



**MOUNTAINS
LAWYERS**
LEGAL SOLUTIONS

Constitution

of

Rockingham Basketball and Recreation Association Incorporated

(ABN 77 837 720 850)

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1. Definitions

Terms used in the Associations Incorporation Act

- 1.1 In this constitution, subject to clauses 1.2 and unless the context requires otherwise, terms used in any provision of this constitution that deals with a matter that is dealt with by a particular section of the Association Incorporation Act have the same meanings as in that section of the Associations Incorporation Act.

Specific definitions

- 1.2 The following definitions apply in this constitution:

Act means the *Associations Incorporation Act 2015*;

Associate Member means a member with the rights referred to in clause 8.23

Association means the incorporated association to which this constitution ('rules') apply, referred to in these rules as the Association;

Board means the Members elected to the Board, acting as a board for the management of the Association in accordance with the Act and this constitution.

Board Member means a Member elected to the Board of the Association from time to time and, unless the context requires otherwise, includes an Alternate Board Member.

books, means the records or documents of the Association, including, but not limited to 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 (other than a Saturday, Sunday or public holiday) when banks in the state or territory in which the Company's principal place of business is located are open for business.

By laws means by-laws made by the Association under clause 22.

Claim means any claim, complaint, demand, proceeding, suit, litigation, action, cause of action or other legal recourse (whether in contract, tort, under statute or otherwise).

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

Department means the government department with responsibility for administering the Associations Incorporation Act (2015).

Financial records has the meaning 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 Association required under Part 5 Division 3 of the Act;

financial year, of the Association, has the meaning given in clause 20.1;

General Manager means a person who is appointed as General Manager of the Association by the Board and on the terms laid down by the Board.

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

Governmental Agency means any government or governmental, semi-governmental, administrative, fiscal or judicial body, department, commission, authority, tribunal, agency or entity whether foreign, federal, state, territorial or local.

Grievance procedure means the dispute resolution procedures set out in clause 10.

Liability includes a present, prospective, future or contingent liability.

Local Government Authority means a local government established under the Local Government Act (1995).

Member means a person (including a body corporate) who is an ordinary member or an associate member of the Association.

Non-delegable duty means a duty imposed on the Board, or any particular officeholder, by the Act or another written law.

Ordinary Board Member means a person who is a Board Member but is not an office holder of the Association.

Ordinary Member means a person (including a body corporate) who is an ordinary member of the Association with the rights referred to in 8.22.

Poll means voting conducted in written form (as opposed to a show of hands).

President means the board member appointed by the Board to hold the office of president of the Association in accordance with clause 12 and, unless the context requires otherwise, includes any acting president of the Association.

Region means the geographical area comprising the districts of gazetted regions of the Cities of Kwinana, Rockingham and surrounds as determined by the Board.

Register means the register of members of the Association kept by the Association in accordance with section 53 of the Act.

Registered Office means the registered office of the Association.

Related Association or Body Corporate has the meaning given to the term “related body corporate” in the Corporations Act.

Rules means the provisions, terms, or ‘rules’ of the Association for the time being and as amended from time to time in accordance with this constitution.

Secretary means the board member appointed by the Board to hold the office of secretary of the Association in accordance with clause 12 and, unless the context requires otherwise, includes any acting secretary of the Association.

Special general meeting means a general meeting of the Association other than the annual general meeting.

Special Resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act.

treasurer means the board member appointed by the Board to hold the office of treasurer of the Association in accordance with clause 12 and, unless the context requires otherwise, includes any acting treasurer of the Association.

Vice-president means the board member appointed by the Board to hold the office of vice-president of the Association in accordance with clause 12 and, unless the context requires otherwise, includes any acting vice-president of the Association.

2. Interpretation

2.1 The following rules of interpretation apply in this constitution:

- (a) headings in this constitution are for convenience only and do not affect its interpretation or construction;
- (b) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
- (c) references to recitals, clauses, subclauses, paragraphs, annexures or schedules are references to recitals, clauses, subclauses, paragraphs, annexures and schedules of or to this constitution;
- (d) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it;
- (e) a reference to a law includes any regulations and instruments made under that law;
- (f) an expression importing a natural person includes any individual, corporation or other body corporate, partnership, trust or association and any Governmental Agency and that person's personal representatives, successors, permitted assigns, substitutes, executors and administrators;
- (g) a reference to writing includes any communication sent by post, facsimile or email;

- (h) a reference to time refers to time in the state or territory in which the Company's principal place of business is situated, and time is of the essence;
- (i) the meaning of general words is not limited by specific examples introduced by "*include*", "*includes*", "*including*", "*for example*", "*in particular*", "*such as*" or similar expressions;
- (j) a reference to any thing is a reference to the whole and each part of it;
- (k) a reference to a group of persons is a reference to all of them collectively and to each of them individually; and
- (l) unless the context requires otherwise:
 - (i) words in the singular include the plural and vice versa; and
 - (ii) a reference to one gender includes a reference to the other genders.

3. Association

- 3.1 The name of the association is, "Rockingham Basketball and Recreation Association Incorporated" trading as The Rockingham Flames.
- 3.2 The Association colours are red PM6186C; Black and white, or as amended from time to time by a resolution of the AGM.
- 3.3 The Association logo shall be the logo(s) at Annexure C or as amended from time to time by a resolution of the AGM.

