



PALMYRA REBELS NETBALL CLUB (INC)

CONSTITUTION

Signed by Lisa Callaghan, Palmyra Rebels Netball Club (Inc.) President

Dated 15th November, 2022



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GUIDANCE NOTES

This document includes additional summaries of the obligations arising from the *Associations Incorporation Act 2015* and other explanatory material. These are presented in the form of 'Guidance Notes' and 'Act Requirements'. These summaries do not form part of the rules. They have been included to assist in the understanding of the various statutory requirements.

- 1) The name of the Association is Palmyra Rebels Netball Club Inc.
- 2) The objects of the Association are:
 - a) To conduct, promote, encourage, and administer netball in the local area, and;
 - b) To act on behalf of, and in the interest of, the Club members and netball in the local area, and;
 - c) To affiliate and liaise with Fremantle Netball Association on behalf of the Club members, and;
 - d) To undertake what is necessary to advance these objects.
- 3) Any seven (7) members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.
- 4) Any seven (7) committee members constitute a quorum for the conduct of the business of a committee meeting.
- 5) The association's financial year will be the period of 12 months commencing on 1 January and ending on 31 December of each year.



PART 1 — PRELIMINARY

1. Name of the Association

- 1) The name of the Association shall be Palmyra Rebels Netball Club Inc.

2. Objects of the Association

- 1) The objects for which Palmyra Rebels Netball Club Inc. is established are:
 - a) To conduct, promote, encourage, and administer netball in the local area;
 - b) To act on behalf of, and in the interest of, the Club members and netball in the local area;
 - c) To affiliate and liaise with Fremantle Netball Association on behalf of the Club members, and;
 - d) To undertake what is necessary to advance these objects.

3. Terms Used

In these rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015*;

AGM means the Annual General Meeting of the Club;

Association means the incorporated association to which these rules apply, also referred to as the Club;

books, of the Club, includes the following:

- a) a register;
- b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- c) a document;
- d) any other record of information;

business day means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in the place concerned;

by-laws means by-laws made by the Club under rule 72;

chair means the committee member acting as the chair of any committee meeting or general meeting of the Club;

Club means the incorporated association to which these rules apply;

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

committee means the management committee of the Club;



committee meeting means a meeting of the committee;

committee member means a member of the committee;

Executive means the Executive committee of the Club as defined in rule 33(3), consisting of the office holders of the Club;

financial member means a member who has no outstanding fees to be paid to the Club, or is otherwise correctly registered in a class of membership that incurs no fee;

financial records includes:

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

financial report, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

financial statements means the financial statements in relation to the Club required under Part 5 Division 3 of the Act;

financial year, of the Club, has the meaning given in rule 4;

FNA means the Fremantle Netball Association;

Fremantle Netball Association means the incorporated association, Fremantle Netball Association (Inc.), or, where this ceases to exist, the main member organisation with which the Club membership is registered for competition;

general committee member means a committee member who is not an office holder of the Club under rule 33(3) or (4);

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

junior playing member means a member under the class of membership in rule 12;

life member means a member under the class of membership in rule 14;

member means a person who is a member of the Club under rules 11, 12, 13, or 14;

named committee member means a committee member with a role named under rule 33(4);



non-playing member means a member under the class of membership in rule 13;

president means the Committee member holding office as the president of the Club;

register of members means the register of members referred to in section 53 of the Act;

registrar means the committee member holding office as the registrar of the Club;

registration period means the period during which applications for registration can be made to each class of membership, as set by the management committee;

rules means these rules of the Club, as in force for the time being;

secretary means the committee member holding office as the secretary of the Club;

senior playing member means a member under the class of membership in rule 11;

special general meeting means a general meeting of the Club other than the annual general meeting;

special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

subcommittee means a subcommittee appointed by the committee under rule 56(1)(a);

tier 1 association means an incorporated association to which section 64(1) of the Act applies;

tier 2 association means an incorporated association to which section 64(2) of the Act applies;

tier 3 association means an incorporated association to which section 64(3) of the Act applies;

treasurer means the committee member holding office as the treasurer of the Club;

voting member means any member or voting representative of the Club who has voting rights conferred upon them under rule 10(3), 11, 13(3), or 14;

voting representative means a person who is representing a member who has not yet reached the age of 16 for voting purposes, under rule 10(3).

4. Financial Year

- 1) The financial year of the Club will be the period of 12 months commencing on 1 January and ending on 31 December of each year.



PART 2 — CLUB TO BE NOT FOR PROFIT BODY

5. Not-for-profit Body

- 1) The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- 2) A payment may be made to a member out of the funds of the Club only if it is authorised under subrule (3).
- 3) A payment to a member out of the funds of the Club is authorised if it is:
 - a) the payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
 - b) the payment of interest, on money borrowed by the Club from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - c) the payment of reasonable rent to the member for premises leased by the member to the Club; or
 - d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

Note for this rule:

Section 5(1) of the Act provides that an association is not eligible to be incorporated under the Act if it is formed or carried on for the purpose of securing pecuniary profit for its members from its transactions, and section 5(3) of the Act provides details about when an association is not ineligible under section 5(1) of the Act.

Act Requirements - Powers of Incorporated Association

Under section 14 of the Act the Association may do all things necessary or convenient for carrying out its objects or purposes. Section 14(1)(a)-(g) provides particular examples.



PART 3 — MEMBERS

Act Requirements – Membership

Under sections 4 and 17 of the Act an association must always have at least 6 members with full voting rights.

Act Requirements - Liabilities of the Association

Under section 19 of the Act a member of the management committee, trustee or a member of the association is not liable in respect of the liabilities of the association. This does not apply to liabilities incurred by or on behalf of the association prior to incorporation.

Guidance Note - Liability of Members

A member is only liable for their own outstanding membership fees (if any) payable under rule 12.

Division 1 — Membership

6. Eligibility for Membership

- 1) Any person who supports the objects or purposes of the Club is eligible to apply to become a member.
- 2) Any financial member aged under 16 in the calendar year for which they are applying for membership is not eligible to apply for a class of membership that confers voting rights.

Guidance Note - Eligibility for membership

- *The by-laws may require members to hold specified educational, trade or professional qualifications.*
- *The association must comply with all legal and regulatory obligations that may apply to the association under any other law when assessing eligibility of an applicant for membership.*

7. Applying for Membership

- 1) A person who wants to become a member must apply via the online registration program as directed by Fremantle Netball Association.
- 2) The application must be submitted by:
 - i. The applicant, or;
 - ii. In the case of the applicant being under the age of 18 years, by a parent or guardian of the applicant.
- 3) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.



