

Wrestling Western Australia
Incorporated

**CONSTITUTION
(Rules)**

Part 1 — Preliminary

1. Terms used

Under these rules, unless the contrary intention appears, —

Act means the *Associations Incorporation Act 2015*;

Association means the incorporated association to which these rules apply;

Board means the management committee of the Association;

Board meeting means a meeting of the Board;

Board member means a member of the Board;

books, of the Association, include:

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

by-laws mean by-laws made by the Association under rule 57;

chairperson means the committee member holding office as the chairperson of the Association;

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

financial records includes —

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

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

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

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

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

individual member means a member with the rights referred to in rule 8;

member means a person who is an individual member or life member of the Association and any other membership class approved by the Board;

ordinary Board member means a Board member who is not an office holder of the Association);

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

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

secretary means the Board member holding office as the secretary of the Association;

special general meeting means a general meeting of the Association other than the annual general meeting;

special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

subcommittee means a subcommittee appointed by the Board under rule 41(1)(a);

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

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

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

treasurer means the Board member holding office as the treasurer of the Association.

Wrestling WA means Wrestling Western Australia Inc.

2. Name and Financial year

- (1) The name of the Association is Wrestling Western Australia Inc.
- (2) The financial year of the Association is the period of 12 months commencing on 1 January and ending on 31 December each year.

Part 2 — Not-for-profit body and Objects

3. 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) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.
- (4) The Objects of the Association are:
 - (a) To promote, develop and foster the sport of wrestling in Western Australia.
 - (b) To represent the interests of members in appropriate forums;

- (c) To raise monies for any of the objects or purposes of the Association including but not limited to subscriptions donations, sponsorship, fundraising, the supply of food and beverage and any other lawful means;
- (d) To host and stage wrestling matches, competitions and/or tournaments and other events in connection with the objects of the Association.
- (e) To do all things that may be necessary, conducive or incidental to the extension or implementation of the stated objects.
- (f) To undertake any other activities not inconsistent with the above objects to enhance, promote or protect the interests of the Association.

Part 3 — Members

Division 1 — Membership

4. Eligibility for membership

- (1) Any person who supports the objects or purposes of the Association is eligible to apply to become a member.
- (2) A person must be eighteen (18) years or older to be conferred full voting rights.

5. Applying for membership

- (1) A person who wants to become a member must apply in writing to the Association.
- (2) Online applications are considered to be in writing.
- (3) Applications need to be approved by the Board prior to the applicant's membership being confirmed.
- (4) The applicant must specify in the application the class of membership to which the application relates.

6. Dealing with membership applications

- (1) The Board must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) Subject to subrule (3), the Board must consider applications in the order in which they are received by the Association.
- (3) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The Board must not accept an application unless the applicant —
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 5.
- (5) The Board may reject an application even if the applicant —
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 5.
- (6) The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.

- (7) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

7. Becoming a member and member acknowledgment

- (1) An applicant for membership of the Association becomes a member when —
- (a) the Board accepts the application; and
 - (b) the applicant pays any membership fees payable to the Association under rule 12.
- (2) Members acknowledge and agree that:
- (a) these rules constitute a contract between each of them and the Association and that they are bound by these rules, any by-laws, policies, procedures and codes of conduct;
 - (b) they shall comply with and observe these rules, any by-laws, policies, procedures and codes of conduct and any determination, resolution or policy which may be made or passed by the Board or any duly authorised subcommittee;
 - (c) by submitting to these rules, any by-laws, policies, procedures and codes of conduct they are subject to the jurisdiction of the Association;
 - (d) these rules are made in pursuit of a common purpose, namely for the mutual and collective benefit of the Association, the members and wrestling;
 - (e) these rules, any by-laws, policies, procedures and codes of conduct are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the sport;
 - (f) neither membership of the Association nor these rules gives rise to any proprietary right of members in, to or over the Association or its property or assets or any automatic right of a member to renewal of their membership of the Association;

8. Classes of membership

- (1) Wrestling WA shall consist of the following Members:
- (a) Individual Members;
 - (b) Life Members; and
 - (c) Such new categories of Membership, as deemed appropriate by the Board.
- (2) Individual Membership is granted to individuals who have satisfied the requirements for membership as outlined in these rules. Individual Members may attend General Meetings, with full right to debate and vote.
- (3) Life Members will be appointed in accordance with the criteria and procedures set out, from time to time by the Board, in the policies. Any conditions, obligations or privileges of life membership shall be as prescribed in the policies. Life Members, subject to these rules, may attend General Meetings, with full right to debate and vote.

9. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
- (a) for a member who is an individual, the individual dies;
 - (b) for a member that is a body corporate, the body corporate is wound up;
 - (c) the person resigns from the Association under rule 10;
 - (d) the person is expelled from the Association under rule 15;
 - (e) the person ceases to be a member under rule 12(4).
- (2) The secretary must keep a record, for at least one year after a person ceases to be a member, of —
- (a) the date on which the person ceased to be a member; and
 - (b) the reason why the person ceased to be a member.

10. Resignation

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the secretary. Persons that don't pay membership fees are automatically excluded from membership.
- (2) The resignation takes effect —
 - (a) when the secretary receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the *owed amount*) at the time of resignation.
- (4) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

11. Rights not transferable

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

Division 2 — Membership fees

12. Membership fees

- (1) The annual membership subscription, fees and any levies payable by members (or any category of members) to Wrestling WA, the basis of, the time for, and manner of payment for which shall be as determined by the Board from time to time.
- (2) The fees determined under rule 12(1) may be different for different membership categories.
- (3) A member must pay the annual membership fee to the treasurer, or another person authorised by the Board to accept payments, by the date determined by the Board.
- (4) A person shall not be a member until payment of the annual membership has been received and recorded by the treasurer, or another person authorised by the Board.
- (5) If a member has not paid the entrance fee (if applicable) and annual membership fee within the period of three months after the due date, the member ceases to be a member on the expiry of that period unless the Board decides otherwise. The owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.
- (6) If a person who has ceased to be a member under rule 12(5) offers to pay the annual membership fee after the period referred to in that rule has expired —
 - (a) the Board may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.
- (7) Non-financial members are not permitted to compete in organised training or events, nor have any other rights associated with membership, until such time as the annual fee is paid.

Division 3 — Register of members

13. Register of members

- (1) The secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.

- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the secretary's place of residence, or at another place determined by the Board.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If —
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

Part 4 — Disciplinary action, disputes and mediation

Division 1 — Term used

14. Term used: member

In this Part —

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

Division 2 — Disciplinary action

15. Suspension or expulsion

- (1) The Board may decide to suspend a member's membership or to expel a member from the Association if —
 - (a) the member contravenes any of these rules; or
 - (b) the member is in breach of any of the Associations By-laws, policies rules or codes 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 Board meeting at which the proposal is to be considered by the Board.
- (3) The notice given to the member must state —
 - (d) when and where the Board meeting is to be held; and
 - (e) the grounds on which the proposed suspension or expulsion is based; and
 - (f) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion.
- (4) At the Board meeting, the Board must —
 - (g) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
 - (h) give due consideration to any submissions so made; and
 - (i) decide —
 - i. whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - ii. whether or not to expel the member from the Association.
- (5) A decision of the Board to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.

16. Consequences of suspension

- (1) During the period a member's membership is suspended, the member —
 - (a) loses any rights (including voting rights) arising as a result of membership; and

- (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (2) When a member's membership is suspended, the secretary must record in the register of members —
 - (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

Division 3 — Resolving disputes

17 Disputes arising under the rules

- (1) This rule applies to:
 - (a) disputes between members; and
 - (b) disputes between the Association and one or more members.
- (2) In this rule member includes any organisation/person who was a member of the Association not more than six months before the dispute occurred, even if they are no longer a member.
- (3) Any dispute arising under the rules shall be determined in accordance with the Associations dispute resolution procedures as contained within any by-laws or the Associations policies and procedures.

18 Inability to Resolve Disputes

- (1) If a dispute cannot be resolved under the procedures set out in the Associations by-laws, policies or procedures, any party to the dispute may, in accordance with the Act, apply to the State Administrative Tribunal to determine the dispute or may pursue the matter otherwise at law.

