditions as it deems fit. The Membership Fee may be different for different categories of Members as determined by the Committee.

#### **6.5 Membership Term**

- 6.5.1 The initial Membership term will be from the date of acceptance of the Member under Clause 6.2 until:
- (a) if the Member has applied to play netball for the Club under Clause 6.2(e):
    - (i) in the upcoming winter season; 31 December of the calendar year in which that particular winter season ends; or
    - (ii) in the upcoming summer season, 31 December of the calendar year in which that particular summer season ends;
  - (b) if the Member does not play netball for the Club, 31 December of the calendar year in which the Member was accepted; or
  - (c) any other end date as determined by the Committee.
- 6.5.2 The Membership term for the Executive will automatically be extended until 31 December of the calendar year in which the term of office of the Executive ends under Clause 8.6.1.
- 6.5.3 Membership can be renewed on the same terms upon repayment of the Membership Fee by the Member to the Club as determined by the Committee.

#### **6.6 Membership Suspension**

A Member who has not paid their Membership Fee, or any other fee or fine as set by the Committee, may have their Membership suspended until such Membership Fee, or any other fee or fine is paid. A Member suspended under this clause may not play for the Club until such Membership Fee, or any other fee or fine is paid to the Club. An Executive suspended under this clause must stand down from their role until the complaint has been dealt with, if so requested by the Committee.

#### **6.7 Membership Resignation**

A Member may at any time resign from the Club in accordance with this Clause 6.7.

- 6.7.1 Resignation Process
- (a) A Member must notify the Secretary in writing of their resignation.
  - (b) The Secretary must immediately notify the Committee of the Member's notice of

resignation.

- (c) Unless procedures have been commenced to expel the Member, or are likely to commence, the Committee must accept the Member's notice of resignation within 4 weeks of the Member notifying the Secretary. If a Committee meeting is not scheduled within that period the Secretary must forward a copy of the resignation to the Executive who must accept the resignation on behalf of the Committee within that period.

#### 6.7.2 Resignation date of effect

The resignation will only be considered as effective from the date of acceptance by the Committee or Executive (as applicable).

#### 6.7.3 Re-imbusement

- (a) A Member that resigns may request a Membership Fee reimbursement by written notice to the Secretary.
- (b) On receipt of the notice, the Committee or Executive may determine whether to grant a reimbursement of the Membership Fee.
- (c) In determining whether to grant a reimbursement, the Committee or Executive may take into account matters it considers fit, including:
  - (i) the reason for the resignation;
  - (ii) the Member's contribution to the Club;
  - (iii) the amount of the playing season remaining; and
  - (iv) any costs or penalties incurred, or that may be incurred, by the Club as a result of the resignation.
  - (v) whether the Member has resigned to become a member or play netball for another club that competes with the Club in any competition.

#### 6.7.4 Outstanding amounts

Any resigning Member shall be liable to the Club for any outstanding Membership Fee or any other fee or fine due to be paid at the time of resignation. Any resigning Member shall be liable to the Club for any outstanding Membership Fee or any other fee or fine due to be paid at the time of resignation.

### **6.8 Membership Termination and Penalties**

6.8.1 A Member may have any action imposed on them (including the imposition of fines or fees or being expelled from the Club) in accordance with this Clause 6.7.4.

- (a) A complaint must be lodged about the Member in writing with the Secretary, or if the complaint is about the Secretary, with the President.
- (b) Particulars of the complaint must be notified to the Member as soon as reasonably practicable by the Secretary or the President upon receipt of the complaint.

- (c) A Complaints Committee must be formed in accordance with Clause 6.8.4(a) to investigate and review the complaint and must provide a report to the Committee within 14 days of the complaint being lodged detailing the nature of the complaint, its findings and its recommendations in terms of any action to be taken.
- (d) If the Committee resolves in a Committee meeting to take any action, the President must notify the Member of the resolution of the Committee and the response process.
- (e) The Member may respond to the resolution of the Committee by written application to:
  - (i) the Secretary within 3 days of being notified of the resolution by the President. The Executive must promptly review the appeal and must provide a report to the Committee recommending the action to be taken (if any). If the Committee resolves in a Committee meeting to take any action, the President must notify the Member of the resolution; or
  - (ii) the Committee within 3 days of being notified of the resolution by the President (if the complaint was in relation to an Executive). The Committee must review the appeal and convene a special general meeting of the Club, in which a special resolution must be passed to impose any action.
- (f) If an action is not appealed or is upheld by the Committee or by special resolution, under Clause 6.8.1(e), the action will take effect on a date determined by the Committee.

