

# WHITFORD CITY JUNIOR SOCCER CLUB (INC). CONSTITUTION

## 1. NAME OF ASSOCIATION

The name of the association is Whitford City Junior Soccer Club (Inc).

## 2. 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;

**books**, of the Association, includes;

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

**President** means the Committee member holding office as the President of the Association;

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

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

**committee meeting** means a meeting of the committee;

**committee member** means a member of the committee;

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

**financial year** of the Association means a period of 12 months, commencing 1 January and ending 31 December in the same calendar year;

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

**member** means a person who is a member of the Association;

**ordinary committee member** means a committee member who is not an office holder of the Association under rule 14(3);

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

**rules** means these rules of the Association;

**Secretary** means the committee 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 members at a general meeting in accordance with section 51 of the Act;

**subcommittee** means a subcommittee appointed by the committee under rule 35;

**Treasurer** means the committee member holding office as the Treasurer of the Association.

### 3. OBJECTS OF ASSOCIATION

The objects of the Association are;

- (1) To encourage and promote participation in the game of soccer.
- (2) To provide facilities, equipment and coaching to facilitate soccer participation and skill development.
- (3) To affiliate with Football West and abide by the rules, by-laws and code of conduct issued by Football West.

### 4. NOT-FOR PROFIT BODY

- (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) 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) reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

### 5. POWERS OF ASSOCIATION

- (1) The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes.
- (2) In particular, the Association may;
  - (a) acquire, hold, deal with, and dispose of any real or personal property;

- (b) open and operate bank accounts;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (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) to determine the annual subscription to the Association and review the amount of such subscription annually or when considered necessary;
- (h) enter into any other contract it considers necessary or desirable;
- (i) 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.

## **6. MEMBERSHIP OF THE ASSOCIATION**

- (1) The Association has three categories of membership;
  - (a). Ordinary members (at least 18 years of age);
  - (b). Junior members (less than 18 years of age); and
  - (c). Life members.
  
- (2) Applications for Ordinary and Junior membership are made and accepted via the Association's registration process for players and officials. The applicant becomes a member when;
  - (a) the Committee accepts the application for membership; and
  - (b) the applicant pays any membership fees payable under rule 8.
  
- (3) Life membership may be awarded in recognition of especially meritorious service to the association, subject to the following;
  - (a) No more than one life Member elected in any one year;
  - (b) Recommendations for Life Membership must come from at least three ordinary members, be approved by Committee and then by a majority of two thirds of the members present at the Annual general Meeting of the Association;
  - (c) Such election will entitle the Life Member to remain a member of the Association for the remainder of his/her life without paying membership fees.
  
- (4) All members of at least 15 years of age have full voting rights.
  
- (5) In the case of members less than 15 years of age, voting rights are conferred on a parent or legal guardian.

## **7. REGISTER OF MEMBERS**

- (1) The secretary, or another person authorised by the committee, 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.
- (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 and ceases to be a member.
- (3) The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If a member requests a copy of the register or an extract from it, the committee may require that 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.

## **8. MEMBERSHIP FEES**

- (1) The committee will determine the entrance fee (if any) and the annual membership fee (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 and for different player age groups.
- (3) A member must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, by the date determined by the committee.
- (4) If a member has not paid the annual membership fee by the due date, the member ceases to be a member on the expiry of that period.
- (5) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired —
  - (a) the committee may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## **9. MEMBER RESIGNATION**

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the registrar.
- (2) The resignation takes effect —
  - (a) when the Association receives the notice; or
  - (b) if a later time is stated in the notice, at that later time.
- (2) Unless the committee resolves otherwise, a person who has resigned from membership of the Association remains liable for any fees owed to the Association at the time of resignation.
- (3) The committee may consider the refund of membership fees in exceptional circumstances.

## **10. MEMBER RIGHTS NOT TRANSFERABLE**

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

## **11. SUSPENSION OR EXPULSION**

- (1) The committee 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 contrary to the Association's published code of conduct; or
  - (c) 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 committee meeting at which the proposal is to be considered by the committee.
- (3) The notice given to the member must state;
  - (a) when and where the committee meeting is to be held; and
  - (b) the grounds on which the proposed suspension or expulsion is based; and
  - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written and/or oral submissions to the committee about the proposed suspension or expulsion;
- (4) At the committee meeting, the committee must;
  - (a) give the member, or the member's representative, a reasonable opportunity to make written and/or oral submissions to the committee about the proposed suspension or expulsion; and
  - (b) give due consideration to any submissions so made; and
  - (c) decide whether to suspend the member's membership or expel the member from the Association.
- (5) A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect. All member rights (including voting rights) cease at that date.
- (6) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under subrule (6), give written notice to the secretary appealing for the decision to be overturned at a General Meeting.
- (8) The committee's decision to suspend or expel a member can only be overturned by a two-thirds majority of members present at a General Meeting.
- (9) Expelled and suspended members are not entitled to a refund, rebate, relief or credit for membership fees paid or payable to the Association.

