

AUSTRALIAN OUTRIGGER CANOE RACING ASSOCIATION WESTERN AUSTRALIAN ZONE INCORPORATION CONSTITUTION

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INCORPORATION NUMBER: A1014258H

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1. GENERAL

- The name of the Association is;
AUSTRALIAN OUTRIGGER CANOE RACING ASSOCIATION WESTERN AUSTRALIAN ZONE INC
- Liability of Members; the liability of Members is limited.

2. DEFINITIONS AND INTERPRETATION

In these rules, unless the contrary intention appears:-

Act means the *Associations Incorporation Act 2015*;

Affiliated Club means a club who is recognised by AOCRA as a member;

AOCRA means the Australian Outrigger Canoe Racing Association Limited;

Association means the incorporated association to which these rules apply known as AUSTRALIAN OUTRIGGER CANOE RACING ASSOCIATION WESTERN AUSTRALIAN ZONE INC; or WAZA or Western Australian Zone;

Books of the Association, includes the following:-

- a register;
- financial records, financial statements or financial reports, however compiled, recorded or stored;
- a document; and
- any other record of information.

By laws means by-laws made by the Association under rule 64;

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

Committee means the management committee of the Association;

Committee meeting means a meeting of the committee;

Committee member means a member of the committee;

Financial records includes:-

- invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- documents of prime entry;
- working papers and other documents needed to explain:-
 - the methods by which financial statements are prepared; and
 - adjustments to be made in preparing financial statements.

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

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

Financial year, of the Association, has the meaning given in rule 5;

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

Individual Member means a person who is an ordinary member or an associate member of the Association;

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

Rules mean these rules of the Association, as in force for the time being;

Special general meeting means a general meeting of the Association other than the annual general meeting;

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

Subcommittee means a subcommittee appointed by the committee under rule 10;

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;

Zone is noted above and is defined as the Association;

3. OBJECTS OF THE ASSOCIATION

- (1) to administer and control all and any aspect of outrigger canoeing in Western Australia in accordance with the rules of AOCRA;
- (2) to conduct, encourage, promote, advance and administer outrigger canoe racing (in competition and otherwise) throughout the state in a manner consistent with these Objects and the objects of AOCRA's Constitution;
- (3) to act at all times, on behalf of and in the interest of the Members and Clubs in the state, objectively, properly, fairly, reasonably and without discrimination;
- (4) to abide by, promulgate, promote, enforce and secure uniformity of AOCRA's Constitution, clauses, regulations, by-laws, rules and directions at all times;
- (5) to advance the operations and activities of the Western Australian Zone throughout the state;
- (6) to establish contact, liaise and/or affiliate with other clubs and/or organisations throughout Australia and overseas whose objects are similar to those of the Western Australian Zone and AOCRA;
- (7) to establish and maintain adequate standards of safety, quality and reputation in the sport of outriggering; and
- (8) to receive grants, bequests and donations.

4. POWERS OF THE ASSOCIATION

- (1) The committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, the AOCRA by-laws (if any) and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the AOCRA by-laws (if any).

5. FINANCIAL YEAR

- (1) The association's financial year will be the period of 12 months commencing on 1st July and ending on 30th June of each year.
- (2) Each subsequent financial year of the Association is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.

6. 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 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 payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - c. the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - d. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

7. MEMBERS

7.1 Eligibility for Membership

- a. Membership of the Association shall consist of Individual Members and Affiliated Clubs.
- b. An individual who has not reached the age of 15 years is not eligible to apply for a class of membership that confers full voting rights.

