



**White Knights Baldivis  
Cricket Club Incorporated**

# **Constitution**

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## 1 ASSOCIATION INFORMATION

- 1.1. The name of the Club shall be “White Knights Baldvis Cricket Club Incorporated” which for the purposes of this document shall herein be referred to as “the Club”.
- 1.2. The Club shall operate as a ‘Not for Profit’ Club and 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. Nothing herein shall prevent the payment in good faith or remuneration to any officer or servant of the Club for services actively rendered to the Club.
- 1.3. The colours of the Club will be Blue and Gold and will be used in all representations of the Club. Specific colour pallets are defined in the Club Bylaws.

## 2 DEFINITIONS

Act	Associations Incorporation Act (WA) 2015
AGM	The Annual General Meeting
Ballot	A written response by a Financial Member to influence the outcome or decision requiring permission of / for the Committee or General Assembly
Books of the Club	Includes the following: <ul style="list-style-type: none"><li>• a register;</li><li>• financial records, financial statements or financial reports, however compiled, recorded or stored;</li><li>• a document; and</li><li>• any other record of information</li></ul>
By-Laws	By-Laws made by the Club under Rule 10
Club	White Knights Baldvis Cricket Club to which these Rules apply
Committee	the management committee of the Club
Deciding Vote	the extra vote allocated to the person chairing a meeting in the event of a deadlock
Financial Member	a member who has paid all membership fees and financial obligations to the Club as required at a specific time
Financial records	Has the definition given in section 62 of the Act
Financial year	the period between 1 May and 30 April each calendar year
General Assembly	the combined group of Financial Members
General meeting of the Club	a meeting of the Club that all members are entitled to receive notice of and to attend

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Member	a person (including a body corporate) who is an ordinary member or an associate member of the Club
Office	the position held on the committee
Ordinary member	a member with the rights referred to in Rule 7.4
Register of members	the register of members required to be retained in accordance with <b>section 53 of the Act</b>
Rules	these Rules of the Club, as in force for the time being
Special General Meeting (SGM)	a general meeting of the Club other than the Annual General Meeting
Special resolution	a resolution passed by the members at a general meeting in accordance with <b>section 51 of the Act</b>
Subcommittee	A subcommittee appointed by the Committee under Rule 5.33-5.36
Tier 1 Club	has the same meaning in <b>section 64(1) of the Act</b>
Vote	a response by a financial member to influence the outcome or decision requiring permission of/for the committee or General Assembly. A vote may be held by verbal, a show of hands or a ballot

### 3 PRINCIPAL OBJECTIVES

- 3.1. To promote, encourage and foster the game of Cricket as played within the laws of “Cricket Australia” and all its affiliates.
- 3.2. To do all things necessary to promote the development of junior cricket.
- 3.3. To promote, encourage and foster the game of cricket in alignment with a family centered inclusive environment.
- 3.4. To promote, encourage and foster any other sport, in accordance with the rules and regulations of its governing body that the Club chooses to participate in.
- 3.5. To increase opportunities and encourage advancement in performance and participation for all sporting, cultural and social activities the Club undertakes.
- 3.6. To promote, organise and conduct social and entertainment functions (including raffles and lotteries, where legally permitted) to raise funds to carry out the objectives of the Club.
- 3.7. At times the Club may sanction or endorse to promote, organise and conduct social and entertainment functions (including raffles and lotteries, where legally permitted) for the benefit of a specified cause.
- 3.8. The property and income of the Club shall be applied solely towards the promotion of the objects of the Club and no part of that property or income may be paid or otherwise distributed or directed to any person except in good faith to promote said objectives and purposes.

