

# Rules

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## OLYMPIC KINGSWAY SPORTS CLUB (INC)

UNDER THE ASSOCIATIONS INCORPORATION ACT 2015 (WA)

ADOPTED [INSERT DATE]

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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*;

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

**Chairperson** means the board member holding the title of the Chairperson of the Association;

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

**Board** means the management board of the Association;

**Board meeting** means a meeting of the board;

**Board Member** means a member of the board;

**convene** means to call together for a formal meeting;

**Department** means the government department with the responsibility for administering the *Associations Incorporation Act 2015*.

**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**, of a tier 2 association or a tier 3 association, 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 Board Member** means a board member who is not an office holder of the Association under rule 28(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 person who is a member of the Association;

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

**ordinary resolution** means resolution other than a special resolution;

**poll** means voting conducted in written form (as opposed to a show of hands);

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

**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 49;

**tier 1 association** means an incorporated association to which section 64(1) of the Act applies;

**tier 2 association** means an incorporated association to which section 64(2) of the Act applies;

**tier 3 association** means an incorporated association to which section 64(3) of the Act applies;

**Treasurer** means the board member holding office as the Treasurer of the Association;

**Vice-Chairperson** means the board member holding the title of the Vice-Chairperson of the Association.

## 2 FINANCIAL YEAR

(1) The financial year of the Association is 01 November to 31 October.

## **PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY**

### **3 NOT FOR PROFIT**

- (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 out of the funds of the Association only if it is authorised under sub-rule (3).
- (3) A payment to a member out of the funds of the Association is authorised if it is:
  - (a) the payment in good faith to the 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 on behalf 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.

#### **5 APPLYING FOR MEMBERSHIP**

- (1) A person who wants to become a member must apply in such form as the board directs from time to time.
- (2) 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 has the power to reject an application for membership.
- (2) An applicant whose application for membership of the Association is rejected under sub-rule (1) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- (3) When notice is given under sub-rule (2), the Association in a general meeting no later than the next Annual General Meeting, must either confirm or set aside the decision of the Board to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representation in writing to, the Association in the general meeting.

#### **7 BECOMING A MEMBER**

- (1) An applicant for membership of the Association becomes a member when —
  - (a) the application for membership has been accepted; and
  - (b) the applicant pays any membership fees payable to the Association under rule 13.



## **8 CLASSES OF MEMBERSHIP**

- (1) Membership categories of the Association shall be determined by the Board from time to time.
- (2) Subject to sub-rule (3), a member has full voting rights and any other rights conferred on members by these Rules or approved by resolution at a general meeting or determined by the Board.
- (3) A member who has not reached the age of 16 years is ineligible to vote, however, one parent/guardian of the underage member is entitled to full voting rights on their behalf.
- (4) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

## **9 WHEN MEMBERSHIP CEASES**

- (1) A person ceases to be a member when any of the following takes place —
  - (a) the person dies;
  - (b) the person resigns from the Association under rule 10;
  - (c) the person is expelled from the Association under rule 16;
  - (d) the person ceases to be a member under rule 13(4).
- (2) The Secretary must keep a record, for at least one year after a person ceases to be a member, of —
  - (a) the date on which the person ceased to be a member; and
  - (b) the reason why the person 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) 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 Association remains liable for any fees that are owed to the Association (the owed amount) at the time of resignation.
- (4) 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.

## 12 GUEST MEMBERS

(1) Members are entitled to:

- (a) Guests – any member of the club shall be at liberty to invite guests to the club, but the number of guests shall not exceed the maximum number as contained in Section 48(4)(b) of the Liquor Licensing Act 1988
- (b) Hold private family and business functions without limit to number of guests, providing that the sale of liquor shall be:
  - (i) ancillary to a meal supplied at the club by or on behalf of the club to a member and to each of the guests of that member being guests of whose attendance was given prior notice to the club.
  - (ii) to a member, for consumption by the guests of that member at a function held by or on behalf of that member at the club
- (c) Functions – Members are entitled to host functions on the Club premises after written application for said function has been considered and approved by the Board. Said function cannot exclude any member his/her rightful access to club premises. The Secretary will furnish the applicant with a written copy of Association rules relating to functions, after the application has been approved and any additional conditions and restrictions it shall see fit.

