



VOLLEYBALL WESTERN AUSTRALIA

CONSTITUTION

March 2019

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Western Australian Volleyball Association Inc

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1. NAME OF THE ASSOCIATION

The name of the Association is Western Australian Volleyball Association (Incorporated) hereafter referred to as the Association. The Board of Management may adopt a trading name without effecting the powers or interpretation of this constitution.

2. INTERPRETATIONS

2.1 Definitions

In these Rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015*

Annual General Meeting is the meeting convened as per Rule 16

Association means the incorporated Association to which these Rules apply;

Board means the Management Board responsible for the management of the affairs of the Association;

Board Meeting means a meeting of the Board;

Books, of the Association, includes the following:

- a) a register;
- b) Financial Records, Financial Statements or Financial Reports, however compiled, stored or recorded;
- c) a document; and
- d) any other record of information;

By-laws means By-laws made by the Association under Rule 18

Chairperson means, in relation to the proceedings at a Board Meeting or General Meeting, the person presiding at the Board Meeting or General Meeting in accordance with Rule 12;

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

Delegates mean the person appointed by an Ordinary Member to represent on behalf of that Ordinary Member under Rule 16

Director means appointed and elected Directors referred to in Rule 13;

Financial Records includes:

- a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- b) documents of prime entry; and
- c) working papers and other documents needed to explain:
 - I. the methods by which Financial Statements are prepared; and
 - II. adjustments to be made in preparing Financial Statements;

Financial Report has the meaning given to it in section 63 of the Act

Financial Statements means the Financial Statements in relation to the Association required under Part 5 Division 3 of the Act

Financial Year of the Association, has the meaning given to it in Rule 3

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

Member means a person / body corporate who is an Ordinary Member or an Associate Member of the Association

Register of Members means the Register of Members referred to in section 53 of the Act

Rules mean these Rules of the Association, as in force for the time being

Special General Meeting means a General Meeting of the Association other than the Annual General Meeting;

Special Resolution means a resolution passed by the Members at a General Meeting in accordance with section 51 of the Act;

Subcommittee means a Subcommittee appointed by the Board under Rule 15

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

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

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

3. FINANCIAL YEAR

The Association's Financial Year will be the period of 12 months commencing on 1 January and ending on 31 December in each year.

4. NOT FOR PROFIT BODY

The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those objects or purposes. A payment may be made to a Member out of the funds of the Association only if it is authorised under Rule 4.1

4.1 Payment to a Member

A payment to a Member out of the funds of the Association is authorised if it is:

- a) the payment in good faith to the Member as reasonable remuneration for any services provided to the Association or for goods supplied to the Association, in the ordinary course of business; or
- b) the payment of interest on money borrowed by the Association from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia;
- c) the payment of reasonable rent to the Member for premises leased by the Member to the Association; or
- d) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

5. OBJECTS OF THE ASSOCIATION

The objects of the Association are to:

- a) govern, promote and develop the game of Volleyball in Western Australia.
- b) promote affiliation and coordination among independent bodies playing the game of Volleyball in Western Australia.
- c) grow the game of volleyball through equitable and inclusive practices that provide opportunities for participation at all levels and in all types of volleyball.
- d) promote and protect the interests of all Members and other participants of Volleyball
- e) partner and participate in activities of the Volleyball Australia
- f) coordinate strategic alignment with WA volleyball affiliates, Volleyball Australia and the Association

6. MEMBERSHIP

6.1 Classes of Membership

- a) The Association shall consist of the following membership:
 - I. Ordinary Member (voting rights)
 - II. Associate Member (no voting rights) – includes an individual Member and Life Member
 - III. Elected Director (voting rights)
 - IV. Patron (no voting rights)
 - V. Such new categories of Member, created in accordance with Rule 6.1(g)
- b) The Association may have any class of Associate membership approved by resolution at a General Meeting
- c) A person can only belong to one class of membership
- d) An Ordinary Member has full voting rights and any other rights conferred on Members by these Rules or approved by resolution at a General Meeting or determined by the Board
- e) An Associate Member has the rights referred to in Rule 6.1(d) other than full voting rights
- f) The number of Members of any class is not limited unless otherwise approved by resolution at a General Meeting
- g) The Board may, from time to time create new categories of membership with such rights, privileges and obligations as are determined applicable, even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. Any alterations to voting rights must be ratified by the membership by Special Resolution, in accordance with Rule 16.3.

6.2. Minimum Number of Members

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

6.3 Qualifications for Membership

Subject to Rule 6.1, any person / body corporate that supports the purposes of the Association is eligible to apply for membership.

