**HILLS FOOTBALL ASSOCIATION INCORPORATED**

 **CONSTITUTION**

November 2018



INDEX

1. **PRELIMINARY 5**
	1. Name of Association
	2. Objects of Association
	3. Quorum for Executive Meetings
	4. Quorum for Association Council/General Meetings
	5. Financial Year
2. **INTERPRETATION 6**
	1. Definitions
	2. Notices

1. **POWERS OF THE ASSOCIATION 7**
2. **NOT FOR PROFIT 7**
3. **BECOMING A MEMBER 8**
	1. Minimum number of Members
	2. Qualifications for Membership
	3. Applying for Membership
	4. Deciding Membership Applications
	5. Recording Membership in Register
4. **LIABILITY AND ENTITLEMENTS OF MEMBERS 9**
	1. Class of Members
	2. Membership Voting Rights
	3. Liability of Members
	4. Payment to Members
	5. Membership Entitlements Not Transferable.
5. **CEASING TO BE A MEMBER 10**
	1. Ending Membership
	2. Resigning a Member
	3. Suspending or Expelling a Member
	4. Right of Appeal against Suspension or Expulsion
	5. Reinstatement of a Member
	6. When a Member is Suspended
6. **MEMBERSHIP REGISTER 12**
	1. Register of Members
	2. Inspecting the Register
	3. Copy of the Register
	4. When using the Information in the Register is Prohibited
7. **MEMBERSHIP FEES 13**
	1. Entrance Fee
	2. Annual Membership Fee
8. **POWERS AND COMPOSITION OF THE EXECUTIVE 14**
	1. Powers of the Executive
	2. Executive
9. **ROLE AND RESPONSIBILITIES OF EXECUTIVE MEMBERS 15**
	1. Obligations of the Executive
	2. Responsibilities of the Executive Members
	3. President
	4. Secretary
	5. Treasurer
	6. Assistant Secretary/Publicity Officer
	7. Record of Office Holders
	8. Inspecting the Record of Office Holders.
10. **APPOINTING EXECUTIVE MEMBERS 18**
	1. Appointment
	2. Nominating for Membership of the Executive
	3. Electing Executive Members
	4. Voting in Elections for Membership on the Executive
	5. Term of Office for Executive Members
11. **CEASING TO BE A MEMBER OF THE EXECUTIVE OF DIRECTORS 19**
	1. Vacant Positions on the Executive
	2. Resigning from the Executive
	3. Removal from the Executive
12. **EXECUTIVE MEETINGS 21**
	1. Meetings of the Executive
	2. Notice of Executive Meetings
	3. Chairing at Executive Meetings
	4. Procedure at Executive Meetings
	5. Voting at Executive Meetings
	6. Acts not Affected by Defects or Disqualification
13. **REMUNERATION OF EXECUTIVE MEMBERS 23**
14. **SUB-COMMITTEES AND DELEGATION 23**
	1. Appointment of Sub-Committee
	2. Delegation by Executive to Sub-committee
	3. Delegation to Subsidiary Offices
15. **GENERAL MEETINGS 24**
	1. Formation and Membership of Association Council
	2. Procedure for Association Council/General Meetings.
	3. Quorum for Association Council/General Meeting.
	4. Notice of Association Council/General Meeting and Motions
	5. Presiding Member
	6. Adjournment of Association Council/General Meeting
16. **SPECIAL GENERAL MEETINGS 26**
	1. Special General Meeting
	2. Request for a General Meeting
	3. Failure to a Convene Special General Meeting
17. **MAKING DECISIONS AT GENERAL MEETINGS 27**
	1. Special Resolutions
	2. Ordinary Resolutions
	3. Voting at Meetings
	4. Manner of Determining Whether Resolution Carried
	5. Poll at Association council/General Meeting.
18. **MINUTES OF MEETING 28**
19. **FUNDS AND ACCOUNTS 29**
	1. Control of Funds
	2. Source of Association Funds
	3. Financial Records
	4. Financial Statements and Financial Reports
	5. Audit of Financial Reports
20. **FINANCIAL YEAR OF THE ASSOCIATION 30**
21. **ANNUAL GENERAL MEETING 30**
	1. Annual General Meeting
	2. Notice of AGM
	3. Business to be Conducted at AGM
22. **PATRONS 31**
23. **LIFE MEMBERSHIP 31**
24. **RULES OF THE ASSOCIATION 31**
	1. Rules of the Association
	2. Amendment of Rules, Names and Objects
25. **BY-LAWS OF THE ASSOCIATION 32**
26. **AUTHORITY REQUIRED TO END ASSOCIATION 32**
	1. Executing Documents
	2. Use of Common Seal
27. **THE ASSOCIATION’S BOOKS AND RECORDS 33**
	1. Custody of the Books of the Association
	2. Inspecting the Books of the Association
	3. Prohibition on Use of Information in the Books of the Association
28. **RESOLVING DISPUTES 34**
	1. Disputes Arising under the Rules
	2. Mediation
	3. Inability to Resolve Disputes
29. **CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY 35**

**RULES OF ASSOCIATION**

1. **PRELIMINARY**
	1. **Name of Association**

The name of the Association is Hills Football Association Inc

* 1. **Objects of Association**
		1. The objects of the Association are to promote, develop, manage and represent community football throughout the Hills region in particular, and to promote and develop the game of Australian Rules Football in general.
	2. **Quorum for Executive Meetings**
		1. Any three (3) Executive Members constitutes a quorum for the conduct of the business at a Executive Meeting.
	3. **Quorum for Association Council/General Meetings**
		1. Each club will be represented by one delegate from each club in the League. At least three Executive and 66% representation from member clubs, will constitute a quorum for the conduct of business at a Association Council or General Meeting.
	4. **Financial Year.**
		1. The Association’s Financial Year will be the period of 12 months commencing on 1 November and ending on 31 October of each year.
1. **INTERPRETATION**
	1. **Definitions**

In these Rules, unless the contrary intention appears:

**“Act”** means the *Associations Incorporation Act 2015;*

**“AGM”** means the annual general meeting convened under rule 27.1;

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

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

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

**“Executive”** means a person elected as a member of the Executive as referred to in 11:

**“Executive Meeting”** means a meeting as referred to in Rule 14;

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

1. Invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
2. Documents of prime entry; and
3. Working papers and other documents needed to explain:
4. The methods by which financial statements are prepared; and
5. Adjustments to be made in preparing financial statements.

