

MODEL RULES AND GUIDANCE NOTES

This document includes additional summaries of the obligations arising from the *Associations Incorporation Act 2015* and other explanatory material. These are presented in the form of 'Guidance Notes' and 'Act Requirements'. These summaries do not form part of the model rules. They have been included to assist associations adopting the model rules or modifying them to create a set of own rules to understand each of the various requirements.

Note for these rules:

If an association or incorporated association approves the adoption of these model rules as its own rules, section 7(4) or 29(5) of the Act, as appropriate, requires the association or incorporated association to notify the Commissioner of the following information —

- (a) the name of the association;
- (b) the objects or purposes of the association;
- (c) the quorum for a general meeting of members of the association;
- (d) the quorum for a meeting of the management committee of the association;
- (e) if relevant, the period of the first financial year of the association.

Guidance Note – Information provided to the Commissioner under section 29(5) – This information is part of the rules of your association and must be attached to the copy of the rules provided to members.

The information provided to the Commissioner should be inserted here:

- A. The name of the Association is: Manjimup Netball Association Inc.
- B. The objects of the Association are:
 - (a) To promote and conduct activities of all kinds connected with Manjimup Netball Association.
 - (b) To provide instruction in the game of netball and to encourage the participation in associated activities.
 - (c) To establish relationships with groups having similar objects and to foster networks with other groups of a like nature.
 - (d) To promote safety measures in all Association activities.
- C. 12 members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.
- D. 6 members personally present constitute a quorum for the conduct of the business of a committee meeting.
- E. The Association's financial year will be the period of 12 months commencing on 1st July and ending on 30th June of each year.

ASSOCIATIONS INCORPORATION ACT 2015

CONSTITUTION OF

Manjimup Netball Association Incorporated

PART 1 — PRELIMINARY

1. Name and Location of the Association

The name of the Association is Manjimup Netball Association Inc.

The location of the Association is Manjimup Indoor Recreation Stadium, corner of Arnott and Rutherford Streets, Manjimup, Western Australia.

2. Objects of the Association

The objects of the Association are:

- (a) To promote and conduct activities of all kinds connected with Manjimup Netball Association.
- (b) To provide instruction in the game of netball and to encourage the participation in associated activities.
- (c) To establish relationships with groups having similar objects and to foster networks with other groups of a like nature.
- (d) To promote safety measures in all Association activities.

3. Terms used

In this Constitution, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015*;

Associate member means a member with the rights referred to in Rule 11(6);

Association means the incorporated Association to which these rules apply;

Books, of the Association, includes the following:

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

By-laws means By-laws made by the Association under Rule 73;

Chairperson means the Committee member holding office as the chairperson of the Association;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

Committee means the management committee of the Association;

Committee meeting means a meeting of the Committee;

Committee member means a member of the Committee;

Constitution means this Constitution of the Association, as in force for the time being;

Financial records includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (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, of a Tier 2 association or a Tier 3 association, has the meaning given in Section 63 of the Act;

Financial statements means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

Financial year, of the Association, has the meaning given in Rule 4;

General meeting, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;

Member means a person who is an ordinary member or an associate member of the Association;

Ordinary committee member means a committee member who is not an office holder of the Association under Rule 21(2);

Ordinary member means a member with the rights referred to in Rule 11(5);

Register of members means the register of members referred to in Section 53 of the Act;

Rules means these rules of the Association, as in force for the time being;

Secretary means the committee member holding office as the Secretary of the Association;

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;

Subcommittee means a subcommittee appointed by the Committee under Rule 45(1)(a);

Tier 1 Association means an incorporated Association to which Section 64(1) of the Act applies;

Tier 2 Association means an incorporated Association to which Section 64(2) of the Act applies;

Tier 3 Association means an incorporated Association to which Section 64(3) of the Act applies;

Treasurer means the committee member holding office as the Treasurer of the Association.

4. Financial year

- (1) The first financial year of the Association is to be the period notified to the Commissioner under section 7(4)(e) or, if relevant, Section 29(5)(e) of the Act.
- (2) Each subsequent financial year of the Association is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.
- (3) The Association's financial year will be the period of 12 months commencing on 1st July and ending on 30th June of each year.

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

5. Not-for-profit body

- (1) The property and income of the Association must be applied solely towards the promotion of 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 the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under Rule 5(3).
- (3) A payment to a member out of the funds of the Association is authorised if it is:
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

6. Powers of the Association

The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act, the Association may do all things necessary or convenient for carrying out its objects and purposes, provided reasonable evidence and records are maintained. In particular, the Association may:

- (1) Acquire, hold, deal with, and dispose of any real or personal property;
- (2) Open and operate bank accounts;
- (3) Invest its money:
 - i. In any security in which trust monies may lawfully be invested; or
 - ii. In any other manner authorised by this Constitution;
- (4) Borrow money upon such terms and conditions as the Association thinks fit;
- (5) Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (6) Appoint agents to transact any business of the Association on its behalf;
- (7) Enter into any other contract it considers necessary or desirable; and
- (8) 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 this Constitution.

