



# **SOUTHSIDE PENRHOS WESLEY SWIMMING CLUB INC. CONSTITUTION**

Southside Penrhos Wesley Swimming Club Inc.

Email: [SSPW\\_Secretary@outlook.com](mailto:SSPW_Secretary@outlook.com)

Website: <http://sspw.swimming.org.au/>

Postal address: P.O. Box 643, Como WA 6952

## VERSION CONTROL

<b>Date Approval</b>	<b>Status</b>	<b>Changed By</b>	<b>Version</b>
1 May 2015	Previous Version	Caitlyn Rothnie	1.0
13 March 2019	Current Version. Revised as per The Associations Act 2015 Schedule 1 amendments & model rules.	Dale Collins & Helen Harding	2.0

## TABLE OF CONTENTS

<b>SECTION 1 - PRELIMINARY</b>		
		<b>Page</b>
1	Name of Club	5
2	Rules of Club	5
3	Terms Used	5
4	Objectives	6
5	Not-For-Profit Body	6
6	Powers	6
<b>SECTION 2 - MEMBERSHIP</b>		
7	Qualifications for Membership	8
8	Applying for Membership	9
9	Dealing with Membership Applications	9
10	Becoming a Member	9
11	When Membership Ceases	10
12	Voting Rights of Members	10
13	Rights Not Transferable	10
<b>SECTION 3 - MEMBERSHIP FEES</b>		
14	Membership Fees	11
<b>SECTION 4 - REGISTER OF MEMEBRS</b>		
15	Register of Members of the Club	12
<b>SECTION 5 - DISCIPLINARY ACTION, DISPUTES &amp; MEDIATION</b>		
16	Suspension or Expulsion of Members	13
17	Member Protection Information Officer	14
18	Grievance Procedure	14
19	Mediation	15
20	Inability To Resolve Disputes	16
<b>SECTION 6 - MANAGEMENT COMMITTEE</b>		
21	Name and Powers of the Management Committee	17
22	Composition and Eligibility of Committee	17

23	Duties of Office Bearers	18
24	Appointment of Committee Members	19
25	Election of Office Bearers and Ordinary Committee Members	20
26	Term of Office	21
27	Cessation of Committee Office and Casual Vacancy	21
<b>SECTION 7 - PROCEEDINGS OF MEETINGS</b>		
28	Committee Meetings	22
29	General Meetings	23
30	Special General Meetings	23
31	Notice of General Meetings	24
32	Presiding Member & Quorum for General Meeting	24
33	Adjournment of General Meeting	25
34	Voting at a General Meeting	25
35	Voting when a Special Resolution is required	25
36	When a Resolution is Carried	26
37	Minutes of Meetings	26
<b>SECTION 8 - FINANCIAL MATTERS</b>		
38	Remuneration	28
39	Financial Year of the Association	28
40	Source of Funds	28
41	Control of funds	28
42	Financial Records	28
43	Financial Statements and Financial Reports	29
<b>SECTION 9 - GENERAL MATTERS</b>		
44	Custody of Books	30
45	Inspection of Records	30
46	Prohibition on Use of Information in the Books of the Association	30
47	Rules of the Association	30
48	Amendment of Rules, Name and Objects	31
49	Common Seal	31
50	Distribution of Surplus Property on Winding Up	31

## SECTION 1 - PRELIMINARY

### 1. Name of Club

The name of the club shall be Southside Penrhos Wesley Swimming Club Inc., hereafter referred to as the “club”.

### 2. Rules of the Club

These rules should be read in conjunction with the policies and membership information of Southside Penrhos Wesley Swimming Club Inc. as provided on the club’s website which may be updated from time to time.

### 3. Terms Used

In these rules, unless the contrary intention appears:

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

**Annual general meeting** (AGM) means the meeting convened under rule 29.

**Association** means the Southside Penrhos Wesley Swimming Club Inc. to which these rules apply.

**Associate Member** means a member described in rule 7.3(b) who is not an ordinary member, that is any member not entitled to vote.

**Books of the Association** includes the following: a register; financial records; financial statements or reports; minutes for meetings and associated documents however compiled, recorded or stored; or any other formal record of information.

**Club** means the club referred to in rule 1.

**Commissioner** means the Commissioner for Consumer Protection exercising powers under the Act.

**Committee meeting** means a meeting referred to in rule 28.

**Committee member** means a person referred to in rule 22.

**Convene** means to call together for a formal meeting.

**Department** means the government department with responsibility for administering the Associations Incorporation Act 2015.

**Executive** means the office bearers of the Association named in rule 22.1(b).

**Financial year** of the Association has the meaning given in Rule 39.

**Management Committee** is the governing body of the Association hereafter known as the committee.

**Ordinary Member** means a member described in rule 7.3(a) who is a member over the age of 18 years and has the right to vote.