- 4) The committee must determine the manner and timeframe in which applications must be received.

8. Dealing with Membership Applications

- 1) The committee must consider each application for membership of the Club and decide whether to accept or reject the application.
- 2) Subject to subrule (3), the committee must consider applications:
 - a) in the order in which they are received by the Club up to the date of the close of the registration period; and
 - b) in accordance with any by-laws managing applications received after the close of the registration period.
- 3) The committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- 4) The committee must not accept an application unless the applicant:
 - a) is eligible under rule 6; and
 - b) has applied under rule 7.
- 5) The committee may reject an application even if the applicant:
 - a) is eligible under rule 6; and
 - b) has applied under rule 7.
- 6) The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.
- 7) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.
- 8) The consideration of membership applications under this rule may be delegated to a subcommittee of not less than two members.

9. Becoming a Member

An applicant for membership of the Club becomes a member when:

- a) the committee accepts the application by giving notice of the acceptance; and
- b) the applicant pays any membership fees payable to the Club under rule 18.

Guidance Note - Becoming a Member

The applicant immediately becomes a member, when rule 9 has 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.



Act requirement - Member to Receive Rules

Section 36(1)(b) of the Act provides that the association must give each person who become a member of the association of copy of the rules in force at the time their membership commences.

Guidance Note - Format of Rules Provided

It is acceptable for the association to provide a copy of the rules to new members by electronic transmission or providing the details for the website whether the rules may be downloaded. A hard copy must be provided if the member requests that the rules be provided in that manner.

10. Classes of Membership

- 1) The Club consists of the classes of membership:
 - a) Senior playing member;
 - b) Junior/Net Set Go (NSG) playing member;
 - c) Non-playing member;
 - d) Life member; and
 - e) Any associate members provided for under subrule (2).
- 2) The Club may have any other class of associate membership approved by resolution at a general meeting.
- 3) Limits on the number of places available in each class of membership may be made by the committee from time to time.

11. Senior Playing Membership

- 1) A senior playing member is any person who:
 - a) is, or will be, aged 18 or older in the calendar year of their membership;
 - b) is, or will be, allocated to a team at the Club;
 - c) has had their registration accepted at the Club; and
 - d) is a financial member.
- 2) Any senior playing 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 committee.
- 3) Senior playing members must re-apply for membership in every year that they intend to be a senior playing member, during the registration period for this class of membership.

12. Junior or Net Set Go (NSG) Playing Membership

- 1) A junior or NSG playing member is any person who:



- a) will be aged under 18 in the calendar year of their membership;
 - b) is, or will be, allocated to a team at the Club;
 - c) has had their registration accepted at the Club; and
 - d) is a financial member.
- 2) Any junior or NSG playing member does not have voting rights, but has any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.
 - 3) One parent or guardian may vote on behalf of their membership as the member's voting representative.
 - 4) Junior or NSG playing members must re-apply for membership in every year that they intend to be a junior playing member, during the registration period for this class of membership.

13. Non-playing Membership

- 1) Any non-playing person who is appointed to any of the following roles at the Club must register as a non-playing member:
 - a) coach;
 - b) umpire;
 - c) team manager;
 - d) committee member; or
 - e) volunteer.
- 2) Any non-playing member who is not a committee member does not have voting rights, but has any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.
- 3) Any non-playing member who is a committee 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 committee.
- 4) Any person who registers as a non-playing member under subrule (1) is not liable for membership fees at the Club but may be liable for fees imposed by other governing bodies.
- 5) Non-playing members must re-apply for membership in every year that they intend to be a non-playing member, during the registration period for this class of membership.

14. Life Membership

- 1) Any three (3) members of the Club may jointly request the committee to consider a member for appointment as a life member.



- 2) Any person who has provided the Club with not less than 10 years of volunteer service is eligible to be considered for appointment as a life member.
- 3) Consideration of life membership requests are to be made at a meeting of the committee, where a resolution may be passed appointing the nominated member as a life member.
- 4) Any life 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 committee.
- 5) A member who is appointed as a life member through the procedure in subrule (3) is not liable for membership fees at the Club.
- 6) Life membership does not require an annual re-application for membership.

Guidance Note - Voting Rights of Members

- *Each voting member of the Association has one vote at a general meeting of the Association.*
- *Each voting member of the Association that is a body corporate has one vote at a general meeting of the Association.*

15. When Membership Ceases

- 1) A person ceases to be a member when any of the following takes place:
 - a) the person dies;
 - b) the person resigns from the Club under rule 16;
 - c) the person is expelled from the Club under rule 21;
 - d) the person ceases to be a member under rule 18(4);
 - e) the person fails to re-apply for their membership during the registration period for that membership type, where applicable.
- 2) The registrar must keep a record, for at least one year after a person ceases to be a member, of:
 - a) the date on which the person ceased to be a member; and
 - b) the reason why the person ceased to be a member, if known.

16. Resignation

- 1) A member may resign from membership of the Club by giving written notice of the resignation to the secretary.
- 2) The resignation takes effect:
 - a) when the secretary receives the notice; or
 - b) if a later time is stated in the notice, at that later time.
- 3) A person who has resigned from membership of the Club remains liable for any fees that are owed to the Club (the ***owed amount***) at the time of resignation.



- 4) The owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

17. Rights not Transferable

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

Division 2 — Membership fees

18. Membership Fees

- 1) The committee must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Club:
 - a) membership or entrance fees (if any) must be set prior to the AGM; and
 - b) committee must notify applicants of their liability to pay any membership or entrance fees prior to, or at the time of, their application.
- 2) The fees determined under subrule (1) may be different for different classes of membership.
- 3) A member must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, by the date (the **due date**) determined by the committee.
- 4) 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.
- 5) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired:
 - a) the committee may, at its discretion, accept that payment; and
 - b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

Division 3 — Register of Members

19. Register of Members

Act Requirements - Register of Members

- *Section 53 of the Act requires an incorporated association to maintain a register of its members and record in the register any change in the membership of the association. Any change to the register must be recorded within 28 days after the change occurs.*
- *Under section 53(2) of the Act the register of members must include each member's name and a residential, postal or email address.*
- *Under section 54 of the Act a member is entitled to inspect the register free of charge. The member may make a copy of, or take an extract from, the register but has no right to remove the register for that purpose.*
- *Under section 56 of the Act the management committee is authorised by to determine a reasonable charge for providing a copy of the register.*



- 1) The registrar, or another person authorised by the committee, is responsible for the requirements imposed on the Club under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Club:
 - a) The register of members may be maintained in electronic, hard copy or in soft copy.
- 2) 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.
- 3) The register of members must be kept at the registrar's place of residence, or at another place determined by the committee.
- 4) A member who wishes to inspect the register of members must contact the registrar to make the necessary arrangements.
- 5) If:
 - a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Club.



PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Terms Used

20. Term Used

In this Part:

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

member's representative means a member's parent, guardian, or support person.

Division 2 — Disciplinary Action

21. Suspension or Expulsion

- 1) The Executive may decide to suspend a member's membership or to expel a member from the Club if:
 - a) the member contravenes any of these rules; or
 - b) the member acts detrimentally to the interests of the Club.
- 2) The secretary must give the member written notice of the proposed suspension or expulsion at least 14 days before the meeting of the Executive at which the proposal is to be considered by the Executive.
- 3) The notice given to the member must state:
 - a) when and where the meeting of the Executive is to be held; and
 - b) the grounds on which the proposed suspension or expulsion is based; and that the member, or
 - c) the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive about the proposed suspension or expulsion.
- 4) At the meeting of the Executive must:
 - a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
 - b) give due consideration to any submissions so made; and
 - c) decide:
 - i. whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - ii. whether or not to expel the member from the Club.
- 5) A decision of the Executive to suspend the member's membership or to expel the member from the Club takes immediate effect.



- 6) The Executive must give the member written notice of the Executive's decision, and the reasons for the decision, within 7 days after the meeting of the Executive at which the decision is made.
- 7) A member whose membership is suspended or who is expelled from the Club may, within 14 days after receiving notice of the Executive's decision under subrule (6), give written notice to the secretary requesting the appointment of a mediator under rule 28.
- 8) If notice is given under subrule (7), the member who gives the notice and the Executive are the parties to the mediation.

Guidance Note - Suspension or Expulsion of a Member

Once the committee has decided to suspend or expel a member under rule 21(5) the member is immediately suspended or expelled.

22. Consequences of Suspension

- 1) During the period a member's membership is suspended, the member:
 - a) loses any rights (including voting rights) arising as a result of membership; and
 - b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Club.
- 2) When a member's membership is suspended, the registrar must record in the register of members:
 - a) that the member's membership is suspended; and
 - b) the date on which the suspension takes effect; and
 - c) the period of the suspension.
- 3) When the period of the suspension ends, the registrar must record in the register of members that the member's membership is no longer suspended.

Division 3 — Resolving Disputes

23. Terms Used

In this Division:

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person:

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

party's representative means a parent, guardian, or support person for a party to the dispute.



Guidance Note - Resolving Disputes

For the purposes of rules 23 and 24, the term this Division relates to rules 25 – 27.

24. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes:

- a) between members; or
- b) between one or more members and the Club.

25. Parties to Attempt to Resolve Dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

26. How Grievance Procedure is Started

- 1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25, any party to the dispute may start the grievance procedure by giving written notice to the secretary of:
 - a) the parties to the dispute; and
 - b) the matters that are the subject of the dispute.
- 2) Within 28 days after the secretary is given the notice, a meeting of the Executive must be convened to consider and determine the dispute.
- 3) The secretary must give each party to the dispute written notice of the meeting of the Executive at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- 4) The notice given to each party to the dispute must state:
 - a) when and where the meeting of the Executive is to be held; and
 - b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- 5) If:
 - a) the dispute is between one or more members and the Club; and
 - b) any party to the dispute gives written notice to the secretary stating that the party:
 - i. does not agree to the dispute being determined by the Executive; and
 - ii. requests the appointment of a mediator under rule 29,the Executive must not determine the dispute.
- 6) Notice under subsection (5)(b) must be given to the president if the secretary is a party to the dispute.



27. Determination of Dispute by Committee

- 1) At the meeting of the Executive at which a dispute is to be considered and determined, the Executive must:
 - a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - b) give due consideration to any submissions so made; and
 - c) determine the dispute.
- 2) The Executive must give each party to the dispute written notice of the Executive's determination, and the reasons for the determination, within 7 days after the meeting of the Executive at which the determination is made.
- 3) A party to the dispute may, within 14 days after receiving notice of the Executive's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 29.
- 4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

Guidance Note - Mediation

For the purposes of rule 28, the term this Division relates to rules 28-31.

28. Application of Division

- 1) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator:
 - a) by a member under rule 21(7); or
 - b) by a party to a dispute under rule 26(5)(b)(ii) or 27(3).
- 2) If this Division applies, a mediator must be chosen or appointed under rule 29.

29. Appointment of Mediator

- 1) The mediator must be a person chosen:
 - a) if the appointment of a mediator was requested by a member under rule 21(7):
by agreement between the Member and the Executive; or
 - b) if the appointment of a mediator was requested by a party to a dispute under rule 26(5)(b)(ii) or 27(3) — by agreement between the parties to the dispute.
- 2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the Executive must appoint the mediator.
- 3) The person appointed as mediator by the Executive must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:



- a) a member under rule 21(7); or
 - b) a party to a dispute under rule 26(5)(b)(ii); or
 - c) a party to a dispute under rule 27(3) and the dispute is between one or more members and the Club.
- 4) The person appointed as mediator by the Executive may be a member or former member of the Association but must not:
- a) have a personal interest in the matter that is the subject of the mediation; or
 - b) be biased in favour of or against any party to the mediation.

30. Mediation Process

- 1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- 3) In conducting the mediation, the mediator must:
 - a) give each party to the mediation every opportunity to be heard; and
 - b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 4) The mediator cannot determine the matter that is the subject of the mediation.
- 5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

Note for this rule:

Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated association's rules.

31. If Mediation Results in Decision to Suspend or Expel being Revoked

If:

- a) mediation takes place because a member whose membership is suspended or who is expelled from the Club gives notice under rule 21(7); and
- b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.