6.4 Applying for Membership

- a) Any applicant wishing to become a Member must apply in writing to the Association
- b) The application must be signed by the applicant
- c) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates

6.5 Dealing with Membership Applications

- a) The Board Directors must consider each application for membership of the Association and decide whether to accept or reject that application
- b) Subject to sub-Rule 8.4(c), the Board must consider applications in the order in which they are received by the Association
- c) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application
- d) The Board must not accept an application unless the applicant :
 - I. Is eligible under Rule 6.3
 - II. Has applied under Rule 6.4
- e) The Board may reject an application even if the applicant:
 - I. Is eligible under Rule 6.3
 - II. Has applied under Rule 6.4
- f) The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision
- g) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so

6.6 Becoming a Member

An applicant for membership of the Association becomes a Member when:

- a) the Board accepts the application; and
- b) the applicant pays any membership fees payable to the Association under Rule 7

The Applicant immediately becomes a Member, when Rules 6.6(a)(b) have been fulfilled, and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with all of the obligations of membership under these Rules.

6.7 When Membership Ceases

- a) A Member ceases to be a Member when any of the following takes place:
 - I. for a Member who is an individual, the individual dies;
 - II. for a Member who is a body corporate, the body corporate is wound up;
 - III. the Member resigns from the Association under Rule 6.8
 - IV. the Member is expelled from the Association under Rule 9.1
 - V. the person ceases to be a Member under Rule 7.1(d)

- b) For a period of one year after the membership ends, the Chief Executive Officer must keep a record of:
 - I. the date on which the Member ceased to be a Member; and
 - II. the reason why the Member ceased to be a Member.

6.8 Resignation

- a) A Member may resign from membership of the Association by giving written notice of the resignation to the Chief Executive Officer
- b) The resignation takes effect:
 - I. When the Chief Executive Officer receives the notice; or
 - II. If a later time is stated in the notice, at that later time
- c) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the ***owed amount***) at the time of resignation.
- d) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

6.9 Rights not Transferable

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

7. MEMBERSHIP FEES

7.1 Membership Fees

- a) The Board must determine the entrance fee (if any) and the annual membership fee (if any), to be paid for membership to the Association
- b) The fees determined under Rule 11(a) may be different for different classes of membership
- c) A Member must pay the annual membership fee to the representative authorised by the Board to receive payments, by the date (the ***due date***) determined by the Board
- d) If a Member has not paid the annual membership fee within the period of 3 months after the due date, the Member ceases to be a Member on the expiry of that period.
- e) If a Member who has ceased to be a Member under Rule 7.1(d) offers to pay the annual membership fee after the period referred to in that Rule:
 - I. the Board may, at its discretion, accept that payment; and
 - II. If the payment is accepted, the Member's membership is reinstated from the date the payment is accepted

8. REGISTER OF MEMBERS

8.1 Register of Members

- a) The Chief Executive Officer is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the Register of Members and record in that register any change in the membership of the Association.

- b) In addition to the matters referred to in section 53(2) of the Act, the Register of Members must include the class of membership (if applicable) to which each Member belongs and the date on which each Member becomes a Member
- c) The register must be kept at the Association's office or at another place determined by the Board
- d) A Member who wishes to inspect the Register of Members must contact the Chief Executive Officer to make the necessary arrangements.
- e) If,
 - I. A Member inspecting the Register of Members wishes to make a copy of, or taken an extract from, the register under section 54(2) of the Act; or
 - II. A Member makes a written request under section 53(1) of the Act to be provided with a copy of the Register of Members,

The Board may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

9. DISCIPLINARY ACTION

9.1 Suspension or Expulsion

In this section; **Member**, in relation to a Member who is expelled from the Association, includes former Member.

- a) The Board may decide to suspend a Member's membership or to expel a Member from the Association if:
 - I. The Member contravenes any of these Rules; or
 - II. The Member acts detrimentally to the interests of the Association
- b) The Chief Executive Officer must give the Member written notice of the proposed suspension or expulsion at least 28 days before the Board Meeting at which the proposal is to be considered by the Board.
- c) The notice given to the Member must state:
 - I. When and where the Board Meeting is to be held; and
 - II. The grounds on which the proposed suspension or expulsion is based; and
 - III. That the Member, or the Member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion;
- d) At the Board Meeting, the Board must;
 - I. Give the Member, or the Member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
 - II. Give due consideration to any submissions so made; and
 - III. Decide:
 - 1) Whether to suspend the Member's membership and, if the decision is to suspend the membership, the period of suspension; or

- 2) Whether or not to expel the Member from the Association
- e) A decision of the Board to suspend the Member's membership or to expel the Member from the Association takes immediate effect
 - f) The Board must give the Member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board Meeting at which the decision is made
 - g) A Member whose membership who is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under Rule 9.1(f), give written notice to the Chief Executive Officer requesting the appointment of a mediator under Rule 10.
 - h) If notice is given under Rule 9.1(g), the Member who gives the notice and the Board are the parties in the mediation.

