



# CONSTITUTION

2019

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### Part 1: NAME OF THE ASSOCIATION

The name of the Association is UNITED VOLLEYBALL CLUB WA INC. hereafter referred to as the Association.

### Part 2: OBJECTIVES

1. Promote the game of Volleyball in Western Australia.
2. Encourage healthy living and lifestyle to members of the community.
3. Provide a positive and safe environment for the youth.
4. Assist athletes and provide a more established co-ordination to participate in activities relating to the sports of Volleyball in Australia and overseas.
5. Promote an attitude of tolerance and inclusiveness in order develop a harmonious relationship amongst the diverse and multi-cultural community of WA through the game of Volleyball.
6. To reach out to the less fortunate communities and assist in accessing facilities and/or equipment in order to enrich the value of their lives through the game of volleyball.

### Part 3: MEMBERSHIP – ELIGIBILITY FOR MEMBERSHIP AND DETAILS OF WHEN MEMBERSHIP STARTS AND END

1. Any person who supports the objects or purposes of the Club is eligible to apply to become a member.
2. Applying for membership
  - a. A person who wants to become a member must apply in writing to the Club.
  - b. The application must be signed by the applicant and membership fees paid on application.
  - c. Membership shall be renewed annually.
3. Dealing with membership applications
  - a. The committee must consider each application for membership of the Club and decide whether to accept or reject the application.
  - b. The committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
  - c. The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.
  - d. If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.
4. Becoming a member
  - a. The membership starts on January 1 to December 31 of every year.
  - b. An applicant for membership of the Club becomes a member when —
    - i. the committee accepts the application; and
    - ii. the applicant pays any membership fees payable to the Club.
  - c. Each person admitted to membership shall be:
    - i. Bound by the constitution and by-laws of the club
    - ii. Liable for such fees and subscriptions as may be fixed by the club
    - iii. Entitled to all advantages and privileges of membership including the right to vote
    - iv. A member will be provided a copy of the rules at the time of their membership commences and may at any reasonable time inspect records and documents of the association
5. When membership ceases
  - a. A person ceases to be a member when any of the following takes place —
    - i. for a member who is an individual, the individual dies;
    - ii. the person resigns from the Club. The person must give written notice to any members of the executive committee.
    - iii. the person is expelled from the Club.



- iv. the person ceases to be a member.
  - v. The person's membership is not renewed
6. Resignation
- a. A member may resign from membership of the Association by giving written notice of the resignation to the secretary.
  - b. The resignation takes effect —
    - i. when the secretary receives the notice; or
    - ii. if a later time is stated in the notice, at that later time.
7. 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.
8. The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.
9. Rights not transferable
- a. The rights of a member are not transferable and end when membership ceases.

#### Part 4: REGISTER OF MEMBERS

1. The secretary, or another person authorized by the committee, is responsible for the requirements imposed on the Club under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Club.
  2. Under section 53(2) of the Act the register of members must include each member's name and a residential, postal or email address.
  3. The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.
  4. A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- 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,
5. The committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Club.

#### Part 5: MEMBERSHIP, ENTRANCE AND REGISTRATION FEES

1. The committee must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.
2. The fees determined under subrule (1) may be different for different classes of membership.
3. A member must pay the annual membership fee to the treasurer, or another person authorized by the committee to accept payments, by the date (the *due date*) determined by the committee.
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.
5. If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired —
  - a. the committee may, at its discretion, accept that payment; and
  - b. if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

