

# **Sporting Clays Western Australia (Inc.)**

## **CONSTITUTION (RULES)**

Registered No: A0750027F

Date of Incorporation 6<sup>th</sup> May 1975

Change of name officially approved 10<sup>th</sup> December 2019

Updated Name Change from West Australian Field and Game Association Inc to Sporting Clays Western Australia (Inc.) Unanimously approved at Special General Meeting 9<sup>th</sup> November 2019

Updated: Resolutions approved by Delegates at Special General Meeting 25<sup>th</sup> March 2023. Registered with DMIRS on 1<sup>st</sup> April and approved 11<sup>th</sup> June 2023.



**WESTERN AUSTRALIA**  
*Associations Incorporation Act 2015*  
(Section 31)

IARN: A0750027F

## **Certificate of Incorporation on Change of Name**

This is to certify that

**WEST AUSTRALIAN FIELD AND GAME ASSOCIATION**

an association incorporated under the  
*Associations Incorporation Act 2015* changed its name to

**SPORTING CLAYS WESTERN AUSTRALIA INC.**

The new name commenced on the  
tenth day of December 2019

David Hillyard  
Acting Commissioner for Consumer Protection

# CERTIFICATE

## PART 1 — PRELIMINARY

### 1. Terms used

In these rules, unless the contrary intention appears —

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

**Association** means the incorporated association to which these rules apply;

**Board** means the management committee of the Association;

**Board meeting** means a meeting of the Board;

**Board member** means a member of the Board;

**books**, of the Association, 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 Association under rule 69;

**chairperson** means the person chairing a meeting of the Board or the Association;

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

**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 Association required under Part 5 Division 3 of the Act;

**financial year**, of the Association, has the meaning given in rule 2;

**general meeting**, of the Association, means a meeting of the Association that all member clubs are entitled to receive notice of and attend;

**individual member** means an individual member of a member club who is a financial member of that member club,

**member** means an individual member or member club;

**member club** means an incorporated body that has applied for and been granted membership of the Association or is deemed to be a member of the Association under rule 4(2) and with the rights referred to in rule 8(3)

**member club delegate(s)** means the person(s) appointed by a member club to attend and vote at meetings of the Association;

**president** means the Board member holding office as the president of the Association.

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

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

**secretary** means the Board member holding office as the 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 member clubs at a general meeting in accordance with section 51 of the Act;

**subcommittee** means a subcommittee appointed by the Board under rule 48(1)(a);

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

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

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

**treasurer** means the Board member holding office as the treasurer of the Association;

**vice president** means the Board member holding the office as the vice president of the Association;

**voting member** means those members of the Association entitled to vote at a general meeting as set out in clause 8.

## **2. Name of Association and Financial year**

(1) The name of the Association shall be Sporting Clays Western Australia (Inc).

(2) The financial year of the Association shall be from 1 January to 31 December.

(3) Each subsequent financial year of the Association is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.

## PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY AND OBJECTS

### 3. Not-for-profit body and objects

- (1) 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.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (3).
- (3) 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.
  - (e) a payment approved by resolution at a general meeting to a member of the Board for services rendered to the Association.
- (4) The objects of the Association shall be as follows:
  - (a) to foster, promote, support, encourage and administer the sport of clay target shooting throughout Western Australia;
  - (b) to affiliate with any organisation or association with similar aims and objects, and such other bodies as the Association deems fit;
  - (c) to educate members and non-members in the value of conservation in relation to the sport of shooting and to promote good relations between field sportsmen, landowners, the Government and the public;
  - (d) Representation of the interests of member clubs to the State Government and its departments with regard to policy and legislation in the areas of firearms ownership and use and sport policies and funding;
  - (e) foster a healthy environment and encourage sportsmanship, good fellowship and a sense of community spirit;
  - (f) to promote firearm ownership, marksmanship and safety;
  - (g) do such things as are incidental or conducive to the attainment of any or all of these objects.