Part 5 — Board

Division 1 — Powers of Board

19. Board

- (1) The Board members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

Division 2 — Composition of Board and duties of members

20. Board members

- (1) The Board members shall consist of five (5) elected members of the Association plus up to two (2) appointed members to the Board, appointed by the elected members.
- (2) The five (5) elected Board members shall be elected at the Annual General Meeting of the Association.
- (3) The Board shall convene immediately after the conclusion of each Annual General Meeting to determine which of the elected Board members shall assume the office holder positions of the Association.
- (4) The following are the office holder positions of the Association —
 - (a) the chairperson;
 - (b) the deputy chairperson;
 - (c) the secretary;
 - (d) the treasurer.
- (5) A person may be a Board member if the person is —
 - (a) an individual who has reached 18 years of age; and
 - (b) an individual or life member.
- (6) A person must not hold 2 or more of the office holder positions mentioned in subrule (4) at the same time.

21. Chairperson and Deputy Chairperson

- (1) It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each Board meeting and general meeting.
- (2) The chairperson has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules.
- (3) In the absence of the Chairperson, the roles of the Chairperson are to be carried out by the Deputy Chairperson

22. Secretary

- (1) The secretary has the following duties —
 - (a) dealing with the Association's correspondence;
 - (b) consulting with the chairperson regarding the business to be conducted at each Board meeting and general meeting;
 - (c) preparing the notices required for meetings and for the business to be conducted at meetings;
 - (d) unless another member is authorised by the Board to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
 - (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;

- (f) unless another member is authorised by the Board to do so, maintaining on behalf of the Association a record of Board members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of Board meetings and general meetings;
- (i) carrying out any other duty given to the secretary under these rules or by the Board.
- (j) Rolling over seasons
- (k) Approving members in the system after the Board has given approval

23. Treasurer

- (1) The treasurer has the following duties —
- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association’s name;
 - (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
 - (c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time;
 - (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
 - (e) ensuring the safe custody of the Association’s financial records, financial statements and financial reports, as applicable to the Association;
 - (f) if the Association is a tier 1 association, coordinating the preparation of the Association’s financial statements before their submission to the Association’s annual general meeting;
 - (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association’s financial report before its submission to the Association’s annual general meeting;
 - (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association’s financial statements or financial report under Part 5 Division 5 of the Act;
 - (i) carrying out any other duty given to the treasurer under these rules or by the Board.

Division 3 — Election of Board members and tenure of office

24. How members become Board members

- (1) A member becomes a Board member if the member —
- (a) is elected to the Board at a general meeting; or
 - (b) is appointed to the Board by the Board to fill a casual vacancy under rule 31; or
 - (c) is appointed under rule 27.

25. Nomination of Board members

- (1) At least 21 days before an annual general meeting, the secretary must send written notice to all the members —
- (a) calling for nominations for election to the Board; and
 - (b) stating the date by which nominations must be received by the secretary to comply with subrule (2).

- (2) A member who wishes to be considered for election to the Board at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 7 days before the annual general meeting.
- (3) The written notice must include a statement by another member in support of the nomination.

26. Election of Board Members

- (1) At the annual general meeting, elections shall be held for the five (5) elected Board member positions.
- (2) If there are insufficient nominations for the five (5) elected Board member positions, the chairperson of the meeting may call for nominations from the individual and life members at the meeting.
- (3) If more than the required number of nominations have been received for the five (5) elected Board positions, the individual members at the meeting must vote in accordance with procedures that have been determined by the Board to decide which of the five (5) nominees are elected to the Board.
- (4) If there are five (5) or less nominations for the five (5) elected Board member positions, the members must vote at the meeting in accordance with the procedures that have been determined by the Board, to decide whether each of the nominees should be elected to the Board.
- (5) Each individual and life member present at the meeting may cast one vote for any of the nominees to a maximum of five (5) votes in total.

27. Appointed Board Members

- (1) The Board may fill the appointed Board member positions as it sees fit, but taking into account rule 27(2).
- (2) An appointed Board member may have specific skills as required by the Board in commerce, finance, marketing, law or business generally or such other skills that complement the Board composition.
- (3) For clarity, an appointed Board member does not need to be a member of Wrestling WA or a Wrestling WA Affiliated Club.

