

Constitution of the Sea Kayak Club WA Inc



October 2018



Table of Contents

Version Control	Error! Bookmark not defined.
Table of Contents.....	2
PART 1 - PRELIMINARY.....	5
1.1. Name of the Association.....	5
1.2. Objects of Association.....	5
1.3. Terms used.....	5
PART 2 - ASSOCIATION TO BE NOT FOR PROFIT BODY	7
2.1. Not-for-profit body	7
PART 3 - MEMBERS	8
3.1. Membership.....	8
3.1.2. Applying for membership	8
3.1.3. Dealing with membership applications	8
3.1.4. Becoming a member	8
3.1.5. Membership Renewal	8
3.1.6. Classes of membership	9
3.1.7. When membership ceases.....	9
3.1.8. Resignation.....	9
3.1.9. Rights not transferable	9
3.2. Membership fees	10
3.2.1. Affiliation with Paddle Western Australia (Inc.).....	10
3.2.2. Membership fees	10
3.3. Register of members.....	10
3.3.1. Register of members.....	10
PART 4 - DISCIPLINARY ACTION, DISPUTES AND MEDIATION	11
4.1. Term used	11
4.1.1. Term used: member.....	11
4.2. Disciplinary action	11
4.2.1. Suspension or expulsion	11
4.2.2. Consequences of suspension.....	12
4.3. Resolving disputes.....	12
4.3.1. Grievance Procedure.....	12



4.4.	Mediation.....	13
4.4.1.	Appointment of mediator	13
4.4.2.	Mediation process	13
4.4.3.	If mediation results in decision to suspend or expel being revoked	14
PART 5 - COMMITTEE.....		15
5.1.	Powers of Committee	15
5.1.1.	Committee	15
5.2.	Composition of Committee and duties of members	15
5.2.1.	Committee members	15
5.2.2.	President	15
5.2.3.	Vice President	15
5.2.4.	Secretary	15
5.2.5.	Treasurer	16
5.3.	Election of committee members and tenure of office	16
5.3.1.	How members become Committee members.....	16
5.3.2.	Nomination of committee members	17
5.3.3.	Election of office holders	17
5.3.4.	Election of ordinary committee members.....	17
5.3.5.	Term of office.....	18
5.3.6.	Resignation and removal from office.....	18
5.3.7.	When membership of committee ceases	18
5.3.8.	Filling casual vacancies.....	19
5.3.9.	Validity of acts.....	19
5.4.	Committee meetings.....	19
5.4.1.	Committee meetings.....	19
5.4.2.	Notice of committee meetings	19
5.4.3.	Procedure and order of business.....	19
5.4.4.	Quorum for committee meetings	20
5.4.5.	Voting at committee meetings	20
5.4.6.	Minutes of committee meetings	20
5.5.	Subcommittees and subsidiary offices	21
5.5.1.	Subcommittees and subsidiary offices	21



5.5.2. Delegation to subcommittees and holders of subsidiary offices.....	21
PART 6 - GENERAL MEETINGS OF ASSOCIATION	23
6.1. General Meetings of Association	23
6.1.1. Annual general meeting.....	23
6.1.2. Special general meetings	23
6.1.3. Notice of general meetings.....	24
6.1.4. Proxies.....	24
6.1.5. Presiding member for general meetings	24
6.1.6. Quorum for general meetings	25
6.1.7. Adjournment of general meeting	25
6.1.8. Voting at general meeting	25
6.1.9. When special resolutions are required.....	26
6.1.10. Determining whether resolution carried	26
6.1.11. Minutes of general meeting.....	27
PART 7 - FINANCIAL MATTERS	28
7.1. Financial Matters	28
7.1.1. Financial year	28
7.1.2. Source of funds	28
7.1.3. Control of funds	28
7.1.4. Financial statements and financial reports.....	28
PART 8 - GENERAL MATTERS	29
8.1. General Matters.....	29
8.1.1. By-laws	29
8.1.2. Executing documents and common seal	29
8.1.3. Giving notices to members	29
8.1.4. Custody of books and securities	30
8.1.5. Record of office holders.....	30
8.1.6. Inspection of records and documents	30
8.1.7. Distribution of surplus property on cancellation of incorporation or winding up	30



PART 1 - PRELIMINARY

1.1. Name of the Association

- (i) The name of the Association is Sea Kayak Club WA Inc.