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

**“Financial Statements”** has the meaning given to it in section 62 of the Act;

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

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

**“Member”** means a Club/person who becomes a Member of the Association under these Rules;

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

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

**“Rules”** mean these rules of the Association as amended from time to time under Rule 30;

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

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

1. The debts and liabilities of the Association; and
2. The costs, charges and expenses if winding up the Association

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

**“Tier 1 Association”** has the meaning given to it in section 62 of the Act.

* 1. **Notices**
		1. A notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:
1. Delivered by hand to the nominated address of the addressee;
2. Sent by post to the nominated address of the addressee; or
3. Sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.
	* 1. Any notice given to a Member under these rules, must be sent to the Member’s address as set out in the Register referred to in Rule 8.1.
4. **POWERS OF THE ASSOCIATION**
	1. Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner and in particular may: -
5. Acquire, hold, deal with, and dispose of any real or personal property;
6. Open and operate bank accounts;
7. Invest its money
8. In any security in which trust monies may lawfully be invested; or
9. In any other manner authorised by the rules of the Association;
10. Borrow money upon such terms and conditions as the Association thinks fit;
11. Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
12. Appoint agents to transact any business on its behalf;
13. Enter into any other contract it considers necessary and desirable;
14. May act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association;
15. Appoint, dismiss and fix the salary and terms and conditions of employment of such employees as the Association may from time to time appoint and to delegate to any person so appointed any of its powers or duties;
16. Appoint sub-committees comprised of such persons as the Association thinks fit to investigate any matter in any way relating to the affairs of the Association or to perform such duties as the Association may determine and subject to these rules, the Association may regulate the proceedings of all such sub-committees. Members of the sub-committee may not need to be Association members;
17. To make such by-laws as may be necessary for the management of their own proceedings and of the Association, provided that no by-law shall be made which are inconsistent with this Constitution; and
18. **NOT FOR PROFIT**
	1. The property and income of the Association must be applied solely towards promoting the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in promoting those objects or purposes.
19. **BECOMING A MEMBER**
	1. **Minimum number of Members**
		1. The Association must have at least six Members with full voting rights.
	2. **Qualifications for Membership**
		1. Any club that supports the purposes of the Association is eligible to apply for membership;
		2. The Association must comply with all legal and regulatory obligations that apply to the Association when assessing eligibility of an applicant for membership.
	3. **Applying for Membership**
		1. A football club that desires to become a Member must:
20. Apply in writing to the Association prior to the Association’s Annual General Meeting in the year; and
21. Include with the application, such subscription fee as set down by the Executive from time to time.

5.3.2 Each application must provide details of the organisation, officials, playing facilities such as ground and club rooms availability and a copy of their approved Constitution.

* 1. **Deciding Membership Applications**
		1. The Executive will consider and decide whether to approve or reject any membership application taking into consideration the comments from existing member clubs.
		2. When considering a membership application, the Executive may seek clarification of any matter or further information in support of the application, and may delay its decision to allow for that material to be provided.
		3. The Executive must not approve a membership application unless the Applicant:
1. Meets all the eligibility requirements under rule 5.2; and
2. Applies in accordance with rule 5.3.
	* 1. The Executive may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements under rule 5.2.
		2. As soon as is practicable after the Executive has made a decision under 5.4.2, the Executive must notify the applicant in writing of the outcome of their membership application but is not obliged to provide reasons for the decision.
		3. In the event that the application is refused, the advice must include a refund of the subscription fee submitted.

5.4.7 The Applicant immediately becomes a Member and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable) and must comply with all the obligations of Membership under these Rules, when rule 5.4.5 has been fulfilled.

* 1. **Recording Membership in Register**
		1. The Secretary must enter the club’s name in the register within 28 days after the club becomes a member.
1. **LIABILITY AND ENTITLEMENTS OF MEMBERS**
	1. **Class of Members**
		1. The membership of the Association consists of:
2. **Affiliated Club:** who shall be the member clubs with the appropriate number of competing teams in the football competition.

**(b) Life Member:** who shall be members who have been awarded Life Membership of the League. They shall not be required to pay any annual subscription,

Life Membership shall be awarded only for special services rendered to the League and require acceptance by three fourths (75%) majority of members voting.

Life Members shall not be required to pay an annual subscription fee.

1. **Honorary Patrons:** who shall be person or persons elected as Patrons at the Association’s AGM.
	* 1. The Association may have any category of membership determined by resolution of Members at a General Meeting.
	1. **Membership Voting Rights.**
		1. Each Affiliated Club delegate and the Executive has one vote at a General Meeting of the Association. In addition, in the case of an equality of votes, the Chairperson shall have a casting vote.
	2. **Liability of Members**
		1. Subject to rule 6.4.1, a Member is not liable, by reason of the Club/person’s Membership, for the liabilities of the Association or the cost of winding up the Association.
	3. **Payment to Members**
		1. No portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.
		2. 6.4.1 does not prevent:
2. The payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business;
3. The payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the “Cash Rate Target” from time to time on money borrowed from any Member.
4. The payment of reasonable and proper rent by the Association to a Member for premises leased by the Member of the Association; and
5. The reimbursement of expenses incurred by any Member or Executive Member on behalf of the Association.
	1. **Membership Entitlements Not Transferable.**
		1. A right, privilege or obligation that a person has because he or she is a Member of the Association is not capable of being transferred to any other club/person and ends when the club/person’s membership ceases.
6. **CEASING TO BE A MEMBER**
	1. **Ending Membership**

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

1. Dies;
2. Ceases to be a Member under rule 9.2.4;
3. Resigns as a Member under rule 7.2; or
4. Is expelled from the Association under rule 7.3.
	* 1. For a period of one year after a person’s membership ends, the Secretary must keep a record of the date on which a person ceases to be a Member under rule 7.1.1 and the reason why the person ceases to be a Member.
	1. **Resigning a Member**

7.2.1 A Member Club that has paid all amounts payable by the Member Club to the Association in respect of their membership, may resign from membership by giving written notice of their resignation to the Secretary.