7.2 Applying for Membership

- a. A person who wants to become a member must join an Affiliated Club and AOCRA.
- b. An Affiliated Club must:-
 - i. Be incorporated or in the process of incorporation; and
 - ii. Forward to the Association the completed application as set out by AOCRA.
- c. An Affiliated Club shall:-
 - i. abide by these rules and also AOCRA's Constitution, clauses, regulations, by-laws and directions;
 - ii. pay on request all affiliation fees as determined by AOCRA from time to time;
 - iii. have as a minimum of members sufficient numbers to form a committee in accordance with the Act;
 - iv. adopt the objects of the Association and adopt clauses and rules of this Constitution as required by the Association from time to time;
 - v. do all that is reasonably necessary to enable its objects to be achieved;
 - vi. at all times act in the interest of its members and in furtherance of outrigger canoeing generally; and
 - vii. re-affiliate annually utilising the then current forms as required by AOCRA and pay the annual affiliation fee and any other fees as determined by AOCRA from time to time.
- d. Notification of any amendments to an Affiliated Club's constitution or changes to its Committee must be made in writing within 1 month to the Zone or if no Zone exists, AOCRA. An Affiliated Club must ensure that any amendments to its constitution result in the constitution remaining in conformity with this Constitution and AOCRA may cancel or suspend affiliation in the event that an Affiliated Club's constitution is contrary to the objects, rules, regulations and by-laws of the Association and AOCRA.

7.3 Dealing with Membership Applications

- a. The committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- b. The committee may delay its consideration of an application 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.
- c. The committee must not accept an application unless the applicant:-
 - i. is eligible under rule 7.1; and
 - ii. has applied under rule 7.2.
- d. The committee may reject an application even if the applicant:-
 - i. is eligible under rule 7.1; and
 - ii. has applied under rule 7.2.
- e. The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.

7.5 Becoming a Member

- a. An applicant for membership of the Association becomes a member when:-
 - i. the committee accepts the application; and
 - ii. the applicant pays any membership fees payable to the Association under rule 7.7.

- b. Members will receive a copy of these rules at the time their membership commences. Members are entitled to exercise all the rights and privileges of membership, and must comply with all of the obligations of membership under these rules.

7.5 When Membership Ceases

- a. A person ceases to be a member when any of the following takes place:-
 - i. for a member who is an individual, the individual dies;
 - ii. the person resigns from the Association under rule 7.6;
 - iii. the person is expelled from the Association under rule 8; and
 - iv. the person ceases to be a member under rule 8.
- b. An Affiliated Club shall cease to be a Member if:-
 - i. a club fails to forward to the Zone the necessary affiliation fee together with the application for affiliation within 1 month of the due date; and
 - ii. a receiver, liquidator or administrator is appointed to that club pursuant to the Corporations Act.
- c. The Association shall have the power at any time to require an Affiliated Club to provide to it a statement setting out such information as the Company reasonably requires to enable it to decide where or not the Affiliated Club has ceased to be or has become liable to cease to be a Member.

7.6 Resignation

- a. A Member or Affiliated Club may resign from membership of the Association by giving written notice of the resignation to the secretary.
- b. The resignation takes effect:-
 - i. when the secretary receives the notice; or
 - ii. if a later time is stated in the notice, at that later time.
- c. A person or Affiliated Club who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the *owed amount*) at the time of resignation.
- d. The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.
- e. Where resignation of a member or an Affiliated Club occurs during that member's or Affiliated Club's financial period that member or Affiliated Club will forfeit any paid membership fee.

7.7 Membership Fees

- a. The committee must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.
- b. A member must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, by the due date determined by the committee.
- c. Club Membership fees (affiliation fees) and Individual Membership fees shall be evaluated annually and amended where it is deemed appropriate by the Management Committee of AOCRA.
- d. AOCRA shall notify every affiliated club in writing of any adjustments made by AOCRA to the previous year's affiliation fees.
- e. All Affiliated Clubs' members must apply via the AOCRA website (www.aocra.com.au) to join or re-join annually.
- f. Membership fees to AOCRA are due by the relevant expiry date for each individual member. Failure to submit the prescribed fees and documentation via the AOCRA website (www.aocra.com.au) by the due date will render such member/s un-financial, and their membership will lapse.
- g. The AOCRA & Zone portion of entry fees for all Club and Combined Events shall be set annually by the Management Committee of AOCRA.
- h. AOCRA reserves the right to levy such other fees as may be required from time to time.

