

Constitution of Football Federation South West Inc.



AMENDED CONSTITUTION MAY 2019
APPROVED AT THE SPECIAL GENERAL MEETING ON 24TH JUNE, 2019

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PART 1 - PRELIMINARY

1.1 Name of Association

The name of the Association is the Football Federation South West Inc., hereafter known as the 'Association'.

1.2 Objects of Association

The principal objects of the Association are:

- (1) To lead, develop and grow the sport of football (soccer) in the south west region of Western Australia;
- (2) To facilitate and support the development pathways for players, coaches, referees and volunteers;
- (3) To unite and foster collaboration with Regional Associations within the South West;
- (4) To protect the interests and represent the South West football (soccer) community;
- (5) To maintain a strong affiliation with Football West and any other Association whose objects are similar; and
- (6) To promote the health, social and community benefits of football (soccer).

1.3 Powers of the Association

In addition to the rights, powers and privileges provided under the Act, the Association has power to do all such acts and things as are incidental, conducive or subsidiary to all or any of the Objects of the Association.

1.4 Terms Used

In these rules, unless the contrary intention appears —

Act means the *WA Associations Incorporation Act 2015*; its amendments and any other legislation that may come into force to replace or supplement this Act and shall form part of these Rules;

AGM means the Annual General Meeting;

Association means the Football Federation South West Inc. to which these rules apply;

books, of the Association, 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;

Board means the Management Board of the Association;

Board meeting means a meeting referred to in rule 4.17;

Board Member means person referred to in Part 4;

by laws mean the operational guidelines, policies and procedures which allow the organisation to operate;

Chairperson means the person elected or appointed to the office of Chairperson of the Association from time to time;

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

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

financial records include:

- 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 statements mean the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

financial year commences on 1 November and ending on 31 October in the following year;

Football Federation Australia (FFA) means the recognised National Association overseeing the sport of Football (soccer) in Australia;

Football West (FW) means the recognised state-based Association overseeing the sport of Football (soccer) in WA;

FIFA means the Federation de International Football Associations;

General Meeting, of the Association means a meeting of the Association that all Members are entitled to receive notice of and to attend. It includes Special General Meetings and Annual General Meetings;

Organisational Member means a Member described in rule 3.4

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

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

rules mean the section of this Constitution;

Special General Meeting means a meeting convened in accordance with rule 5.2, at which only business that has been described in the notice may be transacted;

Special resolution means a resolution passed by three-fourths of the Members present and voting at a General Meeting in accordance with section 51 of the Act;

subcommittee means a subcommittee appointed by the Board under rule 4.15;

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.

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

2.1 Not-For-Profit Body

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association 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 Association only if it is authorised under sub-rule (3).
- (3) A payment to a Member out of the funds of the Association is authorised if it is —
 - a) the payment in good faith to the Member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association in the ordinary course of business; or
 - b) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

2.2 Affiliation and Membership with other Similar Organisations

- (1) The Board may determine that the Association will affiliate with or become a Member of, or accept affiliation with or Membership of, any organisation (including any regional or international Association) having similar or like interests to the Association.
- (2) The Association is a Member of Football West and will, to the best of its ability, uphold and enforce the by-laws, policies and procedures published from time to time by Football West and Football Federation Australia.
- (3) Football West is recognised by the Government of Western Australia, Football Federation Australia and other sporting organisations as the controlling body for the sport of football (soccer) in Western Australia;
- (4) The Association may appoint a Zone Representative to represent the Association as requested by Football West and as may be required from time to time.

PART 3 — MEMBERSHIP

3.1 Number of Members

- (1) The minimum number of Members of the Association is six (6).
- (2) The maximum number of Members of the Association is at the discretion of the Board.

3.2 Categories of Membership

- (1) The Members of the Association shall consist of the following:
 - a) **Organisational Members**, who are organisations or bodies corporates who support the objects; and
 - b) **Individual Members** – any individual who is not an organisational Member, is over 18 and supports the objects; and
 - c) any other classes of Members as may be established by the Board from time to time in accordance with sub-rule 3.2(2).
- (2) Subject to the Act and without derogating from the rights of existing Members, the Board may at any time create additional classes of Membership of the Association and determine the eligibility criteria, rights, obligations, restrictions and any nomination procedure attaching to those other classes of Membership.

3.2 Application for Membership

- (1) An application for new Membership by a Member must be:
 - a) in writing on the forms prescribed by the Board; and
 - b) lodged with Board for approval.
- (2) The application must specify the class of Membership to which the applicant wishes to join.
- (3) The Board will consider Membership applications and at its discretion may approve or reject an application, without giving reasons.
- (4) The Secretary must inform applicants of the outcome of their application within a reasonable time.