4. Affiliation

The Association shall be affiliated with:

- (a) Basketball WA;
- (b) NBL 1;
- (c) RKCC; and
- (d) Any other corporations or associations that align with the Associations' goals or objectives as agreed by the board from time to time.

5. Objects

The Objects of the Association are:

- (a) To provide recreational and sporting facilities for the betterment of members;
- (b) to further the objects of the association;
- (c) To promote further interest in basketball and sports generally in the City of Rockingham, the City of Kwinana and the Rockingham region generally;
- (d) Conduct and govern recreational activities and competitions in the Rockingham region;

- (e) To amalgamate, cooperate, or affiliate with any Association, society or other body having objects wholly or partly similar to those of the associations;
- (f) To provide for participation of basketball teams representative of the region in competitions at local, state, or national level; and
- (g) To act either alone or with other individuals, bodies, associations, organisations, or business, for the betterment of sport and recreation.

6. Structure

- 6.1 The Association is an autonomous body governed by its members, led through an elected and delegated Board, and managed by the Staff Team.
- 6.2 Leadership shall consist of the Board and the General Manager, together with staff.

7. Powers of Association

- 7.1 The powers conferred on the Association are such that the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:
 - (a) Acquire, hold, deal with, and dispose of any real or personal property,
 - (b) Open and operate bank accounts;
 - (c) Invest its money or interests:
 - i. In any security in which trust monies may lawfully be invested, or
 - ii. In any manner authorised by the rules of the Association;
 - (d) Borrow money upon such terms and conditions as the Association thinks fit;
 - (e) Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
 - (f) Appoint agents to transact any business of the Association on its behalf;
 - (g) Enter into any other contract it considers necessary or desirable,
 - (h) May act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association
 - (i) May commission and publish feasibility studies and research;
 - (j) May affiliate with bodies whose objectives are similar or conducive to the attainment of its objectives, and
 - (k) May undertake project activity including developing and managing infrastructure and facilities

8. Membership

Eligibility

- 8.1 Any individual who supports the objects and purposes of the Association.
- 8.2 An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

Applying for Memberships

- 8.3 A person who wants to become an Ordinary Member or Associate Member must apply in writing to the Association by completing the application form appropriate to the type of membership sought (Annexure B), or such form as approved by the Board and accepted by the Association from time to time, and provide that form to the address or person identified as detailed on the form.
- 8.4 The application must include a members relevant identifying information and current contact details.
- 8.5 The application must be signed by the applicant.
- 8.6 The applicant must, utilise the correct form, and regardless of form, specify in the application the class of membership to which the application relates.
- 8.7 A person who wants to become a seasonal playing member must register via the application form or registration tool utilised by the Association.

Dealing with membership applications

- 8.8 The Board, or appointed delegate, must consider each application for Ordinary or Associate membership of the Association under clause 8.3, and decide whether to accept or reject the application.
- 8.9 Subject to clause 8.10, the board, or appointed delegate, must consider applications in the order in which they are received by the Association.
- 8.10 The Board, or appointed delegate, may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- 8.11 The Board must not accept an application unless the applicant:
 - (a) is eligible in accordance with clause 8.1 and 8.2; and
 - (b) has applied in accordance with clauses 8.3 – 8.6, or 8.7.
- 8.12 The Board may reject an application even if the applicant:
 - (a) is eligible under clause 8.1 and 8.2; and
 - (b) has applied in accordance with clauses 8.3 – 8.6, or 8.7.
- 8.13 The board may elect to admit or reject any applicant in its absolute discretion.

- 8.14 The board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.
- 8.15 If the Board rejects the application, the board is not required to give the applicant its reasons for doing so.

Becoming a Member

- 8.16 An applicant for membership of the Association becomes a members when:
- (a) The Board, or appointed delegate, accepts the application; and
 - (b) The applicant pays any membership fees payable to the Association clause 8.44.

Classes of Membership

- 8.17 The Association consists of ordinary members and any associate members provided for in accordance with clause 8.18.
- 8.18 The Association may have any class of ordinary membership or associate membership approved by resolution at a general meeting.
- 8.19 An individual who has not reached the age of 18 years is only eligible to be an associate member under the appropriate class of associate membership.
- 8.20 An individual who is a member only in their capacity as a registered seasonal player is only eligible to be an associate member.
- 8.21 A person can only belong to one class or ordinary membership or associate membership.
- 8.22 An ordinary member has full voting rights and any other rights conferred on their class of ordinary membership by these rules or approved by resolution at a general meeting or determined by the Board.
- 8.23 An associate member has the rights referred to in 8.22 other than full voting rights.
- 8.24 The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

Register of Members

- 8.25 The Secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- 8.26 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.
- 8.27 The register of members must be kept at the Association's office, or at another place determined by the Board.
- 8.28 A member who wishes to inspect the register of members, they must contact the Secretary or delegated person to make the necessary arrangements.

- 8.29 If:
- 8.30 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
- 8.31 A member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members.
- 8.32 The Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

Privileges and Obligations

- 8.33 Members of the Association shall have the rights and privileges of membership relevant to their class or nature of membership including:
- (a) The right to attend and vote (if applicable) at all general meetings of the Association;
 - (b) The right to attend to nominate for and participate in the election of the Executive Board;
 - (c) The obligation to uphold and further the values and objects of the Association.