#### Part 6: COMPOSITION AND POWERS OF THE EXECUTIVE COMMITTEE



1. Committee Members

The committee members consist of —

- a. the office holders of the Club
2. The following are the office holders of the Club and their duties —
  - a. the chairperson;
    - i. It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.
    - ii. The chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.
  - b. the deputy chairperson;
  - c. the secretary has the following duties—
    - i. dealing with the Club's correspondence;
    - ii. consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
    - iii. preparing the notices required for meetings and for the business to be conducted at meetings;
    - iv. unless another member is authorized by the committee to do so, maintaining on behalf of the Club the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
    - v. maintaining on behalf of the Club an up-to-date copy of these rules, as required under section 35(1) of the Act;
    - vi. unless another member is authorized by the committee to do so, maintaining on behalf of the Club a record of committee members and other persons authorized to act on behalf of the Club, as required under section 58(2) of the Act;
    - vii. ensuring the safe custody of the books of the Club, other than the financial records, financial statements and financial reports, as applicable to the Club;
    - viii. maintaining full and accurate minutes of committee meetings and general meetings;
    - ix. carrying out any other duty given to the secretary under these rules or by the committee.
  - d. The treasurer has the following duties -
    - i. ensuring that any amounts payable to the Club are collected and issuing receipts for those amounts in the Club's name;
    - ii. ensuring that any amounts paid to the Club are credited to the appropriate account of the Club, as directed by the committee;
    - iii. ensuring that any payments to be made by the Club that have been authorized by the committee or at a general meeting are made on time;
    - iv. ensuring that the Club complies with the relevant requirements of Part 5 of the Act;
    - v. ensuring the safe custody of the Club's financial records, financial statements and financial reports, as applicable to the Club;
    - vi. if the Club is a tier 1 club, coordinating the preparation of the Club's financial statements before their submission to the Club's annual general meeting;
    - vii. if the Club is a tier 2 club or tier 3 club, coordinating the preparation of the Club's financial report before its submission to the Club's annual general meeting;
    - viii. providing any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial report under Part 5 Division 5 of the Act;
    - ix. carrying out any other duty given to the treasurer under these rules or by the committee.
3. A person may be a committee member if the person is —
  - a. an individual who has reached 18 years of age; and
  - b. an ordinary member who has been a member for (2) consecutive years prior to election.



4. A person may hold up to 2 of the offices mentioned in subrule (2) at the same time.
5. Persons who are not to be members of the Committee —
  - a. Under section 39 of the Act the following persons must not, without leave of the Commissioner, accept an appointment or act as a member of a management committee of a club:
    - i. A person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
    - ii. a person who has been convicted, within outside the State, of-
      - a. an indictable offence in relation to the promotion, formation or management of a body corporate; or
      - b. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
      - c. an offence under section 127 of the Act

*Section 39 only applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.*

6. Powers of the Committee
  - a. To purchase, sell, hold or lease real or personal property.
  - b. To borrow, raise or secure the payment of monies required for the objects and purposes of the club.
  - c. To open and operate bank accounts.
  - d. To appoint, employ and pay any staff as required.
  - e. To make gifts, give prizes, give donations.
  - f. To do all such other things conducive to the attainment of the objectives of the club.

7. Indemnity

The members of the executive committee shall be indemnified against all charges, costs, losses, damages and expenses which they or any of them shall incur or sustain in or about the execution of the respective offices or duties, except as may be occasioned by or through their own welfare. None of them shall be answerable for the acts of the other of them.

8. How members become Committee members

- a. A member becomes a committee member if the member —
  - i. is elected to the committee at a general meeting; or
  - ii. is appointed to the committee by the committee to fill a casual vacancy under rule 18.

9. Nomination of committee members

- a. At least 42 days before an annual general meeting, the secretary must send written notice to all the members —
  - i. calling for nominations for election to the committee; and
  - ii. stating the date by which nominations must be received by the secretary to comply with subrule (2).
- b. A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 28 days before the annual general meeting.
- c. The written notice must include a statement by another member in support of the nomination.
- d. A member may nominate for one specified position of office holder of the Association or to be an ordinary committee member.

10. Election of office holders

- a. At the annual general meeting, a separate election must be held for each position of office holder of the Association.
- b. If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.



- c. If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
- d. If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
- e. Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- f. A member who has nominated for the position may vote for himself or herself.
- g. On the member's election, the new chairperson of the Association may take over as the chairperson of the meeting.

#### 11. Election of ordinary committee members

- a. Ordinary members of the committee, their role and title will be appointed by the executive committee.

#### 12. Term of office

- a. The term of office of a committee member begins when the member —
  - i. is elected at an annual general meeting
  - ii. is appointed to fill a casual vacancy under rule
- b. a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- c. A committee member may be re-elected

#### 13. Resignation and removal from office

- a. A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- b. The resignation takes effect —
  - i. when the notice is received by the secretary or chairperson; or
  - ii. if a later time is stated in the notice, at the later time.
- c. At a general meeting, the Club may by resolution —
  - i. remove a committee member from office; and
  - ii. elect a member who is eligible to fill the vacant position.

