

CONSTITUTION OF

Bicton Junior Cricket Club

Incorporated

ABN 27021143711

An association incorporated pursuant to the Associations
Incorporation Act 2015 (WA)

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PRELIMINARY MATTERS

1. Name

The name of the association is Bicton Junior Cricket Club Incorporated hereinafter known as the 'Club'.

2. Type of entity

The Club is a not-for-profit association incorporated under the *Associations Incorporation Act 2015* (WA).

3. Definitions

In this Constitution, unless the contrary intention appears, words and phrases have the following meaning:

- (a) **Administrative Tribunal** means the State Administrative Tribunal of Western Australia.
- (b) **Annual General Meeting** means a general meeting of members called under clause 14.6.
- (c) **Associations Act 2015** means the *Associations Incorporation Act 2015* (WA).
- (d) **Charitable Collections Act** means the *Charitable Collections Act 1946* (WA).
- (e) **Clause** means a clause of this constitution.
- (f) **Club** means the association known as Bicton Junior Cricket Club Incorporated.
- (g) **Club's books** means the Club's registers, minutes, documents, securities, financial records, financial statements and financial reports as defined in Section 62 of the Associations Act, however compiled, stored or recorded.
- (h) **Club's regulations** means the regulations made under the Associations Act (if any).
- (i) **Commissioner** means the person designated as the Commissioner from time to time under the Associations Act, currently the Executive Officer of the Western Australian Department of Commerce.
- (j) **Committee** means the group of people, called committee members, who are responsible for the management of the affairs of the Club.
- (k) **Committee circular resolution** means a resolution that is passed without a face-to-face committee meeting being held. Separate copies of the circular resolution may be used for signing by committee members provided the wording of the circular resolution and statement is identical in each copy. The circular resolution is passed when the last committee member signs the circular resolution.
- (l) **Committee meeting** means a meeting of the committee members.
- (m) **Committee Member** means a member of the committee appointed under clause 21.
- (n) **Constitution** means this document as amended from time to time.
- (o) **Corporations Act** means the *Corporations Act 2001* (Cth).
- (p) **Department** means the Western Australian government department principally assisting with the administration of the Associations Act, currently the Western Australian Department of Commerce.
- (q) **Executive Member** means a committee member referred to in clause 19.2
- (r) **Financial records** means:
 - (i) Invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers,
 - (ii) Documents of prime entry such as sales day books, purchase day books, sales returns day books, purchases returns day books, bank books, cash receipts books, cash payments books, petty cash receipts books, petty cash payments books and journals, and
 - (iii) Working papers and other documents needed to explain:
 - (A) The methods by which financial statements are prepared, and
 - (B) Adjustments to be made in preparing financial statements.
- (s) **Financial report** refers to the financial report for a financial year of a tier 1 association and comprises:
 - (i) The financial statements for the financial year of a tier 1 association,
 - (ii) The notes to the financial statements for the financial year of a tier 1 association, and
 - (iii) The declaration about the financial statements and notes made by the committee of a tier

- 1 association.
- (t) **Financial statements** means:
- (i) If the Club uses the cash basis of accounting:
 - (A) A statement of receipts and payments for the financial year,
 - (B) A reconciled statement of bank account balances as at the end of the financial year, and
 - (C) A statement of assets and liabilities as at the end of the financial year.
 - (ii) If the Club uses the accrual basis of accounting:
 - (A) A statement of income and expenditure for the financial year, and
 - (B) A balance sheet.
- (u) **Financial year** means a period of twelve (12) months commencing on 1 April and ending on 31 March each year.
- (v) **General meeting** means a meeting of the members of the association to which all members (including associate members, if any) are invited to attend, and is either:
- (i) an annual general meeting, or
 - (ii) a special general meeting.
- (w) **Meeting Chair** means the person who chairs a general meeting or a committee meeting.
- (x) **Member** means a person that is a member of the Club.
- (y) **Minutes** means a permanent and detailed record of the deliberations of, and resolutions adopted at, general meetings and committee meetings and may include a hardcopy or an authorised softcopy documentation of those deliberations and resolutions.
- (z) **Model rules** means the template set of rules for incorporated associations established under the associations regulations.
- (aa) **Ordinary resolution** means a resolution at a meeting that:
- (i) Is not a special resolution, and
 - (ii) Is passed by the votes of more than 50% of the persons who are entitled to cast a vote at that meeting.
- (bb) **Poll** means voting conducted by a show of hands which is recoded in writing in the minutes.
- (cc) **President** means the person elected by the committee to hold this office.
- (dd) **Quorum** means the number of persons required to be present in order to conduct a meeting.
- (ee) **Special general meeting** means any general meeting of members that is not an annual general meeting.
- (ff) **Special resolution** means a resolution proposed at a meeting and passed by the votes of not less than seventy five (75)% of the persons who are entitled to cast a vote at that meeting.
- (gg) **Surplus property** means the property remaining when the Club is wound up or cancelled after satisfying:
- (i) The debts and liabilities of the Club, and
 - (ii) The costs, charges and expenses of winding up the Club, but does not include books relating to the management of the association.
- (hh) **Tier 1 association** means an association that, in a financial year:
- (i) Has a revenue of less than \$250,000 or such other amount that is prescribed from time to time under section 64(1) of the Associations Act, or
 - (ii) Has been declared by the Commissioner to be a Tier 1 association.

3.1. Relationship between constitution and Associations Act

The Associations Act overrides any provision in this constitution, which is inconsistent with the Associations Act.

3.2. Interpretation

In this constitution:

- (a) The words ‘including’, ‘for example’, or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and

- (b) Reference to an 'Act' includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as the Associations Regulations).

OBJECT, PURPOSES AND POWERS

4. Object and Purposes

The Club's object is to pursue the following purposes:

- (a) To administer, promote and foster junior cricket in the locality of the City of Melville and the surrounding localities
- (b) To develop, encourage and educate players to be fair and proficient cricketers
- (c) To prepare junior players for their entry into more senior grades and promote and encourage parent participation in the activities of the Club
- (d) To perform such other functions as may be requested by the South West Metro Junior Cricket Council (SWMJCC) in order to achieve any other nominated aims.

5. Powers

Subject to the Associations Act, the Club may do all things necessary to lawfully pursue its objects and purposes.

6. Not-for-Profit

6.1. Property and income

The property and income of the association shall be applied solely to promoting its object and purposes 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 promoting such object and purposes.

6.2. Permitted payments

Provided it is done in good faith, clause 6.1 does not prevent the association from:

- (a) Paying a member for goods or services they have provided, or expenses they have properly incurred at fair and reasonable rates, or
- (b) Making payment to a member in carrying out the association's objects purposes

MEMBERS – MEMBERSHIP REQUIREMENTS

7. Number, Qualifications and Liability of Members

7.1. Number

The Club shall have a minimum of seven (7) members with full voting rights.

7.2. Qualifications

- (a) Subject to clause 7.2 (b), any person who supports the object and purposes of the Club is eligible to apply for membership. The Committee may refuse to approve any membership application.
- (b) The Club must comply with all legal and regulatory obligations that apply to the Club when assessing eligibility of an applicant to become a member.

7.3. Liability

- (a) Members are to pay any registration fees set by the Club.
- (b) Members are not liable to pay, by reason of the person's membership, any other debts incurred by or on behalf of the Club, including the costs of winding up of the Club.