3.3 Becoming A Member

- (1) An applicant for Membership of the Association becomes a Member when;
 - a) the Board accepts the application; and
 - b) the applicant pays any Membership fees payable to the Association under rule 3.9; and
 - c) 30 days after payment, the Member is eligible to vote (if the Membership class makes them eligible for voting).
- (2) A copy of the constitution and by-laws will be made available to each Member by either;
 - a) a hard copy being given to the Member, or
 - b) the Member being directed to where they can view the documents at any time.

3.4 Organisational Members

- (1) Each Organisational Member must:
 - a) be incorporated under the WA Associations Incorporation Act (2015);
 - b) do all that is reasonably necessary to enable the objects of the Association to be achieved;
 - c) comply with the constitution, by-laws and policies of the Association; and
 - d) appoint up to two (2) representatives who will have voting rights at general meetings.

- (2) A representative must:
 - a) be a Member of the Organisational Member they are representing;
 - b) be empowered by the Organisational Member to vote at general meetings in the best interest of the Association;
 - c) be a representative for only one Organisational Member;
 - d) be eligible for election or appointment to the Board as set out in rule 4.3; and
 - e) be at least 18 years of age.
- (3) A representative may:
 - a) be an office bearer of an Organisational member and must do all that is reasonably necessary to enable the objects of the Association to be achieved.

3.5 When Membership Ceases

- (1) An Organisational Member or individual ceases to be a Member when any of the following takes place —
 - a) the Organisational Member or individual resigns under rule 3.6;
 - b) the Organisational Member or individual is expelled from the Association under rule 6.2;
 - c) the Organisational Member or individual ceases to be a Member under rule 3.9(3);
 - d) the Organisational Member winds up; or
 - e) the individual dies.
- (2) The Secretary must keep a record, for at least one year after an Organisational Member or individual ceases Membership of —
 - a) the date on which the Membership ceased; and
 - b) the reason why the Organisational Member or individual ceased to be a Member.

3.6 Resignation

- (1) A Member may resign from the Association 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) The Organisational Member or individual who has resigned from Membership remains liable for any fees that are owed to the Association at the time of resignation.

3.7 Membership Rights

- (1) An applicant for Membership of the Association becomes a Member when the Board accepts the application and pays the fee;
- (2) Each applicant admitted to Membership shall be:
 - a) Bound by the constitution and the by-laws;
 - b) Entitled to all privileges of the specified Membership;
 - c) Bound by all resolutions passed at a General Meeting, whether they are present or not at the meeting;
 - d) Provided with a copy or directed where to access a copy of the Association's constitution and by-laws.
- (3) Members have all the rights provided to Members under this constitution including but not limited to:
 - a) Receive notices from the Association;
 - b) Attend General Meetings of the Association;
 - c) Be elected or appointed to the Board; and
 - d) Be elected to any sub-committees of the Association.

- (4) Members who are employees of the Association are entitled to all the rights and privileges of individual Membership; but are not eligible to vote in any capacity.

3.8 Rights Not Transferable

- (1) The rights of a Member are not transferable and end when Membership ceases.

3.9 Nomination Fee and Subscription

- (1) The annual Membership subscription (if any), and any other fees, levies, charges and other amounts payable by Members (or any category of Members) to the Association, will be as determined by the Board from time to time.
- (2) Each Member must pay annually, on such date as the Board from time to time determines, the subscription fees to the Treasurer, or another person authorised by the Board to accept payment;
- (3) If a Member has not paid the subscription fee within the period of two (2) months of the due date, the Member ceases to be a Member on the expiry of that period.
- (4) If an Organisational Member or individual who has ceased to be a Member under sub-rule (3) offers to pay the subscription fee after the period referred to sub-rule (3) has expired —
 - a) the Board may, at its discretion, accept that payment; and
 - b) if the payment is accepted, the Membership is reinstated from the date the payment is accepted.

3.10 Register of Members

- (1) The Secretary, or another person authorised by the Board, is responsible to maintain the register of Members and record in that register any change in the Membership of the Association within 28 days of the change occurring.
- (2) The register must include each Member's name and –
 - a) A contact, postal, residential or email address of each Member,
 - b) The class of Membership held by the Member, and
 - c) The date on which the Member became a Member.
- (3) The register of Members must be kept at the Secretary place of residence, or at another place determined by the Board.
- (4) Subject to the limitations contained in the Privacy Act 1988 (Commonwealth) (if any), the Association shall provide a copy of the register to Football West at a time and in a form acceptable to Football West and shall provide regular updates of the register to Football West.
- (5) An extract of the register of any Members, or office bearer, will be available for inspection by Members, upon request. A Member may copy but not remove the register of Members.
- (6) The Board may require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected to the affairs of the Association.
- (7) The Association may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Board from time to time.