PART 3 - MEMBERS

Division 1 — Membership

7. Eligibility for membership

- 1) Any person may apply to become a member who:
 - a) is within one of the classes of membership specified in Rule 11; and
 - b) supports the objects or purposes of the Association.
- 2) An individual who will not reach 15 years of age in that calendar year is not eligible to apply for a class of membership that confers full voting rights.
- 3) In accordance with Sections 4 and 17 of the Act the Association must always have at least 6 members with full voting rights.

8. Applying for membership

- (1) A person who wants to become a member must apply to the Association through the appropriate written/electronic processes and meet the eligibility criteria in Rule 7.
- (2) The application must be signed/electronically signed by the applicant or the approved nominated representative or guardian of the applicant by agreeing to the Associations' terms and conditions.
- (3) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

9. Dealing with membership applications

- (1) The Committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) Subject to subrule (3), the Committee must consider applications in the order in which they are received by the Association.
- (3) The Committee may delay its consideration of an application if the Committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The Committee must not accept an application unless the applicant:
 - (a) is eligible under Rule 7; and
 - (b) has applied under Rule 8.
- (5) The Committee may reject an application even if the applicant:
 - (a) is eligible under Rule 7; and
 - (b) has applied under Rule 8.

- (6) The Committee must notify the applicant of the Committee's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the Committee rejects the application, the Committee is not required to give the applicant its reasons for doing so.

10. Becoming a member

- 1) An applicant for membership of the Association becomes a member when:
 - a) the Committee accepts the application; and
 - b) the applicant pays any membership fees, subscriptions and levies payable to the Association under Rule 16.

The applicant immediately becomes a member, when Rule 10 has been fulfilled, and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with all of the obligations of membership under these rules.

11. Classes of membership

- (1) The Association consists of ordinary members and any associate members provided for under subrule (2).
- (2) The Association may have any class of associate membership approved by resolution at a committee meeting.
- (3) An individual who will not reach the age of 15 years in that calendar year is only eligible to be an associate member.
- (4) A person can only be an ordinary member or belong to one class of associate membership.
- (5) An ordinary member has full voting rights and any other rights conferred on members by this Constitution or approved by resolution at a general meeting or determined by the Committee.
- (6) An associate member has all rights of an ordinary member referred to in subrule (5) other than full voting rights.
- (7) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.
- (8) Ordinary membership shall be open to:
 - a) Playing members: individuals who will reach at least 15 years in that calendar year, who are members of entity teams
 - b) Non-playing members: include non-playing umpires, coaches, committee members and other community officials as defined who will reach at least 15 years in that calendar year and are not members of an entity team in the Junior or Senior Competition
 - e) Life members: individuals as appointed by the membership:
 - i) The criteria for life membership, as determined by the Committee, shall be set out in the By-laws;

- ii) The Committee shall recommend for appointment a life member in accordance with the criteria and procedure set out in the By-laws;
 - iii) Conditions, obligations and privileges of life membership shall be as prescribed in the By-laws.
- (9) Associate Membership shall be open to other individuals who do not fall under the categories of ordinary membership, including:
- a) Junior members who will not reach the age of 15 years in that calendar year
 - b) Registered volunteers
 - c) Members of Association subcommittees
 - d) Other individuals as determined by **subrule 2**

12. Membership renewal

Members shall:

- 1) Renew their membership with the Association and the Netball WA in accordance with the applicable procedures.
- 2) Pay all required registration fees prescribed by the Association and Netball WA.

13. When membership ceases

- (1) A person ceases to be a member when any of the following takes place:
 - (a) for a member who is an individual, the individual dies;
 - (b) for a member who is a body corporate, the body corporate is wound up;
 - (c) the person resigns from the Association under Rule 14;
 - (d) the person is expelled from the Association under Rule 48;
 - (e) the person ceases to be a member under Rule 16(4).
- (2) The Secretary must keep a record, for at least one year after a person ceases to be a member, of:
 - (a) the date on which the person ceased to be a member; and
 - (b) the reason why the person ceased to be a member.

14. Resignation

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the Secretary.
- (2) The resignation takes effect:

(a) when the Secretary receives the notice; or

(b) if a later time is stated in the notice, at that later time.

(3) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the **owed amount**) at the time of resignation.

(4) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

15. Rights not transferable

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

Division 2 — Membership fees

16. Membership fees

(1) The Committee shall determine the entrance fee (if any), the annual membership fee (if any), and levies (if any) to be paid for membership of the Association.

(2) The fees determined under subrule (1) may be different for different classes of membership.

(3) A member must pay the annual membership fee to the Treasurer, or another person authorised by the Committee to accept payments, by the date (the *due date*) determined by the Committee.

(4) If a member has not paid the membership fee by the due date as advised, the member ceases to be a member on that date, unless prior written arrangement has been obtained to the contrary, from the Committee.

(5) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired:

(a) the Committee may, at its discretion, accept that payment; and

(b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

(6) Any member which or who has not paid all monies due and payable by that member to the Association shall (subject to the Committee's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Committee's discretion. In the meantime, the member shall have no automatic right to resign from the Association, and shall be dealt with in the Committee's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that member as a member, or impose such other conditions or requirements as the Committee considers appropriate.

