

# COVERSHEET

## Information provided to the Commissioner under section 29(5)

- A. The name of the Association is: Swan Districts Football Club Incorporated.
- B. The objects of the Association are:
  - (a) to foster, promote and advance the game of Australian Rules football and to provide facilities for playing the game;
  - (b) to provide recreational and sporting facilities for its Members;
  - (c) to encourage the game of football in its district and to promote good fellowship amongst its Members;
  - (d) to provide and maintain the Club's premises in Western Australia for the accommodation and benefit of all of its Members and their guests;
  - (e) to foster, promote and advance the participation in a variety of sporting and social endeavours in the wider community; and
  - (f) to utilise the participation in sport as a means of improving educational outcomes, enhancing the development of life skills and increasing employment prospects for young people within the community.
- C. Any 40 Members personally present (being Members entitled to vote under these rules at a General Meeting) will constitute a quorum for the conduct of business at a General Meeting.
- D. A minimum of 50% of Directors constitute a quorum for the conduct of the business of a Board Meeting.
- E. The Association's Financial Year will be the period of 12 months commencing on 1 November and ending on the following 31 October of each year.



# CONSTITUTION SWAN DISTRICTS FOOTBALL CLUB INCORPORATED

26 February 2026

## Statement of Recognition

The Swan Districts Football Club Incorporated (SDFC) acknowledges and honours the Wadjuk Noongar people of the Perth metropolitan area as the traditional custodians of the lands on which the SDFC resides.

SDFC acknowledges and respects the ongoing relationship that the Aboriginal and Torres Strait Islander peoples, as the first people and traditional custodians, have with the lands and waters as sustainers of life. SDFC is inspired by Aboriginal and Torres Strait Islander peoples' culture, where learning is seen as a lifelong process and the Eldership is based on a person's knowledge rather than of age.

Traditionally, Aboriginal and Torres Strait Islander peoples culture and spirituality supports the bringing together of people into a united community. SDFC endeavours to provide such an opportunity for all people to come together to play, learn and enjoy their club. SDFC aims to continually create a safe and inclusive environment with enables all players, members and supporters to be connected to their club and their wider communities.

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## PART 1: PRELIMINARY

### 1. Name and Objects

- 1.1 The name of the Association is Swan Districts Football Club Incorporated.
- 1.2 The objects of the Association are:
- (a) to foster, promote and advance the game of Australian Rules football and to provide facilities for playing the game;
  - (b) to provide recreational and sporting facilities for its Members;
  - (c) to encourage the game of football in its district and to promote good fellowship amongst its Members;
  - (d) to provide and maintain the Club's premises in Western Australia for the accommodation and benefit of all of its Members and their guests;
  - (e) to foster, promote and advance the participation in a variety of sporting and social endeavours in the wider community; and
  - (f) to utilise the participation in sport as a means of improving educational outcomes, enhancing the development of life skills and increasing employment prospects for young people within the community.

### 2. Financial year

- 2.1 The first Financial Year of the Association is the period from its incorporation to October 31.
- 2.2 Each subsequent Financial Year of the Association is the period of 12 months commencing on November 1 and ending on October 31 of the following year.

### 3. Powers of Association

The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its Objects, 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
- (h) act as trustee and accept and hold real and personal property upon trust but 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.

## PART 2: ASSOCIATION TO BE NOT FOR PROFIT BODY

### 4. Not-for-profit body

- 4.1 The property and income of the Association must be applied solely towards the promotion of the Objects 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.
- 4.2 A payment may be made to a Member out of the funds of the Association only if it is authorised under rule 4.3.
- 4.3 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;
  - (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;
  - (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

### 5. Eligibility for membership

- 5.1 Any person who supports the Objects of the Association is eligible to apply to become a Member.
- 5.2 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.

### 6. Becoming a Member

- 6.1 A person who is eligible to become a Member of the Association under rule 5 may submit an application to the Association to become a Member:
- (a) in writing;
  - (b) in such form as the Board may determine from time to time;
  - (c) specifying the class of membership to which the application relates; and
  - (d) signed by the applicant and either a Member nominating the applicant or a member of SDFC Incorporated staff.
- 6.2 An applicant for membership of the Association who:
- (a) is eligible under rule 5; and
  - (b) has applied in accordance with rule 6,

automatically becomes a Member upon payment of any applicable membership fees payable by the applicant to the Association under rule 11.

- 6.3 If an applicant for membership is not eligible under rule 5, or the applicant's application does not comply with rule 6, such application for membership will be rejected whether or not the applicant pays any applicable membership fees to the Association under rule 11.
- 6.4 As soon as practicable following admission to membership or rejection of an application under rule 6.3:
- (a) the Board must notify the applicant whether they have been rejected membership; and
  - (b) when admitted, the Association must provide or make available to the Member a copy of the rules of the Association currently in force, in accordance with section 36(1)(b) of the Act.
- 6.5 If an application for membership is rejected under rule 6.3, the Board is not required to give the applicant its reasons for doing so.

