



**WAROONA
REDBACKS**

WAROONA AMATEUR BASKETBALL ASSOCIATION (INCORPORATED)

CONSTITUTION

Incorporated amendments agreed at, and as approved by the Annual General Meeting held on 5 August 2021

A stylized, handwritten signature in black ink, appearing to read 'Brad Vitale', positioned above a horizontal line.

Brad Vitale
Association President

A stylized, handwritten signature in black ink, appearing to read 'Jeremy Wright', positioned above a horizontal line.

Jeremy Wright
Association Secretary

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PART 1 — PRELIMINARY

1. Name

The name of the Association is Waroona Amateur Basketball Association (Incorporated), abbreviated to WABA and branded as Waroona Redbacks.

2. Terms used

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

annual membership means the Association fees plus the Basketball WA Affiliation fee as agreed at the Annual General Meeting;

associate member means a member with the rights referred to in rule 15(2)(c);

Association means the incorporated association to which these rules apply;

board means the Protests and Disputes Board;

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 85;

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

club mean any basketball club which affiliates with the Association through membership;

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

committee means a committee of the Association;

committee meeting means a meeting of the committee;

committee member means a member of the committee;

FIBA means the International Basketball Federation being the world governing body;

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 5;

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

junior means a person who plays basketball within the boundaries of the Association up to the age determined from time to time by the Executive Management Committee;

member means a person who belongs to any class of membership of the Association, except junior members;

protests and disputes board means a panel consisting of Justice of the Peace and life members who shall be responsible for hearing and adjudicating protests and disputes referred by the Executive Management Committee;

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;

senior member means a member with the rights referred to in rule 15(2)(a);

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 69;

teams means a group of players affiliated with the Association;

the Executive means the Executive Management Committee of the Association;

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;

written means any form of written communication including, but not limited to memos, letters, text message, email and other forms of electronic correspondence. A reference to 'written' will, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

3. Lack of Provision or Reasonable Doubt

(a) If:

- i. Any circumstances arise for which no provision is made by this Constitution;
- ii. There arises any reasonable doubt as to the interpretation of the Rules in any circumstances; or

- iii. There is any reasonable doubt as to the correct procedure to be adopted on any occasion

then the Executive Management Committee, having regard to this Constitution, may decide the matter and may direct what shall be done in each particular instance, or may interpret the Constitution or direct what shall be done in a particular case.

- (b) Such direction, interpretation or decision of the Executive Management Committee shall be set out in the agenda for the next General Meeting and, until rescinded or amended by the Executive Management Committee or disallowed by a resolution of a General Meeting, it shall have the same validity and effect as if specifically included in this Constitution.
- (c) Any such decision, interpretation or direction may be considered at a General Meeting without any notice being given of the intention to consider it.

4. Objects and purposes

The objects and purposes of the Association are:

- (a) To promote, encourage, foster, teach, administer, and advance basketball in Waroona through participation, development, competition, facility development and commercial means;
- (b) To instil and promote the ideals of teamwork, good fellowship, true sportsmanship, citizenship, skill development and work ethic among all members, officials and supporters;
- (c) To provide organised competitions for all persons and under such rules and by laws as may be determined by the Association and the governing bodies of Basketball Western Australia (BWA) and International Basketball Federation (FIBA);
- (d) To ensure the safety of all members, officials and spectators in all Association fixtures;
- (e) To establish the Association as an innovative, highly respected, financially stable and self-sufficient association;
- (f) Formulate and/or adopt and implement appropriate policies in relation to such matters as arise from time to time as issues to be addressed in basketball in Waroona;
- (g) Adopt, formulate, issue, interpret, implement and amend from time to time such by-laws and regulations as are necessary to basketball in Waroona;
- (h) Develop, administer and control the sport of basketball in Waroona in accordance with and having regard to the general statutes and internal regulations and other rules of FIBA, and the by-laws and any regulations of Basketball Australia and Basketball Western Australia; and
- (i) Undertake and/or do all such things or activities as are necessary, incidental or conducive to the advancement of these objectives.

5. 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. The Association's financial year will be the period of 12 months commencing on the first day of May and ending on the last day of April of each year.
- (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.

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

6. 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 sub rule (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.

7. Powers

- (1) The Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular may —
 - (a) acquire, hold, deal with, and dispose of any real or personal property or any rights or privileges;
 - (b) conduct appeals for funds and accept donations, whether being real or personal property, and devise and bequests under testamentary dispositions and to generally raise funds by public subscription and any other means as may from time to time be approved by the Executive Management Committee;
 - (c) invest in trustee securities or otherwise deal with the monies of the Association not immediately required for the purposes of the Association in such a manner authorised by law as may from time to time be determined by the Executive Management Committee;
 - (d) borrow money by way of a loan or overdraft;
 - (e) appoint and co-opt persons to positions on the Association and remove persons from such positions as required;
 - (f) approve the membership of any club / team or person, and terminate the membership of any club / team or person;
 - (g) suspend, fine, or otherwise deal with any member, official or player, for non compliance with these rules, by laws of the Association, or for conduct not deemed to be in the best interests of the Association or the game of basketball;
 - (h) apply and ensure compliance with the by laws of the Association and perform all such acts and responsibilities to the attainment of the objects and purposes of the Association; and
 - (i) determine nomination fees and annual membership fees.
- (2) The Association shall abide by the these rules unless a particular circumstance or an issue not covered arises, where in the Association will defer to the rules and requirements of Basketball Western Australia (BWA) and International Basketball Federation (FIBA), with the latter being the most superior governing body.

PART 3 — MEMBERS

Division 1 — Membership

8. Membership

The association must always have at least 6 members with full voting rights.

9. Liabilities of the Association

A member of the Executive Management Committee, trustee or a member of the Association is not liable in respect of the liabilities of the Association.