Life Membership

- 8.34 Life membership is a form of associate membership, which may be granted to any member who has rendered distinguished service to the Association over a considerable period of time (generally considered greater than ten years).
- 8.35 For service to be considered as distinguished it must be both a sustained and conspicuous contribution. Additionally, the member should have serviced the Association in a position on the Board, or any other designated Board of the Association, or the member should have represented the Association at a high level in accordance with the Association objects.
- 8.36 Life members of the Association will be elected in the following manner:
- (a) Any suitable candidates (or their nominating sponsor) may submit a nomination to the Board including details of the following items:
 - i. All relevant awards and achievements;
 - ii. Relevant experience and service to the Association; and
 - iii. Outstanding achievements with the Association;
 - (b) The Board will consider any nomination for life membership of the Association and decide whether to accept or reject the nomination; and
 - (c) If a nomination is accepted by the Board, the nomination shall be proposed at the next Annual General Meeting and subject to a vote by simple resolution to accept or reject the nomination; or

- (d) Any player member who has played 250 SBL or NBL1 games for the Association shall automatically be accepted as a Life Member.

When Membership Ceases

- 8.37 An individual, corporate body, association, or government body cease to be a member when any of the following takes place:
- (a) for a member who is an individual, the individual dies;
 - (b) for a member who is a body corporate, the body corporate is wound up;
 - (c) the member resigns from the Association in accordance with clause 8.39;
 - (d) the member is expelled from the Association in accordance with clause 9;
 - (e) the member ceases to be a member in accordance with clause 8.47.
- 8.38 The secretary, or delegate 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.

Resignation

- 8.39 A member may resign from membership of the Association by giving written notice of the resignation to the secretary, or delegate.
- 8.40 The resignation takes effect:
- (a) when the secretary, or delegate receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.
- 8.41 A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the **owed amount**) at the time of resignation.
- 8.42 The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

Rights Not Transferrable

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

Membership Fees

- 8.44 The board must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.
- 8.45 The fees determined under clause 8.44 may be different for different classes of membership.
- 8.46 A member must pay the annual membership fee to the treasurer, or another person authorised by the Board to accept payments, by the date (the **due date**) determined by the Board.

- 8.47 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.
- 8.48 If a person who has ceased to be a member clause 8.47 offers to pay the annual membership fee after the period referred to in that clause has expired:
- (a) The Board may, at its discretion, accept that payment; and
 - (b) If the payment is accepted, the person's membership is reinstated.
 - (c) If the payment is received less than 6 months from the due date, the membership will continue as per the members enrolment date, and re-instated as a member with no penalty; and
 - (d) If the payment is received more than 6 months from the due date, the membership will be reinstated from the 1st of the next calendar month and re-instated as a member with an additional administration fee as determined by the Board at the time.

9. Disciplinary Action

Suspension or expulsion

- 9.1 The Board may decide to suspend a member's membership or to expel a member from the Association if:
- (a) The member contravenes any of these rules;
 - (b) The member fails to comply with their obligation to further the objects of the Association;
 - (c) The member acts detrimentally to the interests of the Association; or
 - (d) The Board, acting reasonably, assess that it is in the best interest of the Association.

The secretary, or delegate, must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.

- 9.2 The notice under clause 9.1 must state:
- (a) when and where the Board meeting is to be held;
 - (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 Board about the proposed suspension or expulsion.
- 9.3 At the board meeting, the board 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 Board about the proposed suspension or expulsion;

- (b) Give due consideration to any submissions so made; and
 - (c) Decide:
 - iii. Whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - iv. whether or not to expel the member from the Association.
- 9.4 A decision of the Board to suspend the member's membership or to expel the member from the Association takes immediate effect .
- 9.5 The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- 9.6 A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision in accordance with clause 9.5, give written notice to the secretary, or delegate, requesting the appointment of a mediator under clause 11.
- 9.7 If notice is given clause 9.6, the member who gives the notice and the Board are the parties to the mediation.

Consequences of suspension

- 9.8 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 Association.
- 9.9 When a member's membership is suspended, the secretary, or delegate 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.
- 9.10 When the period of the suspension ends, the secretary, or delegate must record in the register of members that the member's membership is no longer suspended.

10. Dispute Resolution

Terms Used

- 10.1 For the purpose of this clause 10 these terms have the following definition:
- (a) **party to a dispute** includes a person:
 - i. who is a party to the dispute; and
 - ii. who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

Application

10.2 The grievance procedure set out in by these rules applies to disputes:

- (a) between members of the Association; or
- (b) between one or more members and the Association

Parties to attempt to resolve dispute

10.3 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.

Grievance procedure

10.4 If The parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 10.3, any party to the dispute may start the grievance procedure by giving written notice to the Secretary or delegate of:

- (a) the parties to the dispute; and
- (b) the matters that are the subject of the dispute.

10.5 Within 28 days after the secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.

10.6 The secretary, or delegate must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

10.7 The notice given to each party to the dispute must state:

- (a) when and where the Board 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 Board about the dispute.

10.8 If:

- (a) the dispute is between one or more members and the Association; and
- (b) any party to the dispute gives written notice to the secretary, or delegate stating that the party:
 - v. does not agree to the dispute being determined by the Board; and
 - vi. requests the appointment of a mediator under clause 11,
 - vii. the Board must not determine the dispute.