## **PART 3 — MEMBERS**

### **Division 1 — Membership**

#### **4. Eligibility for membership**

- (1) Any new club applying for membership that supports the objects or purposes of the Association is eligible to apply to become a member club.
- (2) All member clubs that are, prior to the approval of these rules under the Act, members of the Association, shall be deemed to be members for the purposes of these rules, from the time of approval of these rules under the Act.
- (3) An individual, residing in Western Australia, who is a financial member of a member club is deemed to be an individual member of the Association (in the same membership category held at the member club) but has no voting rights at Association meetings.
- (4) All individual members that are, prior to the approval of these rules under the Act, members of the Association, shall be deemed to be members for the purposes of these rules, from the time of approval of these rules under the Act

#### **5. Applying for membership**

- (1) A new club that wants to become a member club must apply in writing to the Association on the prescribed form and supply copies of its certificate of incorporation and constitution.
- (2) Any application for membership must provide the information required to be submitted by the Board and be accompanied by any application fee determined by the Board to be appropriate from time to time.
- (3) The application must be signed by the authorised representatives of the applicant.

#### **6. Dealing with membership applications**

- (1) The Board must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) Subject to subrule (3), the Board will consider applications at its next available Board meeting.
- (3) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The Board must not accept an application unless the applicant —
  - (a) is eligible under rule 4; and
  - (b) has applied under rule 5.
- (5) The Board may reject an application even if the applicant —
  - (a) is eligible under rule 4; and
  - (b) has applied under rule 5.
- (6) 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.
- (7) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

## 7. Becoming a member

An applicant for membership of the Association becomes a member club when —

- (a) the Board accepts the application; and
- (b) the applicant pays any membership fees payable to the Association under rule 12.

## 8. Classes of membership

- (1) The Association consists of member clubs and individual members provided for under subrule (2).
- (2) The Association may have;
  - (a) any class of individual membership approved by member clubs including but not limited to adult membership, partners/spouse membership, family membership, junior membership, pensioner membership and
  - (b) Life Membership of the Association approved by member clubs at a general meeting.
- (3) A member club has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the Board.
- (4) An individual member has the rights referred to in subrule (3) other than full voting rights.
- (5) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

## 9. When membership ceases

- (1) A person ceases 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 club, when wound up;
  - (c) the person resigns from the Association under rule 10;
  - (d) the person is expelled from the Association under rule 15;
  - (e) the person ceases to be a member under rule 12(4).
- (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.

## 10. Resignation

- (1) A member may resign from membership of the Association by:
  - a. in the case of a member club, by giving written notice of the resignation to the secretary;
  - b. in the case of an individual member, by giving written notice of the resignation to the secretary of that individual members club.
- (2) The resignation takes effect in respect of both a member club and individual member resignation —
  - (a) when the secretary receives the notice from the member club; 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 member club remains liable for any fees that are owed to the member club (the **owed amount**) at the time of resignation.
- (3) The owed amount may be recovered by the Association or the member club in a court of competent jurisdiction as a debt due to the Association or member club.

## **11. Effect of Membership and Rights not transferable**

- (1) Members acknowledge and agree that:
  - (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution, the By-Laws, and the National Bodies constitution and regulations;
  - (b) they shall comply with and observe this Constitution, the By-Laws and the National Body's constitution, and any determination, resolution or policy which may be made or passed by the Board or any duly authorised committee;
  - (c) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association;
  - (d) this Constitution is made in pursuit of a common purpose, namely for the mutual and collective benefit of the Association, the Members and the sport;
  - (e) this Constitution and By-Laws are necessary and reasonable for promoting the objects and particularly the advancement and protection of the sport;
  - (f) neither membership of the Club nor this Constitution gives rise to:
    - i. any proprietary right of Members in, to or over the Association or its property or assets;
    - ii. any automatic right of a Member to renewal of their membership of the Association or Member Cub
    - iii. subject to the Act and the Association acting in good faith, the right of Members to natural justice unless expressly provided for in this Constitution; and
  - (g) they are entitled to all benefits, advantages, privileges and services of Association membership.
- (2) The rights of a member are not transferable and end when membership ceases.