#### 6.8.2 Complaints related to the Executives

Where a complaint is in relation to an Executives, the affected Executive must stand down from their role until the complaint has been dealt with, if so requested by the Committee.

#### 6.8.3 Rights of the Executives, Coordinators and Coaches

Where a game is in progress, the President, or in their absence the Vice President, Treasurer and/or Secretary, or the relevant division coordinator or Coach of a Member, may take immediate action at their discretion for discipline of a Member, including suspension of the Member from playing. If the suspension should be for more than the game in progress, the President, Vice President, Treasurer, Secretary, division coordinator or Coach (as applicable) must lodge a complaint in accordance with Clause 6.8.1(a).

#### 6.8.4 Complaints Committee

- (a) A Complaints Committee will be established by the President, or in their absence Vice President, Treasurer and/or Secretary for the purposes contemplated by Clause 6.7.4. The Complaints Committee should comprise a minimum of three members of the Committee.
- (b) For complaints related to on court, or at game behaviour the Complaints Committee must, where possible, be formed and review the complaint so that the complaint can be dealt with under Clause 6.7.4 before the next scheduled game of the Member's team (if the Member plays netball for the Club).



- (c) The Complaints Committee can meet by telephone or video conference and use other communications technology to expedite its resolution of any complaint.

## **7. MEMBER OBLIGATIONS**

All Members are bound by this constitution and the Club's By-Laws and Policies, including:

- (a) Administration And Finance Policy;
- (b) Conduct And Behaviour Policy;
- (c) Complaints Policy;
- (d) Playing Operations Policy;
- (e) Premier Competition Policy;
- (f) Child Protection Policy; and
- (g) Trials Policy.

## **8. COMMITTEE**

### **8.1 Powers and Duties**

- 8.1.1 The affairs of the Club shall be managed and controlled by the Committee which, in addition to any powers and authorities conferred by the Act and this constitution, may exercise all such powers and do all such things as are within the objectives of the Club.
- 8.1.2 The Committee is responsible for the management and control of the funds and other property of the Club.
- 8.1.3 The Committee shall appoint a Public Officer as required by the Act.
- 8.1.4 The Committee shall at its discretion delegate operational functions and responsibilities

### **8.2 Composition of the Committee**

The Committee shall comprise of the following:

- (a) the Executive: the President, Vice-President, Secretary, Treasurer, and Public Officer.
- (b) at least five and no more than ten Members who are elected to hold positions as the:
  - (i) Umpire Coordinator
  - (ii) Premier League Coordinator
  - (iii) Senior Coordinator
  - (iv) Junior Coordinator
  - (v) Volunteer Coordinator
  - (vi) Coaching Coordinator
  - (vii) Sponsorship Coordinator
  - (viii) Communications Officer
  - (ix) Records Officer
  - (x) Sub-Committee Representative
  - (xi) a maximum of 2 General Committee Members

### 8.3 Nominations

- (a) The Secretary shall call for written nominations for elections to the Committee or as an Executive at least 21 days prior to the scheduled date of an AGM.
- (b) A person is eligible to be elected to the Committee or as an Executive if the person is a Member, has been nominated by another Member and seconded by two other Members, and the nomination is received by the Secretary no later than 14 days prior to the scheduled AGM date.

### 8.4 Election of the Executive and Committee Members

- (a) The election of the Executives and Committee members shall take place at the AGM with election by majority vote. No vote shall be required when the number of nominees for Committee member positions or Executive positions (as applicable) does not exceed the number of vacancies and if so the nominees shall be declared duly elected.
- (b) Where the role of President is not subject to election, the President may be chairperson for the election for all Committee members and Executives.
- (b) Where the role of President is subject to election, the President must vacate the chairperson position to the Vice President. If the role of Vice President is also subject to election, the Members present shall elect a Member to act as chairperson. Upon the election of the new President, the outgoing President will reassume their role as chairperson.
- (d) A nominated Member must be present at the AGM to be elected as a Committee member or an Executive, unless the Member has previously advised the President in writing of their willingness to accept said position.
- (e) No Member may concurrently hold more than one Executive position.
- (f) A Member may hold one or more of the roles as described in Clause 8.2(b).

### 8.5 Disqualification of Committee Members

- 8.5.1 The office of a Committee member shall become vacant if a Committee member is:
- (a) disqualified from being a Committee member by the Act;
  - (b) expelled as a Member under this constitution;
  - (c) permanently incapacitated by ill health; or
  - (d) absent without apology from more than 4 Committee meetings in a financial year.