1.2. Objects of Association

- (i) The objects of association are:
 - (a) To unite and co-ordinate members in their sea kayaking activities.
 - (b) To promote and encourage sea kayaking to the general community as an enjoyable, social and environmentally responsible wilderness pursuit.
 - (c) To promote safe boating practices, and endeavour to make sure that the Rules and Regulations concerning Sea Kayaking (if any) are complied with.
 - (d) To encourage respect for our environment, and to foster a positive attitude towards the conservation of flora and fauna, and the practice of minimum impact camping.
 - (e) To act on behalf of members in their relationship with Paddle WA Inc. and other organisations.
 - (f) To represent sea kayakers in consultations with government departments at all levels.

1.3. Terms used

- (i) In these rules, unless the contrary intention appears:

Act means the Associations Incorporation Act 2015;

associate member means a member with the rights referred to in rule 3.1.5(vii);

Association means the incorporated association to which these rules apply;

books, of the Association, includes the following however compiled, recorded or stored —

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

by laws means by-laws made by the Association under rule 8.1.1;

chairperson means —

- (a) in relation to a committee meeting, the person presiding at the meeting in accordance with rule 5.4.3(i) or 5.4.3(ii); or
- (b) in relation to a general meeting, the person presiding at the meeting in accordance with rule 6.1.5(i) or 6.1.5(ii) in the case of a general meeting;



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 include:

- (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, has the meaning given in rule 7.1.1;

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 an ordinary member or an associate member of the Association;

ordinary committee member means a committee member who is not an office holder of the Association under rule 27(3);

ordinary member means a member with the rights referred to in rule 3.1.5(vi);

president means the Committee 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 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 not less than three fourths of the voting members at a general meeting in accordance with section 51 of the Act;

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

treasurer means the committee member holding office as the treasurer of the Association

vice president means the committee member holding office as the vice president of the Association.



PART 2 - ASSOCIATION TO BE NOT FOR PROFIT BODY

2.1. Not-for-profit body

- (i) 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.



PART 3 - MEMBERS

3.1. Membership

3.1.1. Applying for membership

- (i) Any person who supports the objects or purposes of the Association is eligible to apply to become a member.
- (ii) A person who wants to become a member must apply in writing to the Association using such form as the Committee from time to time directs.

3.1.2. Dealing with membership applications

- (i) The committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- (ii) The committee may reject an application even if the applicant is eligible under rule **Error! Reference source not found..**
- (iii) The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.
- (iv) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.
- (v) An applicant whose application for membership of the Association is rejected under subrule (ii) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- (vi) When notice is given under sub-rule (iv), the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting

3.1.3. Becoming a member

- (i) An applicant for membership of the Association becomes a member when —
 - (a) the committee accepts the application; and
 - (b) the applicant pays any membership fees payable to the Association under rule 3.2.2.
- (ii) In accordance with section 36(1)(b) of the Act, the Association must provide each person who becomes a member of the association a copy of the rules in force at the time their membership commences

3.1.4. Membership Renewal

- (i) Members shall:
 - (a) Renew their membership with the Association in accordance with the procedure directed by the committee, at the commencement of each financial year;



- (b) Pay the annual fees as prescribed by the Association at the commencement of each financial year.

3.1.5. Classes of membership

- (i) The Association consists of ordinary members and associate members.
- (ii) Ordinary members include the following classes of membership:
 - (a) **Standard Members:** Open to individuals aged 18 years and over
 - (b) **Seniors Concession Members:** Open to individuals aged 65 and over
 - (c) **Regional Members:** Open to individuals aged 18 years and over, and who reside outside the area of map coverage in the current UBD Perth Street Directory.
- (iii) Associate members include the following classes of membership:
 - (a) **Junior Members:** Open to individuals who are under 18 years of age.
 - (b) **Junior Regional Members:** Open to individuals who are under 18 years of age and, and who reside outside the area of map coverage in the current UBD Perth Street Directory
 - (c) Any other classes of associate membership provided for under subrule (iv).
- (iv) The Association may have any class of associate membership approved by resolution at a general meeting, including guest membership, honorary membership and life membership.
- (v) A person can only be an ordinary member or belong to one class of associate membership.
- (vi) An ordinary member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.
- (vii) An associate member has the rights referred to in subrule (vi) other than full voting rights.

3.1.6. When membership ceases

- (i) A person ceases to be a member when any of the following takes place —
 - (a) when the person dies;
 - (b) the person resigns from the Association under rule 3.1.7;
 - (c) the person is expelled from the Association under rule 4.2.1;
 - (d) the person ceases to be a member under rule 3.2.2(v).