## **Division 2 — Membership (Capitation) fees**

### **12. Capitation fees**

- (1) The member clubs upon the recommendation of the Board must determine the application fee (if any) and the annual capitation fees (if any) to be paid for membership of the Association.
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) An individual member must pay the annual capitation fee to the National and State Associations.
- (4) If a member has not paid the annual membership fee within the period of 1 month after the due date, the member ceases to be a member on the expiry of that period.
- (5) If a person who has ceased to be a member under subrule (4) offers to pay the annual capitation fee after the period referred to in that subrule 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 from the date the payment is accepted.



## Division 3 — Register of members

### 13. Register of members

- (1) 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. The Association will take all due care to treat the register of members as confidential.
- (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 Board.
- (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 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.

## PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

### Division 1 — Term used

#### 14. Term used: member

In this Part —

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

### Division 2 — Disciplinary action

#### 15. Suspension or expulsion

- (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; or
  - (b) the member acts detrimentally to the interests of the Association.
- (2) The secretary 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.
- (3) The notice given to the member must state —
  - (a) when and where the Board 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 Board about the proposed suspension or expulsion;
- (4) 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; 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 Association.
- (5) A decision of the Board to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) 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.
- (7) 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 under subrule (6), give written notice to the secretary requesting the appointment of a mediator under rule 23.
- (8) If notice is given under subrule (7), the member who gives the notice and the Board are the parties to the mediation.

#### 16. 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 Association.
  
- (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.

## Division 3 — Resolving disputes

### 17. Terms used

In this Division —

***grievance procedure*** means the procedures set out in this Division;

***party to a dispute*** includes a person —

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

### 18. Application of Division

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

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

### 19. Parties to attempt to resolve dispute

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

### 20. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
  
- (2) Within 28 days after the secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
  
- (3) The secretary 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.
  
- (4) 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.

- (5) 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 stating that the party —
    - (i) does not agree to the dispute being determined by the Board; and
    - (ii) requests the appointment of a mediator under rule 23,
- the Board must not determine the dispute.

## **21. Determination of dispute by Board**

- (1) At the Board meeting at which a dispute is to be considered and determined, the Board 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 Board about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- (2) 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.
- (3) A party to the dispute may, within 14 days after receiving notice of the Board's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 23.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

## Division 4 — Mediation

### 22. Application of Division

- (1) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator —
  - (a) by a member under rule 15(7); or
  - (b) by a party to a dispute under rule 20(5)(b)(ii) or 21(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 23.

### 23. Appointment of mediator

- (1) The mediator must be a person chosen —
  - (a) if the appointment of a mediator was requested by a member under rule 15(7) — 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 rule 20(5)(b)(ii) or 21(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the Board must appoint the mediator.
- (3) 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 rule 15(7); or
  - (b) a party to a dispute under rule 20(5)(b)(ii); or
  - (c) a party to a dispute under rule 21(3) and the dispute is between one or more members and the Association.
- (4) 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.

### 24. Mediation process

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

## 25. If mediation results in decision to suspend or expel being revoked

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 15(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

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

## **PART 5 — BOARD**

### **Division 1 — Powers of Board**

#### **26. Board**

- (1) The Board members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- (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.
- (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).

### **Division 2 — Composition of Board and duties of members**

#### **27. Board members**

- (1) The Board members consist of —
  - (a) the office holders of the Association; and
  - (b) up to three (3) general Board members (general Board members); and
  - (c) up to two (2) Board members, to be appointed by the Board members referred to in rule 27(1) (a) and (b) (appointed Board members).
- (2) The following are the office holders of the Association —
  - (a) the president;
  - (b) the vice president;
  - (c) the secretary;
  - (d) the treasurer.
- (3) A person may be a Board member if the person is an individual who has reached 18 years of age.
- (4) A person must not hold two (2) or more of the offices mentioned in subrule (2) at the same time.
- (5) The office holders of the Association and the three general Board members must be individual members as defined in these rules.
- (6) If any of the office holder positions in subrule (2) become paid positions, the Board may determine that the paid position will not have voting rights on any decisions to be made by the Board.