#### 14. When membership of committee ceases

- a. A person ceases to be a committee member if the person —
  - i. dies or otherwise ceases to be a member; or
  - ii. resigns from the committee or is removed from office; or
  - iii. becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
  - iv. becomes permanently unable to act as a committee member because of a mental or physical disability; or
- b. where a person ceases to be a member of the club's 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 club's affairs.

#### 15. Filling casual vacancies

- a. The committee may appoint a member who is deemed eligible to fill a position on the committee that —
  - i. has become vacant or
  - ii. was not filled by election at the most recent annual general meeting.
- b. If the position of secretary becomes vacant, the committee must appoint a member who is eligible to fill the position within 14 days after the vacancy arises.
- c. The committee may continue to act despite any vacancy in its membership.
- d. If there are fewer committee members than required for a quorum, the committee may act only for the purpose of —
  - i. appointing committee members under this rule; or



- ii. convening a general meeting.

#### 16. Validity of acts

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

#### 17. Payments to committee members

- a. In this rule —
  - i. committee member includes a member of a subcommittee;
  - ii. committee meeting includes a meeting of a subcommittee.
- b. A committee member is entitled to be paid out of the funds of the Club for any out-of-pocket expenses for travel and accommodation properly incurred —
  - i. in attending a committee meeting or
  - ii. in attending a general meeting; or
  - iii. otherwise in connection with the Club's business.

### Part 7: COMMITTEE MEETINGS

#### 1. Committee meetings

- a. The committee must meet at least 3 times in each year on the dates and at the times and places determined by the committee.
- b. Special committee meetings may be convened by the chairperson or any 2 committee members.

#### 2. Notice of committee meetings

- a. Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
- b. The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.

#### 3. Procedure and order of business

- a. The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each committee meeting.
- b. A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- c. A person invited to attend a committee meeting —
  - i. has no right to any agenda, minutes or other document circulated at the meeting; and
  - ii. must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
  - iii. cannot vote on any matter that is to be decided at the meeting.
- d. Under section 42 of the Act a member of the committee who has a material personal interest in a matter being considered at a committee meeting must:
  - i. as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
  - ii. disclose the nature and extent of the interest at the next general meeting of the club



- e. Under section 42(3) of the Act this rule does not apply in respect of a material personal interest that exists only because the member-
    - i. is an employee of the incorporated club; or
    - ii. is a member of a class of persons for whose benefit the club is established; or
    - iii. that the member has in common with all, or a substantial proportion of, the members of the Club.
  - f. Under section 43 of the Act a member of the management committee who has a material personal interest in a matter being considered at a meeting of the management committee must not be present while the matter is being considered at the meeting or vote on the matter.
  - g. Under section 42(6) of the Act the club 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.
4. Quorum for committee meetings
- a. The quorum for a meeting to proceed shall be half plus one.
  - b. No business is to be conducted at a committee meeting unless a quorum is present.
  - c. If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting —
    - i. in the case of a special meeting — the meeting lapses; or
    - ii. otherwise, the meeting is adjourned and rescheduled to a new time and date.
  - d. If —
    - i. a quorum is not present within 30 minutes after the commencement time of a committee meeting held and
    - ii. at least 2 committee members are present at the meeting,
  - e. those members present are taken to constitute a quorum.
5. Voting at committee meetings
- a. Each committee member present at a committee meeting has one vote on any question arising at the meeting.
  - b. A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
  - c. If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
  - d. A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.
  - e. If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.
6. Minutes of committee meetings
- a. The committee must ensure that minutes are taken and kept of each committee meeting.
  - b. The minutes must record the following —
    - i. the names of the committee members present at the meeting;
    - ii. the name of any person attending the meeting
    - iii. the business considered at the meeting;
    - iv. any motion on which a vote is taken at the meeting and the result of the vote.
  - c. The minutes of a committee meeting must be entered in the Club's minute book within 30 days after the meeting is held.
  - d. When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that —
    - i. the meeting to which the minutes relate was duly convened and held; and
    - ii. the matters recorded as having taken place at the meeting took place as recorded; and





- iii. any appointment purportedly made at the meeting was validly made.
- e. Section 42(6) of the Act requires details relating to the disclosure of a committee member's material personal interest in a matter being considered at a committee meeting to be recorded in the minutes of the meeting.

