

**CONSTITUTION
OF
Woodvale F.C.**

(Revision 1: 13 Nov 2016)

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PART 1 - PRELIMINARY

1 NAME OF THE ASSOCIATION

- (1) The name of the Association is WOODVALE F.C (Inc). Hereinafter referred to as the "Club"

2 OBJECTIVES

- (1) The objectives of the Club are:
 - a) To promote and encourage the playing of football within our community (primarily, but not exclusively in the suburbs of Woodvale and Kingsley);
 - b) To provide community- based participation in football and a Club for all ages and at any skill level;
 - c) To develop players with the necessary skills of the game and a sense of sportsmanship and fair play, and excellence as deemed appropriate by the Committee;
 - d) To provide coaches with the necessary equipment, facilities and infrastructure, and training to promote the development of the necessary skills of the game; and
 - e) Work with other sporting bodies with similar aims ad objectives.

3 ATTAINING OBJECTIVES

- (1) The Club shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objectives of the Club.
- (2) The property and income of the Club shall be applied solely towards the promotion of the Objectives of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those Objectives.

4 QUORUM FOR COMMITTEE MEETINGS

- (1) Any five (5) Committee Members with at least two (2) Executive Committee Members present constitutes a quorum for the conduct of the business at a Committee Meeting.

5 QUORUM FOR GENERAL MEETINGS

- (1) Thirteen (13) or more Club Members (Ordinary and Life) 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.

6 FINANCIAL YEAR

- (1) The Club's Financial Year, will be the period of 12 months commencing on 1st November and ending on 31st October of each year.

7 TERMS USED

In these Rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015*;

Association means the incorporated association (the Club) to which these rules apply;

AGM means the Annual General Meeting convened under rule 37.1;

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;

by laws means by-laws made by the Club under rule 47.1;

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;

Club meaning WOODVALE F.C (inc).

financial records includes —

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

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

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

financial year, of the Club, has the meaning given in rule 6;

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

grievance procedure means the procedures set out in this Division;

junior member means a member with the rights referred to in rule 12(2);

member means a person (including a body corporate) who is an ordinary member of the Club;

committee member means a committee member who is not an office holder of the Club under rule 26(1-4);

ordinary member means a member with the rights referred to in rule 12(1);

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

party to a dispute includes a person who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

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

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;

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

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 24(15)(f);

surplus property has the meaning given to it in the Act and means the property remaining when the Club is wound up or cancelled after satisfying:

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

but does not include books pertaining to the management of the Club;

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.

PART 2 - CLUB TO BE NOT FOR PROFIT BODY

8 NOT FOR PROFIT BODY

- (1) The property and income of the Club must be applied solely towards the promotion of the Objectives 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.

PART 3 - MEMBERSHIP

9 MINIMUM MEMBERSHIP

- (1) The Club must have at least six Members with full voting rights.

10 ELIGIBILITY FOR MEMBERSHIP

- (1) Any person who wishes to further the interests of the Club, and who is in agreement with the Objectives of the Club contained herein, and have satisfied the provision of this Constitution regarding an application for membership is eligible for membership.
- (2) The Club must comply with all legal and regulatory obligations that apply to the Club when assessing eligibility of an applicant for membership.

11 APPLYING FOR MEMBERSHIP

- (1) A person who wants to become a Member must:
 - a) apply in writing to the Club using the player registration form; or
 - b) apply online using the player registration form; and
 - c) pay the membership subscription fee.
- (2) All application forms must be signed by the Applicant. The application form must specify the applicable class of membership.

12 MEMBERSHIP CATEGORIES AND ENTITLEMENTS

- (1) No member can belong to more than one class of membership.
- (2) The maximum number of ordinary Members is unlimited unless the Club in General Meeting decides otherwise.

12.1 Ordinary Member

- (3) Any person over the age of 18 who is registered to participate in the sporting activities of the Club and has paid the membership subscription fee is an Ordinary Member of the Club. An Ordinary Member is entitled to hold any office, enjoy the privileges of the association with the Club and be eligible to vote. An Ordinary Member shall be at liberty to invite guests to the Club, but the number of guests shall not exceed the maximum number as contained in Section 48(4)(b) of the Liquor Licensing Act 1988.
- (4) The Management Committee has the right to elect person(s) to be Ordinary Members without becoming Financial Members for the sole purpose of that person holding a position on the Committee.
- (5) A person under the age of 18 years is not eligible to be an Ordinary Member of the Club.

12.2 Junior Member

- (6) Any person under the age of 18 years may become a Junior Member. Junior Members shall have no voting rights nor be entitled to hold any office. However, one parent/guardian of that child will be entitled to an Ordinary Membership.
- (7) A Junior Member has no right to vote, but has all other rights provided to a Member under the Rules and other rights and benefits as determined by the Committee or by resolution of Members at a General Meeting.

12.3 Life Membership

- (8) The Committee may elect any member who has given outstanding service to the Club as a Life Member. Any member may nominate a person to the Committee for consideration for Life Membership. A Life Member is entitled to hold any office, enjoy the privileges of the association with the Club and be eligible to vote. A Life Member shall be at liberty to invite guests to the Club, but the number of guests shall not exceed the maximum number as contained in Section 48(4)(b) of the Liquor Licensing Act 1988.
- (9) Life Membership may be conferred by the Committee on any person who in the opinion of two-thirds of the Committee is deserving of such status. The number of Life Members combined shall not exceed a ratio of one in every six Ordinary Members at any one time.
- (10) A Life Member shall be a non-fee paying Ordinary Member.