* + 1. The Member Club resigns at the time the Secretary receives the notice or if at a later time, at that later time.
		2. Any Member Club that resigns from the Association remains liable to pay to the Association any outstanding fees which may be recovered as a debt due to the Association by the Member Club.
	1. **Suspending or Expelling Members**

7.3.1 The Executive may, by resolution, suspend or expel a Member or Member Club from membership if: -

1. The Member or Member Club refuses or neglects to comply with these Rules; or
2. The Member or Member Club’s conduct or behaviour is detrimental to the interests of the Association.
	* 1. The Executive must hold an Executive Meeting to decide whether to suspend or expel a Member.
		2. The Secretary must, not less than 28 days before the Executive Meeting referred to in 7.3.2 give written notice to the Member: -
3. Of the proposed suspension or expulsion and the grounds on which it is based;
4. Of the date, place and time of the Executive Meeting;
5. That the Member, or the Member’s representative, may attend the Executive Meeting, and
6. That the Member, or the Member’s representative, may address the Executive at the meeting and will be given full and fair opportunity to state the Member’s case orally, or in writing, or both.
	* 1. At the Executive Meeting referred to in 7.3.3, the Executive must: -
7. Give the Member, or the Member’s representative, a full and fair opportunity to state the Member’s case orally;
8. Give due consideration to any written statement submitted by the Member; and
9. Determine whether or not the Member should be

A – expelled from the Association; or

B – suspended from membership, and if so, the period that the Member should be suspended from membership.

* + 1. Once the Executive has decided to suspend or expel a Member under rule 7.3.4, the Member is immediately suspended or expelled from membership.
		2. The Secretary must inform the Member in writing of the decision of the Executive and the reasons for the decision, within 7 days of the Executive Meeting referred to in 7.3.3.
	1. **Right of Appeal against Suspension or Expulsion**

7.4.1 If a Member is suspended or expelled until rule 7.3, the person or club may appeal the Executive’s decision by giving written notice to the Secretary within 14 days of receiving advice of the Executive’s decision under 7.3.6 request the appointment of a mediator under rule 34.2.

* 1. **Reinstatement of a Member**

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

* 1. **When a Member is Suspended**

7.6.1 If a member’s membership is suspended under rule 7.3.5, the Secretary must record in the Register: -

1. The name of the Member that has been suspended from membership;
2. The Date on which the suspension takes effect; and
3. The length of the suspension as determined by the Executive under 7.3.4 (iii)B.
	* 1. A Member that has been suspended under rule 7.3.5 cannot exercise any right or privileges of membership, including voting rights, during the period they are suspended from membership.
		2. Upon the expiry of the period of a Member’s suspension, the Secretary must record in the Register that the Member is no longer suspended.
4. **MEMBERSHIP REGISTER**
	1. **Register of Members**
		1. The Secretary must maintain a register of Members and make sure that the Register is up to date.

8.1.2 The Register must maintain: -

1. The full name of each Member or Member Club;
2. A contact postal, residential or email address of each Member;
3. The class of membership held by the Member; and
4. The date of which the person became a Member.
	* 1. Any change in membership of the Association must be recorded in the Register within 28 days after the change occurs.

* + 1. The Register must be kept and maintained at the Association’s place of business.
	1. **Inspecting the Register**

8.2.1 Any Member is able to inspect the Register free of charge, at such time and place as is mutually convenient to the Association and the member.

8.2.2 A Member must contact the Secretary to request to inspect the Register.

* + 1. The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.
	1. **Copy of the Register**

8.3.1 A Member may make a request in writing for a copy of the Register.

8.3.2 The Executive may require a Member who requests a copy of the
Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.

* + 1. The Association may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Executive from time to time.
	1. **When Using the Information in the Register is Prohibited**

8.4.1 A Member must not disclose the information on the Register: -

1. To gain access to information that a Member has deliberately denied them (that is in the case of social, family or legal differences or disputes);
2. To contact, send, material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purpose, unless the use of the information is approved by the Executive; or
3. For any other purpose, unless the purpose: -
4. Is directly connected with the affairs of the Association; or
5. Relates to the provision of information to the Commissioner in accordance with a requirement of the Act.
6. **MEMBERSHIP FEES**
	1. **Entrance Fee**
		1. The Executive may from time to time, determine the amount of the entrance fee, if any, to be paid by each Member or each class of Members upon becoming a Member.
	2. **Annual Membership Fee**
		1. The Executive will from time to time determine the amount of the annual affiliation fee to be paid by each Member or each class of Members.
		2. Each Member Club must pay the Member’s affiliation fee determined under rule 9.2.1 to the person authorised by the Executive to receive payments, as and when decided by the Executive.
		3. If a Member pays the fee within 30 days after the due date, the Member retains all the rights and privileges of a Member for the purposes of these Rules during that time, including the right to vote.
		4. Subject to rule 9.2.5, if a person fails to pay the affiliation fee within 30 days after the due date, the person ceases to be a Member.
		5. If a person ceases to be a Member under rule 9.2.4, and subsequently pays to the Association all the Member’s outstanding fees, the Executive may, if it thinks fit, reinstate the Member’s rights and privileges from the date on which the outstanding fees are paid, including the right to vote.
7. **POWERS AND COMPOSITION OF THE EXECUTIVE**

### **Powers of the Executive**

* + 1. The governing body of the Association is to be called the Executive, and it has authority to control and manage the affairs of the Association.
		2. Subject to the Act, these Rules and any by-law or lawful resolution passed by the Association in General Meeting, the Executive: -
1. May exercise all powers and functions as may be exercised by the Association, other than those powers and functions that are required by these Rules to be exercised by association council/general meetings of the Members; and
2. Has power to perform all acts and do all things as appear to the Executive to be necessary or desirable for the proper management of the business and affairs of the Association.
	1. **Executive**

10.2.1 The Executive will consist of a five (5) members:

 (i) President

 (ii) Two Vice Presidents

1. Secretary
2. Treasurer

10.2.2 An Executive must be a natural person, and over 18 years of age.

10.2.3 The President, Secretary and Treasurer shall not be a Delegate of the Association; but the Vice President may.

10.2.4 One person may occupy the positions of Secretary and Treasurer.

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

1. an indictable offence in relation to the promotion, formation or management of a body corporate;
2. an offence involving fraud or dishonestly punishable by imprisonment for a period of not less than three months; or
3. an offence under Part 4 Division 3 or section 127 of the Act,

unless the person has obtained the consent of the Commissioner.

