

CLAREMONT-NEDLANDS
CRICKET CLUB
INCORPORATED – RULES OF
ASSOCIATION

CLAREMONT-NEDLANDS CRICKET CLUB INCORPORATED - ASSOCIATION RULES

PART 1 — PRELIMINARY

1. Definitions and Interpretation

1.1 Definitions

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

associate member means a member with the rights referred to in rule 10(6);

Association means the incorporated association to which these rules apply;

Board means the management Board of the Association and shall constitute the management committee for the purposes of the Act;

Board Charter means the Board corporate governance charter approved by the Board from time to time and as published on the club website;

Board meeting means a meeting of the Board;

Board member means a member of the Board;

books, of the Association, includes the following —

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

by laws means by-laws made by the Association under rule 62;

Chairperson means the Board member holding office as the Chairperson of the Association;

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

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 4;

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 (including a body corporate) who is an ordinary member or an associate member of the Association;

ordinary Board member means a Board member who is not appointed by the Board under rule 36;

ordinary member means a member with the rights referred to in rule 10(5);

President means the person holding the office of president of the Association prior to these rules being adopted;

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 person appointed by the Board 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 the requirements of section 51 of the Act including that it is passed by the votes of not less than three-fourths of the members of the association who cast a vote at the meeting;

subcommittee means a subcommittee appointed by the Board under rule 46(1)(a);

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

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

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

treasurer means the person appointed by the Board as the treasurer of the Association.

1.2 Interpretation

In these rules, headings and words in bold are for convenience only and do not affect the interpretation of these rules and, unless the context otherwise requires:

- (a) words importing the singular include the plural and vice versa;
- (b) words importing a gender include any gender;
- (c) other parts of speech and grammatical forms of a word or phrase defined in these rules have a corresponding meaning;
- (d) an expression importing a natural person includes any company, partnership, joint venture, association, corporation or other body corporate and any governmental agency;
- (e) a reference to a part, clause, annexure, exhibit or schedule is a reference to a part and clause of, annexure, exhibit and schedule to, these rules and a reference to these rules includes any annexure, exhibit and schedule;
- (f) a reference to a statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws amending, consolidating

- or replacing it, and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
- (g) a reference to an agreement other than these rules includes an undertaking, deed, agreement or legally enforceable arrangement or understanding whether or not in writing;
 - (h) a reference to a body (including an institute, association or authority), whether statutory or not:
 - (i) which ceases to exist; or
 - (ii) whose powers or functions are transferred to another body, is a reference to the body which replaces it or which substantially succeeds to its powers or functions;
 - (i) the term "including", and any form of that word, is not to be interpreted as a word of limitation;
 - (j) a right includes a benefit, remedy, discretion or power;
 - (k) time is local time in Perth, Western Australia;
 - (l) "\$" or "Dollars" is a reference to Australian currency; and
 - (m) where time is to be calculated by reference to a day or event, that day or the day of the event is included.

2. Name of Association

The name of the Association is Claremont-Nedlands Cricket Club Incorporated.

3. Objects of Association

The objects of the Association are to:

- (a) promote, encourage and develop participation in cricket at all levels in an atmosphere of good sportsmanship, good citizenship, integrity and fun;
- (b) promote good fellowship among the members and participants;
- (c) enhance and secure the long term sustainability of the Association and its membership;
- (d) encourage, promote and facilitate co-operation with the Western Australian Cricket Association (Inc) ("the WACA"), the Central Junior Cricket Association (or similar junior cricket association being a member of the Community Junior Cricket Council) ("the Community Junior Cricket Association") and other kindred associations, organisations or clubs;
- (e) provide for adequate representation of the association in relevant WACA and Community Junior Cricket Association competitions and other kindred associations, organisations or clubs;
- (f) make agreements for the purchase, leasing, hiring or other acquisition of any suitable real or personal property for the Association;
- (g) develop and support sustainable pathways and development programs for players, coaches and officials to encourage cricketers to play at their highest possible level;
- (h) promote, encourage and facilitate selection of talented playing members to state and national representative cricket teams at both junior and senior level;
- (i) promote and facilitate the development of junior players to provide the opportunity for those who are ready to play senior cricket via the Association's pathway and development programs;

