

BUNBURY RUNNERS CLUB

CONSTITUTION

PART 1 — PRELIMINARY

1. Terms used

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

Association means the incorporated association to which these rules apply;

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; and
- (d) any other record of information;

Club means the Bunbury Runners Club, the incorporated association to which these rules apply;

Club member means a registered member of the Association with the rights referred to in rule 8;

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

Committee means the management committee of the Association;

Committee meeting means a meeting of the Committee;

Committee member means a member of the Committee;

Financial records includes —

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

(ii) adjustments to be made in preparing financial statements;

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 4;

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

Ordinary committee member means a committee member who is not an office holder of the Association under rule 8;

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

President means the Committee member holding office as the President of the Association, as outlined in Rule 28;

Quorum shall be not less than;

- (a) Committee meetings — Five (5) Committee members or 50% of the total Committee membership, whichever is the greater;
- (b) Annual General meetings — 25% of the total Club members eligible to vote;
- (c) Special General meetings — 25% of the total Club members eligible to vote.

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

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

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

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

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

Subcommittee means a subcommittee appointed by the Committee under rule 50;

Treasurer means the Committee member holding office as the Treasurer of the Club.

2. Title

The Association shall be known as the Bunbury Runners Club, hereinafter called the Club.

3. Objectives

The objectives of the Club shall be:

- (a) To provide members and the community at large with regular opportunities to improve their health and social wellbeing through organised road, track and trail running and walking activities and events; and
- (b) To provide a supporting environment to our running community, allowing members to develop their skills and confidence to achieve to the best of their ability.

4. Financial year

The financial year for the Club shall commence on 1 July and end on 30 June of the following year.

PART 2 — CLUB TO BE NOT FOR PROFIT BODY

5. Not-for-profit body

- (1) Property and income of the Club must be applied solely towards the operation and promotion of the objectives of the Club and no part of that income or property may be paid or otherwise distributed directly or indirectly to any member of the Club, except in good faith in the promotion of those objectives. Funds may be accumulated for purposes such as equipment purchase or a building fund.
- (2) A payment may be made to a member out of the funds of the Club only if it is authorised under subrule (3);
- (3) A payment to a member out of the funds of the Club is authorised if it is:
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or

- (b) the payment of interest, on money borrowed by the Club from the member, at a rate not greater than the cash rate published by the Reserve Bank of Australia; or
- (c) the payment of reasonable rent to the member for premises leased by the member to the Club; or
- (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

PART 3 — MEMBERS

Division 1 — Membership

6. Eligibility for membership

- (1) Any person who supports the objects or purposes of the Club 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.

7. Applying for membership

- (1) The membership year shall commence on 1 September and end on 31 August in the following year. Membership is attained by way of on-line application together with the membership fee as is set from time to time by the Committee. Upon completion of application a person or family shall become members of the Club and shall remain so until either they become un-financial, resign or are dismissed. Membership must be current to be eligible to win points in intra-Club competitive events.
- (2) The Club must provide access for each new member to a copy of the Rules, the Code of Conduct and any by-laws in force at the time their membership commences.

8. Classes of membership

- (1) A member of the Club may be registered into one (only) of the following classes of membership, but may switch from one class of membership to another in certain circumstances:
 - a) **ORDINARY MEMBER** — a financial Club member not having any other class of membership and may be a single or a family

- b) HONORARY MEMBER — may be conferred on any local, national or international person who is considered to have made a significant contribution to the Club in some form. Honorary members do not have voting rights.
 - c) LIFE MEMBER — long term member who has made a significant contribution to the Club in a range of ways and has been nominated by a financial member, approved by the current Life Members and endorsed by the current Committee
 - d) GRAND MASTER — 70 years of age or older, 10 years membership and a significant contribution to the Club
 - e) STUDENT MEMBER — as in attending primary school, secondary school or full time student under 23 years of age
 - f) SOCIAL MEMBER — for social walkers and others not participating in Club organised running events. Social members do not have voting rights.
- (2) All classes of membership shall be entitled to a voting right other than honorary or social members or those under the age of 18 years.

9. When membership ceases

A person shall cease to be a member upon:

- (1) Resignation or when they die.
- (2) Failing to pay the annual membership fee within a period of three months after the due date. Members will be considered unfinancial after a period of one month has elapsed from when membership renewal was due.
- (3) Being expelled by the Club under rule 15.