PART 5 — COMMITTEE

Division 1 — Powers of Committee

32. Committee

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

Division 2 — Composition of Committee and Duties of Members

33. Committee Members

- 1) The committee members consist of:
 - a) the Executive office holders of the Club; and
 - b) the named committee members of the Club; and
 - c) at least 2 general committee members.
- 2) The committee must determine annually the maximum number of members who may be general committee members.
- 3) The following are the Executive office holders of the Club:
 - a) the president;
 - b) the vice president;
 - c) the secretary;
 - d) the treasurer; and
 - e) other (as directed by the President).
- 4) The following are the named committee member roles of the Club, and have roles defined in the Club by-laws:
 - a) registrar
 - b) coaching coordinator x 2
 - c) grading coordinator x 2
 - d) equipment coordinator x 2
 - e) team manager coordinator x 2
 - f) umpiring coordinator x 2
 - g) uniform coordinator x 2
 - h) events & social coordinator x 3
 - i) social media coordinator x 2
 - j) sponsorship & fundraising coordinator x 2
 - k) MPIO



- l) Net Set Go (NSG) coordinator
 - m) general committee x 3
- 5) A person may be a committee member if the person is:
- a) an individual who has reached 18 years of age; and
 - b) financial with the Club, if applicable; and
 - c) currently is, or within the last 12 months was:
 - i. a senior playing member; or
 - ii. the parent or guardian of a junior playing member; or
 - iii. the parent or guardian of a senior player member who is under 18 years of age in the calendar year of their membership; or
 - iv. a non-playing member; or
 - v. a life member.
- 6) A person must not hold more than one of the offices mentioned in subrule (3) at the same time.
- 7) Any of the roles mentioned in subrule (4):
- a) may be shared by two or more members of the committee as required; or
 - b) may be held by the same committee member or Executive office holder; or
 - c) may be left vacant from year to year if deemed appropriate.

Act Requirements – Persons who are not to be Members of Committee

- *Under section 39 of the Act the following persons must not, without leave of the Commissioner, accept an appointment or act as a member of a management committee of an association:*
 - *a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;*
 - *a person who has been convicted, within or outside the State, of-*
 - *an indictable offence in relation to the promotion, formation or management of a body corporate; or*
 - *an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or*
 - *an offence under Part 4 Division 3 or section 127 of the Act*
- *Section 39 only applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person’s conviction, or if the conviction results in a term of imprisonment, from the time of the person’s release from custody.*

Act Requirements - Duties of Committee Members and Officers

Section 3 of the Act provides a definition of “officer”. The duties provisions will apply to committee members and to those persons who have the ability to influence the management committee but who do not hold a formal committee position

- *Under section 44 of the Act an officer of an association must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise if that person:*
 - a) *were an officer of the association in the association’s circumstances; and*



- b) occupied the office held by, and had the same responsibilities within the association as, the officer.*
- *Under section 45 of the Act an officer of an association must exercise his or her powers and discharge his or her duties:*
 - a) in good faith in the best interests of the Association; and*
 - b) for a proper purpose.*
- *Under section 46 an officer of an association must not improperly use his or her position to:*
 - a) gain an advantage for the officer or another person; or*
 - b) cause detriment to the Association.*
- *Under section 47 a person who obtains information because the person is, or has been, an officer of an association must not improperly use the information to-*
 - a) gain an advantage for the person or another person; or*
 - b) cause detriment to the Association.*

34. President

- 1) It is the duty of the president to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.
- 2) The president has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.
- 3) It is the duty of the president to represent the Club wherever possible, or otherwise delegate such duties to other committee members.

35. Vice President

The vice president has the following duties:

- a) in the absence of the president, presiding at meetings of the management committee;
- b) give assistance to the president where needed;
- c) carrying out any other duty given to the vice president under these rules or by the committee.

36. Secretary

The secretary has the following duties:

- a) dealing with the Club's correspondence;
- b) consulting with the president regarding the business to be conducted at each committee meeting and general meeting;
- c) preparing the notices required for meetings and for the business to be conducted at meetings; maintaining full and accurate minutes of committee meetings and general meetings;
- d) carrying out any other duty given to the secretary under these rules or by the committee.



37. Registrar

The registrar has the following duties:

- a) unless another member is authorised by the committee to do so, receiving and filing all team registrations and affiliation forms;
- b) unless another member is authorised by the committee to do so, maintaining on behalf of the Club the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- c) liaising with any governing bodies, including the Fremantle Netball Association, on the registration of teams, and keeping the necessary files and relevant records from season to season, in liaison with the treasurer;
- d) carrying out any other duty given to the registrar under these rules or by the committee.

38. Treasurer

The treasurer has the following duties:

- a) ensuring that any amounts payable to the Club are collected and issuing receipts, if applicable, for those amounts in the Club's name;
- b) ensuring that any amounts paid to the Club are credited to the appropriate account of the Club, as directed by the committee;
- c) ensuring that any payments to be made by the Club that have been authorised by the committee or at a general meeting are made on time;
- d) carrying out any other duty given to the treasurer under these rules or by the committee.

39. Executive Duties

The Executive has the following duties, to be completed in a manner to be determined by the Executive:

- a) maintaining on behalf of the Club an up-to-date copy of these rules, as required under section 35(1) of the Act;
- b) maintaining on behalf of the Club a record of committee members and other persons authorised to act on behalf of the Club, as required under section 58(2) of the Act;
- c) ensuring the safe custody of the books of the Club, other than the financial records, financial statements and financial reports, as applicable to the Club;
- d) ensuring that the Club complies with the relevant requirements of Part 5 of the Act;
- e) ensuring the safe custody of the Club's financial records, financial statements and financial reports, as applicable to the Club;
- f) coordinating the preparation of the Club's financial report before its submission to the Club's annual general meeting;
- g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial report under Part 5 Division 5 of the Act; and
- h) conducting the day to day management of the Club, including being solely responsible for:



- i. appointing a selections subcommittee and team selectors;
- ii. giving final approval of teams selected for registration for competition;
- iii. fixing membership subscription fees and any other levies prior to the AGM;
- iv. carrying out any other duties that are, from time to time, delegated to the Executive by the committee.

Guidance note – Record of Office Holders

Detailed information about what must be included in the record of office holders is included under rule 74.

Division 3 — Election of Committee Members and Tenure of Office

40. Becoming a Committee Member

A person becomes a committee member if the person:

- a) is elected to the committee at a general meeting; or
- b) is appointed to the committee by the committee to fill a casual vacancy under rule 47.

41. Nomination of Committee Members

- 1) At least 21 days before an annual general meeting, the secretary must send written notice to all the members:
 - a) calling for nominations for election to the committee; and
 - b) stating the date by which nominations must be received by the secretary to comply with subrule (2).
- 2) A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 2 days before the annual general meeting.

42. Election of Executive Office Holders and Named Committee Members

- 1) At the annual general meeting, a separate election must be held for each Executive office holder position and each additional named committee member position of the Club.
- 2) If there is no nomination for a position, the president of the meeting may call for nominations from the voting members at the meeting.
- 3) If only one member has nominated for a position, the president of the meeting must declare the member elected to the position.
- 4) If more than one member has nominated for a position, the voting members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.



