

Constitution of

Willetton Junior Football Club INC



CONTENTS

1. Name of Association.....	pg 3
2. Affiliation.....	pg 3
3. Definitions.....	pg 3-5
4. Object of the Association/Club.....	pg 5
5. Not for Profit Body Statement.....	pg 5
6. Powers of Association.....	pg 6
7. Address of Club.....	pg 6
8. Club colours and emblem.....	pg 6
9. Qualification for Membership of Club.....	pg 6-7
10 Register of Members of Club.....	pg 7-8
11. Termination of membership of the Club.....	pg 8
12. Suspension or expulsion of Members of the Club.....	pg 8-9
13. Resolving Disputes.....	pg 9
14. Mediation.....	pg 9
15. Mediation Process.....	pg 10
16. Committee.....	pg 10-11
17. Nomination of Committee Members.....	pg 11-12
18. President and Vice President.....	pg 12
19. Secretary.....	pg 13
20. Treasurer.....	pg 13-14
21. Registrar.....	pg 14
22. Casual vacancies in Membership of Committee.....	pg 14-15
23. Proceedings of Committee.....	pg 15
24. General Meetings.....	pg 16-17
25. Quorum and proceedings at general meetings.....	pg 17
26. Minutes of meetings of Club.....	pg 18
27. Voting rights of members of Club.....	pg 18
28. Proxies of members of Club.....	pg 18
29. Rules of Club.....	pg 18
30. Inspection of records, etc of Club.....	pg 19
31. Distribution of surplus property on winding up of Club.....	pg 19

1. Name of Association

The name of the Association/Club is WILLETTON JUNIOR FOOTBALL CLUB INC

2. Affiliation

The Club will

1. be affiliated with the East Fremantle District Football Development Council ("EFDFFDC") or such other District Football Development Council as decreed by the Western Australian Football Commission (WAFC) from time to time
and
2. be subject to determinations laid down by the EFDFFDC in accordance to their Constitution and By-Laws.

3. Definitions

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*.

Annual General Meeting is the meeting referred to in rule 24.

Books of the Association (club), includes the following;

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

By laws means by-laws made by the Club; usually reserved for procedural or administrative matters.

President and Vice President means the Committee member appointed or elected to manage the Club. See Rule 18.

Club means the incorporated association to which these rules apply, that being Willetton Junior Football Club.

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

Committee means the management committee of the Club.

Committee meeting means a meeting of the committee.

Committee member means a member of the committee.

Financial records include;

invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;

and

documents of prime entry;

and

working papers and other documents needed to explain;

a) the methods by which financial statements are prepared;

and

b) adjustments to be made in preparing financial statements;

Financial statements mean the financial statements in relation to the Association required under Part 5 Division 3 of the Act.

Financial year, the financial year of the Club shall commence on the first day of September as notified to the Commissioner under section 29(5)(e) of the Act.

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

Grievance Procedure, means the process to resolve disputes.

In writing, communication to a member or from a member, usually by email, but can be handwritten or by post.

Member means a person (including a body corporate) who is an Ordinary Member, Honorary Member or Life Member of the Club who is eligible to vote on Club matters. See Rule 9.

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

Registrar means the committee member holding the office of the Registrar of the Club, see Rule 21.

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

Secretary means the committee member holding office as the Secretary of the Club. See Rule 19.

Special General Meeting means a general meeting of the Club other than the Annual General Meeting.

Special Resolution means a resolution passed by the members at a General Meeting in accordance to section 51 of the Act.

Tier 1 Association means an incorporated association to which section 64(1) of the Act applies. Willetton Junior Football Club Inc is a Tier 1 Association which is defined as having a revenue of less than \$250,000 per

year. As such an Auditor or audit of the books is not required but a Financial Report must be submitted and reviewed at AGM.

Treasurer means the person in charge of the receipt, care and disbursement of money on behalf of the Club. See Rule 20.