## 7. Classes of membership

- 7.1 The Association may establish such classes of Membership as determined from time to time by By-Law made by the Board, including but not limited to junior, senior, honorary, corporate, WAFLW, lifetime membership and life membership.
- 7.2 The Board may create, vary or discontinue classes of Membership by By-Law and determine the eligibility criteria, rights, entitlements, voting status, fees and benefits applicable to each class of Membership, subject to this Constitution.
- 7.3 An individual who has not reached the age of 18 years is only eligible to be admitted as a junior Member unless otherwise determined by the Board.
- 7.4 A person may only belong to one class of Membership at any one time unless otherwise determined by the Board.
- 7.5 Voting rights and other privileges attaching to each class of Membership will be as set out in this Constitution or in the applicable By-Law.
- 7.6 The number of Members of any class is not limited unless otherwise determined by the Board or by resolution of Members.
- 7.7 Any Life Membership recommended by the Board may be submitted to Members for approval by resolution at an Annual General Meeting.

## 8. When membership ceases

- 8.1 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 9;
  - (d) the person is expelled from the Association under rule 14; and
  - (e) the person ceases to be a Member under rule 11.4.
- 8.2 The Secretary must keep a record, for at least one year after a person ceases to be a Member, of:
- (a) the date on which the person ceased to be a Member; and

- (b) the reason why the person ceased to be a Member.

## 9. Resignation

- 9.1 A Member may resign from membership of the Association by giving written notice of the resignation to the Secretary.
- 9.2 A resignation under clause 9.1 takes effect:
- (a) when the Secretary receives the notice; or
  - (b) if a later time is stated in the notice, at that later time.
- 9.3 A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the owed amount) at the time of resignation.
- 9.4 The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

## 10. Rights not transferable

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

## Division 2: membership fees

### 11. Membership fees

- 11.1 The Board must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.
- 11.2 The fees determined under rule 11.1 may be different for different classes of membership.
- 11.3 A Member must pay the annual membership fee to the Treasurer, or another person authorised by the Board to accept payments, by the date (the due date) determined by the Board.
- 11.4 If a Member has not paid the annual membership fee within the period of 3 months after the due date, the Member ceases to be a Member on the expiry of that period.
- 11.5 If a person who has ceased to be a Member under rule 11.4 offers to pay the annual membership fee after the period referred to in rule 11.4 has expired:
- (a) the Board may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## Division 3: Register of Members

### 12. Register of Members

- 12.1 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.
- 12.2 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.

- 12.3 The Register of Members must be kept at the Association's office or at another place determined by the Board.
- 12.4 A Member who wishes to inspect the Register of Members must contact the Secretary or the Chief Executive Officer to make the necessary arrangements.
- 12.5 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

#### 13. 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

#### 14. Suspension or expulsion

- 14.1 The Board in consultation with the Chief Executive Officer may at any time decide to suspend a Member's membership or the Board may expel a Member from the Association if the Member:
- (a) ceases to be eligible under rule 5;
  - (b) contravenes any of these rules; or
  - (c) otherwise acts detrimentally to the interests of the Association.
- 14.2 The Secretary must give the Member written notice of the proposed suspension or expulsion at least 14 days before the Board Meeting at which the proposal is to be considered by the Board, stating:
- (a) when and where the Board Meeting is to be held;
  - (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.
- 14.3 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;
  - (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.
- 14.4 A decision of the Board to suspend the Member's membership or to expel the Member from the Association takes immediate effect.
- 14.5 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.
- 14.6 A Member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under rule 14.5, give written notice to the Secretary requesting the appointment of a mediator under rule 19.
- 14.7 If notice is given under rule 14.6, the Member who gives the notice and the Board are the parties to the mediation.

## 15. Consequences of suspension

- 15.1 During the period a Member's membership is suspended, the Member:
- (a) is not entitled to exercise 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.
- 15.2 When a Member's membership is suspended, the Secretary must record in the Register of Members:
- (a) that the Member's membership is suspended;
  - (b) the date on which the suspension takes effect; and
  - (c) the period of the suspension.
- 15.3 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

### 16. Terms used and application of Division

- 16.1 In this Division:
- dispute** means a dispute:
- (a) between Members; or
  - (b) between one or more Members and the Association.
- party to a dispute** includes a person:
- (c) who is a party to the dispute; and

- (d) who ceases to be a Member within 6 months before the dispute has come to the attention of each party to the dispute.

## 17. Attempt to resolve dispute

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

## 18. Determination of dispute by board

- 18.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 17.1, any party to the dispute may refer the dispute for determination by the Board 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,
- however, if:
- (c) the dispute is between one or more Members and the Association; and
  - (d) any party to the dispute gives written notice to the Secretary stating that the party:
    - (i) does not agree to the dispute being determined by the Board; and
    - (ii) requests the appointment of a mediator under rule 19.1,

the Board must not determine the dispute and the dispute be resolved by mediation.