PART 4 — Board of Management

4.1 Board of Management Role

- (1) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a General Meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (2) The Board will:
 - a) Act on all issues in accordance with the objects and shall operate for the collective mutual benefit of the Association and the sport of football (soccer) in the South West;
 - b) Administer the sport of football (soccer) in accordance with the objects;
 - c) Develop a strategic plan and review the Associations performance in achieving its strategic directions,
 - d) Ensure an appropriate risk management framework is in place.
- (3) The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws.

4.2 Board Members

- (1) The business and affairs of the Association will be managed exclusively by a Board consisting of:
 - a) At least one (1) and up to two (2) representatives from each Organisational Member; and
 - b) At least one (1) and up to three (3) independent Board Members; and
 - c) The Administration Manager – who will act as Secretary with non-voting rights.
- (2) The maximum number of Board Members shall not exceed eleven (11).
- (3) The Board will determine from within the Board, the Office Holders of Chairperson and Treasurer within one month of the AGM and approve the Administration Manager as Secretary (with non-voting rights).
- (4) A person may be a Board Member if they are—
 - a) aged over 18 years of age; and
 - b) a representative from an Organisational Member; or
 - c) an independent Board Member appointed in accordance with rule 4.9; or
 - d) the appointed Administration Manger (who shall have non-voting rights); and
 - e) duly nominated and elected, as set out in rules 4.8, 4.9 and 4.10, and
 - f) are not disqualified from being an office holder of the Committee under Sections 39 and 40 of the Act.
- (5) No person shall be entitled to hold more than one Board position.
- (6) All Board Members have one vote; except in the case of a tied vote where the Chairperson shall have a second or casting vote.

4.3 Responsibilities of Board Members

- (1) A Board Member must exercise their powers and discharge their duties:
 - a) with a degree of care and diligence that a reasonable person would exercise in the circumstances;
 - b) in good faith in the best interests of the Association and for a proper purpose.
- (2) A Board Member or former Board Member must not improperly use information obtained because they are on the Board to:
 - a) gain an advantage for themselves or another person; or
 - b) cause detriment to the Association.

- (3) A Board Member having any material personal interest in a matter being considered at a Board Meeting must:
 - a) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Board; and
 - b) agree with the Board on the most appropriate manner to handle the disclosure of interest as set out in the by-laws; and
 - c) must not be present when the matter is being considered at the meeting or vote on the matter; and
 - d) ensure the nature and extent of the interest and how the interest relates to the activity of the Association is disclosed at the next General Meeting.
- (4) The Secretary must record every disclosure made by a Board Member under sub-rule (3) in the minutes of the Meeting at which the disclosure is made.
- (5) No Board Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Association unless the person is authorised by the Board to do so and such authority is recorded in the minutes of the Board Meeting.
- (6) No person shall be entitled to hold a position on the Board if the person has been convicted of, or imprisoned in the previous five years for:
 - a) an indictable offence in relation to the promotion, formation or management of a body corporate;
 - b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - c) an offence under Part 4 Division 3 (the duties of officers provisions) or section 127 (the duty with respect to incurring of debt) of the Act; unless the person has obtained the consent of the Commissioner.
- (7) No person shall be entitled to hold a position on the Board if the person is, according to the Interpretation Act section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.
- (8) The Association must not pay fees to a Board Member for acting as a Board Member.
- (9) The Association may, by resolution of the Board:
 - a) reimburse a Board Member for out-of-pocket travel and accommodation expenses incurred in connection with the performance of the Board Member's functions; and
 - b) pay premiums on insurance policies indemnifying Board Members and any other Officers of the Association against liabilities, damages, costs, charges and expenses of any kind incurred as a Board Member or Officer.

4.4 Chairperson

- (1) The Chairperson has the following duties -
 - a) to represent the Association;
 - b) consult with the Secretary regarding the business to be conducted at each Board meeting and General meeting';
 - c) convene and preside at Board meetings and General Meetings provided for in these rules;
 - d) report activities to the Members at the AGM;
 - e) carry out any other duty under these rules or as requested by the Board.
- (2) In the absence of the Chairperson from a Board or General Meeting, the remaining Board members will appoint another Board Member to chair the meeting.
- (3) Where a person chairs a meeting under sub-rule(2) reference to the Chairperson in this constitution include a reference to them.

4.5 Treasurer

- (1) The Treasurer has the following duties (unless another person is authorised by the Board) -
 - a) manage the Association's financial affairs;
 - b) ensure the Association complies with the relevant requirements of Part 5 of the Act;
 - c) ensure the safe custody of the Associations financial records, financial statements and financial reports;
 - d) oversee the payment of all monies into such account or accounts of the Association as the Board from time to time direct;
 - e) ensure that any payments to be made by the Association that have been authorised by the Board are made on time;
 - f) submit a financial status and performance report to the Board at each scheduled Board meeting;
 - g) if the Association is a tier 1 Association, coordinate the preparation of the Association's financial statements before their submission to the Association's annual General Meeting;
 - h) if the Association is a tier 2 Association or tier 3 Association, coordinate the preparation of the Association's financial report before its submission to the Association's Annual General Meeting;
 - i) provide any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
 - j) carry out any other duty given to the Treasurer under these rules or by the Board.