4. Objects of Association/Club

1. The objects of the Association are-
 - a) Control and management of the Australian Rules game of football played by members of the Club.
 - b) Encouragement and promotion of the Australian Rules game of football.
 - c) To promote good fellowship, true sportsmanship and citizenship among members of the club.
 - d) To accept subscriptions, donations or to borrow, raise or secure the payments of monies for the purpose of acquiring the necessary facilities or equipment as required to assist promotion of the game in any such manner as the Club deems necessary.
 - e) To legitimately acquire any equipment or property and provide facilities such as Club Rooms, gear, dress and otherwise as necessary and as may be required for the benefit of the Club and the purpose of teaching or playing of the game or calculated to assist the promotion of the Club's objects.
 - f) To provide facilities and promote healthy social life, recreation, entertainment and amusement to all Registered Players and Members.
 - g) Generally, to take all such steps and proceedings and do all such acts and deeds which members of the Club may consider incidental or conducive to its interests of the game of the Australian Rules game of football and the attainment of all or any of the above objects.
 - h) Ensure that all coaches at the Club hold the correct accreditation as required by the Western Australian Football Commission.

5. Not-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 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.

6. Powers of Association

1. Subject to the Act and to its rules, an incorporated association may do all things necessary or convenient for carrying out its objects and purposes and in particular, may:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money:
 - (i) in any security in which trust monies may lawfully be invested;
 - or
 - (ii) in any other manner authorised by the rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable;
and

2. An incorporated association may, unless its rules otherwise provide, act as trustee and accept and hold real and personal property upon trust, but an incorporated association does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

7. Address

1. The registered address and the principal place of business of the Club shall be the Secretary's place of residence or at such place as the Management Committee of the Club may direct.

2. The Club's postal address is PO Box 135 WILLETTON 6955.

8. Club Colours and Emblem

1. The colours of the Club shall be Navy Blue and White and the official emblem of the Club shall be as displayed on the frontispiece of the Constitution.

9. Qualifications for membership of Club

1. Membership of the Association is open to:

- (a) *Registered Players*- who shall conform to the registration requirements prescribed by the EFD FDC from time to time. Registered Players are not entitled to vote at any General Meeting.
- (b) *Social Members* – Only parents and guardians of registered players nominated via the on-line registration process qualify for membership under this sub-clause. Social Members are Ordinary Members and hold full voting rights at General Meetings and the AGM.

(c) *Honorary Members* who shall be elected by the Management Committee and who in the opinion of the Management Committee are deserving of recognition for services rendered to the Club. Honorary Members hold full voting rights at General Meetings, the AGM and on the Committee if they are an elected Committee Member.

Life Members who shall be appointed at a General Meeting or Special General Meeting of Committee Members of the Club on the recommendation of the Management Committee as recognition of service rendered to the Club. Such nomination shall require a minimum of five (5) years service as a servicing member of the committee.

2. A person who wishes to become a Registered Player must:

- a) apply for membership to the Committee in writing by registering through the appropriate online system as required by the WAFC,
- b) pay the annual fee as decided by the Club's Management Committee by the due date,
- c) nominate at least 1 parent or guardian on registration, who then becomes a Social Member upon acceptance of the Registered Player to the club,
- d) Provide at least 1 valid email address for all Club correspondence.

3. A Registered Player and/or their parent or guardian (Ordinary Member) will be forwarded an electronic link to the Club's Constitution upon joining and the current Constitution must be available on the Club website for all members.

4. Every member shall be bound by and submit to the Constitution, Regulations, and the Member Protection Policy and Procedures as outlined in the Junior Club Manual (updated annually by the WAFC). A copy of the Junior Club Manual is available on the Club website.

10. Register of Members of Club

1. The Club shall

- (a) Maintain a Register of its members in accordance with Section 53 of the Act and the regulations.
- (b) Record in the Register of Members any change in the membership of the Club within 28 days after the change occurs.
- (c) The Register of Members must include each member's name and —
 - i. residential address; or
 - ii. postal address; or
 - iii. email address; or
 - iv. information, by means of which contact can be made with the member,
- (d) Inspection of register by a member,
 - i. if a member requests it, the Club must make the Register of Members available for inspection by that member. The Management Committee may request a Statutory Declaration to outline the reason for the request.
 - ii. The member cannot remove the register and can only use the information for club related activities.
 - iii. The use of the register for advertising or external mailing lists is prohibited by the Act.
 - iv. A member can request a copy of the register through a Statutory Declaration outlining the reason for the request and should expect to be charged a reasonable fee for that copy.
- (e) The Registrar is responsible for the maintenance and safe keeping of the register.
- (f) The Commissioner may request copy of register.

2. Ordinary Members must ensure the Club has an up to date and accurate email address by advising the Club in writing of any change of email address from what has been recorded in the Club database (Register of Members).

