



**BUSSELTON AMATEUR BASKETBALL ASSOCIATION (INC)**

**CONSTITUTION (Rules)**

**July 2025**

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## PART 1 — PRELIMINARY

### 1. Terms Used

In these rules, unless the contrary intention appears —

**Act** means the *Associations Incorporation Act 2015 (WA)*;

**Affiliated Club** means a Club that is affiliated to & plays in the Associations Competition(s);

**Annual General Meeting** means a general meeting required to be held under section 50 of the Act;

**Appointed Committee Member** means a Committee member described in rule 23(1)(c);

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

**Basketball Australia** means BA Limited (ACN: 072 484 998) trading as Basketball Australia.

**Basketball WA** means Western Australian Basketball Federation (Inc.)

**Books** of the Association, includes the following —

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

**By-laws** means by-laws made by the Association under rule 58;

**Chair** means the Committee member chairing a meeting of the Association or of the Committee;

**Committee** means the Management Committee of the Association;

**Committee Meeting** means a meeting of the Committee;

**Committee Member** means a member of the Committee;

**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** 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 Committee Member** means a Committee Member described in rule 23(1)(b);

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

**Member** means a member with the rights referred to in rule 8 and, for the purposes of Part 4, has the extended definition set out in rule 14;

**Office Holder** means a person undertaking a role set out in rule 23(2);

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

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

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

**Secretary** means the Committee Member holding office as the Secretary of the Association;

**Special General Meeting** means a general meeting of the Association other than the Annual General Meeting;

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

**Subcommittee** means a subcommittee appointed by the Committee under rule 43(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 Committee Member holding office as the Treasurer of the Association;

**Vice President** means the Committee Member holding office as the Vice President of the Association.

## 2. Name of Association and Financial Year

(1) The Name of the Association is Busselton Amateur Basketball Association (Inc)

(2) The financial year of the Association shall be the period of 12 months commencing on 1 July and ending on 30 June in the next year.

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

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

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member or Committee member out of the funds of the Association only if it is authorised under subrule (3).
- (3) A payment to a member or Committee member out of the funds of the Association is authorised if it is -
  - (a) a payment in good faith to the member or Committee 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 or Committee member on behalf of the Association.
- (4) The Objects of the Association are:
  - (a) To establish and operate a Basketball Association;
  - (b) To encourage, administer, promote and advance basketball through participation, development, competition, facility development and commercial means and any associated activities;
  - (c) To abide by the official rules of the International Basketball Federation and the interpretation thereof as determined by the International Basketball Federation and /or Basketball Australia;
  - (d) To affiliate with Basketball WA;
  - (e) To formulate and/or adopt and implement appropriate policies in relation to such matters as arise from time to time as issues to be addressed in basketball;
  - (f) To manage and maintain any facility, clubrooms or stadium that the Association may own, lease or otherwise use to conduct its affairs;
  - (g) To represent the interests of members in appropriate forums;
  - (h) To raise monies for any of the objects or purposes of the Association including but not limited to subscriptions, donations, sponsorship, grants, fundraising, sale of merchandise, undertake tours, the supply of food and beverage and any other lawful means;
  - (i) To do all things that may be necessary, conducive or incidental to the extension or implementation of the stated objects;
  - (j) 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) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.
- (3) All members who are, prior to the approval of these rules under the Act, members of the Association, shall be deemed to be members for the purposes of these rules, from the time of approval of these rules under the Act.

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

- (1) A person that wants to become a member must apply in writing (including by electronic means) to the Association on any prescribed form approved by the Committee from time to time.
- (2) Any application for membership must provide the information required to be submitted by the Committee and be accompanied by any application fee determined by the Committee to be appropriate from time to time.
- (3) The application must include a member's nomination of the applicant for membership and be signed by the applicant and the member nominating the applicant.
- (4) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

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

- (1) The Committee must consider each application for membership of the Association 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 Association.
- (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 —
  - (a) is eligible under rule 4; and
  - (b) has applied under rule 5.
- (5) The Committee may reject an application even if the applicant —
  - (a) is eligible under rule 4; and
  - (b) has applied under rule 5.
- (6) The Secretary must, in writing either by post or electronic means, 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.

