

2017

PERRY LAKES HAWKS  
BASKETBALL ASSOCIATION INC  
CONSTITUTION



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# Perry Lakes Hawks Basketball Association (Inc.)

## 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)*;

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

**Appointed Board member** means a Board member appointed to the Board pursuant to rule 23(1)(b);

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

**Basketball Australia** means BA Limited.

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

**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;

**by laws** means by-laws made by the Association under rule 59;

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

**chairperson** means the Board member holding office as the chairperson of the Association;

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

**deputy chairperson** means the Board member holding office as the deputy chairperson of the Association;

**Elected Board member** means a Board member elected to the Board at an annual general meeting or appointed to one of the Elected Board member positions pursuant to a casual vacancy.

**finance director** means the Board member holding office as the finance director of the Association;

**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 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);

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

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

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

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

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

**subcommittee** means a subcommittee appointed by the Board under rule 44(2);

**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 Perry Lakes Hawks Basketball Association (Inc.)
- (2) The financial year of the Association shall be the period of 12 months commencing on 1 October and ending on 30 September the following 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 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 authorised if it is -
  - (a) the 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 establish and operate a basketball Association;
  - (b) To promote, develop, encourage and manage the game of basketball;
  - (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 enter teams in any Basketball WA or other competitions;
  - (f) To do all things that may be necessary, conducive or incidental to the extension or implementation of the stated objects;
  - (g) 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 that 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 Board from time to time.
- (2) Any application for membership must provide the information required to be submitted by the Board and be accompanied by any application fee determined by 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 Board, or delegate(s) thereof, must consider each application for membership of the Association 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 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 and regulations of the Association;
  - (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 the 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) Affiliated Clubs being those clubs affiliated with 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) Senior playing members being those members 18 years of age or older 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, debate but not vote at general meetings unless the senior playing member is entitled to vote as a result of having voting rights pursuant to a separate membership class.
  - (c) Ordinary members being those members 18 years of age or older who are registered as ordinary 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.
  - (d) 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 but neither debate, nor vote at general meetings.
  - (e) Volunteer Members being those members who are registered as volunteers of 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.
  - (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 and debate but not vote at general meetings unless the Life Member is entitled to vote as a result of having voting rights pursuant to a separate membership class.
- (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 By-laws.
- (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.

(3) Temporary Membership

Subject to the Liquor Control Act 1988, a person who is on any day visiting the Association as a member or an official of another association or club (which includes people who are assisting a visiting association or club) –

- (a) that is to engage in a pre-arranged event with the Association conducted for the purposes of one of the Association's principal objects; or
- (b) that is to hold a pre-arranged function at the Association involving the use of the Association's sporting facilities

may, for the purposes of the Liquor Control Act 1988, be taken to be a person who is accorded temporary membership of the Association on that day in accordance with rules approved by the WA Director of Liquor Licensing.

(4) Guests

The maximum number of guests per member per day for the purposes of section 48(4)(b) of the Liquor Control Act 1988 Act is five (5) or such lesser number as may be permitted by the WA Director of Liquor Licensing.

(5) Reciprocal Membership

Subject to approval of the Board, reciprocal membership of the Association may be recognised for any visiting person who is a full financial member of any like association or club in Western Australia or any licensed club located outside Western Australia. Reciprocal membership shall not entitle the holder to be present at any meeting of the members of the Association, nor have any voting rights or any right title or interest in or to any of the property of the Association.

- (6) 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).
- (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

- (a) Subject to subrule (4), a Member is taken to have resigned if the Member's annual subscription (or any other debt owed to the Association) is outstanding 30 days after it was due for payment;
- (4) Should a sufficient explanation be made to the Board for the failure to pay the subscription 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) **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 Board.
- (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 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 finance director, or another person authorised by the Board to accept payments, (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 secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the secretary's place of residence, or at another place determined by the Board 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 Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

## PART 4 — DISCIPLINARY ACTION 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 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, by-laws, policies or procedures; or
  - (b) the member acts detrimentally to the interests of the Association.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- (3) The notice given to the member must state —
  - (a) when and where the Board 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 about the proposed suspension or expulsion;
- (4) At the Board meeting, the Board 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 Board 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 to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 7 days after receiving notice of the Board'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 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 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, or Basketball 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 by-laws (if any).