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

1. **ROLE AND RESPONSIBILIES OF EXECUTIVE MEMBERS**
	1. **Obligations of the Executive**
		1. The Executive must take all reasonable steps to ensure the Association complies with its obligations under the Act and these Rules.
	2. **Responsibilities of Executive Members**
		1. An Executive Member must exercise his/her powers and discharge his/her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
		2. An Executive Member must exercise his/her powers and discharge his/her duties in good faith in the best interests of the Association and for a proper purpose.
		3. An Executive Member or former Executive member must not improperly use information obtained because he/she is a Executive Member: -
2. Gain an advantage for himself/herself or another person; or
3. Cause detriment to the Association.

11.2.4 Aa Executive Member or former Executive member must not improperly use his/her position to; -

1. Gain an advantage for himself/herself or another person; or
2. Cause detriment to the Association.
	* 1. An Executive Member having any material personal interest in a matter being considered at a Executive Meeting must: -
3. as soon as he/she becomes aware of that interest, disclose the nature and extent of his/her interest to the Executive;
4. disclose the nature and extent of the interest at the next General Meeting of the Association; and
5. not be present while the matter is being considered at the Executive Meeting or vote on the matter.
	* 1. Rule 11.2.4 does not apply in respect of a material personal interest that: -
6. exists only because the Executive Member belongs to a class of persons for whose benefit the Association is established; or
7. the Executive Member has in common with all, or a substantial proportion of the members of the Association.
	* 1. The Secretary must record every disclosure made by an Executive Member under rule 11.2.4 in the Minutes of the Executive Meeting at which the disclosure is made.
		2. No Executive shall make any public statement or comment or cause to the published any words or article concerning the conduct of the Association unless the person is authorised by the Executive to do so and such authority is recorded in the minutes of the Executive Meeting.
	1. **President**
		1. The President must consult with the Secretary regarding the business to be conducted at each Executive Meeting and each Association Council/General meeting.
		2. May convene special meetings of the Executive under rule 14.1.3.
		3. May preside over Executive Meetings under rule 14.3.
		4. May preside over Association Council/General Meetings under rule 17.4; and
		5. Must ensure that the minutes of a Association Council/General Meeting or Executive Meeting are reviewed and
		6. signed as correct under rule 20.1.3.
	2. **Secretary**

11.4.1 The Secretary will attend all Executive, Association Council and General Meetings.

11.4.2 Co-ordinate the correspondence of the Association;

11.4.3 Consult with the President about all business to be conducted at meetings and convene Executive, Association Council and General Meetings, including preparing the notices of meetings and of the business to be conducted at each of those meetings;

11.4.4 Keep and maintain in an up to date condition the Rules of the Association as required by Rule 30, and any by-laws of the Association made in accordance with Rule 31.

11.4.5 Maintain the register of the members, referred to in Rule 8.1.

11.4.6 Maintain the record of office holders of the Association, referred to in Rule 11.6.

11.4.7 Ensure the safe custody of the Books, with the exception of the Accounting Records unless occupying the dual position of Secretary/Treasurer;

11.4.8 Keep full and correct minutes of all Association meetings; and

11.4.9 Perform any other duties as are imposed by these Rules or the Association on the Secretary.

* 1. **Treasurer**

11.5.1 Ensure all moneys payable to the Association are collected, and that receipts are issued for those moneys in the name of the Association;

11.5.2 Ensure the payment of all moneys referred to in rule 11.5.1 into the account of accounts of the Association as the Executive may from time to time direct;

11.5.3 Ensure timely payments from the funds of the Association with the authority of the Executive or Association Council meeting;

11.5.4 Ensure that the Association complies with the account keeping requirements in Part 5 of the Act;

11.5.5 Ensure the safe custody of the financial records of the Association and any other relevant records of the Association;

11.5.6 Co-ordinate the preparation of the Financial Statements of the Association prior to their submission to the Annual General Meeting of the Association;

11.5.7 Assist the Auditor in performing his function; and

11.5.8 Perform any other duties as are imposed by these Rules or the Association on the Treasurer.

* 1. **Assistant Secretary/Publicity Officer**

11.6.1 The Executive may appoint an Assistant Secretary/Publicity Officer from time to time, as considered necessary.

11.6.2 The Assistant Secretary/Publicity Officer will attend all meetings as required and assist the Secretary with any duties as directed by the Executive. They will not have any voting rights.

* 1. **Record of Office Holders**

### The Secretary must maintain a record of office holders.

### The record must show: -

1. The full name of each office holder.
2. The office held and the dates of appointment and (if applicable) cessation of the appointment; and
3. A current contact postal, residential or email address of each office holder.

### The record of office holders must be kept and maintained at the Association’s place of business.

* 1. **Inspecting the Record of Office Holders**

11.8.1 Any Member is able to inspect the record of office holders free of charge at such time and place as is mutually convenient to the Association and the Member.

11.8.2 The Member may make a copy of the details from the record of office holders but has no right to remove the record for that purpose.

1. **APPOINTING EXECUTIVE MEMBERS**
	1. Executive Members are appointed to the Executive by: -
2. Election at an AGM; or
3. Appointment to fill a casual vacancy under rule 13.1.2
	1. **Nominating for Membership of the Executive**

12.2.1 A person who wishes to be an Executive must be nominated by one other Member as a candidate for election.

12.2.2 Nominations for election to the Executive can be lodged in writing to the Secretary, or from the floor at the Annual General Meeting.

12.2.3 Each nomination must have a nominator and a seconder, who must both be members of the Association.

* 1. **Electing Executive Members**

### 12.3.1 If the number of valid nominations received under rule 12.2 is equal to the number of vacancies to be filled for the relevant positions on the Executive, the nominees shall be deemed to be elected at the AGM.

### 12.3.2 If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the Executive, elections for positions must be conducted at the AGM.

12.3.3 Voting will be by show of hands. Should there be an equality of votes for any position, the chairperson will exercise a casting vote.

12.3.4 In the case of the Vice Presidents, the nominee receiving the most number of votes will be elected Senior Vice President, and the nominee receiving the second highest number of votes will be elected Junior Vice President.