## Part 8: GENERAL MEETINGS OF THE CLUB

1. Annual general meeting
  - a. The committee must determine the date, time and place of the annual general meeting.
  - b. If it is proposed to hold the annual general meeting more than 6 months after the end of the Club's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
2. 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 committee's annual report on the Club's activities during the preceding financial year; and
    - ii. if the Club is a tier 1 club, the financial statements of the Club for the preceding financial year presented under Part 5 of the Act; and
    - iii. if the Club is a tier 2 club or a tier 3 club, the financial report of the Club for the preceding financial year presented under Part 5 of the Act;
    - iv. if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
  - c. to elect the office holders of the Club and other committee members;
  - d. if applicable, to appoint or remove a reviewer or auditor of the Club in accordance with the Act;
  - e. to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
  - f. Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.
  - g. The quorum for the annual general meeting shall be a minimum of five (5) members.
  - h. Under section 50(3) of the Act the annual general meeting must be held within 6 months after the end of the Club's financial year. If it is the first annual general meeting, section 50(2) of the Act provides that it may be held at any time within 18 months after incorporation.
3. Special general meetings
  - a. The committee may convene a special general meeting.
  - b. The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
  - c. The quorum of such special meeting shall be five (5) members present.
4. Notice of general meetings
  - a. The secretary or, in the case of a special general meeting convened, the members convening the meeting, must give to each member —
    - i. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or



ii. at least 14 days' notice of a general meeting in any other case.

b. The notice must —

- i. specify the date, time and place of the meeting; and
- ii. indicate the general nature of each item of business to be considered at the meeting; and
- iii. if the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee and
- iv. if a special resolution is proposed —
  - a. set out the wording of the proposed resolution as required by section 51(4) of the Act; and
  - b. state that the resolution is intended to be proposed as a special resolution.

5. Presiding member and quorum for general meetings

- a. The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- b. If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- c. No business is to be conducted at a general meeting unless a quorum is present.
- d. A quorum must consist of 10 members with full voting rights.
- e. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
  - i. in the case of a special general meeting — the meeting lapses; or
  - ii. in the case of the annual general meeting — the meeting is adjourned to —
    - a. the same time and day in the following week; and
    - b. 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.
- f. If —
  - i. a quorum is not present within 30 minutes after the commencement time of an annual general meeting held and
  - ii. at least 20% ordinary members are present at the meeting,
- g. Those members present are taken to constitute a quorum.

6. Adjournment of general meeting

- a. The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- b. Without limiting subrule (a), a meeting may be adjourned —
  - i. if there is insufficient time to deal with the business at hand; or
  - ii. to give the members more time to consider an item of business.

7. Voting at general meeting

- a. On any question arising at a general meeting —
  - i. Each ordinary member has one vote
  - ii. Ordinary members may vote personally



- c. Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
  - d. If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
  - e. For a person to be eligible to vote at a general meeting as an ordinary member,
    - i. must have been an ordinary member at the time notice of the meeting was given; and
    - ii. must have paid any fee or other money payable to the Club by the member.
8. When special resolutions are required
- a. A special resolution is required if it is proposed at a general meeting —
    - i. to affiliate the Club with another body; or
    - ii. to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
  - b. Subrule (a) does not limit the matters in relation to which a special resolution may be proposed.
  - c. A special resolution is required if the club proposes to do any of the following—
    - i. to adopt the model rules;
    - ii. to alter its rules, including changing the name of the club;
    - iii. to decide to apply for registration or incorporation as a prescribed body corporate;
    - iv. to approve the terms of an amalgamation with one or more other incorporated clubs;
9. Minutes of general meeting
- a. The secretary, or a person authorized by the committee from time to time, must take and keep minutes of each general meeting.
  - b. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
  - c. In addition, the minutes of each annual general meeting must record —
    - i. the names of the ordinary members attending the meeting; and
    - ii. the financial statements or financial report presented at the meeting, and
    - iii. any report of the review or auditor's report on the financial statements or financial report presented at the meeting.
  - d. The minutes of a general meeting must be entered in the Club's minute book within 30 days after the meeting is held.
  - e. The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
    - i. the chairperson of the meeting; or
    - ii. the chairperson of the next general meeting.
  - f. 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 —
    - i. the meeting to which the minutes relate was duly convened and held; and
    - ii. the matters recorded as having taken place at the meeting took place as recorded; and
    - iii. any election or appointment purportedly made at the meeting was validly made.