- 18.2 Within 28 days after the Secretary is given the notice under rule 18, a Board Meeting must be convened to consider and determine the dispute.
- 18.3 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 stating:
  - (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.
- 18.4 At the Board Meeting at which a dispute (other than a dispute that must be referred for resolution by mediation) is to be considered and determined, the Board must:
  - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute;
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- 18.5 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.
- 18.6 A party to the dispute may, within 14 days after receiving notice of the Board's determination under rule 18.4(c), give written notice to the Secretary requesting the appointment of a mediator under rule 19.1, and if notice is given under this rule 18.6, each party to the dispute is a party to the mediation.

## 19. Appointment of mediator

- 19.1 If written notice has been given to the Secretary requesting the appointment of a mediator:
- (a) by a Member under rule 14.6, a mediator must be chosen or appointed by agreement between the Member and the Board; or
  - (b) by a party to a dispute under rule 18.1(d)(ii) or 18.6, a mediator must be chosen or appointed by agreement between the parties to the dispute,
- and failing agreement, then, subject to rule 19.2, the Board must appoint as a mediator a person who acts as a mediator for another not-for-profit body, such as a community legal centre.
- 19.2 The person appointed as mediator by the Board may be a Member of the Association but must not:
- (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

## 20. Mediation process

- 20.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 20.2 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- 20.3 In conducting the mediation, the mediator must:
- (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 20.4 The mediator cannot determine the matter that is the subject of the mediation.
- 20.5 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 20.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- 20.7 If:
- (a) mediation takes place because a Member whose membership is suspended or who is expelled from the Association gives notice under rule 14.6; and
  - (b) as the result of the mediation, the decision to suspend the Member's membership or expel the Member is revoked,
- that revocation does not affect the validity of any decision made at a Board Meeting or General Meeting during the period of suspension or expulsion.
- 20.8 If a dispute has not been resolved under the procedure provided for in the preceding rules of this Division 3, an application may be made to the State Administrative Tribunal to have the dispute determined in accordance with section 182(1) of the Act.

## PART 5: BOARD

### Division 1: Powers of Board

#### 21. Board

- 21.1 The Directors are the persons who, as the management Board of the Association, have the power to manage the affairs of the Association.
- 21.2 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.
- 21.3 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

#### 22. Directors

- 22.1 The Directors consist of:
- (a) the President and Vice President as duly elected by the Directors, who chairs the Board;
  - (b) up to five Directors elected by the Members;
  - (c) up to two other Directors seconded to the Board to meet specific recognised skill sets; and
  - (d) the Chief Executive Officer as appointed by the Board who serves in an ex-officio role.
- 22.2 The Board may determine a maximum number of Directors not exceeding seven.
- 22.3 The following are the office holders of the Association:
- (a) the President;
  - (b) the Vice President;
  - (c) the Secretary; and
  - (d) the Treasurer.
- 22.4 A person must not hold 2 or more of the offices mentioned in rule 22.3 at the same time.
- 22.5 A person is eligible to become a Director if the person is:
- (a) an individual who has reached 18 years of age;
  - (b) a Member; and
  - (c) not:
    - (i) a bankrupt or person whose affairs are under insolvency laws; or
    - (ii) a person who has been convicted of, or released from custody following a term of imprisonment for a conviction of:
      - A. an indictable offence in relation to the promotion, formation or management of a body corporate;

- B. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
- C. an offence under Part 4 Division 3 or section 127 of the Act, in the last 5 years, in accordance with section 39 of the Act.

## 23. President

- 23.1 It is the duty of the President to consult with the Secretary regarding the business to be conducted at each Board Meeting and General Meeting.
- 23.2 The President has the powers and duties relating to convening and presiding at Board Meetings and presiding at General Meetings provided for in these rules.

## 24. Secretary

The Secretary has the following duties:

- (a) dealing with the Association's correspondence;
- (b) consulting with the President regarding the business to be conducted at each Board Meeting and General Meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another Member is authorised by the Board to do so, maintaining on behalf of the Association the Register of Members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another Member is authorised by the Board to do so, maintaining on behalf of the Association a record of Directors 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; and
- (i) carrying out any other duty given to the Secretary under these rules or by the Board.

## 25. 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; and
- (i) carrying out any other duty given to the Treasurer under these rules or by the Board.

## Division 4: Election of Directors and tenure of office

### 26. Term of office of Directors

26.1 A Member becomes a Director if the Member:

- (a) is elected to the Board by the Members under rule 27; or
- (b) is appointed by the Board:
  - (i) to meet specific recognised skill sets under rule 28.1(a); or
  - (ii) to fill a casual vacancy under rule 28.1(b).

26.2 A Director may be re-elected.

26.3 A Director must not hold office:

- (a) without re-election by Members under rule 27 or re-appointment by the Board under rule 28.1:
  - (i) past the 31 October date following the Director's last appointment or election; or
  - (ii) for more than 3 years, whichever is longer; or
- (b) for more than three 3-year terms served concurrently, and after that period, the Director automatically retires.

