

K&L GATES

**Constitution of The Polocrosse  
Association of Western Australia Inc**

**an incorporated association**

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# The Polocrosse Association of Western Australia Inc

## An Incorporated Association

### 1. Name of Association

The name of the Association is The Polocrosse Association of Western Australia Inc.

### 2. Definitions and interpretation

#### 2.1 Definitions

The following definitions apply in this Constitution unless the context requires otherwise:

**Act** means the *Associations Incorporation Act 2015 (WA)* and any regulations made under that statute;

**Annual General Meeting** means the annual general meeting of the Association convened under rule 8.1;

**Association** means The Polocrosse Association of Western Australia Inc;

**Business Day** means a day that is not a Saturday, Sunday, public holiday or bank holiday in Perth, Western Australia;

**Chairperson** means the person chairing a General Meeting or Committee meeting;

**Club** means any polocrosse club in Western Australia which is:

- (a) actively involved in the playing or promotion of polocrosse; and
- (b) is an association incorporated under the Act;

**Commissioner** means the person designated as the Commissioner from time to time under section 153 of the Act;

**Committee** means the management Committee referred to in rule 12.1;

**Committee Member** means a person elected or appointed to the Committee from time to time;

**Committee Register** means the register maintained in accordance with section 58 of the Act and referred to in rule 14.6;

**Constitution** means this constitution as amended, supplemented or replaced from time to time;

**convene** means to call together for a formal meeting;

**Delegate** means a person appointed by a Sub-Association to the Committee under rule 14.2;

**Executive Officer** means the person appointed to the office of executive officer of the Association from time to time;

**Financial Records** includes:

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

**Financial Report** means a financial report of a tier 2 association or tier 3 association prepared in accordance with Part 5 of the Act and which consists of:

- (a) the Financial Statements for the relevant Financial Year;
- (b) the notes to the Financial Statements; and
- (c) the Committee's declaration about the Financial Statements and notes;

**Financial Statements** means financial statements prepared in accordance with Division 3 of the Act;

**Financial Year** has the meaning given in rule 19.5;

**General Meeting** means a meeting of the Members that all Members are entitled to receive notice of and attend;

**Member** means a member of the Association entered in the Register;

**Membership Fee** has the meaning given in rule 5.6(a);

**Objects** means the objects of the Association as set out in rule 3(a);

**Ordinary Resolution** means a resolution of the Association other than a Special Resolution;

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

**Present** means, in connection with a meeting, a Member being present in person or by proxy or one or both of its Representatives, and includes being present at a different venue from the venue at which other Members are participating in the same meeting, providing the pre-requisites for a valid meeting at different venues are observed;

**Register** means the register of Members of the Association referred to in rule 7.1;

**Representative** means a natural person nominated by a Club in accordance with rule 5.7;

**Special Resolution** has the meaning given in rule 9.2(b);

**Sub-Associations** means each of:

- (a) The Central Zone Sub Association (Inc) (**Central Zone**);

- (b) Midwest Polocrosse Zone (Inc) (**Midwest Zone**);
- (c) Southern Zone Polocrosse Sub Association (Inc) (**Southern Zone**),

and any new sub-association that becomes affiliated to the Association in accordance with rule 21(c)(i);

**Term** has the meaning given in rule 14.3;

**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; and

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

**Vice-President** means either the Senior Vice-President or the Junior Vice-President.

## 2.2 Interpretation

In this Constitution, unless the context requires otherwise:

- (a) the singular includes the plural and vice versa;
- (b) a gender includes the other genders;
- (c) headings are used for convenience only and do not affect the interpretation of this Agreement;
- (d) other grammatical forms of a defined word or expression have a corresponding meaning;
- (e) a reference to a document is to that document as amended, novated, supplemented, extended or restated from time to time;
- (f) if something is to be or may be done on a day that is not a Business Day then it must be done on the next Business Day;
- (g) "person" includes a natural person, partnership, body corporate, association, joint venture, governmental or local authority, and any other body or entity whether incorporated or not;
- (h) "month" means calendar month and "year" means 12 consecutive months;
- (i) a reference to all or any part of a statute, rule, regulation or ordinance (**statute**) is to that statute as amended, consolidated, re-enacted or replaced from time to time;
- (j) "include", "for example" and any similar expressions are not used, and must not be interpreted, as words of limitation;
- (k) a reference to any agency or body that ceases to exist, is reconstituted, renamed or replaced, or has its powers or functions removed (**defunct body**) is to the

agency or body that performs most closely the powers or functions of the defunct body; and

- (l) any expression in a provision of this Constitution that relates to a particular provision of the Act has the same meaning as in that provision of the Act.

### **2.3 Compliance with the Act**

This Constitution is subject to the Act, which overrides any rule in this Constitution that is inconsistent with or not permitted by the Act.

### **2.4 Transitional**

Everything done under this Constitution continues to have the same operation and effect after the adoption of any successor Constitution as if properly done under that Constitution.

## **3. Objects and powers of the Association**

- (a) The objects of the Association (**Objects**) are to:
- (i) promote, develop and foster the game of polocrosse in Western Australia;
  - (ii) increase the interest, awareness and participation in the game of polocrosse within Western Australia;
  - (iii) promote, develop and foster each of the Clubs, and to register and grow new Clubs;
  - (iv) deal with all matters which concern the betterment of the game of polocrosse and each of the Clubs;
  - (v) arrange, promote and hold polocrosse carnivals, exhibitions or matches to further progress the game; and
  - (vi) do all things necessary or ancillary to the above.
- (b) The Association has all the powers of an incorporated association under the Act. The Association may only use its powers to do:
- (i) anything which it considers will advance or achieve the Objects; and
  - (ii) all other things that are incidental to carrying out the Objects.

## **4. Not for profit**

- (a) All property and income of the Association must be applied solely towards promoting the Objects, and no part of the Association's property or income may be paid or otherwise distributed, directly or indirectly to any Member, except in good faith in promoting the Objects.
- (b) A payment may be made (directly or indirectly) to a Member out of the funds of the Association only if it is authorised under rule 4(c).
- (c) A payment to a Member out of the funds of the Association is authorised if it is:

- (i) a payment in good faith to that Member of reasonable remuneration for services provided to the Association; or reasonable compensation for goods supplied to the Association in the ordinary course of business;
- (ii) a payment of interest on money borrowed from a Member by the Association, at a rate not exceeding the cash rate published from time to time by the Reserve Bank of Australia;
- (iii) a payment of reasonable rent to the Member for any premises leased by the Member to the Association; or
- (iv) the reimbursement of reasonable expenses properly incurred by a Member on behalf of the Association.