## 7. Becoming a member

- (1) An applicant for membership of the Association becomes a member when —
  - (a) the applicant is advised of the decision to accept the application pursuant to rule 6(5); 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, the by-laws, policies, procedures, code of conduct and regulations of the Association, Basketball WA and Basketball Australia;
  - (b) they shall comply with and observe these rules, the by-laws, policies, procedures and regulations of the Association and any determination, resolution or policy which may be made or passed by the Committee or any duly authorised sub-committee;
  - (c) by submitting to these rules, the by-laws, policies, procedures and regulations of the Association they are subject to the jurisdiction of the Association, Basketball WA and Basketball Australia;
  - (d) these rules are made in pursuit of a common purpose, namely for the mutual and collective benefit of the Association, the members and sport of basketball;
  - (e) these rules, the by-laws, policies, procedures and regulations of the Association are necessary and reasonable for promoting the objects and purposes of the Association;
  - (f) neither membership of the Association nor these rules, give rise to:
    - (i) any proprietary right of members in, to or over the Association or its property or assets;
    - (ii) subject to the Act and the Association acting in good faith, the right of members to natural justice unless expressly provided for in these rules; and
  - (g) they are entitled to all benefits, advantages, privileges and services of Association membership.

## 8. Classes of membership

- (1) The Association shall consist of the following classes of members:
  - (a) Ordinary members being those members 18 years of age or older who are financial members of the Association and, subject to this Constitution shall have the right to receive notice of general meetings and to be present, debate and vote at general meetings.
  - (b) Junior playing members being those members under 18 years of age who play basketball for the Association and, subject to this Constitution shall have the right to receive notice of general meetings and to be present and debate but not vote at general meetings.
  - (c) Parents/Guardians of Junior playing members being those members 18 years of age or older who have a child or children under 18 years of age that play basketball for the Association and, subject to this Constitution shall have the right to receive notice of general meetings and to be present, and debate and vote at general meetings. Only one (not both) parent/guardian shall be able to cast one vote for each of their junior player(s).
  - (d) Club Committee Members being those members 18 years of age or older who are committee members of an affiliated club and, subject to this Constitution shall have the right to receive notice of general meetings and to be present, debate and vote at general meetings.
  - (e) Social members being those members 18 years of age or older who, subject to this Constitution shall have the right to receive notice of general meetings and to be present and debate but not vote at general meetings.
  - (f) Life Members being those members admitted under Rule 8(2) who, subject to this Constitution shall have the right to receive notice of general meetings and to be present, debate and vote at general meetings.

- (2) Life Membership
  - (a) The Committee may appoint any natural person a Life Member.
  - (b) The criteria to be satisfied for the awarding of Life Membership and the process for nomination and appointment shall be contained within the Association's By-laws or Policies and Procedures.
- (3) The Committee may create additional classes of membership with certain rights and obligations subject to any additional class of membership that has voting rights being approved by resolution at a general meeting of the Association.

## 9. When membership ceases

- (1) A member ceases to be a member when any of the following takes place —
  - (a) the member resigns from the Association under rule 10;
  - (b) the member is expelled from the Association under rule 15;
  - (c) the member ceases to be a member under rule 12(4).
- (2) The secretary must keep a record of the date on which the member 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.
- (2) Resignation by a member under subrule (1) 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) Resignation by failure to pay subscription/fees -
  - (a) Subject to subrule (4), a member is taken to have resigned if:
    - (i) the member's annual subscription/fees (or any other debt owed to the Association) is outstanding 30 days after it was due for payment; or
    - (ii) where no annual subscription/fee is payable:
      - A. the Committee has made a written request to the member to confirm that they wish to remain a member; and
      - B. the member has not, within one month after receiving that request, confirmed in writing that he or she wishes to remain a member.
- (4) Should a sufficient explanation be made to the Committee for the failure to pay the subscription or reason for not responding to a request, the Committee shall have the power to restore the Membership upon payment of the amount due (if any).
- (5) Discontinuance for Failure to Renew  
Membership of the Association (except Life Membership) is automatically discontinued if a member (except a Life Member) has not reapplied for membership of the Association before the date set for renewal by the Committee.
- (6) Forfeiture of Rights  
A member who ceases to be a member, for whatever reason, shall forfeit all right in and claim upon the Association and its property.
- (7) A member who has resigned from membership of the Association remains liable for any fees and or outstanding monies that are owed to the Association (the owed amount) at the time of resignation.
- (8) 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 Committee shall determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) A member must pay the entrance fee (if applicable) and annual membership fee to the treasurer, or another person authorised by the Committee to accept payments, (including payment through any approved electronic registration system) by the date determined by the Committee (the **due date**).
- (4) If a member has not paid the entrance fee (if applicable) and annual membership fee within the period of 30 days after the due date, the member ceases to be a member on the expiry of that period unless the Committee decides otherwise and is deemed to have resigned in accordance with rule 10(3).
- (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, the Committee may accept payment and reinstate the membership in accordance with rule 10(4).

