

**The Royal Western Australian Bowling
Association
CONSTITUTION (Rules)**

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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 member of the Association as referred to in rule 8.

annual general meeting means a general meeting required to be held under section 50 of the Act;

Appointed Board member means a Board member described in rule 23(1)(b);

Association means the incorporated association to which these rules apply;

Board means the management committee of the Association;

Board meeting means a meeting of the Board;

Board member means a member of the Board;

books of the Association, 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;

Bowls Australia means Bowls Australia Limited.

by laws means by-laws made by the Association under rule 56;

CEO means the person holding the office of Chief Executive Officer of the Association;

chair means the Board member chairing a meeting of the Association or of the Board;

clear days means the number of days excluding both the day of the notice and the day of the meeting;

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

Country Committee means the committee comprising representatives from each of the Country Zones.

Country League means a member of the Association as referred to in rule 8.

Country Zone means a member of the Association as referred to in rule 8.

deputy president means the Board member holding office as the deputy president of the Association;

Elected Board member means a Board member described in rule 23(1)(a);

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

honorary member means a member of the Association as referred to in rule 8.

individual member means a member of an affiliated club that has playing rights as determined by the Association.

life member means a member of the Association as referred to in rule 8.

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;

president means the Board 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;

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

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

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

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.

2. Name of Association and Financial Year

- (1) The Name of the Association is The Royal Western Australian Bowling Association.
- (2) The financial year of the Association shall be the period of 12 months commencing on 1 July and ending on 30 June the following year, to take effect from 1 July 2025. Prior to 1 July 2025, the financial year of the Association shall be from 1 May to 30 April.

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 Board member out of the funds of the Association only if it is authorised under subrule (3).
- (3) A payment to a member or Board member out of the funds of the Association is-
 - (a) a payment in good faith to the member or Board 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 Board member on behalf of the Association.
- (4) The Objects of the Association are:
 - (a) To advance, foster, promote and administer the game of bowls in Western Australia;
 - (b) To promote, manage and control International, Interstate and Association matches within the State of Western Australia;
 - (c) To affiliate with Bowls Australia Limited (BA) or any organisation which may succeed it and to act in accordance with the constitution of BA or its successors in pursuit of these objects;
 - (d) To, at all times, act on behalf of, in the interests of, and in conjunction with, the members and the sport of Bowls;
 - (e) To act with good faith and loyalty to ensure the maintenance and enhancement of the Association and the sport of Bowls, its standards, quality and reputation for the collective and mutual benefit of the members and the sport of Bowls;
 - (f) To use and protect the Intellectual Property of the Association;
 - (g) To ensure the property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly to members, except in good faith in promotion of these objects.
 - (h) To carry on all such lawful activities as may be necessary or convenient to achieve the objects of the Association.

PART 3 — MEMBERS

Division 1 — Membership

4. Eligibility for membership

- (1) Any organisation who supports the objects or purposes of the Association is eligible to apply to become a member.
- (2) 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) An organisation that wants to become a member must apply in writing (including by electronic means) to the Association on any prescribed form approved by the Association from time to time.
- (2) Any application for membership must provide the information required to be submitted by the Association and be accompanied by any application fee determined by the Association and/or the Board to be appropriate from time to time.
- (3) 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 Association, or delegate(s) thereof, must consider each application for membership and decide whether to accept or reject the application.
- (2) The consideration of an application may be delayed if it is considered 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.
- (3) An application must not be accepted unless the applicant —
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 5.
- (4) An application may be rejected even if the applicant —
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 5.
- (5) An applicant will be advised of the decision to accept or reject the application, including but not limited to any electronic means of notification, (including receiving an electronic receipt for payment (acceptance) or rejection of an electronic application form (rejection)), as soon as practicable after a decision has been made.
- (6) If an application is rejected, the Board are 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 and regulations of the Association and Bowls 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 Board or any duly authorised subcommittee;
 - (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;
 - (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 bowls;
 - (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) Affiliated clubs that are members of the Association at the date these rules are adopted and any Club which is subsequently accepted by the Board to become an affiliated club who, subject to this Constitution shall have the right to receive notice of general meetings and to be present, speak, debate and vote at general meetings.
 - (b) Country Zones and Leagues who are members of the Association at the date this Constitution is adopted and any Country Zone or League which is subsequently accepted by the Board shall be members of the Association and, subject to this Constitution shall have the right to receive notice of general meetings and to be present, speak and debate but not vote at general meetings.
 - (c) Individual Members – means a member of an affiliated club that has playing rights as determined by the Association who may attend general meetings, but have no right to speak, debate or vote at general meetings.
 - (d) Associated Members being those bodies or groups who are not eligible for membership as a Club, Country Zone or League and whose objects include the fostering and promotion of the game of bowls may by resolution of the Board be admitted as an Associated Member in accordance with the By Laws of the Association and, subject to this Constitution shall have the right to receive notice of general meetings and to be present, speak and debate but not vote at general meetings. The Board may at any time by resolution cancel the membership of an Associated Member
 - (e) 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 but not vote at general meetings.
 - (f) Honorary Members being those members granted honorary membership by the Board from time to time (eg Association Patron and Sponsors) who, subject to this Constitution shall have the right to receive notice of general meetings and to be present, debate but not vote at general meetings.