## **5. Membership of the Association**

### **5.1 Number of Members**

- (a) The minimum number of Members of the Association is 6 or such other number as required by the Act from time to time.
- (b) The maximum number of Members of the Association is at the discretion of the Committee.

### **5.2 Membership rights**

- (a) A Member has all the rights provided to Members under this Constitution, including (but not limited to) the right to:
  - (i) receive notices from the Association;
  - (ii) attend, request the convening of and vote at all General Meetings of the Association; and
  - (iii) be elected to the Committee and any sub-committees of the Association.
- (b) Subject to the Act, and without derogating from the rights of existing Members, the Association may by resolution create additional classes of associate membership of the Association and determine the eligibility criteria, rights and obligations of those associate members.

### **5.3 Eligibility for membership**

Any Club that has:

- (a) not less than 6 registered polocrosse players; and
- (b) access to a suitable polocrosse playing field,

is eligible to apply for membership under rule 5.5(a).

### **5.4 Life Members**

- (a) The Committee may, from time to time, nominate a person who, in the opinion of the Committee, has given outstanding and lengthy service to polocrosse at a

state, national or international level to be considered by the Members for approval as a Life Member.

- (b) The Committee may choose to nominate a person under rule 5.4(a) after receiving submissions from a Member recommending a person to be nominated for approval as a Life Member.
- (c) A person will become a Life Member once:
  - (i) the Members at a General Meeting pass an Ordinary Resolution confirming his or her appointment as a Life Member; and
  - (ii) his or her name is entered into the Register.
- (d) A Life Member is entitled to receive notice of and attend all General Meetings, but is not entitled to vote at any General Meetings.

## **5.5 Applying for membership**

- (a) Every application by a Club for registration as a member of the Association must be:
  - (i) in a written form approved by the Committee for that purpose and signed by the Club;
  - (ii) submitted to the Executive Officer or in any other way approved by the Committee;
  - (iii) accompanied by a copy of the current constitution and any by-laws of the Club, which must contain provisions that the Club is required to:
    - (A) comply with the requirements of this Constitution and any by-laws of the Association; and
    - (B) seek to remain continuously affiliated with the Association; and
  - (iv) accompanied by such evidence as the Committee may reasonably require to show that the applicant Club meets the eligibility criteria in rule 5.3.
- (b) Where an applicant Club meets the requirements of rule 5.5(a), the Committee must convene a General Meeting of Members for the purpose of considering the application for membership.
- (c) An application for membership by a Club must be approved by an Ordinary Resolution of the Members at the General Meeting of the Association convened under rule 5.5(b).
- (d) If the Members approve the membership application under rule 5.5(c), the Executive Officer must:
  - (i) notify the Club and request payment of any applicable Membership Fee; and
  - (ii) within 28 days after the Club has been approved as a Member, enter the Club's details in the Register.

- (e) A Club whose membership application has been approved by the Members will not become a Member until the Association has:
  - (i) received payment of any required Membership Fee; and
  - (ii) entered the Club's details in the Register in accordance with rule 7.1.
- (f) A Club that is approved for membership must, as soon as is reasonably practicable after receiving the notice from the Executive Officer under rule 5.5(d)(i), appoint its Representatives in accordance with rule 5.7.

## **5.6 Membership Fees**

- (a) Membership Fees may consist of any fees determined by the Committee from time to time for each class of membership, including (but not limited to):
  - (i) an entrance fee for membership; and
  - (ii) subscription fees payable annually or on another basis.
- (b) The Committee may:
  - (i) set different Membership Fees for different classes of membership; and
  - (ii) in its absolute discretion may waive all or part of a Membership Fee payable by any Member.
- (c) Membership Fees must be paid in the manner and by the date directed by the Committee from time to time.
- (d) If any amount owing under this rule 5.6 remains unpaid for a period of 30 days after it falls due:
  - (i) the Member will lose its right to vote at any General Meetings until any amount owing is paid; and
  - (ii) the Executive Officer will send a notice to the Member requiring payment of the outstanding amount within 28 days of the date of the notice.
- (e) If the amount is not paid within the 28 day period referred to in rule 5.6(d) then the Committee may resolve to revoke that Member's membership.
- (f) The Committee may, in its absolute discretion, reinstate the Member on payment of all arrears of amounts owing.

## **5.7 Representatives where the Member is an organisation**

- (a) A Member that is a Club must by written notice to the Executive Officer appoint two natural persons (who must be a member or office holder of that Club) to act as its Representatives at General Meetings in all matters, subject to the Act and subject to any restrictions on the Representatives' powers imposed by the Member.
- (b) The Committee may in its discretion reject the appointment of a Representative at any time, if it believes on reasonable grounds that it is in the interests of the Association to do so.

- (c) Subject to this Constitution, a Representative:
  - (i) is entitled to exercise at a General Meeting all the powers which its appointing Member could exercise if it were a natural person;
  - (ii) is entitled to be counted towards a quorum on the basis that the Member will be deemed Present at a General Meeting by its Representative; and
  - (iii) is eligible to be nominated as a Committee Member.
- (d) Where:
  - (i) a Representative's appointment has been revoked by its appointing Member; but
  - (ii) the Executive Officer has not received written notice of the revocation prior to a General Meeting,

any vote given at the relevant meeting in accordance with the terms of instrument appointing the Representative is valid.
- (e) If written notice of the appointment of a Representative has not been received in accordance with rule 5.7(a), the President (or other person acting as Chairperson of a General Meeting) may allow a Representative to vote on condition that they subsequently establish their status as a Representative within a period prescribed by, and to the satisfaction of, the President (or other person acting as Chairperson of the General Meeting).

## **5.8 Liability of Members**

- (a) The liability of Members is limited to payment of any Membership Fees in accordance with rule 5.6.
- (b) A Member is not liable, by reason of their membership, for the liabilities of the Association or the cost of winding up the Association.

## **5.9 No transfer of membership**

A right, privilege or obligation of a person by reason of their membership:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of membership.

## **5.10 Additional obligations of Members that are Clubs**

- (a) A Member that is a Club must, if requested by the Committee from time to time, cause a full list of its members to be submitted to the Executive Officer within 14 days of such request being made.
- (b) A Member that is a Club must not propose any amendments to its constitution or any by-laws unless a copy of the proposed amendments have first been provided to and approved by the Committee.