## Division 3 — Register of Members

### 13. Register of members

- (1) The secretary, or another person authorised by the Committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the secretary's place of residence, or at another place determined by the Committee or in an appropriate electronic cloud based (backed up) storage system.
- (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 Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

## PART 4 — DISCIPLINARY ACTION AND DISPUTES

### 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 Committee may decide to suspend a member's membership or to expel a member from the Association if —
  - (a) the member contravenes any of these rules, Association, Basketball WA and Basketball Australia by-laws, policies, code of conduct or procedures; or
  - (b) the member acts detrimentally to the interests of the Association, Basketball WA or Basketball Australia.
- (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 member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion; and
  - (b) give due consideration to any submissions so made; and
  - (c) decide —
    - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - (ii) whether or not to expel the member from the Association.
- (5) A decision of the Committee to suspend the member's membership or to expel the member from the Association takes immediate effect and the member shall not be able to participate in any Association activities.
- (6) The Committee must give the member written notice of the Committee's decision, and the reasons for the decision, within 7 days after the Committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 7 days after receiving notice of the Committee's decision under subrule (6), give written notice to the secretary appealing the decision, and setting out the grounds of appeal.

- (8) If notice is given under subrule (7), the Association in a general meeting, having afforded the member the right to make verbal or written representations, may confirm or set aside the decision of the Committee.

## 16. Consequences of suspension

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

## Division 3 — Resolving Disputes

### 17. Terms used

In this Division —

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

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

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

### 18. Application of Division

- (1) The procedure set out in this Division (the grievance procedure) applies to disputes —
  - (a) between members; or
  - (b) between one or more members and the Association;

but does not apply to a member the subject of disciplinary action under rule 15.

### 19. Parties to attempt to resolve dispute

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

### 20. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.

### 21. Determination of dispute

- (1) Any dispute arising under these rules that cannot be resolved between the parties themselves, shall be determined in accordance with the relevant and applicable Association, Basketball WA and Basketball Australia dispute resolution procedures as contained within the relevant by-laws, policies, codes of conduct and procedures of those organisations.

## **PART 5 — COMMITTEE**

### **Division 1 — Powers of Committee**

#### **22. Committee**

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

### **Division 2 — Composition of Committee and Duties of Members**

#### **23. Committee Members**

- (1) The Committee members shall consist of -
  - (a) the office holders of the Association; and
  - (b) a minimum of one (1) and up to three (3) general Committee members that may be allocated specific roles or positions at the Association (General Committee members); and
  - (c) up to two (2) Committee members, to be appointed by the Committee members referred to in rule 23(1)(a) and 23(1)(b) (Appointed Committee members).
- (2) The following are the office holders of the Association —
  - (a) the President;
  - (b) the Vice President;
  - (c) the Secretary;
  - (d) the Treasurer.
- (3) A person may be a Committee member if the person is an individual who has reached 18 years of age.
- (4) A person must not hold more than one of the offices mentioned in subrule (2) at the same time.
- (5) The office holders of the Association and the General Committee members must be members of the Association as defined in these rules.
- (6) The Appointed Committee members need not be members of the Association.

#### **24. President and Vice President**

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

- (a) oversee and ensure all sub-committees (if any) are responsible and accountable;
- (b) provide support and assistance to the president;
- (c) in the absence of the president, undertake all the roles and responsibilities of the president;
- (d) carry out any other duty given to the vice president under these rules or by the committee.

