

DARTS WESTERN AUSTRALIA INCORPORATED

CONSTITUTION



As accepted December
2018.

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PART 1 - PRELIMINARY

1. Terms Used

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

Board of Management means the management Board of the Council;

Board of Management meeting means a meeting of the Board of Management;

Board of Management member means a member of the Board of Management;

books, of the Council, includes the following —

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

by laws means by-laws made by the Council under rule 56;

chairperson means the Board of Management member holding office as the chairperson of the Council; the President.

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

Council means the incorporated association to which these rules apply; i.e. Darts Western Australia Inc.

Delegate(s) means the person appointed by an affiliated association to represent the association at a general meeting, who may also have a proxy appointed;

financial records includes —

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

financial report, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

financial statements means the financial statements in relation to the Council required under Part 5 Division 3 of the Act;

financial year, of the Council, has the meaning given in rule 2;

general meeting, of the Council, means a meeting of the Council that all members are entitled to receive notice of and to attend;

member means a person who is an ordinary or life member or an affiliated association of the Council;

office holder means a member of the Board of Management elected under rule 33 and shall be a member of the executive Board of Management;

ordinary member means a member of an affiliated association;

register of members means the register of members referred to in section 53 of the Act;

rules means these rules of the Council, as in force for the time being;

secretary means the Board of Management member holding office as the secretary of the Council;

special general meeting means a general meeting of the Council other than the annual general meeting;

special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

subcommittee means a subcommittee appointed by the Board of Management under rule 42(1)(a);

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

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

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

treasurer means the Board of Management member holding office as the treasurer of the Council.

1. NAME

The name of the Council is Darts Western Australia Incorporated herein after called the Council

2. HEADQUARTERS

The headquarters of the Council shall be in such a place in the State of Western Australia, as the Board of Management shall from time to time determine.

3. OBJECTS

The Council is formed for the following purposes.

3.01 To foster and encourage the Sport of Darts in Western Australia and to control and improve the game as a Sport

3.02 To maintain an efficient administration at State level and between Affiliated Associations and their members

3.03 The control and management of the Sport of Darts as played by members of the Council

3.04 To establish a code of rules to govern the different games played on dart boards organised by the Council.

3.05 To arrange and carry out tournaments and Championships in conjunction with such games.

3.06 To participate in National and International competition and sustain a position as one of the highest ranking Darts States in the Nation

3.07 The Identification and development of programs for coaches, Officials and players.

3.08 To build and maintain a strong profile in the community as a popular and successful Sport.

3.09 To be non political at all times

3.10 To promote and foster the powers of equity and social justice within the Western Australia Dart Community

3.11 To ensure that all competitions conducted under the auspices of the Council are drug free.

3.12 To carry out all that are incidental and/or conducive to attaining the above objectives.

3.13 To be a not for profit organisation

2. Financial Year

(1) The first financial year of the Council is to be the period notified to the Commissioner under section 7(4)(e) or, if relevant, section 29(5)(e) of the Act.

(2) Each subsequent financial year of the Council is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination

3 Not-for-profit body

- (1) The property and income of the Council must be applied solely towards the promotion of the objects or purposes of the Council and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Council only if it is authorised under sub-rule (3).
- (3) A payment to a member out of the funds of the Council is authorised if it is —
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Council, or for goods supplied to the Council, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Council 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 Council; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Council.

PART 3 — MEMBERS

Division 1 — Membership

4 Classes of membership

- (1) The Council consists of ordinary members, life members and affiliated associations, whose definition and establishment are detailed in the by-laws or provided for under sub-rule (2).
- (2) The Council may have any class of membership approved by resolution at a general meeting, including junior membership, senior membership, honorary membership and life membership.
- (3) Affiliated associations, through its appointed delegate, and life members have full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the Board of Management.

5 Applying for membership

- (1) The by-laws of the Council set down the requirements for any new association to apply for membership.
- (2) Ordinary members shall be members of affiliated associations and registered as financial members of Darts Western Australia Inc.

6 Becoming a member

An applicant for membership of the Council becomes a member when —

- (a) the Board of Management accepts the application; and
- (b) the applicant pays any membership fees payable to the Council under its by-laws.

