



City Beach Basketball Club Inc.

Rules of the Club

CITY BEACH BASKETBALL CLUB INC.

RULES OF THE CLUB

Name of the Club

1 The name of the Club is City Beach Basketball Club Inc.

Definitions

2 In these rules, unless the contrary intention appears:

- (a) "annual general meeting" or "AGM" is the meeting convened under paragraph (b) of rule 17 (1);
- (b) "books", of the Club, includes the following:
 - (i) a register;
 - (ii) financial records, financial statements or financial reports, however compiled, recorded or stored;
 - (iii) a document;
 - (iv) any other record of information;
- (c) "Committee meeting" means a meeting referred to in rule 16;
- (d) "Committee member" means person referred to in paragraph (a), (b), (c), (d), (e) or (f) of rule 10 (1);
- (e) "Constitution" means:
 - (i) these rules;
 - (ii) any by-laws made in accordance with these rules; andin each case as amended from time to time;
- (f) "convene" means to call together for a formal meeting;
- (g) "department" means the government department with responsibility for administering the *Associations Incorporation Act 2015*;
- (h) "financial records" include:
 - (i) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
 - (ii) documents of prime entry; and
 - (iii) working papers and other documents needed to explain:
 - (A) the methods by which financial statements are prepared; and
 - (B) adjustments to be made in preparing financial statements;
- (i) "Financial Report", of a Tier 2 association or a Tier 3 association, has the meaning given in section 63 of the Act;
- (j) "Financial Statements" means the financial statements in relation to the Club required under Part 5 Division 3 of the Act;

- (k) "financial year" means a period not exceeding 15 months fixed by the Committee, being each period commencing 1 October and ending on 30 September in the following year;
- (l) "general meeting" means a meeting to which all members are invited;
- (m) "member" means member of the Club;
- (n) "ordinary resolution" means resolution other than a special resolution;
- (o) "poll" means voting conducted in written form (as opposed to a show of hands);
- (p) "special general meeting" means a general meeting other than the annual general meeting;
- (q) "special resolution" has the meaning given by section 51 of the Act, that is, a resolution passed at a general meeting of an incorporated association; by the votes of not less than three-fourths of the members of the association who cast a vote at the meeting.
- (r) "Tier 1 association" means an incorporated association to which section 64(1) of the Act applies;
- (s) "Tier 2 association" means an incorporated association to which section 64(2) of the Act applies;
- (t) "Tier 3 association" means an incorporated association to which section 64(3) of the Act applies;
- (u) "the Act" means the *Associations Incorporation Act 2015*;
- (v) "the Club" means the club referred to in rule 1;
- (w) "the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;
- (x) "the Committee" means the Committee of Management of the Club referred to in rule 10 (1);
- (y) "the President" means the president referred to in paragraph (a) of rule 10 (1);
- (z) "the Property Officer" means the property officer referred to in paragraph (e) of rule 10 (1);
- (aa) "the Secretary" means the secretary referred to in paragraph (c) of rule 10 (1);
- (bb) "the Treasurer" means the treasurer referred to in paragraph (d) of rule 10 (1);
- (cc) "the Vice-President" means the vice-president referred to in paragraph (b) of rule 10 (1).

Objects of the Club and Not for Profit Status

- 3** (1) The objects of the Club are:
- (a) to encourage, manage and promote the playing of basketball;
 - (b) to provide facilities for the playing of basketball and for associated social and recreational purposes;
 - (c) to provide coaching and instruction in basketball;
 - (d) to obtain sponsorship for basketball other than from the promotion of liquor and cigarettes; and
 - (e) to act either alone, or with other individuals or bodies, in the interests of sport generally.
- (2) 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.

Powers of the Club and Control of Funds

- 4** (1) The powers conferred on the Club are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Club 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 Club;
 - (d) borrow money upon such terms and conditions as the Club thinks fit;
 - (e) give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
 - (f) appoint agents to transact any business of the Club on its behalf;
 - (g) enter into any other contract it considers necessary or desirable;
 - (h) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Club;
 - (i) make gifts and donations and give prizes;
 - (j) amalgamate, affiliate or associate with any other basketball club or sporting association;
 - (k) employ hire or engage managers, clerks, secretaries, coaches or other persons; and

- (1) do all such things as are incidental or conducive to the objects of the Club.