### 8.6 Term of Office

- 8.6.1 Executives  
Executives are elected for a term of 2 years and are then eligible to stand for election for further terms.
- 8.6.2 Other Committee members  
All other elected Committee members are elected for a term of 1 year and can re-nominate each year.

### 8.6.3 Coaching Director & Child Protection Officer

These positions are appointment made by the Committee and the term may be for more than 1 year.

## 8.7 Vacancies

Should any vacancy occur in the Committee or the Executive, other than in the normal course of elections, the Committee may fill the vacancy from the Members and such Member duly elected by the Committee shall hold office for the unexpired portion of their predecessor's term, or for such earlier period as determined by the Committee.

## 8.8 Meetings

There shall be a Committee Meeting on a nominated day of each month as determined by the Committee.

## 8.9 Quorum

The quorum for a Committee Meeting shall be 5 or more of its members, where at least 2 are not Executives.

## 8.10 Invited Guests

The Committee may invite Officials, player representatives, records officers, the events coordinator, the equipment coordinator, Life Members and other Members to attend any of its meetings. This invitation may be withdrawn at anytime, including during the course of a meeting.

## 8.11 Voting

Only the Committee members may vote in meetings of the Committee.

## 8.12 Appointment of Sub-Committees

- (a) The Committee shall have the power to delegate any of its power to a sub-committee to deal with any particular matter or matters, and upon such terms as the Committee may think fit.
- (b) The President, Vice President, Treasurer and Secretary or their nominees shall be ex-officio members of all sub-committees, except the Complaints Committee as detailed in Clause 6.8.4.

## 8.13 Chairperson at Meetings

- (a) The President shall be the chairperson at all Committee meetings. Should the President not be present then the Vice President shall act as chairperson, if the Vice President is also not present the Committee members shall elect a Committee member to act as chairperson.
- (b) At all Committee meetings, the chairperson's decisions on points of order shall be final.
- (c) The chairperson shall use a casting vote only where an equal number of members eligible to vote and present have voted for and against a motion.



## **9. DUTIES OF THE EXECUTIVE**

### **9.1 The President**

The President shall preside at all meetings of the Club and be empowered to speak on behalf of the Club.

### **9.2 The Vice-President**

The Vice-President shall preside at meetings of the Club and be empowered to speak on behalf of the Club at the direction of the President, or when the President is unavailable.

### **9.3 The Secretary**

The Secretary shall carry out their duties under the direction of the Committee, attend to correspondence, issue notices for meetings, keep records, and perform any other duties as specified in the By-Laws.

### **9.4 The Treasurer**

The Treasurer shall receive all monies payable to the Club and give receipts for the same. All monies received shall be paid into the banking account of the Club referred to in Clause 12.2. The Treasurer shall present at each Committee meeting a report of the Club finances and shall keep proper books of account of all moneys received and disbursed.

### **9.5 Public Officer**

The Public Officer shall manage legal and corporate governance issues, and Club responsibilities as an incorporated body under the SA Associations Incorporations Act 1995.

## **10. GENERAL MEETINGS**

### **10.1 Annual General Meetings**

An AGM shall be held annually prior to 31 August each year. The Committee shall call an AGM in accordance with the Act and this constitution. The order of the business at an AGM shall be:

- (a) the confirmation of the minutes of the previous AGM and of any special general meeting held since that AGM;
- (b) the consideration of the annual report and audited financial statements of the Club, accounts and reports of the Committee and the auditor's report;
- (c) the election of Committee members and the Executive;
- (d) the appointment of auditors; and
- (e) any other business requiring consideration by the Club in general meeting.

### **10.2 Special General Meetings**

A special general meeting may be called at the request of:

- (a) the President;
- (b) the Secretary;
- (c) any two members of the Committee; or
- (d) at the written request of an aggregate of ten Adult Members and Life Members.

Every requisition for a special general meeting shall be signed by the relevant convenor(s) and shall state the purpose of the meeting and the proposed time and place for the meeting. Such meeting shall be held within 30 days of the request.

### **10.3 Notice of Meeting**

Members must be given written notice of any general meetings of the Club including:

- (a) details of the proposed time and place for the meeting;
- (b) an agenda of items to be transacted at the meeting, including advice of relevant reports to be tabled and nominations for elected positions to be filled;
- (c) in the case of an AGM, notice should be given 21 days prior to the AGM;
- (d) in the case of a special general meeting, notice should be given 14 days prior to the meeting.