(2) A guest shall not be supplied with liquor in the Club premises except on the invitation and in the company of that member.

- (a) A guest shall be supplied with liquor to be consumed on the Club premises only.
- (b) The member introducing the guest shall be responsible for the proper conduct of that guest whilst on the Club premises.
- (c) A member may, at their expense and with the approval of the Board, supply liquor to guests, without limitation as to the number, at the Club premises. Any person who has been refused membership of the Club or who is under suspension or expulsion, from the Club, shall not be permitted as a guest of any member of the Club.

## DIVISION 2 — MEMBERSHIP FEES

### 13 MEMBERSHIP FEES

- (1) The Board shall propose to the members the membership fees for the following year in the various categories of membership for presentation at the Annual General Meeting.
- (2) The fees determined under sub-rule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to the treasurer, or another person authorised by the board to accept payments, by the date (the **due date**) determined by the board.

- (4) If a member has not paid the annual membership fee within 3 months of the due date, the member will cease to be a member, unless the Board decides otherwise.

### **DIVISION 3 — REGISTER OF MEMBERS**

#### **14 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 (being the member's name and a residential, postal or email address), 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 must be kept and maintained at the offices of the Association
- (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.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or these Rules.
- (7) The Secretary, or another person authorised by the board, must remove the name of a person who dies or who ceases to be a member, under rule 9 from the register of members referred to in this rule.
- (8) The Secretary, or another person authorised by the board, must keep a record, for at least one year after a person ceases to be a member, of —
- (a) the date on which the person ceased to be a member; and
  - (b) the reason why the person ceased to be a member.

## **PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION**

### **DIVISION 1 — TERM USED**

#### **15 TERM USED:**

In this Division —

*member*, in relation to a member who is expelled from the Association, includes former member.

### **DIVISION 2 — DISCIPLINARY ACTION**

#### **16 SUSPENSION OR EXPULSION**

- (1) The Board may decide to suspend a member's membership or to expel a member from the Association if, in the opinion of the Board:
  - (a) the member's conduct is detrimental to the interests of the Association;
  - (b) the member has acted in a manner unbecoming of a member or contrary to the objects of the Association;
  - (c) the member has brought the Association, another member, or the sport of soccer into disrepute;
  - (d) the member has breached a policy referred to in rule 72;
  - (e) the member has breached a by-law of the Association; or
  - (f) suspension or expulsion is appropriate in all of the circumstances.
- (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 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 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 14 days after receiving notice of the board's decision under sub-rule (6), give written notice to the Secretary that he or she wishes to appeal against that suspension or expulsion.
- (8) If notice is given under sub-rule (7):
- (a) the Association, in a general meeting, must either:
    - (i) confirm or set aside the decision of the board to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to the Association in a general meeting; or
    - (ii) refer the matter to mediation.
  - (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the board to suspend or expel him or her is confirmed under this sub-rule.

## **17 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

### 18 TERMS USED

In this Division —

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

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

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

### 19 APPLICATION OF DIVISION

(1) This Division applies to disputes between-

- (a) a member and one or more members; or
- (b) a member and the Association; or
- (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.

### 20 PARTIES TO ATTEMPT TO RESOLVE DISPUTE

If this Division applies, the parties to a dispute must first attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

### 21 HOW GRIEVANCE PROCEDURE IS STARTED

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 20, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of —
  - (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 board meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give written notice of the board meeting to each party to the dispute 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 board meeting is to be held; and

(b) that the party 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 dispute.

(5) If —

(a) the dispute is between one or more members and the Association; 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 board; and

(ii) requests the appointment of a mediator under rule 23,

the board must not determine the dispute.

## **22 DETERMINATION OF DISPUTE BY THE BOARD**

(1) At the Board meeting at which a dispute is to be considered and determined, the Board must —

(a) give each party to the dispute a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and

(b) give due consideration to any submissions so made; and

(c) determine the dispute.

