



Dale Districts Men's Softball Association Inc Constitution

P.O. Box 62, Thornlie 6108

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1. Association Name

The name of the Association is the Dale Districts Men's Softball Association Incorporated which may be abbreviated to DDMSA and referred to as the "Association".

2. Objects

- 1) The objects of the Association are:
 - a) To promote interest and participation in the sport of softball on an amateur and sportsmanlike basis
 - b) To promote good fellowship among those interested in the sport of softball and
 - c) To educate, train, coach and encourage members of the Association.
- 2) The Association's primary function is the effective management of softball competitions.

3. Terms used

In these rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015 (WA)*.

Associate Member Team shall mean a financial team registered to play in a social competition designated by the Association.

Association means the Dale Districts Men's Softball Association.

Association committee means a committee member as outlined in rule 10.4.

Committee means the Management Committee of the Association as defined in rule 10.8, unless otherwise specified.

Committee meeting means a meeting of the Management or an Association committee.

Committee member means a member of the Management Committee unless specified.

Delegate means an individual nominated in writing from time to time by a Member Club to act for, or on behalf of, that Member Club and attend Management meetings. No individual can be a delegate for more than one Member Club. A delegate cannot be a member of the Executive Committee.

Executive committee means officers as defined in rule 10.5.

General meeting means a meeting of the Association that all members are entitled to receive notice of and to attend. If specified it may be the Annual General Meeting or a Special General meeting.

Member Club shall mean any duly formed and recognised Club which is registered with the Association as a financial member for the Winter Men's and Juniors competition.

Members shall mean a Member Club or its delegate or individuals of the Member Clubs and/or Social Members but does not empower individuals of Member Clubs with any voting power at meetings of the Association.

Ordinary resolution means a resolution passed by greater than 50% of the votes cast by all persons entitled to vote.

Rules means the rules of the Association.

Softball shall mean the game as played under the rules laid down by Softball Australia Limited.

Voting Members means Members Clubs for the Winter Men's and Junior competition who have paid their Annual Membership Fee.

4. Financial year

The financial year of the Association will commence on the 1st day of January each year.

5. Not-for-profit body

- 1) The property and income of the Association must be applied solely towards the promotion of the Objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the Association, except in good faith in the promotion of those Objects.
- 2) A payment may be made to an individual out of the funds of the Association only if:
 - a) the payment in good faith to the individual 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 and authorised expenses incurred by the individual on behalf of the Association.

6. Membership

- 1) Applicants applying for Membership as a Member Club must:
 - a) nominate a person to act as its delegate and exercise its powers at Committee Meetings and General Meetings; and
 - b) register its name and colours.
- 2) An applicant for membership as a new Member Club of the Association for the Men's and/or Juniors winter competition becomes a Member when —
 - a) two-thirds majority of the Committee accepts the application; and
 - b) the applicant pays any membership or application fees payable to the Association.
- 3) The Committee may delay its consideration of an application to become a Member Club if the Committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- 4) An application for membership as an Associate Member Team for any social competitions will be considered by the Executive Committee.
- 5) The applicant will be notified of the decision to accept or reject the application as soon as practicable after making the decision.
- 6) Approval of an application for renewal or to become a new Member Club or Associate Member Team is at the sole discretion of the Executive Committee. No reasons for decision are required to be given but may be provided at the discretion of the Executive Committee.
- 7) If a Membership application is accepted, the Association must enter that Member Club on the Register of Members within 14 days of its acceptance.
- 8) Membership of the Association takes effect when a Member's name is entered on the Register of Members.
- 9) Membership shall be for the period from the nomination period to the next seasonal nomination period upon payment of the appropriate fees.
- 10) Each Member Club or Associate Member Team affiliated with the Association, and its members, shall:
 - a) be bound by the Constitution and By-Laws of the Association; and
 - b) become liable for any fees and levies as may be fixed by the By-Laws.
- 11) The Association will provide, free of charge, access to a copy of the Rules in force at the time Membership commences.