- (2) 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.

- (3) Subject to any restrictions imposed at a general meeting, the Committee may approve expenditure on behalf of the Club.

- (4) The Committee may authorise the Treasurer, or another person authorised by the Committee, 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.

- (5) All cheques, bills of exchange, promissory notes and other negotiable instruments of the Club must be signed by:
 - (a) two Committee members; or
 - (b) one Committee member and a person authorised by the Committee;

- (6) All funds of the Club must be deposited into the Club's account within 7 days after their receipt.

- (7) A payment may be made to a member out of the funds of the Club only if it is authorised under rule 4(8).

- (8) A payment to a member out of the funds of the Club is authorised if it is:
 - (a) 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
 - (b) 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
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Club; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

- (9) A Committee member (or sub-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:
 - (a) in attending a Committee meeting (or sub-committee meeting);
or

- (b) in attending a general meeting; or
- (c) otherwise in connection with the Club's business.

(10) A payment other than those provided for in rules 4(8) and 4(9) may be made to a Committee member out of the funds of the Club only if the payment has been approved by a resolution of members at a general meeting.

Qualifications for membership of the Club

- 5**
- (1) Membership of the Club is open to any person subscribing to the objects of the Club.
 - (2) The Club will provide for the following categories of membership:
 - (a) registered playing members;
 - (b) ordinary members;
 - (c) life members;
 - (d) associate members; and
 - (e) honorary members.
 - (3) Registered playing membership is open to any person wishing to play basketball within the age groups catered for by the Club.
 - (4) Ordinary membership is open to all active supporters of the Club, including registered playing members who are over the age of 18 years.
 - (5) An ordinary member or past ordinary member who has rendered notable service to the Club may on recommendation by the Committee to members at the annual general meeting, be elected a life member of the Club by a special resolution. A maximum of two life members may be given in any one financial year.
 - (6) Associate membership is open to supporters of the Club over the age of 18 years who do not belong to another category of membership.
 - (7) The Committee shall have power to admit a person to honorary membership, on a temporary basis. An honorary member shall be entitled to such rights and privileges as the Committee determines.
 - (8) A person who wishes to become a registered playing member, an ordinary member or an associate member of the Club must apply for membership in writing in such form as the Committee from time to time directs.

- (9) The Committee may accept or reject an application.
 - (a) If an application is accepted, membership of the Club shall commence upon:
 - (i) acceptance of the application by the Committee; and
 - (ii) payment of any applicable membership fees.
 - (b) If an application is rejected the Committee is not required to give the reasons for the rejection of the membership application.

- (10) Members shall:
 - (a) renew their membership with the Club annually in accordance with the procedures applicable from time to time;
 - (b) pay the annual membership fees determined by the Committee; and
 - (c) pay any arrears (by way of agreement to a payment plan or otherwise) in accordance with the procedures applicable from time to time.

Register of members of the Club

- 6** (1) The Secretary, or another person authorised by the Committee, on behalf of the Club, must comply with section 53 of the Act by keeping and maintaining in an up to date condition a register of the members of the Club and their e-mail, postal or residential addresses.
- (2) Any change in membership of the Club must be recorded in the register of members within 28 days of the change occurring.
- (3) The register of members will be made available for inspection by members upon request.
- (4) A member may copy, or take an extract from, the register of members but is not entitled to remove the register for that purpose.
- (5) The Committee may require a member who requests a copy of the register of members to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Club.
- (6) The Club may charge a reasonable fee to the member for providing a copy of the register, the amount to be determined by the Committee from time to time.

Subscriptions of members of the Club

- 7** (1) The Committee shall from time to time determine the entrance fee (if any), the annual membership fee (if any) and any other subscriptions, fees, levies, charges and other amounts to be paid for membership of the Club.

