

PEEL FOOTBALL AND NETBALL LEAGUE INC
CONSTITUTION
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RULES OF ASSOCIATION

1. PRELIMINARY

1.1 Name of Association

The name of the Association is Peel Football and Netball League Inc

1.2 Objects of Association

1.2.1 The objects of the Association are to promote, develop, manage and represent community football and netball throughout the Peel region in particular, and to promote and develop the game of Australian Rules Football and Netball in general.

1.3 Quorum for Board Meetings

1.3.1 Any three (3) Board Members constitutes a quorum for the conduct of the business at a Board Meeting.

1.4 Quorum for General Meetings

1.4.1 Each Premier League football and netball club will be represented by two delegates. At least three Directors and 75% representation from member clubs, will constitute a quorum for the conduct of business at a General Meeting.

1.5 Financial Year.

1.5.1 The Association's Financial Year will be the period of 12 months commencing on 1 October and ending on 30 September of each year.

2. INTERPRETATION

2.1 Definitions

In these Rules, unless the contrary intention appears:

"Act" means the *Associations Incorporation Act 2015*;

"AGM" means the annual general meeting convened under rule 27.1;

"Board" means the Board of Directors required by the Act which is the body responsible for the management of the affairs of the Association;

“Board Meeting” means a meeting referred to in Rule 14;

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

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

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

“Director” means a person elected as a member of the Board;

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

- (a) Invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (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” has the meaning given to it in sections 62 and 63 of the Act;

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

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

“GM” means the person who has been appointed as the General Manager of the association referred to Rule 11.4.

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

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

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

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

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

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

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

- (a) The debts and liabilities of the Association; and
- (b) The costs, charges and expenses of winding up the Association

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

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

2.2 Notices

2.2.1 A notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:

- (i) Delivered by hand to the nominated address of the addressee;
- (ii) Sent by post to the nominated address of the addressee; or
- (iii) Sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.

2.2.2 Any notice given to a Member under these rules, must be sent to the Member’s address as set out in the Register referred to in Rule 8.1.

3. POWERS OF THE ASSOCIATION

3.1 Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner and in particular may: -

- (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 on its behalf;
- (g) Enter into any other contract it considers necessary and 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) Appoint, dismiss and fix the salary and terms and conditions of employment of such employees as the Association may from time to time appoint and to delegate to any person so appointed any of its powers or duties;
- (j) Appoint sub-committees comprised of such persons as the Association thinks fit to investigate any matter in any way relating to the affairs of the Association or to perform such duties as the Association may determine and subject to these rules, the

Association may regulate the proceedings of all such sub-committees. Members of the sub-committee may not need to be Association members;

- (k) To make such by-laws as may be necessary for the management of their own proceedings and of the Association, provided that no by-law shall be made which are inconsistent with this Constitution; and
- (l) To make such arrangements with local government authorities and/or bodies for the purpose of leasing or other hiring of suitable property arrangements for the purposes of the Association.

4. NOT FOR PROFIT

- 4.1** The property and income of the Association must be applied solely towards promoting the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in promoting those objects or purposes.

5. BECOMING A MEMBER

5.1 Minimum number of Members

- 5.1.1 The Association must have at least six Members with full voting rights.

5.2 Qualifications for Membership

- 5.2.1 Any club that supports the purposes of the Association is eligible to apply for membership;
- 5.2.2 The Association must comply with all legal and regulatory obligations that apply to the Association when assessing eligibility of an applicant for membership.

5.3 Applying for Membership/Existing Clubs Membership conditions.

- 5.3.1 A sporting club that desires to become a member of the PFNL Football Division, the PFNL Netball Division or the PFNLW (Women's) competitions, should lodge a written application to the Association by 31 January. Applicants must include the admission fee and/or a bond determined by the Board accordingly.
- 5.3.2 A sporting club applying for membership of the Football Division will provide teams in the League, Reserves, and Colts grades, and for the Netball Division will provide teams in the League, Reserves and Under-23 grades. Applications from sporting clubs that do not have the full complement of teams will be accepted at the discretion of the Association. They will still need to achieve three Football and three Netball grades within a time period set down by the Association.
- 5.3.3 Separate applications must be provided for each competition a sporting club is wishing to enter, and will include details of the organization, officials, intended players, number of teams, playing facilities such as ground and club room availability.
- 5.3.4 To eliminate the need for a bye in either of the PNFL Football Division and/or Netball, where there is an uneven number of teams, an extra team may be admitted on a

strictly year-by- year basis. Final decisions will be at the discretion of the PNFL Board.

- 5.3.5 Existing Clubs can apply for exemptions from the Association at the discretion of the PNFL Board if they are having problems fielding teams in Football and/or Netball prior to the commencement of the Season. Final decisions will be at the discretion of the PNFL Board.

5.4 Deciding Membership Applications

- 5.4.1 The Board will consider and decide whether to approve or reject any membership application taking into consideration the comments from existing member clubs.
- 5.4.2 When considering a membership application, the Board may seek clarification of any matter or further information in support of the application, and may delay its decision to allow for that material to be provided.
- 5.4.3 The Board must not approve a membership application unless the Applicant:
- (a) Meets all the eligibility requirements under rule 5.2; and
 - (b) Applies in accordance with rule 5.3.
- 5.4.4 The Board may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements under rule 5.2.
- 5.4.5 As soon as is practicable after the Board has made a decision under 5.4.2, the Board must notify the applicant in writing of the outcome of their membership application but is not obliged to provide reasons for the decision.
- 5.4.6 In the event that the application is refused, the advice must include a refund of any subscription fee submitted.
- 5.4.7 The Applicant immediately becomes a Member and is entitled to exercise all the rights and privileges of membership, including the right to vote and must comply with all the obligations of Membership under these Rules, when rule 5.4.5 has been fulfilled.