- 12) A Member Club or Associate Member Team ceases to be a Member of the Association if:
 - a) the Member Club is dissolved, wound up or otherwise ceases to exist
 - b) for a member who is an individual, the individual dies
 - c) the person ceases to be a member of a Member Club or Associate Member Team, including resignation or
 - d) the Member is expelled from the Association under rule 36.
- 13) Any Member Club or Associate Member Team which desires to withdraw or is removed from the Association shall remain liable for all fees and/or levies in accordance with the By-Laws.
- 14) The Association must remove a member from the Register of Members within 28 days of an event referred to in 6.12 occurring.

7. Classes of membership

Memberships of the Association consists of the following classes:

- a) A *Member Club* is a softball club recognised by the Association in the winter Men's and/or Junior competition, that has active club members, is financial with the Association and has full voting rights.
- b) A *Social Member* is a person registered to play for an Associate Member Team in social competitions which is financial with the Association. Social Members and Associate Member Teams do not have voting rights at general or management meetings.
- c) A *Player Member* is a player of a Member Club who does not have any voting power at meetings of the Association.
- d) *Life Membership* is awarded to members under by-law 25. Life Members do not have any voting powers at meetings of the Association.

8. Register of Members

- 1) The Association must maintain a Register of Members in accordance with the Act.
- 2) The Register of Members must include Member Clubs and their nominated email, postal or residential address.
- 3) The Register may be hard copy or maintained and stored electronically, with the hard copy kept at a location determined by the Committee.
- 4) Any Member is able to inspect the Register free of charge, at such time and place that is mutually convenient to the Association and the Member.
- 5) Copy of the Register
 - a) A Member may make a request in writing for the copy or extract of the Register of Members.
 - b) The Association may require a Member who requests a copy or extract of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is directly connected with the affairs of the Association
 - c) The Association may charge a reasonable fee to the Member for providing a copy of the Register, the amount will be determined by the Executive Committee from time to time.
- 6) A Member must not use or disclose the information on the Register:
 - a) to gain access to information that a Member has deliberately denied them

- b) to contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee or
 - c) for any other purpose unless the purpose is directly connected with the affairs of the Association or is related to the administration of the Act.
- 7) At least one other Association Committee person is to have access to a back-up copy of the Register of Members, as determined by the Executive Committee for the purpose to safeguard against data corruption or loss.
- 8) Notices or other personal communication connected with these Rules to the Member Clubs must be:
 - a) delivered by hand or post to the nominated home or postal address or passed directly to the Member Club or
 - b) sent by e-mail or any other method of electronic communication to the nominated electronic address of the Member Club.
- 9) General communication to Members may be through electronic media, paper notices or verbal communication.

9. Membership fees

- 1) The Association Committee must determine the affiliation fee (if any) and the annual fee (if any), which may be in the form of a registration fee, to be paid for membership of the Association as outlined in the By-laws.
- 2) The registration fee must be paid by the date determined by the Association.
- 3) If the registration fee has not been paid within the period of three months after the due date, the Member Club or Associate Member Team ceases to be a member on the expiry of that period, unless the Association Committee determines otherwise.
- 4) If the Member Club or Associate Member Team that has ceased to be a Member under sub-rule (3) offers to pay the annual membership fee after the period referred to in that sub-rule has expired —
 - a) the Association Committee 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 and will be backdated to the financial year in which it was due.

10. Committee

- 1) Subject to the Act, these rules, the by-laws and any resolution passed at a general meeting, the Association Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- 2) The Committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws.
- 3) The Association Committee must consist of a minimum of 12 and a maximum of 16 people, having such appropriate experience and skills to assist the Association.
- 4) The Association Committee shall consist of the following office-bearers:
 - a) President
 - b) Vice President
 - c) Junior Coordinator
 - d) Secretary
 - e) Treasurer
 - f) Registrar
 - g) Umpires Coordinator
 - h) Canteen Coordinator
 - i) General Committee Member (up to eight)

