



BAYSWATER LACROSSE CLUB INCORPORATED.

(Club # A0821455U)

CONSTITUTION

(Date: 26th June 2019)

Amendments as per AGM

10 December 2019

Part 1 — Preliminary
Designation of Club

Part 3 Membership Item 5 Classes of Membership
To include (f) Associate Members

Division 2 Item 25
Non-Executive Board Members
To include Director of Property

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PART 1 — PRELIMINARY

“Designation – the name of the club shall be Bayswater Lacrosse Club Incorporated with the colours of red and green and a design as shall be determined by the committee”

1. Objects

The objects of the Bayswater Lacrosse Club Incorporated (Club) are-

1. to encourage, advance and promote the playing of the sport of lacrosse;
2. to facilitate the playing of lacrosse games in Western Australia and other national and international locations as deemed appropriate;
3. to affiliate with state, national and international governing bodies for the promotion and playing of lacrosse;
4. to provide a convivial environment for members to enjoy social interaction;
5. to affiliate with other organisations and associations with similar objectives in the promotion of the sport of lacrosse;
6. to deal with monies and assets of the club in such a manner as may be required for the proper conduct of the club;
7. to purchase, sell, assign, lease, borrow, mortgage, hire or otherwise acquire or dispose of personal or real property for the purposes of the club;
8. to do such acts or things as may be necessary for proper conduct of the Club;

2. Rules

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act (2015)*;

Club means the incorporated Bayswater Lacrosse Club to which these rules apply;

Club Manager means the Board member holding office as the Manager of the Club;

Books, of the Club, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

By-laws mean by-laws made by the Club under rule 62;

President means the Board member holding office as the president of the Club;

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

Board means the management Board of the Club;

Board meeting means a meeting of the Board;

Board member means a member of the Board in rule 25 (1);

Executive Board member means an office holder of the Club under rule 25(1) (a);

Financial records include —

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

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

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

Financial year, of the Club, has the meaning given in rule 3;

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

Governing Bodies, means Lacrosse Western Australia (LWA), Australian Lacrosse Association (ALA), World Lacrosse

Member, means a person (including a body corporate) who is an ordinary member of the Club;

Non-executive Board Member, means an office holder of the club under rule 25(1) (b)

Ordinary member, means a member with the rights referred to in rule 5(1) and 5(2);

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

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

Special general meeting means a general meeting of the Club 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;

Sub-committee means a sub-committee appointed by the Board under rule 46(1) (a);

tier 1 Club means an incorporated Club to which section 64(1) of the Act applies;

tier 2 Club means an incorporated Club to which section 64(2) of the Act applies;

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

Director of Finance means the Board member holding office as the finance director of the Club.

3. Financial year

- (1) The financial year of the Club coincides with the period 1st November to 31st October each year and is the period notified to the Commissioner under section 7(4) (e) or, if relevant, section 29(5) (e) of the Act.
- (2) Each subsequent financial year of the Club is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.

PART 2 — CLUB TO BE NOT FOR PROFIT BODY

1. Not-for-profit body

- (1) The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Club only if it is authorised under sub rule (3).
- (3) A payment to a member out of the funds of the Club is authorised if it is —
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Club 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 Club; or
 - (d) The reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

PART 3 - MEMBERS

Division 1 — Membership

1. Eligibility for membership

- (2) Any person who supports the object of the Club is eligible to apply to become a member.
- (3) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

2. Applying for membership

- (1) A person who wants to become a member must apply in writing to the Club by completing the Club's Membership Application.
- (2) The Membership Application must be fully completed, signed and dated by the applicant.
- (3) The applicant must specify in the application the class of membership, to which the application relates.
- (4) Approval for the prospective members application will be required by two Executive Board Members prior to the prospective member being able to participate in any sporting activities.
- (5) The Board of the Club will be required to ratify any new membership application approved by the Club's Executive Board Members at the next scheduled Board Meeting.