10. Resignation

- (1) A member may resign from membership of the Club by giving written notice of the resignation to the Secretary.
- (2) The resignation takes effect:
 - (a) When the Secretary receives the notice; or
 - (b) If a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Club remains liable for any fees that are owed to the Club (the *owed amount*) at the time of resignation.

- (4) The owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

11 Rights not transferable

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

Division 2 – Membership fees

12. Membership fees

- (1) The Committee must determine the annual membership fee to be paid for membership of the Club.
- (2) A member must pay the annual membership to the Treasurer by the due date as determined by the Committee.
- (3) If a member has not paid the annual membership fee within three months after the due date, the member ceases to be a member on the expiry of that period.
- (4) If a person who has ceased to be a member under subrule (3) offers to pay the annual membership fee after the period referred to in that subrule has expired:
 - (a) The Committee may, at its discretion, accept that payment, and
 - (b) If the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

Division 3 – Register of members

13. Register of members

- (1) The Registrar is responsible for the requirements imposed on the Club under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Club.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members shall include the class of membership to which each member belongs and the date on which each member becomes a member.

- (3) The register of members must be kept at the Registrar's place of residence, or at another place determined by the Committee.
- (4) A member who wishes to inspect the register of members must contact the Registrar to make the necessary arrangements.
- (5) If –
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

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

PART 4 – DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 – Term used

14. in this part:

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

Division 2 – Disciplinary action

15. *Suspension or expulsion*

- (1) The Committee may decide to suspend a person's membership or to expel a member from the Club if –
 - (a) the member contravenes any of these rules or the Club's Code of Conduct; or
 - (b) The member acts detrimentally to the interests of the Club.
- (2) Such resolution of the Committee must be carried by not less than a 70% majority of the Committee.
- (3) The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Committee meeting at which the proposal is to be considered by the Committee.
- (4) The notice given to the member must state:
 - (a) When and where the Committee meeting is to be held; and

- (b) The grounds on which the proposed suspension or expulsion is based; and
 - (c) That the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion.
- (5) The Committee must give the member written notice of the Committee's decision and the reasons for the decision within seven days after the Committee meeting at which the decision is made.
- (6) A member whose membership is suspended or who is expelled from the Club may, within 14 days after receiving notice of the Committee's decision, give written notice to the Secretary requesting the appointment of a mediator.

16. Consequences of suspension

- (1) Where a member is suspended they lose any membership rights (including voting rights) for the term of the suspension and is not entitled to a refund, rebate, relief or credit for membership fees paid or payable to the Club.
- (2) The Registrar must record in the register of members all relevant details of the suspension.

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

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 Club.

19. Parties to attempt to resolve dispute

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

20. How a 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.
- (2) Within 28 days after the Secretary is given the notice, a Committee meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give each party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state:
 - (a) when and where the Committee meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.
- (5) If:
 - (a) the dispute is between one or more members and the Club; and
 - (b) any party to the dispute gives written notice to the Secretary stating that the party:
 - (i) does not agree to the dispute being determined by the Committee; and
 - (ii) requests the appointment of a mediator under rule 23,the Committee must not determine the dispute.

21. Determination of a dispute by Committee

- (1) At the Committee meeting at which a dispute is to be considered and determined, the Committee must:
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the Committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Committee's determination under subrule (1)(c), give written notice to the Secretary requesting the appointment of a mediator under rule 23.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

22. Application of Division

- (1) This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator;
 - (a) by a member under rule 15(7); or
 - (b) by a party to a dispute under rule 20(5)(b)(ii) or 21(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 23.

23. Appointment of a mediator

- (1) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a member under rule 15(7) — by agreement between the Member and the Committee; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 20(5)(b)(ii) or 21(3) — by agreement between the parties to the dispute
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the Committee must appoint the mediator.
- (3) The person appointed as mediator by the Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
 - (a) a member under rule 15(7); or
 - (b) a party to a dispute under rule 20(5)(b)(ii) or
 - (c) a party to a dispute under rule 21(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the Committee may be a member or former member of the Club but must not:
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

24. Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must:
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

25. If mediation results in decision to suspend or expel being revoked

If:

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Club gives notice under rule 15(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a Committee meeting or General meeting during the period of suspension or expulsion.