4.6 Secretary

- (1) The Administration Manager will act as Secretary, with non-voting rights.
- (2) The Secretary has the following duties -
 - a) unless another person is authorised by the Board, manage the Association's correspondence;
 - b) unless another Member is authorised by the Board to do so, maintain on behalf of the Association the register of Members, and recording in the register any changes in the Membership;
 - c) consult with the Chairperson, regarding the business to be conducted at each Board meeting and any General Meetings;
 - d) prepare the notices required for meetings and for the business to be conducted at meetings;
 - e) unless another Member is authorised by the Board to do so, maintain on behalf of the Association a record of Board Members and their terms of office and other persons authorised to act on behalf of the Association;
 - f) ensure the safe custody of the books of the Association, other than the financial records, financial statements and financial reports;
 - g) maintain full and accurate minutes of Board meetings and General Meetings;
 - h) carry out any other duty given to the Secretary under these rules or by the Board.

4.7 Term of Office

- (1) A term of office of a Board Member begins when the Member —
 - a) is elected to the Board at an Annual General Meeting; or
 - b) is appointed by the Board as an independent Board Member under rule 4.9; or
 - c) is appointed to fill a casual vacancy under rule 4.14.
- (2) All Board Members shall hold office for a term of one year;
- (3) All Board Members shall be eligible for re-election for up to four consecutive terms, subject to being re-elected under rule 4.8 or 4.9;

- (4) Any Board Member serving four consecutive terms, must have a minimum one term break from the Board, before being eligible for re-election.

4.8 Nomination of Board Members – Organisational Members

- (1) At least thirty (30) days prior to the AGM the Secretary must send written notice to all Members -
 - a) calling for nominations for Organisational member representatives to the Board; and
 - b) state the date by which nominations must be received by the Secretary to comply with sub-rule (2)
- (2) Nominations must be received in writing at least 7 days before the AGM.
- (3) The written notice must include a copy of the resolution by the Organisational Member in support of the nomination.
- (4) Nominations are limited to a maximum of two (2) representatives from each Organisational Member.
- (5) A Member whose nomination does not comply with this rule is not eligible for election to the Board unless the Member is nominated under rule 4.14.

4.9 Nomination of Board Members – Independent Board Members

- (1) At least thirty (30) days prior to the AGM the Secretary must send written notice to all Members -
 - a) calling for nominations for independent Members to the Board; and
 - b) state the date by which nominations must be received by the Secretary to comply with sub-rule (2)
- (2) Nominations must be received in writing to least 7 days before the Annual General Meeting.
- (3) A nomination must be in writing in such form as in approved by the Board from time to time and signed by the Member.
- (4) A Member whose nomination does not comply with this rule is not eligible for election to the Board unless the Member is nominated under rule 4.14.

4.10 Election to the Board

- (1) At the conclusion of each AGM, each Board Member's term of office ends and all positions on the Board are vacated.
- (2) If the number of nominations received for the Board is equal to the number of vacancies to be filled, the Chairperson must declare the members elected to the position.
- (3) If the number of nominations received for the Board is less than the vacancies to be filled, the meeting may call for nominations from the Members attending the AGM.
- (4) If the number of nominations received for the Board is greater than the vacancies to be filled, the meeting must vote in accordance with procedures that have been determined by the Board to decide who is to be elected to the position.
- (5) A Member who has nominated for a position may vote for themselves.

4.11 Office Holders

- (1) The newly elected Board must convene a Board meeting within 30 days after the AGM.
- (2) At the first Board meeting, following the AGM, the newly elected Board will hold a separate election for each position of office holder, as indicated in rule 4.2(3).

4.12 Resignation and Removal from Office

- (1) A Board Member may resign from the Board by written notice given to the Secretary or 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 Association may by resolution —
 - a) remove a Board Member from office; and
 - b) elect a Member who is eligible to fill the vacant position.
- (4) A Board Member who is the subject of a proposed resolution under sub-rule (3)(a) may make written representations (of a reasonable length) to the Board and may ask that the representation be provided to the Members.
- (5) The Board may give a copy of the representations to each Member or, if they are not so given, the Board Member may require them to be read out at the General Meeting at which the resolution is to be considered.