10. Eligibility for membership

- (1) Any person who supports the objects or purposes of the Association is eligible to apply to become a member.
- (2) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.
- (3) The Association must comply with all legal and regulatory obligations that may apply to the Association under any other law when assessing eligibility of an applicant for membership.

11. Applying for membership

- (1) A person who wants to become a member must complete the appropriate application and submit to the Association for consideration.
- (2) The application must include a member's nomination of the applicant for membership.
- (3) The application must be signed by the applicant and the member nominating the applicant.
- (4) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

12. Dealing with membership applications

- (1) The Executive Management Committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) The Executive Management Committee may delay its consideration of an application if the Executive Management 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.
- (3) The Executive Management Committee must not accept an application unless the applicant —
 - (a) is eligible under rule 10; and
 - (b) has applied under rule 11.

- (4) The Executive Management Committee may reject an application even if the applicant —
 - (a) is eligible under rule 10; and
 - (b) has applied under rule 11.
- (5) The Executive Management Committee must notify the applicant of the Executive Management Committee's decision to accept or reject the application as soon as practicable after making the decision.
- (6) The Executive Management Committee can reject any application for membership if the applicant has previously breached the code of conduct or has not complied with the objectives and purposes of the Association as outlined in rule 4. If the Executive Management Committee rejects the application, the Executive Management Committee is not required to give the applicant its reasons for doing so.

13. Becoming a member

- (1) An applicant for membership of the Association becomes a member when —
 - (a) the Executive Management Committee accepts the application; and
 - (b) the applicant pays any membership fees payable to the Association under rule 23.
- (2) When sub rule 1 has been fulfilled, and the applicant for membership of the Association has become a member, that person 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.

14. Member to receive rules

- (1) The Association must give each person who becomes a member of the Association a copy of the rules in force at the time their membership commences as per section 36(1)(b) of the Act.
- (2) It is acceptable for the Association to provide a copy of the rules and bylaws to new members by electronic transmission or providing the details for the website where the rules may be downloaded.
- (3) A hard copy must be provided if the member requests that the rules be provided in that manner.

15. Classes of membership

- (1) The Association consists of members provided for under sub rule (2).
- (2) The Association may have any class of membership approved by resolution at a general meeting, including senior membership, junior membership, official membership, associate membership and life membership —
 - (a) **Senior membership** shall be granted to any person playing in the local senior basketball competition. A senior member shall be entitled to attend any general meeting and may be elected to the management committee or any sub-committee, providing that they are financial members.
 - (b) **Junior membership** shall be granted to any person playing in the local basketball competitions who is under the age of 18 years. A junior member shall not be entitled to any voting rights.
 - (c) **Official membership** shall be any coach, referee or team manager of a team in the local competition or at a carnival who shall pay an annual subscription from time to time determined at the Annual General Meeting. An official member shall be entitled to attend any general meeting and may be elected to the management committee or any sub-committee, providing that they are financial members.

- (d) **Associate membership** shall be any non-playing person who shall pay an annual subscription from time to time determined at the Annual General Meeting. An associate member shall be entitled to attend any general meeting and may be elected to the management committee or any sub-committee, providing that they are financial members.
 - (e) **Life membership** shall be granted to any person who has given outstanding service to the Association (refer to rule 19).
- (3) All members have full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the Executive Management Committee, except junior members. Each member of the Association has one vote at a general meeting of the Association, except junior members who do not have voting rights.
 - (4) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

16. Liability of members

A member is only liable for their own outstanding membership fees payable under rule 23.

17. 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) the person resigns from the Association under rule 18;
 - (c) the person is expelled from the Association under rule 26;
 - (d) the person ceases to be a member under rule 23(4) or 23(6).
- (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.

18. 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.

19. Life members

- (1) All nominations for life membership shall be made by completing the Waroona Amateur Basketball Association Inc. Life Membership Nomination form and submitting this form to the Executive Management Committee.

- (2) In the event that more than one nomination is received in any one year, the Executive Management Committee will consider all nominations and shall recommend the most deserving nomination(s)
- (3) The Executive Management Committee shall use the Waroona Amateur Basketball Association Inc. Life Membership Evaluation Form to assist in considering nominations for life membership.
- (4) A person shall be appointed a life member if that person receives a majority support of the Executive Management Committee.
- (5) A life member shall be entitled to exercise all the rights and privileges of membership, including the right to vote and hold any position on the Executive Management Committee, and shall not be required to pay any annual membership fee.

20. Honorary recognition

Any person may be nominated for honorary recognition for their contribution to the game of basketball.

21. Patron

- (1) The Executive Management Committee may at its discretion elect a patron at its first meeting after the Annual General Meeting.
- (2) The patron shall be elected for a period of one year but shall be eligible for re-election.
- (3) The patron shall not hold any office, nor hold any right to vote at any meeting, unless that patron is also a member.
- (4) The patron shall be responsible for:
 - (a) Updating the historical records of the Association;
 - (b) Attending social functions held by the Association, and on behalf of the Association; and
 - (c) Presenting awards at end of season presentations and throughout the season as required.