### **10.4 Quorum for General Meetings**

- (a) The quorum for all general meetings shall be 15 Adult Members or Life Members present.
- (b) If at any general meeting a quorum is not declared within 30 minutes of the meeting time appointed, then the meeting shall be adjourned to the same day in the next week at the same place. If at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the adjourned meeting, the Members present shall constitute a quorum.

### **10.5 Voting at General Meetings**

- (a) Every Member who is in a category of Membership that is entitled to vote, has one vote at a general meeting.
- (b) Subject to this constitution, a question for decision at a general meeting, other than a special resolution, must be determined by a simple majority at a general meeting. Unless a poll is demanded by at least five Members, a question for decision at a general meeting must be determined by a show of hands.
- (c) Members must vote in person. Members are not allowed to vote by proxy.
- (d) If a poll is demanded by at least five Members, it must be conducted in a manner specified by the chairperson presiding and the result of the poll is the resolution of the meeting on that question.
- (e) A Member who is in a category of Membership that is entitled to vote, may only vote if that Member is not currently under suspension by the Club for any reason.

### **10.6 Special and Ordinary Resolutions**

10.6.1 A special resolution is as defined in the Act.

10.6.2 An ordinary resolution is a resolution passed by a simple majority at a general meeting.

## **10.7 Chairperson at General Meetings**

- (a) The President shall be the chairperson at all general meetings. Should the President not be present then the Vice President shall act as chairperson, if the Vice President is also not present the members shall elect a member to act as chairperson.
- (b) At all general meetings, the chairperson's decisions on points of order shall be final.
- (c) The chairperson shall have a casting vote only where an equal number of Members present have voted for and against a motion.

## **11. MINUTES**

- 11.1 Proper minutes of all proceedings of general meetings of the Club and of Committee meetings, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 11.2 The minutes kept pursuant to this rule must be confirmed by the Members or the Committee members (as applicable) at the next meeting.
- 11.3 The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 11.4 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **12. FINANCE**

### **12.1 Financial Year**

The financial year for the Club shall be from 1st July each year to 30th June each following year.

### **12.2 Banking of Monies**

All monies of the Club shall be paid into an account of the Club at such financial institution as the Committee may from time to time direct.

### **12.3 Payments**

#### **12.3.1 Authorised signatories**

No monies shall be withdrawn from the Club account except by cheque signed by the bank signatories who have been authorised by the Committee to sign on behalf of the Club.

#### **12.3.2 Payment approval**

No payment by the Club shall be authorised, or money withdrawn from the Club account, unless such payment or withdrawal has been approved by the Committee (or the Executive in the case of payments in relation to management of the Club) as an individual payment or as recurring expense pursuant to a commercial agreement.

### 12.3.3 Emergency payments

Where an urgent payment by the Club is required to meet a debt of the Club, or otherwise to maintain the solvent operation of the Club, payment may be approved by the President, Vice President or Secretary and the transaction must be reviewed by the Committee at the next Committee meeting.

## 12.4 Books and Accounts

The Club shall keep and retain such accounting records as are necessary to record and explain the financial transactions and financial position of the Club in accordance with the Act. The books and accounts of the Club shall be audited annually by an auditor appointed under Clause 13.

## 13. AUDITORS

An auditor for the Club shall be appointed at the AGM in each year and such auditor shall:

- (a) be a registered chartered accountant or certified practicing accountant;
- (b) hold office until the next AGM; and
- (c) be eligible for re-appointment at the AGM.

## 14. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the Club shall be applied exclusively to the promotion of its objectives and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Club.

## 15. AMENDMENTS TO THE CONSTITUTION

This shall be the only constitution of the Club and shall come into force forthwith and shall not be altered, varied, or repealed unless two-thirds of registered Members present at an AGM or at a special general meeting specially convened for that purpose are in favour of such alteration, variation or repeal. The alteration, variation or repeal shall be registered with the Office of Consumer and Business Affairs as required by the Act.

## 16. DISSOLUTION AND DISPOSITION OF ASSETS

### 16.1 Dissolution of the Club

The Club may be wound up upon a resolution of not less than three quarters of the Members present at an AGM or at a special general meeting specially convened for that purpose, with at least 21 days written notice specifying the purpose has been given to all members.

### 16.2 Disposition of Assets

Upon a resolution under Clause 16.1 to dissolve the Club being passed, any surplus assets of the Club (as defined in the Act) shall be disposed of to a charitable organisation or sports club, decided upon by resolution of no less than three quarters of the Members who voted to have the Club wound up. If a resolution cannot be agreed upon at the general meeting, the Committee shall decide which charitable organisation or sports club will receive the assets by majority vote.