4.13 When Membership of Board Ceases

- (1) A person ceases to be a Board Member if the person —
 - a) dies or otherwise ceases to be a Member; or
 - b) resigns from the Board or is removed from office under rule 4.12; or
 - c) becomes ineligible to accept an appointment or act as a Board Member under section 39 of the Act;
 - d) becomes physically or mentally incapable of performing the duties and the Board resolves that their office be vacated for that reason; or
 - e) is the subject of a special resolution passed by Members to terminate their appointment as a Committee Member; or
 - f) is absent without consent from three (3) consecutive Board meetings.
- (2) Under the Act the person, as soon as practicable after their Membership ceases, must deliver to the Board all the relevant documents and records they hold pertaining to the management of the Association's affairs.

4.14 Filling Casual Vacancies

- (1) The Board may appoint a Member who is eligible under rule 4.2(4) to fill a position on the Board that —
 - a) has become vacant; or
 - b) was not filled by election at the most recent Annual General Meeting; or
 - c) following resignation and removal of a Board member under rule 4.12.
- (2) If the position of Secretary becomes vacant, the Board must appoint a replacement to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 5.4, the Board may continue to act despite any vacancy in its Membership.
- (4) If there are fewer Board Members than required for a quorum under rule 5.4, the Board may act only for the purpose of —
 - a) appointing Board Members under this rule; or
 - b) convening a General Meeting.

4.15 Subcommittees

- (1) To help the Board in the conduct of the Association's business the Board 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 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 —
 - 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 determined in the by-laws.

4.16 Delegation to Subcommittees and Holders of Subsidiary Offices

- (1) In this rule —
non-delegable duty means a duty imposed on the Board by the Act or another written law.
- (2) The Board 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 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 specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Board 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.
- (7) The Board may, in writing, amend or revoke the delegation.

4.17 Board Meetings

- (1) The Board must meet not less than four (4) times in each year on the dates and at the times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the Board Members within thirty (30) days of the Annual General Meeting at which the Board Members are elected.
- (3) Special meetings may be convened by the Chairperson or any four (4) Board Members.

4.18 Notice of Board Meetings

- (1) Notice of each Board meeting must be given to each Board Member at least one week 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 Members at the meeting unanimously agree to treat that business as urgent.

4.19 Board Meeting Procedure and Order of Business

- (1) If the Chairperson are absent or unwilling to act as Chairperson of a meeting the Board Members must choose one of them to act as Chairperson of the meeting.
- (2) The procedure to be followed at a Board meeting will be determined from time to time by the Board.
- (3) The order of business at a Board meeting may be determined by the Board Members at the meeting.
- (4) A Member or guest, who is not a Board Member may attend a meeting if invited to do so by the Board.
- (5) A person invited under sub-rule (4) to attend a Board 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 Board to do so; and
 - c) cannot vote on any matter that is to be decided at the meeting.

4.20 Quorum for Board Meetings

- (1) Subject to rule 4.14(4), no business is to be conducted at a Board meeting unless a quorum is present.
- (2) At a Board meeting 50% (or the lower whole number) of Board Members, and at least two Organisational Members must be present to constitute a quorum for the conduct of the business of a Board meeting.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board 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.
- (4) If —
 - a) a quorum is not present within 30 minutes after the commencement time of a Board meeting held under sub-rule (3)(b); and
 - b) at least 4 Board Members are present at the meeting,those Members present are taken to constitute a quorum.

4.21 Voting at Board Meetings

- (1) Each Board Member present at a Board meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Board Members present at the Board meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) A vote may take place by the Board Members present indicating their agreement or disagreement or by a show of hands, unless the Board 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.

4.22 Use of Technology for the Board

- (1) The presence of a Board Member at a Board meeting need not be by attendance in person but may be by that Board Member and each other Board Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A Member who participates in a Board 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.

4.23 Minutes of Board Meetings

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following —
 - a) the names of the Board Members present at the meeting;
 - b) the name of any person attending the meeting under rule 4.19(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;
 - e) the disclosure of a Board Member's material personal interest in a matter being considered at a Board meeting.
- (3) The minutes of the Board meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The use of an electronic device at Board meetings can be used solely for the purpose of ensuring accuracy of the minutes. At a Board meeting following, after the minutes have been recorded as a true and accurate recording of proceedings, the recording must be destroyed or deleted.
- (5) The Chairperson must ensure that the minutes of a Board meeting are reviewed and passed as correct by —
 - a) the Chairperson of the meeting; or
 - b) the Chairperson of the next Board meeting.
- (6) When the minutes of a Board meeting have been passed 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.

4.24 Circular Motion Without a Meeting

- (1) Subject to rule 4.21 (2), the Board may pass a circular resolution without a Board meeting being held.
- (2) The Board must not pass a circular resolution in relation to any of the following matters:
 - a) the removal of an auditor;
 - b) the appointment or removal a Board Member; or
 - c) a matter that must be dealt with by Special resolution.