22. Rights not transferable

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

Division 2 — Membership fees

23. Membership fees

- (1) The Executive Management Committee must determine the entrance fee (if any) and an annual membership fee to be paid by each class of membership including senior members, junior members, official members and associate members for membership of the Association.
- (2) The fees determined under sub rule (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 Executive Management Committee.
- (4) If a member has not paid the annual membership fee by the due date, the member ceases to be a member on the expiry of that period.
- (5) If a person who has ceased to be a member under sub rule (4) offers to pay the annual membership fee after the period referred to in that sub rule has expired —
 - (a) The Executive Management 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) If a member pays the annual membership fee by the due date, and ceases to play basketball by 31st December of the year the season commenced, they cease to be a member, and may apply in writing for a refund of a portion of their annual membership, to be deemed by the treasurer.
- (7) If a person commences playing and becomes a member after the 31st December of the year the season commenced, the membership fee shall be half the Association fee plus Basketball WA Affiliation fee, and is required to be paid before the member's second physically played game.
- (8) If a member ceases to play after the 31st December of the year the season commenced due to violations of the code of conduct, or non-compliance with the objectives and purposes of the Association, the member shall not be entitled to any refund of any fees.
- (9) If a member ceases to play due to injury, or any other exceptional circumstance, the Executive Management Committee may determine a reasonable refund of their annual membership.

The Executive Management Committee may review any circumstance or written request at its discretion.

Division 3 — Register of members

24. Register of members

- (1) The secretary, or another person authorised by the Executive Management Committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association within 28 days after the change occurs.
- (2) The register of members must include each member's name and a residential, postal or email address as per section 53(2) of the Act.
- (3) In addition to the matters referred to in sub rule 2, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (4) The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.
- (5) A member is entitled to inspect the register free of charge and may make a copy of, or take an extract from, the register, but has no right to remove the register for that purpose.
- (6) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.

(7) 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 Executive Management 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.

(8) The Executive Management Committee is authorised to determine a reasonable charge for providing a copy of the register.

(9) The details required for the register of members of all senior members and junior members must be recorded in the Basketball WA system.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Disciplinary action

25. Term used: member

In this Part —

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

26. Suspension or expulsion

- (1) The Executive Management Committee may decide to suspend a member's membership or to expel a member from the Association if —
 - (a) The member contravenes any of these rules;
 - (b) The member acts detrimentally to the interests of the Association; or
 - (c) The member breaches the code of conduct or contravenes the objectives of the Association.
- (2) The secretary must give the member written notice of the report received that will be considered by the Executive Management Committee at a meeting.
- (3) The notice given to the member must state —
 - (a) When and where the committee meeting is to be held;
 - (b) the grounds on which the report 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 Executive Management Committee about the report.
- (4) A full Executive Management Committee shall be held with a majority approval required to determine if the matter is referred to the Protests and Disputes Board. To avoid a conflict of interest, any member of the Executive Management Committee who is part of the immediate or extended family of the member whom the report is against, shall remove himself or herself from the decision. In this instance, a life member may be considered as temporary replacements of any members removed.
- (5) If the Executive Management Committee decides to refer the matter to the Protests and Disputes Board, the Protests and Disputes process shall take place.
- (6) If the Executive Management Committee decides to address the matter without referral to the Protests and Disputes Board, 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.
- (7) Any decisions by the Executive Management Committee or Protests and Disputes Board to suspend the member's membership or to expel the member from the Association takes immediate effect.

- (8) The Executive Management Committee must give the member written notice of the decision of the Executive Management Committee or Protests and Disputes Board, and the reasons for the decision, within 7 days after the meeting at which the decision is made.
- (9) The secretary must advise Basketball WA of the decisions of the Executive Management Committee or Protests and Disputes Board immediately.
- (10) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Executive Management Committee's decision under subrule (8), give written notice to the secretary requesting the appointment of a mediator under rule 34.
- (11) If notice is given under subrule (10), the member who gives the notice and the Executive Management Committee are the parties to the mediation.

27. 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 2 — Resolving disputes

28. Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

29. 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.

30. 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.

31. 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 29, 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 14 days after the secretary is given the notice, an Executive Management 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 Executive Management 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 Executive Management 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 Executive Management 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 Executive Management Committee; and
 - ii. requests the appointment of a mediator under rule 33,the Executive Management Committee must not determine the dispute.

32. Determination of dispute by Executive Management Committee

- (1) At the Executive Management Committee meeting at which a dispute is to be considered and determined, the Executive Management 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 Executive Management Committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The Executive Management Committee must give each party to the dispute written notice of the Executive Management Committee's determination, and the reasons for the determination, within 7 days after the Executive Management Committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Executive Management Committee's determination under sub rule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 33.
- (4) If notice is given under sub rule (3), each party to the dispute is a party to the mediation.

Division 3 – Mediation

33. 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 under rule 26(7); or
 - (b) By a party to a dispute under rule 31(5)(b)(ii) or 32(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 34.

34. 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 26(10) – by agreement between the member and the Executive Management Committee; or
 - (b) If the appointment of a mediator was requested by a party to a dispute under rule 31(5)(b)(ii) or 32(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 Executive Management Committee must appoint the mediator.
- (3) The person appointed as mediator by the Executive Management Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, or a Justice of the Peace, if the appointment of a mediator was requested by –
 - (a) A member under rule 26(10); or
 - (b) a party to a dispute under rule 31(5)(b)(ii); or
 - (c) a party to a dispute under rule 32(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the Executive Management 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.

35. 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.
- (7) If the dispute has not been resolved under the procedure provided for in these rules, an application may be made to the State Administrative Tribunal to have the dispute determined.

36. 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 26(10); 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.