7 When membership ceases

- (1) A member ceases to be a member when any of the following takes place —
 - (a) for a member who is an individual, the individual dies;
 - (b) the member resigns from the Council under rule 8;

- (c) the member is expelled from the Council under rule 13;
- (2) The secretary must keep a record, for at least one year after a member ceases to be a member, of —
 - (a) the date on which the member ceased to be a member; and
 - (b) the reason why the member ceased to be a member.

8 Resignation

- (1) A member may resign from membership of the Council by giving written notice of the resignation to the secretary.
- (2) 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 Council remains liable for any fees that are owed to the Council (the **owed amount**) at the time of resignation.
- (4) The owed amount may be recovered by the Council in a court of competent jurisdiction as a debt due to the Council.

9 Rights not transferable

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

Division 2 — Membership fees

10 Membership fees

- (1) The Board of Management must determine the annual membership fee (if any) to be paid for membership of the Council.
- (2) The fees determined under sub-rule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to their Association treasurer, who shall within 28 days, forward that fee to DWA to confirm the membership.
- (4) If a member has not paid the annual membership fee within the period of 3 months after the due date as determined by the Board of Management, the member ceases to be a member on the expiry of that period.
- (5) If a member who has ceased to be a member under sub-rule (4) offers to pay the annual membership fee after the period referred to in that sub-rule has expired —
 - (a) the Board of Management may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

Division 3 — Register of members

11 Register of members

- (1) The secretary, or another person authorised by the Board of Management, is responsible for the requirements imposed on the Council under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Council.

- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at a place determined by the Board of Management.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If —
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Board of Management may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Council.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

12 Term used: member

In this Part —

member, in relation to a member who is expelled from the Council, includes former member.

Division 2 — Disciplinary action

13 Suspension or expulsion

- (1) The Board of Management may decide to suspend a member's membership or to expel a member from the Council if —
 - (a) the member contravenes any of these rules; or
 - (b) the member acts detrimentally to the interests of the Council.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board of Management meeting at which the proposal is to be considered by the Board of Management.
- (3) The notice given to the member must state —
 - (a) when and where the Board of Management 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 Board of Management about the proposed suspension or expulsion;
- (4) At the Board of Management meeting, the Board of Management must —
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board of Management 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 Council.

- (5) A decision of the Board of Management to suspend the member's membership or to expel the member from the Council takes immediate effect.
- (6) The Board of Management must give the member written notice of the Board of Management's decision, and the reasons for the decision, within 7 days after the Board of Management meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Council may, within 14 days after receiving notice of the Board of Management's decision under sub-rule (6), give written notice to the secretary requesting the appointment of a mediator under rule 23.
- (8) If notice is given under sub-rule (7), the member who gives the notice and the Board of Management are the parties to the mediation.

14 Consequences of suspension

- (1) 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 Council.
- (2) When a member's membership is suspended, the secretary must record in the register of members —
 - (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

Division 3 — Resolving disputes

Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

16 Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes —

- (a) between members; or
- (b) between one or more members and the Council

17 Parties to attempt to resolve dispute

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

18 How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, 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.
- (2) Within 28 days after the secretary is given the notice, a Board of Management meeting must be convened to consider and determine the dispute.
- (3) The secretary must give each party to the dispute written notice of the Board of Management meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
 - (a) when and where the Board of Management meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board of Management about the dispute.
- (5) If —
 - (a) the dispute is between one or more members and the Council; 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 Board of Management; and
 - (ii) requests the appointment of a mediator under rule 23,

the Board of Management must not determine the dispute.

19 Determination of dispute by Board of Management

- (1) At the Board of Management meeting at which a dispute is to be considered and determined, the Board of Management must —
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board of Management about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The Board of Management must give each party to the dispute written notice of the Board of Management's determination, and the reasons for the determination, within 7 days after the Board of Management meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Board of Management's determination under sub-rule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 23.
- (4) If notice is given under sub-rule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

20 Application of Division

- (1) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator —
 - (a) by a member under rule 15(7); or
 - (b) by a party to a dispute under rule 20(5)(b)(ii) or 21(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 23.

