



TRITON WATER POLO CLUB
CONSTITUTION
PART 1 - PRELIMINARY

Terms Used

1. Name of the Association

The name of the Association is *Triton Water Polo Club Incorporated*

2. Terms Used

In these rules unless the contrary intention appears –

Act – means the *Associations Incorporation Act 2015* ("**The Act**");

associate member – means a member within the rights referred to in rule 9(2);

Club – means the incorporated association to which these rules apply;

books of the Club includes the following –

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

by laws – means by laws made by the Club in accordance with the Constitution;

President – means the committee member holding office as the President of the club;

committee – means the management committee of the Club;

committee meeting – means a meeting of the committee;

committee member – means a member of the committee;

financial records includes:

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

financial year of the club – means a period beginning on 1 May and ending on 30 April in the following year;

general meeting of the club – means a meeting of the Club that all members are entitled to receive notice of and to attend;

member – means a person (including a body corporate) who is an ordinary member or an associate member of the Club;

rules – means the rules of the Club as in force for the time being;

secretary – means the committee member holding office as the secretary of the Club;

special general meeting – means a general meeting of the Club other than the annual general meeting;

special resolution – means a resolution passed by the members at general meeting within the meaning given by section 51 of the Act, i.e. –

"a resolution is a special resolution if it is passed by a majority of not less than three fourths of the members of the Club who are entitled under the rules of the Club to vote and vote in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules."

treasurer – means the committee member holding office as the Treasurer of the Club.

PART 2 – CLUB TO BE NOT FOR PROFIT BODY

3. Objects of the Club

The objects of the Club are:

- (a) To affiliate with and be a member of Water Polo Western Australia (WPWA) and to subscribe to, become a member of, affiliated to or co-operate with any other organisation whether incorporated or not, these objects are consistent with the object to institute, conduct, promote and manage water polo in all forms;
- (b) To make, amend or rescind rules, so as to provide for the admission of members, imposition and collection of fees and charges on members, to establish procedures for the conduct of water polo and for the management of the Club and water polo generally; and
- (c) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may be conducive to the Club's objective and to obtain from any such government or authority, any rights, privileges and concessions which the Club may think it desirable to obtain, carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

The Club shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objects of the Club.

4. Powers of the Club

Powers conferred on the Club are the same as those conferred by the Act, so that subject to the Act and any additions, exclusions or modifications inserted

below, the Club may do all things necessary or convenient for carrying out its objects and purposes and in particular may –

- (1) The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club 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 Club only if it is authorised under subrule (11).
- (3) Acquire, hold, deal with, and dispose of any real or personal property;
- (4) Open and operate bank accounts;
- (5) Invest its money;
 - (I) in any security in which trust monies may lawfully be invested; or
 - (II) in any other manner authorised by the rules of the Club;
- (6) Borrow money upon such terms and conditions as the Club thinks fit;
- (7) Give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- (8) Appoint agents to transact any business of the Club on its behalf;
- (9) Enter into any other contract it considers necessary or desirable;
- (10) May act as trustee and accept and hold real and personal property upon trust, but does not have the power to do any act or thing as a trustee that, if done, otherwise than as a trustee, would contravene the Act or the rules of the Club.
- (11) Make a payment to a member out of the funds of the Club is authorised if it is –
 - (d) payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business, or
 - (e) the payment of interest, on money borrowed by the Club from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (f) the payment of reasonable rent for the member for premises leased by the member to the Club; or
 - (g) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

Part 3 Division 1 - Membership

5. Eligibility for Membership

- (2) Any person who supports the objects or purposes of the Club is eligible to apply to become a member.

6. Applying for Membership

- (1) A person who wants to become a member shall make application to the Club.
- (2) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

7. Dealing with Membership Applications

- (1) The committee must consider each application for membership of the Club and decide whether to accept or reject the application.
- (2) Subject to subrule (3), the committee must consider applications in the order in which they are received by the Club.
- (3) The committee may delay its consideration of an application if the committee 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 committee must not accept an application unless the applicant –
 - (h) is eligible under rule 5; and
 - (i) has applied under rule 6
- (5) The committee may reject an application even if the applicant –
 - (a) is eligible under rule 5; and
 - (b) has applied under rule 6
- (6) 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.
- (7) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.

8. Becoming a Member

An applicant for membership of the Club becomes a member when –

- (a) the committee accepts the application;
- (b) the applicant pays any membership fees payable to the Club under rule 13.