9.2 Consequences of Suspension

- a) During the period a Member's membership is suspended, the Member:
 - I. Loses any rights (including voting rights) arising as a result of membership; and
 - II. Is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association
- b) When a Member's membership is suspended the Chief Executive Officer must record in the Register of Members:
 - I. That the Member's membership is suspended; and the name of the Member that has been suspended from membership;
 - II. the date on which the suspension takes effect; and
 - III. the period of the suspension
- c) Once the period of the suspension ends, the Chief Executive Officer must record in the Register of Members that the Member's membership is no longer suspended

10. DISPUTES AND MEDIATION

10.1 Disputes and Mediation

- a) Disputes arising under these Rules apply to:
 - I. disputes between Members
 - II. disputes between the Association and one or more Members
- b) In this Rule "Member" includes any former Member whose membership ceased not more than six months before the dispute occurred.
- c) All disputes and mediation will be referred to the Association Member Protection Policy
- d) If
 - I. Mediation takes place because a Member whose membership is suspended or who is expelled from the Association gives notice under Rule 11(h); and
 - II. As a result of the mediation, the decision to suspend the Member's membership or expel the Member is revoked,
 that revocation does not affect the validity of any decision made a Board Meeting or General Meeting during the period of suspension or expulsion

11. POWERS OF THE BOARD

11.1 The Board

- a) The Board Directors are the persons who, as the management Board of the Association, have the power to manage the affairs of the Association.
- b) Subject to the Act, these Rules, the By-laws (if any) and any resolution passed at a General Meeting, the Board, has the power, to do all things necessary or convenient to be done for the proper management- of the affairs of the Association
- c) The Board must take all reasonable steps to ensure that the Association complies with the Act, these Rules and the By-laws (if any)
- d) The Board of Directors may appoint one or more Chief Executive Officer's on whatever terms determined

12. COMPOSITION OF THE BOARD AND DUTIES OF DIRECTORS

12.1 Board Directors

- a) The Board shall comprise of:
 - I. Five (5) Elected Directors, elected in accordance with Rule 13.2
 - II. Three (3) Appointed Directors, appointed in accordance with Rule 13.3
 - III. Chief Executive Officer
- b) A person may be a Director if the person is:
 - I. An individual who has reached 18 years of age

12.2 Chairperson

The President will act as Chairperson of the Board of Directors.

- a) It is the duty of the Chairperson to consult with the Chief Executive Officer regarding the business to be conducted at each Board Meeting and General Meeting
- b) The Chairperson has the powers and duties relating to convening and presiding at Board Meetings and presiding at General Meetings provided for in these Rules.

12.3 Secretary

The Chief Executive Officer and/or a nominee agreed by a formal majority vote of the Directors will act as the Secretary of the Association. The Secretary has the following duties:

- a) Dealing with the Association's correspondence;
- b) Consulting with the Chairperson regarding the business to be conducted at each Board Meeting and General Meeting;
- c) Preparing the notices required for meetings and for the business to be conducted at meetings;
- d) Unless another Member is authorised by the Board to do so, maintaining on behalf of the Association the Register of Members, and recording in the register any changes in the membership, as required under section 53(1) of the Act

- e) Maintaining on behalf of the Association an up-to-date copy of these Rules, as required under section 35(1) of the Act;
- f) Unless another Member is authorised by the Board to do so, maintaining on behalf of the Association a record of Board Directors and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- g) Ensuring the safe custody of the Books of the Association
- h) Maintaining full and accurate minutes of Board Meetings and General Meetings

13. ELECTION OF DIRECTORS AND TENURE OF OFFICE

13.1 Nomination of Elected Directors

- a) At least 42 days before an Annual General Meeting, the Chief Executive Officer must send written notice to all the Members:
 - I. Calling for nominations for election to the Board; and
 - II. Stating the date by which nominations must be received by the Chief Executive Officer to comply with Rule 13.1(b)
- b) A person who wishes to be considered for election to the Board at the Annual General Meeting must nominate for election by sending written notice of the nomination to the Chief Executive Officer at least 28 days before the Annual General Meeting
- c) The written notice must include a statement by another Member in support of the nomination
- d) A person whose nomination does not comply with this Rule is not eligible for election to the Board unless the person is nominated under Rule 13.2(a)(ii)
- e) Nominees for Elected Director positions on the Board must meet the qualifications as prescribed from time to time by the Board and in accordance with the By-laws