21 Appointment of mediator

- (1) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a member under rule 15(7) — by agreement between the Member and the Board of Management; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 20(5)(b)(ii) or 21(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of sub-rule (1)(a) or (b), then, subject to sub-rules (3) and (4), the Board of Management must appoint the mediator.
- (3) The person appointed as mediator by the Board of Management 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 15(7); or
 - (b) a party to a dispute under rule 20(5)(b)(ii); or
 - (c) a party to a dispute under rule 21(3) and the dispute is between one or more members and the Council.
- (4) The person appointed as mediator by the Board of Management may be a member or former member of the Council 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.

22 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 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.

23 If mediation results in decision to suspend or expel being revoked

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Council gives notice under rule 15(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a Board of Management meeting or general meeting during the period of suspension or expulsion.

PART 5 — BOARD OF MANAGEMENT

Division 1 — Powers of Board of Management

24 Board of Management

- (1) The Board of Management members are the persons who, as the management Board of the Council, have the power to manage the affairs of the Council.
- (2) Subject to the Act, these rules, the by-laws and any resolution passed at a general meeting, the Board of Management has power to do all things necessary or convenient to be done for the proper management of the affairs of the Council.
- (3) The Board of Management must take all reasonable steps to ensure that the Council complies with the Act, these rules and the by-laws.
- (4) The Board of Management shall decide all questions of interpretation of these Rules and its decision shall be binding. Words importing the masculine gender shall include the feminine gender and words importing the singular shall include the plural.

Division 2 — Composition of Board of Management and duties of members

25 Board of Management members

- (1) The Board of Management members consist of —
 - (a) the Executive Board of Management members; and
 - (b) at least twelve (12) additional members being 6 of either gender, if possible.
- (2) The following are the Executive Board of Management members—
 - (a) the President;
 - (b) the Senior Vice President;
 - (c) the Junior Vice President;
 - (d) the Secretary;
 - (e) the Treasurer.
- (3) A person may be a Board of Management member if the person is —
 - (a) an individual who has reached 18 years of age; and
 - (b) a financial member.
- (4) The duties of the Executive Members and other officers are set down in the by-laws.

Division 3 — Election of Board of Management members and Tenure of office

26 How members become Board of Management members

A member becomes a Board of Management member if the member —13

- (a) is elected to the Board of Management by ballot or
- (b) is appointed to the Board of Management by the Board of Management to fill a casual vacancy under rule 33.
- (c) Is appointed to the position of Secretary or Treasurer by the Board of Management following a process of advertising those positions.

27 Nomination of Board of Management members

- (1) At least 42 days before an annual general meeting, the secretary must send written notice to all the members —
 - (a) calling for nominations for election to the Board of Management; and
 - (b) stating the date by which nominations must be received by the secretary to comply with sub-rule (2).
- (2) A member who wishes to be considered for election to the Board of Management must nominate for election by sending written notice of the nomination to the secretary at least 28 days before the annual general meeting.
- (3) The written notice must include a statement by another member in support of the nomination.
- (4) A member may nominate for one specified Executive position of the Council or to be an ordinary Board of Management member.
- (5) A member whose nomination does not comply with this rule is not eligible for election to the Board of Management.

28 Election of office holders and ordinary Board of Management members

- (1) A separate election must be held for each position of office holder of the Council and ordinary members to the Board of Management.
- (2) If there is no nomination for a position, the elected members of the Board of Management shall fill those positions as set out in the by-laws.

29 Election of Board of Management members

- (1) If the number of members nominating for a position on the Board of Management is not greater than the number to be elected, the Returning Officer, at the Annual General Meeting —
 - (a) must declare each of those members to be elected to the position; and
 - (b) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- (2) A member who has nominated for a Board of Management position may vote in accordance with that nomination.

30 Term of office

- (1) The term of office of a Board of Management member is two (2) years and begins when the member —
 - (a) is elected by ballot prior to an annual general meeting; or
 - (b) is appointed as Secretary or Treasurer, or
 - (c) is appointed to fill a casual vacancy under rule 33
- (2) Subject to rule 32, a Board of Management member holds office until the positions on the Board of Management are declared vacant requiring a ballot as prescribed in the by-laws.
- (3) A Board of Management member may be re-elected.