9. Classes of Membership

- (1) The Club consists of ordinary members and any associate members provided for under subrule (2).
- (2) The Club may have any class of associate membership approved by resolution at a general meeting, including junior membership, senior membership, honorary membership and life membership.
- (3) An individual 18 years of age and under is only eligible to be an associate member (junior).
- (4) A person can only be an ordinary member or belong to one class of associate membership.
- (5) 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.

- (6) An associate member has the rights referred to in subrule (5) other than full voting rights.
- (7) The number of members of any classes is not limited unless, otherwise approved by resolution at a general meeting.

10. When Membership Ceases

- (1) A person ceases to be a member when any of the following takes place –
 - (c) for a member who is an individual, the individual dies;
 - (d) for a member who is a body corporate, the body corporate is wound up;
 - (e) the person resigns from the Club under rule 11;
 - (f) the person is expelled from the Club under rule 16;
 - (g) the person ceases to be a member under rule 13(4).

11. Resignation

- (1) A member may resign from membership of the Club by giving written notice of the resignation to the secretary.
- (2) The resignation takes effect –
 - (h) when the secretary receives the notice; or
 - (i) if a later time is stated in the notice at that later time.
- (3) A person who has resigned from membership of the Club remains liable for any fees that are owed to the club (**the owed amount**) at the time of resignation.
- (4) The owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

12. Rights Not Transferable

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

Division 2 – Membership Fees

- 13. (1) The committee must determine the annual membership fee to be paid for membership of the Club.
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to the Treasurer, or another person authorised by the committee to accept payments, by the date (**the due date**) determined by the committee.
- (4) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- (5) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired –
 - (j) the committee may, at its discretion, accept that payment; and

- (k) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

14. Register of Members

- (1) The Registrar, or another person authorised by the committee, is responsible for the requirements imposed on the Club under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Club.
- (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 Registrar's place of residence, or at another place determined by the committee.
- (4) A member who wishes to inspect the register of members must contact the Registrar to make the necessary arrangements.
- (5) If –
 - (l) 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
 - (m) 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 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 Club.

Part 4 – Disciplinary Action, Disputes and Mediation

Division 1 – Term Used

15. Term Used: Member

In this part – **member**, in relation to a member who is expelled from the Club includes a former member.

Division 2 – Disciplinary Action

16. Suspension or Expulsion

- (1) The committee may decide to suspend a member's membership or to expel a member from the Club if –
 - (n) the member contravenes any of these rules; By-Laws; or
 - (o) the member acts detrimentally to the interests of the Club.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- (3) The notice given to the member must state –
 - (a) when and where the committee meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and

- (c) that the member or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
- (4) At the committee meeting, the committee must –
 - (a) give the member, or the members 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 Club.
- (5) A decision of the committee to suspend the member's membership or to expel the member from the Club takes immediate effect.
- (6) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Club may, within 14 days after receiving notice of the committee's decision under subrule (6) give written notice to the secretary requesting the appointment of a mediator under rule 24.
- (8) If notice is given under subrule (7) the member who gives the notice and the committee are the parties to the mediation.

17. Consequences of Suspension

- (1) During the period a member's membership is suspended, the member –
 - (d) loses any rights (including voting rights) arising as a result of membership; and
 - (e) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable to the Club.
- (2) When a member's membership is suspended, the secretary must record –
 - (a) that the member's membership is suspended; and
 - (b) the date in which the suspension takes place; and
 - (c) the period of the suspension
- (3) When the period of suspension ends, the secretary must record that the member's membership is no longer suspended.

Division 3 – Resolving Disputes

18. Terms Used

In this Division –

Grievance Procedure means the procedures set out in this Division;

Party to a Dispute includes a person –

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

19. Application of the Division

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

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

20. Parties to Attempt to Resolve Dispute

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

21. How Grievance Procedure is Started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 20, any party to the dispute may start the grievance procedure by giving written notice to the secretary of –
 - (c) the parties to the disputes; and
 - (d) the matters that are the subject of the dispute.
- (2) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (3) 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.
- (4) 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.
- (5) If –
 - (a) the dispute is between one or more members and the Club; and
 - (b) any party to the dispute gives written notice to the secretary stating that the party –
 - (i) does not agree to the dispute being determined by the committee; and
 - (ii) requests the appointment of a mediator under rule 24, the committee must not determine the dispute.

