

**TEE-BALL
ASSOCIATION
OF WESTERN
AUSTRALIA
Incorporated**

RULES OF ASSOCIATION

2019

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RULES OF ASSOCIATION

1 Name of association

The name of the association is *Tee-Ball Association of Western Australia Incorporated*.

2 Definitions

In these rules, unless the contrary intention appears-

"annual general meeting" is the meeting convened under rule 31(1);

"council meeting" means a meeting referred to in rule 28;

"affiliated club" means a member club or association referred to in rule 5(2);

"council member" means person referred to in rule 18(1);

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

"department" means the government department with responsibility for administering the *Associations Incorporation Act (2015)*;

"financial year" means a twelve-month period commencing on the 1 April each year and ending on the 31 March in the following year.

"general meeting" means a meeting to which all members are invited;

"member" means member of the association referred to in rule 5;

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

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

"special general meeting" means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 51 of the act,

"the act" means the Associations Incorporation Act 2015;

"the association" means the association referred to in rule 1;

"the president" means-the president referred to in rule 19(1)(a)

"the commissioner" means the commissioner for exercising powers under the act;

"the council" means the council of the association referred to in rule 18;

"the management committee" means the management committee referred to in rule 19;

"the secretary" means the secretary referred to in rule 19(1)(c);

"the treasurer" means the treasurer referred in rule 19(1)(d);

"the vice president" means either of the vice presidents referred to in rule 19(1)(b).

"the registrar" means the registrar referred to in rule 19(1)(e).

3 Objects of association

(1) The objects of the association are-

- (a) To promote, control and manage Tee-Ball in the State of Western Australia.
 - (b) To control and manage Tee-Ball teams representing the association.
 - (c) To obtain sponsorship for the sport but excluding advertising of liquor and/or tobacco and any other product or service not considered appropriate by the association.
- (2) The property and income of the association shall 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 members, except in good faith in the promotion of those objects.
- (3) A payment may be made to a member out of the funds of the association only if it is a payment in good faith to the member as reasonable remuneration or reimbursement of expenses for any goods or services provided to the association or expenses incurred, in the ordinary course of business. Any such payment must be authorised by a resolution passed at the relevant council meeting.

4 Powers of the association

- (1) The powers conferred on the association are the same as those conferred by section 14 of the act.
- (2) The association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -
- (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest its money -
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the association;
 - (d) borrow money upon such terms and conditions as the association thinks fit;
 - (e) give such security for the discharge of liabilities incurred by the association as the association thinks fit;
 - (f) appoint agents to transact any business of the association on its behalf;
 - (g) enter into any other contract it considers necessary or desirable;
 - (h) may 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.
 - (i) to exercise all such powers as may be necessary for the proper conduct of the business of the association.

5 Qualifications for membership of the association

- (1) Membership of the association is open to-
- (a) the office bearers referred to in rule 19(1)
 - (b) the clubs referred to in rule 5(2)
 - (c) life members referred to in rule 6.
 - (d) the honorary members referred to in rule 7.

- (2) A club or association who wishes to become a member must-
 - (a) apply for membership to the council in writing; and
 - (b) submit club colours in writing; and
 - (c) provide proof of incorporation; and
 - (d) provide evidence that the club or association carries appropriate and adequate insurance; and
 - (e) provide a list of office bearers.
- (3) The council members must consider each application made under rule 5(2) at a council meeting and must at the council meeting or the next council meeting accept or reject that application.
- (4) An applicant whose application for membership of the association is rejected under rule 5(3) must, if they wish to appeal against that decision, give notice to the secretary of its intention to do so within a period of fourteen (14) days from the date they are advised of the rejection.
- (5) When notice is given under rule 5(4), the association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the council to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the association in the general meeting.
- (6) All members agree to be bound by these Rules of Association, as amended from time to time, and are thereby entitled to the rights and privileges offered by the association.
- (7) The association must always have at least 6 members with voting rights of which at least 4 must be representatives of member clubs as defined in rule 5(2).
- (8) The association will provide each person who becomes a member a copy of the rules by electronic transmission or by providing the details for the website where the rules may be downloaded. A hard copy will be provided if the member requests.