3. Dealing with membership applications

- (1) The Board must consider each application for membership of the Club and decide whether to accept or reject the application.
- (2) Subject to sub rule (3), the Board must consider applications in the order in which they are received by the Club.
- (3) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The Board must not accept an application unless the applicant —
 - (a) is eligible under rule 1; and
 - (b) has applied under rule 2.
- (5) The Board may reject an application even if the applicant —
 - (a) is eligible under rule 1; and
 - (b) has applied under rule 2.
- (6) The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

4. Becoming a member

An applicant for membership of the Club becomes a member when —

- (a) the Board accepts the application; and
- (b) the applicant pays any membership fees payable to the Club under rule 10.

5. Classes of membership

- (1) The Club consists of ordinary members with individual membership classes set out under sub rule (2).
- (2) Ordinary membership consists of the following classes of membership
 - (a) junior members
 - (b) senior members
 - (c) life members
 - (d) social members
 - (e) honorary members
 - (f) associate members

Associate Members shall be classified as Parents/Guardians who have signed player registration form for their child and as such shall have full voting rights at Annual or Special General Meetings limited to one vote per family for each registered player.

- (3) A person or body corporate can only belong to one class of ordinary membership.
- (4) An ordinary member, other than a Junior Member under the age of 18, has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the Board.
- (5) A junior member under the age of 18 has the rights referred to in sub rule (4) other than full voting rights.
- (6) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

6. Life membership

- (1) Will be appointed in accordance with the procedures set out below in conjunction with the Life Member Qualifying Guidelines contained within the club by-laws;
 - (a) A life member must be nominated by a minimum of two (2) current members with reference to the Life Member Qualifying Guidelines contained within the club by-laws
 - (b) The board must be provided with a full written history and list of achievements of the nominee that satisfy the Member Qualifying Guidelines contained within the club by-laws by the members nominating them
 - (c) The nomination including the full written history and list achievements for the nominee must be provided at least 28 days prior to the scheduled Annual General Meeting for discussion by the board
 - (d) Any further information or clarification of the nomination sought by the board are to be addressed within a timely manner
 - (e) The Board will refer to the Life Member Qualifying Guidelines set out in the club by-laws and decide if the application for Life Membership is supported by a majority vote of the Board
 - (f) The Board must provide, to the membership, copies of the nomination and full written history and list of achievements prior to the commencement of the Annual General Meeting
 - (g) The nominee must receive a majority vote of at least two-thirds of members present at the Annual General Meeting by secret ballot.
- (2) **Current Life and Future Life Members;**
 - (a) Life Members so elected prior to the adoption of this Constitution shall retain that Life Membership.
 - (b) Life Members carry all of the rights conferred to ordinary members of the club including voting rights.
 - (c) All Life members shall be entitled to free membership of the club

7. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
 - (a) for a member who is an individual, the individual dies;
 - (b) for a member who is a body corporate, the body corporate is wound up;
 - (c) the person resigns from the Club under rule 8;
 - (d) the person is expelled from the Club under rule 13;
 - (e) the person ceases to be a member under rule 10(4).
- (2) The Club Manager must keep a record, for at least one year after a person ceases to be a member, of —
 - (a) the date on which the person ceased to be a member; and
 - (b) the reason why the person ceased to be a member.

8. Resignation

- (1) A member may resign from membership of the Club by giving written notice of the resignation to the Club Manager.
- (2) The resignation takes effect —
 - (a) when the Club Manager receives the notice; or

- (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Club remains liable for any fees that are owed to the Club (the **owed amount**) at the time of resignation.
- (4) The owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

9. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

Division 2 — Membership fees

10. Membership fees

- (1) The Board must determine the annual membership fee (if any) to be paid for membership of the Club.
- (2) The fees determined under sub rule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to the Director of Finance, or another person authorised by the Board to accept payments, by the date (the **due date**) determined by the Board.
- (4) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- (5) A member will be ineligible to participate in any sporting activities if they have not paid their membership fee by the due date unless they have board approval.
- (6) If a person who has ceased to be a member under sub rule (4) offers to pay the annual membership fee after the period referred to in that sub rule has expired —
 - (a) the Board may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

Division 3 — Register of members

11. Register of members

- (1) The Club Manager, or another person authorised by the Board, is responsible for the requirements imposed on the Club under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Club.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the Club Manager's place of residence, or at another place determined by the Board.
- (4) A member who wishes to inspect the register of members must contact the Club Manager to make the necessary arrangements.
- (5) If —
 - (a) 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
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members, the Board 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 Club.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

12. Term used: member

In this Part —

Member, in relation to a member who is expelled from the Club, includes former member.