11. Termination of Membership of the Club

1. Membership of the Association may be terminated upon

- a) receipt by the Secretary or another Committee member of a notice in writing from a Registered Player or Social Member of his or her resignation from the Association. Such person remains liable to pay to the Association any subscription due and payable by that person to the Association but unpaid at the date of termination.
- b) Non-payment by Registered Player or Parent/Guardian of the player's subscription fees within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 9(2b).
- c) Expulsion of a member in accordance with rule 12.

2. When a Registered Player has not re-registered by the first game of the next season their membership is deemed to have lapsed and they and their Social Members will no longer be members of the club.

3. When a Registered Player has requested and received a transfer to another Club their membership will cease.

12. Suspension or expulsion of members of Club

1. The Committee may decide to suspend a member's membership or to expel a member from the Club if

- (a) their conduct is detrimental to the interests of the Association,
- (b) the member contravenes any of these rules.

2. The Committee must give the member written notice of

- (a) the proposed suspension or expulsion.
- (b) the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided not less than 28 days before the date of the Committee meeting.
- (c) the grounds on which the proposed suspension or expulsion is based.
- (d) their right to attend or have a representative attend the meeting where they will be given reasonable opportunity to make written and/or oral submissions regarding the proposed suspension or expulsion.

3. At the Committee meeting referred to in the notice communicated under sub-rule 2, the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association. 4. A decision of the committee to suspend the member's membership or to expel the member from the Club takes immediate effect. The Secretary is required to record the suspension or expulsion date and the period of suspension if applicable, in the Register of Members and minutes.

5. The committee must give the member written notice of the committee's decision and the reasons for the decision within 7 days after the meeting at which the decision is made.

6. A member who is suspended or expelled may within 14 days after receiving notice of the Committee's decision under sub rule 5. give written notice to the secretary requesting the appointment of a mediator.

7. If notice is given under sub rule 6., the member who gives the notice and the committee are the parties to the mediation. See Rule 14 regarding mediation processes.

13. Resolving Disputes

1. A dispute arising between members or one or more members and the Club must be addressed within 14 days after the dispute has come to the attention of each party.

2. All attempts to resolve the dispute should be in line with the clubs Objects of Association, Rule 4.

3. If the parties to a dispute are unable to resolve the dispute within 14 days, any party 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.

4. A Committee meeting must be convened within 28 days of the notice and the Secretary must give each party notice of the committee meeting where the dispute is to be considered and determined at least 7 days before the meeting is held. This notice must state where and when the meeting will be held and that the party may attend the meeting and will be given reasonable opportunity to make written and/or oral submission to the committee regarding the dispute.

5. If the dispute is between one or more members and the Club and the party gives written notice to the secretary stating,

- a) that the party does not agree to the dispute being determined by the committee
and
- b) requests the appointment of a mediator,

the committee must not determine the dispute.

14. Mediation

1. If the Secretary receives a request for an appointment of a mediator,

- a) By a member under Rule 12(6)
or
- b) by a party to a dispute under Rule 13(5).

The Mediator must be appointed by agreement between the party in dispute (or suspended/expelled Member) and the Committee.

2. If no such agreement can be made then the Committee must appoint the mediator subject to sub rules 3 and 4.

3. The appointed mediator can be a person who acts as a mediator for another not-for-profit body.

4. The person appointed as mediator by the committee may be a member or former member but must not;

- a) Have a personal interest in the matter that is subject to mediation
or
- b) Be biased in favour or against any party to the mediation.

15. 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 must give the mediator a written statement of the issues to be considered at the mediation at least 5 days before the mediation takes place.
3. The mediator must:
 - a) Give each party to the mediation every opportunity to be heard and
 - b) Allow each party to give due consideration to any written statement given by another party.
 - c) Ensure natural justice is given to the parties throughout the process.
 - d) Ensure confidentiality.
 - e) Ensure 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.
4. The Mediator cannot determine the matter that is the subject of the mediation.
5. Any costs associated with mediation are to be paid by the party requesting the appointment of a mediator.
6. If mediation results in a decision to revoke an expulsion or suspension that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

16. Committee

1. The Committee members are the persons who, as the Management Committee of the Club, have the power to do all things necessary or convenient for the proper management of the affairs of the Club and must comply to Section 3 of the Act.
2. The Committee must take all reasonable steps to ensure that the Club complies with the Act and these rules.
3. The Committee must ensure the Club operates within and maintains the rules and regulations as detailed in the Junior Football Club Manual, which is updated by the WAFC annually.
4. The affairs of the Club will be managed exclusively by a Committee of Management consisting of:
 - (a) a President;
 - (b) a Secretary;
 - (c) a Treasurer;
 - (d) a Registrar
 - (e) not less than four (4) other persons, all of whom must be over 18 and members of the Club.
5. All committee members must comply with section 39 of the Act which relates to persons who are not to be members of the Management Committee for reasons of recent bankruptcy or an offence involving fraud or dishonesty involving imprisonment.