8. Becoming a member

8.1. Application

- (a) A person who wishes to become a member (applicant) shall register according to the Club's

- current process for registration (at the time of application)
- (b) An applicant becomes a member if:
 - (i) They meet all membership qualifications under clause 7.2,
 - (ii) They complete registration under clause 8.1(a)(i), and
 - (iii) They pay any registration fees due under clause 11
- (c) When the requirements of clause 8.1(b) have been fulfilled the person becomes a member, is entitled to exercise all the rights and privileges of a member and is bound by this constitution.

8.2. Consideration of Membership Application

- (a) The Committee may consider and decide whether to approve or reject a membership application.
- (b) When considering a membership application, the Committee may seek clarification of any matter or further information in support of the application, and may delay its decision to allow for that material to be provided.
- (c) The Committee may refuse to accept a membership application even if the applicant has applied in writing and meets all membership qualifications under clause 7.2.
- (d) As soon as is practicable after a decision is made under clause 8.2(a) the Committee shall give written notification to the applicant of the outcome of the membership application.
- (e) The Committee is not obliged to provide reasons to the applicant or to any other person for its decision to accept or reject a membership application.

8.3. Length of Membership

- (a) Membership for Playing Members and Parent Members is valid for one cricket season. Applications for membership are taken from September each year. All memberships last for up to 12 months, from the date of membership approved to the following 30 August.
- (b) Membership for Life Members or Honorary Members as defined in Clause 10 is for the life of said members and does not expire.

9. Members Register

9.1. Content of Members Register

- (c) The Club shall maintain and keep updated a members register which shall contain:
 - (i) The full names of each member
 - (ii) The contact postal, residential or email addresses of each member,
 - (iii) The class of membership held by each member, and
 - (iv) The date upon which a person became a member.
- (d) Within twenty eight (28) days after a change in membership the Secretary shall ensure that a membership change is recorded in the members register.
- (e) The Secretary shall ensure that the members register is kept and maintained at such place as the Committee decides.

9.2. Inspection and Copying of Members Register

- (a) A member shall be entitled to inspect a list of the members free of charge, at such time and place as is mutually convenient to the Club and the member. This list shall contain the full names of each voting member of the Club
- (b) A member shall contact the Secretary to request to inspect the list of members.
- (c) A member may make a copy of details from the list of members but has no right to remove the list.
- (d) A member may make a request in writing to the Secretary for a copy of the list of members for which the Club may charge a reasonable fee, which is to be determined by the committee from time to time.
- (e) The committee may require a member who requests a copy of the list of members under clause 9.2(d) to provide a statutory declaration to the Secretary setting out the purpose of the request and declaring that the purpose is connected with the Club's affairs.

9.3. Prohibited Use of Information on Members Register

A member shall not use or disclose the information on the list of members:

- (a) To gain access to information that a member has deliberately denied to them (for example, in relation to a social, family or legal difference or dispute involving the latter member),
- (b) To contact, send material to the Club or a member for the purpose of advertising for political, religious, charitable or commercial purposes, or
- (c) For any other purpose unless the use of the information:
 - (i) Is approved by the committee, and
 - (ii) For a purpose directly connected:
 - (A) To the Club's affairs, or
 - (B) To the provision of information to the Commissioner under the Incorporations Associations Act.

10. Classes of Members

The membership of the Club consists of:

- (a) **Playing Members:** A Playing Member shall be a person who is eligible to play cricket under this Constitution and whose application for membership has been accepted and paid. He/she will not be eligible to vote at any meeting of the Club.
- (b) **Parent Members:** A Parent Member shall be the parent or legal guardian of a Playing Member. Satisfactory proof of the relationship of the person or persons concerned may be required by the committee. A Parent Member shall cease to be a member of the Club in the event that the Playing Member of whom he/she is the parent or legal guardian ceases to be a member of the Club.
- (c) **Honorary Members:** An Honorary Member shall be any person nominated or elected by 75% majority of the committee. Honorary Members shall pay no subscription fees.
- (d) **Life Members:** A Life Member of the Club shall be proposed and seconded by two separate members of the Committee and be agreed upon by 75% vote of the Committee and ratified at the Annual General Meeting. Life Members shall pay no registration fees. Criteria for life members will be a minimum of five years' service as either a committee person, team representative, coach or team manager. Not more than two Life Members shall be elected in any one year.

The Club may have any category of associate members determined by resolution of members at a general meeting.

No member can belong to more than one class of members.

11. Registration (Membership) Fees

- (a) The committee shall determine the registration fee, to be paid to the Club upon becoming a member.
- (b) If under extraordinary circumstances a person fails to pay the registration fee but the playing member continues to play, the associated parent member will have no voting rights.
- (c) If all outstanding fees are subsequently paid, the member who loses voting rights under clause 11.1(b) all members' rights and privileges from the date on which the outstanding fees are paid will be reinstated, including the right to vote.

12. Termination of Membership

12.1. Circumstances when Membership Terminates

- (a) A member's membership terminates if the member:
 - (i) Ceases to be a member under Clause 8.3 ,
 - (ii) Resigns as a member under clause 12.2
 - (iii) Is expelled as a member under clause 12.3 or
 - (iv) Dies.
- (b) The Club shall keep a record of:

- (i) The date on which member's membership terminates under clause 12.1 (a) and
- (ii) The reason the member's membership terminates

This shall be recorded within twenty eight (28) days after the change occurs and the Club will retain this information for a period of one year after a person's membership terminates.

12.2. Resignation of Member

- (a) A member who has paid all membership fees may resign as a member by giving written notice of their resignation to the Secretary.
- (b) The member's resignation is effective as at:
 - (i) The time of receipt by the Secretary of the person's written notice of resignation, or
 - (ii) If a later time is stated in the notice, at that later time.
- (c) Despite their resignation, any member who resigns from the Club remains liable to pay any outstanding membership fees to the Club.
- (d) The outstanding fees referred to in clause 12.2(c) may be recovered as a debt due by the member to the Club.

12.3. Suspension or Expulsion of Member

- (a) The Club may, by Committee resolution, suspend or expel a member from membership if:
 - (i) The member refuses or neglects to comply with this constitution, or
 - (ii) The member's conduct or behaviour is detrimental to the interests of the Club.
- (b) The Secretary shall, not less than twenty eight (28) days before the committee meeting at which the suspension or expulsion resolution is to be considered, give written notice to the member:
 - (i) Of the proposed suspension or expulsion and the grounds on which it is based,
 - (ii) Of the date, place and time of the committee meeting at which the suspension or expulsion resolution is to be considered,
 - (iii) That the member, or the member's representative, may attend the committee meeting at which the suspension or expulsion resolution is to be considered, and
 - (iv) That the member, or the member's representative, may address the committee at the committee meeting at which the suspension or expulsion resolution is to be considered and shall be given a full and fair opportunity to state the member's case orally, in writing, or both.
- (c) At the committee meeting at which the suspension or expulsion resolution is to be considered the committee shall:
 - (i) Give the member, or the member's representative, a full and fair opportunity to state the member's case orally,
 - (ii) Give due consideration to any written statement submitted by the member, and
 - (iii) Determine whether or not the member should be:
 - (A) Expelled as a member, or
 - (B) Suspended as a member, and if so, the period of the member's suspension.
- (d) Once the committee has decided to suspend or expel a member, the member is immediately suspended or expelled.
- (e) Within seven (7) days of the committee meeting at which the suspension or expulsion resolution is considered, the Secretary shall ensure that the member is informed in writing of the committee's decision and the reasons for the committee's decision.