### **Division 2 — Composition of Board and duties of members**

#### **23. Board members**

- (1) The Board members shall consist of -
  - (a) six Elected Board members (Elected Board members);
  - (b) up to three (3) Board members, to be appointed by the Elected Board members (Appointed Board members).
- (2) The Board shall convene as soon as practicable after the conclusion of each annual general meeting to determine –
  - (a) whether to appoint any Appointed Board members; and
  - (b) which Board members shall assume the office holder positions of the Association.
- (3) The following are the office holders of the Association —
  - (a) the chairperson;
  - (b) the vice chairperson
  - (c) the secretary;
  - (d) the finance director.
- (4) A person may be a Board member if the person is an individual who has reached 18 years of age.
- (5) A person must not hold more than one of the offices mentioned in subrule (3) at the same time.
- (6) The Elected Board members must be members of the Association as defined in these rules.
- (7) The Appointed Board members need not be members of the Association and may be appointed at any time.

#### **24. Chairperson**

- (1) It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each Board meeting and general meeting.

- (2) The chairperson has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules.

## 25. Secretary

- (1) The secretary has the following duties —
  - (a) dealing with the Association's correspondence unless another member is authorised by the Board to do so;
  - (b) consulting with the chairperson regarding the business to be conducted at each Board meeting and general meeting;
  - (c) preparing the notices required for meetings and for the business to be conducted at meetings;
  - (d) unless another member is authorised by the Board to do so, 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 Board to do so, maintaining on behalf of the Association a record of Board members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
  - (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 Board meetings and general meetings,
  - (k) unless another member is authorised by the Board 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 Board.

## 26. Finance Director

- (1) The finance director 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 Board;
  - (c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time;
  - (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
  - (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
  - (f) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
  - (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
  - (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
  - (i) carrying out any other duty given to the finance director under these rules or by the Board.



## **Division 3 — Election of Board members and tenure of office**

### **27. 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 33.

### **28. Nomination of Board members**

- (1) At least 42 days before an annual general meeting, the secretary must send written notice to all the members —
  - (a) calling for nominations for election to the Board; and
  - (b) stating the date by which nominations must be received by the secretary to comply with subrule (2).
- (2) A 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 another voting member, to the secretary at least 28 days before the annual general meeting.

### **29. Election of office holders and general board members**

- (1) At the annual general meeting, an election must be held for the Elected Board member positions.
- (2) If there are only sufficient nominations for the positions available or there are insufficient nominations for the positions available, the members at the meeting must nevertheless still vote in accordance with procedures that have been determined by the Board to decide whether each nominee should be elected to the Board.
- (3) If there are more nominations than positions available, the members at the meeting must vote in accordance with procedures that have been determined by the Board to decide which nominees are to be elected to the Board.
- (4) Each member present and entitled to vote at the meeting may vote in accordance with the voting procedures determined by the Board.
- (5) A member who has nominated for a Board position may vote for himself or herself.
- (6) The chair may appoint two (2) independent scrutineers to count the votes and report the result to the meeting.
- (7) If there are insufficient nominations for positions available or, after election a nominee or nominees are not elected, the position(s) not filled shall be declared vacant.
- (8) On the election of a new chairperson, the new chairperson may take over as the chair of the meeting.

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

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

- (2) Subject to rule 32, an Elected Board member holds office until the second annual general meeting after election. An Appointed Board member holds office until the annual general meeting after appointment.
- (3) A Board member may be re-elected.

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

- (1) A Board member may resign from the Board by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (2) The resignation takes effect —
  - (a) when the notice is received by the secretary or chairperson; or
  - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
  - (a) remove a Board member from office; and
  - (b) elect a member who is eligible under rules 23(4), and 23(6) or 23(7) to fill the vacant position.
- (4) A Board member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
- (5) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.

### **32. 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 31; 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; or
  - (f) in the case of an Elected Board member, fails to maintain membership.

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

- (1) The Board may appoint a member who is eligible under rules 23(4), and 23(6) or 23(7) to fill a position on the Board 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 Board must appoint a person who is eligible under rules 23(4), and 23(6) or 23(7) to fill the position as soon as practicable after the vacancy arises.
- (3) If the position of finance director becomes vacant, the Board must appoint a member who is eligible under rules 23(4), and 23(6) or 23(7) to fill the position as soon as practicable after the vacancy arises.

- (4) Subject to the requirement for a quorum under rule 40, the Board may continue to act despite any vacancy in its membership.
- (5) If there are fewer Board members than required for a quorum under rule 40, the Board may act only for the purpose of —
  - (a) appointing Board members under this rule; or
  - (b) convening a general meeting.