## 6. Ceasing to be a Member

### 6.1 When a Member ceases to be a Member

A Member will cease to be a Member:

- (a) if the Member resigns by notice in writing to the Executive Officer, on the date that the notice is received by the Executive Officer, or any later date specified in the notice;
- (b) if their membership is revoked in accordance with rule 5.6(e) or 6.2;
- (c) where the Member is an individual, if the Member dies; or
- (d) where the Member is an organisation, if it is wound up, dissolved, deregistered or otherwise ceases to be an organisation.

### 6.2 Revocation of membership

- (a) Subject to this rule 6.2, the Committee may at a Committee meeting resolve to revoke a Member's membership if in its opinion:
  - (i) the Member's status or conduct is detrimental to the interests of the Association, including (without limitation) if the Member has brought the Association into disrepute;
  - (ii) the Member has failed to comply with this Constitution or any by-laws of the Association; or
  - (iii) the Member no longer meets the applicable criteria for membership in rule 5.3.
- (b) At least 7 days before the Committee meeting referred to in rule 6.2(a) (**Revocation Meeting**), the Executive Officer must give written notice to the Member:
  - (i) of the proposed revocation of membership and the reasons for that proposed revocation;
  - (ii) of the date, time and place of the Revocation Meeting;
  - (iii) informing the Member that the Member or the Member's Representatives (if applicable) may attend the Revocation Meeting and will be given a full and fair opportunity to make oral and written submissions to the Committee.
- (c) At the Revocation Meeting, the Committee must:
  - (i) give the Member or one or both of its Representatives a full and fair opportunity to make oral submissions and must give reasonable consideration to any written submissions; and
  - (ii) determine whether the Member's membership should be revoked.

### **6.3 Consequences of ceasing to be a Member**

- (a) Any person ceasing to be a Member:
  - (i) will have its name removed from the Register;
  - (ii) is not entitled to any refund (or part refund) of any Membership Fee paid; and
  - (iii) will remain liable for and must pay to the Association all fees and any other amounts which were due to the Association at the date they cease to be a Member.
- (b) The Executive Officer must keep a record, for at least 1 year after a person ceases to be a Member, of:
  - (i) the date on which the person ceased to be a Member; and
  - (ii) the reason why the person ceased to be a Member.

## **7. Register of Members**

### **7.1 Maintaining the Register of Members**

- (a) The Executive Officer (or any other person authorised by the Committee) must keep and maintain a Register in accordance with section 53 of the Act, containing:
  - (i) the name and residential, postal or email address of each Member;
  - (ii) the class of membership of each Member (if applicable);
  - (iii) the date on which each Member's name was entered into the Register;
  - (iv) the name and date of appointment of each Representative.
- (b) Any change in the membership of the Association must be recorded in the Register within 28 days.

### **7.2 Inspecting and copying the Register**

- (a) The Register is available for inspection free of charge by any current Member upon written request to the Executive Officer.
- (b) A Member may make a copy of entries in the Register.
- (c) A Member may apply in writing to the Committee for a copy of the Register. The Committee may in its discretion require the Member to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.
- (d) The Committee may charge a reasonable fee for providing a copy of the Register.
- (e) A Member must not use or disclose any information in the Register for any purpose other than a purpose that:

- (i) is directly connected with the affairs of the Association; or
- (ii) relates to the administration of the Act.

## **8. General meetings**

### **8.1 Annual General Meetings**

- (a) The Association must hold an Annual General Meeting once in each calendar year and no later than 6 months after the end of each Financial Year, except where the Commissioner has allowed for a longer period under the Act.
- (b) The Committee must determine the place, date and time of the Annual General Meeting.

### **8.2 Business at Annual General Meeting**

Even if these items are not set out in the notice of meeting, the business of an Annual General Meeting may include:

- (a) reviewing the Association's activities and finances since the last preceding Annual General Meeting;
- (b) confirming the minutes of the last preceding Annual General Meeting and of any other General Meeting held since the last preceding Annual General Meeting;
- (c) receiving and considering:
  - (i) the Committee's annual report on the Association's activities during the preceding Financial Year;
  - (ii) if the Association is a tier 1 association, the Financial Statements of the Association for the preceding Financial Year presented under Part 5 of the Act;
  - (iii) if the Association is a tier 2 association or a tier 3 association, the Financial Report of the Association for the preceding Financial Year presented under Part 5 of the Act; and
  - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the review report or the auditor's report on the Financial Statements or Financial Report (as applicable);
- (d) electing Committee Members and announcing the names the Delegates that have been appointed by the Sub-Associations;
- (e) where relevant, appointing an auditor or reviewer in accordance with the Act; and
- (f) transacting any other business which under this Constitution or the Act may properly be brought before the meeting.

### **8.3 Special General Meetings**

- (a) The Committee may at any time convene a General Meeting of the Members, or of any class of Members.

- (b) The Committee must convene a General Meeting of Members if it receives a request to do so which meets the following requirements:
  - (i) the request is made by at least 20% of Members eligible to vote at a General Meeting;
  - (ii) the request is in writing, signed by all the Members making the request, and states the business to be conducted at the General Meeting; and
  - (iii) the request is lodged with the Executive Officer, or the Chairperson in the absence of the Executive Officer.
- (c) On receipt of a request from Members under rule 8.3(b), the Committee must:
  - (i) give all Members 21 days' notice of the General Meeting; and
  - (ii) hold the General Meeting within 2 months of the date of the request.
- (d) Subject to the Act, the Committee may cancel or postpone any General Meeting or change its venue by giving notice to all persons to whom the notice of the original meeting was given, but may not cancel a General Meeting which was called or requested by Members, without the prior written consent of those Members.

#### **8.4 Notice of General Meetings**

- (a) Notice of every General Meeting must be given in the manner authorised by rule 18.1 to every Member and Committee Member; and to any reviewer or auditor of the Association.
- (b) No other person is entitled to receive notice of a General Meeting, except any person authorised by the Committee.
- (c) Notice of General Meetings (including Annual General Meetings) must be provided to Members:
  - (i) at least 21 clear days before any General Meeting at which a Special Resolution is proposed; and
  - (ii) (excluding special General Meetings called in accordance with rule 8.3(b)) at least 14 clear days before any other General Meeting.
- (d) Subject to rule 8.4(e), shorter notice of General Meetings (including Annual General Meetings) may be provided if:
  - (i) for an annual General Meeting, all the Members entitled to vote at the annual General Meeting agree prior to the Annual General Meeting; and
  - (ii) for any other General Meeting, Members holding at least 95% of the votes that may be cast at the General Meeting agree prior to the General Meeting.
- (e) The Association cannot call a General Meeting or Annual General Meeting on shorter notice than that specified in rule 8.4(c) if a resolution will be moved at the meeting to:

- (i) appoint or remove a Committee Member; or
- (ii) remove an auditor or reviewer.