12.4. After Suspension of Member

- (a) If a member's membership is suspended under clause 12.3 the Secretary shall record in the members register within twenty eight (28) days of the date of suspension:
 - (i) The suspended member's name, and
 - (ii) The date on which the member's suspension takes effect, and
 - (iii) The length of the suspension determined by the committee under clause 12.3(c)(iii)(b)
- (b) A suspended member cannot exercise any rights or privileges of a member, including voting

- rights, during the period of suspension
- (c) Upon the expiry of the suspension period, the Secretary shall record in the members register that the member is no longer suspended within twenty eight (28) days of that expiration date.

12.5. Member's Right of Appeal against Suspension or Expulsion

Within fourteen (14) days of receiving notice of the committee's decision under clause 12.3(c), an expelled or suspended member may appeal the Committee's suspension or expulsion decision by giving written notice of the expelled or suspended member's intention to seek:

- (a) An appeal of the Committee's suspension or expulsion decision, and
- (b) The appointment of a mediator under clause 33.

12.6. Reinstatement of Member

If the Committee's decision to suspend or expel a member is revoked, any act performed by the Committee or members in general meeting during the period that the member was suspended or expelled from membership under clause 12.3, is deemed to be valid, notwithstanding the member's inability to exercise their rights or privileges of a member, including the right to vote, during that suspension period.

ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING

13. General Meeting

13.1. Definition

A general meeting is a meeting of the members of the Club.

13.2. Two Types of General Meeting

There are two types of general meetings, namely:

- (a) An annual general meeting, and
- (b) A special general meeting.

14. Annual General Meeting

14.1. Purpose of Annual General Meeting

An annual general meeting is:

- (a) A general meeting of all the members that is to be held once during each calendar year.
- (b) Called to conduct the following business:
- (i) Confirmation of the minutes of the previous annual general meeting,
- (ii) Confirmation of the minutes of any special general meeting held since the previous annual general meeting (if the minutes of that special general meeting have not yet been confirmed),
- (iii) Elect or appoint Executive and committee members
- (iv) Receive the financial statements for the previous financial year, and
- (v) Receive
- (A) The review report on the financial statements for the previous financial year (if any), or
- (B) The auditor's report on the financial statements for the previous financial year (if any).

14.2. Date, Time and Place of Annual General Meeting

An annual general meeting shall be held on a date, and at a time and place, decided by the Committee.

14.3. Financial Statements and Reports and Annual General Meetings

As a tier 1 association and where:

- (i) A majority (more than 50%) of members present at a general meeting pass a resolution to

- this effect, or
- (ii) The Commissioner directs the Club to do so,

The Club shall ensure that:

- a. Its financial statements for the relevant financial year are either reviewed or audited, and
- b. a copy of the review report or auditor's report is submitted to the annual general meeting.
- c. If required by the Associations Regulations, lodge the annual return with the Commissioner.

14.4. Holding Annual General Meeting

- (a) The Club shall hold an annual general meeting each calendar year
 - (i) Within six (6) months after the end of the financial year, or
 - (ii) Within a longer period if the Commissioner so allows.
- (b) The notice calling for an annual general meeting shall specify that it is an annual general meeting of the Club and shall comply with Clause 14.1.

14.5. Special General Meeting

- (a) Any meeting of members that is not an annual general meeting is called a special general meeting.
- (b) A special general meeting:
 - (i) Shall have a specific purpose,
 - (ii) Is often called to deal with business that cannot wait until the annual general meeting, and
 - (iii) May consider a range of matters, including matters that shall be decided by a special resolution.
- (c) The manner of calling, the quorum and procedure of a special general meeting are the same as for an annual general meeting, although the business to be conducted will be different.

14.6. Calling Annual General Meeting or Special General Meeting

- (a) An annual general meeting or special general meeting may be called by:
 - (i) The Committee, at any time, or
 - (ii) At least five (5)% of the total number of members entitled to vote at an annual general meeting or special general meeting.
- (b) Members may call an annual general meeting or special general meeting under Clause 14.6(a)(ii) by forwarding a notice in writing to the Secretary or, in the absence of the Secretary, to the President.

14.7. Members Call for Annual General Meeting or Special General Meeting

- (a) In the event that members request an annual general meeting or special general meeting to be held under Clause 14.6(a)(ii) the committee shall:
 - (i) Within twenty one (21) days of the member's request, forward notice of an annual general meeting or special general meeting to all members, and
 - (ii) Hold the annual general meeting or special general meeting within two (2) months of the member's request.
- (b) The percentage of votes of members set out in Clause 14.6(a)(ii) is to be calculated as at midnight before the day upon which the members request the annual general meeting or special general meeting to be called.
- (c) A request by the members for an annual general meeting or special general meeting to be held under Clauses 14.6(a)(ii) and 14.6(b) shall:
 - (i) State the purpose of the annual general meeting or special general meeting,
 - (ii) Be signed by at least five (5)% of the members entitled to vote, and

- (iii) Be lodged with the Secretary or, in the absence of the Secretary, with the President.
- (d) Separate copies of a document setting out the request by the members for an annual general meeting or special general meeting to be held under Clauses 14.6(a)(ii) and 14.6(b) may be signed by members if the wording of the request is the same in each copy of the request.

14.8. Failure to Hold Annual General Meeting or Special General Meeting Requested by Members

- (a) If the Committee does not call the annual general meeting or special general meeting requested by members under Clauses 14.6(a)(ii) and 14.6(b) within twenty one (21) days of being requested, a majority (being more than 50%) of the percentage of members who made the request under 14.6(a)(ii) and 14.7(c)(ii), may call and arrange to hold an annual general meeting or special general meeting.
- (b) To call and hold an annual general meeting or special general meeting under Clause 14.8(a), the members shall:
 - (i) As far as possible, follow the procedures for an annual general meeting or special general meeting set out in this Constitution,
 - (ii) Call the annual general meeting or special general meeting using the list of members on the members register, which the Club shall provide at no cost to the members making the request, and
 - (iii) Hold the annual general meeting or special general meeting within three months after the request for an annual general meeting or special general meeting to be held under Clauses 14.6(a)(ii) and 14.6(b) was lodged with the Secretary or, in the absence of the Secretary, with the President.
- (c) The Club shall pay the members calling and holding the annual general meeting or special general meeting under Clauses 14.8(a) and 14.8(b) any reasonable expenses incurred by them because the committee did not call and hold the annual general meeting or special general meeting under Clause 14.7.

14.9. Quorum at Annual General Meeting or Special General Meeting

- (a) Five (5) voting members personally present and entitled to vote shall constitute a quorum for an annual general meeting or special general meeting.
- (b) Subject to Clauses 14.9(c) and 14.9(d), no business shall be conducted at an annual general meeting or special general meeting unless a quorum is present at the time the annual general meeting or special general meeting considering that item.
- (c) If, within fifteen minutes of the time appointed for the commencement of an annual general meeting or special general meeting, a quorum is not present:
 - (i) In the case of a special general meeting, the meeting lapses, or
 - (ii) In the case of an annual general meeting, the meeting is to stand adjourned to:
 - (A) The same time and day in the following week, and
 - (B) The same place unless another place is specified by the President at the time of the adjournment or by written notice given to the members before the day to which the meeting is adjourned.
- (d) If at the adjourned annual general meeting or special general meeting a quorum is not present within fifteen minutes of the time appointed for the commencement of the meeting, the members present are to constitute a quorum.