- 5) Each voting member present at the meeting may vote for one member who has nominated for the position.
- 6) A member who has nominated for the position may vote for themselves.
- 7) On the member's election, the new president of the Club may take over as the chair of the meeting.

43. Election of General Committee Members

- 1) At the annual general meeting, the Club must decide by resolution the number of general committee members to hold office for the next year.
- 2) The number of general committee members to hold office should not be set at a number less than two.
- 3) If the number of members nominating for the position of general committee member is not greater than the number to be elected, the president of the meeting:
 - a) must declare each of those members to be elected to the position; and
 - b) may call for further nominations from the general members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- 4) If:
 - a) the number of members nominating for the position of general committee member is greater than the number to be elected; or
 - b) the number of members nominating under subrule (3)(b) is greater than the number of positions remaining unfilled, the voting members at the meeting must vote in accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of general committee member.
- 5) A member who has nominated for the position of general committee member may vote in accordance with that nomination.

44. Term of Office

- 1) The term of office of a committee member begins when the member:
 - a) is elected at an annual general meeting or under subrule 45(3)(b); or
 - b) is appointed to fill a casual vacancy under rule 47.
- 2) Subject to rule 46, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- 3) A committee member may be re-elected.



45. Resignation and Removal from Office

- 1) A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the president.
- 2) The resignation takes effect:
 - a) when the notice is received by the secretary or president; or
 - b) if a later time is stated in the notice, at the later time.
- 3) At a general meeting, the Club may by resolution:
 - a) remove a committee member from office; and
 - b) elect a member who is eligible under rule 33(5) to fill the vacant position.
- 4) A committee member who is the subject of a proposed resolution under subrule 3(a) must be given notice of the proposed resolution at least 7 days prior to the general meeting.
- 5) A committee member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the secretary or president and may ask that the representations be provided to the members.
- 6) The secretary or president may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

46. When Membership of Committee Ceases

A person ceases to be a committee member if the person:

- a) dies or otherwise ceases to be a member; or
- b) resigns from the committee or is removed from office under rule 45; or
- c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

Note for this rule:

Section 41 of the Act imposes requirements, arising when a person ceases to be a member of the management committee of an incorporated association, that relate to returning documents and records.

Act requirements – Handing over Documents and Records

Where a person ceases to be a member of the association's committee section 41 of the Act requires that person to, as soon as practicable after their membership ceases, deliver to a member of the committee all of the relevant documents and records they hold pertaining to the management of the association's affairs.



47. Filling Casual Vacancies

- 1) The committee may appoint a member who is eligible under rule 33(5) to fill a position on the committee that:
 - a) has become vacant under rule 46; or
 - b) was not filled by election at the most recent annual general meeting or under rule 45(3)(b).
- 2) If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 33(5) to fill the position within 14 days after the vacancy arises.
- 3) Subject to the requirement for a quorum under rule 45, the committee may continue to act despite any vacancy in its membership.
- 4) If there are fewer committee members than required for a quorum under rule 53, the committee may act only for the purpose of:
 - a) appointing committee members under this rule; or
 - b) convening a general meeting.

48. Validity of Acts

The acts of a committee or subcommittee, or of a committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a subcommittee.

Division 4 — Committee Meetings

49. Committee Meetings

- 1) The committee must meet at least 3 times in each year on the dates and at the times and places determined by the committee.
- 2) The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the committee members are elected.
- 3) Special committee meetings may be convened by the president or any 2 committee members.
- 4) Motions and resolutions on urgent business may be made outside of a committee meeting by the Executive, the committee, or a subcommittee.
 - a) If a motion or resolution is proposed outside of a committee meeting, a vote must be taken by email or other electronic communication, and:
 - i. the motion can only be passed by a majority vote of all relevant Executive, committee, or subcommittee members;



- ii. all relevant members of the Executive, committee, or sub-committee must be given an opportunity to speak to any proposal put forward by electronic communication prior to a vote being taken, within reason;
 - iii. all votes taken must be recorded in writing;
 - iv. the motion being considered and the outcome of the vote must be minuted at the next committee meeting; and
 - v. if the decision is made by a subcommittee, immediate notice must be given to the Executive of the outcome of the vote.
- b) For a motion or resolution to be validly proposed under subrule (4)(a), it must be so time sensitive in nature that it is not possible to postpone its consideration until the next scheduled committee meeting.

5) Chair to acknowledge 'Welcome to Country'

50. Notice of Committee Meetings

- 1) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
- 2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- 3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- 4) Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.

51. Procedure and Order of Business

- 1) The president or, in the president's absence, the vice president must preside as chair of each committee meeting.
- 2) If the president and vice president are absent or are unwilling to act as chair of a meeting, the committee members at the meeting must choose one of them to act as chair of the meeting.
- 3) The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- 4) The order of business at a committee meeting may be determined by the committee members at the meeting.
- 5) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- 6) A person invited under subrule (5) to attend a committee meeting:



- a) has no right to any agenda, minutes or other document circulated at the meeting; and
- b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
- c) cannot vote on any matter that is to be decided at the meeting.

Act Requirements -Material Personal Interests of Committee Members

- *Under section 42 of the Act a member of the committee who has a material personal interest in a matter being considered at a committee meeting must:*
 - *as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;*
 - *disclose the nature and extent of the interest at the next general meeting of the association*
- *Under section 42(3) of the Act this rule does not apply in respect of a material personal interest*
 - a) *that exists only because the member:*
 - *is an employee of the incorporated association; or*
 - *is a member of a class of persons for whose benefit the association is established; or*
 - b) *that the member has in common with all, or a substantial proportion of, the members of the Association.*
- *Under section 43 of the Act a member of the management committee who has a material personal interest in a matter being considered at a meeting of the management committee must not be present while the matter is being considered at the meeting or vote on the matter.*
- *Under section 42(6) of the Act the association must record every disclosure made by a committee member of a material personal interest in the minutes of the committee meeting at which the disclosure is made.*

52. Use of Technology to be Present at Committee Meetings

- 1) The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 2) A member who participates in a committee meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

53. Quorum for Committee Meetings

- 1) The quorum for committee meetings is 7 committee members.
- 2) Subject to rule 47(4), no business is to be conducted at a committee meeting unless a quorum is present.



- 3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
 - a) in the case of a special meeting — the meeting lapses; or
 - b) otherwise, the meeting may be adjourned to the same time, day and place in the following week, and committee members must be notified in writing if a meeting is adjourned.
- 4) If:
 - a) a quorum is not present within 30 minutes after the commencement time of a committee meeting held under subrule (3)(b); and
 - b) at least 2 committee members are present at the meeting, those members present are taken to constitute a quorum.