#### **28. President**

- (1) The president shall, unless prevented by illness or other unavoidable causes, preside at all meetings of the Association and the Board and shall see that the business is conducted in a proper manner. In the case of an equality of votes he/she may in addition to his/her ordinary vote, give a casting vote.
- (2) It is the duty of the president to consult with the secretary regarding the business to be conducted at each Board meeting and general meeting.
- (3) 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.

## 29. Vice President

The Vice-President shall preside at any meeting at which the President does not attend and perform the President's duties. In the presence of the President at a meeting he/she shall have ordinary voting power. When deputising for the President he/she shall have the President's voting powers.

## 30. Secretary

The Secretary has the following duties —

- (a) dealing with the Association's correspondence and directing correspondence to other members of the Board as necessary;
- (b) consulting with the president regarding the business to be conducted at each Board meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the Board to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the Board to do so, maintaining on behalf of the Association a record of Board members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of Board meetings and general meetings;
- (i) carrying out any other duty given to the secretary under these rules or by the Board.

## 31. Treasurer

The Treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- (c) 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;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) 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;
- (g) 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;
- (h) 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;
- (i) carrying out any other duty given to the treasurer under these rules or by the Board.



## **Division 3 — Election of Board members and tenure of office**

### **32. How members become Board members**

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 rule 38; or
- (c) is appointed to the Board under rule 27(1)(c).

### **33. Nomination of Board members**

- (1) At least 28 days before an annual general meeting, the secretary 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 to comply with subrule (2).
- (2) 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 at least 14 days before the annual general meeting.
- (3) The written notice must include a statement by a Board member or club delegate in support of the nomination.
- (4) A member may nominate for more than one specified position of office holder of the Association or general Board member but must not hold two (2) or more of the offices mentioned in rule 27(2) at the same time.
- (5) A member whose nomination does not comply with this rule is not eligible for election to the Board unless the member is nominated under rule 34(3).

### **34. Election of Board members**

- (1) At the annual general meeting, a separate election must be held for each position on the Board.
- (2) For each elected position (even if there is only one nomination for that position), the member clubs must vote at the meeting in accordance with procedures that have been determined by the Board to decide who is to be elected to the position.
- (3) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the members at the meeting.
- (4) Each member club entitled to vote (whether in person or by proxy) at the meeting may cast three (3) votes (regardless of the number of delegates in attendance from that member club) for one member who has nominated for the position.
- (5) A member who has nominated for the position may vote for himself or herself.
- (6) On the election of a new president, the new president may take over as the chairperson of the meeting.

### **35. Term of office**

- (1) The term of office of a Board member begins when the member —
  - (a) is elected at an annual general meeting or under subrule 36(3)(b); or
  - (b) is appointed to fill a casual vacancy under rule 38; or
  - (c) in the case of an appointed Board member at the time of appointment.
- (2) Subject to rule 36, a Board member holds office until the positions on the Board are declared vacant at the next annual general meeting.
- (3) A Board member may be re-elected.

### 36. Resignation and removal from office

- (1) A Board member may resign from the Board by written notice given to the secretary or, if the resigning member is the secretary, given to the president.
- (2) The resignation takes effect —
  - (a) when the notice is received by the secretary or president; or
  - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
  - (a) remove a Board member from office; and
  - (b) elect a member who is eligible under rule 27 to fill the vacant position.
- (4) A Board member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the secretary or president and may ask that the representations be provided to the members.
- (5) 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.

### 37. When membership of Board ceases

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 rule 36; 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 three (3) consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

### 38. Filling casual vacancies

- (1) The Board may appoint a member who is eligible under rule 27(3) to fill a position on the Board that —
  - (a) has become vacant under rule 37; or
  - (b) was not filled by election at the most recent annual general meeting or under rule 36(3)(b).
- (2) If any position on the Board becomes vacant, the Board must appoint a member who is eligible under rule 27(3) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 45, the Board may continue to act despite any vacancy in its membership.
- (4) If there are fewer Board members than required for a quorum under rule 45, the Board may act only for the purpose of —
  - (a) appointing Board members under this rule; or
  - (b) convening a general meeting.
- (5) The appointment to a casual vacancy shall only be made to the next annual general meeting at which time the position will become vacant.