6 Life members

- (1) A person who has rendered especially meritorious direct services to the association may, on the recommendation of the management committee, be presented to the members at an annual general meeting for election as life member of the association. The vote must be passed by a majority of not less than three-fourths of the members present and entitled to vote. A maximum of two life memberships may be given in any one year.

7 Honorary members

- (1) A person rendering direct services to the association may, on the recommendation of the committee of management be presented to the members of a council meeting for election as a honorary member by a simple majority. Membership to be for one (1) financial year.

8 Register of members

- (1) The registrar shall on behalf of the association keep and maintain the register of members in accordance with section 53 of the act.
- (2) The register of members must include each member's name and —

- (a) residential address; or
- (b) postal address; or
- (c) email address; or
- (d) information, by means of which contact can be made with the member that is prescribed for the purposes of this paragraph.

9 Inspection of register by a member

- (1) Subject to compliance with the provisions in Section 54 of the act, and rule 42 the association will, at the request of a member, make the register of members available for inspection by the member free of charge.
- (2) If the member wishes to make a copy of or take an extract from the register or makes a written request under Section 56(1) of the act, to be provided with a copy,
 - (a) the member(s) is to provide a statutory declaration setting out the purpose for which the copy or extract is required and
 - (b) declaring that the purpose is connected with the affairs of the association, and
 - (c) payment of a reasonable charge, as determined by the committee, for the cost of complying with such request.

10 Subscriptions of members of association

- (1) The council may from time to time determine the amount of the subscription to be paid by each member.
- (2) Each member must pay to the treasurer, annually or such other times as the council from time to time determines, the amount of the subscription determined under rule 10(1).
- (3) Subject to rule 10(4), a member whose subscription is not paid by the due date set under rule 10(2) ceases to be a member, unless the council decides otherwise.
- (4) A member exercises all the rights and obligations of a member for the purposes of these rules if the subscription is paid on or before the relevant date set under rule 10(2), or such other time as the council allows.

11 Voting rights of members of association

- (1) Subject to these rules, each management committee member present in person at a general meeting, council meeting or management committee meeting is entitled to a deliberative vote.
- (2) A member which is an affiliated club or association as per rule 5(2) may appoint two (2) delegates in writing, to represent and have if present in person a deliberative vote at general meetings or council meetings.
- (3) A life member or honorary member present in person at a general meeting is entitled to a deliberative vote.
- (4) No proxy votes will be accepted.

12 Termination of membership of the association

- (1) Membership of the association may be terminated upon-

- (a) receipt by the secretary of a notice in writing from a member of their resignation from the association. Such member remains liable to pay to the association the amount of any subscription due and payable by that member to the association but unpaid at the date of termination; or
- (b) non-payment by a member of their subscription by the due date fixed by the council for subscriptions to be paid, unless the council decides otherwise in accordance with rule 10(3); or
- (c) expulsion of a member in accordance with rule 13(2).

13 Suspension or expulsion of members of association

- (1) If the council considers that a member should be suspended or expelled from membership of the association because their conduct is detrimental to the interests of the association, the council must communicate, in writing, to the member-
 - (a) notice of the proposed suspension or expulsion and of the time, date and place of the council meeting at which the question of that suspension or expulsion will be decided; and
 - (b) particulars of that conduct,
 not less than thirty (30) days before the date of the council meeting referred to in rule 13(1)(a).
- (2) At the council meeting referred to in a notice communicated under rule 13(1), the council may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the council, suspend or expel or decline to suspend or expel that member from membership of the association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing, within seven (7) days, to that member.
- (3) A decision of the council to suspend the member's membership or to expel the member from the association takes immediate effect.
- (4) A member who is suspended or expelled under rule 13(2) must, if they wish to appeal against that suspension or expulsion, give notice to the secretary of their intention to do so within the period of fourteen (14) days referred to in rule 13(3).
- (5) When notice is given under rule 13(3)-
 - (a) the association in a general meeting, must either confirm or set aside the decision of the council to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the association in the general meeting; and
 - (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the council to suspend or expel the member is confirmed under this sub-rule.
- (6) A member whose membership is suspended or who is expelled from the association may, within fourteen (14) days after receiving notice of the council's decision under rule 13(2), may give written notice to the secretary requesting the appointment of a mediator under rule 16(1).

