

25 JUN 2020

RULES OF ASSOCIATION

1. Name of Association

The name of the Association is Midwest Soccer Association Inc.

2. Definitions

In these rules, unless the contrary intention appears-

- (a) "annual general meeting" is the meeting convened under paragraph (b) of rule 17 (1);
- (b) "Committee meeting" means a meeting referred to in rule 16;
- (c) "Committee member" means person referred to in paragraph (a), (b), (c), (d), (e) or (f) of rule 10 (1);
- (d) "convene" means to call together for a formal meeting;
- (e) "department" means the government department with responsibility for administering the Associations Incorporation Act (2015);
- (f) "financial year" means a period commencing 1 November and ending on 31 October in the following year;
- (g) "general meeting" means a meeting to which all members are invited;
- (h) "member" means member of the Association referred to in rule 5;
- (i) "ordinary resolution" means resolution other than a special resolution;
- (j) "poll" means voting conducted in written form (as opposed to a show of hands);
- (k) "soccer" means football as defined by the International Football Association Board (IFAB).
- (l) "special general meeting" means a general meeting other than the annual general meeting;
- (m) "special resolution" has the meaning given by section 51 of the Act;
- (n) "the Act" means the Associations Incorporation Act 2015;
- (o) "the Association" means the Association referred to in rule 1;
- (p) "the Chairperson" means-
 - (i) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or
 - (ii) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10 (1) or, if that person is unable to perform his or her functions, the Vice Chairperson;

- (q) "the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;
- (r) "the Committee" means the Committee of Management of the Association referred to in rule 10 (1);
- (s) "the Secretary" means the Secretary referred to in paragraph (c) of rule 10 (1);
- (t) "the Treasurer" means the Treasurer referred to in paragraph (d) of rule 10 (1);
- (u) "the Vice-Chairperson" means the Vice-Chairperson referred to in paragraph (b) of rule 10 (1).

3. Objects of Association

- (1) The objects of the Association are-
 - (a) To promote, control, manage and encourage soccer matches and competitions in and out of the Midwest Region.
 - (b) To determine the terms and conditions upon which persons may play soccer for clubs which take part in matches.
 - (c) To frame and administer laws relating to soccer and to take such action as may be necessary to achieve uniformity in such laws.
 - (d) To raise money by subscription or otherwise from members and their members.
 - (e) To hear and determine and settle all questions and disputes of any other matter relating to soccer in the Midwest Region.
 - (f) To affiliate and liaise with or become a member of any state, national or international body or association having the same objects.
- (2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.
 - (a) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule b.
 - (b) A payment to a member out of the funds of the Association is authorised if:
 - (i) the payment is 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
 - (ii) the payment is 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
 - (iii) the payment is of reasonable rent to the member for premises leased by the member to the Association; or
 - (iv) the reimbursement is of reasonable expenses properly incurred by the member on behalf of the Association.

4. Powers of Association

The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may;

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money -
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Association
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable;
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.
- (i) Impose fines or other penalties for any breach of the rules or bylaws of the association by any member.
- (j) Make bylaws for the management of the association.

5. Qualifications for membership of Association

- (1) Membership of the Association is open to individuals and Soccer Clubs within the Geraldton Midwest Region.
- (2) An individual who wishes to become a member, must nominate to be a member of the Committee of Management under rule 10.
- (3) A club who wishes to become a member must-
 - (a) be an incorporated association in accordance with the Act,
 - (b) not become a new member at the detriment of an existing member, therefore a new club applying for membership may at the discretion of the of the committee, register only four (4) players that were registered in the previous season to each existing member club of the Association, and
 - (c) apply for membership to the Committee in writing-
 - (i) signed by the club secretary or the president
 - (ii) in such form as the committee from time to time directs

- (4) The Committee may impose conditions of entry on a new club applying for membership.
- (5) The Committee members must consider each application made at a committee meeting and must at the Committee meeting or the next Committee meeting accept or reject that application.
- (6) An applicant whose application for membership of the Association is rejected under sub-rule (5), must if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- (7) When notice is given under sub-rule (6), the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.
- (8) An applicant whose application for membership of the Association is accepted under sub-rule (5) must, nominate one of the applicant's club members to be on the Committee of Management within a period of 28 days from the date of acceptance.
- (9) Each member club must nominate one of the club's members to be on the Committee of Management under rule 10.
- (10) The Management Committee may elect any person, who has given outstanding service to the Association, to Life Membership of the Association. Any member may nominate a suitable person to the Management Committee. Life Members shall be presented with a Life Membership badge and be entitled entry to any association game, function or general meeting. Life Members shall have no voting rights unless duly elected to a committee position.