(2) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.

(3) A party to the dispute may, within 14 days after receiving notice of the Board's determination under sub-rule (1)(c), give written notice to the Secretary requesting the appointment of a mediator under rule 23.

If notice is given under sub-rule (3), each party to the dispute is a party to the mediation.

## **DIVISION 4 — MEDIATION**

### **23 APPLICATION OF DIVISION**

- (1) This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator —
  - (a) by a member under rule 16(8)(a)(ii); or
  - (b) by a party to a dispute under rule 21(5)(b)(ii) or 22(3).
  
- (2) If this Division applies, a mediator must be chosen or appointed under rule 23.

### **24 APPOINTMENT OF MEDIATOR**

- (1) The mediator must be a person chosen by agreement between the parties to the dispute.
- (2) If there is no agreement:
  - (a) in the case of a dispute between a member and one or more members, a person appointed by the Board of the Association;.
  - (b) in the case of a dispute between a member and a relevant non-member and the Association, a person who is a mediator appointed to, or employed by a not for profit organisation.
- (3) The person appointed as mediator may be a member or former member of the Association but must not —
  - (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

### **25 MEDIATION PROCESS**

- (1) the parties to the mediation must attempt in good faith, to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation before the mediation takes place.
- (3) In conducting the mediation, the mediator must:
  - (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statements submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute 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) if the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise law.

## **26 IF MEDIATION RESULTS IN DECISION TO SUSPEND OR EXPEL BEING REVOKED**

If —

- (a) mediation takes place because a member's membership was suspended or the member was expelled from the Association under rule 16(8)(a)(ii); 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 Board meeting or general meeting during the period of suspension or expulsion.

## **PART 5 — THE BOARD**

### **DIVISION 1 — POWERS OF THE BOARD**

#### **27 THE BOARD**

- (1) The board members are the persons who, as the board of management of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these Rules, the by-laws of the Association (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 of the Association (if any).

### **DIVISION 2 — COMPOSITION OF BOARD AND DUTIES OF MEMBERS**

#### **28 BOARD MEMBERS**

- (1) The Board members consist of —
  - (a) the office holders of the Association; and
  - (b) up to ten ordinary board members (all of who must be members of the Association)
- (2) The following are the office holders of the Association —
  - (a) the Chairperson
  - (b) the President;
  - (c) the Vice President;
  - (d) the Secretary;
  - (e) the Treasurer.
- (3) A person may be an office holder of the Association if the person is —
  - (a) an individual who has reached 18 years of age; and
  - (b) a member of the Association.
- (4) A person must not hold more than 2 of the offices mentioned in sub-rule (2) at the same time.

## **29 PRESIDENT**

- (5) It is the duty of the President to consult with the Secretary regarding the business to be conducted at each Board meeting and general meeting.
- (6) The President has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these Rules.

## **30 SECRETARY**

The Secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the President 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, 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;
- (e) maintaining on behalf of the Association an up-to-date copy of these Rules, as required under section 35(1) of the Act;
- (f) 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;
- (g) 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;
- (h) maintaining full and accurate minutes of Board meetings and general meetings;
- (i) carrying out any other duty given to the Secretary under these Rules or by the Board.

## **31 TREASURER**

The Treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts 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 Treasurer under these Rules or by the Board.

## **DIVISION 3 — ELECTION OF BOARD MEMBERS AND TENURE OF OFFICE**

### **32 HOW MEMBERS BECOME BOARD MEMBERS**

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 by the Board to fill a casual vacancy under rule 39.

### **33 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 sub-rule (2).
- (2) A person is not eligible for election to membership of the Board unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by:
  - (a) the nominator, and;
  - (b) the nominee to signify his or her willingness to stand for election,to the Secretary not less than 7 days before the annual general meeting.