- (2) The fees determined under sub-rule (1) (“membership fees”) may be different for different categories of membership.
- (3) A member must pay the membership fees to the Treasurer, or another person authorised to accept payments, by the date (“due date”) determined by the Committee.
- (4) Any member who has not paid the membership fees by the due date will have all rights under this Constitution immediately suspended from the due date until such time as the monies are fully paid, unless the Committee decides otherwise.
- (5) If a member has not paid the membership fees within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- (6) If a member who has ceased to be a member under sub-rule (5) offers to pay the membership fees after the period referred to in the sub-rule has expired, the Committee may at its discretion:
- (a) accept the payment; and
 - (b) if the payment is accepted, the person’s membership is reinstated from the date the payment is accepted.

When Membership Ceases

- 8** (1) A person ceases to be a member of the Club when any of the following takes place:
- (a) for a member who is an individual, the individual dies;
 - (b) for a member who is a body corporate, the body corporate is wound up;
 - (c) the person resigns from the Club under sub-rule (2);
 - (d) the person is expelled from the Club under rule 9;
 - (e) the person ceases to be a member under rule 7(5);
 - (f) the person does not apply to renew their membership as required under rule 5(10).
- (2) A member may resign from membership of the Club by giving written notice of the resignation to the Secretary or another Committee member.
- The resignation takes effect:
- (a) when the Secretary receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Club remains liable for any membership fees that are owed to the Club (‘owed amount’) at the time of resignation.

(4) The owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

Suspension or expulsion of members of Club

9 (1) The Committee may decide to suspend a member's membership or to expel a member from the Club if:

- (a) the member contravenes these rules or the by-laws, policies or procedures of the Club; or
- (b) the member acts detrimentally to the interests of the Club or the sport of basketball.

(2) The Secretary must give the member written notice of the proposed suspension or expulsion at least 14 days before the Committee meeting at which the proposal is to be considered by the Committee.

(3) The notice given to the member must state:

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

(4) At the Committee meeting the Committee must:

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

(5) A decision of the Committee to suspend the member's membership or to expel the member from the Club takes immediate effect.

(6) 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.

- (7) During the period a member's membership is suspended, the member:
- (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Club.

(8) A member whose membership is suspended or who is expelled from the Club may, within 14 days after receiving notice of the Committee's decision under sub-rule (6), give written notice to the Secretary requesting the appointment of a mediator under rule 28.

(9) If notice is given under sub-rule (8), the member who gives the notice and the Committee are the parties to the mediation.

Committee of Management

10 (1) Subject to sub-rule (9), the affairs of the Club will be managed exclusively by the Committee consisting of:

- (a) a President;
- (b) a Vice-President;
- (c) a Secretary;
- (d) a Treasurer;
- (e) a Property Officer; and
- (f) at least one other person,

all of whom must be ordinary members of the Club.

(2) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule (8).

(3) Subject to sub-rule (8), a Committee member's term will be from his or her election at an annual general meeting until the election referred to in sub-rule (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 Committee.

(4) Except for nominees under sub-rule (7), a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by:

- (a) the nominator; and
- (b) the nominee to signify his or her willingness to stand for election,

to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.

- (5) A person who is eligible for election or re-election under this rule may-
- (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.

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

- (a) the Secretary must report accordingly to; and
- (b) the President must declare those persons to be duly elected as members of the Committee at,

the annual general meeting concerned.

(7) If vacancies remain on the Committee after the declaration under sub-rule (6), additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the President must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

(8) If a vacancy remains on the Committee after the application of sub-rule (7), or when a casual vacancy within the meaning of rule 15 occurs in the membership of the Committee:

- (a) the Committee may appoint a member to fill that vacancy; and
- (b) a member appointed under this sub-rule will:
 - (i) hold office until the election referred to in sub-rule (2); and
 - (ii) be eligible for election to membership of the Committee,

at the next following annual general meeting.

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

- (a) the power of delegation; and
- (b) a function which is a duty imposed on the Committee by the Act or any other law.

(10) Any delegation under sub-rule (9) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.

(11) The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (9).

(12) Subject to the Act, these rules, the By-Laws (if any) and any resolution passed at a general meeting, the Committee has the power to do all things necessary or convenient to be done for the proper management of the Club.

(13) The actions of a Committee or sub-committee, or of a Committee member or member of a sub-committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Committee member or member of a sub-committee.