31 Resignation and removal from office

- (1) A Board of Management member may resign from the Board of Management by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (2) The resignation takes effect —
 - (a) when the notice is received by the secretary or chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Council may by resolution —
 - (a) remove a Board of Management member from office; and
 - (b) elect a member who is eligible under rule 27(4) to fill the vacant position.
- (4) A Board of Management member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
- (5) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the Board of Management member may require them to be read out at the general meeting at which the resolution is to be considered.

32 When membership of Board of Management ceases

- A person ceases to be a Board of Management member if the person —
- (a) dies or otherwise ceases to be a member; or
 - (b) resigns from the Board of Management or is removed from office under rule 31; or
 - (c) becomes ineligible to accept an appointment or act as a Board of Management member under section 39 of the Act;
 - (d) becomes permanently unable to act as a Board of Management member because of a mental or physical disability; or
 - (e) fails to attend 3 consecutive Board of Management meetings, of which the person has been given notice, without having notified the Board of Management that the person will be unable to attend.

33 Filling casual vacancies

- (1) The Board of Management may appoint a member who is eligible under rule 27(4) to fill a position on the Board of Management that —
 - (a) has become vacant under rule 32; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 31(3)(b).
- (2) If the position of secretary becomes vacant, the Board of Management must appoint a member who is eligible under rule 27(4) to fill the position within 14 days after the vacancy arises.

- (3) Subject to the requirement for a quorum under rule 45, the Board of Management may continue to act despite any vacancy in its membership.
- (4) If there are fewer Board of Management members than required for a quorum under rule 45, the Board of Management may act only for the purpose of —
 - (a) appointing Board of Management members under this rule; or
 - (b) convening a general meeting.

34 Resignation and removal from office

- (1) A Board of Management member may resign from the Board of Management by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (2) The resignation takes effect —
 - (a) when the notice is received by the secretary or chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Council may by resolution —
 - (a) remove a Board of Management member from office; and
 - (b) elect a member who is eligible under rule 27(4) to fill the vacant position.
- (4) A Board of Management member who is the subject of a proposed resolution under sub-rule (3)(a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
- (5) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the Board of Management member may require them to be read out at the general meeting at which the resolution is to be considered.

35 When membership of Board of Management ceases

- A person ceases to be a Board of Management member if the person —
- (f) dies or otherwise ceases to be a member; or
 - (g) resigns from the Board of Management or is removed from office under rule 31; or
 - (h) becomes ineligible to accept an appointment or act as a Board of Management member under section 39 of the Act;
 - (i) becomes permanently unable to act as a Board of Management member because of a mental or physical disability; or
 - (j) fails to attend 3 consecutive Board of Management meetings, of which the person has been given notice, without having notified the Board of Management that the person will be unable to attend.

Division 4 — Board of Management meetings

36 Board of Management meetings

- (1) The Board of Management shall meet monthly in each year on the dates and at the times and places determined by the Board of Management.
- (2) The date, time and place of the first Board of Management meeting must be determined by the Board of Management members as soon as practicable after the annual general meeting at which the Board of Management members are appointed.
- (3) Special Board of Management meetings may be convened by the chairperson or any 4 Board of Management members.

37 Notice of Board of Management meetings

- (1) Notice of each Board of Management meeting must be given to each Board of Management member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless sub-rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Board of Management members at the meeting unanimously agree to treat that business as urgent.

38 Procedure and order of business

- (1) The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each Board of Management meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the Board of Management members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a Board of Management meeting must be determined from time to time by the Board of Management.
- (4) The order of business at a Board of Management meeting may be determined by the Board of Management members at the meeting.
- (5) A member or other person who is not a Board of Management member may attend a Board of Management meeting if invited to do so by the Board of Management.
- (6) A person invited under sub-rule (5) to attend a Board of Management 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 chairperson to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

39 Use of technology to be present at Board of Management meetings

- (1) The presence of a Board of Management member at a Board of Management meeting need not be by attendance in person but may be by that Board of Management member and each other Board of Management member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a Board of Management meeting as allowed under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

40 Quorum for Board of Management meetings

- (1) Subject to rule 38(4), no business is to be conducted at a Board of Management meeting unless a quorum of at least 7 Board of Management members are present.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a Board of Management meeting —
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (3) If —

- (a) a quorum is not present within 30 minutes after the commencement time of a Board of Management meeting held under sub-rule (2)(b); and

those members present are taken to constitute a quorum.