### **34 ELECTION OF OFFICE HOLDERS**

- (1) Except for a nomination under sub-rule (8), at the annual general meeting, a separate election must be held for each position of office holder of the Association.
- (2) If there is no nomination for a position, the President may call for nominations from the ordinary members at the meeting.
- (3) If only one member has nominated for a position, the President must declare the Member elected to the position.
- (4) If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the Board to decide who is to be elected to the position.
- (5) Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- (6) A member who has nominated for the position may vote for himself or herself.
- (7) On the member's election, the new President of the Association may take over as the Chairperson of the meeting.
- (8) A nomination may be submitted by a group of members, to be elected as a whole without exception.

### **35 ELECTION OF GENERAL BOARD MEMBERS**

- (1) If the number of persons nominating for the position of general board member is not greater than the number to be elected, the Chairperson of the meeting —
  - (a) must declare each of those persons 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 persons nominating for the position of general Board member is greater than the number to be elected; or
  - (b) the number of members nominating under sub-rule (1)(b) is greater than the number of positions remaining unfilled,

the ordinary members at the meeting must vote in accordance with procedures that have been determined by the board to decide the members who are to be elected to the position of general board member.
- (3) A person who has nominated for the position of general board member may vote in accordance with that nomination only if the person is a member of the Association.

### **36 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
  - (b) is appointed to fill a casual vacancy under rule 39.
- (2) Subject to rule 37, a Board member holds office until the positions on the Board are declared vacant at the relevant annual general meeting.
- (3) A Board member may be re-elected.

### **37 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 President.
- (2) The resignation takes effect —
  - (a) when the notice is received by the Secretary or President; or
  - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
  - (a) remove a Board member from office; and
  - (b) elect a member who is eligible under rule 28(3) to fill the vacant position.
- (4) A Board member who is the subject of a proposed resolution under sub-rule (3)(a) may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the members.
- (5) The Secretary or President may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.

### **38 WHEN MEMBERSHIP OF BOARD CEASES**

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

- (a) dies or, in the case of an office holder of the Association, ceases to be a member; or
- (b) resigns from the Board or is removed from office under rule 37; 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 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.

### 39 FILLING CASUAL VACANCIES

- (1) The Board may appoint a person who is eligible under rule 28(3) or 28(4) to fill a position on the Board that —
  - (a) has become vacant under rule 36; or
  - (b) was not filled by election at the most recent annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint a member who is eligible under rules 28(3) and 28(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 46, the Board may continue to act despite any vacancy in its membership.
- (4) If there are fewer Board members than required for a quorum under rule 46, the Board may act only for the purpose of —
  - (a) appointing Board members under this rule; or
  - (b) convening a general meeting.

### 40 VALIDITY OF ACTS

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.

### 41 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 and duly authorised by resolution of the Association —
  - (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**

### **42 BOARD MEETINGS**

- (1) The Board must meet at least 6 times in each year on the dates and at the times and places determined by the board.
- (2) The date, time and place of the first Board meeting must be determined by the Board members as soon as practicable after the annual general meeting at which the Board members are elected.
- (3) Special Board meetings may be convened by the President or at least 50% of Board members.

### **43 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 sub-rule (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.

### **44 PROCEDURE AND ORDER OF BUSINESS**

- (1) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (2) The order of business at a Board meeting may be determined by the Board members at the meeting.
- (3) A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board.
- (4) A person invited under sub-rule (3) to attend a Board meeting —
  - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
  - (b) cannot vote on any matter that is to be decided at the meeting.
- (5) If a Board member has a material pecuniary interest or other interest, whether direct or indirect, in a matter being considered at a Board meeting, the Board member must—
  - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and



(b) not take part in any deliberations or decision of the Board with respect to that matter.

(6) The Secretary must cause every disclosure made under sub-rule (5) by a Board member to be recorded in the minutes of the meeting of the Board at which it is made.

#### **45 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 sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

#### **46 QUORUM FOR BOARD MEETINGS**

(1) At a Board meeting, more than 50% of the Board members elected to the Board at any point in time form a quorum.

(2) Subject to sub-rule 46, no business is to be conducted at a Board meeting unless a quorum is present.

(3) 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 the same time, day and place in the following week.

