

**CONSTITUTION AND RULES OF THE
MALVERN TIGERS BASKETBALL CLUB, INC**

**An Incorporated Association under the
Associations Incorporation Reform Act 2012**

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The persons who from time to time are members of the Club are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Club and its members

PART 1 - PRELIMINARY

1. Name

The name of the Club shall be the **Malvern Tigers Basketball Club Inc.**, referred to in this document as 'the Club'.

2. Purposes

The purposes of the Club shall be to:

- (a) encourage and promote the sport of basketball in the Malvern (Victoria, Australia) and surrounding areas;
- (b) undertake coaching and provide opportunities for training, improvement in skills, and competition in an enjoyable environment for people of all ages and skill levels, with an emphasis on the needs of children;
- (c) establish, manage and coordinate teams;
- (d) instil a culture of pride, dedication and respect within the basketball and wider community; and
- (e) create and provide a safe environment for participation in basketball.

3. Financial year

The financial year of the Club is each period of 12 months ending on 30 September.

4. Definitions

In these Rules:

absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 36;

Committee means the Committee having management of the business of the Club;

committee meeting means a meeting of the Committee held in accordance with these Rules;

committee member means a member of the Committee elected or appointed under Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the members of the Club convened under rule 16(g);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 16;

financial year means the 12 month period specified in rule 5;

general meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member or Member means a member of the Club;

member entitled to vote means a member who under rule 12(d) is entitled to vote at a general meeting;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2 – POWERS OF ASSOCIATION

5. Powers of Club

- (1) Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Club may:
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

- (1) The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Club from paying a member:
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member:if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 – Membership

7. Minimum number of members

The Association must have at least 5 members.

8. Membership qualification

Membership of the Club will be on a seasonal basis and shall consist of the following provided they are in good financial standing:

- (a) All registered players who have played in or trained with a team entered by the Club in a competition during the previous twelve months, or who are registered to represent the club in the current season, and are not under suspension.
- (b) Players will only be eligible to vote at Committee meetings if they are a registered player in the current season. Where a player is under the age of 18 years, voting rights will be conferred to the parents/guardians of that player and they will be entitled to one vote for each registered player.

9. Register of members

- (1) The Secretary (or the Membership Officer if one of the ordinary members of the committee is appointed to this role) shall keep and maintain a Register of Members in which shall be entered the names, postal addresses and email addresses of all Members, and the date on which the Member's name was entered into the Register.
- (2) Each Member shall advise the Secretary (or the Membership Officer if one of the ordinary members of the committee is appointed) of changes to their mailing address or email address as often as they may change.
- (3) All information gathered by the Club about its Members and Players will be treated according to the Privacy Policy of the Club.

- (4) Information concerning where and when the Register may be inspected shall be available from the Secretary.

10. Application for membership

- (1) Applications for new or ongoing membership to the Club as a Player shall be by submission of a completed Registration Form for the relevant Basketball season. Registration Forms shall be available from the Secretary, the Membership Officer (if one of the ordinary members of the committee is appointed to this role) and on the Club's website.
- (2) All applications for membership shall be considered to be accepted on receipt of relevant subscriptions, fees and charges, unless the application is objected to in writing by a current Member of the Club. If an objection to an application for membership is lodged with the Club, the application is held in abeyance until the matter is resolved in accordance with the Club's Grievance Procedures.

11. Transfer of membership

No Member may directly or indirectly transfer or agree to transfer his/her Membership of the Club.

12. General rights of members

A member who is entitled to vote has the right:

- (a) To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) To submit items of business for consideration at general meetings; and
- (c) To attend and be heard at general meetings; and
- (d) To vote at a general meeting; and
- (e) To have access to the minutes of general meetings and other documents of the Club
- (f) To inspect the register of members

13. Cessation of membership

A Member may resign their Membership of the Club at any time by giving notice in writing or via electronic mail to the Membership Officer.