### 34. 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.

### 35. Payments to Board members

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

## Division 4 — Board meetings

### 36. Board meetings

- (1) The Board must meet at least eight (8) 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.

### 37. 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.

### 38. Procedure and order of business

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

- (2) If the chairperson and vice chairperson 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.

### **39. 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.

### **40. Quorum for Board meetings**

- (1) Subject to rule 33(5), 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 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.
- (3) If —
  - (a) a quorum is not present within 30 minutes after the commencement time of a Board meeting held under subrule (2)(b); and
  - (b) at least two (2) Board members are present at the meeting, those members present are taken to constitute a quorum.

### **41. Voting at Board meetings**

- (1) Each Board member present at a Board meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Board members present at the Board meeting vote in favour of the motion.

- (3) If the votes are divided equally on a question, the chair of the meeting shall not have a second or casting vote.
- (4) A vote may take place by the Board members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chair of the meeting must decide how the ballot is to be conducted.

#### **42. 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 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 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 chairperson 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**

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

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

#### 44. Delegation to subcommittee and holders of subsidiary offices

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

### PART 6 — GENERAL MEETINGS OF ASSOCIATION

#### 45. Annual general meeting

- (1) The Board must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
  - (b) to receive and consider —
    - (i) the 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 elect the Elected Board 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 Board may convene a special general meeting.
- (2) The Board must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
  - (a) make the requirement by written notice given to the secretary; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- (4) The special general meeting must be convened within 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 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 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.

#### 48. Proxies

- (1) Subject to subrule (2), a member may appoint an individual who is a member of the Association, as the member's proxy to vote and speak on the member's behalf at a general meeting.
- (2) An individual who is a member, may be appointed the proxy for not more than one (1) other member.
- (3) The appointment of a proxy must be on the proxy form approved by the Board and be signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on the member's behalf.

- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (6) Notice of a general meeting under rule 47 must —
  - (a) state that the member may appoint an individual who is a member as a proxy for the meeting; and
  - (b) include a copy of the proxy form that the Board has approved for the appointment of a proxy.
- (7) A form appointing a proxy must be received by the secretary not less than 24 hours prior to the commencement of the relevant meeting.
- (8) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the secretary not less than 24 hours before the commencement of the relevant meeting.

#### **49. 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.

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

- (1) The chairperson or, in the chairperson's absence, the vice chairperson must preside as chair of each general meeting.
- (2) If the chairperson and vice chairperson 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 ten (10) 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 in two weeks time; 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 present are taken to constitute a quorum.

#### **51. 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.

## 52. 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.

## 53. 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 67; 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.

## 54. 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 and entitled to vote —
- (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.

## 55. Minutes of general meeting

- (1) The secretary, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
  - (a) the names of the 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**

### **56. Source of funds**

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

### **57. 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 finance director 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) members from a number approved by the Board for that purpose.
- (5) Any credit card payments must be made in accordance with the authorities approved by the Board.
- (6) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt save for funds used for floats, petty cash and the like.

### **58. 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

### 59. 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.

### 60. Executing documents and common seal

- (1) The Association has a common seal.
- (2) In executing a document with the 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; or
    - (ii) one Board member and a person authorised by the Board,and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The secretary or other person authorised by the Board, must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the secretary or another person authorised by the Board.

### 61. 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.

## **62. 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 finance director's custody or under the finance director'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.

## **63. 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 secretary's custody or under the secretary's control.

## **64. Inspection of records and documents**

- (1) Subrule (2) applies to a member who wants to inspect —
  - (a) the register of members under section 54(1) of the Act; or
  - (b) the record of the names and addresses of Board members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
  - (c) any other record or document of the Association.
- (2) The member must contact the secretary, or other person authorised by the Board, 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.

## **65. 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.

## 66. 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.

## 67. 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.

## 68. Transitional arrangements

- (1) Once these rules are adopted and approved by the relevant government department, the following transitional arrangements will apply:
  - (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 annual general meeting referred to in subrule (1)(a),
    - (i) a new Board will be established using the processes outlined in rules 28 and 29;
    - (ii) Three (3) Elected Board members will be elected for a two (2) year term; and
    - (iii) Three (3) Elected Board members will be elected for a one (1) year term.
  - (c) For the avoidance of doubt, subsequent elections will be for two year terms.