12.3.5 If an insufficient number of nominations are received from the floor for the number of vacancies on the Executive that remain, each relevant position on the Executive is declared vacant by the person presiding at the General Meeting and rule 13.1.2 applies.

* 1. **Voting in Elections for Membership on the Executive.**

### 12.4.1 For elections for Executive, each club is entitled to one vote. In the event of an equality of votes for a position, the Chairman will have a casting vote.

### 12.4.2 The candidates up to the number required to equal the number of vacancies with the most number of votes will be declared elected.

### A Member who nominates for election or re-election may vote for him/herself.

* 1. **Term of Office of Executive Members.**

12.5.1 Each new Member elected to a position on the Executive will serve a term of office for one year.

12.5.2 A Executive Member’s term, will commence on the date of his/her election at an AGM or the date of appointment to fill a casual vacancy that arises under rule 13.1.2; and his/her term will expire at the completion of the AGM next following after his election..

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

1. **CEASING TO BE A MEMBER OF THE EXECUTIVE.**
	1. **Vacant Positions on the Executive**

### A casual vacancy occurs in the office of the Executive and that office becomes vacant if the Executive Member: -

1. Dies;
2. Ceases to be a member;
3. Becomes disqualified from holding a position under rule 10.2.3 as a result of bankruptcy or conviction of a relevant criminal offence;
4. Becomes permanently incapacitated by mental or physical ill-health;
5. Resigns from office under 13.2;
6. Is removed from office under 13.3; or
7. Is absent from more than

A - three consecutive Executive Meetings without a good reason; or

B – three Executive Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Executive Meetings

where the Member received notice of the meetings, and the Executive has resolved to declare the office vacant.

### If a position on the Executive is declared vacant under rule 12.3.5 or there is a casual vacancy within the meaning of 13.1.1, the continuing Executive Members may: -

1. Appoint a member to fill that vacancy until the conclusion of the next AGM; and
2. Subject to rule 13.1.3, act despite the vacancy position on the Executive.

### If the number of Executive Members is less than the number fixed under rule 1.3 as the quorum for Executive Meetings, the continuing Executive Members may act only to: -

1. Increase the number of Members on the Executive to the number required for a quorum; or
2. Convene a General meeting of the Association.
	1. **Resigning from the Executive.**

### An Executive Member may resign from the Executive by giving written notice of resignation to the Secretary.

### The Executive Member resigns:

1. At the time the notice is received by the Secretary under rule 13.2.1; or
2. If a later date is stated in the notice, at the later time.
	1. **Removal from the Executive**

13.3.1 Subject to rule 13.1.1(vii), an Executive Member may only be removed from his/her position on the Executive by resolution at a General Meeting of the Association if a majority of the Members present and eligible to vote at the meeting vote in favour of the removal.

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

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

1. **EXECUTIVE MEETINGS**
	1. **Meetings of the Executive**

### The Executive must meet at least six times each calendar year.

### The Executive is to determine the place and time of all Executive Meetings.

### Special meetings of the Executive may be convened under rule 14.2 by the President or any two Executive Members.

### In the event that a second Executive meeting is convened in any calendar month, the second meeting shall not count towards the required number of six meetings each year.

* 1. **Notice of Executive Meetings**

### The Secretary must give each Executive Member at least 48 hours’ notice of each Executive Meeting before the time appointed for holding the meeting.

### Notice of an Executive Meeting must specify the general nature of the business to be transacted at the meeting.

### Subject to rule 14.2.4, only business specified on the notice of the Executive Meeting is to be conducted at that meeting.

### Urgent business may be conducted at Executive Meetings if the Executive Members present at an Executive Meeting unanimously agree to treat the business as urgent.

* 1. **Chairing at Executive Meetings**

### The President is to preside at each Executive Meeting.

### If the President is absent or unwilling to act, the Senior Vice President shall chair the meeting. If both the President and the Senior Vice President are absent or unwilling to act, the Junior Vice President shall chair the meeting.

**14.4 Procedure of the Executive Meeting**

14.4.1 The quorum for a Executive Meeting is specified in clause 1.3. The Executive cannot conduct business unless a quorum is present.

14.4.2 If, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same time, day and place in the following week.

14.4.3 If at a meeting adjourned under 14.4.2, a quorum is not present within half an hour of the time appointed for the meeting, the Executive Members personally present will constitute a quorum.

14.4.4 Executive Meetings may take place:

1. Where the Executive Members are physically present together; or
2. Where the Executive Members are able to communicate by using any technology that reasonably allows the Executive Members to participate fully in discussions as they happen in the Executive Meeting and in making decisions, provided that the participation of the Member in the Executive Meeting must be made known to all other Members.

14.4.5 A Executive Member who participates in a meeting as set out in rule 14.4.4(ii):

(i) is deemed to be present at the Executive Meeting; and

(ii) continues to be present at the meeting for the purposes of establishing a quorum

until the Executive member notifies the other Executive Members that he/she is no longer taking part in the Executive Meeting.

14.4.6 Subject to these Rules, the Executive Member present at the Executive Meeting are to determine the procedure and order of business to be followed at the Executive Meeting.

14.4.7 All Executive Members have the right to attend and vote at Executive Meetings.

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

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

* 1. **Voting at Executive Meetings**

### Each Executive Member present at a Executive Meeting has a deliberate vote.

### A question arising at an Executive Meeting is to be decided by a majority of votes, but if there is an equality of votes, the motion will fail.

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

### A poll by secret ballot may be used if the Executive prefers to determine a matter in this way, and the person presiding over the Executive Meeting is to oversee the ballot.

* 1. **Acts not Affected by Defects or Disqualification.**

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

1. There was a defect in the appointment of an Executive Member, sub-committee or person holding a subsidiary office; or
2. A Executive Member, a sub-committee member or a person holding a subsidiary office was disqualified from being a Member.
3. **REMUNERATION OF EXECUTIVE MEMBERS**

### 15.1.1 The Association may pay an Executive Member’s travelling and other expenses as properly incurred;

1. In attending Executive Meetings or sub-committee meetings;
2. In attending any General Meeting of the Association; and
3. In connection with the Association’s business.

### 15.1.2 Executive Members must not receive any remuneration for their services as Executive Members other than as described in 15.1.1.