14. Codes of conduct/members' rules

Each Player and Member of the Club agrees to abide by the Rules and Regulations of the Club, including Codes of Conduct. The Club Codes of Conduct are published on the Club's website. These Codes of Conduct and Members' Rules address the responsibilities and expectations of Club Players, Coaches, Parents, Spectators and Administrators. Should a Member disregard these responsibilities and expectations, they are liable to the processes described in Section 6.

15. Subscriptions, fees & charges

- (1) The subscriptions and other charges (the "Membership Fees") and their due date for payment shall be determined by the Committee prior to the commencement of each season and notified to the Members before such charges are due. In setting the rate the Committee shall take into account all costs and expenses already incurred or expected to be incurred by the Club over the season.
- (2) Membership Fees shall be paid by a designated date prior to the commencement of each season before a Member will be included in the team selection process for the upcoming season.
- (3) The Treasurer can, with agreement from one other member of the Committee, allow Membership Fees to be paid off over the course of a season or approve a reduction in or waiver of Membership Fees.
- (4) A Member who resigns their Membership of the Club may, upon request to the Membership Officer, be reimbursed the whole or a part (calculated on a seasonal pro rata basis) of Membership Fees already paid, less a Club administrative fee as determined by the Treasurer from time to time.

Division 2 – Disciplinary action

16. Discipline, suspension and expulsion of members

This Procedure outlines the process undertaken by the Club when a Member is subject to Discipline, Suspension or Expulsion as a result of an act that has been raised to the attention of the Committee. It establishes the procedures for all parties when resolving disciplinary issues at the Club level and gives all parties an understanding of the administrative process that will be used by the Club to resolve issues as quickly and effectively as possible. The actions taken by the Committee on behalf of the Club, and by Members themselves, are defined by this procedure.

Subject to the Rules:

- (a) If the Committee is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Club, the Committee may by resolution:
- (i) suspend that Member from membership of the Club for a specified period; or
 - (ii) expel that Member from the Club.
- (b) A resolution of the Committee under sub-rule (a) does not take effect unless:
- (i) at a meeting held in accordance with sub-rule (c), the Committee confirms the resolution; and
 - (ii) if the Member exercises a right of appeal to the Club under this rule, the Club confirms the resolution in accordance with this rule.
- (c) A meeting of the Committee to confirm or revoke a resolution passed under sub-rule (a) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with sub-rule (d).
- (d) For the purposes of giving notice in accordance with sub-rule (c), the Secretary must, as soon as practicable, cause to be given to the Member a written notice:
- (i) setting out the resolution of the Committee and the grounds on which it is based; and
 - (ii) stating that the Member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member; and
 - (iii) stating the date, place and time of that meeting; and
 - (iv) informing the Member that he or she may do one or both of the following:
 - attend that meeting;
 - give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (v) informing the Member that, if at that meeting, the Committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in General Meeting against the resolution.
- (e) At a meeting of the Committee to confirm or revoke a resolution passed under sub-rule (a), the Committee must
- (i) give the Member, or his or her representative, an opportunity to be heard; and
 - (ii) give due consideration to any written statement submitted by the Member; and

- (iii) determine by resolution whether to confirm or to revoke the resolution.
- (f) If at the meeting of the Committee, the Committee confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in General Meeting against the resolution.
- (g) If the Secretary receives a notice under sub-rule (f), he or she must notify the Committee and the Committee must convene a General Meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.
- (h) At a General Meeting of the Club convened under sub-rule (g):
 - (i) no business other than the question of the appeal may be conducted; and
 - (ii) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (iii) the Member, or his or her representative, must be given an opportunity to be heard; and
 - (iv) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (i) A resolution is confirmed if, at the General Meeting, not less than two-thirds of the Members vote in person in favour of the resolution. In any other case, the resolution is revoked.