6. Register of members of Association

- (1) The Secretary or another person authorised by the committee, on behalf of the Association, must comply with section 53 of the Act by keeping and maintaining -

an up to date condition a register of the members of the Association and their email, postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (2) The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the members at a general meeting decide.
- (3) The Secretary must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub - rule (1).

7. Subscriptions of members of Association

- (1) The members may from time to time at a general meeting determine the amount of the subscription to be paid by each member.

- (2) Each member must pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule (1).
- (3) Subject to sub-rule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- (4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within 3 months thereafter, or such other time as the Committee allows.

8. Termination of membership of the Association

Membership of the Association may be terminated upon-

- (a) receipt by the Secretary or another Committee member of a notice in writing from a member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
- (b) non-payment by a member of his or her subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 7 (3); or
- (c) expulsion of a member in accordance with rule 9.

9. Suspension or expulsion of members of Association

- (1) The Committee shall have the power to suspend or expel any member of Association if –
 - (a) the Committee considers that a member's conduct is detrimental to the interests of the Association,
 - (b) the member fails to comply with rule 5(8),
 - (c) the member fails to comply with rule 5(9) within a period of 28 days from the date of an Annual General Meeting,
 - (d) the member fails to fill a casual vacancy under rule 15, for a committee member nominated under rule 5(8) or rule 5(9), within a period of 28 days from the date the position became vacant, or
 - (e) a board member fails to comply with rule 10(14) within a period of 28 days from the date of an Annual General Meeting,
- (2) If the Committee considers that a member should be suspended or expelled from membership of the Association the Committee must communicate, either orally or in writing, to the member-

- (a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
 - (b) particulars of that decision not less than 30 days before the date of the Committee meeting referred to in paragraph (a).
- (3) At the Committee meeting referred to in a notice communicated under sub -rule (2), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- (4) Subject to sub-rule (6), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (3).
- (5) A member who is suspended or expelled under sub-rule (3) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub -rule (4).
- (6) When notice is given under sub-rule (5)-
- (a) the Association in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
 - (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.
- (7) An individual or club that is suspended or ceases to be a member under sub-rule (4), must return all documents and property belonging to the MSA within a period of 7 days from the date of suspension or cessation of membership.

10. Committee of Management

- (1) Subject to sub-rule (9), the affairs of the Association will be managed exclusively by a Committee of Management consisting of
- (a) a Chairperson;
 - (b) a Vice-Chairperson;
 - (c) a Secretary;
 - (d) a Treasurer;
 - (e) a Competition Manager; and
 - (f) ordinary Board Members up the total number of member clubs.
- (2) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule (9).

- (3) If a member club does not have one of their members fill a vacancy under Rule 10 (1) (a), (b), (c), (d), or (e), the member club must be allocated an ordinary Board Member position prior to any further ordinary Board Member positions being filled.
- (4) Subject to sub-rule (9), a Committee member's term will be from his or her election at an annual general meeting until the election referred to in sub -rule (2) at the next annual general meeting after his or her election, but he or she is eligible for re - election to membership of the Committee.
- (5) Except for nominees under sub-rule (8), a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of the specific position they are nominating for and that nomination is, signed by-
 - (a) the nominator; and
 - (b) the nominee to signify his or her willingness to stand for election, to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.
- (6) A person who is eligible for election or re-election under this rule may –
 - (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- (7) If the number of persons nominated in accordance with sub-rule (5) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled-
 - (a) the Secretary must report accordingly to; and
 - (b) the Chairperson must declare those persons to be duly elected as members of the Committee at, the annual general meeting concerned.
- (8) If vacancies remain on the Committee after the declaration under sub -rule (7), additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted. Any person that was unsuccessful in their first nomination may re apply for any vacancies.
- (9) If a vacancy remains on the Committee after the application of sub -rule (8), or when a casual vacancy within the meaning of rule 15 occurs in the membership of the Committee-
 - (a) the Committee may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule will -
 - (i) hold office until the election referred to in sub-rule (2); and
 - (ii) be eligible for election to membership of the Committee, at the next following annual general meeting.