Division 3 — Register of members

17. Register of members

- (1) The Secretary, or another person authorised by the Committee, is responsible for the requirements imposed on the Association under Section 53 of the Act to maintain the register of all individual members. Details of membership shall be entered through an electronic online registration process, endorsed by the Association, Netball WA and its governing bodies.
- (2) Any change in the membership of the Association must be recorded in the register within 28 days after the change occurs.
- (3) It is the responsibility of individual members to provide all accurate and up to date information at all times. If the individual is under 18, it is the responsibility of the parent or guardian.
- (4) Entity teams shall notify the Association the name of a person who dies.
- (5) In accordance with Section 53(2) of the Act, the register of members must include each member's name and a residential, postal or email address, as well as the class of membership to which each member belongs and the date on which each member becomes a member.
- (6) The register of members must be kept at the Secretary's place of residence, or at another place determined by the Committee.
- (7) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
- (8) If:
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under Section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,
 the Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association and may charge any associated administration costs to comply with the above clause.
- (9) The Association shall provide a copy of the register to its governing bodies as requested.

Division 4 – Affiliation Requirements

18. Compliance of Affiliated Members

- (1) The Association is a member of Netball WA and is required to administer and develop Netball, subject to the reasonable direction of Netball WA and in accordance with the objects of the Association;
- (2) The Association's membership shall include individuals as are admitted to membership in accordance with this Constitution.
- (3) Members of the Association will be required to administer and develop Netball, subject to the direction of the Association and in accordance with the objects of the Association, Netball WA & Netball Australia;
- (4) A copy of the rules of the Association must be easily accessible on the Manjimup Netball Association website, or an electronic version given out to members upon request.

19. Compliance of Entity Teams:

(1) Each entity team, in accordance with the Netball WA governance model and Association governance or requirements, must:

- (a) upon admission to membership, apply to register its colours and uniforms with the Association;
- (b) at all times operate with, and promote, mutual trust and confidence between the Association and the Team's members in pursuit of these objects and at all times act on behalf of and in the interests of the Team's members and the sport of Netball;
- (c) adopt in principle, the objects of the Association and adopt By-laws and Policy which reflect and which are generally in conformity with this Constitution;
- (d) do all that is reasonably necessary to enable the objects of the Association to be achieved;
- (e) comply with the Constitution, By-laws, Policies and Codes of Conduct of the Association and its governing bodies;
- (f) comply with the Association's Competition Rules; and
- (g) appoint delegates to represent it at annual general meetings in accordance with this Constitution and By-Laws.

2) Operation of Rules:

The members of the Association agree:

- (a) that they are bound by this Constitution and the Association By-laws and that this Constitution operates to create uniformity in the way in which the objects of the Association and the sport of Netball are to be conducted, encouraged, promoted and administered;
- (b) to act in good faith and loyalty to each other to ensure the maintenance and enhancement of the sport of Netball, its standards, quality and reputation for the collective and mutual benefit of the Members and the sport of Netball;
- (c) to make full and proper disclosure to each other of all matters of importance to the Association and the sport of Netball;
- (d) not to acquire a private advantage at the expense of the Association, its governing bodies, any other Netball WA affiliated club or team or the sport of Netball;
- (e) to act for and on behalf of the interests of the sport of Netball, the Association, its governing bodies and the members; and
- (f) In the event where fraudulent activity or identity theft is committed, the team or member will be responsible for all procedures and protocols to rectify the situation. The Association will not be liable in any way.

PART 4 – COMMITTEE

Division 1 – Powers of Committee

20. Committee

- (1) The Committee, as the controlling authority of the Association, shall be responsible for acting on all issues in accordance with the objects of the Association and shall operate for the collective and mutual benefit of the Association and the sport of Netball.
- (2) The Committee members are the persons who, as the management Committee of the Association, have the power to manage the affairs of the Association.
- (3) Subject to the Act, this Constitution, the By-laws and any resolution passed at a general meeting, the Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (4) The Committee must take all reasonable steps to ensure that the Association complies with the Act, this Constitution and the By-laws.
- (5) The Committee must:
 - (a) adjudicate on all matters brought before it which in any way may affect the Association or the game of Netball;
 - (b) fix fees and subscriptions payable by members and decide such levies, rates of fines and charges as it deems necessary and advisable and to enforce payment as per relevant policies, procedures and guidelines;
 - (c) review the Association's performance in achieving its pre-determined aims and objectives; and
 - (d) monitor the Association's implementation of policies.

Division 2 – Composition of Committee and duties of members

21. Committee Members

- (1) The committee members consist of:
 - (a) the office holders of the Association; and
 - (b) at least one ordinary committee member.
- (2) The following are the office holders of the Association:
 - (a) the President;

(b) the Vice President;

(c) the Secretary;

(d) the Treasurer.

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

(a) an individual who has reached 18 years of age;

(b) a member of the Association;

(c) eligible under the Act to be a committee member; and

(4) A person must not hold 2 or more of the offices mentioned in sub-rule (3) at the same time.