President and Vice-President

11 (1) Subject to this rule, the President must:

- (a) preside at all general meetings and Committee meetings;
- (b) be an ex-officio member of all sub-committees;
- (c) rule on all points of order at all meetings of the Club and the Committee and such rulings shall be final; and
- (d) in circumstances where immediate action is required in any matter affecting the Club and it is in the President's opinion impracticable to refer the matter to a Committee meeting, seek the advice of so many members of the Committee as may be practicable and shall act in such manner as the majority of such members approve.

(2) The Vice-President shall carry out the duties of the President in the absence of that officer.

(3) In the event of the absence from a general meeting of:

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

must preside at the general meeting.

(4) In the event of the absence from a Committee meeting of:

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

must preside at the Committee meeting.

Secretary

12 The Secretary has the following duties:

- (a) dealing with the Club's correspondence;
- (b) consulting with the President regarding the business to be conducted at each Committee meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the 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;
- (e) maintaining on behalf of the Club an up-to-date copy of this Constitution, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the Committee to do so, maintaining on behalf of the Club a record of Committee members and other persons authorised to act on behalf of the Club, as required under section 58(2) of the Act;
- (g) 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;
- (h) maintaining full and accurate minutes of Committee meetings and general meetings; and
- (i) carrying out any other duty given to the Secretary under this Constitution or by the Committee.

Treasurer

13 The Treasurer has the following duties:

- (a) ensuring that any amounts payable to the Club are collected and a receipt issued for those amounts in the Club's name;
- (b) ensuring that any amounts paid to the Club are credited to the appropriate account of the Club, as directed by the Committee;
- (c) ensuring that any payments to be made by the Club that have been authorised by the Committee or at a general meeting are made on time;
- (d) ensuring that the Club complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Club's financial records, Financial Statements and Financial Reports, as applicable to the Club;
- (f) if the Club is a Tier 1 association, coordinating the preparation of the Club's Financial Statements before their submission to the Club's AGM;
- (g) if the Club is a Tier 2 association or Tier 3 association, coordinating the preparation of the Club's Financial Report before its submission to the Club's AGM;
- (h) 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; and

- (i) carrying out any other duty given to the Treasurer under this Constitution or by the Committee.

The Property Officer

14 The Property Officer must:

- (a) be responsible for the care, maintenance and safekeeping of all uniforms and other equipment and property belonging to the Club and shall report regularly to the Committee on the condition and need for replacement of such property; and
- (b) where applicable, arrange the sale of uniforms and equipment to members.

Casual vacancies in membership of Committee

15 (1) A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President and that resignation is accepted by resolution of the Committee;
- (c) becomes ineligible to accept an appointment or act as a Committee member under section 39 of the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than 3 consecutive Committee meetings, without tendering an apology to the person presiding at each of those Committee meetings, of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- (f) ceases to be a member of the Club; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

Proceedings of Committee

16 (1) The Committee must meet together for the dispatch of business not less than three times in each year and the President, or at least 2 members of the Committee, may at any time convene a meeting of the Committee.

(2) Committee meetings may be called or held using any technology consented to by all the Committee members. The consent may be a standing one. A Committee member may only withdraw their consent within a reasonable period before the meeting.

(3) Each Committee member has a deliberative vote.

(4) A question arising at a Committee meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the

Committee meeting will have a casting vote in addition to his or her deliberative vote.

(5) At a Committee meeting 4 Committee members, one of whom must be the President, Vice-President or Secretary, constitute a quorum.

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

(7) As required under section 42 of the Act, a Committee member who has a material personal interest in a matter being considered at a Committee meeting must:

- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
- (b) disclose the nature and extent of his or her interest at the next general meeting of the Club.

(8) Sub-rule (7)(a) does not apply in respect of a material personal interest:

- (a) that exists only because the Committee member:
 - (i) is an employee of the Club; or
 - (ii) is a member of the class of persons for whose benefit the Club is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of the Club.

(9) As required by section 43 of the Act a Committee member who has a material personal interest in a matter being considered at a Committee meeting must not be present while the matter is being considered at a Committee meeting or vote on the matter.