## 25. Secretary

- (1) The Secretary has the following duties —
- (a) dealing with the Association's correspondence unless another member is authorised by the Committee to do so;
  - (b) consulting with the president regarding the business to be conducted at each Committee meeting and general meeting;
  - (c) preparing the notices required for meetings and for the business to be conducted at meetings;
  - (d) unless another member is authorised by the Committee to do so, complying with the Association's annual reporting obligations to the relevant government department;
  - (e) ensuring the Association's contact information with the relevant government department is current and any changes are advised as soon as practicable;
  - (f) 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;
  - (g) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
  - (h) unless another member is authorised by the Committee to do so, maintaining on behalf of the Association a record of Committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
  - (i) 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;
  - (j) maintaining full and accurate minutes of Committee meetings and general meetings;
  - (k) unless another member is authorised by the Committee to do so, maintaining on behalf of the Association a Working With Children Register;
  - (l) carrying out any other duty given to the secretary under these rules or by the Committee.

## 26. Treasurer

- (1) The Treasurer has the following duties —
- (a) ensuring that any amounts payable to the Association are collected and issuing receipts if required for those amounts in the Association's name;
  - (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Committee;
  - (c) ensuring that any payments to be made by the Association that have been authorised by the Committee or at a general meeting are made on time;
  - (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
  - (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
  - (f) 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 Committee.

## **Division 3 — Election of Committee Members and Tenure of Office**

### **27. How members become Committee members**

- (1) A person becomes a Committee member if the person —
  - (a) is elected to the Committee at a general meeting; or
  - (b) is appointed to the Committee under rule 23(1)(c); or
  - (c) is appointed by the Committee to fill a casual vacancy under rule 33.

### **28. Nomination of Committee members**

- (1) At least 14 days before an annual general meeting, the secretary must send written notice to all the members —
  - (a) calling for nominations for election to the Committee; and
  - (b) stating the date by which nominations must be received by the secretary to comply with subrule (2).
- (2) A person who wishes to be considered for election to the Committee at the annual general meeting must nominate for election by sending written notice, endorsed by the nominee and another voting member, to the secretary at least 5 clear days before the annual general meeting.

### **29. Election of office holders**

- (1) At the annual general meeting, a separate election must be held for each position of office holder of the Association and the General Committee member positions.
- (2) If there is no nomination for a position, the chair of the meeting shall declare the position(s) vacant.
- (3) If only one member has nominated for a position, the members at the meeting must nevertheless still vote in accordance with procedures that have been determined by the Committee to decide whether the member should be elected to the position.
- (4) If more than one member has nominated for a position, the 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 member present and entitled to vote 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) The chair may appoint two (2) independent scrutineers to count the votes and report the result to the meeting.
- (8) On the election of a new president, the new president may take over as the chair of the meeting.

### **30. Term of office**

- (1) The term of office of a Committee member begins when the member —
  - (a) is elected at an annual general meeting or under subrule 31(3)(b); or
  - (b) is appointed under Rule 23(1)(c); or
  - (c) is appointed to fill a casual vacancy under rule 33.

- (2) Subject to rules 32 and 67, a Committee member holds office until the positions on the Committee are declared vacant at the second annual general meeting after election. (Staggered rotation).
- (3) Subject to rule 30(4), a Committee member may be re-elected or re-appointed.
- (4) A Committee member may not be re-elected or re-appointed if they have served ten (10) consecutive years on the Committee until such time as they have had an absence from the Committee for a minimum period of 12 months.

### **31. Resignation and removal from office**

- (1) A Committee member may resign from the Committee by written notice given to the secretary or, if the resigning member is the secretary, given to the president.
- (2) The resignation takes effect —
  - (a) when the notice is received by the secretary or president; or
  - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
  - (a) remove a Committee member from office; and
  - (b) elect a member who is eligible under rules 23(3) and 23(5) 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 representations to each member or, if they are not so given, the Committee member may require them to be read out at the general meeting at which the resolution is to be considered.

### **32. When membership of Committee ceases**

- (1) A person ceases to be a Committee member if the person —
  - (a) dies or otherwise ceases to be a member; or
  - (b) resigns from the Committee or is removed from office under rule 31; 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 (3) consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.
  - (f) In the case of an officeholder or General Committee member, fails to maintain membership.