13.2 Election of Directors

- a) If the number of nominations received for the Board is not greater than the number to be elected, the Chairperson of the meeting:
 - I. Must declare each of those Members to be elected to the Board; and
 - II. May call for further nominations from the Ordinary Members at the meeting to fill any positions remaining unfilled after the elections in Rule 13.2(a)(i)
- b) If
 - I. the number of nominations is greater than the numbers to be elected; or the number of Members nominating under Rule 14.5(a)(ii) is greater than the number of positions remaining unfilledthe Ordinary Members at the meeting must vote in accordance with procedures that have been determined by the Board to decide the persons who are to be elected to the Board
- c) A Member who has nominated for the position of Director may vote in accordance with that nomination

- d) If there are insufficient nominations received to fill all vacancies on the Board, any remaining vacant positions are to be taken as casual vacancies. The Board shall identify a successor and appoint a suitable person for the remainder of the vacating Directors natural term
- e) A nominee who is subsequently elected as a Director shall immediately retire from any Executive position of any Ordinary Member

13.3 Appointed Directors

The Elected Directors shall fill the vacant Appointed Directors positions as determined by the Board.

13.4 Term of Office

- a) The term of appointment of a Director begins when the Director:
 - I. Is elected at an Annual General Meeting or under Rule 13.5(c)(ii); or
 - II. Is appointed to fill a casual vacancy under Rule 13.7

13.5 Resignation and Removal of a Director

- a) A Director may resign from the Board by written notice given to the Chief Executive Officer
- b) The resignation takes effect:
 - I. When the notice is received by the Chief Executive Officer
 - II. If a later time is stated in the notice, at the later time
- c) At a General Meeting, the Association, may by resolution
 - I. remove an Elected Director; and
 - II. Elect a Member who is eligible under Rule 12.1(b) to fill the vacant position
- d) The Association, by a majority vote of the Board, can remove any Appointed Director, before the expiration of their term of office.
- e) A Director who is the subject of a proposed resolution under Rule 14.9(c) may make written representation (of reasonable length) to the Chief Executive Officer or President and may ask that the representations be provided to the Members.
- f) The Chief Executive Officer or President may give a copy of the representations to each Member or, if they are not so given, the Director may require them to be read out at the General Meeting at which the resolution is to be considered.

13.6 When Membership of Board Ceases

A person ceases to be Director if the person:

- a) Dies; or
- b) resigns from the Board or is removed from the Board under Rule 13.5(c); or
- c) becomes ineligible to accept an appointment or act as a Director under section 39 of the Act; or
- d) becomes permanently unable to act as a Director because of a mental or physical disability; or
- e) fails to attend three (3) consecutive Board Meetings; of which the person has been given notice, without having notified the Board that the person will be unable to attend

13.7 Filling Casual Vacancies

- a) In the event of a casual vacancy of an Elected Director the Board may appoint a Member who is eligible under Rule 12.1(b) to fill a position on the Board for the remainder of the vacating Directors natural term that:
 - I. Has become vacant under Rule 13.6; or
 - II. Was not filled by election at the most recent Annual General Meeting or under Rule 13.5(c)(ii)
- b) Subject to the requirement for a quorum under Rule 14.5, the Board may continue to act despite the vacancy in its membership
- c) If there are fewer Directors than required for a quorum under Rule 14.5, the Board may only act for the purpose of:
 - I. Appointing Directors under this Rule; or
 - II. Convening a General Meeting

13.8 Validity of Acts

The acts of the Board or a Subcommittee, or of a Director or Member of a Subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Director or Member of a Subcommittee.

13.9 Payments to Directors

A Board Director 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 Board or committee meeting; or
- b) in attending a General Meeting; or
- c) otherwise in connection with the Association's business

14. BOARD MEETINGS

14.1 Board Meetings

- a) The Board must meet at least eight (8) times in each year on the dates and at the times and places determined by the Board
- b) Special Board Meetings may be convened by the President or any 2 Directors

14.2 Notice of Board Meetings

- a) Notice of each Board Meeting must be given to each Director at least 48 hours before the time of the meeting
- b) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting
- c) Unless Rule 14.2(d) applies, the only business to be conducted at the meeting is the business described in the notice
- d) Urgent business that has not been described in the notice may be conducted at the Board Meeting if the Directors at the Board Meeting unanimously agree to treat the business as urgent