(5) The following persons must not, without leave of the Commissioner, accept an appointment or act as a member of the Committee:

(a) a person who is, according to the Interpretation Act 1984 Section 13D, a bankrupt or person whose affairs are under insolvency laws;

(b) a person who has been convicted, within or outside the State of Western Australia;

(c) an indictable offence in relation to the promotion, formation or management of a body corporate; or

(d) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or

(e) an offence under Part 4 Division 3 or Section 127 of the Act;

(f) Sub-rules (6)(a-e) only apply for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment from the time of the person's release from custody.

22. Duties of Committee Members and Officers

(1) For the purposes of this rule, "officers" means committee members as per the By-laws and those persons who have the ability to influence the Committee but who do not hold a formal committee position.

(2) An officer of the Association must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise if that person:

(a) were an officer of the Association in the Association's circumstances; and

(b) occupied the office held by and had the same responsibilities within the Association as, the officer.

(3) An officer of the Association must exercise his or her powers and discharge his or her duties:

- (a) in good faith in the best interests of the Association; and
- (b) for a proper purpose.

(4) An officer of the Association must not improperly use their position to:

- (a) gain an advantage for the officer or another person; or
- (b) cause detriment to the Association.

(5) A person who obtains information because the person is, or has been, an officer of the Association must not improperly use the information to:

- (a) gain an advantage for the person or another person; or
- (b) cause detriment to the Association.

23. President

(1) 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.

(2) The President takes the role of Chairperson and has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in this Constitution. If the President is absent then the Chairperson is as per Rule 38(1) or (2) in the case of committee meetings and Rule 64 (1) or (2) in the case of general meetings.

24. Secretary

The Secretary has the following duties:

- (1) Dealing with the Association's correspondence.
- (2) Consulting with the President regarding the business to be conducted at each committee meeting and general meeting.
- (3) Preparing the notices required for meetings and for the business to be conducted at meetings.
- (4) Unless another member is authorised by the Committee to do so, maintaining 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.

- (5) Maintaining on behalf of the Association an up-to-date copy of this Constitution, as required under Section 35(1) of the Act.
- (6) 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 by Rule 77.
- (7) Ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association.
- (8) Maintaining full and accurate minutes of committee meetings and general meetings.
- (9) Carrying out any other duty given to the Secretary under this Constitution or by the Committee.

25. Treasurer

The Treasurer has the following duties:

- (1) Ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name.
- (2) Ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Committee.
- (3) Ensuring that any payments to be made by the Association that have been authorised by the Committee or at a general meeting are made on time.
- (4) Ensuring that the Association complies with the relevant requirements of Part 5 of the Act.
- (5) Ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association.
- (6) If the Association is a Tier 1 Association, coordinating the preparation of the Association's financial statements before their submission to the Association's Annual General Meeting.
- (7) If the Association is a Tier 2 Association or tier 3 Association, co-ordinating the preparation of the Association's financial report before its submission to the Association's Annual General Meeting.
- (8) Providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act.
- (9) Carrying out any other duty given to the Treasurer under this Constitution or by the Committee.

Division 3 – Election of Committee Members and Tenure of Office

26. How Members Become Committee Members

A member becomes a committee member if the member:

- (1) Is elected to the Committee at a general meeting; or
- (2) Is appointed to the Committee by the Committee to fill a casual vacancy under Rule 33.

27. Nomination of Committee Members

- (1) At least 42 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 to comply with subrule (2).
- (2) A member who wishes to be considered for election to the Committee at the Annual General Meeting must nominate for election by sending written notice of the nomination to the Secretary at least 28 days before the Annual General Meeting.
- (3) The written notice must include a statement by another member in support of the nomination.
- (4) A member may nominate for one specified position of office holder of the Association or to be an ordinary committee member.
- (5) A member whose nomination does not comply with this rule is not eligible for election to the Committee unless the member is nominated under Rule 28(2) or Rule 29(2)(b).

28. Election of Office Holders

- (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 Chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- (3) If the number of nominations received for the Committee is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated shall be elected.

- (4) If more than one member has nominated for a position, the ordinary members at the meeting must vote via a ballot to decide who is to be elected to the position.
- (5) If the number of nominations is less than the number of vacancies to be filled, those positions can be filled as a casual vacancy under Rule 33.
- (6) Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- (7) A member who has nominated for the position may vote for themselves.
- (8) The new President of the Association will take over as the President at the conclusion of the Annual General Meeting.

29. 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.
- (2) If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the Chairperson of the meeting:
 - (a) must declare each of those members to be elected to the position; and
 - (b) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- (3) If:
 - (a) the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or
 - (b) the number of members nominating under subrule (2)(b) is greater than the number of positions remaining unfilled,the ordinary members at the meeting must vote in accordance with procedures that have been determined by the Committee to decide the members who are to be elected to the position of ordinary committee member.
- (4) A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

30. Term of Office

- (1) The term of office of a committee member begins when the member:

(a) is elected at an Annual General Meeting or under Rule 29(2)(a) or Rule 29(3)(b); or

(b) is appointed to fill a casual vacancy under Rule 33.

(2) Subject to Rule 32, 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.

31. Resignation and Removal from Office

(1) A committee member may resign from the Committee by written notice given to the Secretary or, if the resigning member is the Secretary, given to the President.

(2) The resignation takes effect:

(a) when the notice is received by the Secretary or President; or

(b) if a later time is stated in the notice, at the later time.