**Ordinary resolution** means a resolution to decide a question or matter that is not a special resolution.

**Poll** means voting conducted in written form (as opposed to a showing of hands).

**President** means the committee member holding office as the President of the Association with duties described in sub-rule 23.1.

**Registrar** is the person who registers and records details of all financial club members.

**Register of Members** means the Register of Members referred to in section 53 of the Act.

**Rules** means these rules of the club, also know commonly as the Constitution as in force for the time being, and rule or sub-rule has the corresponding meaning.

**Secretary** means the committee member holding the office as the secretary of the association with duties described in sub-rule 23.2.

**Special general meeting** means a general meeting of the association other than the annual general meeting.

**Special resolution** means a resolution passed by the members at a general meeting in accordance with section 51 of the Act.

**Sub-Committee** means a sub committee appointed by the Committee under rule 25.

**Tier 1 Association** means an incorporated association to which section 64(1) of the act applies.

**Treasurer** means the committee member holding office as the Treasurer of the Association with duties described in sub-rule 23.3.

**Vice-President** means the committee member holding office as the Vice President of the Association with duties described in sub-rule 23.1.

#### **4. Objectives**

The objectives of the club are:

- (1) To encourage and promote amateur swimming.
- (2) To hold and participate in regular club competitions.
- (3) To arrange and participate in "inter-club" competitions.
- (4) To encourage swimmers to participate at the highest levels.
- (5) To sustain the financial stability of the club.

#### **5. Not-For-Profit Body**

The property and income of the club shall be applied solely towards the promotion of the objectives of the club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objectives.

#### **6. Powers**

The powers conferred on the club are the same as those conferred by Section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the club may do all things necessary or convenient for carrying out its objectives and in particular may do the following:

- (1) Join or affiliate with any other clubs, associations or federations having similar interests or objectives.
- (2) Be affiliated with Swimming WA.
- (3) Acquire, hold, deal with and dispose of any real or personal property.
- (4) Open and operate bank accounts.
- (5) Invest its money in any security-
  - (a) in which trust monies may lawfully be invested; or
  - (b) in any other manner authorised by the rules of the club.
- (6) Enter into any other contract it considers necessary or desirable.

- (7) 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 would contravene this Act or the rules of the club.
- (8) Do all such things which are, in the reasonable opinion of the committee of the club in a general meeting, necessary, incidental or conducive to the attainment of the objectives.

**7. Qualifications for Membership**

- (1) Membership of the club is open to any person, company or association who supports and furthers the objectives of the club.
- (2) A person who wishes to become a member shall be bound by these rules and other policies of the club as updated from time to time and rules of affiliated bodies of the club (Swimming WA);
- (3) The club will provide for the following types of membership:
  - (a) Ordinary Membership for any person who:
    - (i) is over the age of 18 years;
    - (ii) supports the objectives of the club;
    - (iii) is involved in a squad training group associated with the club and
    - (iv) is in one of the following ordinary membership categories:
      - Competitive Members - Any person actively swimming and registered with Swimming WA.
      - Non Competitive Members – Any parents/guardians/carers of junior competitive members (under 18 years of age) of the club.
      - Committee Members
      - Life Members - Any member who has given outstanding service to the club may be elected by the committee as a life member. Any member may nominate another member to the committee for life membership. Conferring of life membership should be by a formal motion and passed by 90% of the committee present.
      - Coaches involved with training groups associated with the club.
      - Social Member – Any person who wishes to further the objectives of the club. Any person wishing to become a social member must apply to the committee. Membership shall be granted by a formal motion and passed by majority of the committee present.
  - (b) Associate Membership for any person or body who:
    - (i) supports the objectives of the association;
    - (ii) is in the following Associate Membership categories -
      - Competitive Membership - Any person who is under the age of 18 years and is involved in an associated squad, is actively swimming and registered with Swimming WA and has a parent / guardian registered as a member.
      - Recreational Membership – Any person actively swimming at club events only. They are registered with Swimming WA and are only permitted to swim at Club Level and not Swimming W.A sanctioned meets.



- Patron -The club committee may elect a Patron/s and Vice Patron/s of the Club for such period as deemed appropriate by the committee.
- Corporate Membership - Any company or association wishing to further the interests of the club may become a member of the club. Membership shall be granted by a formal motion and passed by 90% of the committee present. Company or association membership shall not have voting rights of a member.

## **8. Applying for membership**

- (1) A person who wants to become a member must apply to the club using the online application process maintained on the club's website.
- (2) The applicant must specify in the application the category of membership to which the application relates.
- (3) The applicant, if under 18 years, must have a parent or guardian registered with the club.
- (4) The applicant must provide to the Registrar an official copy of a document which verifies date of birth on first joining the Swimming Association body.