Determination of Dispute

10.9 The Board shall hold a meeting for the purpose of considering and determining the dispute (Determinative Meeting).

10.10 At the Determinative Meeting the Board shall:

- (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 Board about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- 10.11 The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- 10.12 A party to the dispute may, within 14 days after receiving notice of the Board's determination under clause 10.10(c), give written notice to the secretary, or delegate requesting the appointment of a mediator under clause 11.
- 10.13 If notice is given under clause 10.12, each party to the dispute is a party to the mediation.

11. Mediation

- 11.1 If written notice has been given to the secretary, or delegate requesting the appointment of a mediator:
- (a) by a member under clause 9.6; or
 - (b) by a party to a dispute under clause 10.8 or 10.12,
- the Association, or parties as appropriate, shall apply the mediation process set out in this clause 11.

Appointment of mediator

- 11.2 The mediator must be a person chosen:
- (a) if the appointment of a mediator was requested by a member under 9.6 by agreement between the Member and the Board; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under clause 10.8 or 10.12 by agreement between the parties to the dispute.
- 11.3 If there is no agreement for the purposes of clause 11.2, then, subject to clause 11.3 and 11.4, the Board must appoint the mediator.
- 11.4 The person appointed as mediator by the Board 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 clause 9.6; or
 - (b) a party to a dispute under clause 10.8; or
 - (c) a party to a dispute under clause 10.12 and the dispute is between one or more members and the Association.

11.5 The person appointed as mediator by the Board 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.

Mediation process

11.6 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

11.7 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.

11.8 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.

11.9 The mediator cannot determine the matter that is the subject of the mediation.

11.10 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.

11.11 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

Revocation of earlier determination

11.12 If:

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under clause 9.6; 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 Board meeting or general meeting during the period of suspension or expulsion.

12. The Board

Purpose

12.1 The Board members are the persons who, as the management body of the Association, have the power to manage the affairs of the Association.

- 12.2 Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- 12.3 The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

Composition

- 12.4 The Board members consist of:
- (a) the office holders of the Association; and
 - (b) at least one ordinary Board member.
- 12.5 The Board will consist of no less than eight (8) persons, and no more than twelve (12) persons all of whom have been financial members of the association prior to the election and during the Annual General Meeting.
- 12.6 The following are the office holders of the Association:
- (a) the president;
 - (b) the vice-president;
 - (c) the secretary;
 - (d) the treasurer.
- 12.7 A person may be a Board member if the person is:
- (a) an individual who has reached 18 years of age; and
 - (b) an ordinary member.
- 12.8 A person must not hold 2 or more of the offices mentioned in clause 12.6 at the same time.
- 12.9 A person must not hold the same office for in excess of 4 consecutive terms.
- 12.10 A person is prohibited from sitting on the Board of the Association (without prior approval from the Commissioner) if they:
- (a) Are an undischarged bankrupt or their affairs are under insolvency laws;
 - (b) Have, in the 12 years prior to applying to the Board, been convicted on an offence in connection with the promotion, formation or management of a body corporate;
 - (c) Have, in the 12 years prior to applying to the Board, been convicted of an offence involving fraud or dishonesty punishable on conviction by at least three months or more imprisonment; or
 - (d) Have been convicted of an offence under Division 3 (the duties of officers' provisions) or section 127 (the duty with respect to incurring debt) of the Act.
- 12.11 A member becomes a Board member if the member:
- (a) is elected to the Board at a general meeting; or

- (b) is appointed to the Board by the Board to fill a casual vacancy under clause 12.44.

Nomination of Board Members

- 12.12 At least 42 days before an annual general meeting, the secretary, or delegate must send written notice to all the members:
 - (a) calling for nominations for election to the Board; and
 - (b) stating the date by which nominations must be received by the secretary, or delegate to comply with 12.15.
- 12.13 A member who wishes to be considered for election to the Board must have been a financial member of the Association.
- 12.14 A member who wishes to be considered for election to the Board at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary, or delegate, at least 28 days before the annual general meeting.
- 12.15 The written notice must include a statement by another member in support of the nomination.
- 12.16 A member may nominate for one specified position of office holder of the Association or to be an ordinary Board member.
- 12.17 A member whose nomination does not comply with this rule is not eligible for election to the Board unless the member is nominated under clause 12.19 or 12.26(b).

Election of office holders

- 12.18 At the annual general meeting, a separate election must be held for each position of office holder of the Association.
- 12.19 If there is no nomination for a position, the president of the meeting may call for nominations from the ordinary members at the meeting.
- 12.20 If only one member has nominated for a position, the president of the meeting must declare the Member elected to the position.
- 12.21 If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the Board to decide who is to be elected to the position.
- 12.22 Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- 12.23 A member who has nominated for the position may vote for himself or herself.
- 12.24 On the member's election, the new president of the Association may take over as the president of the meeting.

Election of ordinary Board Members

- 12.25 If the number of members nominating for the position of ordinary Board 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 ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).

12.26 If :

- (a) the number of members nominating for the position of ordinary Board member is greater than the number to be elected; or
- (b) the number of members nominating this clause 12.26(b) is greater than the number of positions remaining unfilled, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the Board to decide the members who are to be elected to the position of ordinary Board member.

12.27 A member who has nominated for the position of ordinary Board member may vote in accordance with that nomination.

Term of office

12.28 The term of office of a Board member begins when the member:

- (a) is elected at an annual general meeting or under clause 12.39(b); or
- (b) is appointed to fill a casual vacancy under clause 12.44.

12.29 Subject to clause 12.42, a Board member holds office until their position(s) on the Board are declared vacant at the second annual general meeting following their election.