### 27. Election of Directors

27.1 There must be an election of Directors each year, so long as any maximum number of directors determined under rule 22.2 is not exceeded, however this rule 27.1 does not apply to Directors who are appointed by the Board under rule 28.1(a) who are exempt from retirement by rotation and re-election in accordance with this rule 27.

27.2 All classes of Members can vote for the election of any Director, except junior members.

27.3 Every candidate for election as a Director must be nominated in writing by one individual Member of the Club whom must sign the nomination. The candidate must also sign the nomination form as evidence of consent thereto. A Member whose nomination does not comply with this rule is not eligible for election

- 27.4 At least 14 days prior to the last date for nominations, the Secretary must provide electronic or written notice to the Members:
- (a) calling for nominations for election to the Board; and
  - (b) stating the date by which nominations must be received by the Secretary to comply with rule 27.5.
- 27.5 A Member who wishes to be considered for election to the Board must nominate for election by sending a written nomination in accordance with rule 27.3 to the Chief Executive Officer before 5.00pm on the last Friday of August.
- 27.6 If the number of candidates duly nominated under rule 27.5 is more than the number of vacancies to be filled, a ballot must be held in accordance with the following provisions for the election of Directors:
- (a) The Chief Executive Officer must send a written ballot paper, together with instructions on how to vote, to every Member of the Club entitled to vote by not later than the 10th day of September, showing the full names of candidates nominated, and such other information as the Returning Officer shall in his/her absolute discretion decide, in such order as decided by lot drawn by the Returning Officer and one other person appointed by him.
  - (b) If the ballot paper is sent to Members by post, it must be accompanied by an envelope marked Ballot Paper Only with a counterfoil slip for provision of the signature, name and address of the voter, and a prepaid envelope addressed to the Returning Officer at care of Swan Districts Football Club Incorporated at its usual postal address.
  - (c) The ballot will be open upon posting of the ballot papers and closes at 5.00pm on the thirtieth day of September.
  - (d) The Board must appoint a Returning Officer and two scrutineers to conduct the count of the results of the ballot and provide the Returning Officer with a ballot box which will be kept locked until the ballot has closed and placed in a convenient position at the Club premises during usual business hours for the duration that the ballot is open, for the purpose of receiving ballot papers.
  - (e) Every Member of the Club who is eligible and wishes to vote must do so on the ballot paper posted to him by striking out the names of any candidate for whom he/she does not wish to vote leaving the same number of names as there are vacancies and returning the completed ballot paper to the Returning Officer by post, by hand delivered to the Chief Executive Officer at the Association's premises or deposited in the ballot box. All ballot papers received by post or delivered to the Chief Executive Officer must be lodged unopened in the ballot box.
  - (f) On closure of the ballot, the ballot box shall be removed by the Returning Officer and opened by him in the presence of at least one of the scrutineers and the counting of the votes shall proceed immediately.
  - (g) Informal ballot papers are invalid. Votes contained in envelopes that do not include the name and address of the sender shall be declared invalid and will where applicable remain unopened. The Returning Officer shall verify the validity of votes by cross-reference to the Register of Members.
  - (h) If two or more candidates receive an equal number of votes in the ballot and there are less vacancies which remain to be filled than there are candidates, the President or other presiding officer by his/her casting vote shall decide which candidates are declared elected to fill such vacancy or vacancies.

- 27.7 If the number of candidates duly nominated under rule 27.5 is less than the number of vacancies to be filled:
- (a) there will be no ballot;
  - (b) the Returning Officer must declare the candidates nominated elected; and
  - (c) at the next Annual General Meeting, the Returning Officer must call for the verbal nomination of candidates for election to fill the remaining vacancy or vacancies and the Members present must vote to determine which of those candidates will be elected to fill that vacancy or those vacancies, and in the event of an equal number of votes, the President or other presiding officer by his/her casting vote shall decide which candidates are declared elected to fill such vacancy or vacancies.
- 27.8 If the number of candidates duly nominated under rule 27.5 is equal to the number of vacancies to be filled:
- (a) there will be no ballot; and
  - (b) the Returning Officer must declare the candidates nominated elected.
- 27.9 The result of each election of Directors shall be:
- (a) posted on the notice board at the Association's premises or on the Association's website as soon as practicable following the result being declared;
  - (b) declared by the Returning Officer at the first Board Meeting held in November and such declaration verified at the next Annual General Meeting. All candidates shall be invited to attend the declarations of the ballot; and
  - (c) included in the Annual Report and announced at the Annual General Meeting.