(10) As required by section 42(6) of the Act, the Club must record every disclosure made under sub-rule (7)(a) by a member of the Committee in the minutes of the meeting of the Committee at which it is made.

General meetings

- 17** (1) The Committee:
- (a) may at any time convene a special general meeting;
 - (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 50 of the Act, that is, in every calendar year within 6 months after the end of the Club's financial year or such longer period as may in a particular case be allowed by the Commissioner; and

(c) must, within 28 days of receiving a request in writing to do so from not less than 20% of members, convene a special general meeting for the purpose specified in that request.

(2) The members making a request referred to in sub-rule (1)(c) must:

- (a) state in that request the purpose for which the special general meeting concerned is required; and
- (b) sign that request.

(3) If a special general meeting is not convened within the relevant period of 28 days referred to in sub-rule (1)(c), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee.

(4) When a special general meeting is convened under sub-rule (3) the Club must pay the reasonable expenses of convening and holding the special general meeting.

(5) Subject to sub-rule (7), the Secretary must give to all members not less than 10 days notice of a special general meeting and that notice must specify:

- (a) when and where the general meeting concerned is to be held; and
- (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

(6) Subject to sub-rule (7), the Secretary must give to all members not less than 10 days notice of an annual general meeting and that notice must specify:

- (a) when and where the annual general meeting is to be held;
- (b) the particulars and order in which business is to be transacted, as follows:
 - (i) first, confirmation of minutes of the preceding annual general meeting and matters arising therefrom;
 - (ii) second, the consideration of the audited accounts and reports of the Committee;
 - (iii) third, the election of Committee members to replace outgoing Committee members; and
 - (iv) fourth, any other business requiring consideration by the Club at the general meeting.

(7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 10 days notice of the meeting at which a special

resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

- (8) The Secretary must give a notice under sub-rule (5), (6) or (7) by-
- (a) serving it on a member personally;
 - (b) sending it by e-mail to a member at the e-mail address of the member appearing in the register of members kept and maintained under rule 6; or
 - (c) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6.

(9) When a notice is sent by post under sub-rule (8)(c), 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.

(10) Notice of every general meeting will be given in any manner authorised by this Constitution to:

- (a) every member, except those who have not supplied to the Secretary an address for the giving of notices to them;
- (b) the Committee members;
- (c) the auditor for the time being of the Club; and
- (d) Life Members whose address is known to the Secretary.

No other person is entitled to receive notices of general meetings.

(11) Notice in writing of all motions for consideration at a general meeting (not being a special general meeting) must be received by the Secretary at least 14 days prior to the date of the meeting.

(12) Any notices of motion received under sub-rule (11) shall be placed on the agenda for the relevant meeting and a copy will be communicated to each member and Committee member at least 10 days prior to the general meeting concerned using any technology that gives the members as a whole a reasonable opportunity to consider the motion in advance of the meeting.

Quorum and proceedings at general meetings

18 (1) At a general meeting 10 members present in person constitute a quorum.

(2) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:

- (a) in the case of a special general meeting, the meeting lapses; or
- (b) in the case of the AGM, the meeting is adjourned to:
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the President 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.

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

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

(5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

(6) When a general meeting is adjourned for a period of more than 14 days, the Secretary must give notice under rule 17 of the adjourned general meeting as if that general meeting were a fresh general meeting.

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

(8) A member who participates in a general meeting as allowed under sub-rule (7) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

(9) 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 sub-rule (11); and
- (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (11) and (13).

(10) A declaration by the President 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 sub-rule (11).

(11) At a general meeting, a poll may be demanded by the President or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the President directs.

(12) If a poll is demanded and taken under sub-rule (11) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.

(13) A poll demanded under sub-rule (11) must be taken immediately on that demand being made.

Minutes of meetings of Club

19 (1) The Secretary, or a person authorised by the Committee from time to time, must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.

(2) The President must ensure that the minutes taken of a general meeting or Committee meeting under sub-rule (1) are checked and signed as correct by the presiding member of the general meeting or Committee meeting to which those minutes relate or by the presiding member of the next succeeding general meeting or Committee meeting, as the case requires.

