

PINJARRA FOOTBALL AND NETBALL CLUB INCORPORATED  
CONSTITUTION  
(Prepared November 2021)

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## RULES OF ASSOCIATION

### 1 PRELIMINARY

#### 1.1 Name of Association

The name of the Association is Pinjarra Football and Netball Club Incorporated.

#### 1.2 Objects of Association

1.2.1 The principle objects are to establish, maintain and conduct an Association for football and netball and to support the recreational, social, sporting, cultural and community dimensions of that interest. These objects include the provision of facilities for the pursuit of literary, scientific, athletic, and professional and any other lawful purpose that provides benefits and enjoyment for the members of The Association.

#### 1.3 Quorum for Management Committee Meetings

1.3.1 No business is to be conducted at a Committee meeting unless a quorum of not less than 50% of the positions filled, or minimum of four (4), whichever is the greater, of the Committee members on the Committee at that point in time is present.

#### 1.4 Quorum for General Meetings

1.4.1 Five per centum or fifteen (15) members, whichever is the lesser, personally present and being eligible to vote under these Rules at a General Meeting, will constitute a quorum for the conduct of business at a General Meeting.

#### 1.5 Financial Year

1.5.1 The Association's Financial Year will be the period of 12 months commencing on 1 November and ending on 31 October.

### 2 INTERPRETATION

#### 2.1 Definitions

In these Rules, unless the contrary intention appears:

**"Act"** means the *Associations Incorporation Act 2015*.

**"AGM"** means the annual general meeting convened under Rule 27.

**"Committee"** means the Management Committee required by the Act which is the body responsible for the management of the affairs of the Association.

**“Books of Association”** has the meaning given to it in Section 3 of the Act and includes all of the registers, financial records, financial statements or financial reports, as each of those terms is defined in Section 62 of the Act, however compiled, stored or recorded, minute books and documents and securities of the Association.

**“By-laws”** are additional arrangements or processes adopted by members by Ordinary Resolution of the Association to supplement these Rules. They do not form part of the Rules and are not required to be lodged with the Commissioner.

**“Chairperson”** means the person who presides over a Committee or General Meeting as referred to in Rule 14 and 17.

**“Commissioner”** means the person designated as the “Commissioner” from time to time under the Act.

**“Committee Member”** means a person elected as a member of the Management Committee as referred to in Rule 10 and 11.

**“Committee Meeting”** means a meeting referred to in Rule 14.

**“Financial Records”** has the meaning given to it in Section 62 of the act and includes: -

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain:
  - (i) the methods by which financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements.

**“Financial Report”** has the meaning given to it in Sections 62 and 63 of the Act.

**“Financial Statements”** has the meaning given to it in Section 62 of the Act.

**“Financial Year”** has the meaning given to it in Rule 1.5.

**“General Meeting”** means a meeting of the Association which all Members are invited to attend.

**“Member”** means a person (**including a body corporate**) who becomes a member of the Association under these Rules.

**“Ordinary Resolution”** means a resolution to decide a question, matter or resolution at a General Meeting that is not a Special Resolution.

**“Poll”** means voting conducted in written form which may include, but is not limited to, a secret ballot (as opposed to general agreement or a show of hands).

**“President”** means the person referred to in Rule 11.3.

**“Rules”** means these rules of the Association as amended from time to time under Rule 29.

**“Special Resolution”** is a resolution of the Association passed in accordance with Rule 19.1.

**“Surplus Property”** has the meaning given to it in the Act, and means the property remaining when the Association is wound up or cancelled after satisfying:

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up the Association,

but does not include the books pertaining to the management of the Association.

**“Tier 2 Association”** has the meaning given to it in Section 62 of the Act.

## **2.2 Notices**

2.2.1 A notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:

- (i) delivered by hand to the nominated address of the addressee;
- (ii) sent by post to the nominated address of the addressee; or
- (iii) sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.

2.2.2 Any notice given to a member under these rules, must be sent to member’s address as set out in the Register of Members referred to in Rule 8.1.

## **3 POWERS OF THE ASSOCIATION**

3.1 Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner and in particular may: -

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money
  - (i) in any security in which trust monies may lawfully be invested; or
  - (ii) in any other manner authorised by the Rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business on its behalf;
- (g) enter into any other contract it considers necessary and desirable;
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the Rules of the Association;
- (i) appoint, dismiss and fix the salary and terms and conditions of employment of such employees as the Association may from time to time appoint, and to delegate to any person so appointed any of its powers or duties;

- (j) appoint sub-committees comprised of such persons as the Association thinks fit, to investigate any matter in any way relating to the affairs of the Association, or to perform such duties as the Association may determine and subject to these rules, the Association may regulate the proceedings of all such sub-committees. Members of the sub-committee may not need to be Association members;
- (k) to make such by-laws as may be necessary for the management of their own proceedings and of the Association, provided that no by-law shall be made which is inconsistent with this Constitution;
- (l) to make such arrangements with local government authorities and/or bodies, for the purpose of leasing or other hiring of suitable property arrangements for the purposes of the Association, and to maintain the grounds, lawns and buildings for the use and accommodation of its members; and
- (m) to procure the organisation to be licensed as a Club under the Liquor Control Act 1988, and to continue such licence from time to time.

## **4 NOT FOR PROFIT**

- 4.1 The property and income of the Association must be applied solely towards promoting the objects or purposes of the Association, and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in promoting those objects or purposes.

## **5 BECOMING A MEMBER**

### **5.1 Minimum number of Members**

- 5.1.1 The Association must have at least eight (8) members with full voting rights.

### **5.2 Qualifications for Membership**

- 5.2.1 Any person who supports the purposes of the Association is eligible to apply for membership.
- 5.2.2 The Association must comply with all legal and regulatory obligations that apply to the Association when assessing eligibility of an applicant for membership.
- 5.2.3 A person under the age of 18 years is not to belong to a class of membership that confers voting rights.

### **5.3 Applying for Membership**

- 5.3.1 A person who desires to become a member must:
- (a) apply in writing to the Association; and
  - (b) include with the application, such nomination fee as set down by the Committee from time to time.

- 5.3.2 The application must stipulate the class of membership being applied for and must be signed by the nominee.

#### **5.4 Deciding Membership Applications**

- 5.4.1 Applications will be considered and decided in the order in which they are received by the Association.
- 5.4.2 The Committee will consider and decide whether to approve or refuse any membership application.
- 5.4.3 When considering a membership application, the Committee may seek clarification of any matter or further information in support of the application, and may delay its decision to allow for that material to be provided, and proceed to consider and decide on other applications.
- 5.4.4 The Committee must not approve a membership application unless the applicant:
- (a) meets all the eligibility requirements under Rule 5.2; and
  - (b) applies in accordance with Rule 5.3.
- 5.4.5 The Committee may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements under Rule 5.2.
- 5.4.6 As soon as is practicable after the Committee has made a decision under 5.4.2, the Committee must notify the applicant in writing of the outcome of their membership application, but is not obliged to provide reasons for the decision.

#### **5.5 Becoming a Member**

- 5.5.1 An applicant becomes a member if:
- (a) the applicant is eligible for membership under 5.2;
  - (b) the applicant applies in writing to the Association under rule 5.3;
  - (c) the Committee approves the Applicant's application for membership; and
  - (d) the applicant pays any fees due under rules 9.1.
- 5.5.2 The applicant immediately becomes a member and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable) and must comply with all the obligations of membership under these Rules, when Rule 5.5.1 has been fulfilled.