PART 5 — COMMITTEE

Division 1 — Powers of Committee

26. Committee

- (1) The Committee members are the persons who, as the Management Committee of the Club, have the power to manage the affairs of the Club.
- (2) Subject to the Act, these rules and any resolution passed at a General Meeting, the Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Club.
- (3) The Committee must take all reasonable steps to ensure that the Club complies with the Act and these rules.

Division 2 — Composition of Committee and duties of members

27 Committee members

- (1) The committee members consist of:
 - (a) the President
 - (b) the Vice President
 - (c) the Secretary

- (d) the Treasurer
 - (e) the Registrar
- (2) In addition to the office holders of the Club, there shall be between five and nine ordinary committee members.
 - (3) An ordinary member may be a committee member if that person is an individual who has reached 18 years of age.
 - (4) A person must not hold two or more of the offices at the same time.
 - (5) In the case of a committee position becoming vacant during a particular year, the Committee may choose to appoint an ordinary member to fill that position until the following Annual General Meeting.

28. President

- (1) The President must chair all Committee, General and Special meetings, promote the Club wherever possible and to use their position to ensure other committee members perform their allocated duties satisfactorily.
- (2) It is the duty of the President to consult with the Secretary regarding the business to be conducted at each Committee meeting and General meeting.

29. Vice President

- (1) The Vice President must assume the role of the President during any time of absence of the President and shall inherit all the powers and duties of that position.

30. Secretary

The Secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) maintaining on behalf of the Club an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (e) unless another member is authorised by the committee to do so, maintaining on behalf of the Club a record of committee members and other persons authorised to act on behalf of the Club, as required under section 58(2) of the Act;
- (f) ensuring the safe custody of the books of the Club, other than the financial records, financial statements and financial reports, as applicable to the Club;
- (g) maintaining full and accurate minutes of committee meetings and general meetings;
- (h) carrying out any other duty given to the Secretary under these rules or by the Committee.

31. Treasurer

The Treasurer has the following duties —

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

32. Registrar

The Registrar has the following duties —

- (a) Maintaining on behalf of the Club the register of members and recording in the register any changes in the membership, as required under section 53 (1) of the Act;
- (b) When a member's membership is suspended, the Registrar must record in the register of members all relevant details of the suspension;
- (c) Making details of the register available on request, as outlined under rule 13(4)&(5);
- (d) Presenting a summary of the membership register to regular Committee meetings and to the Club's Annual General meeting.

Division 3 — Election of committee members and tenure of office

33. How members become committee members

A member becomes a committee member if the member —

- (a) is elected to the Committee at a General meeting; or
- (b) is appointed to the Committee by the Committee to fill a casual vacancy under rule 40.

34. Nomination of committee members

- (1) At least 14 days before an Annual General meeting, the Secretary must send written notice to all the members calling for nominations for election to the Committee.
- (2) A member may nominate themselves or another member for election to the Committee or a specific office bearer position and each nomination must be seconded by another member and must be submitted to the Secretary prior to the election.

35. Election of office holders

- (1) At the Annual General meeting, a separate election must be held for each position of office holder of the Club.
- (2) All office bearer positions must be declared vacant and the position of temporary Chairperson must be a Life Member who is not a nominee for an office bearer position.
- (3) The order of election of office bearers must be President, then Vice President, Secretary, Treasurer, Registrar and ordinary committee members.
- (4) On the member's election, the duly elected President of the Club must take over as the Chairperson of the meeting.
- (5) If there is no nomination for a position, the Chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- (6) If only one member has nominated for a position, the Chairperson of the meeting must declare the member elected to the position.
- (7) If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the Committee to decide who is to be elected to the position.

36. Election of ordinary committee members

- (1) If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the President:
 - (a) must declare each of those members to be elected to the position; and
 - (b) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- (2) If:
 - (a) the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or

(b) the number of members nominating under subrule (2)(b) is greater than the number of positions remaining unfilled,

the ordinary members at the meeting must vote in accordance with procedures determined by the Committee to decide the members who are to be elected to the position of ordinary committee member.