3.1.7. Resignation

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

3.1.8. Rights not transferable

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



3.2. Membership fees

3.2.1. Affiliation with Paddle Western Australia (Inc.)

- (i) The Association is an affiliate of Paddle Western Australia (Inc); and as such, the Association shall pay the annual subscription fees determined by Paddle Western Australia (Inc) on behalf of members for their affiliation with Paddle Western Australia (Inc).
- (ii) Any and all fees or levies payable by the Association to Paddle Western Australia (Inc) for a member's affiliation will in turn form part of the member's annual subscription fee.

3.2.2. Membership fees

- (i) Members annual fees shall be comprised of two parts:
 - (a) The Paddle Western Australia (Inc) annual subscription fee, referred to in 3.2.1(ii) above;
 - (b) The Association's annual subscription fee.
- (ii) The committee may from time to time determine the entrance fee (if any) and the Association's annual subscription fee referred to in subrule (i)(b) to be paid for membership of the Association.
- (iii) The fees determined under subrule (ii) may be different for different classes of membership.
- (iv) A member must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, by the date (the **due date**) determined by the committee.
- (v) If a member has not paid the annual membership fee within the period of 1 months after the due date, the member ceases to be a member on the expiry of that period, unless the committee decides otherwise.
- (vi) If a person who has ceased to be a member under subrule (v) 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.

3.3. Register of members

3.3.1. Register of members

- (i) 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.
- (ii) The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.
- (iii) Subject to section 8.1.6 of these rules, the association must, upon the request of a member of the association, make the register of members available for inspection by the member.

PART 4 - DISCIPLINARY ACTION, DISPUTES AND MEDIATION

4.1. Term used

4.1.1. Term used: member

- (i) In this Part —
member, in relation to a member who is expelled from the Association, includes former member.

4.2. Disciplinary action

4.2.1. Suspension or expulsion

- (i) 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 detrimentally to the interests of the Association.
- (ii) 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.
- (iii) The notice given to the member must state —
(a) when and where the committee meeting is to be held; and
(b) the grounds on which the proposed suspension or expulsion is based; and
(c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
- (iv) At the committee meeting, the committee must —
(a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
(b) give due consideration to any submissions so made; and
(c) decide —
(i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
(ii) whether or not to expel the member from the Association.
- (v) A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (vi) 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.
- (vii) 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 (vi), give



written notice to the secretary requesting that the matter proceed to mediation under section 4.4..

- (viii) If notice is given under subrule (vii), the member who gives the notice and the committee are the parties to the mediation.

4.2.2. Consequences of suspension

- (i) 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.

4.3. Resolving disputes

4.3.1. Grievance Procedure

- (i) The grievance procedure set out in this rule applies to disputes —
- (a) between members; or
 - (b) between one or more members and the Association.
- (ii) For the purposes of sub-rule (i) above, the term 'member' includes persons who cease to be a member within 6 months before the dispute has come to the attention of each party to the dispute.
- (iii) 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.
- (iv) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by subrule (iii) , 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.
- (v) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (vi) 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.
- (vii) The notice given to each party to the dispute must state —
- (a) when and where the committee meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- (viii) 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 or oral (or both written and oral) submissions to the committee about the dispute; and
 - (b) give due consideration to any submissions so made; and



- (c) determine the dispute.
- (ix) 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.
- (x) A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (viii)(c), give written notice to the secretary requesting that the matter proceed to mediation.
- (xi) If notice is given under subrule (x), each party to the dispute is a party to the mediation.

4.4. Mediation

4.4.1. Appointment of mediator

- (i) A mediator must be chosen or appointed in accordance with this rule if written notice has been given to the secretary requesting mediation of a dispute —
 - (a) by a member under rule 4.2.1(vii); or
 - (b) by a party to a dispute under rule 4.3.1(x).
- (ii) The mediator must be a person chosen by agreement between the parties to the mediation.
- (iii) If there is no agreement for the purposes of subrule (ii), then, subject to subrules (iv) and (v), the committee must appoint the mediator.
- (iv) In the case of a dispute between a member and the Association, a mediator appointed under sub-rule (iii) must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.
- (v) 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.

4.4.2. Mediation process

- (i) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (ii) 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.
- (iii) 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.
- (iv) The mediator cannot determine the matter that is the subject of the mediation.



- (v) 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.
- (vi) The costs of the mediation are to be paid by the party or parties to the mediation that requested the mediation.

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

- (i) If —
 - (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 4.2.1(vii); and
 - (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.