## **8.5 Content of notice of General Meetings**

The notice of General Meeting must:

- (a) specify the place, date and time for the General Meeting (and, if the meeting is to be held in two or more places in accordance with rule 8.7, the technology that will be used to facilitate this);
- (b) state the general nature of the business to be transacted at the General Meeting;
- (c) if a Special Resolution is to be proposed at the General Meeting, set out an intention to propose the Special Resolution and state the text of the resolution; and
- (d) contain a statement of each Member's right to appoint a natural person who must be a member or office holder of the Member to act as their proxy in the event that its appointed Representative or Representatives are unable to attend.

## **8.6 Failure to give notice**

Any resolution passed at a General Meeting is not invalidated by:

- (a) the accidental omission to give notice of a General Meeting to any Member or non-receipt of that notice by a Member; or
- (b) the accidental omission to send out the instrument of proxy to a person entitled to receive notice or non-receipt of that instrument by a Member.

## **8.7 Use of technology**

- (a) The Association may hold a General Meeting (including an Annual General Meeting) at 2 or more venues using any technology that gives Members a reasonable opportunity to participate, provided that arrangements are made at each venue for the recording of all votes cast.
- (b) The General Meeting is taken to be held where the Chairperson of the General Meeting conducts the General Meeting. All proceedings conducted in accordance with this rule 8.7 are as valid as if conducted at a single gathering of a quorum of those entitled to be Present.

## **8.8 Quorum**

- (a) No business may be transacted at a General Meeting unless a quorum of Members is Present at the time when the meeting proceeds to business.
- (b) Except as otherwise provided in this Constitution, a quorum constitutes:
  - (i) 5 Committee Members; and
  - (ii) at least one-third of the Members who are eligible to vote being Present.

## **8.9 If a quorum not Present**

If a quorum is not Present within 30 minutes after the time appointed for the General Meeting in the notice:

- (a) where the meeting is convened on the requisition of Members, the meeting must be automatically dissolved; or
- (b) in any other case:
  - (i) the meeting stands adjourned to a day and at a time and place as the Committee decides or, if no decision is made by the Committee, to the same day in the next week at the same time and place; and
  - (ii) if no quorum is Present at the resumed meeting within 30 minutes after the time appointed for the meeting, provided at least 2 Members are Present at the resumed meeting, they will be taken to constitute a quorum.

## **8.10 Adjournments**

- (a) The Chairperson may, and must if directed to do so by the General Meeting, adjourn a General Meeting from time to time and from place to place.
- (b) Only business left unfinished at a meeting which was adjourned may be transacted at a meeting resumed after an adjournment.
- (c) A resolution passed at a meeting resumed after an adjournment is passed on the day it was in fact passed.
- (d) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting. In all other cases it is not necessary to give notice of the adjourned meeting.

## **9. Voting at General Meetings**

### **9.1 Voting rights**

- (a) Each Member that is entitled to vote at General Meetings (being Members that are Clubs) is entitled to 2 votes.
- (b) At General Meetings each Member entitled to attend and vote in accordance with this Constitution:
  - (i) 2 votes on a show of hands or on a poll; and
  - (ii) may attend and vote by its Representatives or by proxy.
- (c) A Member ordinarily entitled to vote is not entitled to vote if its Membership Fee (where a Membership Fee is payable) is more than 30 days in arrears at the commencement of the relevant General Meeting, unless the Committee resolves otherwise.
- (d) A Member may appoint a natural person who must be a member or office holder of a Member as their proxy to attend and vote at General Meetings on behalf of

the Member in the event that its appointed Representative or Representatives is or are unable to attend.

## **9.2 Members' resolutions**

- (a) A resolution put to the vote at a General Meeting must be decided by a majority of votes cast by the Members Present at the General Meeting, except where it is required by this Constitution or otherwise by law that the resolution be a Special Resolution.
- (b) A Special Resolution is a resolution passed by the Association at a General Meeting in accordance with section 51 of the Act by the votes of not less than three-fourths of the Members who validly cast a vote at the General Meeting.
- (c) A resolution put to the vote at a General Meeting must be decided on a show of hands unless a poll is demanded in accordance with rule 9.3.
- (d) Before a vote is taken, the Chairperson must inform the General Meeting whether any proxy votes have been received and how the proxy votes are to be cast on the resolution.
- (e) In the case of an equality of votes on a show of hands or on a poll, the Chairperson of the relevant General Meeting has a casting vote.
- (f) A declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting is conclusive evidence of that fact. Neither the Chairperson nor the minutes of the meeting need to state the number or proportion of the votes recorded in favour or against the resolution.

## **9.3 Voting by poll**

- (a) A poll may be demanded by:
  - (i) the Chairperson; or
  - (ii) at least 3 Members Present entitled to vote on the resolution.
- (b) A poll may be demanded:
  - (i) before a vote is taken; or
  - (ii) before or immediately after the voting results on a show of hands are declared.
- (c) A demand for a poll may be withdrawn.
- (d) Subject to rule 9.3(e), if a poll is demanded, it is to be taken in the manner and at the time the Chairperson directs.
- (e) A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.
- (f) The result of the poll will determine whether the resolution on which the poll was demanded is carried or lost.

- (g) A demand for a poll does not prevent a General Meeting from proceeding with any other business.

#### **9.4 Objection to qualification to vote**

- (a) An objection to a person's right to vote at a General Meeting:
  - (i) may only be raised at the General Meeting or adjourned meeting at which the vote objected to is tendered; and
  - (ii) must be determined by the Chairman of the meeting, whose decision is final.
- (b) A vote allowed after an objection is valid for all purposes.

#### **9.5 Direct voting**

- (a) The Committee may determine that, at any General Meeting or class meeting, a Member who is entitled to attend and vote on a resolution at that meeting is entitled to vote by direct vote in respect of that resolution. A direct vote includes a vote delivered to the Association by post or any other means approved by the Committee, subject to compliance with the Act.
- (b) Where rule 9.5(a) applies, the notice of meeting must indicate that direct voting is available at the relevant meeting or on particular resolutions.
- (c) The Committee may prescribe procedures in relation to direct voting, including (without limitation):
  - (i) specifying the form, method and timing of casting a direct vote at a meeting for the vote to be valid; and
  - (ii) the circumstances in which a direct vote may be withdrawn by the Member or deemed withdrawn.