### 39. Validity of acts

The acts of the 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.

#### 40. Payments to Board members

- (1) In this rule —  
**Board member** includes a member of a subcommittee;  
**Board meeting** includes a meeting of a subcommittee.
- (2) A Board member is entitled to apply to the Board to be paid out of the funds of the Association for any out-of-pocket expenses.
- (3) The Board may, in its absolute discretion, determine whether or not to reimburse a Board member out of the funds of the Association for any out of pocket expenses.

## Division 4 — Board meetings

### 41. Board meetings

- (1) The Board must meet at least four (4) times in each year on the dates and at the times and places determined by the Board.
- (2) Special Board meetings may be convened by the president or any two (2) Board members.

### 42. Notice of Board meetings

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

### 43. Procedure and order of business

- (1) The president or, in the president's absence, the vice president must preside as chairperson of each Board meeting.
- (2) If the president and vice president are absent or are unwilling to act as chairperson of a meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (4) The order of business at a Board meeting may be determined by the Board members at the meeting.
- (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.
- (6) A person invited under subrule (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.

### 44. Use of technology to be present at Board meetings

- (1) The presence of a Board member at a Board 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.
- (2) A member who participates in a Board meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

#### 45. Quorum for Board meetings

- (1) Subject to rule 38(4), no business is to be conducted at a Board meeting unless a quorum of five (5) of the Board members on the Board at that point in time is present.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting —
  - (a) in the case of a special meeting — the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to a time to be determined by the president in conjunction with the Board.

#### 46. Voting at Board meetings

- (1) Each Board member present at a Board meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Board members present at the Board meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) 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.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

#### 47. Minutes of Board meetings

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) 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 rule 43(5);
  - (c) the business considered at the meeting;
  - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Board meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The president must ensure that the minutes of a Board meeting are reviewed and signed as correct by —
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next Board meeting.
- (5) 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.

## Division 5 — Subcommittees and subsidiary offices

### 48. Subcommittees and subsidiary offices

- (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.
- (2) A subcommittee may consist of the number of people, whether or not members, that the Board considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the 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.

### 49. Delegation to subcommittees and holders of subsidiary offices

- (1) In this rule —

***non-delegable duty*** means a duty imposed on the Board by the Act or another written law.
- (2) 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.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.
- (7) The Board may, in writing, amend or revoke the delegation.

## PART 6 — GENERAL MEETINGS OF ASSOCIATION

### 50. Annual general meeting

- (1) The Board must determine the date, time and place of the annual general meeting to be held in each calendar year.
- (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 must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
  - (b) to receive and consider —
    - (i) the 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;
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

### 51. Special general meetings

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

## 52. Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 51(5), the club members convening the meeting, must give to each member —
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must —
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is proposed —
    - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
    - (ii) state that the resolution is intended to be proposed as a special resolution; and
    - (iii) comply with rule 53(7).

## 53. Proxies

- (1) Subject to subrule (2), a member club that will not be represented at a general meeting may appoint an individual who is a member and is 18 years of age or older, as its proxy to vote and speak on its behalf at a general meeting.
- (2) The individual member referred to in subrule (1) may be appointed the proxy for not more than one (1) other member club.
- (3) The appointment of a proxy must be in writing and signed by the member club making the appointment.
- (4) The member club appointing the proxy must give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no specific directions are given to the proxy, the proxy vote may not be exercised.
- (6) If the Board has approved a form for the appointment of a proxy, the member club may use that form or any other form —
  - (a) that clearly identifies the person appointed as the club's/branch's proxy; and
  - (b) that has been signed by the member club.
- (7) Notice of a general meeting given to a member club under rule 52 must —
  - (a) state that the member club may appoint an individual who is a member and is 18 years of age or older 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.
- (8) A form appointing a proxy must be given to the secretary at least 24 hours before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received in the hands of the secretary at least 24 hours before the commencement of the meeting.