Division 2 — Disciplinary action

13. Suspension or expulsion

- (1) The Board may decide to suspend a member's membership or to expel a member from the Club if —
 - (a) the member contravenes any of these rules; or
 - (b) the member acts detrimentally to the interests of the Club.
 - (c) the member fails to uphold the relevant Code of Conduct provided by the club at the time of becoming a member or subsequently renewing their membership each year.
- (2) The Club Manager must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- (3) The notice given to the member must state —
 - (a) when and where the Board meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) 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 written and oral) submissions to the Board about the proposed suspension or expulsion;
- (4) At the Board meeting, the Board must —
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Club.
- (5) A decision of the Board to suspend the member's membership or to expel the member from the Club takes immediate effect.
- (6) The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Club may, within 14 days after receiving notice of the Board's decision under sub rule (6), give written notice to the Club Manager requesting the appointment of a mediator under rule 21.
- (8) If notice is given under sub rule (7), the member who gives the notice and the Board are the parties to the mediation.

14. Consequences of suspension

- (1) During the period a member's membership is suspended, the member —
 - (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Club.

- (2) When a member's membership is suspended, the Club Manager must record in the register of members —
 - (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) When the period of the suspension ends, the Club Manager must record in the register of members that the member's membership is no longer suspended.

Division 3 — Resolving disputes

15. Terms used

In this Division —

Grievance procedure means the procedures set out in this Division;

Party to a dispute includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

16. 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 Club.

17. 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.

18. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 17, any party to the dispute may start the grievance procedure by giving written notice to the Club Manager of -
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the Club Manager is given the notice, a Board meeting must be convened to consider and determine the dispute.
- (3) The Club Manager must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
 - (a) when and where the Board meeting is to be held; and
 - (b) 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 Board about the dispute.
- (5) If —
 - (a) the dispute is between one or more members and the Club; and
 - (b) any party to the dispute gives written notice to the Club Manager stating that the party —
 - (i) does not agree to the dispute being determined by the Board; and
 - (ii) requests the appointment of a mediator under rule 21,

the Board must not determine the dispute.

19. Determination of dispute by Board

- (1) At the Board meeting at which a dispute is to be considered and determined, the Board must —
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.

- (2) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Board's determination under sub rule (1) (c), give written notice to the Club Manager requesting the appointment of a mediator under rule 21.

If notice is given under sub rule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

20. Application of Division

- (1) This Division applies if written notice has been given to the Club Manager requesting the appointment of a mediator —
 - (a) by a member under rule 13(7); or
 - (b) by a party to a dispute under rule 18(5) (b) (ii) or 19(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 21.

21. Appointment of mediator

- (1) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a member under rule 13(7) — by agreement between the Member and the Board; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 18(5) (b) (ii) or 19(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of sub rule (1) (a) or (b), then, subject to sub rules (3) and (4), the Board must appoint the mediator.
- (3) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - (a) a member under rule 13(7); or
 - (b) a party to a dispute under rule 18(5)(b)(ii); or
 - (c) a party to a dispute under rule 19(3) and the dispute is between one or more members and the Club.
- (4) The person appointed as mediator by the Board may be a member or former member of the Club but must not —
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

22. Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

23. If mediation results in decision to suspend or expel being revoked

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Club gives notice under rule 13(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked, that revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion.

PART 5 — BOARD

Division 1 — Powers of Board

24. Board

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

Division 2 — Composition and duties of Board members

25. Board members

- (1) The Board members of the club consist of the both executive and non-executive elected members as follows;
 - (a) Executive Board Members
 - President
 - Vice President
 - Club Manager
 - Director of Finance
 - (b) Non-executive Board Members
 - Director of Men's Lacrosse
 - Director of Junior Men's Lacrosse
 - Director of Women's Lacrosse
 - Director of Junior Women's Lacrosse
 - Director of Development
 - Director of Officiating
 - Director of Publicity & Promotions
 - Director of Sponsorship
 - Director of Special Projects
 - Director of Property
- (2) A person may be a Board member if the person is;
 - (a) an individual who has reached 18 years of age; and
 - (b) an ordinary member.
- (3) A person may not hold more than one Executive Board Member Position or Non-executive Board Member Position at the same time in any one year.