(3) A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

37. Term of office

(1) The term of office of a committee member begins when the member:

(a) is elected at an Annual General meeting or under subrule 38(20)(b); or

(b) is appointed to fill a casual vacancy under rule 40.

(2) Subject to rule 39, a committee member holds office until the positions on the Committee are declared vacant at the next Annual General meeting.

(3) A committee member may be re-elected.

38. Resignation and removal from office

(1) A committee member may resign from the Committee by written notice given to the Secretary or, if the resigning member is the Secretary, given to the President.

(2) At a General meeting, the Club may by resolution —

(a) remove a committee member from office; and

(b) elect a member who is eligible under rule 27(3) to fill the vacant position.

39. When membership of Committee ceases

A person ceases to be a committee member if the person —

(a) dies or otherwise ceases to be a member; or

(b) resigns from the Committee or is removed from office under rule 38; or

(c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act; or

(d) becomes permanently unable to act as a committee member because of a mental or physical disability; or

(e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that they will be unable to attend.

40. Filling casual vacancies

- (1) The Committee may appoint a member who is eligible under rule 27(4) to fill a position on the Committee that —
 - (a) has become vacant under rule 39; or
 - (b) was not filled by election at the most recent Annual General meeting or under rule 38(2)(b).
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member who is eligible under rule (27(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 47, the Committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer Committee members than required for a quorum under rule 47, the Committee may act only for the purpose of —
 - (a) appointing Committee members under this rule; or
 - (b) convening a General Meeting.

41. Validity of acts

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

42. Payments to Committee members

- (1) In this rule —
Committee member includes a member of a subcommittee;
Committee meeting includes a meeting of a subcommittee.
- (2) A Committee member is entitled to be paid out of the funds of the Club for any out-of-pocket expenses incurred in connection with the Club.

Division 4 — Committee meetings

43. Committee meetings

- (1) The Committee must meet monthly unless agreed otherwise for reasons of practicality.
- (2) The date, time and place of the first Committee meeting must be determined by the Committee members as soon as practicable after the Annual General Meeting at which the committee members are elected.

- (3) Special Committee meetings may be convened by the President or any 2 Committee members.

44. Notice of Committee meetings

- (1) Notice of each Committee meeting must be given to each Committee member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Where an urgent issue cannot practically be addressed by a Special Committee meeting, the issue may be communicated by electronic means and determination be made on the basis of the majority of the responses received, with a minimum of 50% of the Committee members being required to respond for a valid vote. This must be used as an exception, rather than the norm.

45. Procedure and order of business

- (1) The President or, in the President's absence, the Vice President, must preside as Chairperson of each Committee meeting.
- (2) If the President and Vice Chairperson are absent, the Committee members at the meeting must choose one of them to act as Chairperson of the meeting.
- (3) The procedure to be followed at a Committee meeting must be determined from time to time by the Committee.
- (4) A member or other person who is not a Committee member may attend a Committee meeting if invited to do so by the Committee, but must only comment on any matter if invited to do so by the Chairperson and must not be entitled to vote on any matter.

46. Use of technology to be present at Committee meetings

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

47. Quorum for Committee meetings

- (1) Subject to rule 38(4), no business is to be conducted at a Committee meeting unless a quorum is present.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting:
 - (a) in the case of a Special Meeting, the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (3) If:
 - (a) a quorum is not present within 30 minutes after the commencement time of a Committee meeting held under subrule (2)(b); and
 - (b) at least 3 Committee members are present at the meeting,those members present are taken to constitute a quorum.

48. Voting at Committee meetings

- (1) Each Committee member present at a Committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Committee members present at the Committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

49. Minutes of Committee meetings

- (1) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- (2) The minutes must record the following:
 - (a) the names of the committee members present at the meeting;
 - (b) the name of any person attending the meeting under rule 45(4);
 - (c) the business considered at the meeting; and
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Committee meeting must be entered in the Club's minute book within 30 days after the meeting is held.
- (4) The Chairperson must ensure that the minutes of a Committee meeting are reviewed and signed as correct by:
 - (a) the Chairperson of the meeting; or

- (b) the Chairperson of the next Committee meeting.
- (5) When the minutes of a Committee meeting have been signed as correct they are, until the contrary is proved, evidence that:
- (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