14.10. Notice of, and Motions at, Annual General Meeting or a Special General Meeting

- (a) The Secretary shall ensure that each member is given at least:
 - (i) Twenty One (21) days' notice of a general meeting, or
 - (ii) Seven (7) days' notice of a general meeting if a special resolution is proposed to be moved at that general meeting.
- (b) The notice of an annual general meeting or special general meeting shall specify:
 - (i) The place, date and time of the annual general meeting or special general meeting,

- (ii) That the member is entitled to attend and vote at the annual general meeting or special general meeting, and
- (iii) The particulars and order of the business to be conducted at the annual general meeting or special general meeting.
- (c) The notice of an annual general meeting or special general meeting or any notice of motion must be issued in the manner set out in Clauses 35 and 36.

14.11. Using Technology to Hold Annual General Meeting or Special General Meeting

- (a) An annual general meeting or special general meeting may take place:
 - (i) Where the members are physically present together, or
 - (ii) By the use of any technology (such as video or teleconferencing) that is agreed to by majority vote of all members present, if it reasonably allows each member to participate fully in discussions and decisions as they happen in the annual general meeting or special general meeting and provided that the participation of each member is made known to all other members in attendance.
- (b) A member who participates in an annual general meeting or special general meeting as set out in Clause 14.11(a)(ii).
 - (i) Is deemed to be present at the annual general meeting or special general meeting, and
 - (ii) Continues to be present at the annual general meeting or special general meeting for the purposes of establishing a quorum, until the member notifies the other members that they are no longer taking part in the annual general meeting or special general meeting.

14.12. Conducting Annual General Meeting or Special General Meeting

- (a) The President shall normally act as Meeting Chair of each annual general meeting or special general meeting.
- (b) The members at an annual general meeting or special general meeting may elect a committee member other than the President to be the Meeting Chair for that annual general meeting or special general meeting if the President is:
 - (i) Not present within 15 minutes after the starting time set for the annual general meeting or special general meeting, or
 - (ii) Present but does not want to act as Meeting Chair of the annual general meeting or special general meeting.
- (c) The annual general meeting or special general meeting cannot conduct business unless the quorum specified in Clause 14.9 is present.
- (d) At an annual general meeting or special general meeting at which the quorum specified in Clause 14.9 is present, the Meeting Chair may adjourn the annual general meeting or special general meeting with the consent of a majority (more than 50%) of the members present.
- (e) No business shall be conducted at a rescheduled annual general meeting or special general meeting other than the unfinished business from the adjourned annual general meeting or special general meeting
- (f) When an annual general meeting or special general meeting is adjourned for fourteen (14) days or more, the Secretary shall ensure that notice of the adjourned annual general meeting or special general meeting is given to the members in accordance with Clause 14.10 as if that general meeting was a new annual general meeting or special general meeting.
- (g) If, within fifteen minutes of the time appointed for the annual general meeting or special general meeting the quorum specified in Clause 14.9 is not present, the annual general meeting or special general meeting is to stand adjourned to the same time, day and place in the following week.
- (h) The Secretary shall ensure that minutes of the resolutions and proceedings of all annual general meetings or special general meetings are recorded and maintained together with a record of the names of persons present at each annual general meeting or special general meeting.
- (i) The Auditor is entitled to attend any annual general meeting or special general meeting and to be heard by the members on any part of the business of the annual general meeting or special general meeting that concerns the Auditor in the capacity of Auditor.

- (j) The Club shall give the Auditor any communications relating to the annual general meeting or special general meeting that a member is entitled to receive.

ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING – RESOLUTIONS

15. Ordinary and Special Resolutions

15.1. Definitions

- (a) There are two types of member's resolutions, namely:
- (i) An ordinary resolution, and
 - (ii) A special resolution.
- (b) An ordinary resolution:
- (i) Is a resolution that is not a special resolution as described in 15.1(c), and
 - (ii) Shall:
 - (A) Be passed at an annual general meeting or special general meeting at which a quorum is present, and
 - (B) Be supported by the votes of a majority (more than 50%) of the members present, in person or by proxy, and entitled to vote at the annual general meeting or special general meeting.
- (c) A special resolution:
- (i) shall be necessary to:
 - (A) Amend the name of the Club,
 - (B) Amend the constitution,
 - (C) Affiliate the Club with another body,
 - (D) Transfer the incorporation of the Club,
 - (E) Amalgamate the Club with one or more other incorporated associations,
 - (F) Voluntarily wind up the Club,
 - (G) Cancel the incorporation of the Club, or
 - (H) Request that a statutory manager be appointed to the Club, and
 - (ii) shall:
 - (A) Be passed at an annual general meeting or special general meeting at which the quorum specified in Clause 14.9 is present, and
 - (B) Be supported by the votes of not less than seventy five (75)% of the members present and entitled to vote at the annual general meeting or special general meeting.

15.2. Notice of Special Resolution

For a special resolution to be passed by the members at an annual general meeting or special general meeting:

- (a) Members shall receive notice of the special resolution seven (7) days (in accordance with clause 14.10(a)(ii)) before the date of the annual general meeting or special general meeting.
- (b) The notice of the special resolution shall:
- (i) Be in writing,
 - (ii) Include the place, date and time of the general meeting where it is proposed that the special resolution be put,
 - (iii) Include the intention to propose a special resolution, and
 - (iv) Set out the wording of the proposed special resolution.
- (c) If notice is not given in accordance with Clause 15.2(b) the special resolution shall have no effect.

ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING – VOTING

16. Voting Conditions at Annual General Meeting and Special General Meeting

16.1. Number of Votes per Member at Annual General Meeting and Special General Meeting

- (a) Each member that is entitled to vote under Clause 16.2 has one vote at an annual general meetings and special general meeting.

16.2. Entitlement to Vote at Annual General Meeting and Special General Meeting

- (a) Subject to Clause 16.2(b) and (c), Parent Members; Honorary Members and Life Members are entitled to vote at any annual general meeting or special general meeting
- (b) A member is not entitled to vote at any annual general meeting or special general meeting unless all money due and payable to the Club by the member or their proxy has been paid.
- (c) A member is only entitled to vote at an annual general meeting or special general meeting if the member's name is recorded in the members register as at the date the notice of the general meeting was sent out.

16.3. Challenge to Member's Right to vote at Annual General Meeting and Special General Meeting

- (a) A member or the Meeting Chair may only challenge a person's right to vote at an annual general meeting or special general meeting at that same annual general meeting or special general meeting.
- (b) If a challenge is made under Clause 16.3(a) the Meeting shall review the person's right to vote under Clause 16.2 and then decide whether or not the person may vote.
- (c) The Meeting Chair's decision on this point is final.

16.4. Voting Procedure at Annual General Meeting and Special General Meeting

- (a) Voting at an annual general meeting and special general meeting shall be conducted and decided by:
- (i) A show of hands,
 - (ii) A vote in writing, or
 - (iii) Another method chosen by the Meeting Chair that is fair and reasonable in the circumstances.
- (b) The Meeting Chair's decision is conclusive evidence of the result of the vote.
- (c) The Meeting Chair and the minutes of the annual general meeting and special general meeting do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
- (d) In the case of an equality of votes at an annual general meeting or special general meeting, the Meeting Chair is entitled to exercise a second or casting vote.