6. Committee members must be elected to membership of the Committee at an Annual General Meeting or appointed by the Committee to fill a casual vacancy.

7. Where a person ceases to be a member of the Club Committee, section 41 of the Act requires that person to, as soon as practicable after their membership ceases, deliver to a member of the committee all of the relevant documents and records they hold pertaining to the management of the Clubs affairs.

17. Nomination of committee members

1. At least 28 days before an annual general meeting, the Secretary must send written notice to all the members:

- a) Calling for nominations for election to the Committee
and
- b) Stating the date by which the nominations must be received by the Secretary to comply with sub rule 2.

2. A member who wishes to be considered for election to the Committee must nominate for election by sending written notice of the nomination at least (7) seven days before the Annual General Meeting.

3. The written notice must include a statement by another member in support of the nomination.

4. A member may nominate for a specific role or to be an ordinary committee member.

5. A Committee Member's term will be from his or her election at a Annual General Meeting until the election at the next Annual General Meeting after his or her election, but he or she is eligible for re-election to membership of the Committee. There is an expectation to complete a 28-day handover period to allow outgoing committee members to transition the role to new office bearers.

6. A person who is eligible for election or re-election under this rule may -

- (a) propose or second himself or herself for election or re-election;

and

- (b) vote for himself or herself.

7. If the number of persons nominated in accordance with sub rule 4 for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled-

- (a) the Secretary must report accordingly to;

and

- (b) the President must declare those persons to be duly elected as members of the Committee at the Annual General Meeting concerned.

8. If vacancies remain on the Committee after the declaration under sub rule 7, additional nominations of Committee members may be accepted from the floor at the Annual General Meeting. If such nominations from the floor do not exceed the number of vacancies, the President must declare those persons to be duly elected as members of the Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

9. If a vacancy remains on the Committee after the application of sub rule 8 or when a casual vacancy within the meaning of rule 22 occurs in the membership of the Committee-

(a) the Committee may appoint a member to fill that vacancy;

and

(b) a member appointed under this sub-rule will -

(i) hold office until the election referred to in sub-rule 5.

and

(ii) be eligible for election to membership of the Committee,

at the next following Annual General Meeting.

10. The Committee may delegate, in writing, to one or more sub-committees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than-

(a) the power of delegation;

and

(b) a function which is a duty imposed on the Committee by the Act or any other law.

11. Any delegation under sub rule 10 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.

12. The Committee may, in writing, revoke wholly or in part any delegation under sub rule 10.

18. President (and Vice-President when position is filled)

1. Subject to this rule, the President must preside at all General Meetings and Committee meetings. It is the President's duty to consult with the Secretary regarding the business to be conducted at each committee meeting and general meeting.

2. In the event of the absence from a general meeting of-

(a) the President, the Vice-president;

or

(b) both the President and the Vice-President, a member elected by the other members present at the general meeting,

must preside at the General Meeting.

3. In the event of the absence from a Committee meeting of-

(a) the President, the Vice-President;

or

(b) both the President and the Vice-President, a Committee member elected by the other Committee members present at the Committee meeting,

must preside at the Committee meeting.

19. Secretary

1. The Secretary must-

- (a) co-ordinate the correspondence of the Association.
 - (b) keep full and correct minutes of the proceedings of the Committee and of the Association.
 - (c) comply on behalf of the Association with-
 - (i) section 53(1) of the Act with respect to the register of members of the Association, as referred to in rule 10;
 - (ii) section 35(1) of the Act by keeping and maintaining in an up to date condition the Constitution of the Association as referred to in Rule 29. Upon the request of a member of the Association, the Secretary must make available these rules for inspection and taking a copy or an extract.
 - (iii) section 58(2) of the Act by maintaining a record of -
 - (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee;
- and
- (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association.