5.5 Recording Membership in Register

- 5.5.1 The General Manager must enter the person/club's name in the register within 28 days after the club/person becomes a member.

6. LIABILITY AND ENTITLEMENTS OF MEMBERS

6.1 Class of Members

- 6.1.1 The membership of the Association consists of:

(a) **Ordinary Member:** who shall be the member clubs with the appropriate number of competing teams in the football and netball competitions.

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

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

Life Members shall not be required to pay an annual subscription fee other than which may be required by law. Life Members may attend General Meetings, and be involved in discussions, but they cannot move or second motions or vote.

6.1.2 The Association may have any category of membership determined by resolution of Members at a General Meeting.

6.1.3 The maximum number of Ordinary Members is unlimited unless the Association in General Meeting decide otherwise.

6.1.4 Each Director on being elected to office, is entitled to all the privileges of an ordinary member as long as they hold office.

6.2 Membership Voting Rights.

6.2.1 Each Director has one vote and in the case of Affiliated Clubs, each delegate will have one vote, at a General Meeting of the Association.

6.2.2 At General Meetings, a Board of Directors determination shall only count at four votes.

6.3 Liability of Members

6.3.1 A Member is only liable for their outstanding membership fees payable under rules 9.1 and 9.2, if any.

6.3.2 Subject to rule 6.4.1, a Member is not liable, by reason of the Club/person's Membership, for the liabilities of the Association or the cost of winding up the Association.

6.4 Payment to Members

6.4.1 No portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.

6.4.2 6.4.1 does not prevent:

- (i) The payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business;
- (ii) The payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on money borrowed from any Member.
- (iii) The payment of reasonable and proper rent by the Association to a Member for premises leased by the Member of the Association; and
- (iv) The reimbursement of expenses incurred by any Member or Board Member on behalf of the Association.

6.5 Membership Entitlements Not Transferable.

6.5.1 A right, privilege or obligation that a person has because he or she is a Member of the Association is not capable of being transferred to any other person and ends when the person's membership ceases.

7. CEASING TO BE A MEMBER

7.1 Ending Membership

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

- (i) Dies;
- (ii) Ceases to be a Member under rule 9.2.4;
- (iii) Resigns as a Member under rule 7.2; or
- (iv) Is expelled from the Association under rule 7.3.

7.1.2 For a period of one year after a person's membership ends, the General Manager must keep a record of the date on which a person ceases to be a Member under rule 7.1.1 and the reason why the person ceases to be a Member.

7.2 Resigning as a Member

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

7.2.2 Written notice of the resignation must be received by the Association, addressed to the General Manager by 31 January and their resignation will be effective as from the end of the financial year of that season.

7.2.3 Any Member Club that resigns from the Association remains liable to pay to the Association any outstanding fees which may be recovered as a debt due to the Association by the Member Club.

7.3 Suspending or Expelling Members

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

- (i) The Member or Member Club refuses or neglects to comply with these Rules; or
- (ii) The Member or Member Club's conduct or behaviour is detrimental to the interests of the Association.

7.3.2 The Board must hold a Board Meeting to decide whether to suspend or expel a Member.

7.3.3 The General Manager must, not less than 28 days before the Board Meeting referred to in 7.3.2 give written notice to the Member: -

- (i) Of the proposed suspension or expulsion and the grounds on which it is based;
- (ii) Of the date, place and time of the Board Meeting;
- (iii) That the Member, or the Member's representative, may attend the Board Meeting, and
- (iv) That the Member, or the Member's representative, may address the Board at the meeting and will be given full and fair opportunity to state the Member's case orally, or in writing, or both.

7.3.4 At the Board Meeting referred to in 7.3.3, the Board must: -

- (i) Give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally;
- (ii) Give due consideration to any written statement submitted by the Member; and
- (iii) Determine whether or not the Member should be
A – expelled from the Association; or
B – suspended from membership, and if so, the period that the Member should be suspended from membership.

7.3.5 Once the Board has decided to suspend or expel a Member under rule 7.3.4, the Member is immediately suspended or expelled from membership.

7.3.6 The General Manager must inform the Member in writing of the decision of the Board and the reasons for the decision, within 7 days of the Board Meeting referred to in 7.3.3.

7.4 Right of Appeal against Suspension or Expulsion

7.4.1 If a Member is suspended or expelled under rule 7.3, the person or club may appeal the Board's decision by giving written notice to the General Manager within 14 days of receiving advice of the Board's decision under 7.3.6 requesting the appointment of a mediator under rule 34.2.

7.5 Reinstatement of a Member

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

7.6 When a Member is Suspended

7.6.1 If a member's membership is suspended under rule 7.3.5, the General Manager must record in the Register: -

- (i) The name of the Member that has been suspended from membership;
- (ii) The date on which the suspension takes effect; and
- (iii) The length of the suspension as determined by the Board under 7.3.4 (iii)B.

7.6.2 A Member that has been suspended under rule 7.3.5 cannot exercise any right or privileges of membership, including voting rights, during the period they are suspended from membership.

7.6.3 Upon the expiry of the period of a Member's suspension, the General Manager must record in the Register that the Member is no longer suspended.

8. MEMBERSHIP REGISTER

8.1 Register of Members

8.1.1 The General Manager must maintain a Register of Members and make sure that the Register is up to date.

8.1.2 The Register must maintain: -

- (i) The full name of each Member or Member Club;
- (ii) A contact postal, residential or email address of each Member;
- (iii) The class of membership held by the Member; and
- (iv) The date of which the person became a Member.

8.1.3 Any change in membership of the Association must be recorded in the Register within 28 days after the change occurs.