Division 5 — Subcommittees

50. Subcommittees

- (1) To help the Committee in the conduct of the Club's business, the Committee may appoint one or more subcommittees
- (2) A subcommittee may consist of the number of people, whether or not members, that the Committee considers appropriate.
- (3) Subject to any directions given by the Committee a subcommittee may meet and conduct business as it considers appropriate

51. Delegation to subcommittees

- (1) In this rule:
 - non-delegable duty** means a duty imposed on the Committee by the Act or another written law.
- (2) The Committee may, in writing, delegate to a subcommittee the exercise of any power or the performance of any duty of the Committee other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (3) The Committee must determine, in writing, the extent and limitation of the delegation and may vary or revoke that delegation, in writing, at any time. The delegation does not prevent the Committee from exercising or performing at any time the power or duty delegated.
- (4) 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 Committee.
- (5) The Committee may, in writing, amend or revoke the delegation

PART 6 — GENERAL MEETINGS OF THE CLUB

52. Annual General meeting

- (1) The Annual General meeting must be held in August each year and at this meeting all offices must be declared vacant.
- (2) The Club must issue a notice of the meeting to all members by way of E-mail and a notice displayed in the clubrooms advising of the date, time and location at least 14 days prior to the set date of the meeting. The meeting must also be listed in the Club calendar issued to all members.
- (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 President's annual report on the Club's activities during the preceding financial year;
 - (ii) the financial statements of the Club for the preceding financial year presented under Part 5 of the Act; and
 - (iii) the Registrar's report on Club membership statistics for the preceding year.
 - (c) to elect the office holders of the Club and other Committee members; and
 - (d) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the Annual General meeting.

53. Special General meetings

- (1) The Committee may convene a Special General meeting.
- (2) The Committee must convene a Special General meeting if at least 20% of the members require a Special General meeting to be convened.
- (3) The members requiring a Special General meeting to be convened must:
 - (a) make the requirement by written notice given to the Secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The Special General meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (5) The Committee must act appropriately to execute any such resolution arising from the special general meeting.

54. Notice of General meetings

- (1) The Secretary must give to each member:
 - (a) at least 21 days' notice of a *General Meeting* if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a *General Meeting* in any other case.
- (2) The notice must:
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if 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.

55. Proxies

- (1) An ordinary member may appoint another member as his or her proxy to vote and speak on his or her behalf at a *General meeting*, provided that no member shall act for more than five other members at any meeting.
- (2) The appointment of a proxy must be in writing, signed by the member making the appointment and must be given to the Secretary before the commencement of the meeting or must be sent electronically to the Secretary to be received not less than 24 hours before the commencement of the meeting for which the proxy is appointed.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.

56. Presiding member and quorum for General meetings

- (1) The President or, in the President's absence, the Vice President, must preside as Chairperson of each general meeting.
- (2) If the President and Vice President are absent at a *General meeting*, the committee members at the meeting must choose one of them to act as Chairman of the meeting.
- (3) No business is to be conducted at a *General meeting* unless a quorum is present.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a *General meeting*:
 - (a) in the case of a *Special General meeting* — the meeting lapses; or
 - (b) in the case of the *Annual General meeting* — the meeting is adjourned to:
 - (i) the same time and day in the following week; and

- (ii) the same place, unless the Chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (5) If:
- (a) a quorum is not present within 30 minutes after the commencement time of an Annual General meeting held under subrule (4)(b); and
 - (b) at least 2 ordinary members are present at the meeting, those members present are taken to constitute a quorum.

57. Adjournment of General meeting

- (1) The Chairperson of a General meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned:
 - (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 previous 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 54.

58. Voting at General meeting

- (1) On any question arising at a General Meeting:
 - (a) Each ordinary member has one vote; and
 - (b) ordinary members may vote personally or by proxy.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a General meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous General meeting, only members who were present at that meeting may vote.
- (5) For a person to be eligible to vote at a General meeting as an ordinary member, they:
 - (a) must have been an ordinary member at the time notice of the meeting was given under rule 54; and
 - (b) must have paid any fee or other money payable to the Club by the member.