## **9. Dealing With Membership Applications**

- (1) The Registrar or authorised person on behalf of the committee must consider each application for membership of the club.
- (2) The Registrar or authorised person on behalf of the committee must not approve an application unless the Applicant:
  - (a) is eligible under rule 7;
  - (b) has applied and is eligible under rule 8 and
  - (c) has paid the membership fees payable under rule 14.
- (3) The committee may reject a membership application even if the applicant -
  - (a) is eligible under rule 7 and
  - (b) has applied under rule 8.
- (4) The Registrar or another authorised person on behalf of the committee must notify the applicant of the outcome of the membership application as soon as practicable after making the decision.
- (5) If the committee rejects the application, they are not required to give the applicant reasons for doing so.

## **10. Becoming A Member**

An applicant for membership of the club becomes a member when:

- (1) the Registrar or other authorised person on behalf of the committee accepts the application; and
- (2) the applicant has paid the membership fees under rule 14.

## **11. When Membership Ceases**

Membership of the club may be terminated upon:

- (1) receipt by the Secretary or another committee member of a written notice from a member of his or her resignation from the club. The resignation takes effect when the club receives the notice, or if the later time is stated in the notice, at that later time. Such person remains liable to pay to the club the amount of any fees due and payable by that person to the club but unpaid at the date of termination; or
- (2) non-payment by a member of his or her fees by the date fixed by the committee, unless the committee decides otherwise in accordance with sub-rule 14.3; or
- (3) expulsion of a member in accordance with rule 16;
- (4) for a member who is an individual, the individual dies;
- (5) for a member who is a body corporate, the body corporate is wound up.

## **12. Voting Rights of Members**

- (1) Subject to these rules, each member present in person at a general meeting is entitled to one deliberative vote.
- (2) Only ordinary members are eligible to vote at a general meeting or any special general meeting.

## **13. Rights not transferable**

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

## SECTION 3 - MEMBERSHIP FEES

### 14. Membership fees

- (1) An annual registration fee for all membership categories shall be set by the committee prior to the commencement of each season.
- (2) Each member must pay to the Treasurer, upon registering with the club, an annual fee that is usually paid by the club registration date or such other date as directed by Swimming WA and/or the committee. The committee from time to time determines, the amount of the registration fee under sub-rule 14.1.
- (3) Subject to sub-rule 14.4, a member whose fees are not paid by the relevant date fixed by sub-rule 14.2 ceases on the expiry of that period to be a member, unless the committee decides otherwise.
- (4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her fees is paid on or before the relevant date fixed by or under sub-rule 14.2 or such other time as the committee allows.

## SECTION 4 - REGISTER OF MEMBERS

### **15. Register of Members of the Club**

The Registrar, authorised by the committee must comply with Section 53 of the Act by keeping and maintaining a current register of the members of the club and their postal, residential or email address. Upon the request by a member of the club, shall make the register of names available for inspection by the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose. A member's personal address, date of birth and other details are not available for inspection.

- (1) The register must be so kept and maintained at the Registrar's place of residence, or at such other place as the members at a general meeting decide.
- (2) The Registrar must cause the name of a person who dies or who ceases to be a member under rule 11 to be deleted from the register of members.

## SECTION 5 - DISCIPLINARY ACTION, DISPUTES & MEDIATION

### 16. Suspension or Expulsion of Members

- (1) The committee may, by resolution, suspend or expel a member from membership if:
  - (a) the member refuses or neglects to comply with these rules; or
  - (b) the member's conduct or behaviour is inconsistent with the objectives of the club.
- (2) A committee meeting must be held as per rule 28 to decide whether to suspend or expel a member.
- (3) The Secretary must give written notice to the member within 28 days of the committee meeting:
  - (a) of the proposed suspension or expulsion and the grounds on which it is based;
  - (b) of the date, place and time of the committee meeting;
  - (c) inviting the member, and/or member's representative to attend the committee meeting.
- (4) At the committee meeting the committee must:
  - (a) give the member and/or member's representative a full and fair opportunity to state the member's case orally;
  - (b) give due consideration to any written statement submitted by the member; and
  - (c) determine whether or not the member should be:
    - (i) expelled from the club; or
    - (ii) suspended from membership, and if so, the period that the member should be suspended from membership.
- (5) Once the committee has decided to suspend or expel a member under this rule the suspension or expulsion takes immediate effect.
- (6) The Secretary must inform the member in writing of the decision and the reasons for the decision within 7 days of the committee meeting.
- (7) If a member is suspended or expelled, the member may appeal the decision and request mediation as per rule 19 by giving written notice to the Secretary within 14 days of receiving notice of the decision.
- (8) If the decision to suspend or expel a member is revoked under these rules, any act performed by the committee or members in a general meeting during the period that the member was suspended or expelled from membership, is deemed to be valid, notwithstanding the member's inability to exercise their rights or privileges of membership, including voting rights, during that period.
- (9) If a member's membership is suspended under sub-rule 16.4.(c)(ii), the Registrar must record in the Register:
  - (a) the name of the member who has been suspended from membership;
  - (b) the date on which the suspension takes effect; and
  - (c) the length of the suspension.
- (10) A member who has been suspended cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended.