12.30 At each annual general meeting, one half of the members of the Board shall retire from office, so that the maximum term of office before the re-election for any Board members is two (2) years.

12.31 To ensure continuity of management of the Association, not more than one-half of the board members shall retire from office at any one annual general meeting.

12.32 A retired Board member may be re-elected.

12.33 A retired office bearer may be re-elected to the same position, except no person shall hold the any office for more than four (4) terms consecutively, except by authority of a resolution passed by the members of the Association.

12.34 In the event that the president shall not serve out their full term, the vice- president shall succeed to the unexpired reminder thereof, until the next annual general meeting

12.35 In the event that any other Board member shall be unable to serve out their full term, the Board shall appoint an interim successor until the next general meeting. Any contingency resulting from the vacating of an office, which is not otherwise included in this rule, shall be dealt with by the Board, until the next annual general meeting.

Resignation and removal from office

12.36 A Board member may resign from the Board by written notice given to the secretary, or delegate, or, if the resigning member is the secretary, given to the president.

12.37 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.

12.38 At a general meeting, the Association may by resolution:

- (a) remove a Board member from office; and
- (b) elect a member who is eligible under 12.7-12.10 to fill the vacant position.

12.39 A Board member who is the subject of a proposed resolution under clause 12.38(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.

12.40 The secretary or president may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.

Cessation of Board Membership

12.41 A person ceases to be a Board member if the person:

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the Board or is removed from office under clause 12.37 – 12.39; or
- (c) becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act;
- (d) becomes permanently unable to act as a Board member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

12.42 When a person ceases to be a member of the Association's Board they must, as soon as practicable after their membership ceases, deliver to a continuing member of the Board all relevant documents, records, or information they hold belonging to the Association, or pertaining to the Association's affairs, or management thereof.

Casual vacancies

12.43 The Board may appoint a member who is eligible under clause 12.7-12.10 to fill a position on the Board that —

- (a) has become vacant under clause 12.42; or
- (b) was not filled by election at the most recent annual general meeting or under clause 12.39(b).

12.44 If the position of secretary becomes vacant, the Board must appoint a member who is eligible under 12.7-12.10 to fill the position within 14 days after the vacancy arises.

- 12.45 Subject to the requirement for a quorum under clause 19, the Board may continue to act despite any vacancy in its membership
- 12.46 If there are fewer Board members than required for a quorum under clause 19, the Board may act only for the purpose of:
- (a) appointing Board members under this rule; or
 - (b) convening a general meeting.

Validity of Acts

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

Payment to Board members

- 12.48 Board of Management members are voluntary positions, however any payment to Board of Management Members for reasonable out of pocket expenses for approved business activities may be authorised by a resolution of the Association.

13. Duties of the Board

- 13.1 An officer of the Association must exercise his or her powers and discharge his or her duties:
- (a) In good faith in the best interests of the Association;
 - (b) For the purpose of furthering the objects of the Association;
 - (c) with due care and diligence having particular regard to their office and the duties and obligations of that office; and
 - (d) for a proper purpose.
- 13.2 Board members must actively engage in the role on the Board of the Associations including:
- (a) Regularly attending Association events;
 - (b) Promoting or furthering the interests and objects of the Association; and
 - (c) Attending not less than 70 per cent of Board Meetings (whether in person or electronically).
- 13.3 An officer of the Association must not improperly use his or her powers or position to:
- (a) Gain an advantage for the officer or another person;
 - (b) Cause detriment to the Association; or
 - (c) for an improper purpose.

President and Vice President

- 13.4 It is the duty of the president to consult with the Secretary, or delegate regarding the business to be conducted at each Board meeting and general meeting.

13.5 The president has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules.

13.6 In the event of the absence of the President from a Board meeting or General meeting the Vice President will convene and preside.

Secretary

13.7 The Secretary has the following duties:

- (a) Ensure that the appointed General Manager maintains the following duties:
 - (i) dealing with the Association's correspondence;
 - (ii) consulting with the president regarding the business to be conducted at each Board meeting and general meeting;
 - (iii) preparing the notices required for meetings and for the business to be conducted at meetings;
 - (iv) unless another member is authorised by the Board to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
 - (v) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
 - (vi) unless another member is authorised by the Board to do so, maintaining on behalf of the Association a record of Board members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
 - (vii) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
 - (viii) maintaining full and accurate minutes of Board meetings and general meetings;
 - (ix) carrying out any other duty given to the secretary under these rules or by the Board.
- (b) Aid the General Manager to develop such documents as required by the Board.

Treasurer

13.8 The treasurer has the following duties:

- (a) Ensure that the appointed General Manager maintains the following duties:
 - (i) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;

- (ii) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- (iii) ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time;
- (iv) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (v) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (vi) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (vii) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (viii) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (ix) carrying out any other duty given to the treasurer under these rules or by the Board.

Staff

- 13.9 The General Manager may appoint suitably qualified applicants to be responsible for carrying out required roles as identified and defined by the Board. Any person so appointed shall be a member of the Association's Staff and shall be responsible to the General Manager for efficient discharge of their duties.
- 13.10 Positions identified by the Board, as amended from time to time, and which may include, but is not limited to:
- (a) Operations Manager;
 - (b) Media manager;
 - (c) Sponsorship liaison;
 - (d) Member liaison;
 - (e) High performance manager;
 - (f) Competitions and administration manager;
 - (g) Coach;
 - (h) Book keeper;

Shall be referred to as the Staff Team. No person shall appoint or dismiss any Staff Team members without the prior approval of the Board.