59. Minutes of General meeting

- (1) The Secretary, or a person authorised by the Committee from time to time, must take and keep minutes of each General meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each Annual General meeting must record:
 - (a) the names of the ordinary members attending the meeting; and
 - (b) any proxy forms given to the Chairperson of the meeting under rule 55(2); and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 52(3)(b)(ii); and
- (4) The minutes of a General meeting must be entered in the Club's minute book within 30 days after the meeting is held.
- (5) The Chairperson must ensure that the minutes of a General meeting are reviewed and signed as correct by:
 - (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next General Meeting.
- (6) When the minutes of a General meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 – FINANCIAL MATTERS

60. Control of funds

- (1) The Club must maintain an account in the name of the Club with a financial institution from which all expenditure of the Club is made and into which all funds received by the Club are deposited.
- (2) Subject to any restrictions imposed at a General meeting, the Committee may approve expenditure on behalf of the Club.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Club up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club must be signed by:
 - (a) 2 Committee members; or
 - (b) one committee member and a person authorised by the Committee.

- (5) All funds of the Club must be deposited into the Club's account within 5 working days after their receipt.

61. Financial statements and financial reports

- (1) For each financial year, the Committee must ensure that the requirements imposed on the Club under Part 5 of the Act relating to the financial statements or financial report of the Club are met.
- (2) Without limiting subrule 1, those requirements include the presentation to the Annual General meeting of the financial statements or financial report, as applicable.

PART 8 – GENERAL MATTERS

62 By-laws

- (1) The Club may, by resolution at a General meeting, make, amend or revoke by-laws.
- (2) By-laws may:
 - (a) provide for the rights and obligations that may apply to any classes of membership approved under rule 8; and
 - (b) impose restrictions on the Committee's powers, including the power to dispose of the Club's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the Club and the auditing of the Club's accounts; and
 - (d) provide for any other matter the Club considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting sub-rule (3), a by-law made for the purposes of sub-rule (2)(c) may only impose requirements on the Club that are additional to, and do not restrict, a requirement imposed on the Club under Part 5 of the Act.
- (5) At the request of a member, the Club must make a copy of the by-laws available for inspection by the member.

63. Executing documents and common seal

- (1) The Club may execute a document without using a common seal if the document is signed by:
 - (a) 2 Committee members; or
 - (b) one Committee member and a person authorised by the Committee.
- (2) If the Club has a common seal:
 - (a) the name of the Club must appear in legible characters on the common seal; and

(b) a document may only be sealed with the common seal by the authority of the Committee and in the presence of —

(i) 2 Committee members; or

(ii) one Committee member and a person authorised by the Committee,

and each of them is to sign the document to attest that the document was sealed in their presence.

(3) The Secretary must make a written record of each use of the common seal.

(4) The common seal must be kept in the custody of the Secretary or another Committee member authorised by the Committee.

64. 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 of the member.

65. Custody of books and securities

(1) Subject to subrule (2), the books and any securities of the Club must be kept in the Secretary's custody or under the Secretary's control.

(2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.

(3) Subrules (1) and (2) have effect except as otherwise decided by the Committee.

(4) The books of the Club must be retained for at least 7 years.

66. Record of office holders

The record of Committee members and other persons authorised to act on behalf of the Club 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.

67. Inspection of records and documents

(1) Subrule (2) applies to a member who wants to inspect:

- (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of Committee members, and other persons authorised to act on behalf of the Club, under section 58(3) of the Act; or
 - (c) any other record or document of the Club.
- (2) The member must contact the Secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the Committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose:
- (a) that is directly connected with the affairs of the Club; or
 - (b) that is related to complying with a requirement of the Act.

68. Publication by Committee members of statements about Club business prohibited

A Committee member must not publish, or cause to be published, any statement about the business conducted by the Club at a General meeting or Committee meeting unless:

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

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

- (1) In this rule:

Surplus property, in relation to the Club, means property remaining after satisfaction of:

- (a) the debts and liabilities of the Club; and
 - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Club.
- (2) The Club may be wound up by a 70% majority vote of the financial members at a Special General meeting called for that purpose, provided one month's notice of such proposal has been given to all members and provided also that 75% of all financial members are either present or have submitted written and signed proxy votes at such meeting.

- (3) On the cancellation of incorporation or the winding up of the Club, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24 (1) of the Act.

70. Alteration of rules

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

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