- (3) A circular motion is passed if all Board Members vote on the resolution sign or otherwise agree to the resolution in the manner set out in sub-rule (4) and (5).

- (4) Each Board Member may sign:
 - a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - b) separate copies of that document, provided that the wording of the resolution is the same in each copy.
- (5) The Association may send a circular resolution by electronic means to the Board Members and the Board Members may agree to the resolution by sending an electronic reply to that effect, including the text of the resolution in their reply.

4.25 Inspection of Records and documents

- (1) A Board Member must not use or disclose information in any record or document except for a purpose –
 - a) that is directly connected with the affairs of the Association; or
 - b) that is related to complying with a requirement of the Act.
- (2) Subject to the Act and to this Constitution, the Board must determine whether and on what terms the books, records and other documents of the Association will be open to the inspection of Members, other than Board Members.
- (3) A Member, other than a Board Member does not have the right to inspect any document of the Association, except as provided by the Act or otherwise as agreed by the Board.

4.26 Publication by Board Members of Statements about Association Business

- (1) A Board Member must not publish, or cause to be published any statement about the business conducted by the Association at a General Meeting or Board meeting unless –
 - a) the Board Member has been authorised to do so at a Board meeting; and
 - b) the authority given to the Board Member has been recorded in the minutes of the Board meeting at which it was given.

4.27 Validity of Acts

- (1) The acts of a Board or subcommittee, or of a Board Member or Member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board Member or Member of a subcommittee.

4.30 Payment to Board Members

- (1) The Association must not pay fees to a Board Member for acting as a Board Member.
- (2) The Board may consider out-of-pocket travel and accommodation expenses incurred in connection with the performance of the Board members function; and
- (3) The Association will indemnify any person who is a Board Member, officer, or agent or who is or was servicing in another capacity at the request of the Association to the extent authorised by law and may purchase and maintain liability insurance on behalf of such persons or to protect itself against liability for such indemnification to the extent authorised by law.

PART 5 - MEETINGS

5.1 Annual General Meeting (AGM)

- (1) The Board must determine the date, time and place of the Annual General Meeting, within three (3) months of the end of the Association's financial year.
- (2) A notice convening the AGM shall be sent to all Members.

- (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 annual report on the Association’s activities during the preceding financial year; and
 - ii. if the Association is a tier 1 Association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
 - iii. if the Association is a tier 2 Association or a tier 3 Association, the financial report of the Association 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; and
 - c) to elect and appoint the Board Members of the Association;
 - d) to appoint a patron/s as required;
 - e) to appoint or remove a reviewer or auditor (if applicable) in accordance with the Act;
 - f) any other business of which notice has been given in accordance with these rules may be conducted at the annual General Meeting.

5.2 Special General Meetings

- (1) The Board may convene a Special General Meeting.
- (2) The Board must convene a Special General Meeting if at least 20% of the Members 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 Special resolution to be considered at the meeting; and
 - c) each sign the notice.
- (4) The Special General Meeting must be convened within 21 days after notice is given under sub-rule (3).
- (5) If the Board does not convene a Special General Meeting within that 21-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) A Special resolution may be moved either at a Special General Meeting or at an AGM, but all Members must be given not less than 21-days notice of the meeting in which a Special resolution is to be proposed.
- (8) The Special resolution must be passed by three-fourths of the Members present and voting at a Special General Meeting in accordance with section 51 of the Act.

5.3 Notice of General Meetings

- (1) A General Meeting may be held on the dates and at the times and places determined by the Board.

- (2) The Secretary or, in the case of a Special General Meeting convened under rule 5.2, 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.
- (3) 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 to the Board; 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) be passed by not less than three-quarters of the voting Members who are present and cast a vote at the meeting.
- (4) For Tier 2 and Tier 3 Associations a reviewer or auditor is entitled to receive all notices of and other communications relating to any General Meetings of the Association, that a Member is entitled to receive.

5.4 Presiding Member and Quorum for General Meetings

- (1) The Chairperson will preside as Chairperson of any General Meeting.
- (2) No business is to be conducted at a General Meeting unless a quorum is present.
- (3) At a General Meeting, at least four (4) representatives from Organisational Members and at least one other Board Member will constitute a quorum for the conduct of business at a General Meeting.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting —
 - a) Where the meeting is convened on the requisition of Members, the meeting must be automatically dissolved; and
 - b) In any other case:
 - (i) the meeting stands adjourned to a day, time and place as the Board decides, or at the same time and day in the following week; and
 - (ii) if no quorum is present at the resumed meeting within 30 minutes after the appointed time, provided at least 4 Members are present at the resumed meeting, they will be taken to constitute a quorum.

5.5 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 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.