- 5) The Executive Committee is composed of the following office-bearers:
 - a) President
 - b) Vice President
 - c) Secretary
 - d) Treasurer
 - e) Registrar
- 6) A person may be an Association Committee member if the person is —
 - a) an individual who has reached 18 years of age; and
 - b) meets any eligibility criteria, qualification or experience requirements determined by the Committee (if any).
- 7) No person shall be entitled to hold a position on the Committee 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 the Incorporations Act.
- 8) The Management Committee of the Association shall consist of the Executive Committee and one delegate as nominated by each Member Club, which may be different delegates for the winter Men's and Juniors competitions. Club delegates cannot hold a position on the Executive Committee.
- 9) The acts of a Committee or Sub-Committee, or of a Committee Member or Member of a Sub-Committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Committee Member or Member of a Sub-Committee.

11. Election of Association Committee Members

- 1) The Association Committee members are elected at the Annual General Meeting and shall hold office until close of the meeting at which their successors are elected.
- 2) Association Committee members shall be elected by poll, through a show of hands or secret ballot. No absentee or proxy votes shall be accepted.
- 3) At least 14 days before an annual general meeting, the secretary must send notice to all the Members Clubs:
 - a) calling for nominations for election to the Association committee and
 - b) stating the date by which nominations must be received.
- 4) Should nominations for any office be received in excess of the vacancies, a secret ballot shall be taken.
- 5) Should nominations equal the number of vacancies, the persons nominated shall be deemed elected if the nominee meets the requirements in rules 10.6 and 10.7.
- 6) Should insufficient nominations be received at the Annual General Meeting for the number of vacancies, the Association may call for nominations from the ordinary members at the meeting to fill each vacant position.
- 7) All officers shall be eligible for re-election at the next Annual General Meeting.
- 8) All outgoing committee members are obligated to return all Association documents and records in their possession to the committee as soon as practicable after their appointment ceases.

12. Casual vacancies of the Association Committee

- 1) A casual vacancy occurs in the office of the Association Committee member and that position becomes vacant if the Committee member:
 - a) resigns by notice in writing delivered to the Chair or Secretary, if the Committee member is the President, to either Vice-President which takes effect at the time the notice is received or at a time stated in the notice, whichever is later
 - b) agrees to step down from the Committee position
 - c) is convicted of an offence under the Act
 - d) is permanently incapacitated by mental or physical ill-health
 - e) is removed from office by resolution at a Management Committee meeting
 - f) is absent from more than three consecutive Committee meetings without tendering an apology or with reason acceptable by the Chair or
 - g) dies.
- 2) The Committee may fill any vacancy of the Association Committee that may occur by appointing any member of the Association at a Management Committee Meeting and such member so appointed may hold office until the close of the next Annual General Meeting.

13. Duties of Executive Office Bearers

13.1 President

The President:

- a) shall be the Chair of all committee meetings and maintain the impartiality of the Chair. They shall not have a deliberative vote but in the case of an equal ballot, they shall be entitled to a casting vote
- b) shall be an ex-officio member of all sub-committees except Protests, Disputes and Disciplinary (PDD) Committee or Tribunal and
- c) shall be a signatory on all Association Bank Accounts.

13.2 Vice President

- 1) In the absence of the President, the Vice-President is to act in the position or Chair of the committee meetings and in the event of neither being present, a member of the Executive Committee may act in that position.
- 2) In the absence of the President, the Vice President shall assume the responsibilities of the President.

13.3 Secretary

- 1) The Secretary has the following duties:
 - a) coordinating the Association's correspondence
 - b) consult with the Chair regarding the business to be conducted at each committee meeting and general meeting
 - c) prepare the notices required for meetings and for the business to be conducted at meetings
 - d) maintain full and accurate minutes of committee meetings and general meetings
 - e) maintain on behalf of the Association an up-to-date copy of these rules
 - f) unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members, office bearers and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act
 - g) ensure the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association, for at least seven years and

- h) carry out any other duty given to the secretary under these rules or by the committee.
- 2) The Secretary shall be an ex-officio member of all sub-committees except the Selection Committee, PDD Committee and tribunals.