## **6 CLASS, LIABILITY AND ENTITLEMENTS OF MEMBERS**



## 6.1 Class of Members

6.1.1 The membership of the Association consists of:

- i. **General Member:** who shall be persons over the age of 18 years and who shall be entitled to stand, nominate, second and vote in any election of the Association, and attend and vote at any General Meeting.
- ii. **Player Member:** who shall be a player and who shall be entitled to stand, nominate, second or vote in any election of the Association or attend at any General Meeting.
- iii. **Junior Member:** who shall be any person under the age of 18 years but who shall not be entitled to stand, nominate, second or vote in any elections of the Association. They are entitled to attend at any General Meeting but cannot vote.
- iv. **Honorary Member:** who shall be any person who the Committee has decided is worthy of special recognition for services to the Association. They may be admitted to Honorary Membership either on a permanent or temporary basis as determined by the Committee. They will not be entitled to stand, nominate, second or vote in any election of the Association.
- v. **Life Member:** who are members awarded Life Membership of the Association. They have the rights and responsibilities of the General member and they will be entitled to attend general meetings and can nominate, stand and vote. They shall not be required to pay an annual subscription fee other than which may be required by law.
- vi. **Temporary Member:** who are persons visiting the Association Premises as a member or official of, or a person assisting, a team that is to contest a pre-arranged event in that sport on the day, or at the invitation of a Member, to engage in that sport on that day, and is accepted as a Temporary Member on the day. A Temporary Member is not required to pay any membership subscription and is entitled to all the rights and privileges of an General Member for that day only. However, they are not entitled to introduce their own guests, and are not entitled to attend, stand, nominate, second or vote at an Association election nor attend any General Meeting.
- vii. **Association Member:** who shall be any person but who shall not be entitled to stand, nominate, second or vote in any elections of the Association. They are entitled to attend at any General Meeting but cannot vote.

6.1.2 The Association may have any category of membership determined by resolution of members at a General Meeting.

6.1.3 No member can belong to more than one class of membership at the same time.

6.1.4 The maximum number of General Members is unlimited unless the Association in General Meeting decide otherwise.

## 6.2 Membership Voting Rights

6.2.1 Each General, Player Member and Life Member of the Association has one vote at a General Meeting of the Association.

### **6.3 Liability of Members**

6.3.1 A Member is only liable for their outstanding membership fees payable under Rules 9.1.

6.3.2 Subject to Rule 6.3.1, a member is not liable, by reason of the person's membership, for the liabilities of the Association or the cost of winding up the Association.

### **6.4 Payment to Members**

6.4.1 No portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the members.

6.4.2 Rule 6.4.1 does not prevent:

- (i) the payment in good faith of remuneration to any officer, employee or member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business;
- (ii) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time, on money borrowed from any member;
- (iii) the payment of reasonable and proper rent by the Association to a member for premises leased by the member of the Association; or
- (iv) the reimbursement of expenses incurred by any member or Committee Member on behalf of the Association.

### **6.5 Membership Entitlements Not Transferable.**

6.5.1 A right, privilege or obligation that a person has because he or she is a member of the Association is not capable of being transferred to any other person and ends when the person's membership ceases.

## **7 CEASING TO BE A MEMBER**

### **7.1 Ending Membership**

7.1.1 A person's membership ends, if the person: -

- (i) dies.
- (ii) ceases to be a member under Rule 9.1.4.
- (iii) resigns as a member under Rule 7.2.
- (iv) is expelled from the Association under Rule 7.3.

### **7.2 Resigning a Member**

- 7.2.1 A member who has paid all amounts payable by the member to the Association in respect of their membership, may resign from membership by giving written notice of their resignation to the Committee.
- 7.2.2 The member resigns at the time the Committee receives the notice or, if at a later time, at that later time.
- 7.2.3 Any member who resigns from the Association remains liable to pay to the Association, any outstanding fees which may be recovered as a debt due to the Association by the member.

### **7.3 Suspending or Expelling Members**

- 7.3.1 The Committee may, by resolution, suspend or expel a member from membership if: -
- (i) the member refuses or neglects to comply with these Rules; or
  - (ii) the member's conduct or behaviour is detrimental to the interests of the Association.
- 7.3.2 The Secretary must, not less than 72 hours before the Committee Meeting give written notice to the member: -
- (i) of the proposed suspension or expulsion and the grounds on which it is based;
  - (ii) of the date, place and time of the Committee Meeting;
  - (iii) that the member, or the member's representative, may attend the Committee Meeting; and
  - (iv) that the member, or the member's representative, may address the Committee at the meeting, and will be given a full and fair opportunity to state the member's case orally, or in writing, or both.
- 7.3.3 At the Committee Meeting the Committee must: -
- (i) give the member, or the member's representative, a full and fair opportunity to state the member's case orally;
  - (ii) give due consideration to any written statement submitted by the member; and
  - (iii) determine whether or not the member should be
    - A – expelled from the Association; or
    - B – suspended from membership, and if so, the period that the member should be suspended from membership.
- 7.3.4 Once the Committee has decided to suspend or expel a member under Rule 7.3.3, the member is immediately suspended or expelled from membership.
- 7.3.5 The Secretary must inform the member in writing of the decision of the Committee and the reasons for the decision, within 7 days of the Committee Meeting referred to in 7.3.2.

## **7.4 Right of Appeal against Suspension or Expulsion**

- 7.4.1 If a member is suspended or expelled under Rule 7.3, the person may appeal the Committee's decision by giving written notice to the Secretary within 14 days of receiving advice of the Committee's decision under Rule 7.3.5, requesting the appointment of a mediator under Rule 34.2.

## **7.5 Reinstatement of a Member**

- 7.5.1 If the Committee's decision to suspend or expel a member is revoked under these Rules, any act performed by the Committee or members in General Meeting during the period that the member was suspended or expelled from membership under 7.3.5, is deemed to be valid, notwithstanding the member's inability to exercise their rights and privileges of membership, including voting rights, during that period.

## **7.6 When a Member is Suspended**

- 7.6.1 If a member's membership is suspended under Rule 7.3.5, the Secretary must record in the Register of Members: -

- (i) the name of the member that has been suspended from membership;
- (ii) the date on which the suspension takes effect; and
- (iii) the length of the suspension as determined by the Committee under 7.3.3 (iii) B.

- 7.1.2 A member that has been suspended under Rule 7.3.5 cannot exercise any right or privileges of membership, including voting rights, during the period they are suspended from membership.

- 7.1.3 Upon the expiry of the period of a member's suspension, the Secretary must record in the Register of Members that the member is no longer suspended.

# **8 MEMBERSHIP REGISTER**

## **8.1 Register of Members**

- 8.1.1 The Secretary must maintain a Register of Members and make sure that the Register is up to date.

- 8.1.2 The Register of Members must maintain: -

- (i) the full name of each member;
- (ii) a contact postal, residential or email address of each member;
- (iii) the class of membership held by the member; and
- (iv) the date of which the person became a member.