- (j) provide strong leadership, governance and management structures to promote the Association's objectives;
- (k) increase the profile of the Association through innovation and development of key partnerships with the local community;
- (l) if thought fit, to obtain liquor licenses, raffle permits and such other licenses as may be considered of benefit to the Association;
- (m) raise funds for the purpose of promoting any matters in which the Association may be interested and which align to the Association's objectives;
- (n) promote events and other functions tending to bring members into social contact and generally to afford all members facilities for meeting socially or otherwise;
- (o) maintain a close liaison with the Town of Claremont and other local government bodies in order to promote the Association and its objectives;
- (p) uphold the Marylebone Cricket Club's Spirit of Cricket philosophy at all times; and
- (q) do all such other things as are conducive or incidental to the attainment of any of the above objects.

4. Financial year

The financial year of the Association is to commence on 1 July to and end on 30 June each year.

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

5. Non-for-profit body

- (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 subrule (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

6. Eligibility for membership

- (1) Any person who supports the objects or purposes of the Association is eligible to apply to become a member.
- (2) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

7. Applying for membership

A person who wishes to become a member of the Association must apply for membership with the Association in accordance with any procedures set down by the Board from time to time.

8. Dealing with membership applications

- (1) The Board has the right to consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) The name of each person subject to an application for membership shall be made available on the Association's website or at the Association's premises. Each ordinary member may within 14 days of such details being made available provide written notification to the Board of any reason that such person shall not be accepted as a member of the Association. Sole discretion as to whether to accept or reject the application shall remain with the Board.
- (3) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The Board must not accept an application unless the applicant —
 - (a) is eligible under rule 6;
 - (b) has applied under rule 7; and
 - (c) has paid the required fees relevant to the membership category as determined by the Board.
- (5) The Board may reject an application even if the applicant —
 - (a) is eligible under rule 6;
 - (b) has applied under rule 7; and
 - (c) has paid the required fees relevant to the membership category as determined by the Board
- (6) The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

9. Becoming a member

An applicant for membership of the Association becomes a member when —

- (a) the Board accepts the application; and
- (b) the applicant pays any annual membership fees payable to the Association under rule 14.

10. Classes of membership

- (1) The Association consists of ordinary members of the type provided for under subrule (2) and any associate members provided for under subrule (3).
- (2) The Board may determine any type of ordinary membership, including senior membership, non-playing membership, life membership and other memberships in accordance with criteria to be established by the Board.
- (3) The Board may determine any type of any class of associate membership, including junior membership, family membership, temporary membership and other memberships in accordance with criteria to be established by the Board.
- (4) An individual who has not reached the age of 18 years is only eligible to be an associate member.
- (5) An ordinary member 18 years of age or older 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.
- (6) An associate member must not vote but may have other rights as determined by the Board or by resolution at a general meeting
- (7) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.
- (8) If the Board seeks to cancel or revoke any type of class of membership, it must be approved by a majority of the ordinary members present at a general meeting.

11. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
 - (a) for a member who is an individual, the individual dies;
 - (b) for a member who is a body corporate, the body corporate is wound up;
 - (c) the person resigns from the Association under rule 12;
 - (d) the person is expelled from the Association under rule 17;
 - (e) the person ceases to be a member after failing to pay the annual membership fee pursuant to rule 14(4).
- (2) The secretary, or such other person appointed by the Board, must keep a record, for at least one year after a person ceases to be a member of the date on which the person ceased to be a member.

12. Resignation

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the secretary, or such other person appointed by the Board.
- (2) The resignation takes effect —
 - (a) when the secretary, or such other person appointed by the Board, 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 or other debts 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.