13.4 Treasurer

- 1) The Treasurer has the following duties:
 - a) ensure any amounts payable to the Association are collected and issue receipts for those amounts in the Association's name
 - b) ensure any amounts paid to the Association are credited to the appropriate account of the Association
 - c) ensure any payments to be made by the Association that have been authorised by the Committee(s) or at a general meeting are made on time
 - d) ensure that the Association complies with the relevant requirements of Part 5 of the Act
 - e) maintain a record of unfinancial members
 - f) ensure the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association
 - g) 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 and
 - h) carry out any other duty given to the treasurer under these rules or by the committee.
- 2) The Treasurer will be a signatory on all Association bank accounts.

13.5 Registrar

The Registrar shall:

- a) keep a true and up to date register of all Member Clubs and Associate Member Teams of the Association
- b) deal with all matters appertaining to permits and clearances and in the event of any disputes refer the matter to the Association Committee
- c) keep a record of all player clearances
- d) review and retain game score cards and provide a result ladder of all games played under the control of the Association and
- e) maintain game statistics for players.

14. Annual General Meeting

- 1) The Annual General Meeting (AGM) of the Association shall be held annually within two months of the end of the Association's financial year when the following business shall be transacted:
 - i. minutes of the previous AGM and any Special Meetings and Special General Meetings since the last AGM
 - ii. the consideration and adoption or otherwise of the Financial Statements
 - iii. an annual report on the Association's activities during the preceding financial year
 - iv. appointment by election of the Office Bearers and other committee members of the Association and
 - v. any other business the President shall determine as set out in the form of an Agenda.
- 2) The Executive Committee will determine the date, time and place of the AGM.
- 3) If it is proposed to hold the annual general meeting more than six months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within four months after the end of the financial year.

15. Special general meetings

- 1) The Association Committee may convene a special general meeting.
- 2) The Executive Committee must convene a special general meeting if not less than 20% of the Management Committee require a special general meeting to be convened.
- 3) The members requiring a special general meeting to be convened must —
 - (a) give written notice to the Secretary
 - (b) state in the notice the business to be considered at the meeting and
 - (c) each member must sign the notice.
- 4) The special general meeting must be convened within 28 days after notice is given under sub-rule (3)(a).

16. Notice of general meetings

- 1) General Meetings shall be held as and when necessary during the Association year.
- 2) The Association must give notice of a general meeting:
 - a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting or
 - b) 14 days' notice of any general meeting.
- 3) The notice must:
 - a) specify the date, time and place of the meeting
 - b) indicate the general nature of each item of business to be considered at the meeting
 - c) 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.
- 4) A Special Resolution of the Association is required to
 - a) amend the name of the Association
 - b) amend the Rules, under rule 38
 - c) affiliate the Association with another body
 - d) transfer the incorporation of the Association
 - e) amalgamate the Association with one or more other incorporated associations
 - f) voluntarily wind up the association
 - g) cancel incorporation or
 - h) request that a statutory manager be appointed.
- 5) A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than 75% of the Members present and eligible to cast a vote at the meeting.

17. Voting at general meetings

- 1) On any question arising at a general meeting, each Voting Member present has one vote.
- 2) Except in the case of a special resolution, a motion is carried if a majority of the members present vote in favour of the motion.
- 3) If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.

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

18. Committee meetings

- 1) The Management Committee must meet at least six times in each year on the dates and at the times and places determined by the Executive Committee.
- 2) The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the committee members are elected.
- 3) The Association Committee will meet as required.
- 4) Notice of each committee meeting should be given to each committee member at least two weeks before the time of the meeting.
- 5) Special committee meetings may be convened by the chair or any two committee members.