## 4 MANAGEMENT

### Committee

- 4.1. The committee members are the persons who, as the management committee of the Club, have the power to manage the affairs of the Club in accordance with Part 4 of the Act.
- 4.2. Subject to the Act, these Rules, the By-Laws (if any) and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for
- 4.3. the proper management of the affairs of the Club under Rule 3.
- 4.4. The committee must take all reasonable steps to ensure that the Club complies with the Act, these Rules and the By-Laws (if any).
- 4.5. The Committee, at its discretion, may employ a person or persons of skill to carry out certain duties required by the Club.
- 4.6. The acts of a committee or subcommittee, or of a committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a subcommittee.

### Committee Members

- 4.7. The committee shall consist of:
  - a. the Executive Committee members of the Club; and
  - b. the Ordinary Officer members.
- 4.8. The committee will have a maximum number of twelve (12) members. All members of the Committee are deemed equally responsible for the daily management of the Club and shall assist other committee members in their duties as and when required.
- 4.9. The Executive Committee will comprise:
  - a. President;
  - b. Vice-President;
  - c. Treasurer;
  - d. Administrator; and the
  - e. Community Director.
- 4.10. The following are the Ordinary Officer members of the Club:
  - a. Junior Coordinator; and
  - b. General Committee.

### Ancillary Positions

- 4.11. To facilitate the successful running of the Club a number of roles are conducted by members that may not be committee members.
- 4.12. These roles are non-committee positions and are not afforded voting rights.
- 4.13. A member of the committee, or any other member of the Club, may hold one or more of the ancillary positions.
- 4.14. Ancillary positions are specified in the Club By-Laws.

## Persons who are not to be Members of Committee

- 4.15. Under **section 39 of the Act** the following persons must not, without leave of the Commissioner, accept an appointment or act as a member of a management committee of a Club:
- a. a person who is, according to the **Interpretation Act 1984 section 13D**, a bankrupt or person whose affairs are under insolvency laws;
  - b. a person who has been convicted, within or outside the State, of:
    - i. an indictable offence in relation to the promotion, formation or management of a body corporate; or
    - ii. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than **three months**; or
    - iii. an offence under **Part 4 Division 3 or section 127 of the Act**.
- 4.16. **Section 39** only applies to a person who has been convicted of the above offences only for a period of five years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.

## Election or appointment of members of the Committee

- 4.17. A member becomes a committee member if the member:
- a. is elected to the committee at a general meeting; or
  - b. is appointed to the committee to fill a casual vacancy under Rule 4.41-4.43.
- 4.18. At least twenty one (21) days before an AGM, the Administrator must send written notice to all the members:
- a. calling for nominations for election to the committee; and
  - b. stating the date by which nominations must be received by the Administrator to comply with Rule 4.20.
- 4.19. A member may nominate for any specified office.
- 4.20. A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the Administrator at least fourteen days before the AGM.
- 4.21. The written notice must include a statement by a current serving committee member in support of the nomination.
- 4.22. Any current serving committee member may re-nominate for their existing role without a supporting statement. If any current serving committee member wishes to nominate for a different role, then Rule 4.20 shall apply.
- 4.23. A member whose nomination does not comply with Rules 4.20-22 is not eligible for election to the committee.

## Committee Tenure

- 4.24. The Executive office holder positions are for a two (2) year appointment. The position of President and Administrator shall become vacant on even numbered years and the position of Vice-President, Treasurer and Community Director shall become vacant on odd numbered years.
- 4.25. The Ordinary office holder positions are for a one-year appointment.



- 4.26. A person may be a committee member if the person is:
  - a. an individual who has reached eighteen years of age; and
  - b. meets the requirements of Rule 7.4.
- 4.27. A person must not hold two or more of the offices mentioned in Rule 4.9 and 4.10 at the same time.
- 4.28. The term of office of a committee member begins when the member:
  - a. is elected at an AGM or under Rule 4.31-4.40; or
  - b. is appointed to fill a casual vacancy under Rule 4.41-4.43.
- 4.29. Subject to Rule 4.47-4.50, a committee member holds office until the positions on the committee are declared vacant at the next AGM.
- 4.30. A committee member may be re-elected.