#### **9.6 Votes counted in error**

If any vote is counted which ought not to have been counted or might have been rejected, the error will not invalidate the resolution unless the error is:

- (a) detected at the same General Meeting; and
- (b) of sufficient magnitude, in the opinion of the Chairperson, as to invalidate the resolution.

### **10. Minutes**

- (a) The Committee must cause minutes to be made of:
  - (i) proceedings and resolutions of General Meetings of the Members and resolutions passed by Members without a meeting;
  - (ii) all appointments of Committee Members; and

- (iii) proceedings and resolutions of Committee meetings and resolutions passed by the Committee without a meeting,

and retain the minutes in a minute book for a period of at least 10 years or such other period as may be required under the Act.

- (b) The Association must ensure that minutes are signed within a reasonable time after the date of the meeting or of the resolution being passed by:
  - (i) the Chairperson of the meeting;
  - (ii) the Chairperson of the next meeting; or
  - (iii) in the case of a resolution without a meeting, a Committee Member.
- (c) In the absence of evidence to the contrary, contents of the minute book that is recorded and signed in accordance with this rule 10 is evidence of the matters shown in the minute.

## **11. Resolving disputes**

### **11.1 Application of disputes procedure**

The disputes procedure set out in this rule applies to disputes under or relating to this Constitution between:

- (a) a Member and another Member or Members; and
- (b) a Member or Members and the Association.

### **11.2 Disputes procedure**

- (a) The parties to the dispute must attempt to resolve the dispute (in person or by telephone, email, or any other means of communication) within 28 days after the dispute comes to the attention of all of the parties. In the case of a dispute involving the Association, the Chairperson or another Committee Member nominated by the Chairperson will represent the Association.
- (b) If the parties are unable to resolve the dispute within the 28 day period specified in rule 11.2(a), either party may initiate the dispute resolution procedure by giving a written notice to the Executive Officer identifying the parties to the dispute and the subject of the dispute.
- (c) Within 28 days of receipt of a notice under rule 11.2(a), a Committee meeting must be convened to determine the dispute.
- (d) The Executive Officer must give the parties to the dispute at least 7 days' prior written notice of the Committee meeting, informing them that they may attend the meeting (in person or via telephone, video conferencing or any other available means of instant communication) and make oral or written submissions (or both).
- (e) At the Committee meeting, the Committee must:

- (i) give each party to the dispute, or the party's Representatives, a full and fair opportunity to make oral or written submissions and must give reasonable consideration to any submissions; and
  - (ii) determine the dispute, or if it thinks appropriate, refer the dispute to an alternative dispute resolution process.
- (f) Written notice of the Committee's decision regarding the dispute must be given to all parties to the dispute within 7 days after the Committee meeting.
- (g) Following the Committee's decision, any party to the dispute may request the dispute to be referred to mediation by notice to the Dispute Committee within 14 days of receipt of the notice under rule 11.2(f).

### **11.3 If dispute resolution results in decision to suspend or expel being revoked**

If a disputes procedure under this rule 11 takes place concerning the revocation of a Member's membership and the result of the disputes procedure is that the Member's membership is reinstated, that revocation decision does not affect the validity of any decision made at a Committee meeting or General Meeting during the period in which the Member's membership was purported to be revoked.

## **12. Committee**

### **12.1 The Committee**

- (a) The affairs of the Association will be managed by a Committee consisting of:
- (i) the following Committee Members:
    - (A) President;
    - (B) Senior Vice-President;
    - (C) Junior Vice-President;
    - (D) State Chief Umpire;
    - (E) Director of Coaching; and
    - (F) 2 Delegates appointed by each Sub-Association in accordance with rule 14.2.
- (b) The Association in a General Meeting may by Ordinary Resolution alter the number of Committee Members, provided that the minimum number is not reduced below 5.

### **12.2 Powers of the Committee**

- (a) The Committee is responsible for managing the business of the Association and may exercise all powers of the Association which are not required by the Act or this Constitution to be exercised by the Association in a General Meeting.
- (b) Without limiting the generality of rule 12.2(a), the Committee may exercise all the powers of the Association to:

- (i) acquire, hold, deal with, and dispose of any real or personal property;
- (ii) open and operate bank accounts;
- (iii) borrow money on terms and conditions as the Committee thinks fit;
- (iv) invest money not immediately required for the Objects as the Committee thinks fit;
- (v) grant security for the discharge of liabilities and obligations of the Association;
- (vi) appoint agents to transact business on behalf of the Association; and
- (vii) enter into any contract or arrangement.

### **12.3 Payments to Committee Members**

- (a) The Association must not pay fees to a Committee Member for acting as a Committee Member.
- (b) Rule 12.3(a) does not apply to any payments for out-of-pocket travel and accommodation expenses properly incurred in connection with the performance of the Committee Member's functions, including (but not limited to) attending Committee meeting and General Meetings.

## **13. Responsibilities of Committee Members**

### **13.1 Responsibilities of Committee Members and declaring interests**

- (a) Each Committee Member must exercise his or her powers and discharge his or her duties as Committee Member in accordance with the Act and all applicable laws.
- (b) A Committee Member who has a material personal interest in a matter which is or will be considered at a Committee meeting must, to the extent required by the Act:
  - (i) as soon as the Committee Member becomes aware of the interest, disclose to the Committee the nature and extent of the interest and how the interest relates to the activity of the Association;
  - (ii) not be present while the matter is being considered at the Committee meeting or vote on the matter; and
  - (iii) ensure the nature and extent of the interest and how the interest relates to the activity of the Association is disclosed at the next General Meeting.
- (c) Rule 13.1(b) does not apply to any material personal interest that:
  - (i) exists only because the Committee Member:
    - (A) is an employee of the Association;

- (B) 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.

### **13.2 Chairperson**

- (a) The President will act as the Chairperson of all Committee meetings and General Meetings.
- (b) Where a Committee meeting is held and the President is not present or declines to act as chair, either the Senior Vice-President or the Junior Vice President must chair the meeting. If the Senior Vice-President or the Junior Vice-President are not present or decline to act as chair, the remaining Committee Members must appoint another Committee Member to act as the Chairperson.
- (c) Where a General Meeting is held and the President is not present or declines to act as chair, either the Senior Vice-President or the Junior Vice President must chair the meeting. If the Senior Vice-President or the Junior Vice-President are not present or decline to act as chair, the Members Present must appoint another Committee Member to act as the Chairperson.
- (d) Where a person is appointed to chair a meeting under rule 13.2(a) or 13.2(c), in relation to that meeting, references to the Chairperson in this Constitution include a reference to that person.