- 8.1.3 Any change in membership of the Association must be recorded in the Register of Members within 28 days after the change occurs.
- 8.1.4 The Register of Members must be kept and maintained at the Association's place of business.

## **8.2 Inspecting the Register of Members**

- 8.2.1 Any member is able to inspect the Register of Members free of charge, at such time and place as is mutually convenient to the Association and the member.
- 8.2.2 A member must contact the Secretary to request to inspect the Register of Members.
- 8.2.3 The member may make a copy of details from the Register of Members but has no right to remove the Register for that purpose.

## **8.3 Copy of the Register of Members**

- 8.3.1 A member may make a request in writing for a copy of the Register of Members.
- 8.3.2 The Committee may require a member who requests a copy of the Register of Members to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.
- 8.3.3 The Association may charge a reasonable fee to the member for providing a copy of the Register of Members, the amount to be determined by the Committee from time to time.

## **8.4 When Using the Information in the Register of Members is Prohibited**

- 8.4.1 A member must not disclose the information on the Register of Members: -
- (i) to gain access to information that a member has deliberately denied them (that is in the case of social, family or legal differences or disputes).
  - (ii) to contact, or send, material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purpose, unless the use of the information is approved by the Committee; or
  - (iii) for any other purpose, unless the purpose: -
    - (a) is directly connected with the affairs of the Association; or
    - (b) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

# **9 MEMBERSHIP FEES**

## **9.1 Annual Membership Fee**

- 9.1.1 The Committee may from time to time, determine the amount of the annual membership fee, if any, to be paid by each member or each class of members.
- 9.1.2 Each member must pay the member's annual membership fee determined under Rule 9.1.1 in advance, to the person authorised by the Committee to receive payments, as and when decided by the Committee.
- 9.1.3 If a member pays the annual fee within 3 months after the due date, the member retains all the rights and privileges of a member for the purposes of these Rules during that time, including the right to vote.
- 9.1.4 Subject to Rule 9.1.5, if a person fails to pay the annual membership fee within 3 months after the due date, the person ceases to be a member.
- 9.1.5 If a person ceases to be a member under rule 9.1.4, and subsequently pays to the Association all the member's outstanding fees, the Committee may, if it thinks fit, reinstate the member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.

## **10 POWERS AND COMPOSITION OF THE COMMITTEE**

### **10.1 Powers of the Committee**

- 10.1.1 The governing body of the Association is to be called the Committee, and it has authority to control and manage the affairs of the Association.
- 10.1.2 Subject to the Act, these Rules and any by-law or lawful resolution passed by the Association in General Meeting, the Committee: -
  - (i) may exercise all powers and functions as may be exercised by the Association, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the members; and
  - (ii) has power to perform all acts and do all things as appear to the Committee to be necessary or desirable for the proper management of the business and affairs of the Association.

### **10.2 Management Committee**

- 10.2.1 The Committee will consist of a:
  - (a) President
  - (b) Vice President
  - (c) Secretary
  - (d) Treasurer
  - (e) not less than two (2) General Committee members and
  - (f) up to three (3) appointed Committee Members (to provide the Committee with appropriate skill sets and diversity). The three appointed Committee Members shall be appointed by the six elected Committee Members.

10.2.2 Members of the Committee must be natural persons, over 18 years of age and, except for appointed Committee Members, a member of the Association.

10.2.3 No person shall be entitled to hold a position on the Committee, if the person has been convicted of, or imprisoned in the previous five years, for: -

- (i) an indictable offence in relation to the promotion, formation or management of a body corporate;
- (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
- (iii) an offence under Part 4 Division 3 or section 127 of the Act,

unless the person has obtained the consent of the Commissioner.

10.2.4 No person shall be entitled to hold a position on the Committee if the person is, according to the *Interpretation Act* section 13D, a bankrupt or a person whose affairs are under insolvency laws, unless the person has obtained the permission of the Commissioner.

## **11 ROLE AND RESPONSIBILITIES OF COMMITTEE MEMBERS**

### **11.1 Obligations of the Committee**

11.1.1 The Committee must take all reasonable steps to ensure the Association complies with its obligations under the Act and these Rules.

### **11.2 Responsibilities of the Committee Members**

11.2.1 A Committee Member must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.

11.2.2 A Committee Member must exercise their powers and discharge their duties in good faith in the best interests of the Association and for a proper purpose.

11.2.3 A Committee Member or former Committee Member must not improperly use information obtained because they are a Committee Member: -

- (i) to gain an advantage for themselves or another person; or
- (ii) cause detriment to the Association.

11.2.4 A Committee Member having any material personal interest in a matter being considered at a Committee Meeting must: -

- (i) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Committee;

- (ii) disclose the nature and extent of the interest at the next General Meeting of the Association; and
- (iii) not be present while the matter is being considered at the Committee Meeting or vote on the matter.

11.2.5 Rule 11.2.4 does not apply in respect of a material personal interest that: -

- (i) exists only because the Committee Member belongs to a class of persons for whose benefit the Association is established; or
- (ii) the Committee Member has in common with all, or a substantial proportion of the members of the Association.

11.2.6 The Secretary must record every disclosure made by a Committee Member under Rule 11.2.4 in the Minutes of the Committee Meeting at which the disclosure is made.

11.2.7 No Committee Member shall make any public statement or comment or cause to be published, any words or article concerning the conduct of the Association, unless the person is authorised by the Committee to do so, and such authority is recorded in the Minutes of the Committee Meeting.

### **11.3 President**

11.3.1 The President:

- (i) must consult with the Secretary regarding the business to be conducted at each Committee Meeting and each General meeting.
- (ii) may convene special meetings of the Committee under Rule 14.1.3.
- (iii) may preside over Committee Meetings under Rule 14.3.
- (iv) may preside over General Meetings under Rule 17.4; and
- (v) must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct under Rule 20.1.3.

### **11.4 Secretary**

11.4.1 The Secretary shall carry out the duties as provided for by the Committee from time to time and in particular, he/she must:

- (a) Co-ordinate the correspondence of the Association;
- (b) Keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) Comply on behalf of the Association with maintaining the Register of Members as referred to in Rule 8 and Section 53 of the Act;
- (d) Comply on behalf of the Association with keeping and maintaining in an up-to-date condition, the Rules of the Association as required in Part 3 Section 28 of the Act;



- (e) Maintaining an up-to-date record of the office holders;
- (f) Unless otherwise resolved by the Committee, have custody of all books, documents, records and registers of the Association referred to above, but other than those required to be maintained by, or in the custody of the Treasurer; and
- (g) Perform such other duties as are imposed by these Rules on the Secretary.

## **11.5 Treasurer**

11.5.1 The Treasurer will be responsible for the following:

- (i) ensure all moneys payable to the Association are collected, and that receipts are issued for those moneys in the name of the Association;
- (ii) ensure the payment of all moneys referred to in Rule 11.5.1(i) into the account or accounts of the Association as the Committee may from time to time direct;
- (iii) ensure timely payments from the funds of the Association with the authority of the General Meeting or the Committee;
- (iv) ensure that the Association complies with the account keeping requirements in Part 5 of the Act;
- (v) ensure the safe custody of the financial records of the Association and any other relevant records of the Association;
- (vi) as the Association is a Tier 2 Association, coordinate the preparation of the Financial Report of the Association prior to its submission to the Annual General Meeting of the Association;
- (vii) assist the auditor in performing their function; and
- (viii) perform any other duties as are imposed by these Rules or the Association on the Treasurer.