- (10) The Committee may delegate, in writing, to one to more sub-committees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than -
 - (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Committee by the Act or any other law.
- (11) Any delegation under sub-rule (10) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- (12) The Committee may, in writing, revoke wholly or in part any delegation under sub -rule (10).
- (13) At the discretion of the committee, and authorised by a resolution of the Association, 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.
- (14) All elected Committee persons and subcommittee persons must provide to the Midwest Soccer Association (MSA) Secretary a current working with children check card upon acceptance of his/her position.

11. Chairperson and Vice-Chairperson

- (1) Subject to this rule, the Chairperson must preside at all general meetings and Committee meetings.
- (2) In the event of the absence from a general meeting of-
 - (a) the Chairperson, the Vice-Chairperson; or
 - (b) both the Chairperson and the Vice-Chairperson, a member elected by the other members present at the general meeting, must preside at the general meeting.
- (3) In the event of the absence from a Committee meeting of-
 - (a) the Chairperson, the Vice-Chairperson; or
 - (b) both the Chairperson and the Vice-Chairperson,
a Committee member elected by the other Committee members present at the Committee meeting, must preside at the Committee meeting.
- (4) At the annual general meeting the Chairperson (President) shall preside until he or she is voted out of the position.

- (5) The Chairperson (President) shall represent the Association when required at all Public and Association functions. In the event of the absence of the Chairperson (President) any other Committee member may represent.

12. Secretary

The Secretary must-

- (a) co-ordinate the correspondence of the Association;
 - (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
 - (c) comply on behalf of the Association with-
 - (i) section 53 of the Act with respect to the register of members of the Association, as referred to in rule 6;
 - (ii) section 35 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (iii) section 58 of the Act by maintaining a record of -
 - A. the names and email, residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 22; and
 - B. the names and email, residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association.
- and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- (d) unless the member's resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
 - (e) perform such other duties as are imposed by these rules on the Secretary.
 - (f) At the sole discretion of the management committee the secretary may be paid an honorarium for services rendered. Payment will be made in ¼ payments within in the MSA financial year.

13. Treasurer

The Treasurer must-

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;

- (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all payments are authorised by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
- (d) comply on behalf of the Association with sections 66 and sections 68 & 70, 71 & 73 or 74 & 76, depending on tier level, of the Act with respect to the accounting records of the Association by-
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) Perform such other duties as are imposed by these rules on the Treasurer.
- (h) The person holding the position of treasurer must not reside or be related to any of the other three elected executive position members.
 - (i) At the sole discretion of the management committee the treasurer may be paid an honorarium for services rendered. Payment will be made in $\frac{1}{4}$ payments within in the MSA financial year.

14. Competition Manager

The Competition Manager shall;

- (a) be responsible for ensuring registration and transfer of all players with this association, state and national bodies is completed by all member clubs
- (b) Record all match statistics required by the association
- (c) Be responsible for the drawing up of match fixtures
- (d) Coordinate disciplinary system and
- (e) Manage the competition as directed by the committee

15. Casual vacancies in membership of Committee

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-

- (a) dies;

- (b) resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
 - (i) 3 consecutive Committee meetings; or
 - (ii) 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings; of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- (f) ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

16. Proceedings of Committee

- (1) The Committee must meet together for the dispatch of business not less than eight (8) times in each year and the Chairperson, or at least half the members of the Committee, may at any time convene a meeting of the Committee.
- (2) Each member club has a deliberative vote.
- (3) A question arising at a Committee meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her club's deliberative vote.
- (4) At a Committee meeting half plus one Committee members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.
- (6) As required under sections 42 and 43 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must-
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
 - (b) not take part in any deliberations or decision of the Committee with respect to that contract.
- (7) Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.
- (8) The Secretary must cause every disclosure made under sub-rule (6) (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