8.1.4 The Register must be kept and maintained at the Association's place of business.

8.2 Inspecting the Register

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

8.2.2 A Member must contact the General Manager to request to inspect the Register.

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

8.3 Copy of the Register

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

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

8.3.3 The Association may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Board from time to time.

8.4 When Using the Information in the Register is Prohibited

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

- (i) To gain access to information that a Member has deliberately denied them (that is in the case of social, family or legal differences or disputes);
- (ii) To contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purpose, unless the use of the information is approved by the Board; or
- (iii) For any other purpose, unless the purpose: -
 - (a) Is directly connected with the affairs of the Association; or
 - (b) Relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

9. MEMBERSHIP FEES

9.1 Admission Fee

9.1.1 The Board may from time to time, determine the amount of the admission fee, if any, to be paid by each Member or each class of Members upon becoming a Member.

9.2 Annual Membership Fee

9.2.1 The Board will from time to time determine the amount of the annual affiliation fee to be paid by each Member or each class of Members. The fee will be paid in monthly instalments over the five months commencing March in each year.

9.2.2 Each Member Club must pay the Member's affiliation fee determined under rule 9.2.1 to the person authorised by the Board to receive payments, as and when decided by the Board.

9.2.3 If a Member pays the fee within 30 days after the due date, the Member retains all the rights and privileges of a Member for the purposes of these Rules during that time, including the right to vote.

9.2.4 Subject to rule 9.2.5, if a person fails to pay the affiliation fee within 30 days after the due date, the person ceases to be a Member.

9.2.5 If a person ceases to be a Member under rule 9.2.4, and subsequently pays to the Association all the Member's outstanding fees, the Board may, if it thinks fit, reinstate the Member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.

10. POWERS AND COMPOSITION OF THE BOARD

10.1 Powers of the Board

10.1.1 The governing body of the Association is to be called the Board of Directors, and it has authority to control and manage the affairs of the Association.

10.1.2 Subject to the Act, these Rules and any by-law or lawful resolution passed by the Association in General Meeting, the Board: -

- (i) May exercise all powers and functions as may be exercised by the Association, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members; and
- (ii) Has power to perform all acts and do all things as appear to the Board to be necessary or desirable for the proper management of the business and affairs of the Association.

10.2 Board of Directors

10.2.1 The Board will consist of seven (7) Directors.

10.2.2 A Director must be a natural person, and over 18 years of age.

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

- (i) an indictable offence in relation to the promotion, formation or management of a body corporate;
- (ii) an offence involving fraud or dishonestly 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,

unless the person has obtained the consent of the Commissioner.

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

10.2.5 At the first Board Meeting following the Annual General Meeting, members present will elect a Chairperson; and all Directors will be allocated their portfolio of responsibility for the ensuing twelve months.

11. ROLE AND RESPONSIBILITIES OF BOARD MEMBERS

11.1 Obligations of the Board

11.1.1 The Board must take all reasonable steps to ensure the Association complies with its obligations under the Act and these Rules.

11.2 Responsibilities of Board Directors

11.2.1 A Board Member must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.

11.2.2 A Board Member must exercise their powers and discharge their duties in good faith in the best interests of the Association and for a proper purpose.

11.2.3 A Board Member or former Board member must not improperly use information obtained because they are a Board Member: -

- (i) Gain an advantage for themselves or another person; or
- (ii) Cause detriment to the Association.

11.2.4 A Board Member having any material personal interest in a matter being considered at a Board Meeting must: -

- (i) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Board;
- (ii) disclose the nature and extent of the interest at the next General Meeting of the Association; and
- (iii) not be present while the matter is being considered at the Board Meeting or vote on the matter.

11.2.5 Rule 11.2.4 does not apply in respect of a material personal interest that: -

- (i) exists only because the Board Member belongs to a class of persons for whose benefit the Association is established; or
- (ii) the Board Member has in common with all, or a substantial proportion of the members of the Association.

11.2.6 The General Manager must record every disclosure made by a Board Member under rule 11.2.4 in the Minutes of the Board Meeting at which the disclosure is made.

11.2.7 No Director shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Association unless

the person is authorised by the Board to do so and such authority is recorded in the minutes of the Board Meeting.

11.3 Chairperson

- 11.3.1 The Chairperson must consult with the General Manager regarding the business to be conducted at each Board Meeting and each General meeting.
- 11.3.2 May convene special meetings of the Board under rule 14.1.3.
- 11.3.3 May preside over Board Meetings under rule 14.3.
- 11.3.4 May preside over General Meetings under rule 17.4; and
- 11.3.5 Must ensure that the minutes of a General Meeting or Board Meeting are reviewed and
- 11.3.6 signed as correct under rule 20.1.3.

11.4 General Manager

- 11.4.1 There will be a full time General Manager appointed by the Board for such period and upon such terms and conditions as it deems fit.
- 11.4.2 The General Manager shall carry out the duties as contained in the Duty Statement of Contract of Employment provided by the Board from time to time.
- 11.4.3 In financial activities, in particular, the General Manager is to co-ordinate with the Director (Finance) to:
 - (a) ensure all moneys payable to the Association are collected, and that receipts are issued for those moneys in the name of the Association;
 - (b) ensure the payment of all moneys referred to in rule 11.4.3(a) into the account or accounts of the Association as the Board may from time to time direct;
 - (c) ensure timely payments from the funds of the Association with the authority of the General Meeting or the Board;
 - (d) ensure that the Association complies with the account keeping requirements in Part 5 of the Act.
 - (e) ensure the safe custody of the financial records of the Association and any other relevant records of the Association.

(f) As the Association is a Tier 1 Association, coordinate the preparation of the Financial Report of the Association prior to its submission to the Annual General Meeting of the Association.