## **11.6 Record of Office Holders**

11.6.1 The Secretary must maintain a Record of Office Holders.

11.6.2 The record must show: -

- (i) the full name of each office holder;
- (ii) the office held and the dates of appointment and (if applicable) cessation of the appointment; and
- (iii) a current contact postal, residential or email address of each office holder.

11.6.3 The Record of Office Holders must be kept and maintained at the Association's place of business.

## **11.7 Inspecting the Record of Office Holders**

- 11.7.1 Any Member is able to inspect the Record of Office Holders free of charge at such time and place as is mutually convenient to the Association and the member.
- 11.7.2 The member may make a copy of the details from the Record of Office Holders but has no right to remove the record for that purpose.

## **12 APPOINTING COMMITTEE MEMBERS**

### **12.1 Committee Members become members of the Committee by: -**

- (a) election at an AGM; or
- (b) appointment to fill a casual vacancy under rule 13.1.2; or
- (c) appointment to the Committee as an appointed Committee Member under rule 10.2.1 (f).

### **12.2 Nominating for Membership of the Committee**

- 12.2.1 Nominations for all positions that are up for election will be accepted from the floor at the annual general meeting.
- 12.2.2 The Secretary must send a notice providing details of all positions for election to all members at least 14 days before the date of Annual General Meeting.

### **12.3 Electing Committee Members**

- 12.3.1 Elections will be by show of hands by members present and eligible to vote.
- 12.3.2 If the number of valid nominations received under Rule 12.2 is equal to the number of vacancies to be filled for the relevant positions on the Committee, the member/s nominated shall be deemed to be elected at the AGM.
- 12.3.3 If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the Committee, elections for positions must be conducted.
- 12.3.4 If an insufficient number of nominations are received from the floor for the number of vacancies on the Committee that remain, those nominees will be endorsed as elected, and the remaining position/s on the Committee will be declared vacant by the person presiding at the AGM and Rule 13.1.2 applies.
- 12.3.5 At the first Committee Meeting following the Annual General Meeting, Committee Members present will elect the President or Vice President, depending upon which position was up for election at that Annual General Meeting.

### **12.4 Voting in Elections for Membership on the Committee.**

12.4.1 In the event of equal votes for a position, a poll will be conducted to determine the result.

12.4.2 A member who nominates for election or re-election may vote for themselves.

### **12.5 Term of Office for Committee Members.**

12.5.1 Subject to the transitional arrangements at rule 36, elected Committee Members will serve a term of office for two years and appointed Committee Members for one year.

12.5.2 A Committee Member's term, will commence at his/her election at an AGM or the date of appointment to the Committee as an appointed Committee Member, or to fill a casual vacancy that arises under rule 13.1.2.

12.5.3 All retiring Committee Members are eligible on nomination under rule 12.2, for re-election.

## **13 CEASING TO BE A MEMBER OF THE COMMITTEE**

### **13.1 Vacant Positions on the Committee**

13.1.1 A casual vacancy occurs on the Committee and that office becomes vacant if the Committee Member: -

- (i) dies;
- (ii) except in the case of an appointed Committee Member, ceases to be a member;
- (iii) becomes disqualified from holding a position under Rule 10.2.3 and Rule 10.2.4 as a result of bankruptcy or conviction of a relevant criminal offence;
- (iv) becomes permanently incapacitated by mental or physical ill-health;
- (v) resigns from office under 13.2;
- (vi) is removed from office under 13.3; or
- (vii) is absent from more than
  - A - three consecutive Committee Meetings without a good reason; or
  - B – three Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Committee Meetings, where the member received notice of the meetings, and the Committee has resolved to declare the office vacant.

13.1.2 If a position on the Committee is declared vacant under Rule 12.3.4 or there is a casual vacancy within the meaning of 13.1.1, the continuing Committee Members may: -

- (i) appoint a member to fill that vacancy until the conclusion of the next AGM; or
- (ii) subject to Rule 13.1.3; act despite the vacant position on the Committee.

13.1.3 If the number of Committee Members is less than the number fixed under Rule 1.3 as the quorum for Committee Meetings, the continuing Committee Members may act only to: -

- (i) increase the number of members on the Committee to the number required for a quorum; or

- (ii) convene a General Meeting of the Association.

### **13.2 Resigning from the Committee.**

13.2.1 A Committee Member may resign from the Committee by giving written notice of resignation to the Secretary; or if the Secretary resigns, notification must be forwarded to the President.

13.2.2 The Committee Member resigns:

- (i) at the time the notice is received by the Secretary under rule 13.2.1; or
- (ii) if a later date is stated in the notice, at the later time.

### **13.3 Removal from the Committee**

13.3.1 Subject to Rule 13.1.1(vii), a Committee Member may only be removed from their position on the Committee by resolution at a General Meeting of the Association, if a majority of the members present and eligible to vote at the meeting vote in favour of the removal.

13.3.2 The Committee Member who faces removal from the Committee must be given a full and fair opportunity at the General Meeting to decide the proposed resolution, to state their case as to why the member should not be removed from their position on the Committee.

13.3.3 If all Committee Members are removed by resolution at a General Meeting, the members must, at the same General Meeting, elect an Interim Committee. The interim Committee must within two months, convene a General Meeting of the Association for the purpose of electing a new Committee.

### **13.4 Return of documents and records.**

13.4.1 In accordance with Section 41 of the Act, as soon as it is practicable after a person has ceased to be a member of the Committee, they must deliver to a member of the Committee of the Association, all the relevant documents and records relating to the management of the affairs of the Association in their possession. In the case of relevant documents that are stored on a computer, a copy of such documents and records must be returned.

13.4.2 If the member dies, all the relevant documents and records held must be returned as soon as practicable by the personal representative of the person.

## **14 COMMITTEE MEETINGS**

### **14.1 Meetings of the Committee**

- 14.1.1 The Committee must meet at least four times each calendar year.
- 14.1.2 The Committee is to determine the place and time of all Committee Meetings.
- 14.1.3 Special meetings of the Committee can only be convened under Rule 14.2 by the President or any two Committee Members.

#### **14.2 Notice of Committee Meetings**

- 14.2.1 The Secretary must give each Committee Member at least 48 hours' notice of each Committee Meeting before the time appointed for holding the meeting.
- 14.2.2 Notice of a Committee Meeting must specify the general nature of the business to be transacted at the meeting.
- 14.2.3 Subject to rule 14.2.4, only business specified on the notice of the Committee Meeting is to be conducted at that meeting.
- 14.2.4 Urgent business may be conducted at Committee Meetings if the Committee Members present at a Committee Meeting unanimously agree to treat the business as urgent.

#### **14.3 Chairing at Committee Meetings**

- 14.3.1 The President or any other Committee Member nominated at the beginning of the Meeting is to preside as Chairperson.
- 14.3.2 If the President is absent or unwilling to act, the Vice President is to preside at the Committee Meeting. If the President and the Vice President are absent or unwilling to preside at the meeting, the Committee members must choose one of their number to preside as Chairperson at the Committee Meeting.