## 28. Board-appointed Directors

- 28.1 The Board may from time to time appoint:
- (a) in addition to the up to five Directors elected by the Members – up to two Directors, by secondment, selected based on specific skill sets or personal characteristics that the Board recognises as being necessary or desirable; and
  - (b) a Director to fill a position on the Board that has become vacant under rule 31 or was not filled by:
    - (i) election at the most recent election of Directors by ballot under rule 27; or
    - (ii) appointment to replace a removed Director under rule 30.2(b).
- 28.2 If the position of Secretary becomes vacant, the Board must appoint a Secretary to fill the position within 14 days after the vacancy arises.
- 28.3 Subject to the requirement for a quorum under rule 38, the Board may continue to act despite any vacancy in its membership.
- 28.4 If there are fewer Directors than required for a quorum under rule 38, the Board may act only for:
- (a) appointing Directors under this rule; or
  - (b) convening a General Meeting.

## 29. Election of Officeholders

In the event of a vacancy in a position of office holder of the Association, the Directors at the first Board Meeting in November must elect from one of their number in a simple majority a:

- (a) President, and that Director assumes the role of Chairperson;
- (b) Vice President;
- (c) Treasurer; and
- (d) Secretary,

as the case may be.

## 30. Resignation and removal from office

30.1 A Director may resign from the Board by written notice given to the Secretary or, if the resigning Member is the Secretary, given to the Chairperson, such resignation taking 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.

30.2 At a General Meeting, the Association may by resolution:

- (a) remove a Director from office; and
- (b) appoint as a Director a Member who is eligible under rule 22.5 to fill the vacant position.

30.3 A Director who is the subject of a proposed resolution under rule 30.2(a) may make written representations (of a reasonable length) to the Secretary or Chairperson and the Secretary may give a copy of the representations to the Members or if they are not so given, the Director may require them to be read out at the General Meeting at which the resolution is to be considered.

## 31. Cessation of office

31.1 A person ceases to be a Director if the person:

- (a) dies or otherwise ceases to be a Member;
- (b) resigns from the Board or is removed from office under rule 30;
- (c) becomes ineligible to accept an appointment or act as a Director under section 39 of the Act;
- (d) becomes permanently unable to act as a Director 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.

31.2 A Director who ceases to be a member of the Board must, as soon as practicable after ceasing, deliver to a Director all documents and records that they hold pertaining to the management of the Association's affairs, in accordance with section 41 of the Act.

## 32. Validity of acts

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

### 33. Payments to Directors

33.1 In this rule 33:

**Director** includes a Member of a Committee; and

**Board Meeting** includes a meeting of a Committee.

33.2 A Director is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred:

- (a) in attending a Board Meeting;
- (b) in attending a General Meeting; or
- (c) otherwise in connection with the Association's business.

## Division 4: Board Meetings

### 34. Board Meetings

34.1 The Board must meet at least 6 times in each year on the dates and at the times and places determined by the Board.

34.2 The date, time and place of the first Board Meeting must be determined by the Directors as soon as practicable after the Directors are elected by Members under rule 27.

34.3 Special Board Meetings may be convened by the President or any two Directors.

### 35. Notice of Board Meetings

35.1 Notice of each Board Meeting must be given to each Director at least 48 hours before the time of the meeting stating the date, time and place of the meeting and describing the general nature of the business to be conducted at the meeting.

35.2 Unless rule 35.3 applies, the only business that may be conducted at the meeting is the business described in the notice.

35.3 Urgent business that has not been described in the notice may be conducted at the meeting if the Directors at the meeting unanimously agree to treat that business as urgent.

### 36. Procedure and order of business

36.1 The President, or:

- (a) in the President's absence, the Vice President; or
- (b) if the President and Vice President are absent or unwilling to act as chairperson of a meeting, a Director chosen by the Board to act as chairperson,

must act as chairperson of a Board Meeting.

36.2 The Board may determine the procedure to be followed at a Board Meeting from time to time, including the order of business.

36.3 A Member or other person who is not a Director may attend a Board Meeting if invited to do so by the Board, but such Member or Person:

- (a) has no right to any agenda, minutes or other document circulated at the meeting;
- (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.

## 37. Use of technology to be present at Board Meetings

- 37.1 The presence of a Director at a Board Meeting need not be by attendance in person but may be by that Director and each other Director at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 37.2 A Director who participates in a Board Meeting as allowed under rule 37.1 is taken to be present at the meeting and, if the Director votes at the meeting, the Director is taken to have voted in person.

## 38. Quorum for Board Meetings

- 38.1 50% of Directors constitute a quorum for the conduct of the business of a Board Meeting.
- 38.2 Subject to rule 28.4, no business is to be conducted at a Board Meeting unless a quorum is present.
- 38.3 If a quorum is not present within 30 minutes after the notified commencement time of a Board Meeting:
- (a) in the case of a Special Board Meeting, the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- 38.4 If:
- (a) a quorum is not present within 30 minutes after the commencement time of a Board Meeting held under rule 38.3(b); and
  - (b) at least 2 Directors are present at the meeting,
- those Members present are taken to constitute a quorum.