PART 5 - COMMITTEE

5.1. Powers of Committee

5.1.1. Committee

- (i) The committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- (ii) 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.
- (iii) The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

5.2. Composition of Committee and duties of members

5.2.1. Committee members

- (i) The committee members consist of —
 - (a) the office holders of the Association; and
 - (b) up to four (if any) ordinary committee members.
- (ii) The following are the office holders of the Association —
 - (a) the president;
 - (b) the vice president;
 - (c) the secretary;
 - (d) the treasurer.
- (iii) A person may be a committee member if the person is —
 - (a) an individual who has reached 18 years of age; and
 - (b) an ordinary member.

5.2.2. President

- (i) 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.
- (ii) 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.

5.2.3. Vice President

- (i) In the absence of the president, the vice president may assume the duties of the president in accordance with rules 5.4.3(i) or 6.1.5(i).

5.2.4. Secretary

- (i) 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, and financial statements, 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.

5.2.5. Treasurer

- (i) 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 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) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (g) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (h) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
 - (i) carrying out any other duty given to the treasurer under these rules or by the committee.

5.3. Election of committee members and tenure of office

5.3.1. How members become Committee members

- (i) A member becomes a committee member if the member —

- (a) is elected to the committee at an annual general meeting; or
- (b) is appointed to the committee by the committee to fill a casual vacancy under rule 5.3.8.

5.3.2. Nomination of committee members

- (i) At least 14 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 (ii).
- (ii) 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 7 days before the annual general meeting.
- (iii) The written notice must include a statement by another member in support of the nomination.
- (iv) A member may nominate for one specified position of office holder of the Association or to be an ordinary committee member.
- (v) A member whose nomination does not comply with this rule is not eligible for election to the committee unless the member is nominated under rule 5.3.3(ii) or 5.3.4(i)(b).

5.3.3. Election of office holders

- (i) At the annual general meeting, a separate election must be held for each position of office holder of the Association.
- (ii) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- (iii) If only one member has nominated for a position, the chairperson of the meeting must declare the member elected to the position.
- (iv) If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
- (v) Each ordinary member present at the meeting may only vote for one member who has nominated for the position.
- (vi) A member who has nominated for the position may vote for himself or herself.
- (vii) On the member's election, the new chairperson of the Association may take over as the chairperson of the meeting.

5.3.4. Election of ordinary committee members

- (i) If the number of members nominating for the position of ordinary committee member is not greater than four, 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 ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- (ii) If —



- (a) the number of members nominating for the position of ordinary committee member is greater than four; or
 - (b) the number of members nominating under subrule (i)(b) is greater than the number of positions remaining unfilled,
the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of ordinary committee member.
- (iii) A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

5.3.5. Term of office

- (i) The term of office of a committee member begins when the member —
 - (a) is elected at an annual general meeting or under subrule 5.3.6(iii)(b); or
 - (b) is appointed to fill a casual vacancy under rule 5.3.8.
- (ii) Subject to rule 5.3.7, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- (iii) A committee member may be re-elected.

5.3.6. Resignation and removal from office

- (i) 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.
- (ii) 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.
- (iii) 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 5.2.1(iii) to fill the vacant position.
- (iv) A committee member who is the subject of a proposed resolution under subrule (iii)(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.
- (v) The secretary or President may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

5.3.7. When membership of committee ceases

- (i) A person ceases to be a committee member if the person —
 - (a) dies or otherwise ceases to be a member; or
 - (b) resigns from the committee or is removed from office under rule 5.3.6; 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.



5.3.8. Filling casual vacancies

- (i) The committee may appoint a member who is eligible under rule 5.2.1(iii) to fill a position on the committee that —
 - (a) has become vacant under rule 5.3.7; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 5.3.6(iii)(b).
- (ii) If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 5.2.1(iii) to fill the position within 14 days after the vacancy arises.
- (iii) Subject to the requirement for a quorum under rule 5.4.4, the committee may continue to act despite any vacancy in its membership.
- (iv) If there are fewer committee members than required for a quorum under rule 5.4.4, the committee may act only for the purpose of —
 - (a) appointing committee members under this rule; or
 - (b) convening a general meeting.

5.3.9. Validity of acts

- (i) 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.

5.4. Committee meetings

5.4.1. Committee meetings

- (i) The committee must meet at least 3 times in each year on the dates and at the times and places determined by the committee.
- (ii) The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the committee members are elected.
- (iii) Special committee meetings may be convened by the president or any 2 committee members.