PART 5 —MANAGEMENT COMMITTEES

Division 1 — Powers of Executive Management Committee

37. Executive Management Committee

- (1) The Executive Management Committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Executive Management Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Executive Management Committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

Division 2 — Composition of Executive Management Committee and duties of members

38. Executive Management Committee members

- (1) The Executive Management Committee shall consist of the office holders of the Association
- (2) The following are the office holders of the Association —
 - (a) the President;
 - (b) the Senior Vice President;
 - (c) the Junior Vice President;
 - (d) the Secretary;
 - (e) the Treasurer; and
 - (f) the Umpires Advisor
 - (g) the Association Advisor
- (3) A member may be an Executive Management Committee member if the member is an individual who has reached 18 years of age.
- (4) A member must not hold 2 or more of the offices mentioned in sub rule (2) at the same time.
- (5) All Executive Management Committee members must comply with the code of conduct, objectives and goals, and duties provisions including:
 - (a) exercising 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 —
 - i. were an office holder of the Association in the Association's circumstances; and
 - ii. occupied the office held by, and had the same responsibilities within the Association as, the office holder.
 - (b) exercising his or her powers and discharge his or her duties —
 - i. in good faith in the best interests of the Association; and
 - ii. for a proper purpose.
 - (c) not improperly using his or her position to —
 - i. gain an advantage for the committee member or another person; or
 - ii. cause detriment to the Association.
 - (d) not improperly use the information he or she has obtained because the person is, or has been, a committee member of the Association to —
 - i. gain an advantage for the committee member or another person; or
 - ii. cause detriment to the Association.

39. President

- (1) It is the duty of the president to consult with the secretary regarding the business to be conducted at each Executive Management Committee meeting and general meeting.
- (2) The president has the powers and duties relating to convening and presiding at Executive Management Committee meetings and presiding at general meetings provided for in these rules.
- (3) The president has the power to delegate authorities and duties to other Executive Management Committee members
- (4) The president shall regularly consult with all members of the Executive Management Committee to ensure the accountability of their role is clear, and to discuss any matters requiring attention.
- (5) The president may attend meetings of the Executive Management Committee, Senior Management Committee and Junior Management Committee to provide advice and comment where necessary.
- (6) The president shall be the main contact between the Association and Basketball WA.
- (7) The president shall be the only person to make a public statement on behalf of the Association, unless the president delegates this authority to a single other member of the Executive Management Committee.

40. Senior Vice President

- (1) The senior vice president, in the absence of the president, will preside as the chairperson of any Executive Management Committee meeting and general meeting.
- (2) It is the duty of the senior vice president to consult with the Senior Management Committee secretary regarding the business to be conducted at each Senior Management Committee meeting.
- (3) The senior vice president has the powers and duties relating to convening and presiding at meetings of the Senior Management Committee.
- (4) The senior vice president has the power to delegate authorities and duties to other members of the Senior Management Committee.
- (5) The senior vice president shall regularly consult with all members of the Senior Management Committee to ensure the accountability of their role is clear, and to discuss any matters requiring attention.
- (6) The senior vice president shall coordinate the Senior Management Committee and senior competition.

41. Junior Vice President

- (1) The junior vice president, in the absence of the president and senior vice president, will preside as the chairperson of any committee meeting and general meeting.

- (2) It is the duty of the junior vice president to consult with the Junior Management Committee secretary regarding the business to be conducted at each Junior Management Committee meeting.
- (3) The junior vice president has the powers and duties relating to convening and presiding at meetings of the Junior Management Committee.
- (4) It is the duty of the junior vice president to consult with the Junior Management Committee secretary regarding the business to be conducted at each Junior Management Committee meeting.
- (5) The junior vice president has the powers and duties relating to convening and presiding at meetings of the Junior Management Committee.
- (6) The junior vice president has the power to delegate authorities and duties to other members of the Junior Management Committee.
- (7) The junior vice president shall regularly consult with all members of the Junior Management Committee to ensure the accountability of their role is clear, and to discuss any matters requiring attention.
- (7) The junior vice president shall coordinate the Junior Management Committee and junior competition.

42. Secretary

- (1) The secretary has the following duties —
 - (a) dealing with the Association's correspondence;
 - (b) consulting with the president regarding the business to be conducted at each Executive Management Committee meeting and general meeting;
 - (c) preparing the notices required for meetings and for the business to be conducted at Executive Management Committee meetings;
 - (d) unless another member is authorised by the Executive Management 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;
 - (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
 - (f) unless another member is authorised by the Executive Management Committee to do so, maintaining on behalf of the Association a record of Executive Management Committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
 - (g) 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;
 - (h) maintaining full and accurate minutes of Executive Management Committee meetings and general meetings;
 - (i) carrying out any other duty given to the secretary under these rules or by the Executive Management Committee.

43. Treasurer

- (1) The treasurer has the following duties —
 - (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;

- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Executive Management Committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Executive Management Committee or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) 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;
- (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (h) 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;
- (i) carrying out any other duty given to the treasurer under these rules or by the Executive Management Committee.

44. Umpires Advisor

- (1) The umpires' advisor has the following duties —
 - (a) liaising with Basketball Western Australia and any other relevant organisations to organise and ensure the education, training and development of all umpires within the Association;
 - (b) arranging assessment of umpires in the Association as required;
 - (c) arranging at least 1 Association level umpire course each year;
 - (d) providing mentoring and support to all umpires within the Association;
 - (e) ensuring all umpires of the Association are in the correct attire, and are competent to officiate assigned games; and
 - (f) assisting the umpires' coordinator (if applicable) in rostering the umpires according to any direction that may be provided by the management committee.

45. Association Advisor

- (1) The association advisor must be a life member of Waroona Amateur Basketball Association Inc.
- (2) The association advisor must attend meetings of the Executive Management Committee, Senior Management Committee and Junior Management Committee where possible or on request from the Association President, Senior Vice President or Junior Vice President.
- (3) The association advisor shall advise all management committees on the operations and management of the Association and its competitions.

Division 3 — Election of Executive Management Committee members and tenure of office

46. How members become Executive Management Committee members

A member becomes an Executive Management Committee member if the member —

- (a) is elected to the Executive Management Committee at a general meeting; or
- (b) is appointed to the Executive Management Committee by the Executive Management Committee to fill a casual vacancy under rule 53.