#### **14.4 Procedure for Committee Meetings**

- 14.4.1 The quorum for a Committee Meeting is specified in clause 1.3. The Committee cannot conduct business unless a quorum is present.
- 14.4.2 Committee Meetings may take place:
  - (i) where the Committee Members are physically present together; or
  - (ii) where the Committee Members are able to communicate by using any technology that reasonably allows the Committee Members to participate fully in discussions as they happen in the Committee Meeting and in making decisions, provided that the participation of the member in the Committee Meeting must be made known to all other members present.
- 14.4.3 A Committee Member who participates in a meeting as set out in Rule 14.4.2(ii):
  - (i) is deemed to be present at the Committee Meeting; and
  - (ii) continues to be present at the meeting for the purposes of establishing a quorum,

until the Committee Member notifies the other Committee Members that they are no longer taking part in the Committee Meeting.

14.4.4 Subject to these Rules, the Committee Members present at the Committee Meeting are to determine the procedure and order of business to be followed at the Committee Meeting.

14.4.5 All Committee Members have the right to attend and vote at Committee Meetings.

14.4.6 Any member, or other guests, may attend Committee Meetings if invited by the Committee, but any such person shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings or documents presented to such meetings.

14.4.7 The Secretary, or other person authorised by the Committee from time to time, must keep minutes of the resolutions and proceedings of all Committee Meetings together with a record of the names of persons present at each meeting.

#### **14.5 Voting at Committee Meetings**

14.5.1 Each Committee Member present at a Committee Meeting has a deliberate vote.

14.5.2 A question arising at a Committee Meeting is to be decided by a majority of votes, but if there is an equality of votes, the Chairperson is entitled to exercise a second or casting vote.

14.5.3 Decisions may be made by general agreement or a show of hands.

14.5.4 A poll by secret ballot may be used if the Committee prefers to determine a matter in this way, and the Chairperson is to oversee the ballot.

#### **14.6 Acts not Affected by Defects or Disqualification.**

14.6.1 Any act performed by the Committee, a sub-committee or a person acting as a Committee Member is deemed to be valid even if the act was performed when:

- (i) there was a defect in the appointment of a Committee Member, sub-committee or person holding a subsidiary office; or
- (ii) A Committee Member, a sub-committee member or a person holding a subsidiary office was disqualified from being a member.

### **15 REMUNERATION OF COMMITTEE MEMBERS**

15.1.1 The Association may pay a Committee Member's travelling and other expenses as properly incurred;

- (i) in attending Committee Meetings or sub-committee meetings;
- (ii) in attending any General Meeting of the Association; and
- (iii) in connection with the Association's business.

- 15.1.2 Committee Members must not receive any remuneration for their services as Committee Members other than as described in 15.1.1 unless payment is authorised by resolution by members at a General Meeting of the Association.

## **16 SUB-COMMITTEES AND DELEGATION**

### **16.1 Appointment of Sub-Committee**

- 16.1.1 The Committee may appoint one or more sub-committees as considered appropriate by the Committee from time to time to assist with the conduct of the Association's operations.
- 16.1.2 Sub-committees may comprise in such numbers as the Committee determines and may be members or non-members.

### **16.2 Delegation by Committee to Sub-Committee**

- 16.2.1 The Committee may delegate, in writing, to any or all of the sub-committees, any authority, power or functions and may cancel any authority, powers, or functions, as the Committee sees fit from time to time.
- 16.2.2 Despite any delegation under this Rule, the Committee may continue to exercise all its functions, including any function that has been delegated to a sub-committee and remains responsible for the exercise of those functions at all time.

### **16.3 Delegation to Subsidiary Offices**

- 16.3.1 The Committee may create and fill such subsidiary office as may be necessary for the proper and efficient management of the Association's affairs.
- 16.3.2 The Committee may delegate, in writing, to any person holding a subsidiary office any authority, power or functions, and may cancel any authority, powers or functions, as the Committee sees fit from time to time.
- 16.3.3 Despite any delegation under this Rule, the Committee may continue to exercise all its functions, including any function that has been delegated to a subsidiary office and remains responsible for the exercise of those functions at all times.

## **17 GENERAL MEETINGS**

### **17.1 Procedure of General Meetings**

- 17.1.1 General Meetings may take place where the members are physically present together.

### **17.2 Quorum for General Meeting**

17.2.1 The quorum for General Meetings is specified in Rule 1.4.

17.2.2 Subject to Rules 17.2.3, no business is to be conducted at a General Meeting unless a quorum of members entitled to vote under these Rules is present at the time when the meeting is considering that item.

If, within half an hour of the time appointed for the commencement of a General Meeting, a quorum is not present:

- (i) in the case of a Special General Meeting, the meeting lapses; or
- (ii) in the case of an AGM, the meeting is to stand adjourned to:
  - (a) the same time and day in the following week; and
  - (b) the same place unless another place is specified by the Chairperson at the time of the adjournment or by written notice to the members given before the day on which the adjourned meeting is to take place.

17.2.3 If, at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the members present are to constitute a quorum.

### **17.3 Notice of General Meetings and Motions.**

17.3.1 The Secretary must give at least:

- (i) 14 days' notice of a General Meeting to each member; or
- (ii) 21 days' notice of a General Meeting to each member if a Special Resolution is proposed to be moved at the General Meeting.

17.3.2 The notice convening a General Meeting must specify:

- (i) the place, date and time of the meeting; and
- (ii) the particulars and order of the business to be conducted at the meeting.

17.3.3 The notice convening a General Meeting or any notice of motion must be issued in the manner prescribed in Rule 2.2.

### **17.4 Presiding Member**

17.4.1 The President or, in the President's absence, the Vice President is to preside as Chairperson of each General Meeting. In the absence of both the President and Vice President, will preside at the General Meeting.

17.4.2 If the President and the Vice President are absent or unwilling to act, the remaining Committee Members must choose one of their numbers to preside as Chairperson at the General Meeting.

### **17.5 Adjournment of General Meetings.**

17.5.1 The person presiding over a General Meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of members present at the meeting.



- 17.5.2 No business is to be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 17.5.3 When a General Meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting in accordance with Rules 2.2 and 17.3 as if that General Meeting was a new General Meeting.

## **18 SPECIAL GENERAL MEETING**

### **18.1 Special General Meeting**

- 18.1.1 The Committee may at any time convene a Special General Meeting of the Association.
- 18.1.2 The Secretary must convene a Special General Meeting of the Association within 28 days after receiving a written request to do so from at least 20 percent of the total number of members.

### **18.2 Request for a Special General Meeting**

- 18.2.1 A request by the members for a Special General Meeting must:
- (i) state the purpose of the meeting;
  - (ii) be signed by the required number of members making the request as specified in rule 18.1.2; and
  - (iii) be lodged with the Secretary.