13 BECOMING A MEMBER

- (1) An Applicant becomes a Member if:
 - a) the Applicant is eligible for membership under rule 10.2;

- b) the Applicant applies in writing, or online to the Club, and under rule 11.1
 - c) the Committee (delegated to the Registrar) approves the Applicant's application for membership; and
 - d) the Applicant pays any fees due under rule 19.
- (2) The Applicant immediately becomes a Member 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, when rule 13.3 has been fulfilled.
 - (3) It is a requirement of the Club that each member is given a copy of the rules (this Constitution) upon joining.

14 REGISTER OF MEMBERS

- (1) The secretary, 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.
- (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 secretary'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 secretary 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.
- (6) The Registrar must enter a person's name and address in the Register within 28 days after the person becomes a Member.
- (7) An Ordinary Member may at any reasonable time and giving reasonable notice, inspect the minutes and financial records and documents of the Club.

15 LIABILITY AND ENTITLEMENTS OF MEMBERS

- (1) A member is only liable for their outstanding membership fees payable under rules 19.1 and 19.2, if any.

- a) In accordance with section 19 of the Act, a Member is not liable, by reason of the person's Membership, for the liabilities of the Club or the cost of winding up the Club.
 - b) Rule 15.1 does not apply to liabilities incurred by or on behalf of the Club by the Member before incorporation.
- (2) Each person admitted to membership shall be:
- a) Bound by the Constitution and By-laws of the Club;
 - b) Come liable for such fees and subscriptions as may be fixed by the Club. (Once paid in full, that Member is deemed a Member of the Club); and
 - c) Entitled to all advantages and privileges of membership.
- (3) A right, privilege or obligation that a person has because he or she is a Member of the Club:
- a) is not capable of being transferred to any other person, except in the case of a Junior Member as one parent or guardian of that Junior Member is entitled to an Ordinary Membership; and
 - b) ends when the person's membership ceases.

16 WHEN MEMBERSHIP CEASES

- (1) Any person's membership may be terminated by the following events;
- a) Death;
 - b) Resignation;
 - c) Expulsion; and
 - d) A Member's annual subscription fee remains unpaid after 3 months falling due.
- (2) The secretary must keep a record, for at least one year after a person ceases to be a member, of —
- a) the date on which the person ceased to be a member; and
 - b) the reason why the person ceased to be a member.

17 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.

18 RIGHTS NOT TRANSFERABLE

- (1) The rights of a member are not transferable and end when membership ceases.

19 MEMBERSHIP FEES

19.1 Entrance Fee

- (1) The Committee may from time to time determine the amount of the entrance fee and annual membership (also known as registration fee), if any, to be paid by each Member or each class of Members upon becoming a Member.

19.2 Annual Membership Fee (also known as Registration Fee)

- (2) The Committee may nominate the registration date for all memberships. The registration date may vary from year to year as deemed necessary by the Committee.
- (3) Each Member must pay the Member's annual membership fee determined under rule 19.1 to the Treasurer, or a person authorised by the Committee to receive payments, as and when decided by the Committee.
- (4) Members are to pay annual membership fees on or before the registration date, or by a date otherwise nominated by the Committee. If a Member pays the annual membership fee within 3 months after the due date, the Committee may allow the Member to retain all the rights and privileges of a Member for the purposes of these Rules during that time, including the right to vote.
- (5) If a person fails to pay the annual Membership fee within 3 months after the due date (either the registration date or other date nominated by the Committee, the Committee has the power to cease that person's membership.
- (6) If a person ceases to be a Member under rule 19.5, and subsequently pays to the Club all the Member's outstanding fees, the Committee may, if it thinks fit, reinstate the Member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.

PART 4 - DISCIPLINARY ACTION, DISPUTES AND MEDIATION

20 SUSPENSION OR EXPULSION

- (1) The Committee (after having undertaken due inquiry) shall have the power to suspend or expel any Member of the Club for:
 - a) False or inaccurate statements made in the Member's application for membership of the Club;
 - b) Breach of any rule, regulation or by-law of the Club; or
 - c) the member acts detrimentally to the interests of the Club.

- (2) The Committee shall have the power to expel or suspend any Member, but shall not do so until it has conducted a proper inquiry into the alleged misconduct of the Member, and only after a proper hearing at which the Member shall have the right to be heard.
- (3) The Secretary must give the member written notice of the proposed suspension or expulsion at least 14 days before the committee meeting at which the proposal is to be considered by the committee.
- (4) The notice given to the member must state —
 - a) when and where the committee meeting is to be held; and
 - b) the grounds on which the proposed suspension or expulsion is based; and
 - c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
- (5) At the committee meeting, the committee must —
 - a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
 - b) give due consideration to any submissions so made; and
 - c) decide —
 - i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - ii) whether or not to expel the member from the Club.
- (6) A decision of the committee to suspend the member's membership or to expel the member from the Club takes immediate effect.
- (7) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- (8) A member whose membership is suspended or who is expelled from the Club may, within 14 days after receiving notice of the Committee's decision under subrule 6, give written notice to the secretary requesting the appointment of a mediator under rule 23.3.
- (9) If notice is given under subrule (8), the member who gives the notice and the committee are the parties to the mediation.