47. Nomination of Executive Management Committee members

- (1) At least 21 days before an annual general meeting, the secretary must send written notice to all the members —
 - (a) calling for nominations for election to the Executive Management Committee; and
 - (b) stating the date by which nominations must be received by the secretary to comply with sub rule (2).
- (2) A member who wishes to be considered for election to the Executive Management Committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 7 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 whose nomination does not comply with this rule is not eligible for election to the Executive Management Committee unless the member is nominated under rule 48(2) or 49(2)(b).

48. Persons who are not to be members of the Executive Management Committee

Under section 39 of the Act, the following persons must not, without leave of the Commissioner, accept an appointment or act as a member of the Executive Management Committee of the Association:

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

49. 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 members at the meeting.
- (3) If only one member has nominated for a position, the chairperson of the meeting must declare the member elected to the position.
- (4) If more than one member has nominated for a position, the members at the meeting must vote in accordance with procedures that have been determined by the Executive Management Committee to decide who is to be elected to the position.

- (5) Each member present at the meeting may vote for one member who has nominated for the position.
- (6) A member who has nominated for the position may vote for himself or herself.
- (7) On the member's election, the new president of the Association may take over as the chairperson of the meeting.

50. Term of office

- (1) The term of office of an Executive Management Committee member begins when the member —
 - (a) is elected at an annual general meeting or under sub rule 51(3)(b); or
 - (b) is appointed to fill a casual vacancy under rule 53.
- (2) Subject to rule 52, an Executive Management Committee member holds office until the positions on the Executive Management Committee are declared vacant at the next annual general meeting.
- (3) An Executive Management Committee member may be re-elected.

51. Resignation and removal from office

- (1) An Executive Management Committee member may resign from the Executive Management Committee by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (2) The resignation takes effect —
 - (a) when the notice is received by the secretary or chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, or the meeting of the Executive Management Committee, the Executive Management Committee may by resolution —
 - (a) remove an Executive Management Committee member from office; and
 - (b) elect a member who is eligible under rule 38(3) to fill the vacant position.
- (4) An Executive Management Committee member who is the subject of a proposed resolution under sub rule (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 Executive Management Committee member may require them to be read out at the general meeting at which the resolution is to be considered.

52. When membership of Executive Management Committee ceases

- (1) A person ceases to be an Executive Management Committee member if the person —
 - (a) dies or otherwise ceases to be a member; or
 - (b) resigns from the Executive Management Committee or is removed from office under rule 50; or
 - (c) becomes ineligible to accept an appointment or act as an Executive Management Committee member under section 39 of the Act;
 - (d) becomes permanently unable to act as an Executive Management Committee member because of a mental or physical disability; or

- (e) fails to attend 3 consecutive Executive Management Committee meetings, of which the person has been given notice, without having notified the Executive Management Committee that the person will be unable to attend.
- (2) Where a person ceases to be a member of the Association's Executive Management Committee, that person, as soon as practicable after their membership ceases, must deliver to a member of the Executive Management Committee all of the relevant documents and records they hold pertaining to the management of the Association's affairs.

53. Filling casual vacancies

- (1) The Executive Management Committee may appoint a member who is eligible under rule 38(3) to fill a position on the Executive Management Committee that —
 - (a) has become vacant under rule 52; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 51(3)(b).
- (2) If the position of secretary becomes vacant, the Executive Management Committee must appoint a member who is eligible under rule 38(3) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 61, the Executive Management Committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer Executive Management Committee members than required for a quorum under rule 61, the Executive Management Committee may act only for the purpose of —
 - (a) appointing Executive Management Committee members under this rule; or
 - (b) convening a general meeting.

54. 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.

55. Payment to Committee Members

In this rule –

committee member includes a member of a sub-committee;
committee meeting includes a meeting of a sub-committee.

- (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) All payments to committee members must be approved by the Executive Management Committee.

Division 4 — Executive Management Committee meetings

56. Executive Management Committee meetings

- (1) The Executive Management Committee must meet at least 3 times in each year on the dates and at the times and places determined by the Executive Management Committee.
- (2) The date, time and place of the first Executive Management Committee meeting must be determined by the Executive Management Committee members as soon as practicable after the annual general meeting at which the Executive Management Committee members are elected.
- (3) Special committee meetings may be convened by the president or any 2 Executive Management Committee members.

57. Notice of Executive Management Committee meetings

- (1) Subject to sub rule (5), notice of each Executive Management Committee meeting must be given to each Executive Management 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 sub rule (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 Executive Management Committee members at the meeting unanimously agree to treat that business as urgent.
- (5) Emergency meetings may be called by the president with 24 hours notice.

58. Procedure and order of business

- (1) The president or, in the president's absence, the senior vice president must preside as chairperson of each Executive Management Committee meeting.
- (2) If the president and senior vice president are absent, the junior vice president must preside as chairperson of each Executive Management Committee meeting.
- (3) If the president, senior vice president and junior vice president are absent or are unwilling to act as chairperson of a meeting, the Executive Management Committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (4) The procedure to be followed at an Executive Management Committee meeting must be determined from time to time by the Executive Management Committee.
- (5) The order of business at an Executive Management Committee meeting may be determined by the Executive Management Committee members at the meeting.
- (6) A member or other person who is not an Executive Management Committee member may attend an Executive Management Committee meeting if invited to do so by the Executive Management Committee.
- (7) A person invited under sub rule (6) to attend an Executive Management 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 Executive Management Committee to do so; and
- (c) cannot vote on any matter that is to be decided at the meeting.