22. Determination of Dispute by Committee

- (2) At the committee meeting at which a dispute is to be considered and determined, the committee must –
 - (c) give each party to the dispute, or their party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - (d) give due consideration to any submissions so made; and
 - (e) determine the dispute.
- (2) 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 in which the determination is made.
- (3) A party to the dispute may, within 14 days, after receiving notice of the committee's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 24.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

Division 4 – Mediation

23. Application of Division

- (1) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator –
 - (f) By a member under rule 16(7); or
 - (g) By a party to a dispute under rule 21(5)(b)(ii) or 22(3)
- (2) If this Division applies, a mediator must be chosen or appointed under rule 24.

24. Appointment of Mediator

- (1) The mediator must be a person chosen –
 - (h) if the appointment of a mediator was requested by a member under rule 16(7) – by agreement between the member and the committee; or
 - (i) if the appointment of a mediator was requested by a party to a dispute under rule 21(5)(b)(ii) or 22(3) – by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the committee must appoint the mediator.
- (3) The person appointed as mediator by the committee must be a person who acts as a mediator for another not for profit body, if the appointment of a mediator was requested by –
 - (a) a member under rule 16(7); or
 - (b) a party to a dispute under rule 21(5)(b)(ii); or
 - (c) a party to a dispute under rule 22(3) and the dispute is between one or more members and the Club.

- (4) The person appointed as a mediator by the committee may be a member or former member of the Club 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.

25. Mediation Process

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

26. If Mediation Results in Decision to Suspend or Expel being Revoked

- (a) If mediation takes place because a member whose membership is suspended or who is expelled from the Club gives notice under rule 16(7); and
- (b) as a 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

Division 1 – Powers of Committee

27. Committee

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

- (3) The committee must take all reasonable steps to ensure that the Club complies with the Act, these rules and the by-laws (if any).

Division 2 – Composition of Committee and Duties of Members

28. Committee Members

- (1) The committee members consist of –
 - (c) the office holders of the Club; and
 - (d) at least 3 ordinary committee members
- (2) The committee must determine the maximum number of members who may be ordinary committee members.
- (3) The following are the office holders of the Club –
 - (a) President
 - (b) Vice President
 - (c) the Secretary
 - (d) the Treasurer
 - (e) Registrar
- (4) 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) A person must not hold two or more of the offices mentioned in subrule (3) at the same time.

29. President

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

30. Secretary

The secretary has the following duties –

- (a) dealing with the Club'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) maintaining on behalf of the Club an up-to-date copy of these rules, as required under section 35(1) of the Act.
- (e) unless another person is authorised by the committee to do so maintaining on behalf of the Club a record of committee members and other persons authorised to act on behalf of the Club as required under 58(2) of the Act.
- (f) maintaining full and accurate minutes of committee meetings and general meetings.

- (g) Carrying out any other duty given to the secretary under these rules or by the committee.

31. Treasurer

The Treasurer has the following duties –

- (a) ensuring that any amounts payable to the Club are collected and issuing receipts for those amounts in the Club's name;
- (b) ensuring that any amounts paid to the Club are credited to the appropriate account of the Club as directed by the committee;
- (c) ensuring that any payments to be made by the Club that have been authorised by the committee or at a general meeting are made on time;
- (d) ensuring that the Club complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Club's financial records, financial statements and financial reports as applicable to the Club;
- (f) co-ordinating the preparation of the Club's financial statements before their submission to the Club's annual general meeting;
- (g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial report under Part 5 of Division 5 of the Act;
- (h) carrying out any other duty given to the Treasurer under these rules or by the committee;

Division 3 – Election of Committee Members & Tenure of Office

32. How Members Became Committee Members

A member becomes a committee member if the member –

- (a) is elected to the committee at a general meeting; or
- (b) is appointed to the committee by the committee to fill a casual vacancy under rule 39.

33. Nomination of Committee Members

- (1) At least 21 days before an annual general meeting, the secretary must send written notice to all the members –
 - (c) calling for nominations for election to the committee; and
 - (d) stating the date by which nominations must be received by the secretary to comply with subrule (2).
- (2) A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 7 days before the annual general meeting.
- (3) A member may nominate for one specified position of office holder of the Club or to be an ordinary committee member.

- (4) 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 34(2) or 35(2)(b).