21 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 secretary must record in the register of members —

- a) that the member's membership is suspended; and
 - b) the date on which the suspension takes effect; and
 - c) the period of the suspension.
- (3) When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

22 RESOLVING DISPUTES

- (1) 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.
- (2) 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.
- (3) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 18, 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.
- (4) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (5) The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (6) The notice given to each party to the dispute must state —
- a) when and where the committee meeting is to be held; and
 - b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- (7) 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 committee; and
 - ii. requests the appointment of a mediator,
- the committee must not determine the dispute.
- (8) At the committee meeting at which a dispute is to be determined, the committee must —
- a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and

- b) give due consideration to any submissions so made; and
 - c) determine the dispute.
- (9) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (10) A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (8)(c), give written notice to the secretary requesting the appointment of a mediator under rule 23.3.
- (11) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

23 MEDIATION

- (1) Mediation applies if written notice has been given to the secretary requesting the appointment of a mediator —
- a) by a member under rule 20.8; or
 - b) by a party to a dispute under rule 22.7(b)(ii) or 22.10.
- (2) A mediator must be chosen or appointed under rule 23.3.
- (3) The mediator must be a person chosen —
- a) if the appointment of a mediator was requested by a member under rule 20.8 — by agreement between the Member and the committee; or
 - b) if the appointment of a mediator was requested by a party to a dispute under rule 22.7(b)(ii) or 22.10 — by agreement between the parties to the dispute.
- (4) If there is no agreement for the purposes of subrule (3)(a) or (b), then, subject to subrules (5) and (6), the committee must appoint the mediator.
- (5) The person appointed as mediator by the committee 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 20.8 or
 - b) a party to a dispute under rule 22.7(b)(ii); or
 - c) a party to a dispute under rule 23.3 and the dispute is between one or more members and the Club.
- (6) A mediator appointed by the committee may be a member or former member of the Club 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.
- (7) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (8) 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.

- (9) 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.
- (10) The mediator cannot determine the matter that is the subject of the mediation.
- (11) 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.
- (12) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (13) If mediation results in decision to suspend or expel being revoked
- (14) If —
- a) mediation takes place because a member whose membership is suspended or who is expelled from the Club gives notice under rule 20.8; 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 - CLUB, COMMITTEE, AND THEIR POWERS

24 POWERS OF THE CLUB

- (1) Subject to the Act, the Club may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner. Including:
- a) To purchase, acquire, hold, deal with, exchange, dispose of or sell any real or personal property or any rights or privileges for the Objectives of the Club as listed in the Property Book, held by the Secretary.
 - b) To conduct appeals for funds and to accept donations and gifts whether being real or personal property, and to generally raise funds by subscriptions or any other means as may be approved by the Management Committee.
 - c) To hold and administer property on trust.
 - d) To open and operate bank accounts.
 - e) To borrow money by the way of overdraft, or by issue of or execution of mortgages, charges, bonds, debentures or other securities over all, or any of the property of the Club as may be deemed necessary, and to liquate, redeem, or pay off such obligations and securities or any of them.

- f) To appoint delegates and representatives to other clubs, societies or bodies, and to appoint or elect sub-committees and working parties as the Club sees fit.
- g) To co-opt persons as required.
- h) To appoint, suspend or dismiss or otherwise deal with agents, employees, consultants, sub-contractors or any other bodies to transact any business of the Club on its behalf for reward or otherwise.
- i) To appoint auditors as required, but that no auditor shall be a Member of the Management Committee.
- j) To approve the membership of any person eligible for membership, and to terminate the membership of any person in a manner consistent with this Constitution.
- k) To suspend, expel, or otherwise deal with any member or official for any behaviour or non-compliance with this Constitution, By-laws of the Club, or decisions of the Management Committee when such behaviour or non-compliance is deemed not to be in the best interest of the Club.
- l) To make By-laws for the conduct of the Club.
- m) To build, construct, erect, maintain, alter and repair any premises building or other structure of any kind belonging to or occupied by the Club, and to furnish and provide all the necessary equipment, appliances, and conveniences therefore.
- n) To determine from time to time the annual subscription fee, if any, for membership.
- o) To take out insurance, indemnity, or guarantees as are necessary to protect the Club, any Member, employee, Committee Member, or person acting on behalf of the Club.
- p) To draw, accept and negotiate cheques, bills of exchange, promissory notes, and other negotiable instruments.
- q) Print and publish any information by any media including newsletters, newspapers, articles, leaflets or electronic media for promotion of the Club.
- r) Provide gifts and prizes in accordance with the objects of the Club.
- s) Organise social events for Members and the promotion of the Club; and
- t) To enter into any other contract the Club considers necessary or desirable.
- u) The Club must apply all property and income of the Club towards the promotion of the Objectives of the Club and no part of that property or income to be paid or otherwise distributed, directly or indirectly, to members of the Club, except in good faith in the promotion of those objectives.

25 RESPONSIBILITIES AND OBLIGATIONS OF COMMITTEE MEMBERS

25.1 Obligations of the Committee

- (1) The Committee must take all reasonable steps to ensure the Club complies with its obligations under the Act and these Rules.

25.2 Responsibilities of Committee Members

- (2) A Committee Member 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 in the circumstances.
- (3) A Committee Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Club and for a proper purpose.
- (4) A Committee Member or former Committee Member must not improperly use information obtained because he or she is a Committee Member to:
 - a) gain an advantage for himself or herself or another person; or
 - b) cause detriment to the Club.
- (5) A Committee Member having any material personal interest in a matter being considered at a Committee Meeting must:
 - a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
 - b) disclose the nature and extent of the interest at the next General Meeting of the Club; and
 - c) must not be present while the matter is being considered at the Committee Meeting or vote on the matter.
- (6) Rule 25.5 does not apply in respect of a material personal interest that:
 - a) exists only because the Committee Member belongs to a class of persons for whose benefit the Club is established; or
 - b) that the Committee Member has in common with all, or a substantial proportion of, the members of the Club.
- (7) The Secretary must record every disclosure made by a Committee Member under rule 25.5 in the minutes of the Committee Meeting at which the disclosure is made.
- (8) No Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Club unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.
- (9) The Management Committee shall be responsible for:
 - a) Upholding and promoting the Objectives of the Club;
 - b) To deputise for the Executive when and where required;
 - c) General management and administration of the Club;
 - d) Filling any vacancies on the Management Committee which may occur during the Committee's terms of office;
 - e) The finances of the Club;
 - f) The overall management of Events and final authorization of the Events Coordinator decisions; and
 - g) It shall adopt, amend or make By-laws, as it shall deem advisable, provided that such By-laws are consistent with provisions of this Constitution.