17. General meetings

- (1) The Committee-
 - (a) may at any time convene a special general meeting;
 - (b) must convene the annual general meeting no later than the last week of February, this being within the time limits provided for the holding of such meetings by section 50 of the Act, that is, "in every calendar year within 6 months after the end of the Associations financial year or such longer period as may in a particular case be allowed by the Commissioner"; and
 - (c) must, within 30 days of-
 - (i) receiving a request in writing to do so from not less than 20% of members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 9 (4), convene a general meeting to deal with the appeal to which that notice relates.
 - (d) must, after receiving a notice under rule 5 (4), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Committee's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Committee.
- (2) The members making a request referred to in sub-rule (1) (c) (i) must-
 - (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) Subject to sub-rule (5), the Secretary must give to all members not less than 21 days' notice of a special general meeting and that notice must specify –
 - (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (4) Subject to rule (5), the Secretary must give to all members not less than 14 days' notice of an annual general meeting and that notice must specify -
 - (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows-
 - (i) first, the consideration of the accounts and reports of the Committee;
 - (ii) second, the election of the committee members to replace outgoing committee members
 - (iii) third, other business requiring consideration by the Association at the general meeting
- (5) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the secretary must give to all members not less than 21 days' notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub rule (3) or (4), as relevant, the notice must also

include the resolution to be proposed and the intention to propose the resolution as a special resolution.

- (6) The Secretary must give a notice under sub-rule (3), (4) or (5) by-
 - (a) serving it on a member's secretary; or
 - (b) sending it via email or post to a member's secretary at the address of the member appearing on the register of members kept and maintained under rule 6.
- (7) When a notice is sent via post or email under sub-rule (6) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary pre-paid mail or email.
- (8) It is compulsory for a member appointed proxy to attend all annual general meetings.

18. Quorum and proceedings at general meetings

- (1) At a general meeting, half plus one members or appointed ~~proxy~~ present in person constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (6)-
 - (a) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (3) a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting-
 - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and
 - (b) a special resolution put to the vote will be decided in accordance with section 51 of the Act, and, if a poll is demanded, in accordance with sub -rules (9) and (11).

- (8) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).
- (9) At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- (10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

19. Minutes of meetings of Association

1. The committee must ensure that minutes are taken and kept of each committee meeting.
2. The minutes must record the following —
 - a. the names of the committee members present at the meeting;
 - b. the name of any person attending the meeting under rule 43(5);
 - c. the business considered at the meeting;
 - d. any motion on which a vote is taken at the meeting and the result of the vote.
3. The minutes of a 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 a committee meeting are reviewed and signed as correct by —
 - a. the chairperson of the meeting; or
 - b. the chairperson of the next committee meeting.
5. When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - a. the meeting to which the minutes relate was duly convened and held; and
 - b. the matters recorded as having taken place at the meeting took place as recorded; and
 - c. any appointment purportedly made at the meeting was validly made.

Note for this rule: Section 42(6) of the Act requires details relating to the disclosure of a committee member's material personal interest in a matter being considered at a committee meeting to be recorded in the minutes of the meeting.

20. Voting rights of members of Association

- (1) Subject to these rules, each member club present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) Only 1 appointed proxy shall represent a committee member or member club at a particular general meeting or at all general meetings. A proxy can only represent one committee member or member club at any one meeting. Appointed proxies must provide written authorisation from the committee member or their member club allowing them to act on their behalf.

A person appointed under sub-rule (2) to represent a member club which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

21. Proxies of members of Association

A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

22. Rules of Association

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 30, 31 and 33 of the Act, which is as follows-
 - (a) Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;
 - (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
 - (c) An alteration of the rules of the Association does not take effect until sub -rule (1) is complied with;
 - (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
 - (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

23. Common seal of Association

- (1) The Association must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 19.
- (3) The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- (4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

24. Inspection of records, etc. of Association


A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

25. Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these rules between-
 - (a) a member and another member; or
 - (b) a member and the Association; or
 - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;
 - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

26. Distribution of surplus property on winding up of Association

Whilst following the Act section 24, if upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

I certify that this is a true copy of the original document. Dated 22-02-2022 

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