41 Voting at Board of Management meetings

- (1) Each Board of Management member present at a Board of Management meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Board of Management members present at the Board of Management meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the motion is lost.
- (4) A vote may take place by the Board of Management members present indicating their agreement or disagreement or by a show of hands, unless the Board of Management decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

42 Minutes of Board of Management meetings

- (1) The Board of Management must ensure that minutes are taken and kept of each Board of Management meeting.
- (2) The minutes must record the following —
 - (a) the names of the Board of Management members present at the meeting;
 - (b) the name of any person attending the meeting under rule 37(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Board of Management meeting must be entered in the Council's minute book within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of a Board of Management meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next Board of Management meeting.
- (5) When the minutes of a Board of Management meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

Division 5 — Subcommittees and subsidiary offices

43 Subcommittees and subsidiary offices

- (1) To help the Board of Management in the conduct of the Council's business, the Board of Management may, in writing, do either or both of the following —
 - (a) appoint one or more subcommittees;
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee may consist of the number of people, whether or not members, that the Board of Management considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.

- (4) Subject to any directions given by the Board of Management —
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

Division 5 — Subcommittees and subsidiary offices

44 Subcommittees and subsidiary offices

- (1) In this rule —
non-delegable duty means a duty imposed on the Board of Management by the Act or another written law.
- (2) The Board of Management may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board of Management other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board of Management specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Board of Management from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board of Management.
- (7) The Board of Management may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF COUNCIL

45 Annual general meeting

- (1) The Board of Management must determine the date, time and place of the annual general meeting and advise members at least 42 days prior to the date set down for the meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Council's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the Board of Management's annual report on the Council's activities during the preceding financial year; and
 - (ii) if the Council is a tier 1 Association, the financial statements of the Council for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if the Council is a tier 2 Association or a tier 3 Association, the financial report of the Council for the preceding financial year presented under Part 5 of the Act;

- (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (c) to elect the office holders of the Council and other Board of Management members;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Council in accordance with the Act;
- (4) Any other business of which notice has been given in accordance with these rules and by-laws may be conducted at the annual general meeting.

46 Special general meetings

- (1) The Board of Management may convene a special general meeting.
- (2) The Board of Management must convene a special general meeting if at least 7 of the Affiliated Associations require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
 - (a) make the requirement by written notice given to the secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under sub-rule (3)(a).
- (5) If the Board of Management does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under sub-rule (5) —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Council must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub-rule (5).

47 Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 45(5), the members convening the meeting, must give to each member —
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must —
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the Board of Management under rule 27(2); and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 53(7) which requires not less than three-fourths of the members of the Council present and eligible to vote at the meeting.

48 Presiding member and quorum for general meetings

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the Board of Management members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum of at least 15 affiliated associations is present.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to —
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (5) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under sub-rule (4)(b); and
 - (b) at least 10 affiliated associations are present at the meeting,those members present are taken to constitute a quorum.

49 Adjournment of general meeting

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-rule (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 44.

50 Voting at general meeting

- (1) On any question arising at a general meeting each affiliated associations delegate or the nominated proxy has one vote, and Life members in attendance have one vote
- (2) Except in the case of a special resolution, a motion is carried if a majority of the members present at a general meeting vote in favour of the motion.
- (3) A special resolution requires a three quarters (75%) majority vote to be carried.
- (4) If votes are divided equally on a question, the motion is lost.

- (5) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.

51 When special resolutions are required

- (1) Under the Act, a special resolution is required if an incorporated association proposes to do any of the following—
- (a) to alter its rules, including changing the name of the Council (section 30(1));
 - (b) to approve the terms of an amalgamation with one or more other incorporated Councils (section 102(4);
 - (c) to be wound up voluntarily (section 121(2)) or by the Supreme Court (section 124(a) and Schedule 4 item 9);
 - (d) to cancel its incorporation (section 129).
- (2) Sub-rule (1) does not limit the matters in relation to which a special resolution may be proposed.