(4) If —

(a) a quorum is not present within 30 minutes after the commencement time of a Board meeting held under sub-rule (3)(b); and

(b) at least 2 Board members are present at the meeting,

those members present are taken to constitute a quorum.

#### **47 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 Chairperson of the meeting has 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 Chairperson of the meeting must decide how the ballot is to be conducted.

#### **48 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 44(3);
  - (c) the business considered at the meeting;
  - (d) any interest of a Board member notified under rule 44(5);
  - (e) 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 within 30 days after the meeting is held.
- (4) The President must ensure that the minutes of a Board meeting are reviewed and signed as correct by —
  - (a) the Chairperson of the meeting; or
  - (b) the Chairperson of the next Board meeting.
- (5) When the minutes of a Board 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 AND SUBSIDIARY OFFICES

### 49 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.

### 50 DELEGATION TO SUBCOMMITTEES 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**

### **51 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 —
  - (4) 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;
    - (a) 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;
    - (b) to elect the office holders of the Association and other ordinary Board members;
    - (c) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act.
- (5) Any other business of which notice has been given in accordance with these Rules may be conducted at the annual general meeting.

### **52 SPECIAL GENERAL MEETINGS**

- (1) The Board may convene a special general meeting.
- (2) The Board must convene a special general meeting if at least 5% 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 sub-rule (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 sub-rule (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 sub-rule (5).

### **53 NOTICE OF GENERAL MEETINGS**

- (1) The Secretary or, in the case of a special general meeting convened under rule 52(5), the members convening the meeting, must give to each member —
  - (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 the meeting is the annual general meeting, include the names of the members who have nominated for election to the Board under rule 33; and
  - (d) if a special resolution is proposed —
    - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
    - (ii) state that the resolution is intended to be proposed as a special resolution; and
    - (iii) comply with rule 52(7).

### **54 PROXIES**

- (1) Subject to sub-rule (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An ordinary member may be appointed the proxy for not more than 5 other members.

- (3) The appointment of a proxy must be in writing and 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 his or her 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) If the Board has approved a form for the appointment of a proxy, the member must use that form.
- (7) Notice of a general meeting given to a member under rule 53 must —
  - (a) state that the member (if entitled to vote) may appoint an individual who is an ordinary member as a proxy for the meeting; and
  - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the Secretary before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

## **55 USE OF TECHNOLOGY TO BE PRESENT AT GENERAL MEETINGS**

- (1) The presence of a member at a general meeting may be arranged at the discretion of the Association by being simultaneously in contact by a means of instantaneous communication (both audio and visual).
- (2) A member who participates in a general meeting as allowed under sub-rule (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.

## **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 or are unwilling to act as Chairperson of a general meeting, the Board members at the meeting must choose one of them to act as Chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present. At a general meeting, 5% of the members present constitutes a quorum.
- (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 sub-rule (4)(b); and
  - (b) at least 5 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 members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-rule (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 53.

## **58 VOTING AT GENERAL MEETING**

- (1) On any question arising at a general meeting —
  - (a) subject to sub-rule (3), each member eligible to vote has one vote; and
  - (b) members eligible to vote may vote personally or by proxy.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the members eligible to vote that are 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 a member, the member —

- (a) must have been a member at the time notice of the meeting was given under rule 53;
- (b) must have paid any fee or other money payable to the Association by the member; and
- (c) must be over 16 years of age, subject to rule 8(3).

## **59 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;
  - (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 do any other thing requiring a special resolution under the Act.
- (2) Sub-rule (1) does not limit the matters in relation to which a special resolution may be proposed.

## **60 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 sub-rule (4), the Chairperson 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 sub-rule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the Chairperson of the meeting or by at least 3 other members present in person or by proxy —
  - (a) the poll must be taken at the meeting in the manner determined by the Chairperson;
  - (b) the Chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the President or 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 Chairperson.



- (7) A declaration under sub-rule (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.