1. 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

2. Suspension or expulsion

- a. The committee may decide to suspend a member's membership or to expel a member from the Association if —
- i. the member contravenes any of these rules; or
  - ii. the member acts detrimentally to the interests of the Association.

- b. The secretary must give the member written notice of the proposed suspension or expulsion within 14 day of the incident.

- c. The notice given to the member must state —

- i. when and where the committee meeting is to be held; and
- ii. the grounds on which the proposed suspension or expulsion is based; and
- iii. that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;

- d. At the committee meeting, the committee must —

- i. give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
- ii. give due consideration to any submissions so made; and
- iii. decide —
  - a. whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
  - b. whether or not to expel the member from the Association.

- e. A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.

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

- g. A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under subrule (f), give written notice to the secretary requesting the appointment of a mediator.

- h. If notice is given under subrule (g), the member who gives the notice and the committee are the parties to the mediation.

3. Consequences of suspension

- a. During the period a member's membership is suspended, the member —

- i. loses any rights (including voting rights) arising as a result of membership; and
- ii. is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.

- b. When a member's membership is suspended, the secretary must record in the register of members —

- i. that the member's membership is suspended; and
- ii. the date on which the suspension takes effect; and
- iii. the period of the suspension.

- c. 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

5. Terms used

In this Division —

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

*party to a dispute* includes a person —



- a. who is a party to the dispute; and
  - b. who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.
6. Application of Division
- The procedure set out in this Division (the grievance procedure) applies to disputes —
- a. between members; or
  - b. between one or more members and the Association.
7. Parties to attempt to resolve dispute
- The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
8. How grievance procedure is started
- a. If the parties to a dispute are unable to resolve the dispute between themselves within the time required, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
    - i. the parties to the dispute; and
    - ii. the matters that are the subject of the dispute.
  - b. Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
  - c. The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
  - d. The notice given to each party to the dispute must state —
    - i. when and where the committee meeting is to be held; and
    - ii. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
  - e. If —
    - i. the dispute is between one or more members and the Association; and
    - ii. any party to the dispute gives written notice to the secretary stating that the party —
      - a. 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.
9. Determination of dispute by committee
- a. At the committee meeting at which a dispute is to be considered and determined, the committee must —
    - i. give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
    - ii. give due consideration to any submissions so made; and
    - iii. determine the dispute.
  - b. The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
  - c. A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (a)(iii), give written notice to the secretary requesting the appointment of a mediator.
  - d. If notice is given under subrule (3), each party to the dispute is a party to the mediation.

## Part 10: FINANCIAL MATTERS

1. Non for profit bodies – Payments to members of the committee
  - a. The property and income of the club must be applied solely towards the promotion of the objects or purposes of the Club 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.
  - b. A payment may be made to a member out of the funds of the Club only if it is authorized under subrule (c).
  - c. A payment to a member out of the funds of the Club is authorized if it is —
    - i. the payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
    - ii. the payment of interest, on money borrowed by the Club from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or



- iii. the payment of reasonable rent to the member for premises leased by the member to the Club; or
- iv. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

## 2. Source of funds

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

## 3. Control of funds

- a. The Club must open an account in the name of the Club with a financial institution from which all expenditure of the Club is made and into which all funds received by the Club are deposited.
- b. Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Club.
- c. The committee may authorize the treasurer to expend funds on behalf of the Club up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- d. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club must be signed by —
  - i. 2 committee members; or
  - ii. one committee member and a person authorized by the committee.
- e. All funds of the Club must be deposited into the Club's account within 5 working days after their receipt.