- (11) Upon the expiry of the period of suspension, the Registrar must record in the Register that the member is no longer suspended.

## **17. Member Protection Information Officer**

- (1) The Club must ensure that at least one of its members, at any one time, is a Member Protection Information Officer who is:
  - (a) an ordinary member;
  - (b) has been selected by the committee;
  - (c) agrees to be a Member Protection Information Officer; and
  - (d) has completed any training course which the club may require the Member Protection Information Officers to have completed, from time to time.
- (2) The Member Protection Information Officer shall be available to the members to discuss and voice their complaints and concerns in relation to the club and the activities of the club and may be requested to provide mediation as per rule 19.
- (3) Provided that the Member Protection Information Officer does not have any legal obligation to report any matter disclosed to them in their capacity as Member Protection Information Officer, they shall keep all matters disclosed to them confidential.

## **18. Grievance Procedure**

- (1) The grievance procedure set out in this rule applies to disputes under these rules between:
  - (a) a member and another member; or
  - (b) a member and the Club; or
  - (c) the Club and non-members who may receive services from the Club.

In this rule "member" includes any former member whose membership ceased no more than three months after the dispute occurred.
- (2) The club is not responsible for administering any grievances that directly relate to the provision of coaching services and squad selection which are the responsibility of training bodies associated with the club.
- (3) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (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.
- (5) The Secretary must convene a committee meeting within 28 days after the Secretary receives notice of the dispute under sub-rule 18.4 for the committee to determine the dispute which may include the appointment of a mediator.
- (6) At the committee meeting all parties to the dispute must be given a full and fair opportunity to state their respective cases orally and/or in writing.
- (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 sub-rule 18.5.
- (8) If any party to the dispute is dissatisfied with the decision they may within 14 days after receiving notice of the decision give written notice to the Secretary requesting the appointment of a mediator under sub-rule 19.2.

- (9) If the dispute being considered relate to a matter concerning the welfare of a child, the committee must have regard to the process in the Swimming Australia Policy on Child Welfare (as updated and renamed from time to time).
- (10) If the dispute relates to a committee member, it shall be considered that with respect to such dispute, the committee member has a material personal interest and therefore they must not:
  - (a) be present (in his or her capacity as a committee member) while the matter is being considered at any committee meeting; or
  - (b) vote on the matter.

## **19. Mediation**

- (1) This rule applies where a person is dissatisfied with a decision made by the committee under rule 16 and 18.
- (2) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by sub-rule 18.3 or a party to the dispute is dissatisfied with a decision under sub-rule 18.7 a party to a dispute may:
  - (a) Provide written notice to the Secretary of the parties to, and the details of, the dispute;
  - (b) Agreement to, or request the appointment of, a mediator.
- (3) The mediator must be a person chosen by agreement between the parties; or in the absence of agreement:
  - (a) a person appointed by the committee if the dispute between members;
  - (b) A member can be a mediator, but the mediator cannot be a member who is a party to the dispute.
- (4) If the dispute is between the club and a member or more than one member, an independent person must be appointed. The person who is appointed must act as a mediator for another not-for-profit body, such as a community legal centre.
- (5) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (6) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (7) The mediator, in conducting the mediation, must:
  - (a) remain neutral;
  - (b) give the parties to the mediation process every opportunity to be heard;
  - (c) allow all parties to consider any written statement submitted by any party; and
  - (d) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (8) The mediator must not determine the dispute but help facilitate the parties to reach a settlement of the dispute.
- (9) 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.
- (9) If costs are associated with the mediation, the party, or parties requesting the mediation must agree to pay the costs of the mediation.

## **20. Inability to Resolve Disputes**

If a dispute cannot be resolved under the procedures set out in rule 18 or rule 19, 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.



## SECTION 6 - MANAGEMENT COMMITTEE

### 21. Name and Powers of the Management Committee

#### (1) Powers of the Management Committee

- (a) The governing body of the Association is to be called the Management Committee ( the committee) and it has the power to manage the affairs of the Association.
- (b) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the management committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (c) The management committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and policies and procedures ( if any) as updated from time to time of the Association.