- 13.11 The terms and conditions of employment of staff shall be determined by the Board and General Manager in accordance with the stated policies of the Board, proper regulatory and legislative requirements and industry best practice.
- 13.12 The Board shall consider and determine all employment matters in the best interests of the Association, and with specific consideration to minimising risk or detriment to the Association.

14. Convening Board Meetings

Convening a meeting of the Board

- 14.1 The Board must meet at least 10 times in each year on the dates and at the times and places determined by the Board.
- 14.2 The date, time and place of the first Board meeting must be determined by the Board members as soon as practicable after the annual general meeting at which the Board members are elected.
- 14.3 Special Board meetings may be convened by the president or any two (2) Board members.

Notice of meeting

- 14.4 Notice of a meeting of the Board must be given in accordance with this constitution and the Act.
- 14.5 Notice of each Board meeting must be given to each Board member at least 48 hours before the time of the meeting.
- 14.6 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.
- 14.7 Unless 14.6 applies, the only business that may be conducted at the meeting is the business described in the notice.
- 14.8 Urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.

Calculation of period of notice

- 14.9 In computing the period of notice under clause 14.4, both the day on which the notice is given (or taken to be given) and the day of the relevant meeting are to be disregarded.

Notice of cancellation, postponement or change of place

- 14.10 Where a meeting the Board is convened, the Board may, by notice, cancel the meeting, postpone the holding of the meeting to a later date and time determined by it, or change the place for the meeting. Such notice must:
- (a) state the reason for cancellation, postponement or change of place;
 - (b) specify:
 - (i) the date and time for the holding of the postponed meeting; and

- (ii) a place for the holding of the postponed meeting and, if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner; and
- (c) be given to each Board member individually and to each other person entitled to be given notice of a meeting of the Board.

Expiration of appointment of proxy, attorney or Representative

14.11 Where, by the terms of an instrument appointing a proxy or attorney or an appointment of a Representative, the appointed person is authorised to attend and vote at a meeting of the Board and:

- (a) the appointment will expire on or before a specified date; and
- (b) the meeting is postponed to a date that is later than that specified date,

then that later date is deemed to be substituted for, and applies to the exclusion of, that specified date.

Non-receipt of notice

14.12 The non-receipt of a notice under clause 14.4 or 14.10 by, or the accidental omission to give such a notice to, a person entitled to receive such notice does not invalidate any resolution passed at the relevant meeting.

15. Meetings of the Board

Conduct of Board meetings

15.1 The President, or in the absence of the President, the Vice President, must preside as chairperson of a meeting of the Board, and:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at it;
- (b) may require the adoption of any procedure which is, in the president's opinion, necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the meeting; and
- (c) may terminate discussion or debate on any matter whenever the president considers it necessary or desirable for the proper conduct of the meeting.

15.2 If the president and vice-president are absent or are unwilling to act as president of a meeting, the Board members at the meeting must choose one of them to act as president of the meeting.

15.3 The procedure to be followed at a Board meeting must be determined from time to time by the Board.

15.4 The order of business at a Board meeting may be determined by the Board members at the meeting.

15.5 A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board.

- 15.6 A person invited under clause 15.5 to attend a Board 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 Board to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

Voting at Board meetings

- 15.7 Each Board member present at a Board meeting has one vote on any question arising at the meeting.
- 15.8 A motion is carried if a majority of the Board members present at the Board meeting vote in favour of the motion.
- 15.9 If the votes are divided equally on a question, the president of the meeting has a second or casting vote.
- 15.10 A vote may take place by the Board members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.
- 15.11 If a secret ballot is needed, the president of the meeting must decide how the ballot is to be conducted

Minutes of Board meetings

- 15.12 The Board must ensure that minutes are taken and kept of each Board meeting.
- 15.13 The minutes must record the following:
- (a) the names of the Board members present at the meeting;
 - (b) the name of any person attending the meeting under clause 15.5;
 - (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.
- 15.14 The minutes of a Board meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- 15.15 The president must ensure that the minutes of a Board meeting are reviewed and signed as correct by:
- (a) the president of the meeting; or
 - (b) the president of the next Board meeting.
- 15.16 When the minutes of a Board meeting have been signed as correct, they are, until the contrary is proved, evidence that:
- (a) the meeting to which the minutes relate was duly convened and held; and

- (b) the matters recorded as having taken place at the meeting took place as recorded; and
- (c) any appointment purportedly made at the meeting was validly made.

Circulating Board resolutions

15.17 The Board may pass a resolution without a meeting of the Board being held if all of the Board Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Board members if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Board member signs.

16. Subcommittees and subsidiary offices

- 16.1 To help the Board in the conduct of the Association's business, the Board 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.
- 16.2 A subcommittee may consist of the number of people, whether or not members, that the Board considers appropriate.
- 16.3 A person may be appointed to a subsidiary office whether or not the person is a member.
- 16.4 Subject to any directions given by the Board:
- (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.

Delegation to subcommittees and holders of subsidiary offices

- 16.5 The Board may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than:
- (a) the power to delegate; and
 - (b) a non-delegable duty.
- 16.6 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.
- 16.7 The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- 16.8 The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- 16.9 Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.