(2) Life Membership

- (a) The Board 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 policies and procedures.
 - (c) At the time of adoption of this Constitution, the Life Members of the Association shall be those persons currently recognised by the Association as Life Members (if any).
- (3) The Board 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).
 - (d) In the case of a Life Member or Honorary Member or individual member, on the date that the member dies.
- (2) The CEO, or in the case of an individual member, the relevant organisation to which the member belongs, 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 CEO or in the case of an individual member, the relevant organisation to which the member belongs.
- (2) Resignation by a member under subrule (1) takes effect —
- (a) when the CEO or in the case of an individual member, the relevant organisation to which the member belongs receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.
- (3) Resignation by failure to pay fees -
- (a) Subject to subrule (4), a member is taken to have resigned if:
 - (i) the member's annual fees (or any other debt owed to the Association) is outstanding 30 days after it was due for payment; or
 - (ii) where no annual fee is payable:
 - A. the Board 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 they wish to remain a member.
- (4) Should a sufficient explanation be made to the Board for the failure to pay the fee or reason for not responding to a request, the Board shall have the power to restore the Membership upon payment of the amount due (if any).
- (5) 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.
- (6) 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.
- (7) 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 Board 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 Association, (including payment through any approved electronic registration system) by the date determined by the Board (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 Board 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 Board may accept payment and reinstate the membership in accordance with rule 10(4).

Division 3 — Register of members

13. Register of members

- (1) The CEO, or another person authorised by the CEO, 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 Associations place of business, or at another place determined by the Board 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 CEO 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 CEO may require the member to pay a reasonable fee for the copy or extract of the register and also require 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 Board or a subcommittee 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 or Bowls Australia by-laws, policies or procedures; or
 - (b) the member, in the opinion of the Board or subcommittee, acts detrimentally to the interests of the Association or Bowls Australia, including but not limited to acting in a manner or making public statements prejudicial to the interests, image, welfare or reputation of the Association.
- (2) The Association must give the member written notice of the proposed suspension or expulsion at least 14 days before the Board or subcommittee meeting at which the proposal is to be considered.
- (3) The notice given to the member must state —
 - (a) when and where the Board or subcommittee 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 Board or subcommittee about the proposed suspension or expulsion;
- (4) At the Board or subcommittee meeting, the Board or subcommittee must —
 - (a) give the member, and/or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board or subcommittee 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 Board or subcommittee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The Board or subcommittee must give the member written notice of the Board or subcommittee decision, and the reasons for the decision, within 7 days after the Board or subcommittee thereof 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 Board or subcommittee decision under subrule (6), give written notice to the CEO 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 Board.

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 CEO 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 Association 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 CEO 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 or Bowls Australia dispute resolution procedures as contained within the relevant by-laws, policies and procedures of those organisations.

PART 5 — BOARD

Division 1 — Powers of Board

22. Board

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

Division 2 — Composition of Board and duties of members

23. Board members

- (1) The Board members shall consist of –
 - (a) Six (6) elected Board members (Elected Board members); and
 - (b) up to three (3) Board members, to be appointed by the Board members referred to in rule 23(1)(a) (Appointed Board members).
- (2) A person may be a Board member if the person is an individual who has reached 18 years of age, and is not prohibited under the Act from being a Board member.
- (3) The Elected Board members must be members of the Association as defined in these rules.
- (4) The Appointed Board members need not be members of the Association.

24. Responsibilities of the Board

- (1) Subject to the Act and except as otherwise provided in these rules, the Board shall be responsible for the proper governance and oversight of the management of the Association.