59. Material personal interests of Executive Management Committee members

- (1) A member of the Executive Management Committee who has a material personal interest in a matter being considered at an Executive Management 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 Executive Management Committee; and
 - (b) disclose the nature and extent of the interest at the next general meeting of the Association.
- (2) Sub rule (1) 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.
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.
- (3) A member of the Executive Management Committee who has a material personal interest in a matter being considered at a meeting of the Executive Management Committee must not be present while the matter is being considered at the meeting or vote on the matter.
- (4) The secretary must record every disclosure made by an Executive Management Committee member of a material personal interest in the minutes of the Executive Management Committee meeting at which the disclosure is made.

60. Use of technology to be present at Executive Management Committee meetings

- (1) The presence of an Executive Management Committee member at an Executive Management Committee meeting need not be by attendance in person but may be by that Executive Management Committee member and each other Executive Management Committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in an Executive Management Committee meeting as allowed under sub rule (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.
- (3) The secretary shall record any members present via sub rule (1) separately in the minutes.

61. Quorum for Executive Management Committee meetings

- (1) Fifty per cent plus one members constitute a quorum for the conduct of the business of an Executive Management Committee meeting.
- (2) Subject to rule 52(4), no business is to be conducted at an Executive Management Committee meeting unless a quorum is present.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of an Executive Management Committee meeting —

- (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (4) If —
- (a) a quorum is not present within 30 minutes after the commencement time of an Executive Management Committee meeting held under sub rule (2)(b); and
 - (b) at least 2 Executive Management Committee members are present at the meeting,
- those members present are taken to constitute a quorum.

62. Voting at Executive Management Committee meetings

- (1) Each Executive Management Committee member present at an Executive Management Committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Executive Management Committee members present at the Executive Management 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.
- (4) A vote may take place by the Executive Management Committee members present indicating their agreement or disagreement or by a show of hands, unless the Executive Management Committee decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

63. Minutes of Executive Management Committee meetings

- (1) The Executive Management Committee must ensure that minutes are taken and kept of each Executive Management Committee meeting.
- (2) The minutes must record the following —
 - (a) the names of the Executive Management Committee members present at the meeting, including those present under rule 60;
 - (b) the name of any person attending the meeting under rule 58(6);
 - (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; and
 - (e) any disclosure made by an Executive Management Committee member of a material personal interest in the business considered at the meeting
- (3) The minutes of an Executive Management Committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of an Executive Management Committee meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next Executive Management Committee meeting.
- (5) When the minutes of an Executive Management 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.

Division 5 — Senior and Junior Management Committees and subsidiary offices

64. Senior and Junior Management Committees and subsidiary offices

- (1) To assist the Executive Management Committee in the conduct of the Association's business, the Executive Management Committee may appoint two management sub-committees, one for the junior competition and one for the senior competition, with both of these sub-committees having subsidiary offices and people appointed to those offices.
- (2) The management sub-committees may consist of the number of people, whether or not members, that the Executive Management Committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the Executive Management Committee —
 - (a) the management sub-committees may meet and conduct business as they considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as per the role descriptions provided in rules 67 and 68.
- (5) Both management sub-committees and subsidiary offices must comply with these rules as per rule 7(2).

65. Election of people to management sub-committees

- (1) At the first meeting of each management sub-committees, the Association must decide the number of committee members to hold office in each respective management sub-committee for the next year.
- (2) If the number of people nominating for the position of 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 people at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- (3) If —
 - (a) the number of people nominating for the position of committee member is greater than the number to be elected; or
 - (b) the number of people nominating under sub rule (2)(b) is greater than the number of positions remaining unfilled,

the people at the meeting must vote in accordance with procedures that have been determined by the Executive Management Committee to decide the people who are to be elected to the position of committee member.
- (4) A person who has nominated for the position of committee member may vote in accordance with that nomination.

66. Delegation to management sub-committees and holders of subsidiary offices

- (1) In this rule —

non-delegable duty means a duty imposed on the management sub-committees by the Act or another written law.

- (2) The Executive Management Committee may, in writing, delegate to a management sub-committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Executive Management Committee other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a management sub-committee or the holder of a subsidiary office under this rule, may be exercised or performed by the management sub-committee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Executive Management Committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Executive Management Committee from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a management sub-committee 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 Executive Management Committee.
- (7) The Executive Management Committee may, in writing, amend or revoke the delegation.
- (8) All delegations must be recorded by the secretary in the Register of Delegations.

67. Senior Management Committee

- (1) The Senior Management Committee shall be responsible for the operation and management of the senior competition and players.
- (2) The Senior Management Committee must take all reasonable steps to ensure that the Association, particularly through the senior competition, complies with the Act, these rules, and the bylaws (if any).
- (3) The Senior Management Committee may consist of the following office holders for the senior competition —
 - (a) secretary – as per the description provided in rule 42, but with necessary changes to become relevant to the Senior Management Committee;
 - (b) treasurer – as per the description provided in rule 43, but with necessary changes to become relevant to the Senior Management Committee . This treasurer shall be responsible for payment of court hire, payment of umpires and deposit of monies received for the senior competition. All other payments must be made by the Executive Management Committee treasurer;
 - (c) registrar – shall collect details for all senior members and enter into the Basketball WA system, as per rule 24;
 - (d) office manager – shall collect game night fees, prepare and collect scoresheets, pay umpires, ensure games run to schedule and any other administration duties deemed necessary;
 - (e) umpires coordinator –shall source and allocate umpires for each game in consultation with the umpires advisor and senior vice president;
 - (f) Country Championships and carnivals coordinator – shall advertise carnivals, nominate representative teams and organise players and officials, and the associated travel and accommodation, in consultation with the senior vice president;
 - (g) fundraising and social coordinator – shall organise fund raising and social activities in consultation with the Senior Management Committee;
 - (h) website coordinator – shall ensure the Association website is maintained and contains relevant up to date information; and
 - (i) and any other positions as deemed necessary.