16.10 The Board may, in writing, amend or revoke the delegation.

17. General Meetings of Association

Annual general meeting

17.1 The Board must determine the date, time and place of the annual general meeting each year.

17.2 If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the secretary, or delegate, 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.

17.3 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 Board's annual report on the Association's activities during the preceding financial year; and
 - (ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
 - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
- (c) to elect the office holders of the Association and other Board members;
- (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
- (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.

17.4 Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

Special General Meeting

17.5 The Board may convene a special general meeting.

17.6 The Board must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.

17.7 The members requiring a special general meeting to be convened must:

- (a) make the requirement by written notice given to the secretary, or delegate; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- 17.8 The special general meeting must be convened within 28 days after notice is given under clause 17.7(a).
- 17.9 If the Board 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.
- 17.10 A special general meeting convened by members under clause 17.9:
- (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.

Notice of general meetings

- 17.11 The secretary, or delegate, or, in the case of a special general meeting convened under rule 17.9 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.
- 17.12 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 Board under clause 12.19; 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 clause 17.19.

Proxies

- 17.13 Subject to clause 17.14, an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- 17.14 An ordinary member may be appointed the proxy for not more than 1 other member.

- 17.15 The appointment of a proxy must be in writing and signed by the member making the appointment.
- 17.16 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- 17.17 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.
- 17.18 If the Board 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.
- 17.19 Notice of a general meeting given to an ordinary member under 17.11 and 17.12 must:
- (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- 17.20 A form appointing a proxy must be given to the secretary, or delegate, before the commencement of the general meeting for which the proxy is appointed.
- 17.21 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

18. Conduct of general meetings

- 18.1 The president or, in the president's absence, the vice-president must preside as president of each general meeting.
- 18.2 If the president and vice-president are absent or are unwilling to act as president of a general meeting, the Board members at the meeting must choose one of them to act as president of the meeting.
- 18.3 No business is to be conducted at a general meeting unless a quorum is present.
- 18.4 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.
- 18.5 If:

- (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under clause 18.4(b); and
 - (b) at least 2 ordinary members are present at the meeting,
- those members present are taken to constitute a quorum.

Adjournment of general meeting

- 18.6 The president of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 18.7 Without limiting clause 18.6, 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.
- 18.8 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 18.9 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 17.11 and 17.12.

Voting at general meeting

- 18.10 On any question arising at a general meeting:
- (a) subject to clause 18.15, each ordinary member has one vote unless the member may also vote on behalf of a body corporate under clause 18.11; and
 - (b) ordinary members may vote personally or by proxy.
- 18.11 An ordinary member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- 18.12 A copy of the document by which the appointment is made must be given to the secretary, or delegate, before any general meeting to which the appointment applies.
- 18.13 The appointment has effect until:
- (a) the end of any general meeting to which the appointment applies; or
 - (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the secretary, or delegate.
- 18.14 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.
- 18.15 If votes are divided equally on a question, the president of the meeting has a second or casting vote.

- 18.16 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.
- 18.17 For a person to be eligible to vote at a general meeting as an ordinary member, or on behalf of an ordinary member that is a body corporate under clause 18.11, the ordinary member:
- (a) must have been an ordinary member at the time notice of the meeting was given under clause 17.11 and 17.12; and
 - (b) must have paid any fee or other money payable to the Association by the member.

When special resolutions are required

- 18.18 A special resolution is required if it is proposed at a general meeting:
- (a) to affiliate the Association 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.
- 18.19 Clause 18.18 does not limit the matters in relation to which a special resolution may be proposed.

Determining whether resolution carried

- 18.20 Subject to clause 18.22, 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.
- 18.21 If the resolution is a special resolution, the declaration under clause 18.20 must identify the resolution as a special resolution.
- 18.22 If a poll is demanded on any question by the president 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 president;
 - (b) the president must declare the determination of the resolution on the basis of the poll.
- 18.23 If a poll is demanded on the election of the president or on a question of an adjournment, the poll must be taken immediately.
- 18.24 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 president.
- 18.25 A declaration under clause 18.20 or 18.22 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.

Minutes of general meeting

- 18.26 The secretary, or a person authorised by the Board, must take and keep minutes of each general meeting.
- 18.27 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 18.28 In addition, the minutes of each annual general meeting must record:
- (a) the names of the ordinary members attending the meeting; and
 - (b) any proxy forms given to the president of the meeting under clause 17.20; and
 - (c) the financial statements or financial report presented at the meeting, as referred to in clause 18.4(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 clause 18.4(b)(iv).
- 18.29 The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- 18.30 The president must ensure that the minutes of a general meeting are reviewed and signed as correct by:
- (a) the president of the meeting; or
 - (b) the president of the next general meeting.
- 18.31 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.

19. Quorum

Number for a quorum

- 19.1 Subject to clause 19.2, the quorum for: :
- (a) a meeting of the Board is fifty (50) per cent plus 1;
 - (b) a General Meeting is twenty (20) members;
 - (c) a Special General Meeting is fifty (50) per cent of members;
 - (d) Sub Committee Meeting is fifty percent (50%) plus one (1) sub committee member.
- 19.2 For the purposes of clause 19.1, in determining whether a quorum is present, each individual attending as a proxy, attorney or Representative is to be counted, except that, where:

- (a) a member has appointed more than one proxy, attorney or Representative, only one is to be counted; and
- (b) an individual is attending both as a member and as a proxy, attorney or Representative, that individual is to be counted only once.