54. Voting at Committee Meetings

- 1) Each committee member present at a committee meeting has one vote on any question arising at the meeting.
- 2) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- 3) If the votes are divided equally on a question, the chair of the meeting has a second or casting vote.
- 4) A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.
- 5) If a secret ballot is needed, the chair of the meeting must decide how the ballot is to be conducted.

55. Minutes of Committee Meetings

- 1) The committee must ensure that minutes are taken and kept of each committee meeting.
- 2) The minutes must record the following:
 - a) the names of the committee members present at the meeting;
 - b) the name of any person attending the meeting under rule 51(5);
 - c) the business considered at the meeting;
 - d) any motion on which a vote is taken at the meeting and the result of the vote.
- 3) The minutes of a committee meeting must be held electronically after the meeting is held.
- 4) The chair must ensure that the minutes of a committee meeting are reviewed and agreed as correct by:
 - a) the chair of the meeting; or
 - b) the chair of the next committee meeting.



- 5) When the minutes of a committee meeting have been reviewed and agreed as correct they are, until the contrary is proved, evidence that:
 - a) the meeting to which the minutes relate was duly convened and held; and
 - b) the matters recorded as having taken place at the meeting took place as recorded; and
 - c) any appointment purportedly made at the meeting was validly made.

Note for this rule:

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

Division 5 — Subcommittees and Subsidiary Offices

56. Subcommittees and Subsidiary Offices

- 1) To help the committee in the conduct of the Club's business, the committee may, in writing, do either or both of the following:
 - a) appoint one or more subcommittees;
 - b) create one or more subsidiary offices and appoint people to those offices.
- 2) A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.
- 3) A person may be appointed to a subsidiary office whether or not the person is a member.
- 4) Subject to any directions given by the committee:
 - a) a subcommittee may meet and conduct business as it considers appropriate; and
 - b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

57. Delegation to Subcommittees and Holders of Subsidiary Offices

- 1) In this rule:
non-delegable duty means a duty imposed on the committee by the Act or another written law.
- 2) The committee 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 committee other than:
 - a) the power to delegate; and
 - b) a non-delegable duty.
- 3) A power or duty, the exercise or performance of which has been delegated to a 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.

- 4) 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.
- 5) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- 6) 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 committee.
- 7) The committee may, in writing, amend or revoke the delegation.



PART 6 — GENERAL MEETINGS OF ASSOCIATION

58. Annual General Meeting

- 1) The committee must determine the date, time and place of the annual general meeting.
- 2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Club's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- 3) The ordinary business of the annual general meeting is as follows:
 - a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - b) to receive and consider:
 - i. the committee's annual report on the Club's activities during the preceding financial year; and
 - ii. the financial statements of the Club for the preceding financial year presented under Part 5 of the Act; and
 - iii. the financial report of the Club for the preceding financial year presented under Part 5 of the Act; and
 - iv. a copy of the report of the review or auditor's report on the financial statements or financial report;
 - c) to elect the office holders of the Club and other committee members;
 - d) appoint or remove a reviewer or auditor of the Club in accordance with the Act;
 - e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- 4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.
- 5) Chair to acknowledge 'Welcome to Country'

Note for this rule:

Unless the Commissioner allows otherwise, under section 50(3) of the Act the annual general meeting must be held within 6 months after the end of the Association's financial year. If it is the first annual general meeting, section 50(2) of the Act provides that it may be held at any time within 18 months after incorporation.

Guidance Note

- Pursuant to the accounting standards, the financial statements must include:
 - a statement of financial position (i.e. a balance sheet);
 - a statement of comprehensive income (i.e. income statement/profit & loss);
 - a statement of changes in equity; and
 - a statement of cash flows for the period.



- These statements, together with the notes to the statements and the management committee's declaration (as to solvency and compliance with Part 5) together form the financial report of a tier 2 or tier 3 association.

59. Special General Meetings

- 1) The committee may convene a special general meeting.
- 2) The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- 3) The members requiring a special general meeting to be convened must:
 - a) make the requirement by written notice given to the secretary; and
 - b) state in the notice the business to be considered at the meeting; and
 - c) each sign the notice.
- 4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- 5) If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- 6) A special general meeting convened by members under subrule (5):
 - a) must be held within 3 months after the date the original requirement was made; and
 - b) may only consider the business stated in the notice by which the requirement was made.
- 7) The Club must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5).

60. Notice of General Meetings

- 1) The secretary or, in the case of a special general meeting convened under rule 51(5), the members convening the meeting, must give to each member:
 - a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - b) at least 14 days' notice of a general meeting in any other case.
- 2) The notice must:
 - a) specify the date, time and place of the meeting; and
 - b) indicate the general nature of each item of business to be considered at the meeting; and
 - c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under rule 32(2); and
 - d) if a special resolution is proposed:



- i. set out the wording of the proposed resolution as required by section 51(4) of the Act; and
- ii. state that the resolution is intended to be proposed as a special resolution; and
- iii. comply with rule 53(7).

Note for this paragraph:

Section 51(1) of the Act states that a resolution is a special resolution if it is passed:

- a) at a general meeting of an incorporated association; and
- b) by the votes of not less than three-fourths of the members of the association who cast a vote at the meeting.

Act requirements – Notice to be given to Reviewer or Auditor – For Tier 2 and 3 Associations

Under section 86 of the Act a reviewer or auditor of an incorporated association is entitled to receive all notices of and other communications relating to any general meetings of the association that a member is entitled to receive.

61. Proxies

- 1) Subject to subrule (2), a voting member may appoint an individual who is a voting member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- 2) A voting member may be appointed the proxy for not more than 5 other members.
- 3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- 4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- 5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- 6) If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form:
 - a) that clearly identifies the person appointed as the member's proxy; and
 - b) that has been signed by the member.
- 7) Notice of a general meeting given to a voting member under rule 60 must:
 - a) state that the member may appoint an individual who is a voting member as a proxy for the meeting; and
 - b) include a copy of any form that the committee has approved for the appointment of a proxy.



- 8) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- 9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Club not later than 24 hours before the commencement of the meeting.