### **18.3 Failure to Convene Special General Meeting**

- 18.3.1 If the Secretary fails to convene a Special General Meeting within the 28 days referred to in Rule 18.1.2, the members who made the request, may convene a Special General Meeting within 3 months after the original request was lodged as if the members were the Committee.
- 18.3.2 A Special General Meeting must be convened in the same or substantially the same manner as General Meetings are convened by the Committee and the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

## **19 MAKING DECISIONS AT GENERAL MEETINGS.**

### **19.1 Special Resolutions**

- 19.1.1 A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under 19.1.3.
- 19.1.2 A Special Resolution of the Association is required to:
- (i) amend the name of the Association;
  - (ii) amend the Rules under Rule 29.2.1;

- (iii) affiliate the Association with another body;
- (iv) transfer the incorporation of the Association;
- (v) amalgamate the Association with one or more other incorporated associations;
- (vi) voluntarily wind up the Association;
- (vii) cancel incorporation; or
- (viii) request that a statutory manager be appointed.
- (ix) Surrender the Association's liquor license

19.1.3 Notice of a Special Resolution must:

- (i) be in writing;
- (ii) include the place, date and time of the meeting;
- (iii) include the intention to propose a Special Resolution;
- (iv) set out the wording of the proposed Special Resolution and
- (v) be given in accordance with Rule 2.2.

19.1.4 If notice is not given in accordance with Rule 19.1.3, the Special Resolution will have no effect.

19.1.5 A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than three-quarters of the members present, in person or by proxy, and eligible to cast a vote at the meeting.

## **19.2 Ordinary Resolutions**

19.2.1 Subject to these Rules, a majority of votes will determine an Ordinary Resolution.

## **19.3 Voting at Meetings**

19.3.1 Subject to these Rules, each Ordinary Member has one vote at a General Meeting of the Association.

19.3.2 A person casts a vote at a meeting either by:

- (i) voting at the meeting either in person; or
- (ii) by proxy.

19.3.3 In the case of an equality of votes at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.

19.3.4 A member or their proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the member or their proxy to the Association has been paid in accordance with Rules 9.1

19.3.5 A member is only entitled to vote at a General Meeting if the member's name is recorded in the Register of Members as at the date of the notice of the General Meeting was sent out under Rule 17.3.

## **19.4 Proxies**

- 19.4.1 Each Member is entitled to appoint in writing, a natural person who is also a member of the Association, to be the member's proxy, and to attend and vote on the member's behalf at any General Meeting of the Association.
- 19.4.2 Written notice of the proxy must be given to the Secretary before the commencement of the meeting in respect of which the proxy is appointed.
- 19.4.3 No member may hold more than five proxies.

#### **19.5 Manner of Determining Whether Resolution Carried.**

- 19.5.1 Unless a poll is demanded under Rule 19.6, if a question arising at a General Meeting of the Association is determined by general agreement or a show of hands, a declaration must be made by the Chairperson of the General Meeting that the resolution has been:
- (i) carried unanimously;
  - (ii) carried by a particular majority; or
  - (iii) lost.
- 19.5.2 If the declaration relates to a Special Resolution, then subject to Rule 19.1.3, the declaration should state that a Special Resolution has been determined.
- 19.5.3 The declaration made under Rule 19.5.1 must be entered into the minute book of the Association.
- 19.5.4 The entry in the minute book of the Association under rule 19.5.3 is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

#### **19.6 Poll at General Meeting**

- 19.6.1 At a General Meeting, a poll on any question may be demanded by either:
- (i) the Chairperson of the meeting; or
  - (ii) at least three members present in person or by proxy.
- 19.6.2 If a poll is demanded at a General Meeting, the poll must be taken in a manner as the Chairperson of the meeting directs and a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 19.6.3 If a poll is demanded at a General Meeting, the poll must be taken;
- (i) immediately in the case of a poll which relates to electing a person to preside over the meeting.
  - (ii) immediately in the case of a poll which relates to adjourning the meeting; or
  - (iv) in any other case, in the manner and time before the close of the meeting as the Chairperson directs.

## **20 MINUTES OF MEETINGS.**

## **20.1 Minutes of meetings**

- 20.1.1 The Secretary or a person authorised by the Committee from time to time must keep minutes of the resolutions and proceedings of all General Meetings and Committee Meetings, together with a record of the names of persons present at each meeting.
- 20.1.2 The minutes are to be taken and then entered within 30 days after the holding of each meeting, into a minute book kept for that purpose.
- 20.1.3 The Chairperson must ensure that the minutes of a General Meeting or Committee Meeting under Rule 20.1.1 are reviewed and signed as correct by:
- (i) the Chairperson of the General Meeting or Committee Meeting to which those minutes relate; or
  - (ii) the Chairperson of the next succeeding General Meeting or Committee Meeting.
- 20.1.4 When minutes have been entered and signed as correct under this Rule, they are, until the contrary is proved, evidence that:
- (i) the General Meeting or Committee Meeting to which they relate was duly convened and held;
  - (ii) all proceedings recorded as having taken place at the General Meeting or Committee Meeting did in fact take place at the meeting;
  - (iv) all appointments or elections purporting to have been made at the meeting have been validly made.
- 20.1.5 The minutes of General Meetings may be inspected by a member under Rule 33.2.
- 20.1.6 The minutes of Committee Meetings may be inspected by a Member under Rule 33.2 unless the Committee determines that the minutes of Committee Meetings generally or the minutes of a specific Committee Meeting are not to be available for inspection.

## **21 FUNDS AND ACCOUNTS**

### **21.1 Control of Funds.**

- 21.1.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the Committee.
- 21.1.2 The funds of the Association are to be used in pursuance of the objects of the Association.
- 21.1.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
- (i) any two Committee Members; or
  - (ii) one Committee Member and a person authorised by the Committee.
- 21.1.4 All expenditure above the maximum amount set by the Committee from time to time, must be approved or ratified at a Committee Meeting.

## **21.2 Source of Association Funds**

21.2.1 The funds of the Association may be derived from nomination fees and annual membership fees of members, donations, fund raising activities, grants, interest and any other sources approved by the Committee.

21.2.2 The Association must, as soon as practicable;

- (i) deposit all money received by the Association, to the credit of the Association's bank account, without deduction, and
- (ii) after receiving any money, issue an appropriate receipt.

## **21.3 Financial Records**

21.3.1 The Association must keep financial records that:

- (i) correctly record and explain its transactions, financial position and performance and
- (ii) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.

21.3.2 The Association must retain its financial records for at least 7 years after the transactions covered by the records are completed.

## **21.4 Financial Statements and Financial Reports.**

21.4.1 under Part 5 of the Act are met.

21.4.2 Without limiting Rule 21.4.1, those requirements include;

- (i) as this Association is termed a Tier 2 Association, the preparation of the Financial Report;
- (ii) the auditing of the Financial Report;
- (iii) the presentation of the Financial Report to the Annual General Meeting of the Association together with a copy of the report of the Auditor; and
- (iv) lodgement of the annual return with the Commission.

## **21.5 Audit of Financial Reports.**

21.5.1 The Association must ensure that an audit is undertaken of the Financial Report.

## **22 FINANCIAL YEAR OF THE ASSOCIATION**

22.1.1 The financial year of the Association is at Rule 1.5

## **23 APPOINTMENT OF AUDITOR**

## **23.1 Appointment of Auditor**

- 23.1.1 Except as provided in 23.1.2, an auditor may only be appointed by resolution of the members at a General Meeting.
- 23.1.2 The Committee may appoint an auditor if:
- (i) under Part 5 of the Act, the Association is required to ensure that the financial statements for a year are reviewed and
  - (ii) no appointment is of effect under 23.1.1 for the Association.
- 23.1.3 The auditor appointed at a General Meeting holds office until the auditor:
- (i) dies;
  - (ii) becomes insolvent under administration as that term is defined in the Corporations Act;
  - (iii) ceases to be qualified for appointment as provided by Rule 24.1.2;
  - (iv) is removed from office under Rule 25; or
  - (v) resigns from office as provided for under Rule 23.1.5.
- 23.1.4 An auditor appointed under Rule 23.1.2 only holds office until the auditor's report has been presented for consideration at the annual general meeting of the Association.
- 23.1.5 An auditor may, by giving notice in writing, resign as auditor of the Association.
- 23.1.6 The Association must, within 14 days after being given notice of resignation by the auditor, lodge with the Commissioner, notice of the resignation on the approved form.