7.8 Register of Members

- a. The secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- b. In addition to the matters referred to in section 53(2) of the Act, the register of members must include each member's name and a residential, postal or email address. The class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- c. A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements. Under section 54 of the Act a member is entitled to inspect the register free of charge. The member may make a copy of, or take an extract from, the register but has no right to remove the register for that purpose.
- d. If:-
 - i. a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - ii. a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members.
- e. The committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

8. DISCIPLINARY ACTION AND DISPUTES

- (1) In this Part; **member**, in relation to an Individual member or Affiliated Club who is expelled from the Association, includes former member or former Affiliated Club.

8.1 Suspension or Expulsion

- a. The Management Committee may decide to suspend a member's membership or to expel a member from the Association if:-
 - i. the member contravenes any of these rules or those of AOCRA; or
- b. the member acts detrimentally to the interests of the Association or AOCRA.
- c. The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- d. The notice given to the member must state:-
 - i. when and where the committee meeting is to be held; and
 - ii. the grounds on which the proposed suspension or expulsion is based; and
 - iii. that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both) submissions to the committee about the proposed suspension or expulsion.
- e. At the committee meeting, the committee must:-
 - i. give the member, or the member's representative, a reasonable opportunity to make written or oral (or both) submissions to the committee about the proposed suspension or expulsion; and
 - ii. give due consideration to any submissions so made; and decide:-
 - whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - whether or not to expel the member from the Association.
- f. A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- g. The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.

- h. A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under rule 8, give written notice to the secretary requesting the appointment of a mediator under rule 8.3.
- i. If notice is given under subrule (h.), the member who gives the notice and the committee are the parties to the mediation.

8.2 Consequences of Suspension

- a. During the period a member's membership is suspended, 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, the secretary must record 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, the secretary must record in the register of members that the member's membership is no longer suspended.

8.3 Resolving Disputes

- a. In this Part;
 - grievance procedure*** means the procedures set out in this Division;
 - party to a dispute*** includes a person:-
 - i. who is a party to the dispute; and
 - ii. who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

8.3.1 Application of Division

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

- a. between members; or
- b. between one or more members and the Association.

8.3.2 Parties to Attempt to Resolve Dispute

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

8.3.3 How Grievance Procedure is Started

- a. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 8.1, any party to the dispute may start the grievance procedure by giving written notice to the secretary of:-
 - i. the parties to the dispute; and
 - ii. the matters that are the subject of the dispute.
- b. Within 28 days after the secretary is given the notice, a judicial committee meeting must be convened to consider and determine the dispute.
- c. The secretary must give each party to the dispute written notice of the judicial committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- d. The notice given to each party to the dispute must state:-
 - i. when and where the meeting is to be held; and
 - ii. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.

8.3.4 Determination of Dispute by Judicial Committee

- a. The Judicial Committee
 - i. Shall be appointed by the Association's Management Committee; and
 - ii. Shall consist of no less than three (3) representatives (all of whom are members of the Association or Board of AOCRA)
- b. At the judicial committee meeting at which a dispute is to be considered and determined, the committee must:-
 - i. give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both) submissions to the committee about the dispute; and
 - ii. give due consideration to any submissions so made; and
 - iii. determine the result of the dispute.
- c. The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.

9. COMMITTEE

9.1 Powers of the Committee

- a. The committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- b. Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- c. The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules, the by-laws (if any) and the rules of AOCRA.

9.2 Committee Members

- a. The committee members consist of:-
 - i. The four office holders of the Association;
 - ii. at least one ordinary committee member, up to four, or such other number of, members as determined at an annual general meeting; and
 - iii. All of who shall at all times be members of an Affiliated Club.
- b. The following are the office holders of the Association:-
 - i. the president;
 - ii. the vice president;
 - iii. the secretary; and
 - iv. the treasurer.
- c. A person may be a committee member if the person is:-
 - i. an individual who has reached 18 years of age; and
 - ii. an ordinary member of an affiliated club of the Association.
- d. A person must not hold 2 or more of the offices mentioned in rule 9.2 at the same time.