14 Dispute resolution

- (1) The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days after the dispute has come to the attention of each party.
- (2) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 14(1), any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (3) Within 28 days after the secretary is given the notice, a management committee meeting must be convened to consider and determine the dispute.
- (4) The secretary must give each party to the dispute written notice of the management committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (5) The notice given to each party to the dispute must state —
 - (a) when and where the management committee 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 management committee about the dispute.
- (6) If the dispute is between one or more members and the association; and 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 management committee; and
 - (b) requests the appointment of a mediator under rule 15.1,
 - (c) the management committee must not determine the dispute.

15 Determination of dispute by the management committee

- (1) At the management committee meeting at which a dispute is to be considered and determined, the committee 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 management committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The management committee must give each party to the dispute written notice of the management committee's determination, and the reasons for the determination, within 7 days after the management committee meeting at which the determination is made.
- (3) A party to the dispute may, within fourteen (14) days after receiving notice of the committee's determination under rule 15(2) give written notice to the secretary requesting the appointment of a mediator under rule 16(1).

16 Mediation

- (1) The mediator must be a person chosen who is, by agreement between the member and the committee; or by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of rule 16(1), then, subject to rules 16(3) and 16(4), the management committee must appoint the mediator.
- (3) The person appointed as mediator by the management committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by;
 - (a) a member or a party to the dispute, or
 - (b) a party to the dispute and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the management committee may be a member or former member of the association but must not —
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

17 Mediation Process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least five (5) days before the mediation takes place.
- (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.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

18 Council

- (1) Subject to rule 18(2), the affairs of the association will be administered by a council consisting of:
 - (a) the members of the management committee as per rule 19(1);
 - (b) two (2) delegates nominated by each affiliated club as per rule 11(2);

- (2) The council may delegate, in writing, to one to more sub-committees (consisting of such member or members of the association as the council thinks fit) the exercise of such functions of the council as are specified in the delegation other than-
 - (a) the power of delegation; and
 - (b) a function which is a duty imposed on the council by the act or any other law.
- (3) Any delegation under rule 18(2) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the council may continue to exercise any function delegated.
- (4) The council may, in writing, revoke wholly or in part any delegation under - rule 18(2).
- (5) Members shall attend council meetings as per the association by-laws.

19 Management committee

- (1) The management committee shall consist of the following officers:
 - (a) a president;
 - (b) two (2) vice presidents;
 - (c) a secretary;
 - (d) a treasurer;
 - (e) a registrar;
 - (f) a chief umpire;
 - (g) an assistant chief umpire;
 - (h) a chief coach;
 - (i) an assistant chief coach;
 - (j) a property officer;
 - (k) a country coordinator;
 - (l) four (4) general committee.
- (2) Officers must be elected to membership of the management committee at an annual general meeting or appointed under rule 19(10).
- (3) Subject to rule 19(10), an officers term will be from his or her election at an annual general meeting until the election referred to in rule 19(2) at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the council.
- (4) Except for nominees under rule 19(9), a person wishing to nominate must do so by completing a prescribed nomination form, having it proposed and seconded by a current member and returning to the secretary, together with a brief resume of past involvement in Tee-Ball, to be received no later than seven (7) days before the annual general meeting.
- (5) No person can hold
 - (a) any two or more of these offices at the same time:

- (i) president;
 - (ii) vice president;
 - (iii) secretary;
 - (iv) treasurer;
 - (v) registrar.
- (b) an office for which they don't meet the requirements as per the association by-laws.
- (6) A person who is eligible for election or re-election under this rule and is a member may -
- (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- (7) If the number of persons nominated in accordance with rules 19(4) and 19(5) for election to membership of the management committee exceed the number of vacancies in that membership to be filled a secret ballot shall be held.
- (8) If the number of persons nominated in accordance with rules 19(4) and 19(5) for election to membership of the management committee does not exceed the number of vacancies in that membership to be filled-
- (a) the secretary must report accordingly to; and
 - (b) the chairperson must declare those persons to be duly elected as members of the management committee at the annual general meeting concerned.
- (9) If vacancies remain on the management committee after the declaration under rule 19(7), additional nominations may be accepted from the floor of the annual general meeting subject to rule 19(5). If such nominations from the floor do not exceed the number of vacancies the chairperson must declare those persons to be duly elected as members of management committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the management committee, a secret ballot for those positions must be conducted.
- (10) If a vacancy remains on the management committee after the application of rule 19(9), or when a casual vacancy within the meaning of rule 27(1) occurs in the membership of the management committee —
- (a) the management committee may appoint a person subject to rule 19(5) to fill that vacancy; and
 - (b) a person appointed under rule 19(10)(a) must be confirmed at the next council meeting; and
 - (c) a person appointed under rules 19(10)(a) and 19(10)(b) will hold office until the next election referred to in rule 19(2).

20 Persons who are not to be members of the management committee

- (1) Subject to section 39 of the act
- (a) a person who is a bankrupt or person whose affairs are under insolvency laws; or
 - (b) a person who has been convicted, within or outside the State, of —

- (i) an indictable offence in relation to the promotion, formation or management of a body corporate; or
- (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than 3 months; or
- (iii) an offence in relation to insolvency under Division 3, section 127 of the act.

may NOT accept an appointment or act as a member of the management committee of the association for a period of 5 years after the conviction or their release from prison.

21 Duties of office bearers

- (1) These provisions, apply under Part 4, Division 3 of the act and apply to persons who are management committee members and to those persons who have the ability to influence the management committee, but do not hold a formal position.
- (2) Officers of the association must;
 - (a) exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise if that person;
 - (i) were an officer of the association in the association's circumstances; and
 - (ii) occupied the office held by, and had the same responsibilities within the association as, the officer.
 - (b) exercise their powers and discharge their duties in good faith in the best interests of the association; and for a proper purpose;
 - (c) not improperly use their position to gain an advantage for the officer or another person; or cause detriment to the association;
 - (d) not improperly use any information gained as an officer of the association to gain an advantage for the person or another person; or cause detriment to the association;
 - (e) not publish, or cause to be published, any statement about the business conducted by the association at a general meeting, council meeting or management committee meeting unless;
 - (i) the management committee member has been authorised to do so at a management committee meeting; and
 - (ii) the authority given to the management committee member has been recorded in the minutes of the management committee meeting at which it was given.

22 Powers of the management committee

- (1) The management committee may do all things necessary or convenient for the carrying out of the association's objects and purposes, and in particular may
 - (a) print and publish any newspapers, periodicals, manuals, books or leaflets that the association may think desirable for the promotion of its objects,
 - (b) deal with all matters directly required for the running of all the association procedures (such as for codes of behaviour, carnivals, and clinics),

- (c) deal with any other matter that arises, if it is impractical to refer that matter to a council meeting, and
- (d) direct a member if that member acts in a manner detrimental to the interests of the association.

23 President and vice presidents

- (1) Subject to this rule, the president shall chair at all general meetings, council meetings and management committee meetings.
- (2) In the event of the absence from a general meeting of-
 - (a) the president, a vice president; or
 - (b) the president and the vice presidents, a member elected by the other members present at the general meeting, must preside at the general meeting.
- (3) In the event of the absence from a council meeting of-
 - (a) the president, a vice president; or
 - (b) the president and the vice presidents, a council member elected by the other council members present at the council meeting, must preside at the council meeting.
- (4) In the event of the absence from a management committee meeting of-
 - (a) the president, a vice president; or
 - (b) the president and the vice presidents, a management committee member elected by the other management committee members present at the management committee meeting, must preside at the management committee meeting.