## 39. Voting at Board Meetings

- 39.1 Each Director present at a Board Meeting has one vote on any question arising at the meeting.
- 39.2 A motion is carried if a majority of the Directors present at the Board Meeting vote in favour of the motion.
- 39.3 If the votes are divided equally on a question, the President (or chairperson of the meeting if not the President) has a second or casting vote.
- 39.4 A vote may take place by the Directors 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 in which case the chairperson of the meeting must decide how the secret ballot will be conducted.

## 40. Minutes of Board Meetings

- 40.1 The Board must ensure that minutes are taken and kept of each Board Meeting.
- 40.2 The minutes must record the following:
- (a) the names of the Directors present at the meeting;
  - (b) the name of any person attending the meeting under rule 36.3;
  - (c) the business considered at the meeting; and

- (d) any motion on which a vote is taken at the meeting and the result of the vote.
- 40.3 The minutes of a Board Meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- 40.4 The President must ensure that the minutes of a Board Meeting are reviewed and signed as correct by:
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next Board Meeting.
- 40.5 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;
  - (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: Committees and subsidiary offices

### 41. Committees

- 41.1 To help the Board in the conduct of the Association's business, the Board may, in writing, appoint one or more Committees consisting of such number of people that the Board considers appropriate and may include one or more Directors.
- 41.2 A person may be appointed to a Committee whether or not the person is a Member.
- 41.3 Subject to any directions given by the Board:
  - (a) a Committee may meet and conduct business as it considers appropriate; and
  - (b) the chairperson of the Committee may carry out the functions given to the Committee as he/she considers appropriate.

### 42. Delegation to Committees

- 42.1 In this rule 42:  
**non-delegable duty** means a duty imposed on the Board by the Act or another written law.
- 42.2 The Board may, in writing, delegate to a Committee 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.
- 42.3 A power or duty, the exercise or performance of which has been delegated to a Committee or the holder of a subsidiary office under this rule, may be exercised or performed by the Committee in accordance with the terms of the delegation.
- 42.4 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 and does not prevent the Board from exercising or performing at any time the power or duty delegated.
- 42.5 Any act or thing done by a Committee under the delegation has the same force and effect as if it had been done by the Board.

42.6 The Board may, in writing, amend or revoke the delegation.

## PART 6: GENERAL MEETINGS OF ASSOCIATION

### 43. Annual General Meeting

43.1 The Board must determine the date, time and place of the Annual General Meeting to be held no later than March in each calendar year.

43.2 If it is proposed to hold the Annual General Meeting more than 6 months after the end of the Financial Year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the Financial Year.

43.3 The ordinary business of the Annual General Meeting is as follows:

- (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then if the minutes of that meeting have not yet been confirmed;
- (b) to receive and consider:
  - (i) the Board's annual report on the Association's activities during the preceding Financial Year;
  - (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;
  - (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) to confirm the election of Directors of the Association;
- (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act; and
- (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by Members.

43.4 Any other business of which notice has been given in accordance with these rules may be conducted at the Annual General Meeting.

### 44. Special General Meetings

44.1 The Board may convene a Special General Meeting.

44.2 The Board must convene a Special General Meeting if at least 20% of the Members require a Special General Meeting to be convened by written notice given to the Secretary:

- (a) stating in the notice the business to be considered at the meeting; and
- (b) signed by each of the Members giving the notice,  
within 28 days after such notice is given.

- 44.3 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:
- (a) within 3 months after the date the original requirement was made; and
  - (b) at which only the business stated in the notice by which the requirement was made may be considered.
- 44.4 The Association must reimburse any reasonable expenses incurred by the Members convening a Special General Meeting under rule 44.3.

## 45. Notice of General Meetings

- 45.1 The Secretary or, in the case of a Special General Meeting convened under rule 44.3, 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.
- 45.2 The notice must:
- (a) specify the date, time and place of the meeting;
  - (b) indicate the general nature of each item of business to be considered at the meeting;
  - (c) if a Special Resolution is proposed:
    - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
    - (ii) state that the resolution is intended to be proposed as a Special Resolution; and
  - (d) comply with rule 46.5.

## 46. Proxies

- 46.1 Subject to rule 46.2, a Member may appoint an individual who is a Member as his/her proxy to vote and speak on his/her behalf at a General Meeting:
- (a) in writing and signed by the Member making the appointment; and
  - (b) given:
    - (i) to the Secretary before the commencement of the General Meeting for which the proxy is appointed; or
    - (ii) sent to the Association by post or electronically not later than 24 hours before the commencement of the General Meeting.
- 46.2 A Member may be appointed the proxy for not more than 5 other Members.
- 46.3 The Member appointing the proxy may give specific directions as to how the proxy is to vote on his/her behalf but 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.
- 46.4 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 by the Member.

46.5 Notice of a General Meeting given to a Member under rule 45 must:

- (a) state that the Member may appoint an individual who is a Member as a proxy for the meeting; and
- (b) include a copy of any form that the Board has approved for the appointment of a proxy.

## 47. Use of technology to be present at General Meetings

- 47.1 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.
- 47.2 A Member who participates in a General Meeting as allowed under rule 47.1 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.