16.5. When and How a Vote in Writing shall be held at Annual General Meeting and Special General Meeting

- (a) A vote in writing may be demanded on any resolution instead of, or after, a vote by a show of hands by:
- (i) At least five (5) members present, or
 - (ii) The Meeting Chair.
- (b) A vote in writing shall be taken when and how the Meeting Chair directs.
- (c) A vote in writing shall be held immediately if it is demanded under Clause 16.5(a)
- (i) For the election of a Meeting Chair under Clause 14.12(b) or
 - (ii) To decide whether to adjourn the annual general meeting or special general meeting

17. Proxies at Annual General Meeting and Special General Meeting

No member may vote by, or appoint a proxy to vote on their behalf at an annual general meeting or special general meeting.

COMMITTEE AND COMMITTEE MEMBERS

18. Committee Role and Powers

18.1. Role

The committee shall control and manage the Club's affairs and take all reasonable steps to ensure the Club complies with its obligations under the Associations Act, this constitution and all other applicable laws.

The Committee may require each of the Club's teams to provide a representative to aid the committee in any way the committee sees fit.

18.2. Powers

Subject to the Associations Act, this constitution and any lawful resolution passed by the Club in general meeting, the committee:

- (a) May exercise all powers and functions as may be exercised by the Club, other than those powers and functions that are required by this constitution to be exercised by a general meeting, and
- (b) Has power to perform all acts and do all things as appear to the committee to be necessary or desirable for the proper management of the Club's business and affairs.

19. Number of Committee Members, Composition and Qualifications

19.1. Number of Committee Members on Committee

The committee shall have no less than three (3) committee members.

19.2. Composition of committee

- (a) The committee members shall include:
 - (i) The President,
 - (ii) The Secretary,
 - (iii) The Treasurer,
 - (collectively called the Executive), and ideally
 - (iv) At least two (2) additional committee members.

19.3. Qualifications of Committee Members

- (a) A committee member shall be:
 - (i) A natural person i.e. a human being,
 - (ii) Aged over 18, and
 - (iii) A member.
- (b) A person cannot be a committee member if:
 - a. They are a current employee of the Club,
 - b. In the previous five years, they have been convicted of, or imprisoned for:
 - (A) An indictable offence under the laws of any state or territory of the Commonwealth of Australia in relation to the promotion, formation or management of a body corporate,
 - (B) An offence involving fraud or dishonesty punishable by imprisonment for a period of three (3) months or more under the laws of any state or territory of the Commonwealth of Australia, or
 - c. They are:
 - (A) Bankrupt, or
 - (B) Unless the person has obtained the consent of the Commissioner, a person whose affairs are under insolvency laws.
 - d. Unless they have obtained the consent of the Commissioner, a person who has committed a breach of the following committee member's duties:
 - (A) Duty of care and diligence,
 - (B) Duty of good faith and proper purpose,
 - (C) Duty to not improperly use their position,
 - (D) Duty to ensure that the Club does not incur a debt while insolvent, or

- (E) Duty to not improperly use information gained while a committee member.
- (c) A committee member who has been suspended as a member under Clause 12.3 cannot act in the position of a committee member until their period of suspension as a member has expired.

20. Committee Members' Duties

20.1. General Committee Members' Duties

Committee members shall comply with their duties as committee members under legislation and common (judge-made) law:

- (a) Exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a committee member of the Club,
- (b) Act in good faith in the best interests of the Club,
- (c) Act for a proper purpose,
- (d) Act to further the object and purposes of the Club,
- (e) Act in the best interests of the Club,
- (f) Not misuse information gained in their role as a committee member,
- (g) Disclose any perceived or actual material conflicts of interest,
- (h) Ensure that the financial affairs of the Club are managed responsibly,
- (i) Not allow the Club to operate while insolvent and
- (j) Not improperly use:
 - (i) Information obtained because they are or were a committee member, or
 - (ii) Their position of committee member, to:
 - a. Gain an advantage for themselves or another person, or
 - b. Cause detriment to the Club.

20.2. Committee Members Conflict of Interest

- (a) A committee member shall disclose to all the committee members present at the committee meeting the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at the committee meeting.
- (b) A committee member shall disclose the nature and extent of the interest at the next General Meeting of the Club.
- (c) The disclosure of a conflict of interest by a committee member shall be recorded in the minutes of the committee meeting.
- (d) Each committee member who has a material personal interest in a matter that is being considered at a committee meeting shall not, except as provided under Clause 20.2(e):
 - (i) Be present at the committee meeting while the matter is being discussed, or
 - (ii) Vote on the matter.
- (e) A committee member may still be present and vote if:
 - (i) Their interest relates to an insurance contract that insures, or would insure, the committee member against liabilities incurred by the committee member as a committee member,
 - (ii) The committee members who do not have a material personal interest in the matter pass a resolution that:
 - (A) Identifies the committee member, the nature and extent of the committee member's interest in the matter and how it relates to the Club's affairs, and
 - (B) States that those committee members who do not have a material personal interest in the matter are satisfied that the committee member's material personal interest in the matter should not prevent the committee member from being present at the committee meeting while the matter is being discussed or from voting on the matter.

21. Appointment of Committee Members

21.1. Nomination for Appointment as Committee Members

A member who wishes to be a committee member shall be nominated and accept a nomination by

another member as a candidate for election as a committee member.

21.2. Methods

Committee members shall be appointed to the Committee by election at an annual general meeting or committee meeting

21.3. Election of Committee Members

- (a) Committee members shall be elected by 75% majority of the current committee members present at meeting.
- (b) If there are not enough valid nominations to fill the number of committee member vacancies, the candidates nominated (if any) shall be deemed to be elected as committee members and further nominations may be received from the floor of the annual general meeting.
- (c) If an insufficient number of nominations as committee members are received from the floor for the number of committee member vacancies that remain, each relevant committee member position is declared vacant by the Meeting Chair of the annual general meeting and:
 - (i) The committee shall continue to operate, as long as there is a quorum, until the declaration of the new election of committee.
- (d) A member who nominates for election or re-election as a committee member may vote for themselves.

21.4. Committee Member Vacancy

- (a) A vacancy occurs in committee membership and that position of committee member becomes vacant if:
 - (i) A committee member ceases to be a member,
 - (ii) A committee member dies,
 - (iii) A committee member becomes disqualified from holding a position under Clause 19.3(b),
 - (iv) A committee member becomes permanently incapacitated by mental or physical ill-health,
 - (v) A committee member resigns as a committee member,
 - (vi) A committee member is removed as a committee member,
 - (vii) A committee member is absent from more than:
 - (A) Three (3) consecutive committee meetings without a good reason, or
 - (B) Three (3) committee meetings in the same financial year without tendering an apology to the Meeting Chair of each of those committee meetings, and the committee has resolved to declare the position of committee member vacant, or
 - (viii) The Club fails to fill a committee member vacancy under Clause 21.3(c)
- (b) If there is a vacancy within the meaning of Clause 21.3(c) the continuing committee members may:
 - (i) Appoint a member to fill that vacancy until the conclusion of the next annual general meeting, and
 - (ii) Subject to Clause 21.3(c), continue to act despite the vacant position on the committee.