62. Use of Technology to be Present at General Meetings

- 1) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 2) A member who participates in a general meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

63. Presiding Member and Quorum for General Meetings

- 1) The president or, in the president's absence, the vice president must preside as president of each general meeting.
- 2) If the president and vice president are absent or are unwilling to act as president of a general meeting, the committee members at the meeting must choose one of them to act as president of the meeting.
- 3) The quorum for general meetings is 7 members.
- 4) No business is to be conducted at a general meeting unless a quorum is present.
- 5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - a) in the case of a special general meeting — the meeting lapses; or
 - b) in the case of the annual general meeting — the meeting is adjourned to:
 - i. the same time and day in the following week; and
 - ii. the same place, unless the president specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- 6) Notice of an adjourned general meeting must be given in compliance with rule 74.
- 7) If:
 - a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (4)(b); and
 - b) at least 2 voting members are present at the meeting,those members present are taken to constitute a quorum.



64. Adjournment of General Meeting

- 1) The chair of a general meeting at which a quorum is present may, with the consent of a majority of the general members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 2) Without limiting subrule (1), a meeting may be adjourned:
 - a) if there is insufficient time to deal with the business at hand; or
 - b) to give the members more time to consider an item of business.
- 3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 60.

65. Voting at General Meeting

- 1) On any question arising at a general meeting:
 - a) subject to subrule (6), each voting member has one vote; and
 - b) voting members may vote personally or by proxy.
- 2) Except in the case of a special resolution, a motion is carried if a majority of the voting members present at a general meeting vote in favour of the motion.
- 3) If votes are divided equally on a question, the president of the meeting has a second or casting vote.
- 4) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- 5) For a person to be eligible to vote at a general meeting as a voting member, the voting member:
 - a) must have been a voting member at the time notice of the meeting was given under rule 60; and
 - b) must have paid any fee or other money payable to the Club by the member.

66. When Special Resolutions are Required

- 1) A special resolution is required if it is proposed at a general meeting:
 - a) to affiliate the Club with another body; or
 - b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- 2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.



Note for this rule:

Under the Act, a special resolution is required if an incorporated association proposes to do any of the following:

- a) to adopt these model rules (section 29(1));
- b) to alter its rules, including changing the name of the association (section 30(1));
- c) to decide to apply for registration or incorporation as a prescribed body corporate (section 93(1));
- d) to approve the terms of an amalgamation with one or more other incorporated associations (section 102(4));
- e) to be wound up voluntarily (section 121(2)) or by the Supreme Court (section 124(a) and Schedule 4 item 9);
- f) to cancel its incorporation (section 129).

67. Determining whether Resolution Carried

- 1) In this rule:

poll means the process of voting in relation to a matter that is conducted in writing.

- 2) Subject to subrule (4), the president of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
 - a) carried; or
 - b) carried unanimously; or
 - c) carried by a particular majority; or
 - d) lost.
- 3) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
- 4) If a poll is demanded on any question by the chair of the meeting or by at least 3 other voting members present in person or by proxy:
 - a) the poll must be taken at the meeting in the manner determined by the president;
 - b) the president must declare the determination of the resolution on the basis of the poll.
- 5) If a poll is demanded on the election of the president or on a question of an adjournment, the poll must be taken immediately.
- 6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chair.
- 7) A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.



68. Minutes of General Meeting

- 1) The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- 2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 3) In addition, the minutes of each annual general meeting must record:
 - a) the names of the voting members attending the meeting; and
 - b) any proxy forms given to the president of the meeting under rule 61(8); and
 - c) the financial statements or financial report presented at the meeting, as referred to in rule 58(3)(b)(ii) or (iii); and
 - d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 58(3)(b)(iv).
- 4) The minutes of a general meeting must be held electronically after the meeting is held.
- 5) The president must ensure that the minutes of a general meeting are reviewed and agreed as correct by:
 - a) the president of the meeting; or
 - b) the president of the next general meeting.
- 6) When the minutes of a general meeting have been reviewed and agreed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
 - a) the meeting to which the minutes relate was duly convened and held; and
 - b) the matters recorded as having taken place at the meeting took place as recorded; and
 - c) any election or appointment purportedly made at the meeting was validly made.



PART 7 — FINANCIAL MATTERS

69. Source of Funds

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

70. Control of Funds

- 1) The Club must open an account in the name of the Club with a financial institution from which all expenditure of the Club is made and into which all funds received by the Club are deposited.
- 2) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Club.
- 3) The committee may authorise the treasurer to expend funds on behalf of the Club up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- 4) All cheques, drafts, bills of exchange, promissory notes, electronic payments, and other negotiable instruments of the Club must be signed, physically or electronically, by:
 - a) two (2) designated signatories; or
 - b) one (1) designated signatory and a person authorised by the committee by a three-quarters majority vote of all committee members.
- 5) Signatories are designated by a two-thirds majority vote of all committee members.
 - a) Only Executive committee members are eligible to be designated signatories.
 - b) The Club must have at least 3 signatories on the committee at any given time.
- 6) All funds of the Club must be deposited into the Club's account within 5 working days after their receipt.

71. Financial Statements and Financial Reports

- 1) For each financial year, the committee must ensure that the requirements imposed on the Club under Part 5 of the Act relating to the financial statements or financial report of the Club are met.
- 2) Without limiting subrule (1), those requirements include:
 - a) the preparation of the financial report; and
 - b) the review or auditing of the financial statements or financial report; and
 - c) the presentation to the annual general meeting of the financial statements or financial report; and



- d) 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.

Notes for this rule:

- Under section 66 of the Act, an incorporated association must keep financial records that:
 - a) correctly record and explain its transactions and financial position and performance; and
 - b) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.
- Under section 67 of the Act, an incorporated association must retain its financial records for at least 7 years after the transactions covered by the records are completed.



PART 8 — GENERAL MATTERS

72. By-laws

Guidance Note – Status of By-laws

A by-law must be consistent with the Act, the regulations and these rules. The rules of an association bind the association and the members as an enforceable contract between them. By-laws may not have that status. Therefore, the use of by-laws should be reserved for more procedural or administrative matters.

- 1) The Club may, by resolution at a general meeting or committee meeting, make, amend or revoke by-laws.
- 2) By-laws may:
 - a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 10(2); and
 - b) impose restrictions on the committee's powers, including the power to dispose of the Club's assets; and
 - c) impose requirements relating to the financial reporting and financial accountability of the Club and the auditing of the Club's accounts; and
 - d) provide for any other matter the Club considers necessary or convenient to be dealt with in the by-laws.
- 3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- 4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Club that are additional to, and do not restrict, a requirement imposed on the Club under Part 5 of the Act.
- 5) At the request of a member, the Club must make a copy of the by-laws available for inspection by the member.
- 6) A change of any kind in the by-laws, including making, amending, or revoking a by-law, must be supported by a vote of not less than two-thirds of all committee members.
- 7) Once new or amended by-laws have been approved by a vote under subrule (6) and have been published, those by-laws become binding on all Club members.