13. Rights not transferable

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

Division 2 — Membershi41-

14. Membership fees

- (1) The Board must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) The Board, or such person appointed by the Board, may waive a member's requirement to pay any annual membership fee payable to the Association.
- (4) A member must pay the annual membership fee to the treasurer, or another person authorised by the Board to accept payments, by a date to be determined by the Board (**payment due date**).
- (5) If a member has not paid the annual membership fee that is due and payable by the payment due date, the member ceases to be a member unless otherwise determined by the Board or such other person nominated by the Board.
- (6) If a person who has ceased to be a member under subrule (5) offers to pay the annual membership fee after the payment due date the Board may, at its discretion, accept that payment and the person's membership is reinstated from the date on which the payment is accepted.

Division 3 — Register of members

15. Register of members

- (1) The secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the secretary's place of residence and the Association's premises, or at such other place determined by the Board.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If —
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

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

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

16. Term used: member

In this Part —

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

Division 2 — Disciplinary action

17. Suspension or expulsion

- (1) The Board may decide to suspend a member's membership or to expel a member from the Association if —
 - (a) the member contravenes any of these rules; or
 - (b) the member acts detrimentally to the interests of the Association.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 7 days before the Board meeting at which the proposal is to be considered by the Board.
- (3) The notice given to the member must state —
 - (a) when and where the Board meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion;
- (4) At the Board meeting, the Board must —
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Association.
- (5) A decision of the Board to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.

18. 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

19. 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.

20. 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 Association.

21. Parties to attempt to resolve dispute

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

22. 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 21, 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 each party to the dispute written notice of the Board 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 Board 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 Board about the dispute.

23. Determination of dispute by Board

- (1) At the Board meeting at which a dispute is to be considered and determined, the Board must —
 - (a) determine the dispute, or provide a reasonable timeframe for the determination of the dispute, giving due consideration to the submissions made; and
 - (b) 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 Board about 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.

PART 5 — BOARD

Division 1 — Powers of Board

24. Board

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

Division 2 — Composition of Board and duties of members

25. Board members

- (1) The Board shall consist of —
 - (a) the office holders of the Association;
 - (b) a minimum of 2 members of the Association;
 - (c) a minimum of 2 members of the Junior Committee established under the Board Charter; and
 - (d) additional Board members who are appointed by the Board in accordance with rule 36 who have the necessary skills and experience that support the function of the Board (including any individual who is not an ordinary member of the Association).
- (2) The Board must determine the maximum number of members who may be ordinary Board members.
- (3) The following are the office holders of the Association —
 - (a) the Chairperson;
 - (b) the secretary;
 - (c) the treasurer.
- (4) A person may be a Board member if the person is —
 - (a) an individual who has reached 18 years of age; and
 - (b) an individual with appropriate skills that support the functions of the Board.

26. Chairperson

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

27. 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 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.

28. 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

29. How members become Board members

A member or a nominated individual becomes a Board member if the member / individual—

- (a) is elected to the Board at a general meeting;
- (b) is appointed by the Board in accordance with rule 36; or
- (c) is appointed to the Board by the Board to fill a casual vacancy under rule 37.

30. Nomination of Board members

- (1) At least 14 days before an annual general meeting (or other specified general meeting), the secretary, or such other person appointed by the Board, must send written notice to all the members —
 - (a) calling for nominations for election to the Board; and
 - (b) stating the date (the ***nomination due date***) by which nominations must be received by the secretary, or such other person appointed by the Board, to comply with subrule (2).
- (2) A member who wishes to be considered for election to the Board at the annual general meeting (or other specified general meeting) must nominate for election by sending written notice of the nomination to the secretary by the nomination due date.
- (3) A member whose nomination does not comply with this rule is not eligible for election to the Board unless the member is nominated under rule 31(2) or 32(1)(b).