26 EXECUTIVE COMMITTEE (also known as Office Bearers)

- (1) Management of the Club shall be vested in the Management Committee (hereafter referred to as the "Committee") elected by the Members at the AGM and consisting of the Executive and Non-Executive. The Executive comprises;

26.1 President

- (2) The President shall:
- a) preside at all meetings and functions of the Club and determine whether or not a quorum is present at such meetings.
 - b) must consult with the Secretary regarding the business to be conducted at each Committee Meeting and each General Meeting, and the President must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct under rule 42.5.
 - c) may convene special meetings of the Committee under rule 38.1, may preside over Committee Meetings under rule 36.1(4); and may preside over General Meetings under rule 38.5.
 - d) be an official representative or spokesperson for the Club and an ex-officio member of all sub-committees and working parties

26.2 Vice President

- (3) The Vice-President in the absence of the President shall perform the duties of the President as contained herein. Should he/she not preside, a chairperson shall be elected from those present on the particular occasion.

26.3 Secretary

- (4) The Secretary shall:
- a) co-ordinate the correspondence of the Club.
 - b) convene General Meetings and Committee Meetings, including preparing the notices of meetings of the business to be conducted at each meeting in consultation with the President;
 - c) keep and maintain in an up to date condition the rules of the Club as required under section 35(1) of the Act; and any by-laws of the Club.
 - d) Keep full and correct minutes of Committee Meetings and General Meetings (including the AGM) and Special Meetings and ensure the minutes of each meeting are reviewed and signed as correct by the Committee.
 - e) Be responsible for informing members and office bearers, and/or other individuals as the case may be, of forthcoming Club functions, meetings business or any relevant news;
 - f) Have safe custody of all books and documents of the Club; barring those of a financial nature.
- (5) At the discretion of the Committee, the Committee may elect a Master of Records onto the Committee for the purpose of overseeing Items c and d.
- (6) At the discretion of the Committee, the Committee may elect an Administrator onto the Committee for the purpose of overseeing Items a and e.

26.4 Treasurer

- (7) The Treasurer shall:
- a) ensure all moneys payable to the Club are collected, and that receipts are issued for those moneys in the name of the Club;
 - b) ensure the any amounts paid to the Club are credited to the appropriate account or accounts of the Club as the Committee may from time to time direct;
 - c) ensure timely payments from the funds of the Club with the authority of a General Meeting or of the Committee;
 - d) ensure that the Club complies with the account keeping requirements in Part 5 of the Act;
 - e) prepare a statement of income/expenditure, and a statement of accounts and submit at each Committee Meeting;
 - f) Where the Club is deemed to be a Tier 1 Association in accordance with the Act, prepare an annual statement of income/expenditure, and balance sheet (Financial Statements of the Club) and present the same at the Annual General Meeting of the Club, together with a budget of proposed expenditure for the forthcoming financial year;
 - g) Where the Club is deemed to be a Tier 2 Association in accordance with the Act, the Treasurer is responsible for the preparation of a Financial Report of the Club. The report must then be reviewed by a member of a professional accounting body. The Treasurer is to assist the reviewer or auditor (if any) in performing their functions.

27 RECORD OF OFFICE HOLDERS

- (1) The Secretary or a person authorised by the Committee from time to time must maintain a record of office holders.
- (2) The record of office holders must include:
- a) the full name of each office holder;
 - b) the office held and the dates of appointment and (if applicable) cessation of the appointment; and
 - c) a current contact postal, residential or email address of each office holder.
- (3) The record of office holders must be kept and maintained at the Secretary's place of residence, or at such other place as the Committee decides.
- (4) Any Member is able to inspect the record of office holders free of charge, at such time and place as is mutually convenient to the Club and the Member. The Member may make a copy of details from the record of office holders but has no right to remove the record for that purpose.

28 NON-EXECUTIVE COMMITTEE MEMBERS

- (1) The Non-Executive Committee members shall consist of:
- a) Registrar

- b) Multimedia and Web Master;
 - c) Marketing and Sponsorship Manager;
 - d) Events Coordinator;
 - e) Coaching Coordinator; plus
 - f) Master of Records.
- (2) The Registrar shall
- a) Receive and submit all applications for membership to the Committee for approval, and keep a register;
 - b) Maintain the record of office holders of the Club; and
 - c) Ensure the membership register must be continually available for inspection by the Management Committee in either electronic or paper format.
- (3) To satisfy the requirements of rule 4.1, there must be at least one person on the Committee in addition to the four office bearers (Executive Committee Members).