## 48. Presiding Member and quorum for General Meetings

48.1 The President, or:

- (a) in the President's absence, the Vice President; or
  - (b) if the President and Vice President are absent or are unwilling to act as chairperson of a General Meeting, a Director chosen by the Board to act as chairperson,
- must preside as chairperson of each General Meeting.

48.2 Any 40 Members personally present (being Members entitled to vote under these rules at a General Meeting) will constitute a quorum for the conduct of business at a General Meeting.

48.3 No business is to be conducted at a General Meeting unless a quorum is present.

48.4 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.

48.5 If:

- (a) a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting held under rule 48.4(b); and
  - (b) at least 5 Members are present at the meeting,
- those Members present are taken to constitute a quorum.

## 49. Adjournment of General Meeting

- 49.1 The chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the Members present at the meeting, adjourn the meeting to another time at the same place or at another place.

- 49.2 Without limiting rule 49.1, 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.
- 49.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 49.4 Notice of the adjournment of a meeting under this rule 49 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 45.

## 50. Voting at General Meeting

- 50.1 On any question arising at a General Meeting:
- (a) subject to rule 50.5, each Member has one vote unless the Member may also vote on behalf of a body corporate under rule 50.2; and
  - (b) Members may vote personally or by proxy.
- 50.2 A 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 provided it is given to the Secretary before any General Meeting to which the appointment applies.
- 50.3 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.
- 50.4 Except in the case of a Special Resolution, a motion is carried if a majority of the Members present at a General Meeting vote in favour of the motion.
- 50.5 If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 50.6 On a question of whether or not to confirm the minutes of a previous General Meeting, only Members who were present at that meeting may vote.
- 50.7 For a person to be eligible to vote at a General Meeting as a Member, or on behalf of a Member that is a body corporate under rule 50.2, the Member:
- (a) must have been a Member at the time notice of the meeting was given under rule 45; and
  - (b) must have paid any fee or other money payable to the Association by the Member.

## 51. When Special Resolutions are required

- 51.1 In addition to the matters that require a Special Resolution under the Act, a Special Resolution is required if it is proposed at a General Meeting:
- (a) to affiliate or disaffiliate 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.

- 51.2 Rule 51.1 does not limit the matters in relation to which a Special Resolution may be proposed.

## 52. Determining whether resolution carried

- 52.1 In this rule 52:

**poll** means the process of voting in relation to a matter that is conducted in writing.

- 52.2 Subject to rule 52.4, 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;
- (b) carried unanimously;
- (c) carried by a particular majority; or
- (d) lost.

- 52.3 If the resolution is a Special Resolution, the declaration under rule 52.2 must identify the resolution as a Special Resolution.

- 52.4 If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other Members present in person or by proxy:

- (a) the poll must be taken at the meeting in the manner determined by the chairperson; and
- (b) the chairperson must declare the determination of the resolution on the basis of the poll.

- 52.5 If a poll is demanded:

- (a) on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately; or
- (b) on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.

- 52.6 A declaration under rule 52.2 or 52.4 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.

## 53. Minutes of General Meeting

- 53.1 The Secretary, or a person authorised by the Board from time to time, must take and keep minutes of each General Meeting recording:

- (a) the business considered at the meeting;
- (b) any resolution on which a vote is taken and the result of the vote;
- (c) the names of the Members attending the meeting;
- (d) any proxy forms given to the chairperson of the meeting under rule 46.1(b);
- (e) the Financial Statements or Financial Report presented at the meeting, as referred to in rule 43.3(b)(ii) or (iii); and
- (f) 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 43.3(b)(iv).

- 53.2 The minutes of a General Meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- 53.3 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.
- 53.4 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;
  - (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

### 54. 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.

### 55. Control of funds

- 55.1 The Association must open account(s) 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.
- 55.2 Subject to any restrictions imposed at a General Meeting, the Board may approve expenditure on behalf of the Association.
- 55.3 The Board may authorise the Treasurer or Chief Executive Officer 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.
- 55.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
- (a) the Chief Executive Officer;
  - (b) two Directors; or
  - (c) one Director and a person authorised by the Board.
- 55.5 All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

### 56. Financial statements and Financial Reports

- 56.1 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.
- 56.2 Without limiting rule 56.1, those requirements include:
- (a) if the Association is a Tier 1 Association, the preparation of the Financial Statements;

- (b) if the Association is a Tier 2 Association or Tier 3 Association, the preparation of the Financial Report;
- (c) if required, the review or auditing of the Financial Statements or Financial Report, as applicable;
- (d) the presentation to the Annual General Meeting of the Financial Statements or Financial Report, as applicable; and
- (e) if required, the presentation to the Annual General Meeting of the copy of the report of the review or auditor's report, as applicable, on the Financial Statements or Financial Report.