26. President

- (1) It is the duty of the President to consult with the Club Manager regarding the business to be conducted at each Board meeting and general meeting.
- (2) The President has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules.

27. Vice President

- (1) It is the duty of the vice president to support the president and the executive and non-executive board members regarding the business to be conducted at each Board meeting and general meeting.
- (2) The vice president has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules in the absence of the president.

28. Club Manager

The club manager has the following duties —

- (a) dealing with the Club's correspondence;
- (b) consulting with the president regarding the business to be conducted at each Board meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the Board to do so, maintaining on behalf of the Club the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Club an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the Board to do so, maintaining on behalf of the Club a record of Board members and other persons authorised to act on behalf of the Club, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Club, other than the financial records, financial statements and financial reports, as applicable to the Club;
- (h) maintaining full and accurate minutes of Board meetings and general meetings;
- (i) carrying out any other duty given to the Club Manager under these rules or by the Board.

29. Director of Finance

The Director of Finance has the following duties —

- (a) ensuring that any amounts payable to the Club are collected and issuing receipts for those amounts in the Club's name;
- (b) ensuring that any amounts paid to the Club are credited to the appropriate account of the Club, as directed by the Board;
- (c) ensuring that any payments to be made by the Club that have been authorised by the Board or at a general meeting are made on time;
- (d) ensuring that the Club complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Club's financial records, financial statements and financial reports, as applicable to the Club;
- (f) if the Club is a tier 1 Club, coordinating the preparation of the Club's financial statements before their submission to the Club's annual general meeting;
- (g) if the Club is a tier 2 Club or tier 3 Club, coordinating the preparation of the Club's financial report before its submission to the Club's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the Director of Finance under these rules or by the Board.

Division 3 — Election of Board members and tenure of office

30. How members become Board members

A member becomes a Board member if the member —

- (1) is elected to the Board at a general meeting; or
- (2) is appointed to the Board by the Board to fill a casual vacancy under rule 36.

31. Nomination of Board members

- (1) At least 42 days before an annual general meeting, the Club Manager must send written notice to all the members
 - (a) calling for nominations for election to the Board; and
 - (b) stating the date by which nominations must be received by the Club Manager to comply with sub rule (2).
- (2) A member who wishes to be considered for election to the Board at the annual general meeting must nominate for election by sending written notice of the nomination to the Club Manager at least 28 days before the annual general meeting.
- (3) The written notice must include a statement by another member in support of the nomination.
- (4) A member may nominate for one specified position of Executive Board Member of the Club or to be a Non-executive Board member.
- (5) A member whose nomination does not comply with this rule is not eligible for election to the Board unless the member is nominated under rule 30(2) or 32(2).

32. Election of Board Members

- (1) At the annual general meeting, a separate election must be held for each position of Board Member of the Club.
- (2) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- (3) If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
- (4) If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the Board to decide who is to be elected to the position.
- (5) Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- (6) A member who has nominated for the position may vote for himself or herself.
- (7) On the member's election, the new president of the Club may take over as the chairperson of the meeting.

33. Term of office

- (1) The term of office of a Board member begins when the member —
 - (a) is elected at an annual general meeting or under sub rule 34(3)(b); or
 - (b) is appointed to fill a casual vacancy under rule 36.
- (2) Subject to rule 35, a Board member holds office until the positions on the Board are declared vacant at the next annual general meeting.
- (3) A Board member may be re-elected.

34. Resignation and removal from office

- (1) A Board member may resign from the Board by written notice given to the club manager or, if the resigning member is the Club Manager, given to the president.
- (2) The resignation takes effect —
 - (a) when the notice is received by the Club Manager or president; or
 - (b) if a later time is stated in the notice, at the later time.