(3) At a general meeting, the Association may by resolution:

(a) remove a committee member from office; and

(b) elect a member who is eligible under Rule 21(3) to fill the vacant position.

(4) A committee member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the members.

(5) The Secretary or President may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

32. When Membership of Committee Ceases

(1) A person ceases to be a committee member if the person:

(a) dies or otherwise ceases to be a member; or

(b) resigns from the Committee or is removed from office under Rule 30; or

(c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;

(d) becomes permanently unable to act as a committee member because of a mental or physical disability; or

(e) fails to attend 3 consecutive committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

(2) Where a person ceases to be a member of the Committee, the person must, as soon as practicable after their membership ceases, deliver to a member of the Committee all of the relevant documents and records they hold pertaining to the management of the Association's affairs.

33. Filling Casual Vacancies

(1) The Committee may appoint a member who is eligible under Rule 21(3) to fill a position on the Committee that:

(a) has become vacant under Rule 32; or

(b) was not filled by election at the most recent Annual General Meeting or under Rule 31(3)(b).

(2) If the position of Secretary becomes vacant, the Committee must appoint a member who is eligible under Rule 21(3) to fill the position within 14 days after the vacancy arises.

(3) Subject to the requirement for a quorum under Rule 41, the Committee may continue to act despite any vacancy in its membership.

(4) If there are fewer committee members than required for a quorum under Rule 41, the Committee may act only for the purpose of:

(a) appointing committee members under this rule; or

(b) convening a general meeting.

34. Validity of Acts

The acts of a Committee or subcommittee, or of a committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a subcommittee.

35. Payments to Committee Members

Provided correct evidence is supplied for the expenditure, such as tax invoices:

(1) A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred:

- (a) in attending a committee meeting; or
- (b) in attending a general meeting; or
- (c) otherwise in connection with the Association's business.

(2) Honorariums, to a value to be determined by unanimous resolution of the Association, may be paid to an office holder or appointed committee member.

Division 4 – Committee meetings

36. Committee Meetings

(1) The Committee must meet at least 3 times in each year on the dates and at the times and places determined by the Committee.

(2) The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the Annual General Meeting at which the committee members are elected.

(3) Special committee meetings may be convened by the President or any 2 committee members.

37. Notice of Committee Meetings

(1) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.

(2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.

(3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.

- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.

38. Procedure and Order of Business

- (1) The President or, in the President's absence, the Vice-President must preside as Chairperson of each committee meeting.
- (2) If the President and Vice-President are absent or are unwilling to act as Chairperson of a meeting, the committee members at the meeting must choose one of them to act as Chairperson of the meeting.
- (3) The procedure to be followed at a committee meeting must be determined from time to time by the Committee.
- (4) The order of business at a committee meeting may be determined by the committee members at the meeting.
- (5) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the Committee.
- (6) A person invited under subrule (5) 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) cannot vote on any matter that is to be decided at the meeting.

39. Material Personal Interests of Committee Members

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must:
 - (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) disclose the nature and extent of the interest at the next general meeting of the Association.
- (2) This rule does not apply in respect of a material personal interest:
 - (a) that exists only because the member:

- i) is an employee of the Association; or
 - ii) is a member of a class of persons for whose benefit the Association is established; or
 - iii) that the member has in common withal, or a substantial proportion of, the members of the Association.
- (3) A member of the Committee who has a material personal interest in a matter being considered at a meeting of the Committee must not be present while the matter is being considered at the meeting or vote on the matter.
- (4) The Association must record every disclosure made by a committee member of a material personal interest in the minutes of the committee meeting at which the disclosure is made.

40. Use of Technology to be Present at Committee Meetings

- (1) The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a committee meeting as allowed under **subrule (1)** is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

41. Quorum for Committee Meetings

- (1) At meetings of the Committee, 6 committee members present in person constitute a quorum.
- (2) Subject to Rule 33(4), no business is to be conducted at a committee meeting unless a quorum is present.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
- (a) the meeting is adjourned to a time and place as decided by those present at the time of the adjournment and written notice is to be given to the members of the new time and place;
 - (b) The adjourned meeting must be held within 1 month of adjournment.
- (4) If a quorum is not present within 30 minutes after the commencement time of a committee meeting held under subrule (3)(a); and
- (a) at least 5 committee members are present at the meeting,

those members present are taken to constitute a quorum.

(5) If a quorum is not reached, the meeting may still proceed inquorate for discussions purposes only. However, no decisions may be finalised, ratified or business concluded. Minutes must be kept and distributed as usual.

42. Voting at Committee Meetings

(1) Each committee member present at a committee meeting has one vote on any question arising at the meeting.

(2) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.

(3) If the votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

43. Minutes of Committee Meetings

(1) The Committee must ensure that minutes are taken and kept of each committee meeting.

(2) The minutes must record the following:

(a) the names of the committee members present at the meeting;

(b) the name of any person attending the meeting under Rule 38(5);

(c) the business considered at the meeting;

(d) any motion on which a vote is taken at the meeting and the result of the vote;

(e) any details relating to the disclosure of a committee member's material personal interest in a matter being considered at a committee meeting.