15.1.3 Any remuneration for services to the Association other than that prescribed in 15.1.2, must be approved by the Members at an Annual General Meeting.

1. **SUB-COMMITTEES AND DELEGATION**
	1. **Appointment of Sub-Committee**

### 16.1.1 The Executive may appoint one or more sub-committees as considered appropriate by the Executive from time to time to assist with the conduct of the Association’s operations.

### Sub-committees may comprise in such numbers as the Executive determines and maybe Members or non-members.

* 1. **Delegation by Executive to Sub-committee**

### The Executive may delegate, in writing, to any or all of the sub-committees, any authority, power or functions and may cancel any authority, powers, or functions, as the Executive sees fit from time to time.

### Despite any delegation under this rule, the Executive may continue to exercise all its functions, including any function that has been delegated to a sub-committee and remains responsible for the exercise of those functions at all time.

* 1. **Delegation to Subsidiary Offices**

16.5.1 The Executive may create and fill such subsidiary office as may be necessary for the proper and efficient management of the Association’s affairs.

16.5.2 The Executive may delegate, in writing, to any person holding a subsidiary office any authority, power or functions and may cancel any authority, powers or functions, as the Executive sees fit from time to time.

16.3.3 Despite any delegation under this rule, the Executive may continue to exercise all its functions, including any function that has been delegated to a subsidiary office and remains responsible for the exercise of those functions at all times.

1. **GENERAL MEETINGS**
	1. **Formation of Association Council/General Meeting**

17.1.1 The Association Council will consist of the Executive and one delegate from each affiliated member club. The nominated delegate should preferably by the Club’s President, Vice President or Secretary and must have the power to vote on his club’s behalf without reference. The Secretary of each Club shall advise the Association Secretary in writing of the name and contact details of their club’s delegate no later than 28 January each year. Their period of office is for one year only but are eligible to renomination at the expiry of their time.

17.1.2 The club must also advise in writing the name and contact of a proxy delegate who must attend in the absence of their nominated delegate. They may also attend any Association Council/general meeting with the delegate but will have no voting rights.

* 1. **Procedure of Association Council/General Meetings**

### Association Council/General Meetings may take place:

1. Where the Members are physically present together; or
2. where the Members are able to communicate by using any technology that reasonably allows a Member to participate fully in discussions as they happen in a General Meeting and in making any decisions, provided that the participation of the Member in the General Meeting must be made know to all other Members.

### A Member who participates in a meeting as set out in 17.1.1(ii).;

1. Is deemed to be present at the General Meeting; and
2. Continues to be present at the meeting for the purposes of establishing a quorum

until the Member notifies the other Members that he/she is no longer taking part in the General Meeting.

* 1. **Quorum for Association Council/General Meeting**

17.3.1 The quorum for Association Council/General Meetings is specified in rule 1.4.

17.3.2 Subject to rules 17.3.3 and 17.3.4, no business is to be conducted at a Association Council/General Meeting unless a quorum of Members entitled to vote under these Rules is present at the time when the meeting is considering that item.

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

(i) in the case of a Special General Meeting, the meeting lapses; or

(ii) in the case of an AGM, the meeting is to stand adjourned to:

1. The same time and day in the following week; and
2. The same place unless another place is specified by the Chairperson at the time of the adjournment or by written notice to the Members given before the day on which the meeting is adjourned.

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

* 1. **Notice of Association Council/General Meetings and Motions.**

### The Secretary must give at least:

1. 14 days’ notice of an Association Council/General Meeting to each Member; or
2. 21 days’ notice of an Association Council/General Meeting to each Member if a Special Resolution is proposed to be moved at the Meeting.

### The notice convening an Association Council/General Meeting must specify:

1. The place, date and time of the meeting; and
2. The particulars and order of the business to be conducted at the meeting.

### The notice convening a Association council/General Meeting or any notice of motion must be issued in the manner prescribed in rule 2.2.

* 1. **Presiding Member**

### The Chairperson is to preside as Chairperson of each Association Council/General Meeting.

17.4.2 If the Chairperson is absent or unwilling to act, the Senior Vice President will preside at the meeting. In the event that neither the President or the Senior Vice President are absent or unwilling to act, then the Junior vice President will preside at the meeting.

* 1. **Adjournment of Association Council/General Meetings.**

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

 17.5.2 No business is to be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

17.5.3 When an Association Council/General Meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting in accordance with rules 2.2 and 17.3 as if that Association Council/General Meeting was a new Association Council/General Meeting.

1. **SPECIAL GENERAL MEETING**
	1. **Special General Meeting**

18.1.1 The Executive may at any time convene a Special General Meeting of the Association.

18.1.2 The Secretary must convene a Special General Meeting of the Association within 28 days after receiving a written request to do so from at least three of the total number of Affiliated Club Members.

* 1. **Request for a Special General Meeting**

18.2.1 A request by the Affiliated Club Members for a Special General Meeting must:

1. State the purpose of the meeting;
2. Be signed by the required number of Members making the request as specified in rule 18.1.2; and
3. By lodged with the secretary.
	1. **Failure to Convene Special General Meeting**

18.3.1. If the Secretary fails to convene a Special General Meeting within the 28 days referred to in rule 18.1.2, the Members who made the request, may convene a Special General Meeting within 3 months after the original request was lodged as if the Members were the Executive,

18.3.2 A Special General Meeting must be convened in the same or substantially the same manner as General Meeting are convened by the Executive and the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

1. **MAKING DECISIONS AT ASSOCIATION COUNCIL/GENERAL MEETINGS.**
	1. **Special Resolutions**

### A Special Resolution must be moved at a Association Council/General Meeting where notice of the Special Resolution has been given under 19.1.3.

### A Special Resolution of the Association is required to:

1. Amend the name of the Association;
2. Amend the Rules under Rule 30.2.1;
3. Affiliate the Association with another body.
4. Transfer the incorporation of the Association;
5. Amalgamate the Association with one or more other incorporated associations;
6. Voluntarily wind up the association;
7. Cancel incorporation; or
8. Request that a statutory manager by appointed.

### 19.1.3 Notice of a Special Resolution must:

1. Be in writing;
2. Include the place, date and time of the meeting;
3. Include the intention to propose a Special Resolution;
4. Set out the wording of the proposed Special Resolution and
5. Be given in accordance with rule 2.2.