5.6 Voting at General Meeting

- (1) On any procedural question arising at a General Meeting —
 - a) subject to sub-rule (3) each Board Member has one vote.
- (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 General Meeting only Members who were present at that meeting may vote.

5.7 Minutes of General Meeting

- (1) The Secretary, or a person authorised by the Board, 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) The Chairperson must ensure that the minutes of a General Meeting are reviewed and passed as correct by —
 - a) the Chairperson of the meeting; or
 - b) the Chairperson of the next General Meeting.
- (4) When the minutes of a General Meeting have been passed 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.
- (5) The minutes of a General Meeting must be entered into the minute book or in an electronic format within 30 days after the meeting is held.

5.8 When Special Resolutions Are Required

- (1) A Special resolution is required if it is proposed at a General Meeting —
 - a) To affiliate the Association with another body; or
 - b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Sub-rule (1) does not limit the matters in relation to which a Special resolution may be proposed.
- (3) Under the Act, a Special resolution is required if the Association proposes to do any of the following —
 - a) to alter its rules, including changing the name of the Association;
 - b) to approve the terms of an amalgamation with one or more other Associations;
 - c) to be wound up voluntarily; or
 - d) to cancel its incorporation.

5.9 Determining Whether Resolution Carried

- (1) At a General Meeting:
 - a) An ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands; and
 - b) A Special resolution put to the vote will be decided in accordance with section 51 of the Act, and if a poll is demanded, in accordance with sub-rules (2) and (3)
- (2) If a poll is demanded on any question by the Chairperson of the meeting or by at least 3 other ordinary 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;
 - c) the poll must be taken immediately.
- (3) If a poll is demanded and taken under sub-rule (2) in respect of ordinary resolutions, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

5.10 Proxies

- (1) Organisational Members with two representatives have two votes at any meeting.
- (2) No additional proxy votes will be considered for General Meetings, Board meetings, Special General Meetings or Annual General Meetings.

PART 6 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

In this Part —

Member, in relation to a Member who is expelled from the Association includes former Member, whose Membership ceased not more than three months prior.

6.1 Disciplinary Action

- (1) Where the Board is advised or considers that a Member has allegedly:
 - a) breached, failed, refused or neglected to comply with a provision of this Constitution or the by-laws; or
 - b) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Association and/or the sport of football (soccer); or
 - c) brought the Association into disrepute;
 the Board may commence or cause to be commenced disciplinary proceedings against that Member.
- (2) The Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms as set out in the by-laws.

6.2 Suspension or Expulsion

- (1) A Member whose Membership is suspended or who is expelled from the Association will be given written notice of the outcome.
- (2) 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 Association.
- (3) 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.
- (4) 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.
- (5) If the member whose membership is suspended or who is expelled from the Association, within 7 days of receiving the notice of the Boards decision, gives written notice to the Secretary requesting the appointment of a mediation under rule 6.7, the Member and the Board are parties to the mediation.

6.3 Resolving Disputes

- (1) This rule applies to:
 - a) disputes between Members; or
 - b) disputes between the Association and one or more Member;that arise under the rules or relate to the rules of the Association.

6.4 Parties to Attempt to Resolve Dispute

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

6.5 Dispute Procedure

- (1) If the parties are unable to resolve the dispute between themselves within the time required, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of —
 - a) the parties to the dispute; and
 - b) the matters that are the subject of the dispute.
- (2) Within 14 days after the Secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give each party to the dispute at least 7 days prior written notice of the Board meeting, informing them that they may attend the meeting (in person or via any other available means of instant communication) and make oral or written submissions (or both).
- (4) At the meeting at which a dispute is to be considered and determined, the Board must —
 - a) give each party to the dispute a reasonable opportunity to make written or oral (or both) submissions and give reasonable consideration to any submissions; and
 - b) determine the dispute.
- (5) Written notice of the Boards decision regarding the dispute must be given to all parties within 7 days of the Board meeting.
- (6) If any party to the dispute is not satisfied with the Boards decision, the Board may refer the matter to an external dispute resolution procedure and request the appointment of a mediator, under rule 6.7.

6.6 Application of Mediation Rule

- (1) This section applies if written notice has been given to the Secretary requesting the appointment of a mediator —
 - a) by a Member; or
 - b) by a party to a dispute under rule 6.5.
- (2) If this section applies, a mediator must be chosen or appointed under rule 6.7.

6.7 Appointment of a Mediator

- (1) The mediator must be a person chosen —
 - a) if the appointment of a mediator was requested; and
 - b) by agreement between the Member and the Board; or
 - c) by agreement between the parties to the dispute.
- (2) If there is no agreement, then the Board must appoint the mediator.
- (3) The person appointed as mediator by the Board must be

- a) a person who acts as a mediator for Football West or another similar affiliated organisation; and
- b) must not have a personal interest in the matter that is subject of the mediation; and
- c) must not be biased in favour of or against any party of the mediation.