14.3 Procedure and Order of Business

- a) The President or, in the President's absence, the Vice-President must preside as Chairperson of each Board Meeting
- b) If the President and the Vice-President are absent or unwilling to act as Chairperson or a meeting, the Directors must choose one of them to preside as Chairperson of the meeting
- c) The procedure to be followed at a Board Meeting must be determined from time to time by the Board
- d) The order of business at a Board Meeting may be determined by the Directors at the meeting
- e) A Member or other person who is not a Director may attend a Board Meeting if invited to do so by the Board
- f) A person invited under Rule 15.3(c) to attend a Board Meeting:
 - I. Has no right to any agenda, minutes or other document circulated at the meeting; and
 - II. Must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
 - III. Cannot vote on any matter that is to be decided at the meeting

14.4 Use of Technology to be Present at Board Meetings

- a) The presence of a Director at a Board Meeting need not be by attendance in person but may be by that Director and each other Director at the meeting being simultaneously in contact by telephone or other means of instantaneous communication
- b) A Director who participates in a Board Meeting as allowed under Rule 14.4(a) is taken to be present at the meeting and, if the Director votes at the meeting, the Director is taken to have voted in person.

14.5 Quorum for Board Meetings

- a) At a Board Meeting, 50% or more Board Directors constitutes a quorum
- b) Subject to Rule 13.7(c), no business is to be conducted at a Board Meeting unless a quorum is present
- c) If, a quorum is not present within 30 minutes after the notified commencement time of a Board Meeting:
 - I. In the case of special meeting – the meeting lapses; or
 - II. Otherwise, the meeting is adjourned to the same time, day and place in the following week
- d) If
 - I. a quorum is not present within 30 minutes after the commencement time of a Board Meeting held under Rule 14.5(c)(ii)
 - II. at least 2 Directors are present at the meeting
those Directors present are taken to constitute a quorum

14.6 Voting at Board Meetings

- a) Each Director present at a Board Meeting has one vote on any question arising at the meeting
- b) A motion is carried if a majority of the Directors present at the Board Meeting vote in favour of the motion

- c) If the votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote
- d) A vote may take place by the Directors present indicating their agreement or disagreement by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question
- e) If a secret ballot is needed, the Chairperson must decide how the ballot is to be conducted

14.7 Minutes of Board Meetings

The Board must ensure that minutes are taken and kept of each Board Meeting.

- a) The minutes must record the following:
 - I. The names of the Directors present at the meeting;
 - II. The name of any person attending the meeting under Rule 14.3(e);
 - III. The business considered at the meeting;
 - IV. Any motion on which a vote is taken at the meeting and the result of the vote
- b) The minutes of the Board Meeting must be entered into the Associations minute book within 30 days after the meeting is held
- c) The Chairperson must ensure that the minutes of a Board Meeting are reviewed and signed as correct by:
 - I. The Chairperson of the meeting; or
 - II. The Chairperson of the next Board Meeting
- d) When the minutes of a Board Meeting have been signed as correct they are, until the contrary is proved, evidence that:
 - I. The meeting to which the minutes relate was duly convened and held; and
 - II. The matters recorded as having taken place at the meeting took place as recorded, and
 - III. Any appointment purportedly made at the meeting was validly made

15. SUB-COMMITTEES AND SUBSIDIARY OFFICES

15.1 Subcommittees and Subsidiary Offices

- a) To help the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following:
 - I. Appoint one or more Subcommittees
 - II. Create one or more subsidiary offices and appoint people to those offices
- b) A Subcommittee may consist of the number of people, whether or not Members, that the Board considers appropriate
- c) A person may be appointed to a subsidiary office whether or not the person is a Member
- d) Subject to any directions given by the Board:
 - I. A Subcommittee may meet and conduct business as it considers appropriate; and
 - II. The holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate

15.2 Delegation to Subcommittees and Holders of Subsidiary Offices

In this Rule; *non-delegable duty* means a duty imposed on the Board by the Act or another written law.

- a) The Board may, in writing, delegate to a Subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than:
 - I. The power to delegate; and
 - II. A non-delegable duty
- b) A power or duty, the exercise or performance of which has been delegated to a Subcommittee or the holder of a subsidiary office under this Rule, may be exercised or performed by the Subcommittee or holder in accordance with the terms of the delegation.
- c) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- d) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- e) Any act or thing done by a Subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.
- f) The Board may, in writing, amend or revoke the delegation.