28. Term of office

- (1) The term of office of a Board member begins when the member —
 - (a) is elected at an annual general meeting or under rule 29(3)(b); or
 - (b) is appointed to fill a casual vacancy under rule 31.
- (2) Subject to rule 30, a Board member holds office from the time of election or appointment until his or her position on the Board is declared vacant at the second annual general meeting following his or her appointment.
- (3) A Board member may be re-elected for a period of not more than three (3) consecutive two (2) year terms.

- (4) An appointed Board member may be appointed by the Board in accordance with these rules for one or two year terms.
- (5) An appointed Board member may serve no more than six consecutive one (1) year terms or three (3) consecutive two (2) year terms. In calculating the number of terms served for the purposes of this rule, a partial term shall be counted as a full term.

29. Resignation and removal from office

- (1) A Board member may resign from the Board by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (2) The resignation takes effect —
 - (a) when the notice is received by the secretary or chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
 - (a) remove a Board member from office in accordance with procedures relating to the Board's "Code of Conduct" policy; and
 - (b) elect a member who is eligible under rule 20(4) to fill the vacant position.
- (4) A Board member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
- (5) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.

30. When membership of Board ceases

- (1) A person ceases to be a Board member if the person —
 - (a) dies or otherwise ceases to be a member; or
 - (b) resigns from the Board or is removed from office under rule 29; or
 - (c) becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act; or
 - (d) becomes permanently unable to act as a Board member because of a mental or physical disability; or
 - (e) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

31. Filling casual vacancies

- (1) The Board may appoint a member who is eligible under rule 20(5) to fill a position on the Board that —
 - (a) has become vacant under rule 30; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 29(3)(b).
- (2) If the position of secretary becomes vacant, the Board must appoint a member who is eligible under rule 20(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 38, the Board may continue to act despite any vacancy in its membership.

- (4) If there are fewer Board members than required for a quorum under rule 38, the Board may act only for the purpose of —
- (a) appointing Board members under this rule; or
 - (b) convening a general meeting.

32. Validity of acts

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

33. Payments to Board members

- (1) In this rule —
- Board member* includes a member of a subcommittee;
 - Board meeting* includes a meeting of a subcommittee.
- (2) A Board member is entitled to 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 Board meeting; or
 - (b) in attending a general meeting; or
 - (c) otherwise in connection with the Association's business.

Division 4 — Board meetings

34. Board meetings

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

35. Notice of Board meetings

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

36. Procedure and order of business

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each Board meeting.

- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (4) The order of business at a Board meeting may be determined by the Board members at the meeting.
- (5) A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board.
- (6) A person invited under subrule (5) to attend a Board meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

37. Use of technology to be present at Board meetings

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

38. Quorum for Board meetings

- (1) Subject to rule 31(4), no business is to be conducted at a Board meeting unless a quorum is present.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting —
 - (a) in the case of a special meeting, the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (3) If
 - (a) a quorum is not present within 30 minutes after the commencement time of a Board meeting held under subrule (2)(b); and
 - (b) at least 2 Board members are present at the meeting, those members present are taken to constitute a quorum.
- (4) Three Board members will constitute a quorum for the conduct of the business of a Board meeting.

39. Voting at Board meetings

- (1) Each Board member present at a Board meeting has one vote on any question arising at the meeting.

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

40. Minutes of Board meetings

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following —
 - (a) the names of the Board members present at the meeting;
 - (b) the name of any person attending the meeting under rule 36(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Board meeting must be entered in the Association’s minute book within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of a Board meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next Board meeting.
- (5) When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

Division 5 — Subcommittees and subsidiary offices

41. Subcommittees and subsidiary offices

- (1) To help the Board in the conduct of the Association’s business, the Board may, in writing, do either or both of the following —
 - (a) appoint one or more subcommittees;
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee may consist of the number of people, whether or not members, that the Board considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the Board;
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and

- (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

42. Delegation to subcommittees and holders of subsidiary offices

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

Part 6 — General meetings of Association

43. Annual General Meeting

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

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

44. Special general meetings

- (1) The Board may convene a special general meeting.
- (2) The Board must convene a special general meeting if at least 20% of the 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 21 days after notice is given under subrule (3)(a).
- (5) If the Board does not convene a special general meeting within that 21 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).

45. Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 44(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 Board under rule 25(2); 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 46(7).

46. Proxies

- (1) Subject to subrule (2), an individual member may appoint an individual who is an individual member as the member's proxy to vote and speak on the member's behalf at a general meeting.

- (2) An individual member may be appointed the proxy for not more than one (1) other member.
- (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 the member's 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 Board has approved a form for the appointment of a proxy, the member may use that form or any other form —
 - (a) that clearly identifies the person appointed as the member's proxy; and
 - (b) that has been signed by the member.
- (7) Notice of a general meeting given to an individual member under rule 45 must —
 - (a) state that the member may appoint an individual who is an individual member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (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.

47. 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.

48. Presiding member and quorum for general meetings

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum of 10 individual members are 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 two (2) individual members are present at the meeting, those members present are taken to constitute a quorum.

49. 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 individual 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 45.

50. Voting at general meeting

- (1) On any question arising at a general meeting —
 - (a) subject to subrule (6), each individual member and life member has one vote unless the member may also vote on behalf of a body corporate under subrule (2); and
 - (b) individual members and life members may vote personally or by proxy.
- (2) A member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- (3) A copy of the document by which the appointment is made must be given to the secretary before any general meeting to which the appointment applies.
- (4) The appointment has effect until:
 - (a) the end of any general meeting to which the appointment applies; or
 - (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the secretary.
- (5) Except in the case of a special resolution, a motion is carried if a majority of the individual members present at a general meeting vote in favour of the motion.
- (6) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (7) 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.

- (8) For a person to be eligible to vote at a general meeting as an individual member, life member or on behalf of an individual member that is a body corporate under subrule (2), the individual member —
- (a) must have been an individual member at the time notice of the meeting was given under rule 45; and
 - (b) must have paid any fee or other money payable to the Association by the member.

51. When special resolutions are required

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

52. Determining whether resolution carried

- (1) In this rule —
poll means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to subrule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
- (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.
- (3) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other individual members or life members present in person or by proxy —
- (a) the poll must be taken at the meeting in the manner determined by the chairperson; and
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (7) A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

53. Minutes of general meeting

- (1) The secretary, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.

- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
 - (a) the names of the individual members and life members attending the meeting; and
 - (b) any proxy forms given to the chairperson of the meeting under rule 46(8); and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 43(3)(b)(ii) or (iii); and
 - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 43(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

Part 7 — Financial matters

54. Source of funds

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

55. Control of funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by and any electronic funds transfers must be approved by —
 - (a) any two (2) Board members; or
 - (b) one Board member and a person authorised by the Board.
- (5) All funds of the Association must be deposited into the Association's account within five (5) working days after their receipt.

56. Financial statements and financial report

- (1) For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Without limiting subrule (1), those requirements include —
 - (a) if the Association is a tier 1 association, the preparation of the financial statements; and
 - (b) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (c) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (d) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

Part 8 — General matters

57. By-laws

- (1) The Board may make, amend or revoke by-laws.
- (2) By-laws may —
 - (a) provide for the rights and obligations that apply to any class of membership; and
 - (b) impose restrictions on the Board'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.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

58. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by —
 - (a) any two (2) Board members; or
 - (b) one Board member and a person authorised by the Board.
- (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 Board and in the presence of —
 - (i) any two (2) Board members; or

- (ii) one Board member and a person authorised by the Board,
- (iii) and each of them is to sign the document to attest that the document was sealed in their presence.

- (3) The secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the secretary or another Board member authorised by the Board.

59. Giving notices to members

- (1) In this rule —
recorded means recorded in the register of members.
- (2) A notice or other document that is to be given to a member 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, including but not limited to email, to an appropriate recorded number or recorded electronic address of the member.

60. Custody of books and securities

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

61. Record of office holders

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

62. Inspection of records and documents

- (1) Subrule (2) applies to a member who wants to inspect —
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of Board members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) any other record or document of the Association.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by members.

- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

63. Publication by Board members of statements about Association business prohibited

A Board member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Board meeting unless —

- (a) the Board member has been authorised to do so at a Board meeting; and
- (b) the authority given to the Board member has been recorded in the minutes of the Board meeting at which it was given.

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

- (1) In this rule —

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

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

65. Alteration of rules

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.