19. Quorum

- 1) No business shall be conducted at any meeting unless a quorum is present.
- 2) The following shall constitute a quorum:
 - a) i) Management Committee: An attendance of two-thirds of the total number eligible to be present shall constitute a quorum at any meeting. In the event of the quorum being the whole plus a fraction, the fraction will be deleted and the quorum will be the lesser number.
 - ii) Annual General Meetings and Special General Meetings: An attendance of ten (10) of those eligible to attend shall constitute a quorum.
 - (iii) General Meetings: An attendance of twenty (20) eligible members shall constitute a quorum.
- b) If within thirty minutes of the time appointed for the meeting a quorum is not present, the chair shall adjourn it to such time, date and place as they decide, and at the adjourned meeting, any number of members shall constitute a quorum.

20. Procedure and order of business

- 1) The Chair or, in the chair's absence the deputy Chair, must preside as Chair of each committee meeting.
- 2) If the Chair and deputy Chair are absent or are unwilling to act as chair of a meeting, the committee members at the meeting must choose one of them to act as chair of the meeting.
- 3) The order of business at a committee meeting may be determined by the committee members at the meeting.
- 4) A member or other person who is not a Management Committee member may attend a management committee meeting if invited to do so by the committee.
- 5) A person invited under sub-rule (4) to attend a committee meeting —
 - i. has no right to any agenda, minutes or other document circulated at the meeting
 - ii. must not comment about any matter discussed at the meeting unless invited by the committee to do so and
 - iii. must not disclose any matters discussed or outcomes from the meeting without approval.

21. Use of technology to be present at meetings

- 1) The presence of a Member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 2) A member who participates in a committee 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.
- 3) The Management Committee may only withdraw their consent for the use of technology by a resolution of the Committee at a Committee meeting.

22. Voting at committee meetings

- 1) Each committee member, as nominated club delegate, or their appointed proxy, present at a committee meeting have one vote on any question arising at the meeting.
- 2) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- 3) If the votes are divided equally on a question, the chair of the meeting has a second or casting vote.
- 4) A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.

23. Sub-committees

- 1) The Executive Committee may set up or dissolve sub-committees from time to time as may be necessary for the operation of the Association.
- 2) Sub-committees may comprise (in such numbers as the Committee determines) individuals who are members and non-members, where the chairperson elected must be a Member, or as outlined in the By-laws.

24. Source of funds

The funds of the Association shall consist of:

- i. Membership and Affiliation fees and levies existing and/or varied or imposed from time to time in accordance with recommendations by the Executive Committee;
- ii. Any funds raised by social committees or through functions held under the jurisdiction of the Association Committee;
- iii. Any income from the sale of goods at the Association Canteen and Bar;
- iv. Any grants applied for on behalf of the Association; and
- v. Any other sources approved by the Committee.

25. Control of funds

- 1) The Association shall have bank accounts as outlined in the By-laws and all debts shall be paid from these accounts.
- 2) Subject to any restrictions imposed at a general meeting, the Executive Committee may approve expenditure on behalf of the Association.
- 3) The Association Committee may determine surplus monies not required for immediate use shall be deposited or invested with the Associations bank.

- 4) The Association Committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- 5) All transactions from each account must be authorised (cheques co-signed) by
 - (a) two Association committee members or
 - (b) one Association committee member and a person authorised by the committee.
- 6) The Association can sell, acquire, lease and maintain any real or personal property for the use of the Association and its members as recommended by the Management Committee by ordinary resolution provided that any individual sum to be expended in excess of \$5,000 must be authorised at a Management Committee meeting.
- 7) The Association can secure finance for the purpose of the Association in such manner as the Management Committee recommends, provided that any sum to be secured in excess of \$20,000 shall require confirmation by special resolution at a special general meeting.

26. Financial statements and financial reports

- 1) For each financial year, the committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report 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 report, as applicable and
 - e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

27. Audit

The Executive Committee may appoint an honorary independent qualified auditor to audit the Association books of account at the close of the financial year, if required in line with the Tier level of the Association under the Act.

28. By-laws

- 1) The Association may, by resolution at a Management Committee meeting, make, amend or revoke By-laws and shall become effective immediately.
- 2) Proposed alternations to the By-laws shall be circulated to all Member Clubs within 14 days of their proposed adoption or alternation by the Management Committee.
- 3) A By-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- 4) The Association must make a copy of the By-laws available for members.