- (4) Any member may be a Senior Management Committee member.
- (5) All Senior Management Committee members must comply with the code of conduct, objectives and goals, and duties provisions including:
 - (e) exercising 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 –
 - i. were an office holder of the Association in the Association's circumstances; and
 - ii. occupied the office held by, and had the same responsibilities within the Association as, the office holder.
 - (f) exercising his or her powers and discharge his or her duties –
 - i. in good faith in the best interests of the Association; and
 - ii. for a proper purpose.
 - (g) not improperly using his or her position to –
 - i. gain an advantage for the committee member or another person; or
 - ii. cause detriment to the Association.
 - (h) not improperly use the information he or she has obtained because the person is, or has been, a committee member of the Association to –
 - i. gain an advantage for the committee member or another person; or
 - ii. cause detriment to the Association.

68. Junior Management Committee

- (1) The Junior Management Committee shall be responsible for the operation and management of the junior competition and players.
- (2) The Junior Management Committee must take all reasonable steps to ensure that the Association, particularly through the junior competition, complies with the Act, these rules, and the bylaws (if any).
- (3) The Junior Management Committee may consist of the following office holders for the senior competition –
 - (a) secretary – as per the description provided in rule 42, but with necessary changes to become relevant to the Junior Management Committee;
 - (b) treasurer – as per the description provided in rule 43, but with necessary changes to become relevant to the Junior Management Committee. This treasurer shall be responsible for payment of court hire, payment of umpires and deposit of monies received for the senior competition. All other payments must be made by the Executive Management Committee treasurer;
 - (c) registrar – shall collect details for all junior members and enter into the Basketball WA system, as per rule 24;
 - (d) office manager – shall collect game night fees, prepare and collect scoresheets, pay umpires, ensure games run to schedule and any other administration duties deemed necessary;
 - (e) umpires coordinator – shall source and allocate umpires for each game in consultation with the umpires advisor and junior vice president;
 - (f) Country Championships and carnivals coordinator – shall advertise carnivals, nominate representative teams and organise players and officials, and the associated travel and accommodation, in consultation with the junior vice president;
 - (g) fundraising and social coordinator – shall organise fund raising and social activities in consultation with the Junior Management Committee;
 - (h) website coordinator – shall ensure the Association website is maintained and contains relevant up to date information; and
 - (i) and any other positions as deemed necessary.
- (4) Any member may be a Junior Management Committee member.

- (5) All Junior Management Committee members must comply with the code of conduct, objectives and goals, and duties provisions including:
 - (a) exercising 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 –
 - i. were an office holder of the Association in the Association's circumstances; and
 - ii. occupied the office held by, and had the same responsibilities within the Association as, the office holder.
 - (b) exercising his or her powers and discharge his or her duties –
 - i. in good faith in the best interests of the Association; and
 - ii. for a proper purpose.
 - (c) not improperly using his or her position to –
 - i. gain an advantage for the committee member or another person; or
 - ii. cause detriment to the Association.
 - (d) not improperly use the information he or she has obtained because the person is, or has been, a committee member of the Association to –
 - i. gain an advantage for the committee member or another person; or
 - ii. cause detriment to the Association.

Division 6 — Sub-committees and subsidiary offices

69. Sub-committees and subsidiary offices

- (1) To further assist the Executive Management Committee, Senior Management Committee and Junior Management Committee in the conduct of the Association's business, the committees may, in writing, do either or both of the following —
 - (a) appoint one or more subcommittees;
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A sub-committee may consist of the number of people, whether or not members, that the management committees considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the management committees —
 - (a) a sub-committee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.
- (5) All sub-committees and subsidiary offices must comply with these rules as per rule 7(2).

70. Delegation to sub-committees and holders of subsidiary offices

- (a) In this rule —

non-delegable duty means a duty imposed on the sub-committee by the Act or another written law.

- (b) The management committees may, in writing, delegate to a sub-committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the management committees other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.

- (c) A power or duty, the exercise or performance of which has been delegated to a sub-committee or the holder of a subsidiary office under this rule, may be exercised or performed by the sub-committee or holder in accordance with the terms of the delegation.
- (d) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the management committees specify in the document by which the delegation is made.
- (e) The delegation does not prevent the sub-committee from exercising or performing at any time the power or duty delegated.
- (f) Any act or thing done by a sub-committee 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 management committees.
- (g) The management committees may, in writing, amend or revoke the delegation.
- (h) All delegations must be recorded by the secretary in the Register of Delegations.

PART 6 — GENERAL MEETINGS OF ASSOCIATION

71. Annual general meeting

- (1) The Executive Management 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 president'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;
 - (d) to elect the trustees of the Association;
 - (e) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act; and
 - (f) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members, subject to the preparation of the next financial year's budget.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

72. Special general meetings

- (1) The Executive Management Committee may convene a special general meeting.
- (2) The Executive Management Committee must convene a special general meeting if at least 20% of the Association's 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 sub rule (3)(a).
- (5) If the Executive Management 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 sub rule (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 sub rule (5).
- (8) A resolution is a special resolution if it is passed —
 - (a) at a general meeting; and
 - (b) by the votes of not less than three-fourths of the members of the Association who cast a vote at the meeting.

73. Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 72(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 Executive Management Committee under rule 47(2); and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 52(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 72(7).

74. Proxies

- (1) Subject to sub rule (2), a member may appoint an individual who is a member as his or her proxy to vote and speak on his or her behalf at a general meeting.

- (2) A member may be appointed the proxy for not more than 5 other members.
- (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 Executive Management 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 a member under rule 73 must —
 - (a) state that the member may appoint an individual who is a member as a proxy for the meeting; and
 - (b) include a copy of any form that the Executive Management Committee has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically must be received by the secretary before the commencement of the meeting.