(g) Assist the auditor in performing their function.

(h) perform any other duties as are imposed by these Rules or the Association.

11.4.4 The General Manager is not eligible for election to the Board.

11.4.5 The General Manager has no voting power at any Board or General Meeting.

11.5 Record of Office Holders

11.5.3 The General Manager must maintain a record of office holders.

11.5.4 The record must show: -

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

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

11.6 Inspecting the Record of Office Holders

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

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

12. APPOINTING BOARD MEMBERS

12.1 Board Members are appointed to the Board by: -

- (a) Election at an AGM; or
- (b) Appointment to fill a casual vacancy under rule 13.1.2

12.2 Nominating for Membership of the Board

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

12.2.2 Nominations for election to the Board shall close at least 28 days before the AGM.

- 12.2.3 The General Manager must send a notice calling for nominations for election to the required number of positions on the Board and specifying the date for the close of nominations to all Members at least 14 days before the date of closing of nominations.
- 12.2.4 The nomination for election must be: -
 - (i) in writing; and
 - (ii) delivered to the General Manager on or before the date for the closing of nominations.
- 12.2.5 Each nomination form may include a written resume of the nominee's pertinent history, the format of which shall be at the discretion of the Board, and must be received by the General Manager at least 14 days prior to the date of the Annual General Meeting.
- 12.2.6 If a nomination for election to the Board is not made in accordance with Rules 12.2.1-12.2.4, the nomination is to be deemed invalid and the nominee will not be eligible for election unless rule 12.3.3 takes effect.

12.3 Electing Board Members

- 12.3.1 If the number of valid nominations received under rule 12.2 is equal to the number of vacancies to be filled for the relevant positions on the Board, the nominees shall be deemed to be elected at the AGM.
- 12.3.2 If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the Board, elections for positions must be conducted at the AGM.
- 12.3.3 If there are not enough valid nominations to fill the number of vacancies for the relevant positions on the Board, the candidates nominated (if any) shall be deemed to be elected and further nominations may be received from the floor of the AGM.
- 12.3.4 Where the number of nominations for the floor exceeds the remaining number of vacancies on the Board, elections for those positions must be conducted.
- 12.3.5 If an insufficient number of nominations are received from the floor for the number of vacancies on the Board that remain, each relevant position on the Board is declared vacant by the person presiding at the General Meeting and rule 13.1.2 applies.
- 12.3.6 A list of candidates, names in alphabetical order, with the names of the Members who nominated each candidate, must accompany the notice of the AGM.

12.4 Voting in Elections for Membership on the Board.

- 12.4.1 For elections for Directors, the preferential method of voting will be used, and each member voting will record his vote using 1 for his most preferred candidate, 2 for his second 3 for his third and so on.
- 12.4.2 The candidates up to the number required to equal the number of vacancies with the least number of votes will be declared elected.
- 12.4.3 A Member who nominates for election or re-election may vote for themselves.

12.5 Term of Office for Board Members.

- 12.5.1 Each new Member elected to a position on the Board will serve a term of office for two years.
- 12.5.2 A Board Member's term, will commence on the day after their election at an AGM and will expire at the completion of the AGM held two years after his election; or on the date of appointment to fill a casual vacancy that arises under rule 13.1.2 and expire at the closing of the first AGM held after their appointment.
- 12.5.6 All retiring Board Members are eligible on nomination under rule 12.2, for re-election.

13. CEASING TO BE A MEMBER OF THE BOARD OF DIRECTORS.

13.1 Vacant Positions on the Board

- 13.1.1 A casual vacancy occurs in the office of the Board and that office becomes vacant if the Board Member: -
 - (i) Dies;
 - (ii) Ceases to be a member;
 - (iii) Becomes disqualified from holding a position under rule 10.2.3 as a result of bankruptcy or conviction of a relevant criminal offence;
 - (iv) Becomes permanently incapacitated by mental or physical ill-health;
 - (v) Resigns from office under 13.2;
 - (vi) Is removed from office under 13.3; or
 - (vii) Is absent from more than
 - A - three consecutive Board Meetings without a good reason; or
 - B – three Board Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Board Meetings

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

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

- (i) Appoint a member to fill that vacancy until the conclusion of the next AGM;
and
- (ii) Subject to rule 13.1.3, act despite the vacant position on the Board.

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

-

- (i) Increase the number of Members on the Board to the number required for a quorum; or
- (ii) Convene a General Meeting of the Association.

13.2 Resigning from the Board.

13.2.1 A Board member may resign from the Board by giving written notice of resignation to the General Manager.

13.2.2 The Board Member resigns:

- (i) At the time the notice is received by the General Manager under rule 13.2.1;
or
- (ii) If a later date is stated in the notice, at the later time.

13.3 Removal from the Board

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

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

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

14. BOARD MEETINGS

14.1 Meetings of the Board

- 14.1.1 The Board must meet at least six times each calendar year.
- 14.1.2 The Board is to determine the place and time of all Board Meetings.
- 14.1.3 Special meetings of the Board may be convened under rule 14.2 by the Chairperson or any two Board Members.
- 14.1.4 In the event that a second Board meeting is convened in any calendar month, the second meeting shall not count towards the required number of six meetings each year.

14.2 Notice of Board Meetings

- 14.2.1 The General Manager must give each Board Member at least 48 hours' notice of each Board Meeting before the time appointed for holding the meeting.
- 14.2.2 Notice of a Board Meeting must specify the general nature of the business to be transacted at the meeting.
- 14.2.3 Subject to rule 14.2.4, only business specified on the notice of the Board Meeting is to be conducted at that meeting.
- 14.2.4 Urgent business may be conducted at Board Meetings if the Board Members present at a Board Meeting unanimously agree to treat the business as urgent.