31. Election of Chairperson

- (1) At the annual general meeting (or other specified general meeting), a separate election must be held for the position of Chairperson.
- (2) If there is no nomination for a position, the chair of the meeting may call for nominations from the ordinary members at the meeting.
- (3) If only one nominee has nominated for a position, the chair of the meeting must declare the member elected to the position of Chairperson.
- (4) If more than one nominee 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 of Chairperson.
- (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 nominee's election, the new Chairperson of the Association may take over as the chair of the meeting.

32. Election of ordinary Board members

- (1) If the number of nominees nominating for the position of ordinary Board member is not greater than the number to be elected, the chair of the meeting —
 - (a) must declare each of those nominees 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 nominees nominating for the position of ordinary Board member is greater than the number to be elected; or
 - (b) the number of nominees nominating under subrule (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 nominees who are to be elected to the position of ordinary Board member.

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

33. Term of office

- (1) The term of office of a Board member begins when the nominee —
 - (a) is elected at an annual general meeting (or other specified general meeting) or under subrule 34(3)(b); or
 - (b) is appointed to the Board under rule 36;
 - (c) is appointed to fill a casual vacancy under rule 37.
- (2) Subject to rule 35, a Board member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- (3) Subject to the principles for Board Charter, a Board member may be re-elected.

34. Resignation and removal from office

- (1) A board member may resign from the Board by written notice given to the secretary or the Chairperson.
- (2) The resignation takes effect —
 - (a) when the notice is received by the secretary or Chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
 - (a) remove a Board member from office; and
 - (b) elect a member who is eligible under rule 25(2) to fill the vacant position.
- (4) A Board member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the secretary or Chairperson and may ask that the representations be provided to the members.
- (5) The secretary or Chairperson may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.

35. When membership of Board ceases

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

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the Board or is removed from office under rule 34; 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.

36. Appointment to the Board

- (1) The Board may, from time to time, appoint a person (including any person who is not a member of the Association) who is eligible under rule 25(1)(d) to fill a position on the Board where the Board has determined that such person has the necessary skills and experience that support the function of the Board.
- (2) In accordance with rule 25(1)(c), the Board may, from time to time, appoint a person (including any person who is not a member of the Association) who is eligible under rule 25(1)(c) to fill a position on the Board where the Board has determined that such person has the necessary skills and experience that support the function of the Board and represents the interests of the Junior Committee.

37. Filling casual vacancies

- (1) In addition to the right of the Board to appoint an individual to the Board, the Board may also appoint a member who is eligible under rule 25(3) to fill a position on the Board that —
 - (a) has become vacant under rule 35; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 34(3)(b).
- (2) Any person appointed to the Board in accordance with sub-rule (1) is subject to the requirement of the term of office set out in rule 33(3).
- (3) Subject to the requirement for a quorum under rule 43, 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 43, the Board may act only for the purpose of —
 - (a) appointing Board members under this rule; or
 - (b) convening a general meeting.

38. Validity of acts

The acts of a Board or Board subcommittee, or of a Board member or member of a Board 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 Board subcommittee.

39. 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 reasonable out-of-pocket expenses properly incurred in connection with the Association's business.

Division 4 — Board meetings

40. Board meetings

- (1) The Board must meet at least 3 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) Board meetings may be convened by the Chairperson or any 2 Board members.

41. Notice of Board meetings

- (1) Unless three (3) members of the Board agree otherwise notice of each Board meeting must be given to each Board member at least 5 days before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.

42. Procedure and order of business

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

43. Use of technology to be present at Board meetings

- (1) The presence of a Board member at a Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

- (2) A member who participates in a Board meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

44. Quorum for Board meetings

- (1) Subject to rule 37(4), no business is to be conducted at a Board meeting unless a quorum is present.
- (2) The quorum of a Board meeting shall be equal to half the number of current Board members and where such number is not a whole number it shall be rounded up to the nearest whole number.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting 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 subrule (3); and
 - (b) at least 2 Board members are present at the meeting,

those members present are taken to constitute a quorum.

45. 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.