9.3 Election of Committee Members and Tenure of Office

9.3.1 How Members become Committee Members

- A member becomes a committee member if the member:-
- a. is elected to the committee at a general meeting; or
 - b. is appointed to the committee by the committee to fill a casual vacancy under rule 9.3.

9.3.2 Nomination of Committee Members

- a. At least 28 days before an annual general meeting, the secretary must send written notice to all the members
 - i. calling for nominations for election to the committee; and

- ii. stating the date by which nominations must be received by the secretary.
- b. A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 14 days before the annual general meeting. This member must be nominated and seconded by two (2) members of any affiliated club of the Association.
- c. A member may nominate for one specified position of office holder of the Association or to be an ordinary committee member.
- d. A member whose nomination does not comply with this rule is not eligible for election to the committee.

The election of officers and other members of the committee shall take place in the following manner:-

9.3.3 Election of Office Holders

- a. The President and the Treasurer shall be elected in years of even number and will have a tenure of 2 years from election at which the election occurred until the conclusion of the second Annual General Meeting following.
- b. The Vice-President, Secretary, and two (2) General Directors shall be elected in years of odd number and will have tenure of 2 years from election at which the election occurred until the conclusion of the second Annual General Meeting following.
- c. If there is no nomination for a position, the president of the meeting may call for nominations from the ordinary members at the meeting.
- d. If only one member has nominated for a position, the president of the meeting must declare the Member elected to the position.
- e. If more than one member has nominated for a position, the delegate members at the meeting must vote by secret ballot unless the meeting otherwise consents and agrees.

9.3.4 Election of Ordinary Committee Members

- a. At the annual general meeting, all ordinary members of the committee shall retire from office but shall be eligible, upon nomination, for re-election.
- b. If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the president of the meeting:-
 - i. must declare each of those members to be elected to the position; and
 - ii. may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections.
- c. If the number of members nominating for the position of ordinary committee member is greater than the number to be elected; the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of ordinary committee member.

9.3.5 Resignation and Removal from Office

- a. A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the president.
- b. The resignation takes effect:-
 - i. when the notice is received by the secretary or president; or
 - ii. if a later time is stated in the notice, at the later time.
- c. At a general meeting, the Association may by resolution:-
 - i. remove a committee member from office; and
 - ii. elect a member who is eligible under rule 7 to fill the vacant position.
- d. A committee member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the secretary or president and may ask that the representations be provided to the members.
- e. The secretary or president may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

- f. The removal of any member of the Committee shall be determined by a vote of the Zone Delegates at a general meeting called for that purpose and/or any other purpose by a majority of the members of the Committee.

9.3.6 When Membership of Committee Ceases

- a. A person ceases to be a committee member if the person:-
- i. dies or otherwise ceases to be a member; or
 - ii. resigns from the committee or is removed from office under rule 8; or
 - iii. becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
 - iv. becomes permanently unable to act as a committee member because of a mental or physical disability; or
 - v. fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

9.3.7 Filling Casual Vacancies

- a. The committee may appoint a member who is eligible under rule 7 to fill a position on the committee that:-
- i. has become vacant under rule 8; or
 - ii. was not filled by election at the most recent annual general meeting or under rule 9.
- b. If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 7 to fill the position within 14 days after the vacancy arises.
- c. Subject to the requirement for a quorum under rule 11.5, the committee may continue to act despite any vacancy in its membership.
- d. If there are fewer committee members than required for a quorum under rule 11.5, the committee may act only for the purpose of:-
- i. appointing committee members under this rule; or
 - ii. convening a general meeting.

9.3.8 Validity of Acts

- a. The acts of a committee or subcommittee, or of a committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a subcommittee.