24 Secretary

- (1) The secretary must-
 - (a) coordinate the correspondence of the association;
 - (b) attend all meetings and keep full and correct minutes of the proceedings and resolutions voted on, of the council and of the association and ensure that any disclosure of interest made by any member is recorded in the minutes as required by Sections 42 and 43 of the act;
 - (c) comply on behalf of the association with-
 - (i) maintaining an up to date copy of the rules of the association;
 - (ii) in accord with rule 42 must make available those rules for the inspection by a member
 - (d) maintaining the records of the office bearers and or any trustees of the association;
 - (e) have custody of all books, documents, records and registers of the association, including those referred to in rule 24(1)(c)(i), other than those required by rules 25 or 26, and
 - (f) perform such other duties as are imposed by these rules or the management committee on the secretary.

25 Treasurer

- (1) The treasurer must-

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the association and must issue receipts for those moneys in the name of the association;
- (b) pay all moneys referred to in rule 25(1)(a) into such account or accounts of the association as the council may from time to time direct;
- (c) make payments from the funds of the association with the authority of a general meeting or of the council and in so doing ensure that all cheques or electronic payments are appropriately authorised by any two of five signatories, consisting of the president, vice presidents (2), secretary and treasurer, provided they are not related in any way .
- (d) comply on behalf of the association with sections 25 and 26 of the act with respect to the accounting records of the association by-
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the association and ensure the associations financial books are audited prior to presentation of the annual general meeting; and
 - (iv) submitting to members at each annual general meeting of the association accounts of the association showing the financial position of the association at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the council, submit to the council a report, balance sheet or financial statement in accordance with that direction;
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the association; and
- (g) perform such other duties as are imposed by these rules or the management committee on the treasurer.

26 Registrar

- (1) The registrar must-
 - (a) on behalf of the association comply with section 53 of the Act by keeping and maintaining
 - (i) a register of all members; and
 - (ii) record in the register any changes in membership, including deceased members, within 28 days
 - (b) keep and maintain the register of members at the registrar's place of residence, or at such other place as the members at a general meeting decide.
 - (c) perform such other duties as are imposed by these rules or the management committee on the registrar.

27 Casual vacancies in membership of management committee

- (1) A casual vacancy occurs in the office of a management committee member and that office becomes vacant if the management committee member -
 - (a) dies;
 - (b) resigns by notice in writing delivered to the president or, if the management committee member is the president, to a vice president and that resignation is accepted by resolution of the management committee;
 - (c) is convicted of an offence under the act or disqualified under rule 13 or rule 20;
 - (d) is permanently incapacitated by mental or physical ill-health;
 - (e) is absent from more than-
 - (i) three (3) consecutive management committee meetings; or
 - (ii) three (3) management committee meetings in the same financial year without tendering an apology to the person presiding at each of those management committee meetings; of which meetings the member received notice, and the management committee has resolved to declare the office vacant;
 - (f) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a management committee member.

28 Filling casual vacancies

- (1) The management committee may appoint a person who is eligible to fill a vacancy as per rule 19(10)(a).
- (2) If the position of secretary becomes vacant, the management committee must appoint an eligible person to fill the position within fourteen (14) days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 28(4), the management committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer management committee members than required for a quorum under rule 29(4), the management committee may act only for the purpose of;
 - (a) appointing management committee members under this rule; or
 - (b) convening a general meeting.

29 Proceedings of the management committee

- (1) The management committee must meet together for the dispatch of business not less than once in every two (2) calendar months and the president, or at least half the members of the management committee, may at any time convene a meeting of the management committee.
- (2) Notice of each management committee meeting must be given to each management committee member at least 24 hours before the time of the meeting and 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) The chairperson of a management committee meeting is determined as per rule 23(1).