Division 3 — Election of Board members and tenure of office

25. How members become Board members

- (1) A person becomes a Board member if the person —
 - (a) is elected to the Board at a general meeting; or
 - (b) is appointed to the Board under rule 23(1)(b); or
 - (c) is appointed by the Board to fill a casual vacancy under rule 31.

26. Nomination of Board members

- (1) At least 60 days before an annual general meeting, the CEO must send written notice to all affiliated clubs —
 - (a) calling for nominations for election to the Board; and

- (b) stating the date by which nominations must be received by the CEO to comply with subrule (2).
- (2) A person who wishes to be considered for election to the Board at the annual general meeting must nominate for election by sending written notice, endorsed by the nominee and their affiliated club, to the CEO at least 35 clear days before the annual general meeting.

27. Election of Elected Board members

- (1) At least 21 days prior to the annual general meeting each affiliated club shall be sent ballot papers and supporting documentation. An election must be held for each position of Elected Board member of the Association.
- (2) Votes shall be cast by post or suitable electronic voting system determined by the Board and must be received by 5pm 7 clear days prior to the annual general meeting.
- (3) If there is no nomination for a position, the position(s) will be declared vacant and filled in accordance with rule 31.
- (4) If only one member has nominated for a position, the affiliated clubs must nevertheless still vote in accordance with procedures that have been determined by the Association to decide whether the member should be elected to the position.
- (5) If more than one member has nominated for a position, the affiliated clubs must vote in accordance with procedures that have been determined by the Association to decide who is to be elected to the position.
- (6) Each affiliated club may cast one vote for each position available.
- (7) The Board shall appoint after each annual general meeting, from amongst its members, a president and deputy president.

28. Term of office

- (1) The term of office of a Board member begins when the member —
 - (a) is declared elected at an annual general meeting; or
 - (b) is appointed under Rule 23(1)(b); or
 - (c) is appointed to fill a casual vacancy under rule 31.
- (2) Subject to rules 30 and 65, an Elected Board member holds office until the positions on the Board are declared vacant and new Board members announced at the second annual general meeting after election and an Appointed Board member holds office until the first annual general meeting following appointment.
- (3) Subject to rule 28(4), a Board member may be re-elected or re-appointed.
- (4) A Board member may not be re-elected or re-appointed if they have served ten (10) consecutive years on the Board until such time as they have had an absence from the Board for a minimum period of 12 months.

29. Resignation and removal from office

- (1) A Board member may resign from the Board by written notice given to the CEO.
- (2) The resignation takes effect —
 - (a) when the notice is received by the CEO; or
 - (b) if a later time is stated in the notice, at the later time.

- (3) At a general meeting, the Association may by resolution —
 - (a) remove a Board member from office; and
 - (b) elect a member who is eligible under rule 23 to fill the vacant position.
- (4) A Board member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the CEO and may ask that the representations be provided to the affiliated clubs.
- (5) The CEO may give a copy of the representations to each affiliated club or, if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.

30. When membership of Board ceases

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

31. Filling casual vacancies

- (1) The Board may appoint a member who is eligible under rule 23 to fill a position on the Board that —
 - (a) has become vacant under rule 30; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 29(3)(b).
- (2) Subject to the requirement for a quorum under rule 38, the Board may continue to act despite any vacancy in its membership.
- (3) If there are fewer Board members than required for a quorum under rule 38, the Board may act only for the purpose of —
 - (a) appointing Board members under this rule; or
 - (b) convening a general meeting.

32. Validity of acts

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

33. Payments to Board members

- (1) In this rule —
 - Board member** includes a member of a subcommittee;
 - Board meeting** includes a meeting of a subcommittee.
- (2) A Board member is entitled to be paid out of the funds of the Association an honorarium as approved by the affiliated clubs at a general meeting and for any out-of-pocket expenses for travel and accommodation properly incurred —
 - (a) in attending a Board meeting or
 - (b) in attending a general meeting; or

- (c) otherwise in connection with the Association's business.

Division 4 — Board meetings

34. Board meetings

- (1) The Board must meet at least six (6) times in each year on the dates and at the times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the Board members as soon as practicable after the annual general meeting at which the Board members are elected.

35. Notice of Board meetings

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

36. Procedure and order of business

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

37. Use of technology to be present at Board meetings

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

38. Quorum for Board meetings

- (1) Subject to rule 31(3), no business is to be conducted at a Board meeting unless a quorum of not less than three (3) or at least 50%, whichever is the greater, of Board members on the Board at that point in time is present.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting —
 - (a) in the case of a special Board meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to a time to be determined by the chair in conjunction with the Board.