## **12. 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.

### **13. COMMITTEE**

- (1) The committee 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 committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

### **14. COMMITTEE MEMBERS**

- (1) The committee members consist of;
- (a) the office holders of the Association; and
  - (b) ordinary committee members.
- (2) The committee may determine the number of members who may be ordinary committee members.
- (3) The office holders of the Association are;
- (a) the President;
  - (b) the Vice President;
  - (c) the Secretary;
  - (d) the Treasurer;
  - (e) the Registrar;
  - (f) the Scheduler.
- (4) A person may be a committee member if the person is;
- (a) an individual who has reached 18 years of age; and
  - (b) a member.
- (5) A person must not hold 2 or more of the offices mentioned in subrule (3) at the same time.

### **15. PRESIDENT**

- (1) It is the duty of the President to consult with the Secretary regarding the business to be conducted at each committee meeting and general meeting.
- (2) The President has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.

- (3) In the absence of the President, the Vice President will preside at meetings.
- (4) In the absence of both the President and Vice President, the committee will appoint a member of the committee to fulfil that role.

## **16. SECRETARY**

The Secretary has the following duties;

- (a) dealing with the Association's correspondence;
- (b) consulting with the president regarding the business to be conducted at each committee meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the committee 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 committee to do so, maintaining on behalf of the Association a record of committee 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 committee meetings and general meetings;
- (i) carrying out any other duty given to the Secretary under these rules or by the committee.

## **17. TREASURER**

The Treasurer has the following duties;

- (a) ensuring that any amounts payable to the Association are collected and receipted 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 committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the committee 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) coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) carrying out any other duty given to the Treasurer under these rules or by the committee.

## **18. HOW MEMBERS BECOME COMMITTEE MEMBERS**

A member becomes a committee member if the member;

- (a) is elected to the committee at a general meeting; or
- (b) is appointed by the committee to fill a casual vacancy under rule 38.

## **19. NOMINATION OF COMMITTEE 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 committee; and
  - (b) stating the date by which nominations must be received by the secretary to comply with subrule (2).
- (2) A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 14 days before the annual general meeting.
- (3) The written notice must include a statement by another member in support of the nomination.
- (4) A member may nominate for one specified position of office holder of the Association or to be an ordinary committee member.

## **20. ELECTION OF OFFICE HOLDERS**

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

## **21. ELECTION OF ORDINARY COMMITTEE MEMBERS**

- (1) At the annual general meeting, the Association must decide by resolution the ordinary committee members (if any) to hold office for the next year.
- (2) If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the chairperson 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 members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- (3) If the number of members nominating for ordinary committee member is greater than the number to be elected, the members at the meeting must decide by voting in accordance with procedures that have been determined by the committee.
- (4) A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

## **22. TERM OF OFFICE**

- (1) The term of office of a committee member begins when the member;
  - (a) is elected at an annual general meeting or under subrule 23 (3)(b); or



- (b) is appointed to fill a casual vacancy under rule 25.
- (2) Subject to rule 24, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- (3) A committee member may be re-elected.

### **23. RESIGNATION AND REMOVAL FROM OFFICE**

- (1) A committee member may resign from the committee by written notice given to the Secretary or, if the resigning member is the Secretary, given to the President.
- (2) The resignation takes effect;
  - (a) when the notice is received by the Secretary or President; or
  - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution;
  - (a) remove a committee member from office; and
  - (b) elect a member who is eligible under rule 14 (4) to fill the vacant position.

### **24. WHEN MEMBERSHIP OF COMMITTEE CEASES**

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

- (a) ceases to be a member; or
- (b) resigns from the committee or is removed from office under rule 23; or
- (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- (d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

### **25. FILLING CASUAL VACANCIES**

- (1) The committee may appoint a member who is eligible under rule 14 (4) to fill a position on the committee that;
  - (a) has become vacant under rule 24; or
  - (b) was not filled by election at the most recent annual general meeting or under rule 23 (3)(b).
- (2) If the position of Secretary becomes vacant, the committee must appoint a member who is eligible under rule 14 (4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 32, the committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer committee members than required for a quorum under rule 32, the committee may act only for the purpose of;
  - (a) appointing committee members under this rule; or
  - (b) convening a general meeting.