29 POWERS OF THE COMMITTEE

- (1) The Management Committee of the Club comprises the Executive and Non-Executive Committee Members as outlined in section 26 and section 28 of this Constitution.
- (2) The Management Committee shall be responsible for, and has the authority to control and manage the day to day management and administration of the Club.
- (3) The Management Committee shall have the power to:
- a) Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
 - b) Fix the manner in which such banking accounts shall be operated upon, providing all payments are approved in accordance with part 7 of this Constitution;
 - c) Fix fees and subscriptions payable by Members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof;
 - d) Adjudicate on all matters brought before it which in any way may affect the Club;
 - e) Prepare minutes of all proceedings at meetings of the Committee and General Meetings of members;
 - f) Make, amend and rescind rulings and By-laws;
 - g) Have the power to form and appoint any sub-committee/s as required for specific purposes;
 - h) Employ a person or persons (at their discretion) to carry out certain duties required by the Club, at salaries or remunerations for such period of time, as may be deemed necessary;

- i) Appoint a successor until the next Annual General Meeting should a vacancy occur on the Management Committee during the season, the Management Committee may; and
 - j) Appoint an officer/s or agent of the Management Committee to have custody of the Club's records, documents and securities.
- (4) Subject to the Act, these Rules and any by-law or lawful resolution passed by the Club in General Meeting, the Management Committee:
 - a) may exercise all powers and functions as may be exercised by the Club, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members; and
 - b) has power to perform all acts and do all things as appear to the Committee to be necessary or desirable for the proper management of the business and affairs of the Club.
- (5) The ordinary members at the annual general meeting must decide by resolution the number of ordinary committee members (if any) to hold office for the next year.
- (6) The Club may elect Members to fulfil roles (additional to those listed in this Constitution) on the Management Committee as deemed necessary by the Management Committee pursuant to the Club attaining its Objectives.
- (7) A Committee Member must be:
 - c) a natural person;
 - a) over 18 years in age; and
 - b) a Member.
- (8) No person shall be entitled to hold more than two positions on the Executive Committee at any one time.
- (9) The positions held by Committee, is for a period of appointment of two (2) years from the AGM they commenced appointment. They shall cease to be a Committee Member at the second AGM from their appointment, or a period of two (2) years, whichever is the sooner. They may seek re-election at the second AGM from their appointment.
- (10) No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for:
 - c) an indictable offence in;
 - d) relation to the promotion, formation or management of a body corporate;
 - a) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months;
 - b) an offence under Part 4 Division 3 or section 127 of the Act.
 unless the person has obtained the consent of the Commissioner.
- (11) No person shall be entitled to hold a position on the Committee if the person is, according to the *Interpretation Act* section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

30 NOMINATIONS AND ELECTION OF OFFICE BEARERS/COMMITTEE MEMBERS

30.1 Nominations

- (1) Committee Members are appointed to the Committee by:
 - a) election at an AGM; or
 - b) appointment to fill a casual vacancy on the committee by the committee. Any person appointed to fill a casual vacancy by the Committee shall only hold office for the Committee's current term.
- (2) A Member who wishes to be a Committee Member must be nominated by one other Member as a candidate for election. No candidate shall nominate or second themselves.
- (3) The Secretary must send a notice calling for nominations for election to the Committee and specifying the date for the close of nominations to all Members at least 14 days before the date for the close of nominations.
- (4) The nomination for election must be:
 - a) in writing; and
 - b) delivered to the Secretary on or before the date for the close of nominations.
- (5) The Committee may specify a deadline for nominations that falls on a date before the scheduled date of the AGM, or may choose to accept nominations during the AGM.

30.2 Election of Officer Bearers

- (6) At the AGM, the following provisions relating to election of Office bearers shall apply:
 - c) If the number of valid nominations received under rule 30.1(4) is equal to the number of vacancies to be filled for the relevant position on the Committee, the Member nominated shall be deemed to be elected at the AGM.
 - d) If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the Committee, elections for the positions must be conducted at the AGM.
 - e) If there are not enough valid nominations to fill the number of vacancies for the relevant positions on the Committee, the candidates nominated (if any) shall be deemed to be elected and further nominations may be received from the floor of the AGM.
 - f) Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
 - g) If an insufficient number of nominations are received from the floor for the number of vacancies on the Committee that remain, each relevant position on the Committee is declared vacant by the person presiding at the AGM and rule 30.1(1) applies.
 - h) The elections for office holders or ordinary Committee Member are to be conducted at the AGM in the manner directed by the Committee.

- i) A list of candidates, names in alphabetical order, with the names of the Members who nominated each candidate, must accompany the notice of the AGM.

30.3 Voting

- (7) Consistent with subrule 40, each Member present and eligible to vote at the AGM may vote for one candidate for each vacant position on the Committee.
- (8) A Member who nominates for election or re-election may not vote for himself or herself.

31 TERM OF OFFICE

- (1) The Committee Members appointed on incorporation of the Club will hold office until the conclusion of the first AGM of the Club and will be eligible for re-election.
- (2) The positions held by Committee, is for a period of appointment of two (2) years from the AGM they commenced appointment. They shall cease to be a Committee Member at the second AGM from their appointment, or a period of two (2) years, whichever is the sooner. They will be eligible re-election at the second AGM from their appointment.
- (3) A Committee Member's term will commence on the date of his or her:
 - a) election at an AGM; or
 - b) appointment to fill a casual vacancy that arises under rule 33.
- (4) All retiring Committee Members are eligible, on nomination for re-election.

32 CEASING TO BE A COMMITTEE MEMBER

- (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 chairperson.
- (2) The resignation takes effect —
 - a) when the notice is received by the secretary or chairperson; or
 - b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Club may by resolution —
 - a) remove a committee member from office; and
 - b) elect a member who is eligible (as an ordinary member of the Club) to fill the vacant position.
- (4) 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 chairperson and may ask that the representations be provided to the members.
- (5) The secretary or chairperson 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.