34. Election of Office Holders

- (1) At the annual general meeting, a separate election must be held for each position of office holder of the Club.
- (2) If there is no nomination for a position, the President or Chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- (3) If only one member has nominated for a position, the President or Chairperson of the meeting must declare the member elected to the position.
- (4) 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.
- (5) Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- (6) A member who has nominated for the position may vote for himself or herself.
- (7) On the member's election, the new President of the Club may take over as the chairperson of the meeting.

35. Election of Ordinary Committee Members

- (1) At the annual general meeting, the Club must decide by resolution the number of ordinary committee members (if any) to hold office for the next year.
- (2) If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the chairperson of the meeting –
 - (e) must declare each of those members to be elected to the position; and
 - (f) may call for further nominations from the ordinary members to fill any positions remaining unfilled after the elections under sub-paragraph (a).
- (3) If –
 - (a) the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or
 - (b) the number of members nominating under subrule (2)(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.
- (4) A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

36. Term of Office

- (1) The term of office of a committee member begins when the member –
 - (c) is elected at an annual general meeting or under subrule 37(3)(b); or
 - (d) is appointed to fill a casual vacancy under rule 39,
- (2) Subject to rule 38, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- (3) A committee member may be re-elected.

37. Resignation & Removal from Office

- (1) A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary given to the President.
- (2) The resignation takes effect –
 - (e) when the notice is received by the secretary or President;
or
 - (f) if a later time is stated in the notice at the later time
- (3) At a general meeting, the Club may by resolution –
 - (a) remove a committee member from office; and
 - (b) elect a member who is eligible under rule 28(4) to fill the vacant position.
- (4) A committee member who is the subject of a proposed resolution under subrule 3(a) may make written representations (of a reasonable length) to the secretary or President and may ask that the representations be provided to the members.
- (5) The secretary or President may give a copy of the representation 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.

38. When Membership of Committee Ceases

- 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 the office under rule 37; 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 three consecutive committee meetings, of which the person has been given notice, without having notified the committee that the person will be unable to attend.

39. Filling Casual Vacancies

- (1) The committee may appoint a member who is eligible under rule 28(4) to fill a position on the committee that –
 - (f) has become vacant under rule 38; or
 - (g) was not filled by election at the most recent annual general meeting under rule 37(3)(b).
- (2) If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 28(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 46, the committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer committee members than required for a quorum under rule 46, the committee may act only for the purposes of –
 - (a) appointing committee members under this rule; or
 - (b) convening a general meeting.

40. Validity of Acts

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

41. Payments to Committee Members

- (1) In this rule –

committee member – includes a member of a sub-committee;

committee meeting – includes a meeting of a sub-committee.
- (2) A committee member is entitled to be paid out of the funds of the Club for any out-of-pocket expenses for travel and accommodation properly incurred –
 - (c) in attending a committee meeting; or
 - (d) in attending a general meeting; or
 - (e) otherwise in connection with the Club's business

Division 4 – Committee Meetings

42. Committee Meetings

- (1) The committee must meet at least three times in each year on the date and at the times and places determined by the committee.
- (2) 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.
- (3) Special committee meetings may be convened by the President and any two committee members.

43. Notice of Committee Meetings

- (1) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
- (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 committee members at the meeting unanimously agree to treat that business as urgent.

44. Procedure and Order of Business

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

45. Use of Technology to be Present at Committee Meetings

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

46. Quorum for Committee Meetings

- (1) Subject to rule 39(4), no business is to be considered at a committee meeting unless a quorum is present.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting –
 - (i) in the case of a special meeting – the meeting lapses; or

- (j) otherwise, the meeting is adjourned to the same time, date and place in the following week.
- (3) If –
 - (a) a quorum is not present (quorum being 5 committee members) within 30 minutes after the commencement time of a committee meeting held under subrule (2)(b); and
 - (b) at least 4 committee members are present at the meeting, those members present are taken to constitute a quorum.

47. Voting at Committee Meetings

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

48. Minutes of Committee Meetings

- (1) The committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following –
 - (c) the names of the committee members present at the meeting;
 - (d) the name of any person attending the meeting under rule 44(5);
 - (e) the business considered at the meeting;
 - (f) any motion on which a vote is taken at the meeting and the result of the vote;
- (3) The minutes of a committee meeting must be entered in the Club's minute book within 30 days after the meeting is held.
- (4) The President must ensure that the minutes of a committee meeting are reviewed and signed as correct by –
 - (a) the President or chairperson of the meeting; or
 - (b) the President or chairperson of the next committee meeting;
- (5) When the minutes of the 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.