5.4.2. Notice of committee meetings

- (i) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting, unless all committee members unanimously agree to a meeting at shorter notice.
- (ii) The notice must state the date, time and place of the meeting and may describe the general nature of the business to be conducted at the meeting.

5.4.3. Procedure and order of business

- (i) The president or, in the president's absence, the vice president must preside as chairperson of each committee meeting.



- (ii) 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.
- (iii) The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- (iv) The order of business at a committee meeting may be determined by the committee members at the meeting.
- (v) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- (vi) A person invited under subrule (v) to attend a committee meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) cannot vote on any matter that is to be decided at the meeting.

5.4.4. Quorum for committee meetings

- (i) At a committee meeting, a majority of current committee members constitutes a quorum.
- (ii) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting, the meeting lapses;
- (iii) 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.
- (iv) A member who participates in a committee meeting as allowed under subrule (iii) 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.

5.4.5. Voting at committee meetings

- (i) Each committee member present at a committee meeting has one vote on any question arising at the meeting.
- (ii) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- (iii) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (iv) 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.
- (v) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

5.4.6. Minutes of committee meetings

- (i) The committee must ensure that minutes are taken and kept of each committee meeting.
- (ii) 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 5.4.3(v);



- (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.
- (iii) The minutes of a committee meeting must be published to the committee and entered in the Association's minute book within 30 days after the meeting is held.
- (iv) 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.
- (v) 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.

5.5. Subcommittees and subsidiary offices

5.5.1. Subcommittees and subsidiary offices

- (i) To help the committee in the conduct of the Association's business, the committee may 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.
- (ii) A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.
- (iii) A person may be appointed to a subsidiary office whether or not the person is a member.
- (iv) Subject to any directions given by the committee —
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

5.5.2. Delegation to subcommittees and holders of subsidiary offices

- (i) In this rule —
 - non-delegable duty** means a duty imposed on the committee by the Act or another written law.
- (ii) The committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the committee other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (iii) 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.



- (iv) 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.
- (v) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- (vi) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the committee.
- (vii) The committee may, in writing, amend or revoke the delegation.



PART 6 - GENERAL MEETINGS OF ASSOCIATION

6.1. General Meetings of Association

6.1.1. Annual general meeting

- (i) The committee must determine the date, time and place of the annual general meeting.
- (ii) 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.
- (iii) 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 the committee's annual report on the Association's activities during the preceding financial year;
 - (c) to receive and consider the financial statements of the Association for the preceding financial year presented under Part 5 of the Act;
 - (d) to elect the office holders of the Association and ordinary committee members;
- (iv) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

6.1.2. Special general meetings

- (i) The committee may convene a special general meeting.
- (ii) The committee must convene a special general meeting if at least 5 members require a special general meeting to be convened.
- (iii) 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.
- (iv) The special general meeting must be convened within 28 days after notice is given under subrule (iii)(a).
- (v) 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.
- (vi) A special general meeting convened by members under subrule (v) —
 - (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.
- (vii) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (v).



6.1.3. Notice of general meetings

- (i) The secretary or, in the case of a special general meeting convened under rule 6.1.2(v), 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.
- (ii) 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 6.1.4(vi).

6.1.4. Proxies

- (i) An ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (ii) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (iii) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (iv) 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.
- (v) 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.
- (vi) Notice of a general meeting given to an ordinary member under rule 6.1.3 must —
 - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (b) include a copy of any form that the committee has approved for the appointment of a proxy.
- (vii) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (viii) 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.

6.1.5. Presiding member for general meetings

- (i) The president or, in the president's absence, the vice president must preside as chairperson of each general meeting.



- (ii) 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.

6.1.6. Quorum for general meetings

- (i) For a general meeting fifteen percent of membership of the Association present, either in person, by other means under subrule (ii), or by proxy constitute a quorum.
- (ii) 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.
- (iii) A member who participates in a general meeting as allowed under subrule (ii) 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.
- (iv) 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.
- (v) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (iv)(b); and
 - (b) at least 2 ordinary members are present at the meeting,those members present are taken to constitute a quorum.

6.1.7. Adjournment of general meeting

- (i) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (ii) Without limiting subrule (i), 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.
- (iii) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (iv) 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 6.1.3.

6.1.8. Voting at general meeting

- (i) On any question arising at a general meeting —
 - (a) subject to subrule (iii), each ordinary member has one vote; and
 - (b) ordinary members may vote personally or by proxy.