### **26. VALIDITY OF ACTS**

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

## 27. PAYMENTS TO COMMITTEE MEMBERS

- (1) In this rule;
  - committee member** includes a member of a subcommittee;
  - committee meeting** includes a meeting of a subcommittee.
- (2) A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred;
  - (a) in attending a committee meeting or
  - (b) in attending a general meeting; or
  - (c) otherwise in connection with the Association's business.

## 28. COMMITTEE MEETINGS

- (1) The committee must meet together for the dispatch of business as often as is required to conduct the business of the Association. This will normally be monthly.
- (2) Special committee meetings may be convened by the President or any two committee members.

## 29. NOTICE OF COMMITTEE MEETINGS

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

## 30. PROCEDURE AND ORDER OF BUSINESS

- (1) The President or, in the President's absence, the Vice President must preside as chairperson of each committee meeting.
- (2) If the President and Vice President are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- (4) The order of business at a committee meeting may be determined by the committee members at the meeting.
- (5) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- (6) A person invited under subrule (5) to attend a committee meeting;
  - (a) has no right to any agenda, minutes or other document circulated at the meeting; and

- (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
- (c) cannot vote on any matter that is to be decided at the meeting.

### **31. USE OF TECHNOLOGY TO BE PRESENT AT A COMMITTEE MEETING**

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

### **32. QUORUM FOR COMMITTEE MEETINGS**

- (1) Subject to rule 25(4), no business is to be conducted at a committee meeting unless a quorum of five elected committee members is present.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting;
  - (a) in the case of a special meeting, the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to an agreed time, day and place.
- (3) If a quorum is not present with 30 minutes after the commencement time of a committee meeting held under subrule (2)(b) and at least two committee members are present, those members present are taken to constitute a quorum.

### **33. VOTING AT COMMITTEE MEETINGS**

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

### **34. MINUTES OF COMMITTEE MEETINGS**

- (1) The committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following;
  - (a) the names of the committee members present at the meeting;
  - (b) the name of any person attending the meeting under rule 30(5);
  - (c) the business considered at the meeting;
  - (d) the decisions made and actions agreed.

- (3) The minutes of a committee meeting must be distributed to all committee members within 30 days after the meeting.
- (4) The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by;
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next committee meeting.
- (5) When the minutes of a committee 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.

### **35. SUBCOMMITTEES**

- (1) To help the committee in the conduct of the Association's business, the committee may, in writing, do either or both of the following;
  - (a) appoint one or more sub-committees;
  - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the committee;
  - (a) a subcommittee may meet and conduct business as it considers appropriate; and
  - (b) the holder of a subsidiary office may carry out the functions given to that office as he/she considers appropriate.
- (5) The committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the committee other than;
  - (a) the power to delegate; or
  - (b) a duty imposed on the committee by the Act or another written law.
- (6) A power or duty which has been delegated under subrule (5) may be exercised or performed by the subcommittee or holder of a subsidiary office in accordance with the terms of the delegation.
- (7) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- (8) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- (9) Any act or thing done by a subcommittee or holder of a subsidiary office under the delegation has the same force and effect as if it had been done by the committee.
- (10) The committee may, in writing, amend or revoke the delegation.

### **36. ANNUAL GENERAL MEETING**

- (1) The committee must determine the date, time and place of the annual general meeting.

- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the 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 committee's annual report on the Association's activities during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year presented under Part 5 of the Act;
  - (c) to elect the office holders of the Association and other committee members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

### **37. SPECIAL GENERAL MEETINGS**

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

### **38. NOTICE OF GENERAL MEETINGS**

- (1) The Secretary or, in the case of a special general meeting convened under rule 37(5), the members convening the meeting, must give to each member;
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must;
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and

- (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under rule 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 rule 39(7).

### **39. PROXIES**

- (1) Subject to subrule (2), a member with voting rights may appoint another member with voting rights as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An member may be appointed the proxy for not more than 5 other members.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (6) If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form;
  - (a) that clearly identifies the person appointed as the member's proxy; and
  - (b) that has been signed by the member.
- (7) Notice of a general meeting given to a member under rule 38 must;
  - (a) state that the member may appoint another member as a proxy for the meeting; and
  - (b) include a copy of any form that the committee has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

### **40. 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.

### **41. 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 committee 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 at least 15 members 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;
    - (i) the same time and day in the following week; and
    - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (5) If;
  - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (4)(b); and
  - (b) at least five ordinary members are present at the meeting,those members present are taken to constitute a quorum.