### 22. Composition and Eligibility of Committee

#### (1) The Management Committee consists of

- (a) The Executive and not less than two (2) additional ordinary committee members or other such number as the annual general or general meeting decides.
- (b) The following are the office bearers of the Association and are named the Executive.
  - (i) President
  - (ii) Vice-President (at least one but no more than two (2))
  - (iii) Secretary
  - (iv) Treasurer

#### (2) A person may be a committee member if the person is:

- (a) an individual who has reached eighteen (18) years of age; and
- (b) an ordinary member.

#### (3) A person must not hold two (2) or more of the Executive offices mentioned in sub-rule 22.1(b) at the same time.

#### (4) 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-

- (a) an indictable offence in relation to the promotion, formation or management of a body corporate;
- (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
- (c) an offence under Part 4 Division 3 or section 127 of the Act; unless the person has obtained the consent of the Commissioner.

#### (5) 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 consent of the Commissioner.

## **23. Duties of Office Bearers**

### **(1) President and Vice President**

- (a) It is the duty of the President to consult with the Secretary regarding the business to be conducted at each committee meeting and general meeting.
- (b) The President has the powers and duties relating to convening and presiding at general and committee meetings provided for in these rules.
- (c) In the event of the President's absence from a general meeting or committee meeting, the Vice-President must chair said meetings. If both the President and the Vice-President are absent, a member elected by the other members present at the meeting must chair the said meetings.
- (d) The President, in the case where votes are equal both sides of a matter, will give a casting vote and this vote will be in addition to his/her ordinary vote. In the event of the absence of the President, the Vice President shall give the casting vote to be in addition to his/her ordinary vote.

### **(2) Secretary**

The Secretary must:

- (a) co-ordinate the correspondence of the club.
- (b) consult with the President regarding the business to be conducted at each committee meeting and general meeting.
- (c) prepare the notices and agendas required for meetings and coordinate any papers relevant to the business on the agenda.
- (d) unless another member is authorised by the management committee to do so, maintain on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act.
- (f) unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act.
- (g) ensure the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of committee meetings and general meetings;
- (i) carrying out any other duty given to the Secretary under these rules or by the committee.

### (3) Treasurer

The Treasurer must:

- (a) ensure that the Association complies with the relevant requirements of Part 5 of the Act regarding financial records, reporting and accountability.
- (b) ensure the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association.
- (c) ensure that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name.
- (d) pay all moneys referred to in paragraph (c) into such account or accounts of the Association as the committee may from time to time direct.
- (e) make payments from the funds of the Association with the authority of a general meeting or of the committee and in so doing ensure that all payments are authorised by himself or herself and at least one other authorised committee member, or by any two others as are authorised by the committee.
- (f) provide financial reports at each annual general meeting of the Association.
- (g) provide the committee a report, balance sheet, profit and loss or financial statement in accordance with direction provided by the committee.
- (h) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association.
- (i) carry out any other duty a given to the Treasurer under these rules, the Act or by the committee.

## **24. Appointment of Committee Members**

Committee members are appointed to the committee by election at an annual general meeting or appointed to fill a casual vacancy under rule 27.

### (1) Nomination of Committee Members

At least 21 days before an annual general meeting, the Secretary must send written notice to all the members:

- (a) calling for nominations for election to the committee; and
- (b) stating the date by which nominations must be received by the Secretary.

A member who wishes to be a committee member can be nominated by another member or self-nominate.

Nominations for election to the committee will open from the date of notice of the meeting as per rule 31.

Nomination for election to the committee may remain open up to the commencement of the annual general meeting.

The nomination can be in writing to the Secretary or verbally accepted from the floor as per rule 25 during the annual general meeting.

## **25. Elections of Office Bearers and Ordinary Committee Members**

At the annual general meeting, all positions are declared vacant and a separate election must be held for each committee position of the Association.

### **Election of Office Bearers**

- (1) At the annual general meeting, a separate election must be held for each position of office holder of the Association.
- (2) If there is no nomination for a position, the President of the meeting may call for nominations from the ordinary members at the meeting.
- (3) If only one member has nominated for a position, the President of the meeting must declare the member elected to the position.
- (4) If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
- (5) Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- (6) A member who has nominated for the position may vote for himself or herself.
- (7) On the member's election, the new President of the Association may take over presiding the meeting.