### **13.3 Executive Officer**

- (a) The Committee must resolve to appoint a person to the office of Executive Officer on such terms and conditions as the Committee considers desirable.
- (b) The Executive Officer's responsibilities include:
  - (i) preparing notices of meeting for Committee meetings and General Meetings;
  - (ii) keeping the minutes of Committee meetings and General Meetings and recording any resolutions passed by the Committee without a meeting;
  - (iii) maintaining the Register in accordance with section 53 of the Act and rule 7.1 and providing for Members to inspect the Register and take copies in accordance with the Act and rule 7.2;
  - (iv) recording in the relevant minutes disclosures of material personal interests of Committee Members made at Committee meetings and General Meetings;
  - (v) maintaining records of Committee Members, any other office holders and any appointed trustees in accordance with section 58 of the Act and rule 14.6 and providing for Members to inspect these records and take copies in accordance with the Act and rule 14.7;

- (vi) maintaining an up-to-date copy of this Constitution in accordance with section 35 of the Act and providing for Members to inspect this Constitution and take copies in accordance with the Act;
  - (vii) ensuring that all notices are duly given in accordance with this Constitution or as required by law;
  - (viii) unless the Committee resolves otherwise, being responsible for the secure custody of the books, records and documents of the Association; and
  - (ix) generally performing all duties incidental to the office of Executive Officer and such other duties as may be assigned to him or her by the Committee from time to time.
- (c) The Executive Officer has a standing invitation to all meetings of the Committee but, for the avoidance of doubt, has no right to vote.

## **14. Election of Committee Members**

### **14.1 Eligibility**

- (a) Any person that satisfies the eligibility criteria outlined in rule 14.1(b) may become a Committee Member either:
  - (i) in respect of Committee Members other than Delegates, by election at an Annual General Meeting under rule 14.5;
  - (ii) in respect of Committee Members who are Delegates, by appointment by a Sub-Association under rule 14.2; or
  - (iii) by appointment of the Committee under rule 15.2.
- (b) A person is eligible for election to the Committee only if they:
  - (i) are aged 18 or over;
  - (ii) are a Representative of a Member, or a member or office holder of a Member;
  - (iii) are not disqualified from being an office holder of the Committee under sections 39 and 40 of the Act; and
  - (iv) satisfy any eligibility requirements determined by the Committee from time to time.

### **14.2 Delegates**

- (a) Each Sub-Association must appoint 2 Delegates to serve on the Committee in accordance with any applicable appointments procedure outlined in its constitution.
- (b) Not less than 14 days prior to the date fixed for the Annual General Meeting, each Sub-Association must give notice in writing to the Executive Officer of the names of the persons that have been selected for appointment as its Delegates for the next 12 months.

- (c) The names of the Delegates for each Sub-Association must be announced at the Annual General Meeting.

### **14.3 Term of office**

The term of office of a Committee Member (**Term**):

- (a) begins:
  - (i) at the Annual General Meeting where he or she is elected under rule 14.5 or announced under rule 14.2(c); or
  - (ii) is appointed under rule 15.2; and
- (b) ends at the conclusion of the next Annual General Meeting, or otherwise under rule 15.

### **14.4 Nomination of Committee Member**

- (a) A person that satisfies the eligibility criteria outlined in rule 14.1(b) who wishes to be elected to the Committee (other than as a Delegate) must send a nomination to the Executive Officer at least 28 days before the Annual General Meeting.
- (b) A nomination under rule 14.4(a) must be in writing in such form as is approved by the Committee from time to time and signed by the person seeking election to the Committee.
- (c) Any person submitting a nomination form must certify that they are eligible to be elected to the Committee in accordance with rule 14.1.

### **14.5 Election of Committee Members**

- (a) Subject to the Act and this Constitution, the Association may by resolution appoint or remove a Committee Member from the Committee.
- (b) At the Annual General Meeting, each Committee Member's Term ends at the conclusion of the Annual General Meeting and all positions on the Committee (other than those as Delegates which must be filled in accordance with rule 14.2) are open for election.
- (c) A retiring Committee Member is eligible for re-election to any Committee position without needing to give any prior notice of an intention to submit for re-election and holds office as a Committee Member until the conclusion of the meeting at which the Committee Member retires.
- (d) A Committee Member who has held office for a continuous period of 9 years or more since first being elected by Members under this rule 14.5 or appointed by a Sub-Association in accordance with rule 14.2 may only be re-elected or appointed (as the case may be) as a Committee Member by a Special Resolution.
- (e) There must be a separate election for each position on the Committee that is open for election. No person may be elected to more than one position on the Committee.

- (f) If there is no nomination for any Committee position under rule 14.4, the President (or other person acting as Chairperson of the relevant meeting) may call for nominations from the Members Present at the Annual General Meeting.
- (g) If only one person has nominated for any Committee position, the President (or other person acting as Chairperson of the relevant meeting) must declare that person elected to the position.
- (h) If more than one person has nominated for a Committee position, the Members Present must vote to elect the Committee Member, in accordance with any procedures agreed by the Committee.
- (i) Any person elected to the Committee who has not completed a nomination in accordance with rule 14.4 must within 14 days confirm in writing to the Committee their eligibility under rule 14.1(b). If the person is not eligible, their appointment to the Committee is deemed not to have taken place and the Committee may appoint a person to fill that position on the Committee in accordance with rule 15.2.

#### **14.6 Committee Register**

- (a) The Executive Officer (or any person authorised by the Committee) must keep and maintain a Committee Register in accordance with section 58 of the Act, including:
  - (i) the name; and
  - (ii) at least one of the residential address, business address, post office box address or email address,
 for each person identified in rule 14.6(b).
- (b) Rule 14.6(a) applies to:
  - (i) each Committee Member;
  - (ii) any other person who holds any office in the Association;
  - (iii) every person who is authorised to use the seal of the Association (if any); and
  - (iv) any person who is appointed or who acts as trustee on behalf of the Association.

#### **14.7 Inspecting and copying the Committee Register**

- (a) The Committee Register is available for inspection free of charge by any current Member upon written request to the Executive Officer.
- (b) A Member may make a copy of entries in the Committee Register or take an extract but a Member does not have the right to remove the Committee Register for that purpose.
- (c) A Member must not use or disclose any information in the Committee Register for any purpose other than a purpose that:

- (i) is directly connected with the affairs of the Association; or
- (ii) relates to the administration of the Act.