- (4) At a management committee meeting seven (7) management committee members present in person constitute a quorum.
- (5) A question arising at management committee meeting must be decided by a majority of votes.
- (6) For urgent business the president shall seek the opinion of all available members of the management committee and shall act in such a manner as the majority of such members approve.
- (7) In the event of there being no majority, the president shall call a meeting of the management committee to decide the matter.

30 Proceedings of council

- (1) The council must meet together for the dispatch of business not less than once in every two (2) calendar months and the president, or at least half the members of the council, may at any time convene a meeting of the council.
- (2) Notice of each council meeting must be given to each council member at least 48 hours before the time of the meeting and 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) A question arising at a council meeting must be decided by a majority of votes.
- (4) The chairperson of a council meeting is determined as per rule 23(1).
- (5) At a council meeting twenty (20) council members present in person constitute a quorum.
- (6) Subject to these rules, the procedure and order of business to be followed at a council meeting shall be determined by the chairperson.
- (7) A member or other person who is not a council member may attend a council meeting if invited to do so by the management committee.
- (8) A person invited under rule 30(7) to attend a committee meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the council to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.
- (9) As required under sections 42 of the act, a council member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the council must-
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the council; and
 - (b) not take part in any deliberations or decision of the council with respect to that contract;
 - (c) otherwise comply in every respect with sections 42 and 43 of the act
- (10) Rule 30(9) does not apply with respect to a pecuniary interest that exists
 - (a) only by virtue of the fact that the member of the council is an employee of the association; or
 - (b) only by virtue of the fact that the member of the council is a member of a class of persons for whose benefit the association is established

- (11) The secretary must cause every disclosure made under rule 30(9)(a) by a member of the council to be recorded in the minutes of the meeting of the council at which it is made.
- (12) A poll may be demanded by the chairperson or by three or more of the persons present and entitled to vote and, if so demanded, must be taken in such manner as the chairperson directs.
- (13) At a council meeting-
 - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to rule 30(12); and
 - (b) a special resolution put to the vote will be decided in accordance with section 51 of the act on a show of hands; subject to rule 30(12)

31 General meetings

- (1) Annual General Meeting
 - (a) The committee must determine the date, time and place of the annual general meeting which must be within 4 months after the end of the association's financial year; or
 - (b) such longer period as may in a particular case be allowed by the commissioner under section 50 of the act.
 - (c) The secretary must give to all members not less than twenty-one (21) days' notice of an annual general meeting and that notice must specify
 - (i) when and where the annual general meeting is to be held;
 - (ii) the particulars and order in which business is to be transacted.
 - (d) The ordinary business of the annual general meeting is as follows;
 - (i) to confirm the minutes of the previous annual general meeting and of any special general meeting(s) held since then, if the minutes of that meeting have not yet been confirmed;
 - (ii) to receive and consider
 - (aa) the management committee's annual report on the association's activities during the preceding financial year; and
 - (ab) the financial statements of the association for the preceding financial year presented under section 68 of the act for a Tier 1 association; and
 - (ac) a copy of the review or auditor's report on the financial statements or financial report;
 - (iii) to elect the office holders of the association and other management committee members;
 - (iv) if applicable, to appoint or remove a reviewer or auditor of the association;
 - (v) any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.
- (2) Special General Meetings
 - (a) The president may at any time convene a special general meeting;
 - (b) The president must, within thirty (30) days of-

- (i) receiving a request in writing to do so from not less than 15% of members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the secretary receiving a notice under rule 13(4), convene a general meeting to deal with the appeal to which that notice relates.
 - (iii) receiving a notice under rule 5(4), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with.
- (c) The members requiring a special general meeting to be convened must-
- (i) make the requirement by written notice given to the secretary; and
 - (ii) state in the notice the business to be considered at the meeting; and
 - (iii) each sign that request.
- (d) The special general meeting must be convened within thirty (30) days after notice is given
- (e) If a special general meeting is not convened within thirty (30) day period, then;
- (i) members who made the request concerned may themselves convene a special general meeting; or
 - (ii) the member who gave the notice concerned may him or herself convene a special general meeting.
 - (iii) When a special general meeting is convened under rule 31(2)(e)(i) or 31(2)(e)(ii) the association must pay the reasonable expenses of convening and holding the special general meeting.
- (f) Subject to rule 31(2)(h), the secretary must give to all members not less than twenty one (21) days' notice of a special general meeting and that notice must specify -
- (i) when and where the general meeting concerned is to be held; and
 - (ii) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (g) A special resolution may be moved either at a special general meeting or at an annual general meeting, the secretary must give to all members not less than twenty-one (21) days' notice of the meeting and the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (h) The secretary must give a notice under rules 31(2)(g) and 31(2)(h) by-