33 VACANT POSITIONS ON THE COMMITTEE

- (1) A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:

- a) dies;
 - b) ceases to be a Member;
 - c) becomes disqualified from holding a position under Section 39 of the Act as a result of bankruptcy or conviction of a relevant criminal offence;
 - d) becomes permanently incapacitated by mental or physical ill-health;
 - e) resigns from office under rule 32.1;
 - f) is removed from office under rule 34; or
 - g) is absent from more than three consecutive Committee Meetings without a good reason; or three Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Committee Meetings;
- (2) Where the Member received notice of the meetings, and the Committee has resolved to declare the office vacant.
- (3) If a position on the Committee is declared vacant under rule 30.6(g), or there is a casual vacancy on the committee the continuing committee Members may:
- a) appoint a Member to fill that vacancy until the conclusion of the next AGM; and
 - b) subject to rule 13.1(c), act despite the vacant position on the Committee.
- (4) If the number of Committee Members is less than the number fixed under rule 1.3 as the quorum for Committee Meetings, the continuing Committee Members may act only to:
- a) increase the number of Members on the Committee to the number required for a quorum; or
 - b) convene a General Meeting of the Club.

34 REMOVAL FROM COMMITTEE

- (1) A Committee Member may only be removed from his or her position on the Committee by resolution at a General Meeting of the Club if a majority of the Members present and eligible to vote at the meeting vote in favour of the removal.
- (2) The Committee Member who faces removal from the Committee must be given a full and fair opportunity at the General Meeting to decide the proposed resolution, to state his or her case as to why the Member should not be removed from his or her position on the Committee.
- (3) If all Committee Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Committee. The interim Committee must, within two months, convene a General Meeting of the Club for the purpose of electing a new Committee.

35 REMUNERATION OF COMMITTEE MEMBERS

- (1) The Club may pay a Committee Member's expenses as properly incurred in connection with the Club's business as approved by the Committee.

- (2) At the discretion of the presiding Executive Committee, Committee Members may receive a member discount to their annual subscription of 50% after one complete year of service on the Committee.

36 COMMITTEE MEETINGS

36.1 General

- (1) The Committee shall meet on such day of each calendar month as the Committee shall from time to time decide.
- (2) Notice of each committee meeting must be given to each committee member at least seven (7) days before the time of the meeting. 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) Any member of the Executive Committee may call an "Extraordinary Meeting" providing at least seven (7) days' notice is forwarded to all committee members.
- (4) The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each committee meeting.
- (5) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (6) Unless otherwise decided by the committee, the business of the Club at meetings shall proceed as follows:
 - a) Apologies;
 - b) Reading and Confirmation of Minutes;
 - c) Business Arising from Previous Minutes;
 - d) President's Report;
 - e) Secretary's Report;
 - f) Treasurer's Report;
 - g) General Business including inputs from:
 - i. Head Coach;
 - ii. Registrar;
 - iii. Equipment Officer;
 - iv. Marketing/Sponsorship;
 - v. Multimedia Officer;
 - vi. Fundraising and Events;
 - h) Any notices of motion; and
 - i) Notification of next meeting date, time and venue.

- (7) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee. However, he or she:
 - 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.
- (8) A member of the committee who has a material personal interest in a matter being considered at a committee meeting must:
 - a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
 - b) disclose the nature and extent of the interest at the next general meeting of the Club.
- (9) 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.
- (10) The Club 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.

36.2 Quorum

- (11) No business is to be conducted at a committee meeting unless a quorum is present.
- (12) 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 is adjourned to the same time, day and place in the following week.

36.3 Voting

- (13) Voting powers at Management Committee Meetings;
- (14) The President shall be entitled to a deliberate vote, and, in the event of a tied vote the President shall exercise a casting vote.
- (15) Each individual Committee Member present shall have one (1) vote.
- (16) Proxy votes shall be submitted in writing and presented by a member of the committee at the meeting.

PART 6 - GENERAL MEETINGS

37 ANNUAL GENERAL MEETING

- (1) The AGM shall be held during the month of November of each year on a date set by the Committee. The AGM must be held within six (6) months of the end of the Club's financial year.
- (2) The Secretary shall give at least fourteen (14) days notice of the date of the Annual General Meeting, to members.
- (3) All Ordinary and Life Members may attend the Annual General Meeting.
- (4) The quorum for the AGM shall be thirteen (13) or more Club Members (Ordinary and Life) having the right to vote. If, at the end of thirty (30) minutes after the time appointed in the notice for the opening of the Meeting, there be no quorum the meeting shall stand and adjourn for one week. If at such meeting there is no quorum those members present shall be deemed competent to discharge the business of the Meeting.
- (5) At the AGM, the agenda shall include reports from the four Executive members.
- (6) The standing orders of the conduct of all meetings shall be observed.
- (7) The agenda for an Annual General Meeting shall be;
 - c) Opening of Meeting;
 - d) Apologies;
 - e) Confirmation of Minutes of previous Annual General Meeting;
 - f) Presentation of Annual Report;
 - g) Adoption of Annual Report;
 - h) Presentation of Treasurer's statement;
 - i) Election of New Executive and appointment of Auditor;
 - j) Vote of thanks to outgoing Executive, if applicable;
 - k) Notice/s of Motion;
 - l) Urgent general business; and
 - m) Closure.