(3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-

- (a) the general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
- (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

Voting rights of members of Club

20 (1) Subject to these rules, each ordinary member and life member voting in person or by proxy at a general meeting is entitled to a deliberative vote. Registered playing members, associate members and honorary members do not have voting rights.

(2) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.

(3) An appointment made under sub-rule (2) must be made by a resolution of the board or other governing body of the body corporate concerned-

- (a) which resolution is authenticated under the common seal of that body corporate; and
- (b) a copy of which resolution is lodged with the Secretary.

(4) A person appointed under sub-rule (2) to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

Proxies of members of Club

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

Rules of the Club

22 (1) The Club may only alter or rescind these rules, or make rules additional to these rules, by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

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

Executing of documents and common seal of Club

23 (1) The Club may execute a document without using a common seal if the document is signed by:

- (a) two Committee members; or
- (b) one Committee member and a person authorised by the Committee.

(2) If the Club has a common seal:

- (a) the name of the Club must appear in legible characters on the common seal; and
- (b) a document may only be sealed with the common seal by the authority of the Committee and in the presence of:
 - (i) two Committee members; or
 - (ii) one Committee member and a person authorised by the Committee,

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

(3) The Secretary must make a written record of each use of the common seal.

(4) The common seal must be kept in the custody of the Secretary or another Committee member authorised by the Committee.

Auditor

24 (1) An auditor shall be appointed by the Committee to audit the Club's accounts if so required by a resolution of members at a general meeting.

(2) The appointed auditor shall not be a Committee member.

(3) The auditor's duties will be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted principles, or any other code of conduct.

(4) The auditor may attend the annual general meeting and take part in discussions.

Club's Colours and Logo

25 (1) The Club's colours shall be red, black and white.

(2) The official logo of the Club shall be a seagull in flight enclosed in whole or in part within a circle.

Custody and Inspection of records, etc. of the Club

26 (1) Subject to rule 26(2) the books and any securities of the Club must be kept in the custody of the Secretary or under the Secretary's control.

(2) The financial records and, as applicable, the Financial Statements or Financial Reports of the Club must be kept in the custody of the Treasurer or under the Treasurer's control.

(3) Rules 26(1) and 26(2) have effect except as otherwise decided by the Committee.

(4) The books of the Club must be retained for at least 7 years.

(5) A member may at any reasonable time inspect without charge the books, documents, records and securities of the Club.

(6) The member must contact the Secretary to make the necessary arrangements for the inspection.

(7) If the member wants to inspect a document that records the minutes of a Committee meeting, the right to inspect that document is subject to any decision the Committee has made about minutes of Committee meetings generally, or the minutes of a specific Committee meeting, being available for inspection by members.

(8) The member must not use or disclose information in a record or document referred to in sub-rule (1) except for a purpose that is:

- (a) directly connected with the affairs of the Club; or
- (b) related to complying with a requirement of the Act.

Disputes

27 (1) The grievance procedure set out in this rule applies to disputes under these rules between:

- (a) a member and another member; or
- (b) a member and the Club.

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(3) If the parties are unable to resolve the dispute between themselves within the time required by sub-rule (2), 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.

(4) Within 28 days after the Secretary is given the notice, a Committee meeting must be convened to consider and determine the dispute.

(5) 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.

(6) The notice given to each party to the dispute must state:

- (a) when and where the 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 Committee about the dispute.

(7) If:

- (a) the dispute is between one or more members and the Club; and

- (b) any party to the dispute gives written notice to the Secretary stating that the party:
 - (i) does not agree to the dispute being determined by the Committee; and
 - (ii) requests the appointment of a mediator under 28.

the Committee must not determine the dispute.

(8) At the 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 Committee about the dispute; and
- (b) give due consideration to any submissions so made; and
- (c) determine the dispute.

(9) 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.

(10) A party to the dispute may, within 14 days after receiving notice of the Committee's determination under sub-rule (9), give written notice to the Secretary requesting the appointment of a mediator under rule 28.

(11) If notice is given under sub-rule (10), each party to the dispute is a party to the mediation.