21.5. Term of Office

Committee members will be appointed at Annual General Meeting or Committee Meeting and their term of office shall commence at that meeting and conclude at the next Annual General Meeting.

22. Resignation and Removal of Committee Members

22.1. Resignation

- (a) A committee member may resign from the committee by giving written notice of resignation to the Secretary, or if the committee member is the Secretary, to the President.
- (b) The committee member's resignation is effective:
 - (i) At the time the notice is received by the Secretary or President under Clause 22.1(a)
or

- (ii) If a later time is stated in the notice, at the later time.

22.2. Removal

- (a) A committee member may only be removed from his or her position on the committee by ordinary resolution at a general meeting if a majority (more than 50%) of the members present and eligible to vote at the general meeting vote in favour of the committee member's removal.
- (b) The committee member who faces removal is to be allowed a full and fair opportunity at the general meeting to review the proposed ordinary resolution, and state their case as to why they should not be removed from their position on the committee.
- (c) If all committee members are removed by ordinary resolution at a general meeting, the members shall, at the same general meeting, elect an interim committee. The interim committee shall, within two (2) months, hold a general meeting for the purpose of electing a new committee.

22.3. Assets and Records of Committee Member who ceases to be a Committee Member

Upon ceasing to be a committee member, outgoing committee members are responsible for transferring all relevant assets and Club's books to the Committee within twenty eight (28) days of ceasing to be a committee member.

23. Executive

23.1. Election of Executive

An executive member shall:

- (a) Be elected by the members, and
- (b) Remain as an Executive Member for as long as the Members deems fit.

23.2. President

The President:

- (a) Must ensure that they consult with the Secretary regarding the business to be conducted at each committee meeting and each general meeting,
- (b) May call committee meetings under Clause 24,
- (c) May chair committee meetings under Clause 24.4(a)
- (d) May chair annual general meetings and special general meetings under Clause 14.12(a)
- (e) Must ensure that the minutes of general meetings or committee meetings are reviewed and signed as correct, and
- (f) Must carry out any other duties required of the President by this constitution.

23.3. Secretary

The Secretary shall ensure the:

- (a) Maintenance of a current delegation of authority,
- (b) The co-ordination of correspondence of the Club,
- (c) Calling and holding of general meetings and committee meetings,
- (d) In consultation with the President, preparation of notices of general meetings and committee meetings and the details of business to be conducted at each such meetings,
- (e) Maintenance of the members register,
- (f) Maintenance of the record of Executive Members,
- (g) Maintenance of the minutes,
- (h) Safe custody of the Club's books (with the exception of the accounting records),
- (i) Safe custody and management of the Club's record-keeping systems in hardcopy form, electronic form or a combination of forms, taking into account:
 - (i) The nature of information to be stored and retrieved,
 - (ii) The security and access of files and information (particularly computer records),
 - (iii) The validity and reliability of the information collected and the system on which it is recorded,
 - (iv) The resources and training required, and

- (v) The length of time that the records should be kept (minimum of 7 years or otherwise as required by other Acts or Regulations),
- (j) Recording of full and correct minutes of committee meetings and general meetings and their maintenance in the minutes,
- (k) Compliance with all reporting obligations to the Department of Commerce as varied from time to time.
- (l) Performance of any other duties required of the Secretary by this constitution.

23.4. Treasurer

The Treasurer shall ensure the:

- (a) Collection of all moneys payable to the Club are collected and ensuring receipts are issued in the name of the Club for those monies,
- (b) Payment of all monies received by the Club into the account or accounts of the Club as the committee may direct from time to time,
- (c) Timely payment of the expenses of the Club from the funds of the Club with the authority of the committee or a general meeting,
- (d) Taking out by the Club of all necessary insurances.
- (e) Maintenance by the Club of financial records that comply with the requirements of Clause 29.3.
- (f) Safe custody of financial records and any other relevant Club records in hardcopy form, electronic form or a combination of forms, taking into account:
 - (i) The nature of information to be stored and retrieved,
 - (ii) The security and access of files and information (particularly computer records),
 - (iii) The validity and reliability of the information collected and the system on which it is recorded,
 - (iv) The resources and training required, and
 - (v) The length of time that the records should be kept (minimum of 7 years or otherwise as required by other Acts or Regulations),
- (g) Co-ordination of the preparation of the financial statements prior to their submission to the annual general meeting,
- (h) Co-ordination of the preparation of the reviewed financial report prior to its submission to the annual general meeting,
- (i) Co-ordination of the preparation of the Auditor's report prior to its submission to the annual general meeting,
- (j) Assistance of the reviewer or Auditor in performing their functions, and
- (k) Performance of any other duties required of the Treasurer by this constitution.

23.5. Record of Executive Members

- (a) The Secretary shall ensure that a record of Executive Members is maintained.
- (b) The record shall include:
 - (i) Each Executive Member's full name,
 - (ii) Current postal, residential or email addresses for each Executive Member,
 - (iii) Details of the office held by each Executive Member,
 - (iv) Dates of appointment of each Executive Member to their respective position, and
 - (v) If applicable, dates of cessation of the appointment of each Executive Member to their respective position.
- (c) The record of Executive Members shall be kept and maintained at such place as the committee decides.

COMMITTEE MEETINGS

24. Calling and Conducting Committee Meetings

24.1. Calling Committee Meetings

- (a) The committee shall hold no less than four (4) committee meetings in any one calendar year.
- (b) The committee shall determine the place and time of all committee meetings.
- (c) A committee meeting may be called by:
 - (i) The President, or
 - (ii) Any two committee members,
 by giving notice as per clause 24.2(a) to all other committee members.

24.2. Notice

- (a) The Secretary shall ensure that each committee member is given at least forty eight (48) hours' notice of each committee meeting.
- (b) Notice of a committee meeting shall specify the general nature of the business to be transacted at the committee meeting.
- (c) Subject to Clause 24.2(d) only the business specified on the notice of the committee meeting is to be conducted at that committee meeting.
- (d) Urgent business may be conducted at a committee meeting if the committee members present at the committee meeting unanimously agree to treat the business as urgent.

24.3. Using Technology to hold Committee Meeting

- (a) Committee meeting may take place:
 - (i) Where the committee members are physically present together, or
 - (ii) By the use of any technology (such as video or teleconferencing) that is agreed to by all committee members, if it reasonably allows each committee member to participate fully in discussions and decisions as they happen in the committee meeting and provided that the participation of each committee member is made known to all other committee members in attendance.
- (b) A committee member who participates in a committee meeting as set out in Clause 24.3(a)(ii):
 - (i) Is deemed to be present at the committee meeting, and
 - (ii) Continues to be present at the committee meeting for the purposes of establishing a quorum, until the committee member notifies the other committee members that they are no longer taking part in the committee meeting

24.4. Conducting Committee Meeting

- (a) The President shall normally act as Meeting Chair of each committee meeting.
- (b) The committee members at a committee meeting may elect a committee member other than the President to be the Meeting Chair for that committee meeting if the President is:
 - (i) Not present within 15 minutes after the starting time set for the committee meeting, or
 - (ii) Present but does not want to act as Meeting Chair of the committee meeting.
- (c) The committee cannot conduct business unless the quorum specified in Clause 24.5 is present.
- (d) If, within fifteen minutes of the time appointed for the committee meeting, the quorum specified in Clause 24.5 is not present the committee meeting is to stand adjourned to the same time, day and place in the following week.
- (e) If at a committee meeting adjourned under Clause 24.4(d), the quorum specified in Clause 24.5 is not present within fifteen minutes of the time appointed for the committee meeting, the committee members personally present shall constitute a quorum.
- (f) Subject to this constitution, the committee members present at the committee meeting are to determine the procedure and order of business to be followed at the committee meeting.
- (g) All committee members have the right to attend and vote at committee meeting.
- (h) All members, or other guests, may attend committee meeting if invited by the committee, but the member or guest shall not have any right to:
 - (i) Comment without invitation,

- (ii) Vote,
 - (iii) Be provided with copies of any agenda, minutes of meetings, or documents presented at such committee meeting.
- (i) The Secretary, or such person authorised by the committee from time to time, shall ensure that minutes of the resolutions and proceedings of all committee meeting are recorded and maintained together with a record of the names of persons present at each committee meeting.