Division 5 – Sub-committees and Subsidiary Offices

49. Sub-Committees and Subsidiary Offices

- (1) To help the committee in the conduct of the Club's business, the committee may, in writing, do either or both of the following –
 - (d) appoint one or more sub-committees;
 - (e) create one or more subsidiary offices and appoint people to those offices.
- (2) A sub-committee may consist of the number of people, whether or not members, that the committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the committee –
 - (a) a sub-committee 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.

50. Delegation to Sub-Committees and Holders of Subsidiary Offices

- (1) In this rule –
 - non-delegable duty* – means a duty imposed on the committee by the Act or another written law.
- (2) The committee may, in writing, delegate to a sub-committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the committee other than –
 - (c) the power to delegate; and
 - (d) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a sub-committee or the holder of a subsidiary office under this rule may be exercised or performed by the sub-committee 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 committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the committee from exercising and performing at any time the power or duty delegated.
- (6) Any act or thing done by a sub-committee 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.
- (7) The committee may, in writing, amend or revoke the delegation.

Part 6 – General Meetings of Association

51. Annual General Meeting

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

- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Club'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 –
 - (e) 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;
 - (f) to receive and consider –
 - (i) the committee's annual report on the Club's activities during that preceding financial year; and
 - (ii) the financial statements of the Club for the preceding financial year presented under Part 5 of the Act.
 - (iii) 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;
 - (g) to elect the office holders of the Club and other committee members;
 - (h) if applicable, to appoint or remove a reviewer or auditor of the Club in accordance with the Act;
- (4) Any other business at which notice has been given in accordance with these rules may be conducted at the annual general meeting.

52. Special General Meetings

- (1) The committee may convene a special general meeting.
- (2) The committee must convene a special general meeting if at least 25 members (other than junior members) require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must –
 - (i) make the requirement by written notice given to the secretary; and
 - (j) state in the notice the business to be considered at the meeting; and
- (4) The special general meeting must be convened within 14 days after notice is given under subrule 3(a).
- (5) If the committee does not convene a special general meeting within that 14 day period, the members making the requirement (or any of them) may convene a special meeting.
- (6) A special general meeting convened by members under subrule (5) –
 - (a) must be held within two months after the date the original requirement was made;
 - (b) may only consider the business stated in the notice by which the requirement was made.

- (7) The Club must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5).

53. Notice of General Meetings

- (1) The secretary, or in the case of a special general meeting convened under rule 52(5), the members convening the meeting must give to each member –
- (c) at least 14 days notice of a general meeting, if a special resolution is to be proposed at the meeting; or
 - (d) at least 14 days notice of a general meeting in any other case.
- (2) The notice must –
- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under rule 33(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.

54. Presiding Member and Quorum for General Meetings

- (2) The President or in the President's absence, the Vice President must preside as chairperson of each general meeting.
- (3) If the President or 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.
- (4) No business is to be conducted at a general meeting unless a quorum is present (12 persons).
- (5) If a quorum (25 members); is not present within 30 minutes after the notified commencement time of a general meeting –
- (e) in the case of a special general meeting – the meeting lapses (25 members); or
 - (f) in the case of the annual general meeting – the meeting is adjourned to –
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the President or chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the date in which the meeting is adjourned.
- (5) If –

- (a) a quorum is not present within 30 minutes after the commencement of annual general meeting held under subrule (4)(b); and
- (b) at least 10 ordinary members are present at the meeting;
those members present are taken to constitute a quorum.

55. 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 ordinary 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 –
 - (c) if there is insufficient time to deal with the business at hand;
or
 - (d) 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 53.

56. Voting at General Meeting

- (1) On any question arising at a general meeting –
 - (e) subject to subrule (3), each ordinary member has one vote;
- (2) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the President or chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- (5) For a person to be eligible to vote at a general meeting as an ordinary member, the ordinary member –
 - (b) must have been an ordinary member at the time notice of the meeting was given under rule 53; and
 - (f) must have paid any fee or other money payable to the Club by the member.

57. When Special Resolutions are Required

- (1) A special resolution is required if it is proposed at a general meeting to affiliate the Club with another body.