16. GENERAL MEETINGS

16.1 Annual General Meeting

- a) The Board must determine the date, time and place of the Annual General Meeting
- b) If it is proposed to hold the Annual General Meeting more than 6 months after the end of the Association's Financial Year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the Financial Year.
- c) The ordinary business of the Annual General Meeting is as follows:
 - I. to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then if the minutes of that meeting have not yet been confirmed
 - II. to receive and consider:
 - (1) the Board's annual report on the Association's activities during the preceding Financial Year
 - (2) if the Association is a Tier 1 Association, the Financial Statements of the Association for the preceding Financial Year presented under Part 5 of the Act; and
 - (3) if the Association is a Tier 2 Association or a Tier 3 Association, the Financial Report of the Association for the preceding Financial Year presented under Part 5 of the Act;
 - (4) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the Financial Statements or Financial Report;
 - III. to elect the Board of Directors

- IV. if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - V. appointment of the Patron/Vice Patron
- d) Any other business of which notice has been given in accordance with these Rules may be conducted at the Annual General Meeting

16.2 Special General Meetings

- a) The Board may convene a Special General Meeting
- b) The Board must convene a Special General Meeting if at least 75% of the Members require a Special General Meeting to be convened
- c) The Members requiring a Special General Meeting to be convened must:
 - I. Make the requirement by written notice given to the Chief Executive Officer
 - II. state in the notice the business to be considered at the meeting; and
 - III. each sign the notice
- d) The Special General Meeting must be convened within 28 days after notice is given under Rule 16.2(c)(i)
- e) If the Board does not convene a Special General Meeting within that 28 days period, the Members making the requirement (of any of them) may convene the Special General Meeting
- f) A Special General Meeting convened by Members under Rule 16.2(e):
 - I. Must be held within 3 months after the date the original requirement was made; and
 - II. May only consider the business stated in the notice by which the requirement was made
- g) The Association must reimburse any reasonable expenses incurred by the Members convening a Special General Meeting under Rule 16.2(e).

16.3 Notice of General Meetings

- a) The Chief Executive Officer, or in the case of a Special General Meeting convened under Rule 16.2(e), the Members convening the meeting, must give to each Member:
 - I. At least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting.
 - II. At least 14 days' notice of a General Meeting in any other case
- b) The notice must:
 - I. Specify the place, date and time of the meeting; and
 - II. Indicate the general nature of each item of business to be conducted at the meeting; and
 - III. if the meeting is the Annual General Meeting, include the names of the Members who have nominated for election to the committee under Rule 13.1; and
 - IV. if a Special Resolution is proposed —
 - (1) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (2) state that the resolution is intended to be proposed as a Special Resolution; and
 - (3) comply with Rule 16.4(g)

16.4 Proxies

- a) Subject to Rule 16.4(b), an Ordinary Member may appoint in writing an individual who is also a Member of the Association as his or her proxy to vote and speak on his or her behalf at a General Meeting
- b) A Member may be appointed the proxy for not more than 5 other Members.
- c) The appointment of a proxy must be in writing, signed by the Member making the appointment
- d) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- e) If no instructions are given to the proxy, the proxy may vote on behalf of the Member in any matter as the proxy sees fit.
- f) If the Board has approved a form for the appointment of a proxy, the Member may use that form or any other form —
 - I. that clearly identifies the person appointed as the Member's proxy; and
 - II. that has been signed by the Member.
- g) Notice of a General Meeting given to an Ordinary Member under Rule 16.3 must —
 - I. state that the Member may appoint an individual who is a Member as a proxy for the meeting; and
 - II. include a copy of any form that the Board has approved for the appointment of a proxy.
- h) A form appointing a proxy must be given to the Chief Executive Officer before the commencement of the General Meeting for which the proxy is appointed.
- i) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

16.5 Use of Technology to be Present at General Meetings

- a) The presence of a Member at a General Meeting need not be by attendance in person but may be by that Member and each other Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- b) A Member who participates in a General Meeting as allowed under Rule 16.5(a) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

16.6 Presiding Member and Quorum for General Meetings

- a) The President or, in the President's absence, the Vice-President must preside as Chairperson of each General Meeting
- b) If the President and the Vice-President are absent or unwilling to act as Chairperson of a General Meeting, the Board Directors at the meeting must choose one of them to act as Chairperson of the General Meeting
- c) At a General Meeting 50% or more of the Voting Members present in person constitutes a quorum
- d) No business is to be conducted at a General Meeting unless a quorum is present
- e) If a quorum is not present within thirty (30) minutes after the notified commencement time of a General Meeting:

- I. in the case of a Special General Meeting, the meeting lapses; or
 - II. in the case of an Annual General Meeting, the meeting is adjourned to:
 - (1) the same time and day in the following week; and
 - (2) the same place, unless the Chairperson specifies another place at the time of the adjournment or written notice of another place is given to the Members given before the day to which the meeting is adjourned
- f) If —
- I. a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting held under Rule 16.6(e)(ii); and
 - II. at least 2 Ordinary Members are present at the meeting, those Members present are taken to constitute a quorum.