- (i) serving it on a member personally; or
 - (ii) sending it by post to a member at the address of the member; or
 - (iii) sending electronically to a member as recorded in the register of members under rule 8.
- (i) When a notice is sent by post sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

32 Quorum and proceedings at general meetings

- (1) The chairperson of a general meeting is determined as per rule 23(1).
- (2) No business is to be conducted at a general meeting unless a quorum of at least twenty (20) persons that are to eligible vote are present.
- (3) If a quorum is not present within thirty (30) minutes after the time specified for the holding 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 stands adjourned to the same time on the same day in the following week and to the same venue, unless the chairperson specifies another place at the time of the adjournment or written notice is given to the members.
- (4) If within thirty (30) minutes of the time appointed by rule 32(3)(b) for the resumption of an adjourned general meeting a quorum is not present, the persons present and entitled to vote may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (5) The chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (6) No business may be conducted on the resumption of an adjourned general meeting other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (7) When a general meeting is adjourned for a period of thirty (30) days or more, the secretary must give notice under rule 31(2) of the adjourned general meeting as if that general meeting were a fresh general meeting.

33 Voting at a general meeting

- (1) At a general meeting-
 - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to rule 33(3); and
 - (b) a special resolution put to the vote will be decided in accordance with section 51 of the act as defined in rule 34(1), and, if a poll is demanded, in accordance with rules 33(4) and 33(5).
- (2) A declaration by the chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with rule 33(3).

- (3) At a general meeting, a poll may be demanded by the chairperson or by three or more of the persons present and entitled to vote and, if so demanded, must be taken in such manner as the chairperson directs.
- (4) If a poll is demanded and taken under rule 33(3) in respect of an ordinary resolution, a declaration by the chairperson of the result of the poll is evidence of the matter so declared.
- (5) A poll demanded under rule 33(3) must be taken immediately on that demand being made.

34 Special resolutions

- (1) In accord with Section 51 of the act a resolution is a special resolution if it is passed —
 - (a) at a general meeting of the association; and
 - (b) by the votes of not less than three-fourths of the members of the association who cast a vote at the meeting.
- (2) A person is taken to cast a vote at a general meeting as mentioned in rule 34(1) if the person has a right under the rules of the association, to vote on the resolution and —
 - (a) votes in person at the meeting;
- (3) Before the general meeting, written notice of —
 - (a) the proposed special resolution; and
 - (b) the time and place of the general meeting at which it is proposed to move the resolution,must be given, as required under the rule 31(2)(g), of the association, to each member of the association.
- (4) The notice must set out the wording of the proposed special resolution
- (5) If notice is not given in accordance with rule 34(3) the special resolution has no effect.

35 Minutes of meetings of association

- (1) In this rule the terms “meeting” and “meetings” refer to general meetings, council meetings, and management committee meetings.
- (2) The secretary must cause proper minutes of all proceedings of all meetings to be taken.
- (3) The president must ensure that the minutes taken of meeting under rule 33(1) are checked and confirmed as correct by the chairperson of the meeting to which those minutes relate or by the chairperson of the next meeting of the same kind, as the case requires.
- (4) When minutes have been recorded and confirmed as correct under this rule, they are, until the contrary is proved, evidence that-
 - (a) the meeting was duly convened and held; and
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

36 Finance

- (1) All funds received by the association shall be deposited into an account at such bank or recognised financial institution as the council may determine.
- (2) All accounts due and payable by the association shall be paid by cheque or by electronic means after having been passed for payment by a council meeting and when immediate payment is necessary, the account shall be paid and the action endorsed at the next council meeting.
- (3) The account referred to in rule 36(1) shall be operated by any two of five signatories, consisting of the president, vice presidents (2), secretary and treasurer, provided they are not related in any way.