73. Executing Documents and Common Seal

- 1) The Club may execute a document without using a common seal if the document is signed by:
 - a) 2 authorised committee members; or
 - b) one authorised committee member and a person authorised by the committee.
- 2) If the Club has a common seal:



- a) the name of the Club must appear in legible characters on the common seal; and
 - b) a document may only be sealed with the common seal by the authority of the committee and in the presence of:
 - i. 2 authorised committee members; or
 - ii. one authorised committee member and a person authorised by the committee,and each of them is to sign the document to attest that the document was sealed in their presence.
- 3) A committee member may be authorised to execute a document by a special resolution.
 - 4) The secretary must make a written record of each use of the common seal.
 - 5) The common seal must be kept in the custody of the secretary or another committee member authorised by the committee.

74. Giving Notices to Members

- 1) In this rule:

recorded means recorded in the register of members.

- 2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and:
 - a) delivered by hand to the recorded address of the member; or
 - b) sent by prepaid post to the recorded postal address of the member; or
 - c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.
- 3) A notice is taken to have been delivered and received:
 - a) when delivered by hand, on the date it is delivered to the recipient;
 - b) when sent by prepaid post, on the third business day following the postage date;
 - c) if sent by facsimile, when the sender's facsimile machine produces a report that indicates that the facsimile has been successfully transmitted unless the facsimile is received by the recipient after 5.00pm (recipient's time) or on a day other than a business day in which case the notice will be effective at 9.00am (recipient's time) on the next business day;
 - d) if sent by email, on the earlier of:
 - i. an email delivery confirmation report being received by the sender unless the email is received by the recipient after 5.00pm (recipient's time) or on a day other than a business day in which case the notice will be effective at 9.00am (recipient's time) on the next business day; or
 - ii. 4 hours after the email was sent provided that:
 1. where the notice is received after 5.00pm (recipient's time) or on a day other than a business day it will be regarded as being received at 9.00am (recipient's time) on the next business day; and



2. a notice sent by email will not be effective if the sender receives notification from its or the recipient's email server that the email is undeliverable, was not delivered or the recipient is out of the office.
- 4) It is the responsibility of individual members to ensure that their records with the Club are up to date.

75. Custody of Books and Securities

- 1) Subject to subrule (2), the books and any securities of the Club must be kept in the secretary's custody or under the secretary's control.
- 2) The financial records and, as applicable, the financial statements or financial reports of the Club must be kept in the treasurer's custody or under the treasurer's control.
- 3) Subrules (1) and (2) have effect except as otherwise decided by the committee.
- 4) The books of the Club must be retained for at least 7 years.

76. Record of Office Holders

Act Requirements – Record of Office Holders

- *Under section 58 of the Act an association must maintain a record of:*
 - *the names and addresses of the persons who are members of its management committee; or hold other offices of the association provided for by its rules;*
 - *the name and address of any person who is authorised to use the common seal of the association (if it has a common seal); and*
 - *the name and address of any person who is appointed or acts as trustee on behalf of the association.*
- *Under section 58 of the Act the association must, upon the request of a member of the association, make available the record for the inspection of the member. The member may make a copy of or take an extract from the record but does not have a right to remove the record for that purpose.*

The record of committee members and other persons authorised to act on behalf of the Club that is required to be maintained under section 58(2) of the Act must be kept in the registrar's custody or under the registrar's control.

Note for this rule:

Section 58 of the Act:

- a) sets out the details of the record that an incorporated association must maintain of the committee members and certain others; and
- a) provides for members to inspect, make a copy of or take an extract from the record; and
- b) prohibits a person from disclosing information in the record except for authorised purposes.



77. Inspection of Records and Documents

- 1) Subrule (2) applies to a member who wants to inspect:
 - a) the register of members under section 54(1) of the Act; or
 - b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Club, under section 58(3) of the Act; or
 - c) any other record or document of the Club.
- 2) The member must contact the secretary to make the necessary arrangements for the inspection.
- 3) The inspection must be free of charge.
- 4) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- 5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.

Note for this subrule:

Sections 54(2) and 58(4) of the Act provide for the making of copies of, or the taking of extracts from, the register referred to in subrule (1)(a) and the record referred to in subrule (1)(b).

- 6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose:
 - a) that is directly connected with the affairs of the Club; or
 - b) that is related to complying with a requirement of the Act.

Note for this subrule:

Sections 57(1) and 58(5) of the Act impose restrictions on the use or disclosure of information in the register referred to in subrule (1)(a) and the record referred to in subrule (1)(b).

78. Publication by Committee Members of Statements about Association Business Prohibited

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

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



79. Distribution of Surplus Property on Cancellation of Incorporation or Winding Up

Act Requirements – Distribution of Surplus Property

Under section 24(1) of the Act surplus property can only be distributed to one or more of the following –

- an incorporated association;
- a company limited by guarantee that is registered as mentioned in the Corporations Act section 150;
- a company holding a licence that continues in force under the Corporations Act section 151;
- a body corporate that at the time of the distribution is the holder of a licence under the Charitable Collections Act 1946;
- a body corporate that:
 - is a member or former member of the incorporated association; and
 - at the time of the distribution of surplus property, has rules that prevent the distribution of property to its members;
- a trustee for a body corporate referred to in paragraph (e);
- a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution of surplus property, is a non-distributing co-operative as defined in that Act.

1) In this rule:

surplus property, in relation to the Club, means property remaining after satisfaction of:

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

but does not include books relating to the management of the Club.

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

Note for this rule:

Section 24(1) of the Act sets out a provision that is implied in these rules describing the entities to which the surplus property of an incorporated association may be distributed on the cancellation of the incorporation or the winding up of the association. Part 9 of the Act deals with the winding up of incorporated associations, and Part 10 of the Act deals with the cancellation of the incorporation of incorporated associations.

80. Alteration of Rules

If the Club wants to alter or rescind any of these rules, or to make additional rules, the Club may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.



Note for this rule:

- Section 31 of the Act requires an incorporated association to obtain the Commissioner's approval if the alteration of its rules has effect to change the name of the association.
- Section 33 of the Act requires an incorporated association to obtain the Commissioner's approval if the alteration of its rules has effect to alter the objects or purposes of the association or the manner in which surplus property of the association must be distributed or dealt with if the association is wound up or its incorporation is cancelled.

Guidance Note – Alteration of Rules

Amendments to the rules do not take effect until required documents are lodged with the Commissioner, even if the amendments do not require the approval of the Commissioner under section 31 or section 33. The required documents must be lodged within one month after the special resolution is passed.