10. SUBCOMMITTEES AND SUBSIDIARY OFFICERS

10.1 Subcommittees and Subsidiary Offices

- a. To help the committee in the conduct of the Association's business, the committee may, in writing, do either or both of the following:-
- i. appoint one or more subcommittees; or
 - ii. create one or more subsidiary offices and appoint people to those offices.
- b. A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.
- c. A person may be appointed to a subsidiary office whether or not the person is a member.
- d. Subject to any directions given by the committee:-
- i. a subcommittee may meet and conduct business as it considers appropriate; and
 - ii. the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

10.2 Delegation to Subcommittees and Holders of Subsidiary Offices

- a. In this rule ***non-delegable duty*** means a duty imposed on the committee by the Act or another written law.
- b. The committee 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 committee other than:-

- i. the power to delegate; and
- ii. a non-delegable duty.
- c. 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.
- d. The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- e. The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- f. 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 committee.
- g. The committee may, in writing, amend or revoke the delegation.

11. COMMITTEE MEETINGS

- (1) The committee must meet at least 4 times in each year on the dates and at the times and places determined by the 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) Special committee meetings may be convened by the president or any two (2) committee members.

11.1 Notice of Committee Meetings

- a. Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
- b. 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.

11.2 Procedure and Order of Business

- a. The president or, in the president's absence, the vice-president must preside as chair of each committee meeting. If the president and vice president 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.
- b. The order of business at a committee meeting may be determined by the committee members at the meeting.
- c. A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- d. A person invited under subrule (11.2) to attend a committee meeting:-
 - i. has no right to any agenda, minutes or other document circulated at the meeting; and
 - ii. must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
 - iii. cannot vote on any matter that is to be decided at the meeting.

11.3 Conflict of Interest and Disclosure

- a. Committee Members must be aware of their duties and obligations under the Act, including with respect to the disclosure of interests.
- b. A Committee Member must declare his or her interest in any matter (including contractual, disciplinary and financial matters) in which a conflict of interest arises or may arise. The Committee Member shall, unless otherwise determined by the Committee, absent himself or herself from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Committee Member casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Committee Member to absent himself from

discussions and refrain from voting, the issue should be immediately determined by vote of the Committee.

- c. The nature of a conflict of interest of a Committee Member must be declared at the Committee Meeting at which the relevant matter is first taken into consideration and as soon as the Committee Member becomes aware of the potential or actual conflict. If a Committee Member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Committee held after the Committee Member becomes interested.
- d. The failure by a Committee Member to declare an interest is deemed to constitute a breach of this Constitution and, subject to the determination of the Committee, may result in dismissal from the Management Committee and the Club, in addition to any other penalty which may be imposed by virtue of the Act.

11.4 Use of Technology to be Present at Committee Meetings

- a. The presence of a committee 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.
- b. A member who participates in a committee meeting as allowed 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.

11.5 Quorum for Committee Meetings

- a. A quorum for the conduct of the business of committee meeting shall be one half of the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting.
- b. Subject to rule 9.3, no business is to be conducted at a committee meeting unless a quorum is present.
- c. If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:-
 - i. in the case of a special meeting – the meeting lapses; or
 - ii. otherwise, the meeting is adjourned to the same time, day and place in the following week.
- d. If:-
 - i. a quorum is not present within 30 minutes after the commencement time of a committee meeting held under subrule (2)(b); and
 - ii. at least two (2) committee members are present at the meeting; and
 - iii. those members present are taken to constitute a quorum.

11.6 Voting at Committee Meetings

- a. Each committee member present at a committee meeting has one vote on any question arising at the meeting.
- b. A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- c. If the votes are divided equally on a question, the president of the meeting has a second or casting vote.
- d. 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.
- e. If a secret ballot is needed, the president of the meeting must decide how the ballot is to be conducted.

11.7 Minutes of Committee Meetings

- a. The committee must ensure that minutes are taken and kept of each committee meeting.
- b. The minutes must record the following:-
 - i. the names of the committee members present at the meeting;

- ii. the name of any person attending the meeting under rule 11.2;
- iii. the business considered at the meeting; and
- iv. any motion on which a vote is taken at the meeting and the result of the vote.
- c. The minutes of a committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- d. The chair must ensure that the minutes of a committee meeting are reviewed and signed as correct by any two (2) committee members.
- e. When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that:-
 - i. the meeting to which the minutes relate was duly convened and held; and
 - ii. the matters recorded as having taken place at the meeting took place as recorded; and
 - iii. any appointment purportedly made at the meeting was validly made.