14.3 Chairing at Board Meetings

- 14.3.1 The Chairperson is to preside at each Board Meeting.
- 14.3.2 If the Chairperson is absent or unwilling to act, the remaining Board members must choose one of their number to preside as Chairperson at the Board Meeting.

14.4 Procedure of the Board Meeting

- 14.4.1 The quorum for a Board Meeting is specified in clause 1.3. The Board cannot conduct business unless a quorum is present.
- 14.4.2 If, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same time, day and place in the following week.
- 14.4.3 If at a meeting held following the adjournment under 14.4.2, a quorum is not present within half an hour of the time appointed for the meeting, the Board Members personally present will constitute a quorum.
- 14.4.4 Board Meetings may take place:
 - (i) Where the Board Members are physically present together; or
 - (ii) Where the Board Members are able to communicate by using any technology that reasonably allows the Board Members to participate fully in

discussions as they happen in the Board Meeting and in making decisions, provided that the participation of the Member in the Board Meeting must be made known to all other Members.

- 14.4.5 A Board Member who participates in a meeting as set out in rule 14.4.4(ii):
- (i) is deemed to be present at the Board Meeting; and
 - (ii) continues to be present at the meeting for the purposes of establishing a quorum until the Board member notifies the other Board Members that they are no longer taking part in the Board Meeting.
- 14.4.6 Subject to these Rules, the Board Members present at the Board Meeting are to determine the procedure and order of business to be followed at the Board Meeting.
- 14.4.7 All Board Members have the right to attend and vote at Board Meetings.
- 14.4.8 All Members, or other guests, may attend Board Meetings if invited by the Board, but any person shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings or documents presented to such meetings.
- 14.4.9 The General Manager, or other person authorised by the Board from time to time, must keep minutes of the resolutions and proceedings of all Board Meetings together with a record of the names of persons present at each meeting.

14.5 Voting at Board Meetings

- 14.5.1 Each Board Member present at a Board Meeting has a deliberate vote.
- 14.5.2 A question arising at a Board Meeting is to be decided by a majority of votes, but if there is an equality of votes, the motion will fail.
- 14.5.3 Decisions may be made by general agreement or a show of hands.
- 14.5.4 A poll by secret ballot may be used if the Board prefers to determine a matter in this way, and the person presiding over the Board Meeting is to oversee the ballot.

14.6 Acts not Affected by Defects or Disqualification.

- 14.6.1 Any act performed by the Board, a sub-committee or a person acting as a Board Member is deemed to be valid even if the act was performed when:
- (i) There was a defect in the appointment of a Board Member, sub-committee or person holding a subsidiary office; or
 - (ii) A Board Member, a sub-committee member or a person holding a subsidiary office was disqualified from being a Member.

15. REMUNERATION OF BOARD MEMBERS

- 15.1.1 The Association may pay a Board Member's travelling and other expenses as properly incurred;
- (i) In attending Board Meetings or sub-committee meetings;
 - (ii) In attending any General Meeting of the Association; and
 - (iii) In connection with the Association's business.
- 15.1.2 Board Members must not receive any remuneration for their services as Board Members other than as described in 15.1.1, unless approved by Members at a general meeting.

16. SUB-COMMITTEES AND DELEGATION

16.1 Appointment of Sub-Committee

- 16.1.1 The Board may appoint one or more sub-committees as considered appropriate by the Board from time to time to assist with the conduct of the Association's operations.
- 16.1.2 Sub-committees may comprise in such numbers as the Board determines and may be Members or non-members.

16.2 Sub-committee

- 16.2.1 Sub-committee for competitions will be established with two delegates from each member club. Each member club will provide the General Manager with the names and contact details for each of their nominated delegates by January each year. Any replacement or change of delegate must be notified too the General Manager, with their name and contact details, before being eligible to sit on the Sub-committee
- 16.2.2 The Sub-committee will meet two times each year at a time and place determined by the Board. Special sub-committee meetings can be called by the Chairperson or three member clubs. Such meetings will not count towards the annual number of meetings required.
- 16.2.3 Sub-committee members must be given 48 hours' notice of any such meeting.
- 16.2.4 A quorum for the Sub-committee meeting is at least two Directors, appointed officials as determined by the Board and 75% of member clubs represented.
- 16.2.5 The meeting will be chaired by the Chairperson, However, in the event of the absence of the Chairperson, or if he/she is unwilling to chair the meeting, the Portfolio Director or one of the Directors present, shall chair the meeting.
- 16.2.6 Each person present at the meeting, except for the General Manager, is entitled to one vote. In the case of an equality of votes, the motion will lapse.

16.3 Delegation by Board to Sub-committee

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

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

16.4 Delegation to Subsidiary Offices

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

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

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

17. GENERAL MEETINGS

17.1 Procedure of General Meetings

17.1.1 General Meetings may take place:

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

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

- (i) Is deemed to be present at the General Meeting; and
- (ii) Continues to be present at the meeting for the purposes of establishing a quorum

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

17.2 Quorum for General Meeting

- 17.2.1 The quorum for General Meetings is specified in rule 1.4.
- 17.2.2 Subject to rules 17.2.3 and 17.2.4, no business is to be conducted at a General Meeting unless a quorum of Members entitled to vote under these Rules is present at the time when the meeting is considering that item.
- 17.2.3 If, within half an hour of the time appointed for the commencement of a General Meeting, a quorum is not present:
- (i) in the case of a Special General Meeting, the meeting lapses; or
 - (ii) in the case of an AGM, the meeting is to stand adjourned to:
 - (a) The same time and day in the following week; and
 - (b) The same place unless another place is specified by the Chairperson at the time of the adjournment or by written notice to the Members given before the day on which the meeting is adjourned.
- 17.2.4 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the Members present are to constitute a quorum.