## **24 QUALIFICATIONS OF AUDITOR**

- 24.1.1 An auditor must not be appointed if the person is not qualified for appointment.
- 24.1.2 A person is qualified for appointment as the auditor if the person is:
- (i) a member of a professional accounting body who has a designation in respect of that membership that is prescribed by the regulations for the purposes of this rule; or
  - (ii) a registered company under the Corporations Act; or
  - (iii) a person the Commissioner considers has appropriate qualifications or experience and approves for the purpose of this rule.

## **25 REMOVAL OF AUDITOR**

- 25.1.1 An auditor may only be removed from office by resolution at a general meeting of the Association.
- 25.1.2 Written notice of an intention to move a resolution referred to in 25.1.1 must be given to every member of the Association at least 2 months before the general meeting is to be held.
- 25.1.3 The written notice must state in full the proposed resolution.

- 25.1.4 As soon as possible after being given the notice of the resolution, the Committee must:
- (i) give a copy of the notice to the auditor; and
  - (ii) lodge a copy of the notice with the Commissioner.

## **26 AUDITOR TO MAKE REPRESENTATION**

26.1.1 The auditor who receives a notice from the Association under Rule 25.1.4 (i) may within 30 days after receiving the notice, make a written representation, not exceeding a reasonable length, to the Committee.

26.1.2 Subject to Rule 26.2.1, if the auditor made a representation under Rule 26.1.1, a resolution proposing the auditor's removal is of no effect unless:

- (i) the Committee gives a copy of the representation to all members at least 7 days before the meeting at which the resolution is to be considered; and
- (ii) the auditor is allowed to attend the meeting and address the members present before the vote on the resolution.

26.1.3 A document required to be given to a member under Rules 25.1.2 and 26.1.2, may be given:

- (i) personally; or
- (ii) by post; or
- (iii) by any other means authorised under these Rules.

26.1.4 All costs associated with giving a document to the members are to be borne by the Association.

### **26.2 Exemption**

26.2.1 The Association may lodge with the Commissioner an application for an order exempting the Association from the requirements of 26.1.2.

26.2.2 The application must:

- (i) be in writing; and
- (ii) state the reasons for exemption; and
- (iv) be accompanied by the prescribed fee, if any.

26.2.3 The Commissioner may make the order subject to any conditions the Commissioner considers appropriate.

## **27 ANNUAL GENERAL MEETING**

### **27.1 Annual General Meeting**

27.1.1 Subject to Rule 27.1.2, the Association must convene an AGM each calendar year;

- (i) within 6 months after the end of the Association's Financial Year; or
- (ii) within a longer period as the Commissioner may allow.

27.1.2 If the Association requires the approval from the Commissioner to hold its AGM within a longer period under Rule 27.1.1(ii), the Secretary must apply to the Commissioner no later than four months after the end of the Association's Financial Year.

## **27.2 Notice of AGM**

27.2.1 The notice convening an AGM must specify that it is the AGM of the Association and otherwise must comply with Rules 2.2 and 17.3, as applicable.

## **27.3 Business to be Conducted at AGM**

27.3.1 Subject to Rule 27.1 the AGM of the Association is to be convened on a date, time and place as the Committee decides.

27.3.2 At each AGM of the Association, the Association:

- (i) must confirm the minutes of the past preceding AGM and of any Special General Meeting held since that meeting if the minutes of that Special General Meeting have not yet been confirmed;
- (ii) must receive the Financial Report of the Association for the preceding Financial Year;
- (iii) if applicable, must appoint or remove an auditor in accordance with the Act;
- (iv) must present a copy of the report of the Auditor to the Association; and
- (v) must elect or appoint the office holders and members of the Committee, except for the President and Vice President and any appointed Committee Members who may be appointed by the elected Committee Members.

## **28 PATRONS**

28.1.1 Patrons and Vice Patrons in accordance with the number determined by the Committee shall be elected at the Annual General Meeting.

28.1.2 Their term of office shall be for one year.

28.1.3 They shall be entitled to attend at general meetings but do not have any voting rights.

## **29 RULES OF THE ASSOCIATION**

### **29.1 Rules of the Association**

29.1.1 These Rules bind every member of the Association and each member agrees to comply with these Rules.

29.1.2 The Association must provide, free of charge, a copy of the Rules in force, should a person who becomes a member under rule 5.5 request.



29.1.3 The Association must keep a current copy of the Rules.

## **29.2 Amendment of Rules, Name and Objects.**

29.2.1 The Association may alter, rescind or add to these Rules by Special Resolution in accordance with Rule 19.1 and not otherwise.

29.2.2 When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within:

- (i) one month after the Special Resolution is passed; or
- (ii) a longer period as the Commission may allow.

29.2.3 Subject to Rule 29.2.4, an amendment to the Rules does not take effect until the required documents are lodged with the Commission under Rule 29.2.2

29.2.4 Prior to submission to the Commissioner, details of any changes proposed must also be provided to the Department of Racing, Gaming and Liquor for their approval.

## **30 BY-LAWS OF THE ASSOCIATION**

30.1.1 The Members of the Association may make, amend or repeal by-laws for the management of the Association by Ordinary Resolution at a General Meeting provided that the by-laws are not inconsistent with the Rules or the Act.

30.1.2 The by-laws made under 30.1.1:

- (a) do not form part of the Rules;
- (b) may make provision for:
  - (i) classes of membership and the rights and obligations that apply to each class of membership;
  - (ii) requirements for financial reporting, financial accountability or audit of accounts in addition to those prescribed by the Act and the Rules;
  - (iii) restrictions on the powers of the Committee, including the power to dispose of assets;
  - (iv) a requirement for members to hold a specified educational trade or professional qualification; and
  - (v) any other matter that the Association considers necessary or appropriate; and
  - (vi) must be available for inspection by members.

## **31 LIQUOR CONTROL REQUIREMENTS**

31.1.1 Liquor act:

- (a) The Association shall ensure a Duty Manager is on the licensed premises for the purposes of observing liquor licensing requirements and regulations, as required under the Liquor Act.
- (b) The Association shall be open for sale of liquor during such hours as The Committee shall from time to time determine and as permitted under the Liquor Act.

- (c) No liquor shall be sold or supplied to any juvenile.
- (d) The Association may allow visitors onto the premises, as per the requirements of the Liquor Act.
  - (i) Visitors shall not be entitled to be present at any meeting of the members of The Association, nor have any right, title or interest in or to any of the property of The Association.
  - (ii) Visitors will be subject to withdrawal by any Association official, including bar persons, acting in the best interests of the Association.