## **61 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) any proxy forms given to the Chairperson of the meeting under rule 54(8); and
  - (c) the annual report presented at the meeting, as referred to in rule 51(4)(a)(i);
  - (d) the financial statements or financial report presented at the meeting, as referred to in rule 51(4)(a)(ii) or (iii); and
  - (e) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 51(4)(a)(iv).
- (4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (5) The President 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 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**

### **62 SOURCE OF FUNDS**

The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fundraising activities, grants, interest and any other sources approved by the Board.

### **63 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 Treasurer 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 of the Association must be signed by —
  - (a) 2 Board members; or
  - (b) one Board member and a person authorised by the Board.
- (5) All funds of the Association must be deposited into the Association's account within 10 working days after their receipt.

### **64 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 sub-rule (1), those requirements include —
  - (a) if the Association is a tier 1 association, the preparation of the financial statements; and
  - (b) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
  - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
  - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
  - (e) 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**

### **65 BY-LAWS**

- (1) The Board may make, amend or revoke by-laws for the proper advancement, management and administration of the Association from time to time.
- (2) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these Rules.
- (3) A by-law may only impose requirements on the Association that are additional to and do not restrict a requirement imposed on the Association under the Act.
- (4) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

### **66 EXECUTING DOCUMENTS AND COMMON SEAL**

- (1) The Association may execute a document without using a common seal if the document is signed by —
  - (a) 2 Board members; or
  - (b) one Board member and a person authorised by the Board.
- (2) If the Association has a common seal —
  - (a) the name of the Association must appear in legible characters on the common seal; and
  - (b) a document may only be sealed with the common seal by the authority of the Board and in the presence of —
    - (i) 2 Board members; 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 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 Board member authorised by the Board.

## **67 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.

## **68 CUSTODY OF BOOKS AND SECURITIES**

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

## **69 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. Under section 58 of the Act an association must maintain a record of —
  - (a) the names and addresses of the persons who are members of its management Board; or hold other offices of the association provided for by its rules;
  - (b) the name and address of any person who is authorised to use the common seal of the association (if it has a common seal); and
  - (c) the name and address of any person who is appointed or acts as trustee on behalf of the association.
- (2) Under section 58 of the Act the association must, upon the request of a member of the association, make available the record for the inspection of the member. The member may make a copy of or take an extract from the record but does not have a right to remove the record for that purpose.

## **70 INSPECTION OF RECORDS AND DOCUMENTS**

- (1) Sub-rules (2) - (6) apply 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 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, at the member's own cost, may make a copy of or take an extract from a record or document referred to in sub-rule (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 sub-rule (1)(c) 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.

## **71 PUBLICATION BY BOARD MEMBERS OF STATEMENTS ABOUT ASSOCIATION BUSINESS PROHIBITED**

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.

## **72 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.

## **73 SUPPLY OF LIQUOR – LIQUOR ACT TO BE OBSERVED**

(1) The Association shall appoint and maintain an Approved Manager for the purposes of observing liquor licensing requirements and regulations.

(2) The Club shall be open for sale of liquor during such hours as the Board shall from time to time determine and as permitted under the Liquor Act.

## **74 ALTERATION OF RULES**

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.

Within fourteen days after making of any amendment or addition to the rules of the Association, the Board shall send or deliver to the Director of Liquor Licensing, a certified copy of the amendment or alteration. In addition, all amendments passed, as a special resolution must be noticed to the Ministry of Fair Trading. No effect will be given to the amendments without the approval of the director.

## **PART 9 – OBJECTS OF THE ASSOCIATION**

### **75 OBJECTS**

The Objects of the Association are:

- (a) To encourage, promote and foster the game of soccer and other sports from juniors to seniors and from social to competitive levels for male and female players;
- (b) To take part in any interclub matches promoted or organised by Football West or any other such body or organisation from time to time as the Association sees fit;
- (c) To affiliate with Football West and other sporting organisations and to withdraw and retire and or to re-affiliate with such body or organisation from time to time as the Association sees fit.
- (d) To promote and conduct social functions for the benefit of the Association and its members;
- (e) To affiliate with any other sporting body or organisation for the benefits of the Association;
- (f) To maintain registration of the Association under the Liquor Control Act 1988, s48 and s49 and its amendments for the benefit of the Association and its members.