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

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

**19.2 Ordinary Resolutions**

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

**19.3 Voting at Meetings**

19.3.1 Subject to these Rules, each Executive Member and Affiliated Club Member has one vote at a Association Council/General Meeting of the Association.

19.3.2 A person casts a vote at a meeting either by voting at the meeting either in person or through the use of technology as under rule 17.1.1(ii).

19.3.3 In the case of an equality of votes at a General Meeting, the motion will lapse.

19.3.4 A Member is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member to the Association has been paid in accordance with rules 9.1 and 9.2

 **19.4 Manner of Determining Whether Resolution Carried.**

19.4.1 Unless a Poll is demanded under rule 19.5, if a question arising at a Association Council/General Meeting of the Association is determined by general agreement or a show of hands, a declaration must be made by the chairperson of the Meeting that the resolution has been:

(i) carried unanimously;

(ii) carried by a particular majority; or

1. Lost.

19.4.2 If the declaration relates to a Special Resolution, then subject to rule 19.1.3, the declaration should state that a Special Resolution has been determined.

19.4.3 The declaration made under rule 19.4.1 must be entered into the minute book of the Association.

19.4.4 The entry in the minute book of the Association under rule 19.4.3 is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

**19.5 Poll at Association Council/General Meeting**

19.5.1 At an Association Council/ General Meeting, a Poll on any question may be demanded by either:

(i) the chairperson of the meeting; or

(ii) at least three Members present in person.

19.5.2 If a Poll is demanded at an Association Council/General Meeting, the Poll must be taken in a manner as the chairperson of the meeting directs and a declaration by the chairperson of the result of the Poll is evidence of the matter so declared.

19.5.3 If a Poll is demanded at a Association Council/General Meeting, the Poll must be taken;

(i) immediately in the case of a Poll which relates to electing a person to preside over the meeting.

(ii) immediately in the case of a Poll which relates to adjourning the meeting; or

1. In any other case, in the manner and time before the close of the meeting as the chairperson directs.
2. **MINUTES OF MEETINGS.**

**20.1 Minutes of meetings**

20.1.1 The Secretary or a person authorised by the Executive from time to time must keep minutes of the resolutions and proceedings of all Association Council/General Meetings and Executive Meetings together with a record of the names of persons present at each meeting.

20.1.2 The minutes are to be taken and then entered within 30 days after the holding of each meeting, into a minute book kept for that purpose.

20.1.3 The Chairperson must ensure that the minutes of a Association Council/General Meeting or Executive Meeting under rule 20.1.1 are reviewed and signed as correct by:

(i) the Chairperson of the Association Council/General Meeting or Executive Meeting to which those minutes relate; or

(ii) the Chairperson of the next succeeding Association Council/General Meeting or Executive Meeting.

20.1.4 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that;

(i) the Association Council/General Meeting or Executive Meeting to which they relate was duly convened and held;

(ii) All proceedings recorded as having taken place at the Association Council/General Meeting or Executive Meeting did in fact take place at the meeting;

1. All appointments or elections purporting to have been made at the meeting have been validly made.

20.1.5 The minutes of Association Council/General Meetings may be inspected by a Member under rule 33.2.

20.1.6 The minutes of Executive Meetings may be inspected by a Member under rule 33.2 unless the Executive determines that the minutes of Executive Meetings generally or the minutes of a specific Executive Meeting are not to be available for inspection.

**21. FUNDS AND ACCOUNTS**

**21.1 Control of Funds.**

21.1.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the Executive.

21.1.2 The funds of the Association are to be used in pursuance of the objects of the Association.

21.1.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by the Treasurer and either the President or one of the Vice Presidents.

21.1.4 In the case of emergency, the President may expend a sum not exceeding $500.

21.1.5 All expenditure above the maximum amount set by the Executive from time to time must be approved or ratified at a General Meeting.

**21.2 Source of Association Funds**

21.2.1 The funds of the Association may be derived from entrance fees and annual membership fees of Members. Donations, fund raising activities, grants, interest and any other sources approved by the Executive.

21.2.2 The Association must, as soon as practicable;

1. Deposit all money received by the Association, to the credit of the Association’s bank account, without deduction, and
2. After receiving any money, issue an appropriate receipt.

**21.3 Financial Records**

21.3.1 The Association’s must keep financial records that:

1. Correctly record and explain its transactions, financial position and performance and
2. Enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.

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

**21.4 Financial Statements and Financial Reports.**

21.4.1 For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met.

21.4.2 Without limiting sub rule 21.4.1, those requirements include;

1. As this Association is termed a Tier 1 Association, the preparation of the Financial Report;
2. the review of the Financial Report;
3. The presentation of the Financial Report to the Annual General Meeting of the Association

**22. FINANCIAL YEAR OF THE ASSOCIATION**

22.1 The financial year of the association is at rule 1.5

**23. ANNUAL GENERAL MEETING**

**23.1** **Annual General Meeting**

23.1.1 The Annual General Meeting of the Association shall be held not later than 30 November in each year.

23.1.2 If for some reason, the AGM cannot be held on the date indicated in 27.1.1, it must be held within six (6) months of the end of the Associations financial year. If the Association requires the approval from the Commissioner to hold its AGM within a longer period under rule 27.1.2, the Secretary must apply to the Commissioner no later than four months after the end of the Association’s Financial Year.

**23.2 Notice of Annual General Meetings**

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

**23.3 Business to be Conducted at AGM**

23.3.1 Subject to rule 27.1 the AGM of the Association is to be convened on a date, time and place as the Executive Decides.

23.3.2 At each AGM of the Association, the Association:

1. Must confirm the minutes of the past preceding AGM and of any Special General Meeting held since that meeting if the minutes of that Special General Meeting have not yet been confirmed;
2. Must receive the Financial Report of the Association for the preceding Financial Year;
3. If applicable, must appoint or remove an auditor in accordance with the Act;
4. Must present a copy of the report of the Auditor to the Association; and
5. Must elect or appoint the office holders and Members of the Executive.

**24. PATRONS**

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

24.1.2 Their term of office shall be for one year.

24.1.3 They shall be entitled to attend and vote at general meetings and enjoy all the rights and privileges of ordinary members.