2. The Secretary must, upon the request of a member of the Association, make available the record for the inspection by the member. The member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

3. Unless the members resolve otherwise at a general meeting, the Secretary must have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required to be kept and maintained by, or in the custody of, the Treasurer;

and

4. The Secretary must perform such other duties as are imposed by these rules.

20. Treasurer

1. The Treasurer must-

- (a) Be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- (b) Pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) Make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by two authorised Committee Member signatories and all online banking transactions are authorised by two Committee Members.
- (d) Comply on behalf of the Association with all Tier 1 Association requirements with respect to the accounting records of the Association by-

- (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
 - (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
 - (g) perform such other duties as are imposed by these rules on the Treasurer.

21. Registrar

1 The Registrar must

- (a) Ensure registered players are correctly registered and comply to Rule 9,1(a)(b).
- (b) Assist the Treasurer with outstanding fees follow up and tracking.
- (c) Perform such other duties as are imposed by these rules on the Registrar.

2. The Registrar is responsible for the upkeep of the club database to ensure all Registered Player's and Club Social Member's contact information is accurate and up to date and comply to Section 53 of the Act.

22. Casual vacancies in membership of Committee

1. A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee member-

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President and that resignation is accepted by resolution of the Committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
 - (i) 3 consecutive Committee meetings, of which meetings the member received notice;
 - or
 - (ii) 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings;
- , (f) ceases to be a member of the Association;

or

(g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee Member.

2. The Committee may appoint a member who is eligible under rule 17 to fill a position on the committee that

a) has become vacant under Rule 12;

or

b) was not filled by election at the most recent Annual General Meeting.

3. If the position of secretary becomes vacant, the committee must appoint a member who is eligible under Rule 17 to fill the position within 14 days after the vacancy arise.

4. Subject to the requirement for a quorum under Rule 23 the committee may continue to act despite any vacancy in its membership. If there is less than a quorum the committee may act only for the purpose of

a) Appointing Committee Members under this rule;

or

b) Convening a General Meeting.

23. Proceedings of Committee

1. The Committee must meet for the dispatch of business not less than nine (9) times in each year and the President, or at least half the members of the Committee, may at any time convene a meeting of the Committee.

2. Each Committee Member has a deliberative vote.

3. A question arising at a Committee meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.

4. At a Committee meeting six (6) Committee Members constitute a quorum.

5. The use of technology to be present at a Committee meeting is allowed in special circumstances as long as that communication is instantaneous and all Committee Members attending the meeting are in simultaneous contact. A member who uses technology to attend a meeting will have the same voting rights as if they were voting in person.

6. Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee Members present at the Committee meeting.

7. As required under section 42 of the Act, a Committee Member who has material personal interest in a matter being considered at a Committee meeting 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 Committee;

and

b) disclose the nature and extent of that interest at the next general meeting.

c) not be present while the matter is being considered at the meeting or vote on the matter.

8. Under section 42(6) of the Act the Association must record every disclosure made by a Committee Member of a material personal interest in the minutes of the Committee meeting at which the disclosure is made.

24. General meetings

1. The Committee-

(a) must convene an Annual General Meeting within the time limits provided for the holding of such meetings by section 50(3) of the Act, that is, in every calendar year within six (6) months after the end of the Association's financial year, being 1st September.

(b) can convene a Special General Meeting for the purpose of;

a. Explaining and voting on special resolutions,

or

b. At the signed written request of at least 5% of members who have outlined the purpose for a request for a Special General Meeting.

2. Special General Meetings must occur within 28 days of the request by members or when the Committee becomes aware of the need.

3. If a Special General Meeting is not convened within the relevant period of 28 days referred to:

(a) in sub rule 1 (b), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee;

or

(b) in Rule 13, the member who gave the notice concerned may him or herself convene a Special General Meeting as if he or she were the Committee.

4. When a Special General Meeting is convened under sub rule 3(a) or (b) the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

5. Subject to sub rule 7, the Secretary must give to all members not less than fourteen (14) days notice of a Special General Meeting and that notice must specify:

(a) when and where the general meeting concerned is to be held;

and

(b) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.

6. Subject to sub rule 7, the Secretary must give to all members not less than twenty one (21) days notice of an Annual General Meeting and that notice must specify:

(a) when and where the annual general meeting is to be held;

(b) the particulars and order in which business is to be transacted, as follows:

(i) first, the consideration of the accounts and reports of the Committee;

(ii) second, the election of Committee members to replace outgoing Committee members;

(iii) third, any other business requiring consideration by the Association at the General Meeting.