16.7 Adjournment of General Meetings

- a) The Chairperson may of a General Meeting at which a quorum is present, may, with the consent of the majority of Ordinary Members present, adjourn the meeting to another time at the same place or another place
- b) Without limiting Rule 16.7(a), a meeting may be adjourned:
 - I. if there is insufficient time to deal with the business at hand; or
 - II. to give the Members more time to consider an item of business.
- c) No business may be conducted on the resumption of an adjourned meeting other than business that remained unfinished when the meeting was adjourned
- d) Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 20.3.

16.8 Voting at General Meetings

- a) On any question arising at a General Meeting:
 - I. each Ordinary Member is entitled to one (1) vote; and
 - II. each elected Board Director is entitled to one (1) vote
- b) Ordinary Members will cast a vote at the meeting either by:
 - I. appointing, in writing one (1) Delegate who is a Member of that Ordinary Member, to vote on the Member's behalf at the meeting either in person or through the use of technology, under Rule 16.5; or
 - II. appointing, in writing, a proxy
- c) The copy of the document by which the appointment is made must be given to the Chief Executive Officer before any General Meeting to which the appointment applies
- d) The appointment has effect until:
 - I. The end of the General Meeting to which the appointment applies; or
 - II. The appointment is revoked by the Ordinary Member and written notice of the revocation is given to the Chief Executive Officer
- e) Except in the case of a Special Resolution, a motion is carried if a majority of the Ordinary Members and Directors present at a General Meeting vote in favour of the motion

- f) If votes are divided equally on a question the Chairperson of the meeting has a second or casting vote
- g) If the question is whether or not to confirm the minutes of a previous General Meeting, only Members who were present at that meeting may vote
- h) For a person to be eligible to vote at a General Meeting on behalf of an Ordinary Member under Rule 16.8(b), the Ordinary Member:
 - I. Must have been an Ordinary Member at the time notice of the meeting was given under Rule 16.3.
 - II. Must have paid any fee or other money payable to the Association by the Member.

16.9 When Special Resolutions are Required

- a) A Special Resolution is required if it is proposed at a General Meeting:
 - I. affiliate the Association with another body;
 - II. to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager
- b) 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 75% of the Members present, in person or by proxy, and eligible to cast a vote at the meeting
- c) Rule 16.9(a) does not limit the matters in relation to which a Special Resolution may be proposed

16.10 Determining whether Resolution Carried

In this Rule: *poll* means the process of voting in relation to a matter that is conducted in writing.

- a) The Chairperson of a General Meeting, may on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
 - I. Carried; or
 - II. carried unanimously; or
 - III. carried by a particular majority; or
 - IV. lost
- b) If the resolution is a Special Resolution, the declaration under Rule 16.10(a) must identify the resolution as a Special Resolution
- c) If a Poll is demanded on any question by the Chairperson of the meeting or by at least 3 other Ordinary Members present in person or by proxy:
 - I. the Poll must be taken at the meeting in a manner determined by the Chairperson
 - II. the Chairperson must declare the determination of the resolution on the basis of the poll
- d) If a poll is demanded on the question of adjournment, the poll must be taken immediately
- e) If the poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the Chairperson
- f) A declaration under Rules 16.10(a) or (c) must be entered in the minutes of the meeting and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

16.11 Minutes of General Meeting

- a) The Chief Executive Officer, or a person authorised by the Board from time to time, must take and keep minutes of each General Meeting.
- b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- c) In addition, the minutes of each Annual General Meeting must record —
 - I. the names of the Ordinary Members attending the meeting; and
 - II. any proxy forms given to the Chairperson of the meeting under Rule 16.4; and
 - III. the Financial Statements or Financial Report presented at the meeting, as referred to in Rule 16.1 and
 - IV. any report of the review or auditor's report on the Financial Statements or Financial Report presented at the meeting, as referred to in Rule 16.1
- d) The minutes of a General Meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- e) The Chairperson must ensure that the minutes of a General Meeting are reviewed and signed as correct by —
 - I. the Chairperson of the meeting; or
 - II. the Chairperson of the next General Meeting.
- f) When the minutes of a General Meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

17. FINANCIAL MATTERS

17.1 Source of Funds

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

17.2 Control of Funds

- a) The Association must open an account in the name of the Association with a financial institution from which all expenditure is made and into which all funds received by the Association are deposited
- b) Subject to any restrictions imposed at a General Meeting, the Board may approve expenditure on behalf of the Association
- c) The Board may authorise the Chief Executive Officer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended
- d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
 - I. any two Board Directors; or

- II. one Board Director and a person authorised by the Board
- e) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt

17.3 Financial Statements and Financial Reports

- a) For each Financial Year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the Financial Statements or Financial Report of the Association are met
- b) Without limiting Rule 17.3(a), those requirements include:
 - I. If the Association is a Tier 1 Association, the preparation of the Financial Statements; and
 - II. If the Association is a Tier 2 Association or Tier 3 Association, the preparation of the Financial Report; and
 - III. If required, the review or auditing of the Financial Statements or Financial Report, as applicable; and
 - IV. the presentation to the Annual General Meeting of the Financial Statements or Financial Report, as applicable; and
 - V. if required, the presentation to the Annual General Meeting of the copy of the report of the review or auditor's report as applicable, on the Financial Statements or Financial Report

18. GENERAL MATTERS

18.1 By-laws

- a) The Association may, by resolution at a General Meeting, make, amend or revoke By-laws
- b) By-laws may:
 - I. provide for the rights and obligations that apply to any classes of Associate Membership approved under Rule 6.1; and
 - II. impose restrictions on the Board's powers, including the power to dispose of the Association's assets; and
 - III. impose requirements relating to the Financial Reporting and financial accountability of the Association and the auditing of the Association's accounts; and
 - IV. provide for any other matter the Association considers necessary or convenient to be dealt with in the By-laws.
- c) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these Rules.
- d) Without limiting Rule 18.1(c), a by-law made for the purposes of Rule 18.1(b)(iii) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- e) At the request of a Member, the Association must make a copy of the By-laws available for inspection by the Member.

18.2 Executing Documents and Common Seal

- a) The Association may execute a document without using a common seal if the document is signed by:
 - I. any two Board Directors; or
 - II. one Board Director and a person authorised by the Board
- b) If the Association has a common seal:
 - I. The name of the Association must appear in legible characters on the common seal; and
 - II. A document may only be sealed with the common seal by the authority of the Board and in the presence of:
 - (1) 2 Board Directors; or
 - (2) One Board Director and a person authorised by the Board
- c) The Chief Executive Officer must make a written record of each use of the common seal
- d) The common seal must be kept in the custody of the Chief Executive Officer or another Board Director authorised by the Board

18.3 Giving Notices to Members

In this Rule: **recorded** means recorded in the Register of Members.

- a) A notice or other document that is to be given to a Member under these Rules is taken not to have been given to the Member unless it is in writing and:
 - I. delivered by hand to the recorded address of the Member; or
 - II. sent by prepaid post to the recorded postal address of the Member; or
 - III. sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the Member

18.4 Custody of Books and Securities

- a) Subject to Rule 18.4(b), the Books and securities of the Association must be kept in the Chief Executive Officer's custody or under the Chief Executive Officer's control.
- b) The Financial Records and, as applicable, the Financial Statements or Financial Reports of the Association must be kept in the Chief Executive Officer's custody or under the Chief Executive Officer's control
- c) Rules 18.4(a) and (b) have effect except as otherwise decided by the Board
- d) The Books of the Association must be retained for at least 7 years.

18.5 Record of Office Holders

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

18.6 Inspection of Records and Documents

- a) Rule 18.6(b) applies to a Member who wants to inspect:
 - I. the Register of Members under section 54(1) of the Act; or

- II. the record of the names and addresses of committee Members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - III. any other record or document of the Association.
- b) The Member must contact the Chief Executive Officer to make the necessary arrangements for the inspection.
 - c) The inspection must be free of charge.
 - d) If the Member wants to inspect a document that records the minutes of a Board Meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board Meetings generally, or the minutes of a specific Board Meeting, being available for inspection by Members.
 - e) The Member may make a copy of or take an extract from a record or document referred to in Rule 18.6(a)(iii) but does not have a right to remove the record or document for that purpose.
 - f) The Member must not use or disclose information in a record or document referred to in Rule 18.6(a)(iii) except for a purpose:
 - I. that is directly connected with the affairs of the Association; or
 - II. that is related to complying with a requirement of the Act.

18.7 Publication by Board Directors of Statements about Association Business Prohibited

A Board Director must not publish, or cause to be published, any statement about the business conducted by the Association at a General Meeting or Board Meeting unless:

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

18.8 Distribution of Surplus Property on Cancellation of Incorporation or Winding Up

In this Rule: *surplus property*, in relation to the Association, means property remaining after satisfaction of —

- a) the debts and liabilities of the Association; and
- b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include Books relating to the management of the Association.

On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by Special Resolution by reference to the persons mentioned in section 24(1) of the Act.

18.9 Alteration of Rules

If the Association wants to alter or rescind any of these Rules, or to make additional Rules, the Association may do so only by Special Resolution and by otherwise complying with Part 3 Division 2 of the Act.