### **33. Filling casual vacancies**

- (1) The Committee may appoint a member who is eligible under rules 23(3) and 23(5) to fill a position on the Committee that —
  - (a) has become vacant under rule 32; or
  - (b) was not filled by election at the most recent annual general meeting or under rule 31(3)(b).

- (2) If the position of secretary becomes vacant, the Committee must appoint a member who is eligible under rules 23(3) and 23(5) to fill the position as soon as practicable after the vacancy arises.
- (3) If the position of treasurer becomes vacant, the Committee must appoint a member who is eligible under rules 23(3) and 23(5) to fill the position as soon as practicable after the vacancy arises.
- (4) Subject to the requirement for a quorum under rule 40, the Committee may continue to act despite any vacancy in its membership.
- (5) If there are fewer Committee members than required for a quorum under rule 40, the Committee may act only for the purpose of —
  - (a) appointing Committee members under this rule; or
  - (b) convening a general meeting.

### 34. Validity of acts

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

### 35. Payments to Committee members

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

## Division 4 — Committee Meetings

### 36. Committee meetings

- (1) The Committee must meet at least four (4) times in each year on the dates 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.

### 37. 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.

### **38. Procedure and order of business**

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

### **39. 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.

### **40. Quorum for Committee meetings**

- (1) Subject to rule 33(5), no business is to be conducted at a Committee meeting unless a quorum of not less than three (3) or at least 50%, whichever is the greater, of Committee members on the Committee at that point in time is present.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting —
  - (a) in the case of a special meeting — the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to a time to be determined by the chair in conjunction with the Committee.
- (3) If —
  - (a) a quorum is not present within 30 minutes after the commencement time of a Committee meeting held under subrule (2)(b); and
  - (b) at least two (2) Committee members are present at the meeting, those members present are taken to constitute a quorum.

#### **41. 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 chair of the meeting shall not have 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 chair of the meeting must decide how the ballot is to be conducted.

#### **42. Minutes of Committee meetings**

- (1) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- (2) The minutes must record the following —
  - (a) the names of the Committee members present at the meeting;
  - (b) the name of any person attending the meeting under rule 38(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 Committee meeting must be entered in the Association's minute book (which may be in electronic format) within 30 days after the meeting is held.
- (4) The president must ensure that the minutes of a Committee meeting are reviewed and signed or approved as correct by —
  - (a) the chair of the meeting; or
  - (b) the chair of the next Committee meeting or;
  - (c) a resolution at the next Committee meeting.
- (5) When the minutes of a Committee meeting have been signed or approved 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**

#### **43. Subcommittees and subsidiary offices**

- (1) To help the Committee in the conduct of the Association's business, the Committee may, in writing, do either or both of the following —
  - (a) appoint one or more 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 Committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.

- (4) Subject to any directions given by the Committee —
  - (a) a subcommittee may meet and conduct business as it considers appropriate; and
  - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

#### 44. Delegation to subcommittee 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 subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Committee other than —
  - (a) the power to delegate; and
  - (b) a non-delegable duty.
- (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 Committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Committee 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 Committee.
- (7) The Committee may, in writing, amend or revoke the delegation.

## PART 6 — GENERAL MEETINGS OF ASSOCIATION

#### 45. Annual general meeting

- (1) The Committee must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
  - (b) to receive and consider —
    - (i) the Committee's annual report on the Association's activities during the preceding financial year; and
    - (ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
    - (iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;

- (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
  - (c) to elect the office holders of the Association and other Committee members described in rule 23,
  - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

#### **46. Special general meetings**

- (1) The Committee may convene a special general meeting.
- (2) The Committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
  - (a) make the requirement by written notice given to the secretary; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (5) If the Committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under subrule (5) —
  - (a) must be held within 3 months after the date the original requirement was made; and
  - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5) to a maximum of \$200.

#### **47. Notice of general meetings**

- (1) The secretary or, in the case of a special general meeting convened under rule 46(5), the members convening the meeting, subject to rule 47(2), must give to each member at least 14 days' notice of a general meeting.
- (2) The notice period referred to in this rule may be abridged by agreement of the members by way of a special resolution passed at the relevant meeting.
- (3) The notice must —
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is proposed —
    - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
    - (ii) state that the resolution is intended to be proposed as a special resolution.