24.5. Quorum for Committee Meeting

- (a) Unless the committee determines otherwise, the quorum for a committee meeting shall be a majority (more than 50%) of total committee members.
- (b) A quorum must be present for the entire committee meeting.

25. Committee Resolutions

25.1. Voting

- (a) Each committee member present at a committee meeting has one vote.
- (b) A question arising at a committee meeting is to be decided by a majority (more than 50%) of votes, but, if there is an equality of votes, the Meeting Chair of the committee meeting is entitled to exercise a second or casting vote.
- (c) Decisions at a committee meeting may be made by general agreement or by way of a show of hands.
- (d) A poll by secret ballot may be used at a committee meeting if the committee prefers to determine a matter in this way, and if the Meeting Chair of the committee meeting supervises the ballot.

25.2. Committee Circular Resolutions

- (a) The committee may pass a circular resolution without a committee meeting being held
- (b) A committee circular resolution is passed if all the committee members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in Clause 25.2(c).
- (c) Each committee member may sign:
 - (i) A single document setting out the resolution and containing a statement that they agree to the committee circular resolution, or
 - (ii) Separate copies of that document, as long as the wording of the committee circular resolution is the same in each copy
- (d) The Club may send a committee circular resolution by email to the committee members and the committee members may agree to the committee circular resolution by sending a reply email to that effect, including the text of the committee circular resolution in their reply.
- (e) A committee circular resolution is passed when the last committee member signs or otherwise agrees to the committee circular resolution.

26. Remuneration of Committee Members

26.1. Travelling and other Expenses

The Club may pay a committee member's travelling and other expenses properly incurred, such as:

- (a) Attending committee meeting or subcommittee meeting
- (b) Attending any general meeting, and
- (c) In connection with the Club's business.

Committee members shall not receive any remuneration for their services as committee members other than as described above

SUBCOMMITTEES AND OTHER DELEGATION

27. Subcommittees and Delegation

27.1. Establishment

- (a) The committee may establish subcommittees from time to time to assist with the conduct of the Club's object purposes.
- (b) Subcommittees may comprise (in such numbers as the committee determines) members and non-members.
- (c) Subject to this constitution, subcommittee members shall determine the procedure to be followed at subcommittee meetings.

27.2. Delegation

- (a) The committee may delegate, in writing, to any or all of the subcommittees, any authority, power or functions, and may cancel any authority, powers or functions, as the committee sees fit from time to time.
- (b) Despite any delegation under Clause 27.2(a), the committee may continue to exercise all its functions, including any function that has been delegated to a subcommittee and remains responsible for the exercise of those functions at all times.

27.3. Delegation to Others

- (a) The committee may delegate, in writing, to any person any authority, power or function and may cancel any authority, powers or functions, as the committee sees fit from time to time.
- (b) Despite a delegation under this clause, the committee may continue to exercise all its functions, including any delegated functions, and at all times remains responsible for the exercise of those functions.

FINANCES

28. Payment of Income or Property to Members

28.1. Not Permitted

Subject to Clause 28.2, none of the income or property of the Club may be paid directly or indirectly, by way of dividend, bonus or otherwise, to a member

28.2. Permitted Payments

- (a) Clause 28.1 does not prevent:
 - (i) Subject to Clause 28.2(b) the payment in good faith of remuneration to any member, committee member, officer or employee in return for any services actually rendered to the Club or for goods supplied to the Club in the ordinary and usual course of business,
 - (ii) The payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the 'Cash Rate Target' from time to time on money borrowed from any member,
 - (iii) The payment of reasonable and proper rent by the Club to a member for premises leased to the Club by the member, or
 - (iv) The reimbursement of out-of-pocket expenses for travel and accommodation incurred on behalf of the Club by any member or committee member in connection with the member or committee member's functions as a member or committee member.
- (b) Before a payment proposed to a member or committee member under Clause 28.2(a)(i) can be made, the payment must first be authorised by the members by way of an ordinary resolution.

29. Funds

29.1. Source of Funds

- (a) The funds of the Club may be derived from:
 - (i) Annual registration fees,

- (ii) Donations,
 - (iii) Fundraising activities,
 - (iv) Grants,
 - (v) Interest, and
 - (vi) Any other sources approved by the committee.
- (b) The Club shall, as soon as practicable:
- (i) Deposit all money received to the credit of the Club's bank account, without deduction, and
 - (ii) After receiving any money, issue an appropriate receipt.
 - (iii) funds received from any cricketing body will be received direct from said body to the Club with a corresponding statement to the Club and any receipts will be issued direct from cricketing body

29.2. Control of Funds

- (a) The funds of the Club shall be kept in an account in the name of the Club in a financial institution determined by the committee.
- (b) The Club shall use its funds in carrying out the Club's object and purposes.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club shall be signed by:
 - (i) Any two committee members, or
 - (ii) One committee member and another person authorised by the committee.
- (d) All expenditure above the maximum amount set by the committee from time to time shall be approved or ratified at a committee meeting.

29.3. Financial Records

- (a) The Club shall 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.
- (b) The Club shall retain its financial records for at least 7 years after the transactions covered by the financial records are completed.

MINUTES, BOOKS AND RECORDS

30. Minutes

30.1. Taking of Minutes

- (a) The Club shall keep minutes of the resolutions and proceedings of all annual general meeting, special general meeting and committee meeting together with a record of the names of persons present at each General meeting and committee meeting.
- (b) The minutes of the annual general meeting, special general meeting and committee meeting are to be distributed to those present at the meeting within 30 days of the date of the annual general meeting, special general meeting and committee meeting.

30.2. Review and Signing of Minutes

- (a) The President shall ensure that the minutes of an annual general meeting, special general meeting or committee meeting are reviewed and stated to be correct by:
 - (i) The Meeting Chair of the annual general meeting, special general meeting or committee meeting to which those minutes relate, or
 - (ii) The Meeting Chair of the next succeeding annual general meeting, special general meeting or committee meeting.
- (b) When minutes have been entered and signed as correct under Clause 30.2(a) they are:
 - (i) To be saved electronically or in hard copy in agreed central storage with other Club records, and
 - (ii) Until the contrary is proved, evidence that:

- (A) The annual general meeting, special general meeting or committee meeting to which they relate was duly called and held,
- (B) All proceedings recorded as having taken place at the annual general meeting, special general meeting or committee meeting did in fact take place at the meeting, and
- (C) All appointments or elections purporting to have been made at the annual general meeting, special general meeting or committee meeting were validly made.