12. GENERAL MEETINGS OF ASSOCIATION

12.1 Annual General Meeting

- a. The committee must determine the date, time and place of the annual general meeting.
- b. If it is proposed to hold the annual general meeting more than 6 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 4 months after the end of the financial year.
- c. The ordinary business of the annual general meeting is as follows:-
 - i. 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;
 - ii. to receive and consider:-
 - the committee's annual report on the Association's activities during the preceding financial year; and
 - 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
 - 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;
 - 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;
 - iii. to elect the office holders of the Association and other committee members;
 - iv. if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
- d. Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

12.2 Special General Meetings

- a. The committee may convene a special general meeting.
- b. The committee must convene a special general meeting if at least:-
 - i. 10% of the individual members; or
 - ii. at least 30% of the members of the management committee; or
 - iii. at least 30% of the affiliated clubs; and
 - iv. require a special general meeting to be convened.
- c. The members requiring a special general meeting to be convened must:-
 - i. make the requirement by written notice given to the secretary; and
 - ii. state in the notice the business to be considered at the meeting; and
 - iii. each sign the notice.
- d. The special general meeting must be convened within 28 days after notice is given under rule 12.2.
- e. If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- f. A special general meeting convened by members under rule 12.2:-

- i. must be held within 3 months after the date the original requirement was made; and
- ii. may only consider the business stated in the notice by which the requirement was made.

12.3 Notice of General Meetings

- a. The secretary or, in the case of a special general meeting convened under rule 12, the members convening the meeting, must give to each member:-
 - i. at least 14 days notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - ii. at least 14 days notice of a general meeting in any other case; or
 - iii. at least 21 days notice of an annual general meeting
- b. The notice must:-
 - i. specify the date, time and place of the meeting; and
 - ii. indicate the general nature of each item of business to be considered at the meeting; and
 - iii. if the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under rule 9.3; and
- 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.

12.4 Voting at General, Special and Annual General Meeting

- a. Each Affiliated Club shall be entitled to appoint two (2) individual members as voting delegates to represent that Affiliated Club at any meeting.
- b. The appointment of an Affiliated Club's delegates must be in writing to the Secretary no later than 7 days before the meeting.
- c. The individual member must be fully financial of the Affiliated Club and AOCRA.
- d. If votes are divided equally on a question, the president of the meeting has a second or casting vote.

12.5 Presiding Member and Quorum for General Meetings

- a. The president or, in the president's absence, the vice president must preside as chair of each general meeting. If the president and vice president are absent or are unwilling to act as chair of a general meeting, the committee members at the meeting must choose one of them to act as chair of the meeting.
- b. No business is to be conducted at a general meeting unless a quorum is present.
- c. A quorum for the conduct of business at an annual general, general or special meeting of the members of the Western Australian Zone will constitute at least one half plus one of the delegates who are entitled to vote.
- d. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:-
 - i. in the case of a special general meeting – the meeting lapses; or
 - ii. in the case of the annual general meeting – the meeting is adjourned to:-
 - the same time and day in the following week; and
 - the same place, unless the president specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- e. If:-
 - i. a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under rule 12.5; and
 - ii. at least two (2) ordinary members are present at the meeting; and
 - iii. those members present are taken to constitute a quorum.

12.6 When Special Resolutions are Required

- a. A special resolution is required if it is proposed at a general meeting:-
 - i. to affiliate the Association with another body; or

- ii. to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager; or
 - iii. to alter the Association's rules; or
 - iv. to cancel the Association's incorporation.
- b. Determining whether resolution carried
- i. In this rule **poll** means the process of voting in relation to a matter that is conducted in writing.
 - ii. Subject to subrule (4), the president of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:-
 - carried; or
 - carried unanimously; or
 - carried by a particular majority; or
 - lost.
 - iii. If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
 - iv. If a poll is demanded on any question by the president of the meeting or by at least 3 other ordinary members present:-
 - the poll must be taken at the meeting in the manner determined by the president; and
 - the president must declare the determination of the resolution on the basis of the poll.
 - v. If a poll is demanded on the election of the president or on a question of an adjournment, the poll must be taken immediately.
 - vi. If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the president.
 - vii. A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