## **42. 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 voting members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned;
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 38.

## **43. VOTING AT GENERAL MEETINGS**

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

#### **44. WHEN SPECIAL RESOLUTIONS ARE REQUIRED**

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

#### **45. DETERMINING WHETHER RESOLUTION CARRIED**

- (1) Subject to subrule (3), 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.
- (2) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution. To be carried, a special resolution requires a three quarters majority.
- (3) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other voting members present in person or by proxy;
  - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
  - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (4) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (5) 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.
- (6) 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.

#### **46. MINUTES OF GENERAL MEETING**

- (1) The Secretary, or a person authorised by the committee, 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 members attending the meeting; and
  - (b) any proxy forms given to the chairperson of the meeting under rule 39; and
  - (c) the financial statements or financial report presented at the meeting.
- (4) The minutes of a general meeting must be made available to members within 30 days after the meeting is held.



- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by;
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that;
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any election or appointment purportedly made at the meeting was validly made.

#### **47. SOURCE OF FUNDS**

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

#### **48. 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 committee may approve expenditure on behalf of the Association.
- (3) The committee may authorise specific committee members to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by two committee members who have been authorised by the committee to act as bank signatories.
- (5) The committee may resolve to hold appropriate levels of cash for the payment of referee fees, minor petty cash purchases and the operation of cash floats for canteen, fund-raising and merchandise sales.
- (6) With the exception of cash held under subrule (5), all funds of the Association must be deposited into the Association's account within five working days after their receipt.

#### **49. FINANCIAL STATEMENTS AND FINANCIAL REPORTS**

- (1) For each financial year, the committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial reports of the Association are met.
- (2) Without limiting subrule (1), those requirements include keeping financial records that;
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable true and fair financial statements to be prepared in accordance with the Act.

## **50. EXECUTING DOCUMENTS AND COMMON SEAL**

- (1) The Association may execute a document without using a common seal if the document is signed by two committee members.
- (2) If the Association has a common seal;
  - (a) the name of the Association must appear in legible characters on the common seal; and
  - (b) a document may only be sealed with the common seal by the authority of the committee and in the presence of two committee members; and
  - (c) each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The Secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the Secretary or another committee member authorised by the committee.

## **51. GIVING NOTICES TO MEMBERS**

- (1) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and;
  - (a) delivered by hand to the recorded address of the member; or
  - (b) sent by prepaid post to the recorded postal address of the member; or
  - (c) sent by electronic transmission to an appropriate recorded number or recorded electronic address of the member.

## **52. 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 committee.
- (4) The books of the Association must be retained for at least 7 years.

## **53. RECORD OF OFFICE HOLDERS**

- (1) In accordance with section 58 of the Act, the record of committee members and other persons authorised to act on behalf of the Association must be kept in the Secretary's custody or under the Secretary's control.

## **54. INSPECTION OF RECORDS AND DOCUMENTS**

- (1) A member may at any reasonable time, contact the Secretary to make necessary arrangements to inspect the records and documents of the Association free of charge, subject to the restrictions in subrules (2) and (3).
- (2) The member must not use or disclose information in a record or document referred to in subrule (1) 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.
- (3) The Association must ensure that individual members' rights to privacy under the law are protected.

## 55. DISTRIBUTION OF SURPLUS PROPERTY ON CANCELATION 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.
- (3) Surplus property must not be paid to or distributed among members or former members.

## 56. ALTERATION OF RULES

- (1) 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.
- (2) Amendments to these rules do not take effect until the required documents are lodged with the Commissioner within one month after the special resolution is passed.

## 57. DISPUTES AND MEDIATION

- (1) The grievance procedure set out in this rule applies to disputes under these rules between;
  - (a) a member and another member; or
  - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- (3) If the parties are unable to resolve the dispute, any party may start the grievance procedure by giving written notice to the secretary of;
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- (4) The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (5) If the dispute is between a member and the Association and that member does not agree to the dispute being determined by the committee, the matter can move straight to mediation.
- (6) At the committee meeting at which a dispute is to be considered and determined, the committee must;
  - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written and/or oral submissions to the committee about the dispute; and

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

## **58. APPOINTMENT OF A MEDIATOR**

- (1) The mediator must be a person chosen;
  - (a) A person chosen by agreement between the two parties; or
  - (b) In the absence of agreement, a person appointed by the committee.
- (2) The person appointed as mediator by the committee 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.
- (3) If the dispute is between a member and the Association, the person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.

## **59. 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.
- (7) If the mediation process does not result in the resolution of the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.