## 54. Use of technology to be present at general meetings

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



## 55. Presiding member and quorum for general meetings

- (1) The president or, in the president's absence, the vice president must preside as chairperson of each general meeting.
- (2) If the president and vice president are absent or are unwilling to act as chairperson of a general meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum of fifty per cent (50%) of member clubs is present.
- (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 the place, time and day specified by the chairperson;

## 56. Adjournment of general meeting

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the member clubs present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned —
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the member clubs more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 52.

## 57. Voting at general meeting

- (1) On any question arising at a general meeting —
  - (a) subject to subrule (5), each member club has three (3) votes.
  - (b) Member clubs may vote by their delegates or, only where there are no delegates present, by proxy.
- (2) Except in the case of a special resolution, a motion at a general meeting is carried if a majority of the member clubs 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 member club to be eligible to vote at a general meeting the member club—
  - (a) must have been a member club or discipline at the time notice of the meeting was given under rule 52 or be granted leave at the meeting to vote; and
  - (b) must have paid any fee or other money payable to the Association.

## 58. When special resolutions are required

- (1) 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.
  - (c) to alter or rescind any of these rules in accordance with rule 72.
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

## 59. Determining whether resolution carried

- (1) In this rule —

**poll** means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to subrule (4), the 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 (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 three (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 (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

## 60. Minutes of general meeting

- (1) The secretary, or a person authorised by the Board 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 member clubs, attending the meeting; and
  - (b) any proxy forms given to the chairperson of the meeting under rule 53(8); and
  - (c) the financial statements or financial report presented at the meeting, as referred to in rule 50(3)(b)(ii) or (iii); and
  - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 50(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in the Association's minute book once ratified at the next general meeting.

- (5) The president 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

### 61. Source of funds

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

### 62. Control of funds

- (1) 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.
- (2) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
- (3) 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.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments and any electronic banking of the Association must be signed/authorised by —
  - (a) Two (2) Board members; or
  - (b) One (1) Board member and a person authorised by the Board.
- (5) All funds of the Association must be deposited into the Association's account within fourteen (14) working days after their receipt.

### 63. Financial statements and financial reports

- (1) 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.
- (2) Without limiting subrule (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.

## PART 8 — GENERAL MATTERS

### 64. By-laws

- (1) The Board may, by resolution at a Board meeting, recommend by-laws to be adopted by the voting members at a general meeting.
- (2) By-laws may —
  - (a) provide for the rights and obligations that apply to any classes of individual membership approved under rule 8(2); and
  - (b) provide for any other matter the Board considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(b) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

### 65. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by —
  - (a) Two (2) Board members; or
  - (b) One (1) Board member and a person authorised by the Board.
- (2) The Association does not have a common seal.

### 66. Giving notices to members

- (1) In this rule —

**recorded means** recorded in the register of members.
- (2) A notice or other document that is to be given to a member club, or 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; or
  - (d) published in the National Magazine.

### 67. Custody of books and securities

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

## 68. Record of office holders

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.

## 69. Inspection of records and documents

- (1) Subrule (2) applies to a member who wants to inspect —
  - (a) the register of members under section 54(1) of the Act; or
  - (b) the record of the names and email 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.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a 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.
- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —
  - (a) that is directly connected with the affairs of the Association; or
  - (b) that is related to complying with a requirement of the Act.

## 70. Publication by Board members of statements about Association business prohibited

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.

## 71. Distribution of surplus property on cancellation of incorporation or winding up

- (1) In this rule —

**surplus property**, in relation to the Association, means property remaining after satisfaction of —

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

but does not include books relating to the management of the Association.
- (2) 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.

## 72. Alteration of rules

If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution (requiring a 75% majority vote) and by otherwise complying with Part 3 Division 2 of the Act.