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

6.9 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 Association gives notice under rule 6.2(5); 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 meeting or General Meeting during the period of suspension or expulsion.

PART 7 — FINANCIAL MATTERS

7.1 Financial Year

The Association's financial year will be the period of 12 months commencing on 1 November and ending on 31 October of the following year.

7.2 Source of Funds

The funds of the Association may be derived from Membership fees, levy's, donations, sponsorship, fundraising activities, grants, interest and any other sources approved by the Board.

7.3 Control of Funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.

- (2) Subject to any restrictions imposed at a General Meeting, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the Treasurer or nominated staff to expend funds on behalf of the Association up to a specified limit, without requiring approval from the Board for each item on which the funds are expended, as set out in the bylaws.
- (4) Excluding sub-rule (3) all financial transactions of the Association must be approved by -
 - a) The Chairperson and Treasurer; or
 - b) one of the above and a person authorised by the Board.
- (5) The number of bank signatories at any one time, shall not exceed four (4).
- (6) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

7.4 Financial Statements and Financial Reports

- (1) For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial reports of the Association are met.
- (2) Without limiting sub-rule (1), those requirements include —
 - a) if the Association is a tier 1 Association, the preparation of the financial statements; and
 - b) if the Association 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 reports, 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.
- (3) The Association must keep financial records that: -
 - a) correctly record and explain its transactions and financial position and performance; and
 - b) enable true and fair financial statements to be prepared.
- (4) The Association must retain its financial records for at least seven (7) years after the transactions are completed.

7.5 Auditor

- (1) At the AGM, the Members shall appoint an auditor/s at such remuneration as they determine.
- (2) The auditor shall examine and audit all the books, accounts, receipts and other financial records of the Association and report thereon to the following AGM.

PART 8 — GENERAL MATTERS

8.1 Giving Notices to Members

- (1) 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 electronic transmission to an appropriate recorded number or recorded electronic address of the Member.

8.2 Record of Office Holders

- (1) Under Section 58 of the Act the Association must maintain:
 - a) the names and address of Board Members and Office Holders of the Association provided for by its rules;
 - b) the names and addresses of any person who is authorised to use the common seal (if it has a common seal);
 - c) the name and addresses of any person who is appointed or acts as trustee on behalf of the Association.
- (2) The Association must, upon request of a Member, make available the record for the inspection of the Member.
- (3) The Member may make a copy or take an extract but does not have the right to remove the record.

8.3 Custody of Books and Securities

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

8.4 Executing Documents and Common Seal

- (1) The Association may execute a document without using a common seal if the document is signed by:
 - a) The Chairperson, and
 - b) at least one Board Member or person authorised by the Board.
- (2) If the Association has a common seal it must only be used with the authority of the Board.
- (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 person authorised by the Board.

8.5 Dissolution of the Association

- (1) The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the Association will:
 - a) apply to the Commissioner for cancellation of its incorporation; or
 - b) appoint a liquidator to wind up its affairs.
- (2) The Association must be wound up under Section 30(a) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations or is a party to any current legal proceedings.
- (3) If upon the winding up or dissolution of the Association there remains any surplus property, such property will not be paid to or distributed among the Members but will be given or transferred to one or more organisations listed in section 24(1) of the Act with similar objects and which is not carried out for the purpose of profit or gain to its individual Members.

- (4) The organisation or organisations selected for the purpose of sub-rule (3) will be determined by a special resolution of the Members.

8.6 By-Laws

- (1) The Board may formulate, issue, adopt, interpret and amend by-laws for the proper advancement, management and administration of the Association, the advancement of the Objects and as it thinks necessary or desirable from time to time.
- (2) Such by-laws must be consistent with the Act, the regulations and these rules.
- (3) All by-laws made under sub-rule (1) shall be binding on the Members of the Association.
- (4) At the request of a Member, the Association must make a copy of the by-laws available for inspection by the Member or direct the Member to the appropriate electronic site for them to be viewed.

8.7 Alteration of Rules

- (1) No repeals of any existing rules and no new rules or alteration, amendments or suspensions of a rule shall be valid unless a Special resolution is carried by a three-fourths majority of Members present and with voting rights at an Annual or Special General Meeting.
- (2) Notices of motions to repeal, alter or suspend any rule shall be given to the Secretary at least twenty-one (21) days preceding the Annual or Special General Meeting at which the motion shall be presented.
- (3) Within one month after the making of any amendment or addition to the rules of the Association, passed by Special resolution, the Board shall send or deliver the required documents and a certified copy of the amendment or alteration to the relevant department. No effect will be given to the amendments without the approval of this department.

END