17.3 Notice of General Meetings and Motions.

- 17.3.1 The General Manager must give at least:
- (i) 14 days' notice of a General Meeting to each Member; or
 - (ii) 21 days' notice of a General Meeting to each Member if a Special Resolution is proposed to be moved at the General Meeting.
- 17.3.2 The notice convening a General Meeting must specify:
- (i) The place, date and time of the meeting; and
 - (ii) The particulars and order of the business to be conducted at the meeting.
- 17.3.3 The notice convening a General Meeting or any notice of motion must be issued in the manner prescribed in rule 2.2.

17.4 Presiding Member

- 17.4.1 The Chairperson is to preside as Chairperson of each General Meeting.
- 17.4.2 If the Chairperson is absent or unwilling to act, the remaining Board Members must choose one of their number to preside as Chairperson at the General Meeting.

17.5 Adjournment of General Meetings.

- 17.5.1 The person presiding over a General Meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of Members present at the meeting.
- 17.5.2 No business is to be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

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

18. SPECIAL GENERAL MEETING

18.1 Special General Meeting

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

18.1.2 The General Manager must convene a Special General Meeting of the Association within 28 days after receiving a written request to do so from 20% of the member clubs.

18.2 Request for a Special General Meeting

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

- (i) State the purpose of the meeting;
- (ii) Be signed by the required number of Members making the request as specified in rule 18.1.2; and
- (iii) Be lodged with the GM.

18.3 Failure to Convene Special General Meeting

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

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

19. MAKING DECISIONS AT GENERAL MEETINGS.

19.1 Special Resolutions

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

19.1.2 A Special Resolution of the Association is required to:

- (i) Amend the name of the Association;
- (ii) Amend the Rules under Rule 30.2.1;
- (iii) Affiliate the Association with another body.
- (iv) Transfer the incorporation of the Association;

- (v) Amalgamate the Association with one or more other incorporated associations;
- (vi) Voluntarily wind up the association;
- (vii) Cancel incorporation; or
- (viii) Request that a statutory manager be appointed.

19.1.3 Notice of a Special Resolution must:

- (i) Be in writing;
- (ii) Include the place, date and time of the meeting;
- (iii) Include the intention to propose a Special Resolution;
- (iv) Set out the wording of the proposed Special Resolution and
- (v) Be given in accordance with rule 2.2.

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

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

19.2 Ordinary Resolutions

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

19.3 Voting at Meetings

19.3.1 Subject to these Rules, each approved delegate has one vote at a General Meeting of the Association.

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

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

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

19.3.5 A Member is only entitled to vote at a General Meeting if the Member's name is recorded in the Register as at the date of the notice of the General Meeting was sent out under rule 17.3.

19.4 Manner of Determining Whether Resolution Carried.

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

- (i) carried unanimously;
- (ii) carried by a particular majority; or
- (i) Lost.

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

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

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

19.5 Poll at General Meeting

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

- (i) the Chairperson of the meeting; or
- (ii) at least three Members present in person.

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

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

- (i) immediately in the case of a Poll which relates to electing a person to preside over the meeting.
- (ii) immediately in the case of a Poll which relates to adjourning the meeting; or
- (ii) In any other case, in the manner and time before the close of the meeting as the chairperson directs.

20. MINUTES OF MEETINGS.

20.1 Minutes of meetings

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

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

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

- (i) the Chairperson of the General Meeting or Board Meeting to which those minutes relate; or
- (ii) the Chairperson of the next succeeding General Meeting or Board Meeting.

- 20.1.4 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that;
- (i) the General Meeting or Board Meeting to which they relate was duly convened and held;
 - (ii) All proceedings recorded as having taken place at the General Meeting or Board Meeting did in fact take place at the meeting;
 - (iv) All appointments or elections purporting to have been made at the meeting have been validly made.
- 20.1.5 The minutes of General Meetings may be inspected by a Member under rule 33.2.
- 20.1.6 The minutes of Board Meetings may be inspected by a Member under rule 33.2 unless the Board determines that the minutes of Board Meetings generally or the minutes of a specific Board Meeting are not to be available for inspection.

21. FUNDS AND ACCOUNTS

21.1 Control of Funds.

- 21.1.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the Board.
- 21.1.2 The funds of the Association are to be used in pursuance of the objects of the Association.
- 21.1.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by any two Board members.
- 21.1.4 All expenditure above the maximum amount set by the Board from time to time must be approved or ratified at a General Meeting.

21.2 Source of Association Funds

- 21.2.1 The funds of the Association may be derived from entrance fees and annual membership fees of Members. Donations, fund raising activities, grants, interest and any other sources approved by the Board.
- 21.2.2 The Association must, as soon as practicable;
- (i) Deposit all money received by the Association, to the credit of the Association's bank account, without deduction, and
 - (ii) After receiving any money, issue an appropriate receipt.

21.3 Financial Records

- 21.3.1 The Association's must keep financial records that:
- (i) Correctly record and explain its transactions, financial position and performance and

- (ii) Enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.

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

21.4 Financial Statements and Financial Reports.

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

21.4.2 Without limiting sub rule 21.4.1, those requirements include;

- (i) As this Association is termed a Tier 1 Association, the preparation of the Financial Report;
- (ii) the auditing of the Financial Report;
- (iii) The presentation of the Financial Report to the Annual General Meeting of the Association together with a copy of the report of the Auditor.