(3) The minutes of a committee meeting must be entered in the Association's minute file within 30 days after the meeting is held.

(4) The President must ensure that the minutes of a committee meeting are reviewed and signed as correct by:

(a) the Chairperson of the meeting; or

(b) the Chairperson of the next committee meeting.

(5) When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that:

- (a) the meeting to which the minutes relate was duly convened and held; and
- (b) the matters recorded as having taken place at the meeting took place as recorded; and
- (c) any appointment purportedly made at the meeting was validly made.

44. Circular Resolutions without a Meeting

(1) Subject to Rule 44(2), the committee may pass a circular resolution without a committee meeting being held.

(2) The Committee must not pass a circular resolution in relation to any of the following matters:

- (a) the removal of an auditor;
- (b) the appointment or removal of a committee member; and
- (c) a matter that must be dealt with by special resolution.

(3) A circular resolution is passed if all of the committee members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in Rule 44(4).

(4) Each committee member may sign:

- (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
- (b) separate copies of that document, provided that the wording of the resolution is the same in each copy.

(5) The Association may send a circular resolution by electronic means to the committee members and the committee members may agree to the resolution by sending an electronic reply to that effect, including the text of the resolution in their reply.

Division 5 – Subcommittees and subsidiary positions

45. Subcommittees and Subsidiary Positions

(1) To help the Committee in the conduct of the Association's business, the Committee may, in writing, do either or both of the following:

(a) appoint one or more subcommittees;

(b) create one or more subsidiary positions and appoint people to those positions.

(2) A subcommittee may consist of the number of people, whether or not members, that the Committee considers appropriate.

(3) A person may be appointed to a subsidiary position whether or not the person is a member.

(4) Subject to any directions given by the Committee:

(a) a subcommittee may meet and conduct business as it considers appropriate; and

(b) the holder of a subsidiary position may carry out the functions given to the holder as the holder considers appropriate to meet the outcomes required.

46. Delegation to Subcommittees and Holders of Subsidiary Offices

(1) The Committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Committee other than:

(a) the power to delegate; and

(b) a non-delegable duty.

(2) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.

(3) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Committee specifies in the document by which the delegation is made.

(4) The delegation does not prevent the Committee from exercising or performing at any time the power or duty delegated.

(5) Any act or thing done by a subcommittee or by the holder of a subsidiary office under the delegation has the same force and effect as if it had been done by the Committee.

(6) The Committee may, in writing, amend or revoke the delegation.

PART 5 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

47. Term used: member

In this Part:

Member, in relation to a member who is expelled from the Association, includes former member.

Division 2 — Disciplinary action

48. Suspension or expulsion

- (1) The Committee may decide to suspend a member's membership or to expel a member from the Association if the Committee is advised or considers that a member has allegedly:
 - (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-laws, the Association's Codes of Conduct, the Netball Australia Member Protection Policy and/or other relevant Netball Australia Policies or any resolution or determination of the Committee or;
 - (b) acted in a manner unbecoming of a member or prejudicial to the objects and interests of the Association and/or the sport of Netball; or
 - (c) brought the Association or the sport of Netball into disrepute.
- (2) The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- (3) The notice given to the member must state:
 - (a) when and where the committee meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion.
- (4) At the committee meeting, the Committee must:
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide:
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Association.
- (5) A decision of the Committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The Committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under subrule (6), give written notice to the Secretary requesting:

- a) An appeal hearing on the condition that only new information not available at the time of the original meeting is presented. If no new information is available an appeals hearing cannot be requested; and/or
 - b) request the appointment of an independent mediator under Rule 56 of this Constitution.
- (8) If notice is given under subrule (7), the member who gives the notice and the Committee are the parties to the mediation.

49. Consequences of suspension

- (1) During the period a member's membership is suspended, the member:
- (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (2) When a member's membership is suspended, the Secretary must record in the register of members:
- (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

Division 3 — Resolving disputes

50. Terms used

In this Division:

- (1) **Grievance procedure** means the procedures set out in this Division;
- (2) **Party to a dispute** includes a person:
- who is a party to the dispute; and
 - who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

51. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes:

- (a) between members; or
- (b) between one or more members and the Association.

52. Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party, as per Association policies, procedures and guidelines.

53. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 52, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the Secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state:
 - (a) when and where the committee meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.
- (5) If:
 - (a) the dispute is between one or more members and the Association; and
 - (b) any party to the dispute gives written notice to the Secretary stating that the party:
 - (i) does not agree to the dispute being determined by the Committee; and
 - (ii) requests the appointment of a mediator under Rule 56;

the Committee must not determine the dispute.

54. Determination of dispute by committee

- (1) At the committee meeting at which a dispute is to be considered and determined, the Committee must:
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.

- (2) The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Committee's determination under subrule (1)(c), give written notice to the Secretary requesting the appointment of a mediator under Rule 56.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

55. Application of Division

- (1) This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator:
 - (a) by a member Rule 48(7)(b); or
 - (b) by a party to a dispute under Rule 53(5)(b)(ii) or Rule 54(3).
- (2) If this Division applies, a mediator must be chosen or appointed under Rule 56.