### **Election of Ordinary Committee Members**

- (1) At the annual general meeting, the Association must decide by resolution the number of ordinary committee members to hold office for the next year as per sub-rule 22.1.
- (2) If the number of persons nominated in accordance with sub-rule 24.1 for election does not exceed the number of vacancies to be filled the President must declare those persons to be duly elected to the position.
- (3) If vacancies remain for any position after the declaration, additional nominations may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the President must declare those persons to be duly elected to those positions. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- (4) Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- (5) A member who has nominated for the position may vote for himself or herself.
- (6) If a vacancy still remains on the Committee or when a casual vacancy within the meaning of rule 27 occurs in the membership of the Committee-
  - (a) the Committee may appoint a member to fill that vacancy; and
  - (b) a member appointed under this sub-rule will
    - (i) hold office until the next annual general meeting; and
    - (ii) be eligible for nomination at the next annual general meeting.

(7) The Committee may delegate, in writing, to one or more sub-committees consisting of members of the association. They will exercise functions determined by committee other than:

- (a) the power of delegation; and
- (b) a function which is a duty imposed on the committee by the Act or any other law.

Any delegation under this rule may be subject to conditions and limitations as specified in the written delegation.

The Committee may, in writing, revoke wholly or in part any delegation under this rule.

## **26. Term of Office**

- (1) The term of office for a committee member begins when the member is elected at an annual general meeting or when appointed to fill a casual vacancy under rule 27.
- (2) Subject to rule 26.1, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- (3) A committee member may be re-elected and hold office for a maximum of three (3) consecutive years. After three years, if there is no nomination a committee member may be elected for an additional year or years. A person who is eligible for election or re-election under this rule may propose or second himself or herself for election or re-election; and vote for himself or herself.

## **27. Cessation of Committee Office and Casual Vacancies**

A person ceases to be a committee member and a casual vacancy occurs for the committee position if the committee member-

- (1) dies;
- (2) resigns by notice in writing delivered to the President or, if the committee member is the President, to the Vice-President and that resignation is accepted by resolution of the committee;
- (3) is convicted of an offence under the Act;
- (4) is permanently incapacitated by mental or physical ill-health;
- (5) is absent from more than-
  - (a) three (3) consecutive committee meetings without formal apology to the Secretary; or
  - (b) three (3) committee meetings in the same financial year without tendering a formal apology to the Secretary of which meetings the member received notice.
- (6) ceases to be a member of the club; or
- (7) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a committee member.

## SECTION 7 - PROCEEDINGS OF MEETINGS

### 28. Committee Meetings

- (1) The committee must meet together for the dispatch of business not less than nine (9) times in each year on the dates and times and places determined by the committee.
- (2) The President, or at least half the members of the committee, may at any time convene a meeting of the committee.
- (3) Each committee member has a deliberative vote on any question arising at the meeting.
- (4) A vote may take place by showing of hands, unless the committee decides that a secret ballot is needed to determine a particular question.
- (5) A motion is carried if decided by a majority of votes, but, if there is no majority, the person presiding at the committee meeting will have a casting vote in addition to his or her deliberative vote.
- (6) At a committee meeting five (5) Committee members constitute a quorum.
- (7) Committee meetings do not require a quorum to proceed but no motions may be passed without a quorum.
- (8) Subject to these rules, the procedure and order of business to be followed at a committee meeting will be determined by the meeting agenda. This may be changed by agreement of the committee members present at the meeting.
- (9) As required under section 42 and 43 of the Act, a committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the committee must unless exempted under these sections of the Act-
  - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the committee; and
  - (b) not take part in any deliberations or decisions of the committee with respect to that contract.
- (10) The Secretary must cause every disclosure made under this rule by a member of the Committee to be recorded in the minutes of the meeting of the committee at which it is made.
- (11) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- (12) A person invited under Sub Rule 28.11 to attend a committee meeting
  - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
  - (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
  - (c) is ineligible to vote.

## **29. General Meetings**

- (1) The committee must determine the date, time and place of the annual general meetings.
- (2) The committee must convene annual general meetings every calendar year within 6 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner.
- (3) The ordinary business of the annual general meeting is as follows
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held if the minutes of that meeting have not yet been confirmed;
  - (b) to receive and consider
    - (i) the committee's annual report on the Association's activities during the preceding financial year;
    - (ii) with reference to the applicable tier level of the Association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act;
    - (iii) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
  - (c) to elect the office bearers and ordinary committee members;
  - (d) If applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
  - (e) to confirm or vary the entrance fees and other amounts (if any) to be paid by members;
  - (f) any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

## **30. Special General Meeting**

- (1) The committee must convene a special general meeting within 28 days of-
  - (a) receiving a request in writing from not less than 10% of eligible voting members; or
  - (b) the Secretary receiving a notice of appeal under rule 16 regarding the suspension or expulsion of a member.
  - (c) proposing a special resolution under clause 35.
- (2) The members making a request referred to in sub-rule 30.1(a) must:
  - (a) state the purpose of the request for which the special general meeting concerned is required; and
  - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 28 days referred to in sub-rule 30.1 the member(s) who made the request may themselves convene a special general meeting as if they were the committee.
- (4) A special general meeting convened by members under sub-rule 30.3 must be held within 3 months after the date the original requirement was made and may only

consider the business stated in the notice by which the requirement was made.