- (3) At a general meeting, the Club may by resolution —
 - (a) remove a Board member from office; and
 - (b) elect a member who is eligible under rule 25(2) to fill the vacant position.
- (4) A Board member who is the subject of a proposed resolution under sub rule (3) (a) may make written representations (of a reasonable length) to the Club Manager or president and may ask that the representations be provided to the members.
- (5) The club manager or president may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.

35. When membership of the Board ceases

A person ceases to be a Board member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the Board or is removed from office under rule 34; or
- (c) becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act;
- (d) becomes permanently unable to act as a Board member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

36. Filling casual vacancies

- (1) The Board may appoint a member who is eligible under rule 25(2) to fill a position on the Board that —
 - (a) has become vacant under rule 35; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 34(3) (b).
- (2) If the position of Club Manager becomes vacant, the Board must appoint a member who is eligible under rule 25(2) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 45, the Board may continue to act despite any vacancy in its membership.
- (4) If there are fewer Board members than required for a quorum under rule 45, the Board may act only for the purpose of —
 - (a) appointing Board members under this rule; or
 - (b) convening a general meeting.

37. Validity of acts

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

38. Payments to Board members

- (1) In this rule —

Board member includes a member of a sub-committee;

Board meeting includes a meeting of a sub-committee.
- (2) A Board member is entitled to be paid out of the funds of the Club for any out-of-pocket expenses for travel and accommodation properly incurred —
 - (a) in attending a Board meeting or
 - (b) in attending a general meeting; or
 - (c) otherwise in connection with the Club's business.

Division 4 — Board meetings

39. Board meetings

- (1) The Board must meet at least 6 times in each year on the dates and at the times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the Board members as soon as practicable after the annual general meeting at which the Board members are elected.
- (3) Special Board meetings may be convened by the president or any four (4) Board members.

40. Notice of Board meetings

- (1) Notice of each Board meeting must be given to each Board member at least 4 days before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless sub rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.

41. Procedure and order of business

- (1) The president or, in the president's absence, the vice-president must preside as president of each Board meeting.
- (2) If the president and vice president are absent or are unwilling to act as president of a meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (4) The order of business at a Board meeting may be determined by the Board members at the meeting.
- (5) A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board.
- (6) A person invited under sub rule (5) to attend a Board meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

42. Use of technology to be present at Board meetings

- (1) The presence of a Board member at a Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a Board meeting as allowed under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

43. Quorum for Board meetings

- (1) Subject to rule 36(4), no business is to be conducted at a Board meeting unless a quorum is present.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting —
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (3) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of a Board meeting held under sub rule (2)(b); and
 - (b) at least four (4) Board members are present at the meeting; those members present are taken to constitute a quorum.

44. Voting at Board meetings

- (1) Each Board member present at a Board meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Board members present at the Board meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the motion is to be pended until a majority vote can be obtained.
- (4) A vote may take place by the Board members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the president of the meeting must decide how the ballot is to be conducted.

45. Minutes of Board meetings

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following —
 - (a) the names of the Board members present at the meeting;
 - (b) the name of any person attending the meeting under rule 41(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Board meeting must be entered in the Club's minute book within 30 days after the meeting is held.
- (4) The president must ensure that the minutes of a Board meeting are reviewed and signed as correct by —
 - (a) the president of the meeting; or
 - (b) the president of the next Board meeting.
- (5) When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

Division 5 — Sub committees and subsidiary offices

46. Sub-committees and subsidiary offices

- (1) To help the Board in the conduct of the Club's business, the Board may, in writing, do either or both of the following —
 - (a) appoint one or more sub committees;
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A sub-committee may consist of the number of people, whether or not members, that the Board considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the Board —
 - (a) a sub-committee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

47. Delegation to sub committees and holders of subsidiary offices

- (1) In this rule —

Non-delegable duty means a duty imposed on the Board by the Act or another written law.
- (2) The Board may, in writing, delegate to a sub-committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.