## PART 8: GENERAL MATTERS

### 57. By-laws

- 57.1 The Board may, by resolution, make, amend or revoke By-Laws for the governance, administration and management of the Association, including matters relating to membership, privacy and confidentiality, fees, benefits, financial management and operational procedures.
- 57.2 By-Laws may:
- (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 7.
  - (b) impose restrictions on the Board's powers, including the power to dispose of the association's assets;
  - (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.
- 57.3 A By-Law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- 57.4 Without limiting rule 57.3, a By-Law made for the purposes of rule 57.2(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.
- 57.5 At the request of a Member, the Association must make a copy of the By-Laws available for inspection by the Member.

### 57A. Privacy and Confidentiality of Member Information

- 57A.1 The Association may collect, store, use and disclose personal information of Members for the purposes of administering Membership, communication, governance, operations and complying with applicable laws.
- 57A.2 The Association must take reasonable steps to protect personal information from misuse, interference, loss and unauthorised access, modification or disclosure.
- 57A.3 Personal information may be disclosed where:
- (a) required or authorised by law;
  - (b) authorised by the Member; or

- (c) reasonably necessary for the proper administration or operation of the Association.

57A.4 Members may request access to or correction of their personal information in accordance with applicable law.

57A.5 The Board may adopt Privacy and Data Handling By-Laws or policies consistent with this clause.

## 58. Executing documents and common seal

58.1 The Association may execute a document without using a common seal if the document is signed by:

- (a) the Chief Executive Officer;
- (b) two Directors; or
- (c) one Director and a person authorised by the Board.

58.2 If the Association has a common seal:

- (a) the name of the Association must appear in legible characters on the common seal;
- (b) a document may only be sealed with the common seal by the authority of the Board and in the presence of:
  - (i) the Chief Executive Officer;
  - (ii) two Directors; or
  - (iii) one Director and a person authorised by the Board,

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

- (c) the Secretary must make a written record of each use of the common seal; and
- (d) the common seal must be kept in the custody of the Secretary or another Director authorised by the Board.

## 59. Giving notices to Members

59.1 In this rule 59:

**recorded** means recorded in the Register of Members.

59.2 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;
- (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.

## 60. Custody of Books and securities

60.1 Subject to rule 60.2, the Books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.

- 60.2 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.
- 60.3 Rules 60.1 and 60.2 have effect except as otherwise decided by the Board.
- 60.4 The Books of the Association must be retained for at least 7 years.

## 61. Record of office holders

The record of Directors 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.

## 62. Inspection of records and documents

- 62.1 If a Member wants to inspect:
- (a) the Register of Members under section 54(1) of the Act;
  - (b) the record of the names and addresses of Directors, 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,
- the Member may make such inspection, free of charge, by contacting the Secretary to make the necessary arrangements for the inspection.
- 62.2 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 may make about minutes of Board Meetings generally, or the minutes of a specific Board Meeting, being available for inspection by Members.
- 62.3 The Member may make a copy of or take an extract from a register, record or document referred to in rule 62.1 but:
- (a) does not have a right to remove the record or document for that purpose; and
  - (b) must not use or disclose information in a register, record or document referred to in rule 62.1 except for a purpose that is:
    - (i) directly connected with the affairs of the Association; or
    - (ii) related to complying with a requirement of the Act.

## 63. Publications by Directors

A Director 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 Director has been authorised to do so at a Board Meeting; and
- (b) the authority given to the Director has been recorded in the minutes of the Board Meeting at which it was given.

## 64. Distribution of surplus property on cancellation of incorporation or winding up

- 64.1 In this rule 64:

**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.

- 64.2 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.

## 65. Alteration of rules

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

## 66. Terms used

In these rules, unless the contrary intention appears:

**Act** means the *Associations Incorporation Act 2015* (WA);

**Annual General Meeting** means the General Meeting required to be held annually under section 50(1) of the Act;

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

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

**Board Meeting** means a meeting 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 57;

**Chairperson** means the chairperson of the Association;

**Chief Executive Officer** means the chief executive officer of the Association;

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

**Committee** means a subcommittee of the Board appointed by the Board under rule 41.1;

**Convenor of Community Committees** means the person appointed by the Board who is responsible for reporting to the Board on the business of all community engagement subcommittees;

**Director** means a member of the Board;

**Financial Records** includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain:
  - (i) the methods by which Financial Statements are prepared; and
  - (ii) adjustments to be made in preparing Financial Statements;

**Financial Report**, of a Tier 2 Association or a Tier 3 Association, has the meaning given in section 63 of the Act;

**Financial Statements** means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

**Financial Year**, of the Association, has the meaning given in rule 2;

**General 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 a member of the Association;

**Objects** means the objects of the Association referred to in rule 1.2;

**President** means the Director holding office as the President of the Association;

**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 Director holding office as the secretary of the Association;

**Special General Meeting** means a General Meeting of the Association other than the Annual General Meeting;

**Special Resolution** means a resolution passed by the Members at a General Meeting in accordance with section 51 of the Act;

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

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

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

**Treasurer** means the Director holding office as the treasurer of the Association.