30.3. Inspection of Minutes

- (a) The minutes of annual general meeting or special general meeting may be inspected by a member under Clause 31.3.
- (b) The minutes of committee meetings may be inspected by a member under Clause 31.3 unless the committee determines that the minutes of committee meeting generally, or the minutes of a specific committee meeting, are not to be made available for inspection by a member.

31. Records

31.1. Inspecting Record of Executive Members

- (a) Any member is able to inspect the list of Executive Members free of charge, at such time and place as is mutually convenient to the Club and the member.
- (b) The member may make a copy of details from the list of Executive Members, but has no right to remove the list of Executive Members for that purpose.

31.2. Custody of Club's Books

- (a) Except as otherwise decided by the committee from time to time:
 - (i) The Secretary shall be responsible for ensuring the maintenance and control of the Club's books (except for the Club's financial records).
 - (ii) The Treasurer is responsible for ensuring the custody and maintenance of the Club's financial records and securities.
 - (A) The committee shall be responsible for ensuring the maintenance and control of the Club's books including the Club's financial records and securities.
- (b) The Club's books shall be retained for at least 7 years.

31.3. Inspecting Club's Books

- (a) Subject to this constitution, a member is able to inspect the Club's books free of charge at such time and place as is mutually convenient to the Club and the member.
- (b) A member shall contact the Secretary to request to inspect the Club's books.
- (c) The member may copy details from the Club's books but has no right to remove the Club's books for that purpose.

31.4. Prohibition on Use of Information in Club's Books and Record of Executive Members

A member shall not use or disclose information in the Club's books and list of executive members except for a purpose:

- (a) That is directly connected with the affairs of the Club, or
- (b) Related to a requirement of the Associations Act to provide information to the Commissioner.

31.5. Returning the Club's Books

Outgoing committee members are responsible for transferring all relevant assets and Club's books to the new committee within twenty eight (28) days of ceasing to be a committee member.

DISPUTES

32. Disputes Arising under Constitution

- (a) This clause applies to:

- (i) Disputes between members, and
 - (ii) Disputes between the Club and one or more members that arise under the constitution or relate to the constitution.
- (b) In this Clause 32, the term **member** includes any former member whose membership ceased not more than six (6) months before the dispute occurred
 - (c) The parties to a dispute shall attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.
 - (d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this Clause 32 by giving written notice to the Secretary of the parties to, and details of, the dispute.
 - (e) The Club shall hold a committee meeting within twenty eight (28) days after the Secretary receives notice of the dispute under Clause 32(d) for the committee to determine the dispute.
 - (f) At the committee meeting to determine the dispute, all parties to the dispute shall be given a full and fair opportunity to state their respective cases orally, in writing, or both.
 - (g) The Secretary shall inform the parties to the dispute of the committee's decision and the reasons for the decision within 7 days after the committee meeting referred to in Clause 32(e).
 - (h) If any party to the dispute is dissatisfied with the decision of the committee, they may elect to initiate further dispute resolution procedures as set out in the constitution.

33. Mediation

- (a) This Clause 33 applies:
 - (i) Where a person is dissatisfied with a decision made by the committee under Clause 32(g) or
 - (ii) Where a dispute arises between a member or more than one member and the Club and any party to the dispute elects not to have the matter determined by the committee.
- (b) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Clause 32(c) or a party to a dispute is dissatisfied with a decision made under Clause 32(g) a party to a dispute may:
 - (i) Provide written notice to the Secretary identifying the parties to, and the details of, the dispute, and
 - (ii) Agree to, or request the appointment of, a mediator to resolve the dispute.
- (c) The Secretary shall then ensure that a mediator is appointed to resolve the dispute who shall be:
 - (i) A person chosen by agreement between the parties to the dispute, or
 - (ii) In the absence of agreement between the parties to the dispute, a mediator appointed by the committee.
- (d) Where the dispute relates to a proposal for the suspension or expulsion of a member this Clause 33 does not apply until the procedure under Clause 12 in respect of the proposed suspension or expulsion has been completed.
- (e) The party or parties requesting the mediation shall pay the costs of the mediation.
- (f) The mediator can be a member provided the member is not a party to the dispute.
- (g) The parties to the dispute shall attempt to settle the dispute by mediation in good faith.
- (h) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least five (5) days before the date of the mediation.
- (i) The mediator, in conducting the mediation, shall:
 - (i) Give the parties to the mediation every opportunity to be heard,
 - (ii) Allow all parties to consider any written statement submitted by any party, and
 - (iii) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation.
- (j) The mediation shall be confidential.
- (k) Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

34. Inability to Resolve Dispute

If a dispute cannot be resolved under the procedures set out in Clauses 32 and 33, any party to the dispute may apply to the Administrative Tribunal to determine the dispute in accordance with the Associations Act or otherwise at law.

SERVICE OF NOTICES**35. Legal Requirements**

A notice or other communication in relation to this constitution has no legal effect unless it is in writing and given as follows:

- (a) Delivered by hand to the nominated address of the addressee,
- (b) Sent by post to the nominated postal address of the addressee, or
- (c) Sent by e-mail or any other method of electronic communication (including facsimile transmission) to the nominated electronic address of the addressee.

36. Service on members

Any notice given to a member under this constitution shall be sent to the member's postal or email address as recorded in the members register.

CONSTITUTION**37. Constitution****37.1. Binding**

This constitution imposes a legally binding obligation upon the Club and upon each member to observe all of its Clauses.

37.2. Amendment

- (a) The Club may amend the constitution or replace it with a new constitution by passing a special resolution.
- (b) An amendment to the constitution changing:
 - (i) The Club's name, or
 - (ii) The Club's object or purposes,
 does not become effective until:
 - (i) The required documents are lodged with the Commissioner, and
 - (ii) The Commissioner's written approval to the changes is received by the Club.

37.3. Copies

- (a) The Club shall maintain a current copy of the constitution at all times.
- (b) The Club shall provide, free of charge, a copy of the constitution then in force, to each member at the time their membership commences.

WINDING UP, CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY**38. Cessation of Activities, Winding Up and Cancellation of Incorporation**

- (a) The Club may cease its activities and have its incorporation cancelled in accordance with the Associations Act if the members resolve by special resolution that the Club is to:
 - (i) Apply to the Commissioner seeking the cancellation of the Club's incorporation, or
 - (ii) Appoint a liquidator to wind up the Club's affairs.
- (b) If the Club has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings, the Club must be wound up under Clause 38(a)(a)(ii) before cancellation of incorporation can take place.

39. Surplus Assets not to be Distributed to Members

If the Club is wound up, any surplus assets must not be distributed to a member or a former member, unless that member or former member is an entity described in Clause 40.

40. Distribution of Surplus Assets

- (a) Subject to the Associations Act, any other applicable law and any court order, any surplus assets that remain after the Club is wound up shall be distributed to one or more not-for-profit organisations that¹
 - (i) Possess an object and purposes similar to, or inclusive of, the object and purposes of the Club as set out in Clause 4, and
 - (ii) Which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Club.
- (b) The decision as to the not-for-profit organisation or organisations to receive the surplus assets of the Club shall be made by a special resolution of members at or before the time of winding up.
- (c) If the members do not make the decision set out in Clause 40(b) the Club may make application to the Courts of Western Australia and request that the courts make this decision.