- (3) A power or duty, the exercise or performance of which has been delegated to a sub-committee or the holder of a subsidiary office under this rule, may be exercised or performed by the sub-committee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a sub-committee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.
- (7) The Board may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF CLUB

48. Annual general meeting

- (1) The Board must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Club's financial year, the Club Manager 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.
- (3) The ordinary business of the annual general meeting is as follows —
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the Board's annual report on the Club's activities during the preceding financial year; and
 - (ii) if the Club is a tier 1 Club, the financial statements of the Club for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if the Club is a tier 2 Club or a tier 3 Club, the financial report of the Club for the preceding financial year presented under Part 5 of the Act;
 - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (c) to elect the office holders of the Club and other Board members;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Club in accordance with the Act; (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

49. Special general meetings

- (1) The Board may convene a special general meeting.
- (2) The Board must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must — (a) make the requirement by written notice given to the Club Manager; and (b) state in the notice the business to be considered at the meeting; and (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under sub rule (3) (a).
- (5) If the Board 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.
- (6) A special general meeting convened by members under sub rule (5) —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Club must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub rule (5).

50. Notice of general meetings

- (1) The club manager or, in the case of a special general meeting convened under rule 49(5), the members convening the meeting, must give to each member —
 - (a) at least 21 days' notice of a general meeting
- (2) *The notice must —*
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the Board under rule 32(2); and (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and (iii) comply with rule 53.

51. Proxies

- (1) Proxy votes are not allowed for the purposes of any voting at General or Special General Meetings.

52. Use of technology to be present at general meetings

- (1) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication. The member not in attendance must be clearly identified and must be able to be heard by the quorum
- (2) A member who participates in a general meeting as allowed under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

53. Presiding member and quorum for general meetings

- (1) The president or, in the president's absence, the vice president will preside as chairperson of each general meeting.
- (2) If the president and vice president are absent or are unwilling to act as chairperson of a general meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) at least 20 ordinary members are present at the meeting to constitute a quorum.
- (4) No business is to be conducted at a general meeting unless a quorum is present.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to —
 - (i) the same time and day in the following week; and
 - (ii) 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.

54. Adjournment of general meeting

- (1) The president of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 50.

55. Voting at general meeting

- (1) On any question arising at a general meeting —
 - (a) subject to sub rule (6), each ordinary member has one vote unless the member may also vote on behalf of a body corporate under sub rule (2); and
 - (b) ordinary members must vote personally
- (2) An ordinary member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made. Any individual voting on behalf of a body corporate must be in attendance at the meeting.
- (3) A copy of the document by which the appointment is made must be given to the Club Manager before any general meeting to which the appointment applies.
- (4) The appointment has effect until —
 - (a) the end of any general meeting to which the appointment applies; or
 - (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the Club Manager.
- (5) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- (6) If votes are divided equally on a question, the question will be carried over until the next meeting.
- (7) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- (8) For a person to be eligible to vote at a general meeting as an ordinary member, or on behalf of an ordinary member that is a body corporate under sub rule (2), the ordinary member —
 - (a) must have been an ordinary member at the time notice of the meeting was given under rule 50; and
 - (b) must have paid any fee or other money payable to the Club by the member.

56. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting —
 - (a) to affiliate the Club with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Sub rule (1) does not limit the matters in relation to which a special resolution may be proposed.

57. Determining whether resolution carried

- (1) In this rule —

Poll means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to sub rule (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 —
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or (d) lost.
- (3) If the resolution is a special resolution, the declaration under sub rule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the president of the meeting or by at least 3 other ordinary members present in person —
 - (a) the poll must be taken at the meeting in the manner determined by the president;
 - (b) the president must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the president or on a question of an adjournment, the poll must be taken immediately.

- (6) 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.
- (7) A declaration under sub rule (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.

58. Minutes of general meeting

- (1) The club manager or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
 - (a) the names of the ordinary members attending the meeting; and
 - (b) the financial statements or financial report presented at the meeting, as referred to in rule 48(3)(b)(ii) or (iii); and
 - (c) 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 48(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in the Club's minute book within 30 days after the meeting is held.
- (5) The president must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - (a) the president of the meeting; or
 - (b) the president of the next general meeting.
- (6) 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 —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

59. Source of funds

The funds of the Club may be derived from annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