Division 3 – Grievance procedure

17. Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between:
 - (a) a member and another member;
 - (b) a member and the Committee;
 - (c) a member and the Club.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

18. Parties must attempt to resolve the dispute

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

19. These procedures to act as a guide for all parties

These Procedures act as a guide for all parties when resolving differences at the Club level. Although not definitive, this guide allows all parties an understanding of the administrative process that will initially be used by the Club to resolve issues as quickly and effectively as possible. The actions taken by the Committee on behalf of the Club, and by Members themselves, are not limited by these Procedures, rather they should be guided by them in the first instance.

Subject to the rules:

- (a) If a participant in the Club has a grievance relating to a decision, process or penalty in a matter of the Club, or the conduct of one or more other Members related to Club activities, the participant is encouraged in the first place to take the matter to the relevant person or body in a respectful manner, except in cases of alleged unethical or illegal conduct.
- (b) If the grievance is not resolved, it should be referred to the Committee, who shall consider the matter and respond within three weeks, or earlier if the nature of the grievance requires. The Committee may refer the matter to a nominated investigation committee for advice.
- (c) In reaching a conclusion the Committee shall ensure that all relevant parties have an opportunity to present their case, that due attention is paid to relevant evidence, and that no party with a vested interest in the grievance outcome has a vote concerning the grievance.
- (d) Where considered appropriate by the Committee, or requested by one party in the grievance issue, a mediator shall be appointed, who is not a party to the dispute. Any mediator appointed shall ensure that all parties have an opportunity to be heard and make written submissions. The mediator has no authority to determine the dispute, but may make proposals for consideration of the parties.
- (e) Mediation is not considered an appropriate process for resolving outcomes relating to game results or selection outcomes, though mediation may be undertaken in regard to the processes leading to or subsequent to those results or outcomes.
- (f) If any participant is not prepared to accept the outcome of the grievance resolution process so far undertaken, then the aggrieved party may appeal to the Executive Committee, if a personal matter, or to the Committee if a matter of policy or distribution of resources. These bodies shall have the same responsibilities, processes and authority as indicated in earlier clauses.

- (g) At any point of time, an appropriate official may make a formal report for the hearing of a tribunal under the rules of Basketball Victoria, if it is considered a reportable offence may have occurred.
- (h) If a party to a grievance is still aggrieved, that party may appeal to Basketball Victoria, or otherwise seek settlement at law.

PART 4 – GENERAL MEETINGS OF THE CLUB

20. General meeting authority

A Members' Meeting shall have overriding authority in all Club matters except that no ruling can be made contrary to the provisions of the Act or the conditions of affiliation with Basketball Victoria. Preliminary deletion of this clause, and the issue of discipline of Members, shall remain with the appropriate delegated bodies.

21. Annual general meetings

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the annual general meeting.
- (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;
 - (b) to receive and consider:
 - (i) the annual report of the Committee on the activities of the Club during the preceding financial year; and
 - (ii) the financial statements of the Club for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Committee;
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

22. Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.

- (3) No business other than that set out in the notice under rule 24 may be conducted at the meeting.

23. Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least forty (40) Members of the Club.
- (2) A request for a special general meeting must:
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3):
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Club must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

24. Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association:
 - (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 a special resolution is to be proposed:

- (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
- (3) Notice can be given either via the Club Calendar of Events as published on the Club's website or emailed to the Member's email address held in the Register of Members.
- (4) This rule does not apply to a disciplinary appeal meeting.

25. Proxies

Members are not entitled to vote by proxy and must attend a meeting in person in order to cast a vote.

26. Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence of ten (10) of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - (a) in the case of a meeting convened by, or at the request of, members under rule 23—the meeting must be dissolved;
 - (b) in any other case:
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 5) may proceed with the business of the meeting as if a quorum were present.

27. 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 members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (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 24.

28. Voting at general meeting

- (1) On any question arising at a general meeting:
 - (a) subject to subrule (3), each member or eligible person who is entitled to vote has one vote; and
 - (b) members and eligible persons may only vote in person; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members or eligible persons who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 16.

29. Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting in person vote in favour of the resolution.