12.7 Minutes of General Meeting

- a. The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- b. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- c. In addition, the minutes of each annual general meeting must record:-
 - i. the names of the ordinary members attending the meeting; and
 - ii. the financial statements or financial report presented at the meeting, as referred to in rule 12.1; and
 - iii. any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 12.1.
- d. The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- e. Any two (2) members of the committee must declare that the previous minutes of a general meeting are reviewed and signed as correct
- f. When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:-
 - i. the meeting to which the minutes relate was duly convened and held; and
 - ii. the matters recorded as having taken place at the meeting took place as recorded; and
 - iii. any election or appointment purportedly made at the meeting was validly made.

13. FINANCIAL MATTERS

13.1 Source of Funds

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

13.2 Control of Funds

- a. 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.
- b. Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- c. The 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.
- d. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:-
 - i. 2 committee members; or
 - ii. 1 committee member and a person authorised by the committee.
- e. All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

13.3 Financial Statements and Financial Reports

- a. 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 reports of the Association are met.
- b. Without limiting subrule (1), those requirements include:-
 - i. if the Association is a tier 1 association, the preparation of the financial statements; and
 - ii. if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - iii. if required, the review or auditing of the financial statements or financial report, as applicable; and
 - iv. the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - v. 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.

14. BY-LAWS

- (1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may:-
 - a. provide for the rights and obligations that apply to any classes of associate membership approved under rule 7; and
 - b. impose restrictions on the committee's powers, including the power to dispose of the association's assets; and
 - c. impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
 - d. provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

15. EXECUTING DOCUMENTS AND COMMON SEAL

- (1) The Association may execute a document without using a common seal if the document is signed by;
 - a. 2 committee members; or
 - b. 1 committee member and a person authorised by the committee.
- (2) If the Association has a common seal:-
 - a. the name of the Association must appear in legible characters on the common seal; and
 - b. a document may only be sealed with the common seal by the authority of the committee and in the presence of:-
 - I. 2 committee members; or
 - II. 1 committee member and a person authorised by the committee; and
 - III. each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the secretary or another committee member authorised by the committee.

16. GIVING NOTICES TO MEMBERS

- (1) In this rule **recorded means** recorded in the register of members.
- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and:-
 - a. delivered by hand to the recorded address of the member; or
 - b. sent by prepaid post to the recorded postal address of the member; or
 - c. sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

17. CUSTODY OF BOOKS AND SECURITIES

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

18. INSPECTION OF RECORDS AND DOCUMENTS

- (1) Subrule (2) applies to a member who wants to inspect:-
 - a. the register of members under section 54(1) of the Act; or
 - b. the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - c. any other record or document of the association.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1) but does not have a right to remove the record or document for that purpose.

- (6) The member must not use or disclose information in a record or document referred to in subrule (1) 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.

19. PUBLICATION BY COMMITTEE MEMBERS OF STATEMENTS ABOUT ASSOCIATION

- (1) A committee member must not publish, or cause to be published, any statement about the business conducted by the Association 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 committee member has been recorded in the minutes of the committee meeting at which it was given.

20. DISTRIBUTION OF SURPLUS PROPERTY ON CANCELLATION OR WINDING UP INCORPORATION

- (1) In this rule **surplus property**, in relation to the Association, means property remaining after satisfaction of:-
- a. the debts and liabilities of the Association; and
 - b. the costs, charges and expenses of winding up or cancelling the incorporation of the Association;
 - c. but does not include books relating to the management of the Association.
- (2) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

21. ALTERATION OF RULES

- (1) If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

22. AOCRA TO PREVAIL

- (1) To the extent of any inconsistency between anything contained within this Constitution and the Constitution or By-Laws of AOCRA, the Constitution and By-Laws of AOCRA shall prevail.