56. Appointment of mediator

- (1) The mediator must be a person chosen –
 - (a) if the appointment of a mediator was requested by a member under Rule 48(7) — by agreement between the member and the Committee; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 53(5)(b)(ii) or 54(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the Committee or a representative of Netball WA shall appoint the mediator.
- (3) The person appointed as mediator by the Committee or Netball WA must be qualified and impartial (such as a Member Protection Information Officer or a person who acts as a mediator for another not-for-profit body, such as a community legal centre), if the appointment of a mediator was requested by:
 - (a) a member under rule 48(7); or
 - (b) a party to a dispute under rule 53(5)(b)(ii); or
 - (c) a party to a dispute under rule 54(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the Committee may be a member or former member of the Association but must not:
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

57. Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must:

- (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
 - (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
 - (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

58. If mediation results in decision to suspend or expel being revoked

If:

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under Rule 48(7)(b); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

59. Annual general meeting

- (1) The Committee must determine the date, time and place of the Annual General Meeting.
- (2) If it is proposed to hold the Annual General Meeting more than 6 months after the end of the Association's financial year, the Secretary must apply to the Commissioner for permission under Section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (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 since then 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; and
 - (ii) if the Association is a Tier 1 Association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and;
 - (iii) if the Association is a Tier 2 Association or a Tier 3 Association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
 - (iv) 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 holders of the Association and other committee members; and
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act.
- (4) Any other business of which notice has been given in accordance with this Constitution may be conducted at the Annual General Meeting.

60. Special general meetings

- (1) The Committee may convene a special general meeting.
- (2) The Committee must convene a special general meeting if at least 6% of ordinary members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must:
 - (a) make the requirement by written notice given to the Secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).

- (5) If the Committee does not convene a special general meeting within that 28-day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under subrule (5):
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5).

61. Notice of general meetings

- (1) The Secretary or, in the case of a special general meeting convened under Rule 60(5), the members convening the meeting, must give to each member:
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must:
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the Annual General Meeting, include the names of the members who have nominated for election to the committee under Rule 27(2); and
 - (d) if a special resolution is proposed:
 - (i) set out the wording of the proposed resolution as required by Section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with Rule 62(7).

62. Proxies

- (1) Subject to **subrule (2)**, an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An ordinary member may be appointed the proxy for only 1 other member.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.

- (6) If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form:
 - (a) that clearly identifies the person appointed as the member's proxy; and
 - (b) that has been signed by the member.
- (7) Notice of a general meeting given to an ordinary member under Rule 61 must:
 - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (b) include information regarding how to access a copy of any form that the committee has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the Secretary, or received by post or electronically at least 24 hours before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

63. Use of technology to be present at general meetings

- (1) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a general meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

64. Presiding member and quorum for general meetings

- (1) The President or, in the President's absence, the Vice President must preside as Chairperson of each general meeting.
- (2) If the President and Vice President are absent or are unwilling to act as Chairperson of a general meeting, the committee members at the meeting must choose one of them to act as Chairperson of the meeting.
- (3) At a general meeting, 12 members present in person constitute a quorum
- (4) No business is to be conducted at a general meeting unless a quorum is present.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - (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 the meeting is adjourned to a time and place as decided by those present at the time of the adjournment and written notice is to be given to the members of the new time and place; and
 - (c) The adjourned meeting must be held within 1 month of adjournment.

- (6) If:
- (a) a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting held under subrule 5(b); and
 - (b) at least 5 MNA ordinary members are present at the meeting,
- those members present are taken to constitute a quorum.

65. Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (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 14 days or more, in which case notice of the meeting must be given in accordance with Rule 61.

66. Voting at general meeting

- (1) On any motion arising at a general meeting:
 - (a) subject to subrule (3), each ordinary member has one vote; and
 - (b) ordinary members may vote personally or through technology or by proxy.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- (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.
- (5) For a person to be eligible to vote at a general meeting as an ordinary member, the ordinary member:
 - (a) must have been an ordinary member at the time notice of the meeting was given under Rule 61; and
 - (b) must have paid any fee or other money payable to the Association by the member.

67. When special resolutions are required

- (1) In this rule, a resolution is a:

Special resolution if it is passed:

- (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 cast a vote at the meeting.
- (2) A special resolution is required if it is proposed at a general meeting:
- (a) to alter its rules, including changing the name of the Association;
 - (b) to decide to apply for registration or incorporation as a prescribed body corporate;
 - (c) to approve the terms of an amalgamation with one or more other incorporated Associations;
 - (d) to be wound up voluntarily or by the Supreme Court;
 - (e) to cancel its incorporation;
 - (f) to request the Commissioner to apply to the State Administrative Tribunal under Section 109 of the Act for the appointment of a statutory manager.
- (3) Subrule (2) does not limit the matters in relation to which a special resolution may be proposed.

68. Determining whether resolution carried

- (1) In this rule:

Poll means the process of voting in relation to a matter that is conducted in writing.

- (2) Subject to subrule (4), 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.
- (3) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
- (4) 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 or by proxy:
- (a) the poll must be taken at the meeting by secret ballot;
 - (b) the Chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the Chairperson or on a question of an adjournment, the poll must be taken immediately.