## **15. Resignation and removal from office**

### **15.1 Vacancy on the Committee**

A Committee Member's Term ends and that office becomes vacant if the Committee Member:

- (a) resigns by notice in writing delivered to the Executive Officer;
- (b) dies;
- (c) is or becomes ineligible to act as a Committee Member under rule 14.1;
- (d) becomes physically or mentally incapable of performing the Committee Member's duties and the Committee resolves that his or her office be vacated for that reason;
- (e) is absent from more than:
  - (i) 4 consecutive Committee meetings without leave of absence granted from the Committee; or
  - (ii) 4 Committee meetings in the same Financial Year without tendering an apology to the relevant Chairperson of each meeting, which apology is accepted by the Chairperson,
 and the Committee determines that his or her office be vacated for that reason;
- (f) ceases to be a Representative of a Member or his or her appointing Member ceases to be a Member; or
- (g) is the subject of a resolution passed by Members terminating his or her appointment as a Committee Member.

### **15.2 Filling casual vacancies**

- (a) The Committee may appoint a Member (who is eligible under rule 14.1(b)) at any time to fill a Committee position:
  - (i) that has become vacant under rule 15.1; or
  - (ii) that was not filled at the Annual General Meeting.
- (b) A Member appointed to the Committee under rule 15.2(a) holds office until the conclusion of the next Annual General Meeting, and is eligible for election to the Committee at that Annual General Meeting.

### **15.3 Return of books and records**

- (a) As soon as practicable after a Committee Member's Term ends, that person (or if the Committee Member has died, their personal representative) must deliver to

the Committee all books, records and documents of the Association in his or her possession, whether in hard copy or electronic format.

- (b) The Committee may require the outgoing Committee Member to certify in writing that, having complied with rule 15.3(a), he or she has destroyed all remaining electronic copies of books, records and documents of the Association.

## **16. Committee proceedings**

### **16.1 Calling and holding Committee meetings**

- (a) The Committee or a Committee Member may call a Committee meeting by giving reasonable notice to each Committee Member.
- (b) The Committee must meet at least 2 times per year.
- (c) The Committee may adjourn and otherwise regulate its meetings as it thinks fit.

### **16.2 Meetings by telecommunications**

Without limiting the Committee's power to regulate its meetings as it thinks fit, the Committee may hold a valid meeting using any medium by which each of the Committee Members can simultaneously hear all the other participants (including telephone, video conferencing or any other means of instant communication), and in that case:

- (a) the participating Committee Members are taken to be present at the meeting for the purposes of this Constitution;
- (b) the meeting is taken to be held where the Chairperson of the meeting is; and
- (c) all proceedings of the Committee conducted in accordance with this rule 16.2 are as valid and effective as if conducted at a meeting at which all of the Committee Members were present in person.

### **16.3 Quorum**

- (a) At a Committee meeting:
  - (i) the President or a Vice-President; and
  - (ii) one Delegate appointed by each of the Sub-Associations,
 must be present to constitute a quorum.
- (b) If any office on the Committee becomes vacant, the remaining Committee Members may act but, if the total number of remaining Committee Members is not sufficient to constitute a quorum at a Committee meeting, the Committee Members may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute a quorum or for the purpose of convening a General Meeting of the Association.

### **16.4 Guests at Committee meetings**

- (a) The Committee may invite a Member or any other person who is not a Committee Member to attend a Committee meeting.

- (b) A person invited to attend a Committee meeting under rule 16.4(a) has no right to receive any agendas, notices or papers relating to the Committee meeting; no right to vote; and no right to comment on any matters discussed at the Committee meeting without the Committee's consent.

### **16.5 Committee resolutions**

- (a) Subject to this Constitution, a resolution of the Committee must be passed by a majority of the votes of Committee Members present and entitled to vote on the resolution.
- (b) Each Committee Member other than the President has one deliberative vote.
- (c) In case of an equality of votes, the President has a casting vote.

### **16.6 Committee resolutions without a meeting**

The Committee may pass a resolution without a Committee meeting being held if all the Committee Members entitled to vote on the resolution:

- (a) sign a document (or separate identical copies of the document) containing a statement that they are in favour of the resolution set out in the document; or
- (b) confirm by email, text message or any other means approved by the Committee that they are in favour of the resolution, in accordance with any policies adopted by the Committee for this purpose.

### **16.7 By-laws**

- (a) The Committee has the power to make by-laws regulating the establishment, organisation and conduct of the Association, provided such by-laws are not inconsistent with this Constitution or the Act.
- (b) All by-laws made and in force from time to time are binding on the Members.

### **16.8 Acts valid despite defective appointment**

Subject to the Act, any act done at any Committee meeting by any person acting as a Committee Member, even if it is later discovered that there was some defect in the appointment of any such Committee Member or that the Committee Member was not eligible for election under rule 14.1, is valid as if the Committee Member had been duly appointed and was qualified to be a Committee Member.

### **16.9 Sub-committees**

- (a) The Committee may create sub-committees as it sees fit, consisting of such Members, Committee Members or other persons who are not Members as the Committee thinks fit. The Committee may delegate to any sub-committee the exercise of such functions of the Committee as are specified in the delegation other than:
  - (i) the power of delegation; and
  - (ii) a function which is a duty imposed on the Committee by the Act or any other law.

- (b) A sub-committee must exercise the powers granted to it in accordance with any direction of the Committee. Any power exercised in accordance with this rule 16.9(b) is taken to be exercised by the Committee.
- (c) Rules 16.1, 16.2 16.4 and 16.6 apply to any sub-committee as if each reference in those rules to the Committee Members was a reference to the members of the sub-committee and each reference to a Committee meeting were to a sub-committee meeting.
- (d) Minutes of all the proceedings and decisions of every sub-committee must be made, entered and signed in the same manner in all respects as minutes of proceedings of the Committee are required by the Act to be made, entered and signed.

## **17. Execution of documents**

### **17.1 Execution generally**

- (a) The Association may validly execute a document (including a deed) if the document is signed by a Committee Member and countersigned by another Committee Member or another person authorised by the Committee to countersign that document or a class of documents in which that document is included.
- (b) Rule 17.1(a) does not limit the Committee's ability to authorise a person who is not a Committee Member to execute a document for and on behalf of the Association.

### **17.2 Common seal**

- (a) The Association need not have or use a common seal to execute documents or deeds. The Committee may resolve whether or not the Association is to have or use a common seal.
- (b) Where the Association has a common seal, it must only be used with the authority of the Committee. The Executive Officer or any other Committee Member authorised by the Committee must ensure the safe custody of the seal.
- (c) The Executive Officer must record in a seal register details of every document to which the common seal of the Authority is fixed.