- (5) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub-rule 30.3.
- (6) For matters under rule 35 requiring a special resolution, the committee may agree as part of the management committee business convene a special general meeting with 21 days notice to members.

### **31. Notice of General Meetings**

- (1) Subject to sub-rule 30.1, the Secretary must give to all members at least 14 days notice of an annual general meeting and that notice must specify-
  - (a) the date, time and place the annual general meeting is to be held;
  - (b) the particulars and order in which business is to be transacted as stated in sub-rule 29.3.
- (2) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule 29.3, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (3) The Secretary must give a notice of a general meeting by sending it by electronic means, namely email correspondence to members at the email address of the members appearing in the register of members kept and maintained under rule 15.

### **32. Presiding Member and Quorum for General Meetings**

- (1) The President or in the President's absence, the Vice-President, is to preside as the chair of the meeting.
- (2) At a general meeting ten (10) members present in person constitute a quorum.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting then:
  - (a) in the case of a special general meeting — the meeting lapses; or
  - (b) in the case of the annual general meeting — the meeting is adjourned to
    - (i) the same time and day in the following week; and
    - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (5) If a quorum is not present within 30 minutes after the commencement time of an adjourned annual general meeting and at least 2 ordinary members are present at the meeting, those members present are taken to constitute a quorum and may proceed with the business of that general meeting.



### **33. Adjournment of General Meeting**

- (1) The President may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (2) Without limiting sub-rule 33.1, a meeting may be adjourned
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 30 days or more in which case notice must be given in accordance with rule 31 of the adjourned meeting as if that general meeting was a fresh general meeting.

### **34. Voting at a General Meeting**

- (1) On any question arising at a general meeting
  - (a) subject to sub-rule 34.3 each ordinary member has one vote and
  - (b) ordinary members may vote personally or via a proxy ( who must be a member) who is in attendance at the meeting.
- (2) Except in the case of a special resolution, a motion is carried for an ordinary resolution by a majority of votes in favour by ordinary members cast on a showing of hands.
- (3) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.

### **35. Voting when a special resolution is required**

- (1) A Special Resolution is required if it is proposed at a general meeting to-
  - (a) amend the name of the Association;
  - (b) amend the Rules, under Rule 48;
  - (c) affiliate the Association with another body;
  - (d) transfer the incorporation of the Association;
  - (e) amalgamate the Association with one or more other incorporated Associations;
  - (f) voluntarily wind up the Association;
  - (g) cancel incorporation.
- (2) A special resolution put to the vote will be decided in accordance with Section 51 of the Act, that is-
  - (a) at a general meeting of an incorporated association; and
  - (b) by the votes of not less than three-fourths of the members of the association who are present to cast a vote at the meeting.

### **36. When a resolution is carried**

- (1) A declaration by the President of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless a poll is demanded in accordance with sub-rule 36.5.
- (2) In this rule **poll** means the process of voting by secret ballot.
- (3) Subject to sub-rule 36.5, the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost.
- (4) If the resolution is a special resolution, the declaration under sub-rule 36.3 must identify the resolution as a special resolution.
- (5) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person the poll must be taken at the meeting in the manner determined by the chairperson;
  - (a) the chairperson must declare the determination of the resolution on the basis of the poll.
- (6) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (7) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (8) A declaration under sub-rule 36.3 or 36.5 must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

### **37. Minutes of Meetings**

- (1) The Secretary or a person authorised by the committee must take and keep minutes for both committee and general meetings.
- (2) The minutes must record the business considered at the meeting, any resolutions on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of any general meeting and meetings that are not general meetings must record the names of the ordinary members attending the meeting.
- (4) The minutes must be entered in the Association's records within 30 days after the holding of each general meeting or as the case requires, in a minute book kept for that purpose.
- (5) The President must ensure that the minutes taken for a general meeting are checked and signed as correct by the President of the general meeting to which those minutes relate or by the President of the next succeeding general meeting as the case requires.
- (6) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
  - (a) the general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;

- (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.
- (7) The minutes of committee meetings that are not general meetings must be reviewed and accepted by at least 2 committee members at the next committee meeting following the meeting in which the business recorded by the minutes was held.
- (8) The minutes of general meetings may be inspected by a member under Rule 45.
- (9) The minutes of committee meetings may be inspected by a member under rule 45 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.