- (ii) 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.
- (iii) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (iv) 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.
- (v) For an ordinary member to be eligible to vote at a general meeting , the ordinary member —
 - (a) must have been an ordinary member at the time notice of the meeting was given under rule 6.1.3; and
 - (b) must have paid any fee or other money payable to the Association by the member.

6.1.9. When special resolutions are required

- (i) A special resolution is required if it is proposed at a general meeting —
 - (a) to alter these rules of the Association;
 - (b) to affiliate the Association with another body;
 - (c) to cease an affiliation of 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.
- (ii) Subrule (i) does not limit the matters in relation to which a special resolution may be proposed.

6.1.10. Determining whether resolution carried

- (i) In this rule —
 - poll** means the process of voting in relation to a matter that is conducted in writing.
- (ii) Subject to subrule (iv), 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.
- (iii) If the resolution is a special resolution, the declaration under subrule (ii) must identify the resolution as a special resolution.
- (iv) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person or by proxy —
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (v) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (vi) 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.



- (vii) A declaration under subrule (ii) or (iv) 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.

6.1.11. Minutes of general meeting

- (i) The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- (ii) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (iii) In addition, the minutes of each annual general meeting must record —
 - (a) the names of the ordinary members attending the meeting;
 - (b) any proxy forms given to the chairperson of the meeting under rule 6.1.4(vii); and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 6.1.1(iii)(c).
- (iv) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (v) 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.
- (vi) 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

7.1. Financial Matters

7.1.1. Financial year

- (i) The financial year of the Association is the period of 12 months commencing 1st October and ending on 30th September each year.

7.1.2. Source of funds

- (i) 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 committee.

7.1.3. Control of funds

- (i) The Association must operate 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.
- (ii) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- (iii) The committee may authorise the treasurer, the secretary, and/or the president 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.

7.1.4. Financial statements and financial reports

- (i) 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 report of the Association are met.
- (ii) Without limiting subrule (i), those requirements include the preparation of the financial statements; and the presentation to the annual general meeting of the financial statements or financial report, as applicable.



PART 8 - GENERAL MATTERS

8.1. General Matters

8.1.1. By-laws

- (i) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- (ii) By-laws may —
 - (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 3.1.5(iv); and
 - (b) impose restrictions on the committee's powers, including the power to dispose of the association's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
 - (d) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- (iii) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

8.1.2. Executing documents and common seal

- (i) The Association may have a common seal on which its corporate name appears in legible characters.
- (ii) A document may only be sealed with the common seal with the expressed authority of the committee.
- (iii) The affixing of the common seal must be witnessed by any two of the office holders of the Association, and each of them is to sign the document to attest that the document was sealed in their presence.
- (iv) The Association may execute a document without using a common seal if, with the express approval of the committee, the document is signed by any two of the office holders of the Association.
- (v) Any authorisation and use of the common seal, or of the execution of any document executed in accordance with subrule (iii), must be recorded in the minute book referred to in sub-rule 5.4.6(iii).
- (vi) The common seal must be kept in the custody of the secretary or another committee member authorised by the committee.

8.1.3. Giving notices to members

- (i) In this rule —
 - recorded** means recorded in the register of members.
- (ii) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
 - (a) delivered by hand to the recorded address of the member; or
 - (b) sent by prepaid post to the recorded postal address of the member; or

- (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

8.1.4. Custody of books and securities

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

8.1.5. Record of office holders

- (i) The record of committee 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.

8.1.6. Inspection of records and documents

- (i) Subrules (ii) through to (vii) apply to a member who wants to inspect —
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of office holders under section 58(3) of the Act; or
 - (c) any other record or document of the association.
- (ii) The member must contact the secretary to make the necessary arrangements for the inspection.
- (iii) The inspection must be free of charge.
- (iv) If the member:
 - (a) wants to inspect the register of members under section 54(1) of the Act
 - (b) want to inspect the record of office holders under section 58(3) of the Act; or
 - (c) makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.
- (v) If the member wants to inspect a a record or document referred to in subrule (i)(c) , the right to inspect that document is subject to approval by the committee..
- (vi) Subject to sub-rule (iv), the member may make a copy of or take an extract from a record or document referred to in subrule (i)(c) but does not have a right to remove the record or document for that purpose.
- (vii) The member must not use or disclose information in a record or document referred to in subrule (i)(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.

8.1.7. Distribution of surplus property on cancellation of incorporation or winding up



(i) In this rule —

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

- (i) the debts and liabilities of the Association; and
- (ii) 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.

(ii) 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.