46. 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 41(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Board meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The Chairperson 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 officeholders

47. Subcommittees and officeholders

- (1) To assist 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 (including the members of such subcommittees);
 - (b) create one or more officeholders and appoint people to those offices.
- (2) The Board must always appoint a person to the office of the secretary and the treasurer.
- (3) A person may fulfil the role of more than one officeholder.
- (4) A subcommittee may consist of the number of people, whether or not members, that the Board considers appropriate.
- (5) A person may be appointed as officeholder whether or not the person is a member.
- (6) Subject to any directions given by the Board —
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) an officeholder may carry out the functions given to the holder as the holder considers appropriate.
- (7) If the positions of secretary or treasurer becomes vacant, the Board must appoint a person to fill the position within 14 days after the vacancy arises.

48. Delegation to subcommittees and officeholders

- (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 an officeholder 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 an officeholder under this rule, must 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 an officeholder, 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

49. 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 or a member of the Board must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the Board's annual report on the Association's activities during the preceding 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; and
 - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report,
 - (c) if required, to elect the Chairperson of the Association and other Board members; and
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

50. Special general meetings

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

- (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5).

51. Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 49 (4), 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 30(2); and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 47(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 51(7).

52. Proxies

- (1) Subject to subrule (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 and dated 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 may use that form or any other form —
 - (a) that clearly identifies the person appointed as the member's proxy; and
 - (b) that has been signed and dated by the member.
- (7) Notice of a general meeting given to an ordinary member under rule 50 must —
 - (a) state that the member 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.

53. Use of technology to be present at general meetings

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

54. Presiding member and quorum for general meetings

- (1) If the Chairperson is absent or is 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.
- (2) No business is to be conducted at a general meeting unless a quorum is present.
- (3) The quorum for each general meeting shall be fifteen (15) ordinary members of the Association.
- (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 5 ordinary members are present at the meeting,those members present are taken to constitute a quorum.

55. 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 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 50.

56. Voting at general meeting

- (1) On any question arising at a general meeting —
 - (a) subject to subrule (6), each ordinary member has one vote unless the member may also vote on behalf of a body corporate under subrule (2); and
 - (b) ordinary members may vote personally or by proxy.
- (2) An ordinary member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- (3) A copy of the document by which the appointment is made must be given to the secretary before any general meeting to which the appointment applies.
- (4) The appointment has effect until —
 - (a) the end of any general meeting to which the appointment applies; or
 - (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the secretary.
- (5) 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.
- (6) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (7) 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.
- (8) For a person to be eligible to vote at a general meeting as an ordinary member, or on behalf of an ordinary member that is a body corporate under subrule (2), the ordinary member —
 - (a) must have been an ordinary member at the time notice of the meeting was given under rule 50; and
 - (b) must have paid any fee or other money payable to the Association by the member.

57. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting —
 - (a) to affiliate the Association with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

58. Determining whether resolution carried

- (1) In this rule —

poll means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to subrule (4), the 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 subrule (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 ordinary 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 Chairperson 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 subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

59. 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 ordinary members attending the meeting; and
 - (b) any proxy forms given to the secretary of the meeting under rule 51(8); and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 48(3)(b)(ii) or (iii); and
 - (d) 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 48(3)(b)(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 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 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

60. Source of funds

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

61. 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 online banking accounts and other negotiable instruments of the Association must only be signed or accessed by individuals in accordance with the requirements determined by the Board from time to time.
- (5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

62. Financial statements and financial reports

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

PART 8 — GENERAL MATTERS

63. By-laws

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

64. 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.

65. 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.

66. Custody of books and securities

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

67. Record of Board members

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.

68. Inspection of records and documents

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

69. 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.

70. 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.

71. Alteration of rules

- (1) If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.
- (2) As soon as practicable after making any proposal for a change to the Constitution or Rules of the Club, the Secretary shall provide to the Director of Liquor Licensing, certified particulars of the changes to these Rules. No effect will be given to the change without the prior approval of the Director of Liquor Licensing.