37 Auditor

- (1) The annual general meeting shall elect or appoint an Auditor.
- (2) The auditor shall examine and audit all the books and accounts of the association annually, and have the power to call for all books, papers, accounts, receipts etc. of the association and report thereon to the members at the annual general meeting.

38 Patron

- (1) In addition to the management committee officers referred to in rule 19(1) the association may elect at the annual general meeting:
 - (a) a patron.
 - (b) one or more vice patrons.

39 Rules of association

- (1) The association may alter its rules, including its objects or purposes, only by special resolution, and by otherwise complying with the procedure set out in Part 3, Division 2, Sections 30 and 31 of the act.
- (2) Within one month of the passing of a special resolution altering its rules, or such further time as the commissioner may in a particular case allow (on written application by the association), the association must lodge with the commissioner the required documents.
- (3) The required documents are —
 - (a) a notice of the special resolution setting out particulars of the alterations; and
 - (b) a certificate in the approved form that the resolution was duly passed as a special resolution; and
 - (c) except where only the model rules will apply, a consolidated copy of the rules of the incorporated association, including all alterations to which the special resolution relates.
- (4) The certificate under rule 39(3)(b) must be signed by a member of the management committee;
- (5) An alteration of the rules of the association does not take effect until rule 39(2) is complied with;
- (6) An alteration of the rules of the association having effect to change the name of the association does not take effect until rules 39(2) and 39(3) are complied with and the approval of the commissioner is given to the change of name and a new certificate of incorporation issued.

- (7) These rules bind every member and the association to the same extent as if every member and the association had signed and sealed these rules and agreed to be bound by all their provisions.

40 By-laws of the association

- (1) The association may develop by-laws in addition to these rules as follows-
- (a) all by-laws must not override or contradict these rules;
 - (b) by-laws can only be approved, rescinded or altered by a duly passed resolution at a council or general meeting that was passed by a majority of not less than three-fourths of the members present and entitled to vote;
 - (c) an alteration of the by-laws of the association does not take effect until rule 40(1)(b) is complied with.

41 Execution of documents

- (1) The association may execute a binding document without using a common seal if the document is signed by the president or vice president together with the secretary or treasurer, provided they are not related in any way.

42 Inspection of records of the association

- (1) A member who wants to inspect —
- (a) the register of members under section 54(1) of the act; or
 - (b) the record of the names and addresses of management committee members, and other persons authorised to act on behalf of the association, under section 58(3) of the act; or
 - (c) any other record or document of the association;
- must contact the secretary, giving seven (7) days' notice in writing, to make the necessary arrangements for the inspection.
- (2) Subject to the requirement of rule 9(2) the inspection will be free of charge.
- (3) If the member wants to inspect a document that records the minutes of a management committee or council meeting, the right to inspect that document is subject to any decision the management committee has made about minutes of management committee meetings generally, or the minutes of a specific management committee meeting, being available for inspection by members.
- (4) The member may make a copy of or take an extract from a record or document referred to in rule 42(1) but does not have a right to remove the record or document for that purpose.
- (5) The member must not use or disclose information in a record or document referred to in rule 42(1) except for a purpose —
- (a) that is directly connected with the affairs of the association; or
 - (b) that is related to complying with a requirement of the act.

43 Distribution of surplus property on winding up of association

- (1) If on winding up of the association, any property of the association remains, after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of that winding up, that property shall be;

- (a) given or transferred to another association incorporated under the act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members; or
 - (b) an organisation that holds a current licence under the Charitable Collections Act 1946.
- (2) No property is to be paid to or distributed among the management committee members, or former management committee members.