## **32 COMMON SEAL.**

### **32.1 Use of Common Seal**

32.1.1 If the Association has a common seal, on which its name appears in legible characters:

- (i) the Secretary must provide for its safe custody; and
- (ii) it must only be used under the resolution of the Committee.

32.1.2 The Association executes a document with its common seal, if the fixing of the seal is witnessed by:

- (i) any two Committee Members; or
- (ii) any Committee Member and a person authorised by the Committee.

32.1.3 Every use of the common seal must be recorded in the Committee's minute book.

### **32.2 Executing Documents**

32.2.1 The Association may execute a document without using a common seal if the document is signed by:

- (i) any two Committee Members; or
- (ii) one Committee Member and a person authorised by the Committee.

## **33 THE ASSOCIATION'S BOOKS AND RECORDS**

### **33.1 Custody of the Books of the Association**

33.1.1 Except as otherwise decided by the Committee from time to time, the Secretary must keep in his/her custody, or under his/her control, all the books of the Association with the exception of the Financial Records which, except as otherwise directed by the Committee from time to time, are to be kept under the custody or control of the Treasurer.

33.1.2 The Books of the Association must be retained for at least 7 years.

### **33.2 Inspecting the Books of the Association**

33.2.1 Subject to these Rules, and in particular Rule 20.1.6, a member is able to inspect the Books of the Association free of charge at such time and place as is mutually convenient to the Association and the member.

33.2.2 A member must contact the Secretary to request to inspect the Books of the Association.

33.2.3 The member may copy details from the Books of the Association but has no right to remove the Books of the Association for that purpose.

### **33.3 Prohibition on Use of Information in the Books of the Association**

33.3.1 A member must not use or disclose information in the Books of the Association except for a purpose:

- (i) that is directly connected with the affairs of the Association; or
- (ii) related to the provision of the information to the Commissioner in accordance with the Act.

33.3.2 Outgoing Committee Members are responsible for transferring all relevant assets and Books of the Association to the new Committee within 14 days of ceasing to be a Committee Member.

## **34 RESOLVING DISPUTES**

### **34.1 Disputes Arising under the Rules**

34.1.1 This rule applies to:

- (i) disputes between members; and
- (ii) disputes between the Association and one or more members that arises under the Rules or relate to the Rules of the Association.

34.1.2 In this Rule “member” includes any former member whose membership ceased not more than six months before the dispute occurred.

34.1.3 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.

34.1.4 If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties to, and details of, the dispute.

34.1.5 The President must convene a Committee Meeting within 28 days after the Secretary has received notice of the dispute under Rule 34.1.4 for the Committee to determine the dispute.

34.1.6 At the Committee Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing, or both.

34.1.7 The Secretary must inform the parties to the dispute of the Committee's decision and the reasons for the decision within 7 days after the Committee Meeting referred to in Rule 34.1.5.

34.1.8 If any party to the dispute is dissatisfied with the decision of the Committee, they may elect to initiate further dispute resolution procedures as set out in the Rules.

## **34.2 Mediation**

34.2.1 This rule applies:

- (i) where a person is dissatisfied with a decision made by the Committee under Rule 34.1; or
- (ii) where a dispute arises between a member or more than one member and the Association and any party to the dispute elects not to have the matter determined by the Committee.

34.2.2 Where the dispute relates to a proposal for the suspension or expulsion of a member, this rule does not apply until the procedure under rule 7.3 in respect of the proposed suspension or expulsion has been completed.

34.2.3 If the parties to a dispute are unable to resolve the dispute between themselves, within the time required by Rule 34.1.3, or a party to the dispute is dissatisfied with a decision made by the Committee under Rule 34.1.7, a party to the dispute may:

- (i) provide written notice to the Secretary of the parties to, and the details of the dispute;
- (ii) agree to, or request the appointment of a mediator.

34.2.4 The party, or parties, requesting the mediation must pay the costs of the mediation.

34.2.5 The mediator must be:

- (i) a person chosen by agreement between the parties; or
- (ii) in the absence of agreement;
  - (a) if the dispute is between a member and another member – a person appointed by the Committee; or
  - (b) if the dispute is between a member, or more than one member, and the Association, the Committee or a Committee Member, then an independent person who is experienced in mediation/dispute resolution in the sport and recreation sector, or employed with, a Not for Profit Organisation.

34.2.6 A Member can be a mediator, but the mediator cannot be a member who is a party to the dispute.

34.2.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

34.2.8 The parties are to exchange written statement of the issues that are in dispute between them, and supply copies to the mediator at least 5 days before the mediation session.

34.2.9 The mediator, in conducting the mediation, must:

- (i) give the parties to the mediation process every opportunity to be heard;

- (ii) allow all parties to consider any written statement submitted by any party, and
- (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

34.2.10 The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

### **34.3 Inability to Resolve Disputes**

34.3.1 If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

## **35 CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY.**

35.1.1 The Association may cease its activities and have its incorporation cancelled in accordance with Part 10 of the Act:

- (a) after the committee has determined the association is able to pay or meet its debts and liabilities; and
- (b) the Members resolve by Special Resolution that the Association will:
  - (i) apply to the Commissioner for cancellation of its incorporation; or
  - (ii) appoint a liquidator to wind up its affairs

35.1.2 The Association must be wound up in accordance with Part 9 of the Act if:

- (a) the committee has determined the association is unable to pay or meet its debts and liabilities; or
- (b) is party to any current legal proceedings; or
- (c) has any other outstanding legal obligations

35.1.3 Upon cancellation of the Association, the Surplus Property must only be distributed to one or more of the following:

- (a) an incorporated association under the Act;
- (b) a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;
- (c) a company limited by guarantee that is registered as mentioned in section 150 of the Corporations Act 2001 (Cwth);
- (d) a company holding a licence that continues in force under section 151 of the Corporations Act 2001 (Cwth);
- (e) a body corporate that:
  - (i) is a member or former member of the Association; and
  - (ii) at the time of the Surplus Property is distributed, has rules that prevent the property being distributed to its members;
- (f) a trustee for a body corporate referred to in Section 30(c)(v); or
- (g) a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.

## 36 TRANSITIONAL ARRANGEMENTS

### 36.1 Transitional Arrangements

36.1.1 Once these rules are adopted for the first time and approved by the relevant government department, the following transitional arrangements will be undertaken to allow a new Committee to be established:

36.1.2 The Committee at the time of adoption of these rules will become an interim Committee until a special general meeting is held to elect a new Committee.

36.1.3 The interim Committee must begin the procedures to hold a special general meeting and elect a new Committee within 14 days of these rules being approved by the relevant government department.

36.1.4 At the special general meeting referred to in subrule 36.1.3 but subject to subrule 36.1.5 below, a new Committee will be established using the process outlined in these rules.

36.1.5 At the special general meeting referred to in subrule 36.1.3,

36.1.5.1 the position of Secretary and one (1) general Committee Member will be elected for a two (2) year term

36.1.5.2 the position of Treasurer and one (1) general Committee Member will be elected for a one (1) year term

For the avoidance of doubt, subsequent elections of Committee members will be for two (2) year terms.

36.1.6 The President and the Vice President shall be appointed at the first meeting of the Committee after the special general meeting, the President for a one (1) year term and the Vice President for a two (2) year term.