**25. LIFE MEMBERSHIP**

25.1.1 Nominations for persons to be elected as a Life member shall be signed by a current Member and submitted to the Executive at least one calendar month prior to the Annual General Meeting. The nomination must be accompanied by a short statement setting out the nominee’s record of service to the Association.

25.1.2 No more than three Life members may be elected in any one year.

25.1.4 A player shall become eligible for Life Membership after playing 150 games; and a delegate to the Association shall become eligible upon completion of 10 years service on the Association Council.

25.1.5 A Life Members is entitled to attend Association Council/General Meetings but is not entitled to speak unless permitted to by the Chairperson, and is not entitled to move, second or vote on motions.

**26. RULES OF THE ASSOCIATION**

**26.1 Rules of the Association**

26.1.1 These Rules bind every Member and the Association and each Member agrees to comply with these Rules.

26.1.2 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 5.5.

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

**26.2 Amendment of Rules, Name and Objects.**

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

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

(i) one month after the Special Resolution is passed; or

(ii) a longer period as the Commission may allow.

26.2.3 Subject to rule 30.2.4, an amendment to the Rules does not take effect until the required documents are lodged with the Commission under rule 30.2.2

26.2.4 An amendment to the Rules that changes or has the effect of changing:

(i) the name of the Association; or

(ii) the objects or purposes of the Association

does not effect until the required documents are lodged with the Commissioner under rule 30.2.2 and the approval of the Commissioner is given in writing.

**27. BY-LAWS OF THE ASSOCIATION**

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

 27.2 The by-laws made under 27.1:

1. Do not form part of the Rules;
2. May make provision for:
3. Classes of Membership and the rights and obligations that apply to each class of membership
4. Requirements for financial reporting, financial accountability or audit of accounts in addition to those prescribed by the Act and the Rules;
5. Restrictions on the powers of the Executive, including the power to dispose of assets;
6. A requirement for members to hold a specified educational trade or professional qualification; and
7. Any other matter that the Association considers necessary or appropriate; and

27.3 Must be available for inspection by Members.

**28. AUTHORITY REQUIRED TO END ASSOCATION.**

**28.1 Executing Documents**

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

(i) any two Executive Members; or

(ii) one Executive Member and a person authorised by the Executive.

**28.2 Use of Common Seal**

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

1. The Secretary must provide for its safe custody; and
2. It must only be used under the resolution of the Executive.

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

1. Any two Executive Members; or
2. One Executive Member and a person authorised by the Executive.

28.2.3 Every use of the common seal must be recorded in the Association’s minute book.

**29. THE ASSOCIATION’S BOOKS AND RECORDS**

**29.1 Custody of the Books of the Association**

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

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

**29.2 Inspecting the Books of the Association**

29.2.1 Subject to these rules, and in particular rule 20,1,6, a Member is able to inspect the Books of the Association free of charge at such time and place as is mutually convenient to the Association and the Member.

29.2.2 A Member must contact the Secretary to request to inspect the Books of the Association.

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

**29.3 Prohibition on Use of Information in the Books of the Association**

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

(i) that is directly connected with the affairs of the Association; or

(ii) related to the provision of the information to the Commissioner in accordance with the Act.

29.3.2 Outgoing Executive Members are responsible for transferring all relevant assets and Books of the Association to the new Executive within 14 days of ceasing to be an Executive Member.

**30. RESOLVING DISPUTES**

**30.1 Disputes Arising under the Rules**

30.1.1 This rule applies to:

(i) disputes between Members; and

(ii) disputes between the Association and one or more Members

that arise under the rules or relate to the rules of the Association.

30.1.2 In this rule “Member” includes any former Member whose membership ceased not more than six months before the dispute occurred.

30.1.3 The parties to a dispute must attempt to resolve the dispute between themselves with 14 days of the dispute coming to the attention of each party.

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

30.1.5 The President must convene a Executive Meeting within 28 days after the Secretary has received notice of the dispute under rule 30.1.4 for the Executive to determine the dispute.

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

30.1.7 The Secretary must inform the parties to the dispute of the Executive’s decision and the reasons for the decision within 7 days after the Executive Meeting referred to in rule 30.1.5.

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

**30.2 Mediation**

30.2.1 This rule applies:

(i) where a person is dissatisfied with a decision made by the Executive under rule 30.1; or

(ii) where a dispute arises between a Member or more than one Member and the Association and any party to the dispute elects not to have the matter determined by the Executive.

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

30.2.3 If the parties to a dispute are unable to resolve the dispute between themselves, within the time required by rule 30.1.3, or a party to the dispute is dissatisfied with a decision made by the Executive under rule 30.1.7, a party to the dispute may:

(i) provide written notice to the Secretary of the parties to, and the details of the dispute;

(ii) agree to, or request the appointment of a mediator.

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

30.2.5 The mediator must be:

(i) a person chosen by agreement between the parties; or

(ii) in the absence of agreement;

1. If the dispute is between a Member and another Member – a person appointed by the Secretary; or
2. If the dispute is between a Member or more than one Member and the Association, the Executive or an Executive Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.

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

30.2.7 The parties to the dispute must, in good faith, attempt to settled the dispute by mediation.

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

30.2.9 The mediator, in conduction the mediation, must:

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

(ii) allow all parties to consider any written statement submitted by any party, and

1. Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

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

**30.3 Inability to Resolve Disputes**

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

**31. CANCELLATION AND DISTRUBITON OF SURPLUS PROPERTY.**

31.1.1 The Association may cease its activities and have it incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the association will:

1. Apply to the Commissioner for cancellation of its incorporation; or
2. Appoint a liquidator to wind up its affairs.

31.1.2 The association must be wound up under rule 31.1.(ii) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is party to any current legal proceedings.

31.1.3 Upon cancellation of the Association, the surplus property must only be distributed to one or more of the following:

(i) an incorporated association under the Act;

(ii) a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;

1. A company limited by guarantee that is registered as mentioned in section 50 of the *Corporations Act 2001 (Cwth).*
2. A body corporate that:
3. Is a Member or former Member of the Association; and
4. At the time of the surplus property is distributed, has rules that prevent the property being distributed to its members;
5. A trustee for a body corporate referred to in rule 35.1.3(v); or
6. A co-operative registered under the *Co-operatives Act 2009* that, at the time of the distribution, is a non-distributing co0operative as defined in that Act.