58. 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 President or chairperson of a general meeting may, on the basis of general agreement or disagreement, or by show of hands, declare that a resolution has been –
 - (b) carried; or
 - (c) carried unanimously; or
 - (d) carried by a particular majority; or
 - (e) 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 President or chairperson of the meeting, or by at least 3 other ordinary members present in person –
 - (g) the poll must be taken at the meeting in a manner determined by the President or chairperson; and
 - (h) the President or 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 President or 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 President or 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.

59. Minutes of General Meeting

- (8) The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- (9) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (10) In addition, the minutes of each annual general meeting must record –
 - (i) the names of the ordinary members attending the meeting; and
 - (j) the financial statements or financial report presented at the meeting, as referred to in rule 51(3)(b)(ii); and
 - (k) 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 51(3)(b)(iii).
- (4) The minutes of a general meeting must be entered in the Club'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 President or chairperson of the meeting; or
 - (b) the President or 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) a meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having been 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

60. Source of Funds

- (1) The funds of the Club may be derived from annual subscriptions, donations, fundraising activities, grants, interest and any other sources approved by the committee.

61. Control of Funds

- (1) The Club must open an account in the name of the Club with either:
National Australia Bank;
Westpac;
Bankwest;
Commonwealth Bank;
St George Bank; or
Bendigo Bank
from which all expenditure of the Club is made and into which all funds received by the Club are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Club.
- (3) The committee may authorise the treasurer to expend funds on behalf of the Club up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (4) All EFTs, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club must be signed by –
 - (d) two committee members; or
 - (e) one committee member and a person authorised by the committee.

62. Financial Statements and Financial Reports

- (1) For each financial year (which shall commence on 1 May each year), the committee must ensure that the requirements imposed on the Club under Part 5 of the Act relating to the financial statements or financial report of the Club are met.
- (2) Without limiting subrule (1) those requirements include –
 - (f) the preparation of the financial statements; and

- (g) if required, the review or auditing of the financial statements or financial report, as applicable; and
- (h) the presentation to the annual general meeting of a financial statement or financial report, as applicable; and
- (i) 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.

63. By Laws

- (1) The Club, may by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By laws may –
 - (j) provide for the rights and obligations that apply to any classes of associate membership approved under rule 9(2); and
 - (k) impose restrictions on the committee's powers, including the power to dispose of the Club's assets; and
 - (l) impose requirements relating to the financial reporting and financial accountability of the Club and the auditing of the Club's accounts; and
 - (m) provide for any other matter the Club 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 Club that are additional to, and do not restrict, a requirement imposed on the Club under Part 5 of the Act.
- (5) At the request of a member, the Club must make a copy of the by-laws available for inspection by the member.

64. When Executing Documents and Common Seal

- (1) The Club may execute a document without using a common seal if the document is signed by –
 - (n) two committee members; or
 - (o) one committee member and a person authorised by the committee.
- (2) If the Club has a common seal –
 - (a) the name of the Club must appear in legible characters on the common seal; and
 - (b) the document only may be sealed with the common seal by the authority of the committee and in the presence of –
 - (ii) two committee members; or
 - (iii) one committee member and a person authorised by the committee, and

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 committee member authorised by the committee.

65. 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 –
 - (c) delivered by hand to the recorded address of the member; or
 - (d) sent by pre-paid post to the recorded postal address of the member; or
 - (e) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

66. Inspection of Records and Documents

- (1) Sub-rule (2) applies to a member who wants to inspect –
 - (f) the register of members under section 54(1) of the Act; or
 - (g) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Club under section 58(3) of the Act, or
 - (h) any other record or document of the Club
- (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 committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- (5) The member may make a copy 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) A member must not disclose or use 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 Club; or
 - (b) that is related to complying with the requirement of the Act.

67. Publication by committee Members of Statements about Club Business Prohibited

A committee member must not publish, or cause to be published, any statement about the business conducted by the Club at a general meeting or committee meeting unless –

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

68. Distribution of Surplus Property on Cancellation of Incorporation or Winding Up

- (2) In this rule –
 - surplus property*, in relation to the Club, means property remaining after satisfaction of –
 - (c) the debts and liabilities of the Club; and
 - (d) the cost, charges and expenses of winding up or cancelling the incorporation of the Club,but does not include books relating to the management of the Club.
- (2) On the cancellation of the incorporation or the winding up of the Club, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

69. Alteration of Rules

If the Club wants to alter or rescind any of these rules, or to make additional rules, the Club may do so only by special resolution or by otherwise complying with Part 3, Division 2 of the Act.