## **18. Notices**

### **18.1 How notice to be given**

All notices, including notices of meeting, may be given by the Association to any Member by:

- (a) serving it on the Member personally;
- (b) sending it by post to the Member's nominated address;
- (c) sending it by email to an email address nominated by the Member, or by any other electronic means nominated by the Member; or

- (d) giving it by any other means permitted or contemplated by the Act.

## **18.2 When notice is given**

A notice is deemed to be given by the Association and received by the Member:

- (a) if delivered in person, when delivered to the Member;
- (b) if posted, at 9.00 am on the third (seventh, if sent to or from an address in another country) day after the date of posting, whether delivered or not;
- (c) if sent by fax, when the Association receives from the sending facsimile machine a report of an error-free transmission of the entire notice to the correct facsimile number; or
- (d) if sent by email, 2 hours after the time the email is sent to the Member's nominated email address, as recorded on the Association's email system, unless the Association receives, within that time period, an automatic notification (other than an out of office message) indicating that the email has not been delivered,

but if the delivery or receipt is on a day which is not a Business Day or is after 4.00 pm (addressee's time), it is deemed to have been received at 9.00 am (addressee's time) on the next Business Day.

## **19. Funds and accounts**

### **19.1 Control of funds**

- (a) The funds of the Association must be kept in an account or accounts in the name of the Association in a financial institution determined by the Committee.
- (b) The Committee is responsible for expenditure of the funds of the Association and may authorise the Executive Officer or any other person to expend the funds of the Association within specified limits and any expenditure above those limits must be approved or ratified by the Committee.
- (c) The funds of the Association are to be used to do:
  - (i) anything which it considers will advance or achieve the Objects; and
  - (ii) all other things that are incidental to carrying out the Objects.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association are to be executed by:
  - (i) any 2 Committee Members; or
  - (ii) any person or persons authorised by the Committee, within the expenditure limits set by the Committee.
- (e) All electronic payments by the Association are to be made or authorised by:
  - (i) the Executive Officer; or
  - (ii) any person or persons authorised by the Committee,

within the expenditure limits specified by the Committee.

## **19.2 Source of funds**

- (a) The Association may derive funds in any way permitted by the Act.

## **19.3 Financial Records**

- (a) The Association must keep Financial Records that:
  - (i) correctly record and explain its transactions, financial position and performance; and
  - (ii) enable true and fair Financial Statements to be prepared in accordance with Part 5 of the Act.
- (b) The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.
- (c) The Association must allow the Committee Members and the auditor to inspect those accounts at all reasonable times.

## **19.4 Financial reporting, audit and review**

- (a) The Committee must cause the Association to comply with all financial reporting obligations imposed on it under the Act or any other applicable legislation.
- (b) Without limiting rule 19.4(a), the Committee must cause the Association to:
  - (i) if it is a tier 1 association, prepare annual Financial Statements, presented under Part 5 of the Act;
  - (ii) if it is a tier 2 association or tier 3 association, prepare an annual Financial Report, presented under Part 5 of the Act;
  - (iii) have its Financial Statements or Financial Report reviewed or audited (as applicable) if:
    - (A) it is required under the Act;
    - (B) it is directed by the Commissioner;
    - (C) the Members pass a resolution requiring it; or
    - (D) it is required as a condition of a funding arrangement; holding of a charitable collections licence or otherwise at law; and
  - (iv) if required to be presented for consideration under Part 5 of the Act, present a copy of the report of the review or the auditor's report on the Financial Statements or Financial Report (as applicable) to the Annual General Meeting.

## **19.5 Financial Year**

The Financial Year of the Association is the 12 month period starting on 1 January.

## 19.6 Inspection of records

- (a) Subject to the Act and to this Constitution, the Committee must determine whether and on what terms the books, records and other documents of the Association will be open to the inspection of Members other than Committee Members.
- (b) A Member other than a Committee Member does not have the right to inspect any document of the Association except as provided by the Act, or otherwise as authorised by the Committee or by the Association in General Meeting.

## 20. Indemnity and insurance

### 20.1 Definition

In this rule **Officer** has the meaning given in section 3 of the Act.

### 20.2 Association may indemnify Officers

To the full extent permitted by law and without limiting the powers of the Association, the Association may indemnify any person who is or has been an Officer of the Association against all losses, liabilities, damages, costs, charges and expenses of any kind incurred by the Officer as an Officer of the Association.

### 20.3 Documentary indemnity and insurance policy

To the extent permitted by the Act and any applicable law and without limiting the powers of the Association, the Committee may authorise the Association to, and the Association may, enter into any:

- (a) documentary indemnity in favour of; or
- (b) insurance policy for the benefit of,

a person who is, or has been, an Officer of the Association, which indemnity or insurance policy may be in such terms as the Committee approves and, in particular, may apply to acts or omissions prior to or after the time of entering into the indemnity or policy.

## 21. Affiliation and membership of other similar organisations

- (a) The Association is a member of the Polocrosse Association of Australia Incorporated, as the governing body of polocrosse in Australia.
- (b) The Association is affiliated with the:
  - (i) Central Zone;
  - (ii) Midwest Zone; and
  - (iii) Southern Zone,
 being the Sub-Associations in existence as at the date of adoption of this Constitution.
- (c) The Association may by Ordinary Resolution in a General Meeting determine to:

- (i) affiliate with any new sub-association in Western Australia (similar to those referred to in rule 21(b)) that:
  - (A) consists of 3 or more Clubs within a relevant zone; and
  - (B) has included in its constitution provision that requires that it must comply with this Constitution and any by-laws of the Association; or
- (ii) become a member of or to accept affiliation or membership of any organisation (including any regional or international association) similar to the organisations listed in rule 21(a) or 21(b).
- (d) The Sub-Associations (which includes any new sub-association with which the Association becomes affiliated under rule 21(c)(i)) must not propose any amendments to its constitution or any by-laws unless a copy of the proposed amendments have first been provided to and approved by the Committee.

## **22. Winding up, cancellation and distribution of surplus property**

- (a) For the purposes of this rule **Surplus Property** has the meaning given in section 3 of the Act.
- (b) Subject to the Act, the Association may cease its activities and be wound up or cancelled in accordance with a Special Resolution.
- (c) Upon the winding up or cancellation of the Association, any Surplus Property will not be paid to or distributed among the Members, but will be distributed to one or more organisations listed in section 24(1) of the Act with objects similar to the Objects.

## **23. Variation or amendment of Constitution**

This Constitution may be varied, amended or rescinded from time to time by Special Resolution in accordance with Division 2 of Part 3 of the Act.