21.5 Audit of Financial Reports.

21.5.1 The Association must ensure that an audit is undertaken of the Financial Report.

22. FINANCIAL YEAR OF THE ASSOCIATION

22.1 The financial year of the association is at rule 1.5

23. APPOINTMENT AND REMOVAL OF AUDITOR

23.1 Appointment of Auditor

23.1.1 Except as provided in 23.1.2, an auditor may only be appointed by resolution of the Members at a General Meeting.

23.1.2 The Board may appoint an auditor if:

- (i) under Part 5 of the Act, the Association is required to ensure that the financial statements for a year are reviewed and
- (ii) no appointment is of effect under 23.1.1 for the Association.

23.1.3 The auditor appointed at a General Meeting holds office until the auditor:

- (i) Dies; or
- (ii) becomes insolvent under administration as that term is defined in the Corporations Act; or
- (iii) ceases to be qualified for appointment as provided by rule 24.1.2; or
- (iv) is removed from office under rule 25; or
- (v) resigns from office as provided for under rule 23.1.5.

23.1.4 An auditor appointed under rule 23.1.2 only holds office until the auditor's report has been presented for consideration at the annual general meeting of the Association.

23.1.5 An auditor may, by giving notice in writing, resign as auditor of the Association.

23.1.6 The Association must, within 14 days after being given notice of resignation by the auditor, lodge with the Commissioner, notice of the resignation on the approved form.

24. QUALIFICATIONS OF AUDITOR

24.1.1 An auditor must not be appointed if the person is not qualified for appointment.

24.1.2 A person is qualified for appointment as the auditor if the person is:

- (i) a member of a professional accounting body who has a designation in respect of that membership that is prescribed by the regulations for the purposes of this rule; or
- (ii) a registered company under the Corporations Act; or
- (iii) a person the Commissioner considers has appropriate qualifications or experience and approves for the purpose of this rule.

25. REMOVAL OF AUDITOR

25.1.1 An auditor may only be removed from office by resolution at a general meeting of the Association.

25.1.2 Written notice of an intention to move a resolution referred to in 25.1.1 must be given to every member of the Association at least 2 months before the general meeting is to be held.

25.1.3 The written notice must state in full the proposed resolution.

25.1.4 As soon as possible after the notice of the resolution has been released to Members, the Board must:

- (i) give a copy of the notice to the auditor; and
- (ii) lodge a copy of the notice with the Commissioner.

26. AUDITOR TO MAKE REPRESENTATION

26.1.1 The auditor who receives a notice from the Association under rule 25.1.4 (i) may within 30 days after receiving the notice, make a written representation, not exceeding a reasonable length, to the Board.

26.1.2 Subject to rule 26.2.1, if the auditor made a representation under rule 26.1.1, a resolution proposing the auditor's removal is of no effect unless:

- (i) the Board gives a copy of the representation to all Members at least 7 days before the meeting at which the resolution is to be considered; and
- (ii) the auditor is allowed to attend the meeting and address the Members present before the vote on the resolution.

26.1.3 A document required to be given to a Member under rule 25.1.2 and 26.1.2, may be given:

- (i) personally; or
- (ii) by post; or
- (i) by any other means authorised under these rules.

26.1.4 All costs associated with giving a document to the Members are to be borne by the Association.

26.2 Exemption

26.2.1 The Association may lodge with the Commissioner an application for an order exempting the Association from the requirements of 26.1.2.

26.2.2 The application must:

- (i) be in writing; and
- (ii) state the reasons for exemption; and
- (ii) be accompanied by the prescribed fee, if any.

26.2.3 The Commissioner may make the order subject to any conditions the Commissioner considers appropriate.

27. ANNUAL GENERAL MEETING

27.1 Annual General Meeting

27.1.1 Subject to rule 27.1.2, the Association must convene an AGM each calendar year;

- (i) within 6 months after the end of the Association's Financial Year; or
- (ii) within a longer period as the Commissioner may allow.

27.1.2 If the Association requires the approval from the Commissioner to hold its AGM within a longer period under rule 27.1.1(ii), the General Manager must apply to the Commissioner no later than four months after the end of the Association's Financial Year.

27.2 Notice of Annual General Meeting

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

27.3 Business to be Conducted at Annual General Meeting

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

27.3.2 At each AGM of the Association, the Association:

- (i) Must confirm the minutes of the past preceding AGM and of any Special General Meeting held since that meeting if the minutes of that Special General Meeting have not yet been confirmed;
- (ii) Must receive the Financial Report of the Association for the preceding Financial Year;
- (iii) If applicable, must appoint or remove an auditor in accordance with the Act;
- (iv) Must present a copy of the report of the Auditor to the Association; and
- (v) Must elect or appoint the office holders and Members of the Board.

28. PATRONS

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

28.1.2 Their term of office shall be for one year.

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

29. LIFE MEMBERSHIP

29.1.1 Nominations for persons to be elected as a Life member shall be signed by a current Member and submitted to the Board prior to the 31 March each year. The nomination must be accompanied by a short statement setting out the nominee's record of service to the Association. Where the statement is not provided, the Board may request that the nominator provide this. If the accompanying statement is not provided, the nomination may be referred only at its absolute discretion.

29.1.2 No more than two Life members may be elected in any one year.

29.1.4 The Board has an absolute discretion in relation to the approval of referrals on nominations to a Special General Meeting which will be held in June to consider the nominations, but should take into account the nominee's contribution to the Association in areas such as playing, coaching, administration and volunteer work. It would ordinarily be expected that a nominee has given ten years' service to the Association before their nomination will be recommended by the Board.

30. RULES OF THE ASSOCIATION

30.1 Rules of the Association

- 30.1.1 These Rules bind every Member and the Association and each Member agrees to comply with these Rules.
- 30.1.2 The Association must provide, free of charge, a copy of the Rules in force, at the time Membership commences, to each person who becomes a Member under rule 5.5.
- 30.1.3 The Association must keep a current copy of the Rules.