38 SPECIAL GENERAL MEETINGS

- (1) Special general meetings may be convened by the committee or at the request of the President and Secretary or on the written request of ten members of the Club.
- (2) 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.
- (3) The Secretary shall give at least seven (7) days' notice of the date of the general meeting to the Members. Notice of General Meetings shall:

- a) specify the date, time and place of the meeting; and
 - b) set out clearly the business for which the meeting has been called. No other business shall be dealt with at that general meeting;
 - 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 30.2; and
 - d) if a special resolution is proposed: set out the wording of the proposed resolution as required by section 51(3) of the Act and state that the resolution is intended to be proposed as a special resolution.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (38.1) or subrule (38.22.)
 - (5) Unless otherwise constituted, all voting shall be by a show of hands.
 - (6) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
 - (7) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.

39 QUORUM AT GENERAL MEETINGS

- (1) No business is to be conducted at a general meeting unless a quorum is present.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - a) in the case of a special general meeting — the meeting lapses; or
 - b) in the case of the annual general meeting — the meeting is adjourned to —
 - i. the same time and day in the following week; and
 - ii. the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.

40 VOTING AT GENERAL MEETINGS

- (1) On any question arising at a general meeting each ordinary member present has one vote.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- (5) For a person to be eligible to vote at a general meeting as an ordinary member, the ordinary member —

- a) must have been an ordinary member at the time notice of the meeting was given under rule 37.2; and
- b) must have paid any fee or other money payable to the Club by the member.

41 SPECIAL RESOLUTIONS

- (1) A special resolution is required under the Act if it is proposed at a general meeting —
 - a) to affiliate the Club with another body;
 - b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager;
 - c) to alter its rules, including changing the name of the Club (section 30(1));
 - d) to decide to apply for registration or incorporation as a prescribed body corporate (section 93(1));
 - e) to decide the terms of an amalgamation with one or more other incorporated associations (section 102(4));
 - f) to be wound up voluntarily (section 121(2)) or by the Supreme Court (section 124(a) and Schedule 4 item 9);
 - g) to cancel its incorporation (section 129).
- (2) Subject to subrule (41.4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
 - a) carried; or
 - b) carried unanimously; or
 - c) carried by a particular majority; or
 - d) lost.
- (3) If the resolution is a special resolution, the declaration under subrule (41.2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person or by proxy —
 - a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (7) A declaration under subrule (41.2) or (41.44) 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.

- (8) Subrule (41.1) does not limit the matters in relation to which a special resolution may be proposed.

42 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 ordinary members attending the meeting; and
 - b) the financial statements or financial report presented at the meeting, as referred to in rule 45.4); and
 - c) 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 45.4.
- (4) The minutes of a general meeting must be entered in the Club's minute book within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - a) the chairperson of the meeting; or
 - b) the chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - a) the meeting to which the minutes relate was duly convened and held; and
 - b) the matters recorded as having taken place at the meeting took place as recorded; and
 - c) any election or appointment purportedly made at the meeting was validly made.

PART 7 - FINANCIAL MATTERS

43 SOURCE OF FUNDS

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

44 CONTROL OF FUNDS

- (1) All funds of the Club shall be deposited into the Club's account(s) at such bank(s) or recognised financial institution(s) as the committee may determine.
- (2) All accounts due by the Club shall be paid after having being passed for payment by the Treasurer and one other committee member for items within budget, or by the

committee for non-budgeted items. At and when immediate payment is necessary, account/s shall be paid and the action endorsed at the next committee meeting.

- (3) At the beginning of each Club's financial year, the Treasurer shall prepare and present a budget for the new financial year detailing anticipated revenues and expenditures. The Budget shall be deemed as approved if all (four) Executive Committee members approve the budget. In the absence of an approved budget, all expenditure shall be paid only after being passed for payment by the committee including the Treasurer.
- (4) The Treasurer shall not spend more than a set amount Petty Cash without the consent of the committee, and shall keep a record of such expenditure in a Petty Cash Book.
- (5) The Treasurer shall table a report showing the financial position of the Club, at each committee Meeting.
- (6) A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report.
- (7) The financial year of the Club shall commence on November 1 each year and end October 30 of the following year. The accounts, books and all financial records of the club shall be audited each year.
- (8) The signatories to the club's account(s) will be the Treasurer and one (1) nominated Executive Committee Member. The nomination to be held at the first meeting of a new committee.
- (9) All property and income of the club will apply solely to the promotion of the Objectives of the Club and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to Members, except in good faith in the promotion of these Objectives.

45 FINANCIAL RECORDS AND STATEMENTS

- (1) The Club must keep financial records that —
 - a) correctly record and explain its transactions, financial position and performance; and
 - b) enable financial statements or a financial report, as applicable, to be prepared under Part 5 of the Act.
- (2) The Club must retain the financial records for at least 7 years after the transactions covered by the records are completed.
- (3) 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.
- (4) Without limiting subrule (45.1), those requirements include —
 - a) if the Association is a tier 1 association, the preparation of the financial statements; and
 - b) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and

- c) if required, the review or auditing of the financial statements or financial report, as applicable; and
- d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
- e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

46 AUDITORS

- (1) If deemed appropriate by the Committee, an Auditor shall be appointed by a majority of Members at the AGM but no Auditor so appointed will be a Member of the committee.
- (2) If the committee deems it appropriate or upon the request of a Member, an Auditor shall once in every year undertake an audit of the Club's accounts, and submit the same to the AGM.
- (3) The committee shall give to the Auditor at all reasonable times, full access to the Club's books and accounts, and afford then every facility for the purpose of making a correct audit of the Club's financial affairs.
- (4) The Auditor/s shall examine and audit all the books and accounts of the Club, and have the power to call for all books, papers, accounts, receipts etc., of the Club and report thereon to the AGM.
- (5) The Annual General Meeting shall elect or appoint an Auditor or Auditors.
- (6) Normal auditing practices are to be observed.