39. Voting at Board meetings

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

40. Minutes of Board meetings

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following —
 - (a) the names of the Board members present at the meeting;
 - (b) the name of any person attending the meeting under rule 36(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Board meeting must be entered in the Association's minute book (which may be in electronic format) within 30 days after the meeting is held.
- (4) The CEO must ensure that the minutes of a Board meeting are reviewed and signed or approved as correct by —
 - (a) the chair of the meeting; or
 - (b) the chair of the next Board meeting or;
 - (c) a resolution at the next Board meeting.

- (5) When the minutes of a Board 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

41. Subcommittees

- (1) To help the Board in the conduct of the Association's business, the Board may, in writing, appoint one or more subcommittees;
- (2) A subcommittee may consist of the number of people, whether or not members, that the Board considers appropriate.

42. Delegation to subcommittees

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

PART 6 — GENERAL MEETINGS OF ASSOCIATION

43. Annual general meeting

- (1) The Board must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the CEO 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 Board'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 announce the Elected board members of the Association;
 - (d) appoint any Patron and Vice Patrons;
 - (e) announce any life memberships
 - (f) consider any submitted motions
 - (g) 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.

44. Special general meetings

- (1) The Board may convene a special general meeting.
- (2) The Board must convene a special general meeting if at least 20% of the affiliated clubs require a special general meeting to be convened.
- (3) The affiliated clubs requiring a special general meeting to be convened must —
 - (a) make the requirement by written notice given to the CEO; 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 Board does not convene a special general meeting within that 28 day period, the affiliated clubs making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by affiliated clubs 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.

45. Notice of general meetings

- (1) The CEO or, in the case of a special general meeting convened under rule 44(5), the affiliated clubs convening the meeting, subject to rule 45(2), must give to each affiliated club at least 21 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.

46. 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 Board) 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.

47. Presiding member and quorum for general meetings

- (1) The president or, in the president's absence, the deputy president must preside as chair of each general meeting.
- (2) If the president and deputy president are absent or are unwilling to act as chair of a general meeting, the Board 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 15% of affiliated clubs under these rules and 30% of Board Members, 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 an annual general meeting held under subrule (4)(b), those members and Board members present are taken to constitute a quorum.

48. 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 voting members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 45.

49. Voting at general meeting

- (1) On any notice of motion requiring a vote at a general meeting, each member entitled to vote is entitled to one vote.
- (2) Except in the case of a special resolution, if votes are divided equally on a notice of motion, the chair shall have a casting vote.
- (3) Except in the case of a special resolution, a motion is carried if a majority of the members present and eligible to vote at a general meeting vote in favour of the motion.
- (4) If the motion is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.

50. 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 64; or
 - (d) to abridge time pursuant to rule 45(2).
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

51. 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.

52. Minutes of general meeting

- (1) The CEO, or a person authorised by the CEO 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 43(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 43(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

53. Source of funds

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

54. Control of funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the CEO to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments and any electronic payments of the Association must be signed or authorised by any two (2) persons from a number approved by the Board for that purpose.
- (5) All funds of the Association must be deposited into the Association's account within 7 working days after their receipt.

55. Financial statements and financial reports

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

56. By-laws

- (1) The Board may, at a Board meeting, 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 Board 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.

57. Executing documents and common seal

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

58. 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.

59. Custody of books and securities

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

60. Record of office holders

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

61. Inspection of records and documents

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

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

- (1) A Board member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Board meeting unless —
 - (a) the Board member has been authorised to do so at a Board meeting; and
 - (b) the authority given to the Board member has been recorded in the minutes of the Board meeting at which it was given.

63. 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.

64. 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.

65. Transitional arrangements

- (1) Once these rules are adopted and approved by the relevant government department, the following transitional arrangements will be undertaken to allow a new Board to be established:
 - (a) The existing Board at the time of adoption of these rules will become an interim Board until the next annual general meeting of the Association; and
 - (b) At the first annual general meeting referred to in subrule (1)(a), a new Board will be established using the processes outlined in rules 26 and 27 and in order to give effect to two year Board terms:
 - (i) Three Elected Board member positions shall be for two year terms and
 - (ii) Three Elected Board member positions shall be for one year terms.
- (2) For the avoidance of doubt, subsequent elections shall be for two year terms.