29. Common seal

- 1) The Common Seal of the Association engraved with the name of the Association shall be kept in the care of the President or another Executive Committee member authorised by the committee.
- 2) The Seal shall not be used or affixed to any deed or other document except in accordance with a resolution of the Executive Committee and in the presence of the President and two Executive Committee members, and each of them is to sign the document to attest that the document was sealed in their presence.

30. Inspection of records and documents of the Association

- 1) A Member may, without charge, inspect the books, documents and records of the Association at such time and place as is mutually convenient to the Association and the Member.
- 2) The Member must contact the Secretary to make the necessary arrangements for the inspection.
- 3) The Member may make a copy of or take an extract from a record or document but does not have a right to remove the record or document for that purpose.
- 4) A Member must not use or disclose information in the books, documents or records of the Association except for a purpose:
 - i. that is directly connected with the affairs of the Association or
 - ii. that is related to complying with a requirement of the Act.

31. Publication of statements about Association business

A Member must not publish, or cause to be published, any statement about the business conducted by the Association, including that at a general meeting or committee meeting unless —

- a) the committee member has been authorised to do so at a committee meeting; and
- b) the authority given to the member has been recorded in the minutes of the committee meeting at which it was given.

32. Conflict of interest

- 1) A committee member who has any material personal interest in a matter being considered at a committee meeting must:
 - i. as soon as they become aware of that interest, disclose the nature and extent of the interest to the committee and
 - ii. not be present while the matter is being considered by the committee.
- 2) The Association shall record every disclosure made under this section by a member of the Association, in the minutes of the meeting at which it is made including the time at which they excluded themselves from the meeting and when they re-join that meeting.
- 3) Rule 32.1 does not apply in respect of a material personal interest that:
 - i. exists only because the committee member is a member of a class of persons for whose benefit the Association is established or
 - ii. the committee member has in common with all, or a substantial proportion of the members.

33. Misconduct

The Executive Committee is able to inquire into any matter relating with any Member Club, Associate Member Team or individual to determine if the conduct is not in the best interest of the objects or by-laws of the Association and if found to have acted improperly may issue a warning or fine or refer the matter to the Protests, Disputes and Disciplinary Committee.

34. Complaints

Where a person has a complaint regarding a dispute or grievance with or about a Member, the Association or is aggrieved by a decision of the Association, and that person seeks assistance, investigation and/or action by the Association, the person shall follow the procedure set out in the By-laws, which detail the process by which such complaints will be handled.

35. Dispute resolution

- 1) The dispute resolution procedure set out in this rule applies to disputes arising under or in relation to these Rules between:
 - (i) Club Members, an Associate Member Team or a Member; or
 - (ii) A Member and the Association
- 2) The Association Committee may delegate its functions, powers or duties in relation to protests and disputes to the Protests, Disputes and Disciplinary (PDD) sub-committee, that will be governed by the rules and regulations as outlined in the By-laws.
- 3) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of all parties.
- 4) If the parties are unable to resolve the dispute, or if a party fails to attend the meeting, then the parties must, within 14 days, arrange to hold a meeting in the presence of a mediator, who may be:
 - i. the PDD Committee or
 - ii. a person chosen by agreement between all parties or
 - iii. a person appointed by the Committee, if the dispute is between Members or
 - iv. an independent mediator, if the dispute is between a Member, the Association and/or the Committee.
- 5) The mediator cannot be a Member who is a party to the dispute.
- 6) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 7) The mediator, in conducting the mediation, must:
 - i. give the parties to the mediation process every opportunity to be heard
 - ii. allow due consideration by all parties of any written statement submitted by any party and
 - iii. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 8) The party or parties requesting the mediation must pay the costs of the mediation.
- 9) The mediator must not determine the dispute, the mediation must be confidential and without prejudice.
- 10) If a dispute cannot be resolved under the procedures set out in the Constitution and the By Laws any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