60. Control of funds

- (1) The Club must open an account in the name of the Club with a financial institution from which all expenditure of the Club is made and into which all funds received by the Club are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Club.
- (3) The Board may authorise the Director of Finance to expend funds on behalf of the Club up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club must be signed by —
 - (a) 2 Executive Board members, President and/or Director of Finance; or
 - (b) one Executive Board member and a person duly authorised by the Board.
- (5) All funds of the Club must be deposited into the Club's account within 5 working days after their receipt.
- (6) The Board has the approval of the members to borrow, mortgage, lease or otherwise acquire assets by entering into a standard credit contract, under normal, commercial credit terms up to a maximum of five thousand dollars (\$5,000) for any one item or single purpose.
- (7) The board will be required to hold a General Meeting or Special General Meeting to discuss and receive, by vote on a majority approval from its eligible voting members, any borrowing arrangements that would result in the Club entering into any individual credit contract greater than \$5,000.

61. Financial statements and financial reports

- (1) For each financial year, the Board must ensure that the requirements imposed on the Club under Part 5 of the Act relating to the financial statements or financial reports of the Club are met.
- (2) Without limiting sub rule (1), those requirements include —
 - (a) if the Club is a tier 1 Club, the preparation of the financial statements; and
 - (b) if the Club is a tier 2 Club or tier 3 Club, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

PART 8 — GENERAL MATTERS

62. By-laws

- (1) The Club 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 membership approved under rule 5(2)
 - (b) impose restrictions on the Board's powers, including the power to dispose of the Club's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the Club and the auditing of the Club's accounts; and
 - (d) provide for any other matter the Club 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 sub rule (3), a by-law made for the purposes of sub rule (2) (c) may only impose requirements on the Club that are additional to, and do not restrict, a requirement imposed on the Club under Part 5 of the Act.
- (5) At the request of a member, the Club must make a copy of the by-laws available for inspection by the member.

63. Executing documents and common seal

- (1) The Club may execute a document without using a common seal if the document is signed by —
 - (a) 2 Board members, President & Vice President; or
 - (b) one Board member and a person authorised by the Board.
- (2) If the Club has a common seal —
 - (a) the name of the Club 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 Board and in the presence of —
 - (i) 2 Board members; or
 - (ii) one Board member and a person authorised by the Board, and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The Club Manager must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the Club Manager, President or another Board member authorised by the Board.

64. 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 email or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

65. Custody of books and securities

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

66. Record of office holders

The Club must maintain a record of —

- (1) the names and addresses of the persons who are members of its management Board; or hold other offices of the Club provided for by its rules;
- (2) the name and address of any person who is authorised to use the common seal of the Club (if it has a common seal); and (3) the name and address of any person who is appointed or acts as trustee on behalf of the Club.
- (3) Under section 58 of the Act the Club must, upon the request of a member of the Club, make available the record for the inspection of the member. The member may make a copy of or take an extract from the record but does not have a right to remove the record for that purpose.

67. Inspection of records and documents

- (1) Sub rule (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 Board members, and other persons authorised to act on behalf of the Club, under section 58(3) of the Act; or (c) any other record or document of the Club.
- (2) The member must contact the Club Manager 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 Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board 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 sub rule (1) (c) but does not have a right to remove the record or document for that purpose.

Note for this sub rule:

Sections 54(2) and 58(4) of the Act provide for the making of copies of, or the taking of extracts from, the register referred to in sub rule (1)(a) and the record referred to in sub rule (1)(b).

The member must not use or disclose information in a record or document referred to in sub rule (1)(c) except for a purpose —

- (a) that is directly connected with the affairs of the Club; or
- (b) that is related to complying with a requirement of the Act.

68. Publication by Board members of statements about Club business prohibited

A Board member must not publish, or cause to be published, any statement about the business conducted by the Club at a general meeting or Board meeting unless —

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

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

(1) *In this rule —*

Surplus property, in relation to the Club, means property remaining after satisfaction of —

- (a) the debts and liabilities of the Club; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Club, but does not include books relating to the management of the Club.

(2) On the cancellation of the incorporation or the winding up of the Club, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

70. Alteration of rules

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

This constitution was endorsed at the special general meeting held this Twenty Sixth day of June 2019.

Club President

Vice President

Club Manager

Director of Finance