30.2 Amendment of Rules, Name and Objects.

- 30.2.1 The Association may alter, rescind or add to these Rules by Special Resolution in accordance with rule 19.1 and not otherwise.
- 30.2.2 When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within:
 - (i) one month after the Special Resolution is passed; or
 - (ii) a longer period as the Commission may allow.
- 30.2.3 Subject to rule 30.2.4, an amendment to the Rules does not take effect until the required documents are lodged with the Commission under rule 30.2.2
- 30.2.4 An amendment to the Rules that changes or has the effect of changing:
 - (i) the name of the Association; or
 - (ii) the objects or purposes of the Association does not become effective until the required documents are lodged with the Commissioner under rule 30.2.2 and the approval of the Commissioner is given in writing.

31. BY-LAWS OF THE ASSOCIATION

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

31.2 The by-laws made under 31.1:

- (a) Do not form part of the Rules;
- (b) May make provision for:
 - (i) Classes of Membership and the rights and obligations that apply to each class of membership
 - (ii) Requirements for financial reporting, financial accountability or audit of accounts in addition to those prescribed by the Act and the Rules;
 - (iii) Restrictions on the powers of the Board, including the power to dispose of assets;
 - (iv) A requirement for members to hold a specified educational trade or professional qualification; and
 - (v) Any other matter that the Association considers necessary or appropriate; and

31.3 Must be available for inspection by Members.

32. USE OF COMMON SEAL.

32.1 Executing Documents

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

- (i) any two Board Members; or
- (ii) one Board Member and a person authorised by the Board.

32.2 Use of Common Seal

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

- (i) The General Manager must provide for its safe custody; and
- (ii) It must only be used under the resolution of the Board.

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

- (i) Any two Board Members; or
- (ii) One Board Member and a person authorised by the Board.

32.2.3 Every use of the common seal must be recorded in the Board's minute book.

33. THE ASSOCIATION'S BOOKS AND RECORDS

33.1 Custody of the Books of the Association

33.1.1 Except as otherwise decided by the Board from time to time, the General Manager must keep in their custody, or under their control all the books of the Association with the exception of the Financial Records which, except as otherwise directed by the Board from time to time, are to be kept under the custody or control of the Director (Finance).

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

33.2 Inspecting the Books of the Association

33.2.1 Subject to these rules, and in particular rule 20.1.6, a Member is able to inspect the Books of the Association free of charge at such time and place as is mutually convenient to the Association and the Member.

33.2.2 A Member must contact the General Manager to request to inspect the Books of the Association.

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

33.3 Prohibition on Use of Information in the Books of the Association

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

- (i) that is directly connected with the affairs of the Association; or
- (ii) related to the provision of the information to the Commissioner in accordance with the Act.

33.3.2 Outgoing Board Members are responsible for transferring all relevant assets and Books of the Association to the new Board within 14 days of ceasing to be a Board Member.

34. RESOLVING DISPUTES

34.1 Disputes Arising under the Rules

34.1.1 This rule applies to:

- (i) disputes between Members; and
- (ii) disputes between the Association and one or more Members that arise under the rules or relate to the rules of the Association.

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

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

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

34.1.5 The Chairperson must convene a Board Meeting within 28 days after the General Manager has received notice of the dispute under rule 34.1.4 for the Board to determine the dispute.

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

- 34.1.7 The General Manager must inform the parties to the dispute of the Board's decision and the reasons for the decision within 7 days after the Board Meeting referred to in rule 34.1.5.
- 34.1.8. If any party to the dispute is dissatisfied with the decision of the Board, they may elect to initiate further dispute resolution procedures as set out in the Rules.

34.2 Mediation

- 34.2.1 This rule applies:
- (i) where a person is dissatisfied with a decision made by the Board under rule 34.1; or
 - (ii) where a dispute arises between a Member or more than one Member and the Association and any party to the dispute elects not to have the matter determined by the Board.
- 34.2.2 Where the dispute relates to a proposal for the suspension or expulsion of a Member this rule does not apply until the procedure under rule 7.3 in respect of the proposed suspension or expulsion has been completed.
- 34.2.3 If the parties to a dispute are unable to resolve the dispute between themselves, with the time required by rule 34.1.3, or a party to the dispute is dissatisfied with a decision made by the Board under rule 34.1.7, a party to the dispute may:
- (i) provide written notice to the General Manager of the parties to, and the details of the dispute;
 - (ii) agree to, or request the appointment of a mediator.
- 34.2.4 The party, or parties, requesting the mediation must pay the costs of the mediation.
- 34.2.5 The mediator must be:
- (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement;
 - (a) If the dispute is between a Member and another Member – a person appointed by the Board; or
 - (b) If the dispute is between a Member or more than one Member and the Association, the Board or a Board Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- 34.2.6 A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- 34.2.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 34.2.8 The parties are to exchange written statement of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.

- 34.2.9 The mediator, in conducting the mediation, must:
- (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow all parties to consider any written statement submitted by any party, and
 - (iii) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

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

34.3 Inability to Resolve Disputes

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

35. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY.

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

- (i) Apply to the Commissioner for cancellation of its incorporation; or
- (ii) Appoint a liquidator to wind up its affairs.

35.1.2 The Association must be wound up under rule 35.1.1(ii) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is party to any current legal proceedings.

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

- (i) an incorporated association under the Act;
- (ii) a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;
- (iii) A company limited by guarantee that is registered as mentioned in section 50 of the *Corporations Act 2001 (Cwth)*.
- (iv) A body corporate that:
 - (A) Is a Member or former Member of the Association; and
 - (B) At the time of the surplus property is distributed, has rules that prevent the property being distributed to its members;
- (v) A trustee for a body corporate referred to in rule 35.1.3(v); or
- (vi) A co-operative registered under the *Co-operatives Act 2009* that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.