Mediation

28 (1) This rule applies if written notice has been given to the Secretary requesting the appointment of a mediator:

- (a) by a member under rule 9(8); or
- (b) by a party to a dispute under rule 27,

in which case a mediator must be chosen or appointed under rule 28(2).

(2) The mediator must be a person chosen:

- (a) if the appointment of a mediator was requested by a member under rule 9(8), by agreement between the member and the Committee; or
- (b) if the appointment of a mediator was requested by a party to a dispute under rule 27, by agreement between the parties to the dispute.

- (3) If there is no agreement for the purposes of sub-rule (2)(a) or (b) then, subject to sub-rules (4) and (5), the Committee must appoint the mediator.
- (4) The person appointed as mediator by the 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 under rule 9(8); or
 - (b) a party to a dispute under rule 27(10).
- (5) A member or former member of the Club can be a mediator 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.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (9) The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (10) The mediator must not determine the dispute.
- (11) 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.
- (12) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

(13) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Distribution of surplus property on winding up of Club

- 29** (1) In this rule 29 “surplus property”, in relation to the Club, means property remaining after satisfaction of:
- (a) the debts and liabilities of the Club; and
 - (b) 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.
- (2) On the cancellation of the incorporation or the winding up of the Club, its surplus property must not be paid to or distributed among the members or former members but must be distributed to another association which:
- (a) is incorporated under the Act; and
 - (b) has similar objects to the Club; and
 - (c) is not carried out for the purposes of profit or gain to its individual members; and
 - (d) otherwise satisfies any requirements of the Act; and
 - (e) has been determined by resolution of the members of the Club.

APPOINTMENT OF CORPORATE MEMBER REPRESENTATIVE

.....
(Insert name of CORPORATE MEMBER of incorporated association)

advises that, on, it
RESOLVED that

(A) *(Insert date of meeting)*

..... *(Insert name of REPRESENTATIVE of the above corporate member)*

represent it at:

(Tick only ONE of the following)

the general meeting/s on

.....
(Insert relevant date/s)

OR

all general meetings

of,
(Insert name of INCORPORATED ASSOCIATION)

WITNESSED/AUTHORISED BY:

(if required under the CORPORATE MEMBER'S rules)

SIGNATURE:

NAME:

POSITION:

DATE:

SIGNATURE:

NAME:

POSITION:

DATE:
common seal)

(Insert CORPORATE MEMBER'S

The corporate member acknowledges that according to rule 20(4) of the Club a person appointed to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

APPOINTMENT OF PROXY

I,
.....

(Insert MEMBER’S name)

of.....
(Insert MEMBER’S address)

being a member
of.....

(Insert name of INCORPORATED ASSOCIATION)

APPOINT

.....

(Insert PROXY’S name)

who also is a member of the Club, as my proxy.

My proxy is authorised to vote on my behalf: *(Tick only **ONE** of the following)*

at the general meeting/s (and any adjournments of the meeting/s) on
.....
(Insert relevant date/s)

OR

¹ in relation to the following resolutions and/or nominations

In favour:

Against:

.....
.....
.....
.....

(Insert resolution Nos, brief description or description or nominees’ name/s)

Signature:.....

Date:.....

(of Member appointing Proxy)

NOTICE OF GENERAL MEETING TO ALTER THE RULES (CONSTITUTION)

(Insert name of INCORPORATED ASSOCIATION)

is convening a general meeting at which the following resolution/s will be proposed as special resolutions to alter the rules of the club.

The meeting will be held at _____ a.m./p.m. on _____
the _____ 20_____.

The meeting will take place
at _____

SPECIAL RESOLUTION/S:

Currently rule.....states:
It is proposed to alter this rule so that it states as follows:
Currently rule.....states:
It is proposed to alter this rule so that it states as follows:

OR

A list of alterations to the rules which will be proposed as special resolutions at the meeting is attached.

INFORMATION for MEMBERS

Rule 21 allows for proxy votes. A proxy form is enclosed for you to nominate another member to vote on your behalf if you cannot attend the meeting.

Alterations to the rules can only be made if supported by 75% of members voting at the meeting or by proxy.

Alterations to the rules only take effect when lodged with the Department of Mines, Industry Regulation and Safety.