Requirement for a quorum

19.3 An item of business may not be transacted at a meeting of the Board unless a quorum is present when the meeting proceeds to consider it.

If quorum not present

- 19.4 If a meeting is not quorate within 15 minutes after its scheduled commencement time, the meeting:
- (a) In the case of a Special Meeting, the meeting lapses; and
 - (b) in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Board determines.

Use of technology at meetings

- 19.5 The presence of a member at a Board meeting or general meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 19.6 A member who participates in a meeting as allowed under clause 19.5 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.

20. Financial Matters

Financial year

20.1 Each Financial Year of the Association is the period of 12 months commencing on 1st January and ending on 31st December, or the period notified to the Commissioner under section 7(4)(e) or, if relevant, section 29(5)(e) of the Act.

Not-for-profit

- 20.2 The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- 20.3 A payment may be made to a member out of the funds of the Association only if it is authorised under clause 20.4.
- 20.4 A payment to a member out of the funds of the Association is authorised if it is:
- (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or

- (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
- (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
- (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

Source of funds

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

Control of funds

20.6 The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.

20.7 Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.

20.8 The Board may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

20.9 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:

- (a) 2 Board members; or
- (b) one Board member and a person authorised by the Board.

20.10 All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

Financial statements and financial reports

20.11 For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.

20.12 Without limiting clause 20.11, 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.

21. Records

21.1 The Association shall keep proper records and minutes of all proceedings and dealings of the Association.

Custody of records

21.2 Subject to clause 21.3, the books and any securities of the Association must be kept in the Secretary's custody or under the secretary's control.

21.3 The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in Secretary's custody or under the treasurer's control.

21.4 Clauses 21.2 and 21.3 have effect except as otherwise decided by the Board.

21.5 The books of the Association must be retained for at least 7 years.

Record of office holders

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

Inspection of records and documents

21.7 Clause 21.8 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 Board members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
- (c) any other record or document of the association.

21.8 The member must contact the Secretary to make the necessary arrangements for the inspection. The inspection must be free of charge.

21.9 If the member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by members.

21.10 The member may make a copy of or take an extract from a record or document referred to in clause 21.7(c) but does not have a right to remove the record or document for that purpose.

21.11 The member must not use or disclose information in a record or document referred to in clause 21.7(c) except for a purpose:

- (a) that is directly connected with the affairs of the Association; or
- (b) that is related to complying with a requirement of the Act.

22. By-Laws

- 22.1 The Association may, by resolution at a general meeting, or a special general meeting convened for this purpose, make, amend, or revoke by-laws.
- 22.2 By-laws may:
- (a) Provide for the rights and obligations that apply to any classes of membership or associate membership approved by the Board;
 - (b) Impose restrictions on the Board's powers, including the powers to dispose of the Association's assets;
 - (c) Impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the Association's accounts; and
 - (d) Provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.
- 22.3 A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations, or these rules.

23. General Matters

Executing documents

- 23.1 The Association may execute a document if the document is signed by 2 board members.

Notice to members

- 23.2 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.

Publication of statements about Association business prohibited

- 23.3 A Board member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Board meeting unless:
- (a) the Board member has been authorised to do so at a Board meeting; and
 - (b) the authority given to the Board member has been recorded in the minutes of the Board meeting at which it was given.

Social Media

- 23.4 No Member, Board Member, or Staff may make any statements or representations purporting to, or appearing to be from or on the authority of the Association save for as expressly delegated by the Board.
- 23.5 Any statements or representations made in accordance with clause 23.4 must be in accordance with the Association's social media policy at the time, or as amended from time to time and approved by the Board.
- 23.6 Regardless of any delegation, no social media statements or representations shall be deemed to be in accordance with these rules or the Association's social media policy if at the time of publication it would reasonably be assessed as detrimental to the Association or not in accordance with the objects of the Association.

Surplus Property

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

Alteration of rules

- 23.8 If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.
- 23.9 Any amendment to these rules must be lodged with the Commissioner within one month after the special resolution is passed, whether or not they require approval of the Commissioner under section 31 or section 33 of the Act. No amendment shall come into force until it is lodged in accordance with this rule or as otherwise provided in the Act.

ANNEXURE A – SCHEDULE OF MEMBERSHIP

Membership will be calculated from the date of acceptance

MEMBERSHIP CATEGORIES		
ORDINARY	TYPE	FEE PAYABLE
a. Ordinary Member	Standard Application	\$30.00 per annum
b. Ordinary Member	Life Member	\$0.00
c. Ordinary Member	Contracted Player	\$0.00

ANNEXURE B – MEMBERSHIP APPLICATION FORMS



9527 9621



secretary@rockinghamflames.com.au



Mike Barnett Sports Complex,
Cnr Dixon Road and Goddard
Street

Application for Ordinary Membership

I agree to abide by the rules and regulations of RBRA as applicable. I also agree that my membership may be terminated immediately by RBRA should I or my guests violate any club rules, regulations or instructions, or act in any manner that is damaging to the association, its objects, or members.

Proposed Member:
Name

Signature

Address

Email Address

Contact Number

Date

Member Proposed By:
Name

Signature

Address

Email Address

Contact Number

Date

This form is an application for an ordinary membership, subject to approval by the Rockingham Flames board. This form must be submitted directly to the secretary of the Rockingham Flames.

ANNEXURE C – Association Logos