## 4. Financial statements and financial reports

- a. For each financial year, the committee must ensure that the requirements imposed on the Club under Part 5 of the Act relating to the financial statements or financial report of the Club are met.
- b. Without limiting subrule (a), those requirements include —
  - i. if the Club is a tier 1 club, the preparation of the financial statements; and
  - ii. if the Club is a tier 2 club or tier 3 club, the preparation of the financial report; and
  - iii. if required, the review or auditing of the financial statements or financial report, as applicable; and
  - iv. the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
  - v. 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 11: FINANCIAL YEAR

The Financial year of the club shall be from January 1 – December 31 of every calendar year.

## Part 12: GENERAL MATTERS

### 1. By-laws

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

### 2. Executing documents and common seal

- a. The Club may execute a document without using a common seal if the document is signed by —



- i. 2 committee members; or
  - ii. one committee member and a person authorized by the committee.
- b. The secretary must make a written record of each use of the common seal.
3. Giving notices to members
  - a. In this rule —  
recorded means recorded in the register of members.
  - b. 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 —
    - i. delivered by hand to the member; or
    - ii. by electronic copy.
4. Custody of books and securities
  - a. The books and any securities of the Club must be kept in the secretary's custody or under the secretary's control.
  - b. The financial records and, as applicable, the financial statements or financial reports of the Club must be kept in the treasurer's custody or under the treasurer's control.
  - c. The books of the Club must be retained for at least 7 years.
5. Record of office holders

Under section 58 of the Act an club must maintain a record of —

- the names and addresses of the persons who are members of its management committee; or hold other offices of the club provided for by its rules;
- the name and address of any person who is appointed or acts as trustee on behalf of the club.

Under section 58 of the Act the club must, upon the request of a member of the club, make available the record for the inspection of the member. The member may make a copy of or take an extract from the record but does not have a right to remove the record for that purpose.

The record of committee members and other persons authorized to act on behalf of the Club that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.

6. Inspection of records and documents
  - a. Subrule (b) applies to a member who wants to inspect —
    - i. the register of members under section 54(1) of the Act; or
    - ii. the record of the names and addresses of committee members, and other persons authorized to act on behalf of the Club, under section 58(3) of the Act; or
    - iii. any other record or document of the club.
  - b. The member must contact the secretary to make the necessary arrangements for the inspection.
  - c. The inspection must be free of charge.
  - d. The member may make a copy of or take an extract from a record or document referred to in subrule (a)(iii) but does not have a right to remove the record or document for that purpose.
7. Publication by committee members of statements about Club business prohibited

A committee member must not publish, or cause to be published, any statement about the business conducted by the Club at a general meeting or committee meeting unless —



- i. the committee member has been authorized to do so at a committee meeting; and
- ii. the authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.

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

Act Requirements – Distribution of surplus property

Under section 24(1) of the Act surplus property can only be distributed to one or more of the following —

- a. an incorporated club;
- b. a company limited by guarantee that is registered as mentioned in the Corporations Act section 150;
- c. a company holding a license that continues in force under the Corporations Act section 151;
- d. a body corporate that at the time of the distribution is the holder of a license under the Charitable Collections Act 1946;
- e. a body corporate that —
  - i. is a member or former member of the incorporated club; and
  - ii. at the time of the distribution of surplus property, has rules that prevent the distribution of property to its members;
- f. a trustee for a body corporate referred to in paragraph (e);

a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution of surplus property, is a non-distributing co-operative as defined in that Act.

- a. In this rule —

surplus property, in relation to the Club, means property remaining after satisfaction of —

- i. the debts and liabilities of the Club; and
- ii. the costs, charges and expenses of winding up or cancelling the incorporation of the Club,

but does not include books relating to the management of the Club.

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

Section 24(1) of the Act sets out a provision that is implied in these rules describing the entities to which the surplus property of an incorporated club may be distributed on the cancellation of the incorporation or the winding up of the club. Part 9 of the Act deals with the winding up of incorporated clubs, and Part 10 of the Act deals with the cancellation of the incorporation of incorporated clubs.

### Part 13: Alteration of Rules

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