75. 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 sub rule (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.
- (3) The secretary shall record any members present via sub rule (1) separately in the minutes.

76. Presiding member and quorum for general meetings

- (1) The president or, in the president's absence, the senior vice president must preside as chairperson of each Executive Management Committee meeting.
- (2) If the president and senior vice president are absent, the junior vice president must preside as chairperson of each Executive Management Committee meeting.
- (3) If the president, senior vice president and junior vice president are absent or are unwilling to act as chairperson of a meeting, the Executive Management Committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (4) Any 10 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.
- (5) No business is to be conducted at a general meeting unless a quorum is present.

- (6) 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 —
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (7) If —
- (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under sub rule (4)(b); and
 - (b) at least 2 members are present at the meeting,
- those members present are taken to constitute a quorum.

77. 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 members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (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; or
 - (c) if an emergency situation arises.
- (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 73.

78. Voting at general meeting

- (1) All members except junior members shall be entitled to vote on matters arising at a general meeting either personally or by proxy.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the 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 a member, the member —
 - (a) must have been a member at the time notice of the meeting was given under rule 73; and
 - (b) must have paid any fee or other money payable to the Association by the member.

79. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting —
 - (a) to affiliate the Association with another body;
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager;
 - (c) to alter its rules, including changing the name of the Association;
 - (d) to decide to apply for registration or incorporation as a prescribed body corporate;
 - (e) to approve the terms of an amalgamation with one or more incorporated associations;
 - (f) to be wound up voluntarily, or by the Supreme Court; or
 - (g) to cancel its incorporation.
- (2) Sub rule (1) does not limit the matters in relation to which a special resolution may be proposed.

80. 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 sub rule (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 sub rule (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 members present in person or by proxy —
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (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 sub rule (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.

81. Minutes of general meeting

- (1) The secretary, or a person authorised by the Executive Management 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 members attending the meeting, including those present under rule 75; and

- (b) any proxy forms given to the chairperson of the meeting under rule 74(8); and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 71(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 71(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 chairperson 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

82. Source of funds

The funds of the Association may be derived from annual membership subscriptions, fees and levies payable by members, competition fees, facility hire, donations, fund-raising activities, grants, sponsorships, interest and any other sources approved by the Executive Management Committee.

83. 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) The Executive Management Committee shall open three accounts as follows:
 - (a) in the name of Waroona Amateur Basketball Association Incorporated to be managed by the Executive Management Committee;
 - (b) in the name of Waroona Amateur Basketball Association Incorporated – Seniors to be managed by the Senior Management Committee; and
 - (c) in the name of Waroona Amateur Basketball Association Incorporated – Juniors to be managed by the Junior Management Committee
- (3) The accounts stated in sub rule 2 shall have limits and conditions imposed by the Executive Management Committee.
- (4) Subject to any restrictions imposed at a general meeting, the Executive Management Committee may approve expenditure on behalf of the Association.
- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by the authorised signatories as appointed by the Executive Management Committee.
- (6) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

84. Financial statements and financial reports

- (1) For each financial year, the Executive Management 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 sub rule (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.
- (3) The Association must keep financial records that —
 - (a) correctly record and explain its transactions and financial position and performance; and

- (b) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.
- (4) The Association must retain its financial records for at least 7 years after the transactions covered by the records are complete.

PART 8 — GENERAL MATTERS

85. By-laws

- (1) The Association may, by resolution at a general meeting, 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 15(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 these rules.
- (4) Without limiting sub rule (3), a by-law made for the purposes of sub rule (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, as per rule 13.

86. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by two members of the Executive Management Committee
- (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 Executive Management Committee and in the presence of two members of the Executive Management Committee 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 Executive Management Committee member authorised by the Executive Management Committee.

87. 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.

88. Custody of books and securities

- (1) Subject to sub rule (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) Sub rules (1) and (2) have effect except as otherwise decided by the Executive Management Committee.
- (4) The books of the Association must be retained for at least 7 years.

89. Record of office holders

- (1) The Association must maintain a record of:
 - (a) the names, addresses and email addresses of the persons who are members of its Executive Management Committee, or hold other offices of the Association provided for by its rules;
 - (b) the names and addresses of the persons who are authorised to use the common seal of the Association (if it has a common seal); and
 - (c) the names, addresses and email addresses of the persons who are appointed or acts as the trustees on behalf of the Association.
- (2) The record of Executive Management 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.

90. Inspection of records and documents

- (1) Sub rule (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 management 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, subject to approval by the Executive Management Committee.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of any management committee meeting, the right to inspect that document is subject to any decision the Executive Management 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 sub rule (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 sub rule (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.

91. Publication of statements about Association business

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

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

92. Auditors

- (1) The Association may elect or appoint an auditor or auditors at the annual general meeting.
- (2) The auditor(s) shall not be a member of the Association.

93. Trustees

- (1) The Association must appoint 4 members as trustees, two of whom must be members of the current Executive, and two of whom must be life members, at the annual general meeting.
- (2) The trustees shall hold any property real and personal belonging to the Association.

94. 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.

95. Alteration of rules

- (1) If the Association wants to alter or rescind any of these rules, 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.
- (2) The Association must obtain the Commissioner's approval if the alteration of its rules has effect to change the name of the Association.
- (3) The Association must obtain the Commissioner's approval if the alteration of its rules has effect to alter the objects or purposes of the Association, or the manner in which surplus property of the Association must be distributed or dealt with if the Association is wound up or its incorporation is cancelled.
- (4) The required documents must be lodged within one month after the special resolution is passed.

- (5) Amendments to the rules do not take effect until required documents are lodged with the Commissioner, even if the amendments do not require the approval of the Commissioner under sub rule (2) or (3).