52 Determining whether resolution carried

- (1) In this rule —
poll means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to sub-rule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
- (a) carried; or
 - (b) carried unanimously or carried by a particular majority; or
 - (c) lost.
- (3) If the resolution is a special resolution, the declaration under sub-rule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the chairperson of the meeting or by more than fifty percent of members present in person -
- (a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (7) A declaration under sub-rule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

53 Minutes of general meeting

- (1) The secretary, or a person authorised by the Board of Management from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
- (a) the names of the members attending the meeting; and
 - (b) any proxy forms given to the chairperson of the meeting under rule 53(8); and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 44(3)(b)(ii) or (iii); and
 - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 4(3)(b)(iv).

- (4) The minutes of a general meeting must be entered in the Council's minute book within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

54 Source of funds

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

55 Control of funds

- (1) The Council must open an account in the name of the Council with a financial institution from which all expenditure of the Council is made and into which all funds received by the Council are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Board of Management may approve expenditure on behalf of the Council.
- (3) The Board of Management may authorise the treasurer to expend funds on behalf of the Council up to a specified limit without requiring approval from the Board of Management for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Council must be signed by —
 - (a) 2 Board of Management members; or
 - (b) One Board of Management member and a person authorised by the Board of Management.
- (5) All funds of the Council must be deposited into the Council's account within 5 working days after their receipt.

56 Financial statements and financial reports

- (1) For each financial year, the Board of Management must ensure that the requirements imposed on the Council under Part 5 of the Act relating to the financial statements or financial report of the Council are met.
- (2) Without limiting sub-rule (1), those requirements include —
 - (a) if the Council is a tier 1 association, the preparation of the financial statements; and
 - (b) if the Council is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and

- (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
- (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

PART 8 — GENERAL MATTERS

57 By-laws

- (1) The Board of Management by resolution at a meeting may make, amend or revoke by-laws.
- (2) The Council may, by resolution at a general meeting amend or revoke by-laws
- (3) By-laws may —
 - (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 4(2); and
 - (b) impose restrictions on the Board of Management's powers, including the power to dispose of the Council's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the Council and the auditing of the Council's accounts; and
 - (d) provide for any other matter the Board of Management considers necessary or convenient to be dealt with in the by-laws.
- (4) A by-law is of no effect to the extent that it is inconsistent with the Act or these rules.
- (5) At the request of a member, the Council must make a copy of the by-laws available for inspection by the member.

58 Executing documents and common seal

- (1) The Council may execute a document without using a common seal if the document is signed by —
 - (a) 2 Board of Management members; or
 - (b) one Board of Management member and a person authorised by the Board of Management.
- (2) If the Council has a common seal —
 - (a) the name of the Council 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 Board of Management and in the presence of —
 - (i) 2 Board of Management members; or
 - (ii) one Board of Management member and a person authorised by the Board of Management,
 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 Board of Management member authorised by the Board of Management.

59 Giving notices to members

- (1) In this rule —

recorded means recorded in the register of members.
- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
 - (a) delivered by hand to the recorded address of the member; or

- (b) sent by prepaid post to the recorded postal address of the member; or
- (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

60 Custody of books and securities

- (1) Subject to sub-rule (2), the books and any securities of the Council must be kept in the secretary's custody or under the secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Council must be kept in the treasurer's custody or under the treasurer's control.
- (3) Sub-rules (1) and (2) have effect except as otherwise decided by the Board of Management.
- (4) The books of the Council must be retained for at least 7 years.

61 Record of office holders

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

62 Inspection of records and documents

- (1) Sub-rule (2) applies to 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 Board of Management members, and other persons authorised to act on behalf of the Council, under section 58(3) of the Act; or
 - (c) any other record or document of the Council.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a Board of Management meeting, the right to inspect that document is subject to any decision the Board of Management has made about minutes of Board of Management meetings generally, or the minutes of a specific Board of Management meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in sub-rule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in sub-rule (1)(c) except for a purpose —
 - (a) that is directly connected with the affairs of the Council; or
 - (b) that is related to complying with a requirement of the Act.

63 Publication by Board of Management members of statements about Council business prohibited

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

- (a) the Board of Management member has been authorised to do so at a Board of Management meeting; and

- (b) the authority given to the Board of Management member has been recorded in the minutes of the Board of Management meeting at which it was given.

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

- (1) In this rule —

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

- (a) the debts and liabilities of the Council; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Council,

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

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

Alteration of rules

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