30. Determining whether resolution carried

(1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:

- (a) carried; or
- (a) carried unanimously; or
- (b) carried by a particular majority; or
- (c) lost:

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

(2) If a poll (where votes are cast in writing) is demanded by three or more members on any question:

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

(3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

(4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

31. Minutes of general meeting

(1) The Committee must ensure that minutes are taken and kept 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 include:

- (a) the names of the members attending the meeting; and
- (b) the financial statements submitted to the members in accordance with rule 21(3)(b)(ii); and
- (c) a certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and

- (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 – COMMITTEE

Division 1 – Powers of Committee

32. Role and powers

- (1) The business of the Club must be managed by or under the direction of a Committee of Management (“Committee”).
- (2) The Committee may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Club.
- (3) The Committee may:
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

33. Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee, a member or a staff member, any of its powers and functions other than:
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

34. Composition of Committee

The Committee consists of:

- (a) a President; and
- (b) a Vice President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) up to six ordinary members or any other number (if any) elected under rule 43.

35. General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties:
 - (a) in good faith in the best interests of the Association; and
 - (c) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of:
 - (a) their position; or
 - (b) information acquired by virtue of holding their position:
so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.
- (7) The Roles and Responsibilities of the individual Committee Members (other than those set out in these Rules) shall be published on the Club's website. The Committee shall administer these individual Roles and Responsibilities to ensure the smooth and correct management of the Club's interests.

36. President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:
 - (a) in the case of a general meeting — a member elected by the other members present; or
 - (b) in the case of a committee meeting — a committee member elected by the other committee members present.

37. Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must:
 - (a) maintain the register of members (or if one of the ordinary members of the committee has been appointed as the Membership Officer ensure that the Membership Officer maintains the register of members), in accordance with rule 9; and
 - (b) keep custody of the common seal (if any) of the Club and, except for the financial records retained or controlled by the Treasurer, all books, documents and securities of the Club in accordance with rules 63 and 66; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

38. Treasurer

- (1) The Treasurer must:
 - (a) receive all monies paid to the Club or ensure sufficient controls are in place for receipts of all monies paid to the Club;
 - (b) ensure that all monies are paid into the Club's bank account in a timely manner

- (c) make any payments authorised by the Committee or by a general meeting of the Club from the Club's funds
 - (d) ensure cheques are signed by at least 2 Committee members and online payments (electronic funds transfers) are authorised by at least 2 Committee members.
- (2) The Treasurer must:
- (a) ensure that the financial records of the Club are kept in accordance with the Act
 - (b) coordinate the preparation of the financial statements of the Club and their certification by the Committee prior to their submission to the annual general meeting of the Club
- (3) The Treasurer must ensure that at least one other committee member has access on request to the accounts and financial records of the Club

Division 3 – Election of Committee members and tenure of office

39. Who is eligible to be a Committee member

A person is eligible to be elected or appointed as a committee member if the person is:

- (a) a fully financial registered member or is the parent or guardian of a fully financial registered member; and
- (b) is 18 years or over; and
- (c) is entitled to vote at a general meeting; and
- (d) is not an paid employee, staff member or contractor of the Club.

40. Positions to be declared vacant

- (1) This rule applies to:
- (a) the first annual general meeting of the Club after its incorporation; or
 - (b) any subsequent annual general meeting of the Club, after the annual report and financial statements of the Club have been received.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 41 to 44.

41. Nominations

- (1) Nominations for positions on the committee must be made in writing to be received by the Secretary not less than seven (7) days before the date of the annual general meeting and nominations shall be notified to members available to Members.

- (2) If no nominations are received then nominations may be called for and received from the members present at the annual general meeting.
- (3) An eligible member of the Club or other eligible person may:
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
- (4) A person may nominate for more than one position but can only hold one position on the committee which will be the first position he or she is elected to hold.

42. Election of President etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions:
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary; and
 - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 44.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

43. Election of ordinary members

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 44.

44. Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member or the Club's auditor to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a voting form to each member or person entitled to vote
- (6) If the ballot is for a single position, the voter must write or mark on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position:
 - (a) the voter must write or mark on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must:
 - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

45. Term of office

- (1) Subject to subrule (3) and rule 46, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Club may:
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Club to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- (5) The Secretary or the President may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

46. Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she:
 - (a) ceases to be a member of the Club or ceases to meet the eligibility criteria to be a committee member as set out under rule 39; or
 - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 57; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

47. Filling casual vacancies

- (1) The Committee may appoint an eligible person to fill a position on the Committee that:
 - (a) has become vacant under rule 46; or
 - (b) was not filled by election at the last annual general meeting.

- (2) If the position of Secretary becomes vacant, the Committee must appoint an eligible person to the position within 14 days after the vacancy arises.
- (3) Rule 45 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4 – Meetings of Committee

48. Meetings of the Committee

- (1) The Committee must meet at least 3 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

49. Notice of meetings

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) Notice may be sent by electronic mail to the last address provided by the committee member.
- (4) The notice must state the date, time and place of the meeting.
- (5) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (6) The only business that may be conducted at the meeting is the business for which the meeting is convened.

50. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

51. Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

52. Use of technology

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

53. Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 52) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 49.

54. Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

55. Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member:
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest:
 - (a) that exists only because the member belongs to a 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.

56. Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following:
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 55.

57. Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6 – FINANCIAL MATTERS

58. Source of funds

The funds of the Club may be derived from:

- (a) subscriptions, fees and charges to Members as determined by the Committee;
- (b) sponsorship, donations and grants;
- (c) sale of Club gear and equipment;
- (d) rebates from other bodies for services rendered;
- (e) special events or efforts organised by Members; and
- (f) such other sources as the Committee may determine, including borrowing or investing funds and arranging security for such activities. Such activities shall be authorised by the Committee.

59. Management of funds

- (1) The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Club, the Committee may approve expenditure on behalf of the Club.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds transferred using the Club's internet banking facilities shall require the online authorisation of at least two (2) authorised Members of the Committee.
- (6) All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt.

- (7) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

60. Use of assets and funds

The assets and income of the Club shall be applied solely in furtherance of the objectives set out in rule 2 and no portion shall be distributed directly or indirectly to the Members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.

61. Financial records

- (1) The Club must keep financial records that:
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Club must retain the financial records for 7 years after the transactions covered by the records are completed.

62. Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- (2) Without limiting subrule (1), those requirements include:
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Club;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 – GENERAL MATTERS

63. Common seal

- (1) The Club may have a common seal.
- (2) If the Club has a common seal:
 - (a) the name of the Club must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
 - (c) the common seal must be kept in the custody of the Secretary.

64. Registered address

The registered address of the Club is:

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address — the postal address of the Secretary.

65. Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given:
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 49.
- (3) Any notice required to be given to the Club or the Committee may be given:
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Committee determines that it is appropriate in the circumstances:
 - (i) by email to the email address of the Club or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Club.

66. Custody and inspection of books and records

- (1) Members may on request inspect free of charge:
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Club, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule:

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following—

 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the Club.

67. Winding up and cancellation

- (1) The Club may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any members or former members of the Club.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to:
 - (a) another organisation or organisations with similar purposes to the Club which is not carried on for the profit or gain of its individual members, or

- (b) a fund which has a philanthropic or benevolent purpose, including the promotion of culture, science, religion, education or charity, and including the befitting of a fund certified to be a patriotic fund under section 24 of the Australian Patriotic Funds Act 1958 or the fund or part of the fund of the Australian Red Cross Society, or
 - (c) a community or charitable organisation.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.
- (5) Responsibility for the disbursement of surplus assets rests with the Committee, who shall not be dissolved until the completion of the disposition.

68. Alteration of Rules

The Rules may only be altered by special resolution of a general meeting of the Club.

69. Indemnity

Every Member of the Committee and any other officer or agent for the time being of the Club shall be indemnified out of the assets of this Club, against any liability arising out of the execution of his or her duties, which is incurred by him or her in defending any proceedings whether civil or criminal, in which Judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by the Court in respect of any negligence default breach of duty or breach of trust.