PART 8 - GENERAL MATTERS

47 BY-LAWS

- (1) The Club may, by resolution of the members at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may —
 - a) provide for the rights and obligations that apply to any classes of membership approved under rule 12); 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 (47.3), a by-law made for the purposes of subrule (47.2)(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) Alterations to the By-laws can be made only at committee meetings provided notice of the proposed alteration/s has been duly notified to Members.
- (7) The Secretary shall forward such notices of motion to all Members at least fourteen (14) days prior to the Annual General Meeting or General Meeting.

48 EXECUTING DOCUMENTS AND COMMON SEAL

- (1) The Club may execute a document without using a common seal if the document is signed by —
 - a) Two (2) committee members; or
 - b) one 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. Two (2) committee members; or
 - ii. one 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) The secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the secretary or another committee member authorised by the committee.

49 NOTICE TO MEMBERS

- (1) 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 (in the Register of Members) 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.

50 CUSTODY OF BOOKS AND SECURITIES

- (1) Subject to subrule (50.2), the secretary must keep in his or her custody or under his or her control the books and any securities of the Club.

- (2) The treasurer must keep in his or her custody or under his or her control the financial records and, as applicable, the financial statements or financial reports of the Club.
- (3) Subrules (50.1) and (50.2) have effect except as otherwise decided by the committee.
- (4) The books of the Club must be retained for at least 7 years.

51 INSPECTION OF RECORDS AND DOCUMENTS

- (1) Subrule (51.2) 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 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, and give the secretary reasonable notice of at least seven (7) days.
- (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 51.1(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in subrule 51.1(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.

52 ALTERING THE RULES

- (1) No alteration, rescinding or addition shall be made to the Constitution (these rules) except by special resolution and by complying with Part 3 Division 2 of the Act.
- (2) The special general meeting called for the purpose to alter the rules and notice of all motions to alter, repeal or add to the Constitution shall be given to members at least twenty-eight (28) days prior to the special general meeting called for such purpose.
- (3) Such motions, or any part thereof, shall be of no effect unless passed by a seventy five percent (75%) majority (special resolution) of members present and entitled to a vote at the meeting. For this purpose, a quorum shall be thirteen (13) Members of the Club.
- (4) Within one month of the passing of change(s) to the Constitution, the Secretary must lodge the required documents to the relevant State departments (e.g. Ministry of Fair Trading and Liquor Licensing) as required by legislation.
- (5) As soon as is practicable after the making of any proposal for a change to the Constitution or Rules of the Club, the Secretary shall provide to the Director of Liquor

Licensing, certified particulars of the change proposed. No effect will be given to the change without the prior approval of the Director.

- (6) The Club shall obtain the Commissioner's approval if the alteration of an incorporated association's (the Club's) rules has effect to change the name of the association.
- (7) The Club shall obtain the Commissioner's approval if the alteration of an incorporated association's (the Club's) 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.

53 INTERPRETATION OF CLUB BOOKS AND CONSTITUTION

- (1) Subject only to the final authority of the AGM or General Meeting called for that purpose, the Management Committee shall decide upon all questions of interpretation associated with the Club's Constitution and By-Laws.
- (2) Headings in this Constitution are for reference only, and they do not affect the construction of this Constitution and Rules.
- (3) Words signifying the singular shall, where applicable, include the plural and vice-versa, any gender includes all other genders, and except where repugnant to the context, any reference to gender includes an association or other body.

54 SUPPLY OF LIQUOR

- (1) The Club shall appoint and maintain an Approved Manager for the purposes of observing liquor licensing requirements and regulations.
- (2) The Club shall be open for sale of liquor during such hours as the Management Committee shall from time to time determine and as permitted under the Liquor Act.
- (3) The maximum number of guests per Member per day for the purposes of section 48(4)(b) of the Act is one (1) .

55. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

- (1) The Club may cease its activities and have its incorporation cancelled in accordance with the Act if members resolve by special resolution that the Club will:
 - a) apply to the Commissioner for cancellation of its incorporation; or
 - b) appoint a liquidator to wind up its affairs.
- (2) The Club must be wound up under section 24(1) of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.
- (3) If upon the dissolution or winding up of the Club, any property of the Club remains after satisfaction of the debts and liabilities of the club and the costs, charges and expenses of that winding up, that property must only be distributed to one or more of the following:
 - a) an incorporated association under the Act;
 - b) a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;

- c) a company limited by guarantee that is registered as mentioned in section 150 of the *Corporations Act 2001 (Cwth)*;
- d) a company holding a licence that continues in force under section 151 of the *Corporations Act 2001(Cwth)*;
- e) a body corporate that:
 - i. is a Member or former member of the Club; and
 - ii. at the time of the Surplus Property is distributed, has rules that prevent the property being distributed to its members;
- f) a trustee for a body corporate referred to in rule 55.3(e); or
- g) a co-operative registered under the *Co-operatives Act 2009* that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.

References

Department of Sport and Recreation WA, Developing Your Constitution, Department of Sport and Recreation, WA, viewed 3 March 2006,

<http://www.dsr.wa.gov.au/ClubCD/RunCD/getstart/getst02.htm>

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Revisions

Revision 0 – Lodged in the Office of the Commissioner for Consumer Protection on the 2nd November 2010

Revision 1 – this document.