## SECTION 8 - FINANCIAL MATTERS

### 38. Remuneration

- (1) The Association may pay a committee member or delegated club member's travelling and other expenses as properly incurred in connection with the club's business as agreed using the meeting procedures for decisions outlined in rule 28.
- (2) Committee or delegated club members must not receive any remuneration for their services as committee members or club members other than those agreed as part of sub-rule 38.1.

### 39. Financial Year of the Association

- (1) The financial year of the Association will be the period 12 months commencing on 1 July and ending on 30 June.

### 40. Source of Funds

- (1) The funds of the Association may be derived from annual fees, donations, sponsorship, fund-raising activities, grants, interest and any other sources approved by the committee that may vary from time to time.

### 41. Control of Funds

- (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. All accounts must have at least two authorised signatories.
- (2) The funds of the Association are to be used in pursuance of the objects of the Association.
- (3) The committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (4) The Association must, as soon as practicable-
  - (a) deposit all money received by the Association, to the credit of the Association's bank account, without deduction; and
  - (b) after receiving any money, issue an appropriate receipt.

### 42. Financial Records

- (1) The Association must keep financial records that correctly record and explain its transactions, financial position and performance; and enable true and fair financial statements to be prepared in accordance with the Act.
- (2) The Association must retain its financial records for at least 7 years after the transactions covered by the records are completed.

#### **43. Financial Statements and Financial Reports**

- (1) For each financial year, the Association must ensure that the requirements under Division 3 of the Act are met.
- (2) Without limiting sub-rule (1), those requirements include—
  - (a) for a Tier 1 Association, the preparation of the Financial Statements;
  - (b) if required, the review or auditing of the Financial Statements or Financial Report (whichever is applicable);
  - (c) an audit or review if required as a condition of a funding arrangement; or holding a charitable collections licence;
  - (d) for a Tier 1 Association, the presentation of the Financial Statements to the annual general meeting of the Association (and, if required, a copy of the report of the review or auditor's report, whichever is applicable);
  - (e) if required by the regulations made under the Act, the lodgement of the annual return with the Commissioner.

## SECTION 9 - GENERAL MATTERS

### 44. Custody of Books

- (1) Subject to sub-rule 44.2, the books of the Association must be kept in the Secretary's custody or under the Secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- (3) Sub-rules 44.1 and 44.2 have effect except as otherwise decided by the Committee.
- (4) The books of the Association must be retained for at least 7 years.

### 45. Inspection of Records

- (1) Subject to these Rules, and in particular sub-rule 37.9, a member is able to inspect the books of the Association, in the presence of a delegated committee member, free of charge at such time and place as is mutually convenient to the Association and the member.
- (2) A member must contact the Secretary to request to inspect the books of the Association.
- (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.

### 46. Prohibition on Use of Information in the Books of the Association

- (1) A Member must not use or disclose information in the books of the Association except for a purpose-
  - (a) that is directly connected with the affairs of the Association; or
  - (b) related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

### 47. Rules of the Association

- (1) These Rules bind every Member and the Association and each Member agrees to comply with these Rules.
- (2) The Association must provide, free of charge, a copy of the rules in force, at the time membership commences, to each person who becomes a member under Rule 10 by at least directing the member to the rules published on the club's website.
- (3) The Association must keep a current copy of the Rules.

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

- (1) The Association may alter, rescind or add to these rules by special resolution in accordance with rule 35.1 and not otherwise.
- (2) When a special resolution amending the rules is passed, the required documents must be lodged with the Commissioner within-
  - (a) one month after the special resolution is passed; or
  - (b) a longer period as the Commissioner may allow.
- (3) An amendment to the rules does not take effect until the required documents are lodged with the Commissioner under sub-rule 48.2.
- (4) An amendment to the rules that changes or has the effect of changing-
  - (a) the name of the Association; or
  - (b) the objects or purposes of the Association, and
  - (c) does not take effect until the required documents are lodged with the Commissioner under sub-rule 48.2 and the approval of the Commissioner is given in writing.

#### **49. Common Seal**

- (1) The Association must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the committee and every use of that common seal must be recorded in the minute book referred to in rule 37.4
- (3) The affixing of the common seal must be witnessed by any two of the Executive.
- (4) The common seal must be kept in the custody of the Secretary or of such other person as the committee from time to time decides.

#### **50. Distribution of Surplus Property on Winding Up**

- (1) In this rule ***surplus property***, in relation to the Association, means property remaining after satisfaction of —
  - (a) the debts and liabilities of the Association; and
  - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association, but does not include books relating to the management of the Association.
- (2) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution to another association incorporated under the Act which has similar objects to this Club and which is not carried out for the purposes of profit or gain to its individual members.
- (3) The surplus property must not be paid to or distributed among the members, or former members.