#### **48. 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 (if permitted by the Committee) 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.

#### **49. Presiding member and quorum for general meetings**

- (1) The president or, in the president's absence, the vice president must preside as chair of each general meeting.
- (2) If the president and vice president are absent or are unwilling to act as chair of a general meeting, the Committee members at the meeting must choose one of them to act as chair of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
- (4) If a quorum, comprising six (6) members entitled to vote under these rules, 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 chair 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 the adjourned annual general meeting held under subrule (4)(b), those members present are taken to constitute a quorum.

#### **50. Adjournment of general meeting**

- (1) The chair of a general meeting at which a quorum is present may, with the consent of a majority of the 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 47.

## 51. Voting at general meeting

- (1) On any question arising at a general meeting each member entitled to vote is entitled to one vote on each question.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the members present at a general meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the result is taken to be in the negative and the motion is lost.
- (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.

## 52. 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 alter or rescind any of these rules, or to make additional rules pursuant to rule 66; or
  - (d) to abridge time pursuant to rule 47(2).
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

## 53. 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 chair 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 chair of the meeting or by at least three (3) other members present in person—
  - (a) the poll must be taken at the meeting in the manner determined by the chair;
  - (b) the chair must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded 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 chair.
- (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.

## 54. Minutes of general meeting

- (1) The secretary, or a person authorised by the Committee 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 members attending the meeting; and
  - (b) the financial statements or financial report presented at the meeting, as referred to in rule 45(3)(b)(ii) or (iii); and
  - (c) 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 45(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in the Association's minute book (which may be in electronic format) within 30 days after the meeting is held.
- (5) The chair must ensure that the minutes of a general meeting are reviewed and signed or approved as correct by —
  - (a) the chair of the meeting; or
  - (b) the chair of the next general meeting;
  - (c) a resolution at the next general meeting.
- (6) When the minutes of a general meeting have been signed or approved as correct, at the next general meeting, 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**

### **55. Source of funds**

- (1) The funds of the Association may be derived from entrance fees, annual membership subscriptions/fees, donations, fund-raising activities (including food and beverage sales), merchandise, grants, interest and any other sources approved by the Committee.

### **56. Control of funds**

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments and any electronic payments of the Association must be signed or authorised by any two (2) members from a number approved by the Committee for that purpose.
- (5) Any credit card payments must be authorised by any two (2) members from a number approved by the Committee for that purpose.
- (6) All funds of the Association must be deposited into the Association's account within 14 working days after their receipt.

### **57. Financial statements and financial reports**

- (1) For each financial year, the Committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Without limiting subrule (1), those requirements include —
  - (a) the preparation of the financial report; 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

### 58. By-laws

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

### 59. Executing documents and common seal

- (1) The Association does not have a common seal.
- (2) The Association may execute a document binding the Association if the document is signed by two (2) members from a number approved by the Committee for that purpose.

### 60. 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 to an appropriate recorded number or recorded electronic address (e.g. email) of the member.

### 61. Custody of books and securities

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

## 62. Record of office holders

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

## 63. 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 Committee 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 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 of or take an extract from a record or document referred to in subrule (1) 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) 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.

## 64. Publication by Committee members of statements about Association business prohibited

- (1) A Committee member must not publish, or cause to be published, any statement about the business conducted by the Association 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.

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

- (1) In this rule —

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

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

but does not include books relating to the management of the Association.
- (2) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

## **66. Alteration of rules**

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

## **67. Transitional arrangements**

- (1) Once these rules are adopted and approved by the relevant government department, the following arrangements will be undertaken to allow a Committee to be established:
  - (a) The existing committee at the time of adoption of these rules will become an interim Committee until the next annual general meeting of the Association;
  - (b) At the first annual general meeting following the approval of these rules, a Committee will be established using the processes outlined in rules 28 and 29 and, in order to give effect to two year Committee terms;
    - (i) The president, secretary, and one General Board member shall be elected for two year terms; and
    - (ii) The vice president, treasurer and two General Board members shall be elected for one year terms.
  - (c) For the avoidance of doubt, all subsequent elections shall be for two year terms.