36. Suspension or expulsion of Members

1) Decision of the Committee

- a) The Committee may suspend or expel a Member from the Association by resolution at a Committee Meeting, because of:
 - i. the member's failure to comply with these Rules; or
 - ii. the member's conduct which is prejudicial or detrimental to the interest of the Association.
- b) The Committee must give a Member who is the subject of a proposed resolution under rule 36.1(a) written notice of the proposed suspension or expulsion, specifying:
 - i. the time, date and place of the Committee Meeting at which the question of the suspension or expulsion will be considered; and
 - ii. particulars of the Member's conduct which is the subject of the notice, not less than 7 days prior to the date of such Committee meeting.
- c) A Member who is the subject of a proposed resolution under rule 36.1(a) may:
 - i. make reasonable written representation and provide these to the Association for circulation to Committee Members;
 - ii. speak to the motion at the relevant Committee Meeting; and
 - iii. elect to bring a support person, who is not a legal representative, to the relevant Committee meeting.
- d) The Association must give a copy of any written representations from the Member to each Committee member, unless those representations are defamatory.
- e) The Committee must decide whether to suspend, expel or decline to suspend or expel the member at the Committee Meeting referred to in rule 36.1(a), and must communicate the decision to the relevant Member as soon as possible after the decision is made.
- f) A Member may be suspended for such period of time as the Committee sees fit in its absolute discretion.
- g) A decision of the Committee to suspend or expel a Member takes effect 14 days after the day on which the decision is communicated to the Member under rule 36.1(e).

2) Right of appeal

- a) A Member who is suspended or expelled from Membership under Rule 36.1(e) may appeal the decision, by providing written notice to the Association within 14 days after the day on which the decision to suspend or expel the Appealing Member is communicated to the Appealing Member under rule 36.1(e).
- b) Upon receiving a notice under rule 36.2(a), the Committee must give written notice to the Appealing Member, specifying the time, date and place of a General Meeting at which the question of the Appealing Member's suspension or expulsion will be considered, which must not be more than 60 days after receiving notice.
- c) The Members must, at the relevant General Meeting, confirm or set aside the decision of the Committee to suspend or expel the Appealing Member.
- d) If the Members set aside the decision of the Committee to expel the Appealing Member, the Members may determine that the Appealing Member be suspended in the alternative and must determine the period of the suspension.
- e) An Appealing Member's suspension or expulsion does not take effect unless and until the decision of the Committee to suspend or expel the Appealing member is determined.

3) Consequences of suspension

- a) During the period of suspension, the Member —
 - i. loses any rights (including voting rights) arising as a result of membership; and
 - ii. is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- b) When a member's membership is suspended, it must be recorded in the register of members —
 - i. that the member's membership is suspended; and
 - ii. the date on which the suspension takes effect; and
 - iii. the period of the suspension.
- c) When the period of the suspension ends, it must be recorded in the register of members that the member's membership is no longer suspended.

37. Distribution of surplus property on cancellation of incorporation or winding up

- 1) The Association may at any time, with the consent of a majority of 75% of the Voting Members present, by Special Resolution at any General Meeting called for the purpose, agree to voluntarily apply for its cancellation.
- 2) If upon the winding up of the Association there remains any property of the Association after satisfaction of all the debts and liabilities of the Association, the property shall be distributed to an association incorporated under the act which has similar objects; or for charitable purposes which association or purposes, as the case requires, shall be determined by Special Resolution.
- 3) The Association, Institution or object to which disbursement of property shall be applied, shall be determined by the members of the Association at or before the time of the dissolution or winding up.

38. Alteration of rules

- 1) The Association may, by Special Resolution, resolve to amend these Rules.
- 2) The Secretary shall forward such notices of motion, by paper or electronic notification, to each member via each Member Club at least 14 days prior to the Annual General Meeting or a General Meeting.
- 3) Such motions or any part thereof shall have no effect unless passed by a seventy five percent (75 %) majority of the Voting Members present.
- 4) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agree to be bound by their provisions.
- 5) All previous acts and appointments legal and valid under these Rules, prior to the amendment or repeal of these Rules or under the former Rules (subject to any later rules), will remain legal and valid.