- (6) 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.
- (7) A declaration under subrule (2) or (4) 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.

69. Minutes of general meeting

- (1) The Secretary, or a person authorised by the Committee from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record:
 - (a) the names of the ordinary members attending the meeting; and
 - (b) any proxy forms given to the chairperson of the meeting under Rule 62(8); and
 - (c) the financial statements or financial report presented at the meeting, as referred to in Rule 59(3)(b)(ii) or (iii); and
 - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in Rule 59(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (5) The President must ensure that the minutes of a general meeting are reviewed and signed as correct by:
 - (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

70. Source of funds

The funds of the Association may be derived from registration fees, entrance fees, subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

71. Control of funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Committee may approve expenditure on behalf 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) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by 2 committee members.
- (5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

72. Financial statements and financial reports

- (1) For each financial year, the Committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Without limiting subrule (1), those requirements include:
 - (a) if the Association is a Tier 1 Association, the preparation of the financial statements; and
 - (b) if the Association is a Tier 2 Association or Tier 3 Association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the Annual General Meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the Annual General Meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report; and
 - (f) correctly record and explain its transactions and financial position and performance; and
 - (g) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act;

- (h) retain its financial records for at least 7 years after the transactions covered by the records are completed.

PART 8 — GENERAL MATTERS

73. By-laws

- (1) The Committee may, by resolution, make, amend or revoke By-laws.
- (2) By-laws may:
 - (a) provide for the rights and obligations that apply to any classes of associate membership approved under Rule 11(2); and
 - (b) impose restrictions on the Committee's powers, including the power to dispose of the Association's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association's accounts; and
 - (d) provide for any other matter the Association considers necessary or convenient to be dealt with in the By-laws.
- (3) A By-law is of no effect to the extent that it is inconsistent with the Act, the regulations or this Constitution.
- (4) Without limiting subrule (3), a By-law made for the purposes of subrule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Association must make a copy of the By-laws available for inspection by the member.

74. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by 2 committee members.
- (2) If the Association has a common seal:
 - (a) the name of the Association must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the Committee and in the presence of 2 committee members, and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The Secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the Secretary or another committee member authorised by the Committee.

75. Provision of Rules

- (1) The Association must provide to a member, upon becoming a member, a copy of the Constitution and By-laws in force at the time of commencement of membership. This may be provided by either electronic transmission, via the website or hard copy. A hard copy must be provided if requested.

(2) The Association must make available to members on request the By-laws, Competition Rules and all policies and procedures applicable to the member.

(3) Competition Rules must be publicly available prior to the commencement of each playing season.

76. Giving notices to members

(1) In this rule:

Recorded means recorded in the register of members.

(2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and:

- (a) delivered by hand to the recorded address of the member; or
- (b) sent by prepaid post to the recorded postal address of the member; or
- (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

77. Custody of books and securities

- (1) Subject to subrule (2), the books and any securities 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) Subrules (1) and (2) have effect except as otherwise decided by the Committee.
- (4) The books of the Association must be retained for at least 7 years.

78. Record of office holders

The record of committee members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the Secretary's custody or under the Secretary's control.

79. Inspection of records and documents

(1) Subrule (2) applies to a member who wants to inspect:

- (a) the register of members under section 54(1) of the Act; or
- (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
- (c) any other record or document of the Association.

(2) The member must contact the Secretary to make the necessary arrangements for the inspection.

- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the Committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose:
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

80. Publication by committee members of statements about Association business prohibited

A committee member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or committee meeting unless:

- (a) the committee member has been authorised to do so at a committee meeting; and
- (b) the authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.

81. Distribution of surplus property on cancellation of incorporation or 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 by reference to the persons mentioned in Section 24(1) of the Act.
- (3) The Association may be dissolved or wound up by a resolution at any general meeting or at a special meeting called for such purposes. If upon the dissolution or winding up of the Association, there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to, transferred or distributed equally amongst the members of the Association.
- (4) Any remaining property upon dissolution or winding up shall be given to some other Incorporated Association having similar objects, wholly or in part to the objects of the Association, provided that the Incorporated Association shall prohibit the distribution of income and property among its members, or it shall be paid to or transferred to some charitable object, which Association, or object shall be determined by the members of the Association at or before the time of dissolution or winding up.

- (5) Dissolution shall be no effect unless special resolution is passed at a meeting to dissolve the Association.

82. Alteration of Constitution

If the Association wants to alter or rescind any of this Constitution, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

83. Indemnity

- (1) Directors to be indemnified:

Every office holder, committee member, director, auditor manager, employee or agent of the Association shall be indemnified to the extent provided under the directors and officers insurance policy of the Association (if any) against any liability incurred in their capacity as office holder, committee member, director auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the Court.

- (2) Association to indemnify:

The Association shall indemnify its office holders, committee members and employees to the extent provided under the insurance policy of the Association against all damages and costs (including legal costs) for which any such director or employee may be or become liable to any third party in consequence of any act or omission except willful misconduct:

- a) In the case of an office holder or committee member, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- b) In the case of an employee, performed or made in the course of and within the scope of their employment by the Association.