7. A special resolution may be moved either at a Special General Meeting or at an Annual General Meeting, however the Secretary must give to all members not less than twenty one (21) days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

The Secretary must give a notice under sub rule (5), (6) or (7) by:

(a) serving it to a member personally;

or

(b) sending it electronically to the email address of the member appearing in the Register of Members kept and maintained under rule 10.

9. When a notice is sent electronically under sub rule (8) (b) sending of the notice will be deemed to be properly effected if the notice is sent to the email address provided by that member.

25. Quorum and Proceedings at General Meetings

1. At a General Meeting 5% of members present in person constitute a quorum. No business is to be conducted unless a quorum is present.

2. If within thirty (30) minutes after the time specified for the holding of a General Meeting in a notice given to members by the Secretary under rule 24 (5) a quorum is still not present;

- a) If it is a Special General Meeting and the meeting lapses.
- b) If the Annual General Meeting stands adjourned to the same time on the same day in the following week and at the same venue.
- c) The President can change the venue if the information is given to members in writing before the day to which the meeting is adjourned.

3. If within thirty (30) minutes of the time appointed by sub rule 2 (b) for the resumption of an adjourned General Meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.

4. The President may, with the consent of a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.

5. There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.

6. When a General Meeting is adjourned for a period of thirty (30) days or more, the Secretary must give notice under Rule 24 (5) of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.

7. At a General Meeting:

- a) The procedure of the meeting will be determined by the President and Secretary based on the reason for the meeting. This should be outlined in the notice of General Meeting sent to all Ordinary Members.
- b) A resolution put to the vote will be decided by a majority of votes cast on a show of hands. The President will declare the outcome and the results duly noted in the minutes.
- c) A poll (voting conducted in writing) can only be demanded by the President or at least 5 members present and entitled to vote. Once taken immediately at the meeting, the President will declare the out come and the results duly noted in the minutes.

26. Minutes of Meetings of Club

1. The Secretary, or a person authorised by the Committee, must take and keep minutes of each General Meeting and Committee Meeting
2. The President must ensure that General Meeting or Committee Meeting minutes taken under sub rule 1 are checked and signed as correct by the President and seconded as correct by another Committee Member at the next succeeding General Meeting or Committee Meeting, as the case requires.
3. When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
 - (a) the General Meeting or Committee Meeting to which they relate (in this sub rule called "the meeting") was duly convened and held.
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

27. Voting Rights of Members of Club

1. Subject to these rules, each Social Member or Honorary Member present in person or by proxy at a General Meeting is entitled to a deliberative vote.

28. Proxies of Members of Club

1. A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any General Meeting.

29. Rules of Association/Club

1. The Club may alter or rescind these rules or make rules additional to these rules by special resolution only. The special resolution must be agreed upon by 75% majority of members who cast a vote at the General Meetings.
2. Within one month of the passing of a special resolution altering its rules the Club must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the new rules of the Club conform to the requirements of this Act³. An alteration of the rules of the Club does not take effect until sub rule 2 is complied with.
4. An alteration of the rules of the Club having effect to change the name of the Association, Rule 1 does not take effect until sub rule 1 and 2 are complied with and the approval of the Commissioner is given to the change of name.
5. An alteration of the rules of the Club having effect to alter the objects or purposes of the association, Rule 4 does not take effect until sub rule 1 and 2 are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
6. These rules bind every member and the Club to the same extent as if every member and the Club had signed and sealed these rules and agreed to be bound by all their provisions.

30. Inspection of Records, etc. of Association

1. A member may at any reasonable time inspect without charge the books, documents, records and securities of the Club. They must contact the Secretary in order to obtain access to records.
2. A member, including a Committee Member must not use or disclose information in a record or document except for a purpose:
 - a) That is directly connected to the affairs of the Club
 - b) That is related to complying with a requirement of the Act.
3. No Member or Committee Member can publish any statement about the business conducted by the Club unless it is authorised at a Committee or General Meeting and the authorisation documented in that meeting's minutes.

31. Distribution of Surplus Property on Winding up of Club

1. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members.
2. The surplus property must be given or transferred to another association incorporated under Section 24(1) of the Act which have similar objects and which is not carried out for the purposes of profit or gain to its individual members and which association shall be determined by resolution of the members.