### Election of Executive Committee Members

- 4.31. The current Club committee must select the members to make up the Executive Committee for the following season from nominations received under Rule 4.20-4.22.
- 4.32. Each selected Executive Committee member is to receive ratification at the AGM.
- 4.33. Members must have been registered members of the Club for 2 years before taking up Executive Committee roles.
- 4.34. Should the proposed Executive Committee selections not receive ratification:
  - a. A Special General meeting, held at least 28 days after the AGM, shall be held to fill the vacant positions by election;
  - b. Nominations for vacant positions must be received within 14 days of the AGM; and
  - c. In event the vacant positions are not filled under Rule 4.34a, the previous executive committee shall elect the new committee.
- 4.35. Any member with voting rights who is present at the AGM may vote for one member who has nominated for a specified position.
- 4.36. A member who has nominated for an executive position may vote for themselves.
- 4.37. On the Executive Committee's election, they will take over the running of the Club on conclusion of the AGM.

### Election of Ordinary Committee Members

- 4.38. If the number of members nominating for the position of ordinary committee member is less than the number to be elected, the chairperson of the meeting must declare each of those members to be elected to the position.
- 4.39. If:
  - a. the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or
  - b. the number of members nominating under 4.41 is greater than the number of positions remaining unfilled, the senior and ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of ordinary committee member.
- 4.40. A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

## Filling Casual Vacancies

- 4.41. The committee may appoint a member who is eligible under Rule 4.19 to fill a position on the committee that:
- has become vacant under Rule 4.47-4.51; or
  - was not filled by election at the most recent AGM or under Rule 4.31–4.40.
- 4.42. If the position of Administrator becomes vacant, the committee must appoint a member who is eligible under Rule 4.19 to fill the position within fourteen (14) days after the vacancy arises.
- 4.43. Subject to the requirement for a quorum under Rule 5.18, the committee may continue to act despite any vacancy in its membership.

## Cessation of Committee Membership

- 4.44. Committee membership ceases when a position is declared vacant on the expiry of a term.
- 4.45. A person ceases to be a committee member if the person:
- dies or otherwise ceases to be a member; or
  - resigns from the committee or is removed from office under Rules 4.47 – 4.51; or
  - becomes ineligible to accept an appointment or act as a committee member under **section 39 of the Act**; or
  - becomes permanently unable to act as a committee member because of a mental or physical disability; or
  - is not Financial before the 31st October of each year, not financial meaning that the member has outstanding monies owing from the previous season; or
  - fails to attend three consecutive Committee meetings, of which the person has been given notice.
- 4.46. Where a person ceases to be a member of the Club’s committee **section 41 of the Act** requires that person to, as soon as practicable after their membership ceases, deliver to a member of the committee all of the relevant documents and records they hold pertaining to the management of the Club’s affairs.

## Resignation or Removal from Office

- 4.47. A committee member may resign from the committee by written notice given to the Administrator or, if the resigning member is the Administrator, given to the President.
- 4.48. The resignation takes effect:
- when the notice is received by the Administrator or President; or
  - if a later time is stated in the notice, at that later time.
- 4.49. At a General Meeting, the Club may by resolution:
- remove a committee member from office; and
  - elect a member who is eligible under Rule 4.19 to fill the vacant position.
- 4.50. A committee member who is the subject of a proposed resolution under Rule 4.49 may make written representations (of a reasonable length) to the Executive Committee and may ask that the representations be provided to the members.

- 4.51. The Administrator or President may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the General Meeting at which the resolution is to be considered.

### Duties of Committee Members and Officers

- 4.52. **Section 3 of the Act** provides a definition of “officer”. The duties provisions will apply to committee members and to those persons who have the ability to influence the management committee but who do not hold a formal committee position.
- 4.53. Under **section 44 of the Act** an officer of a Club must exercise their powers and their duties with a degree of care and diligence that a reasonable person would exercise if that person:
- were an officer of the Club in the Club’s circumstances; and
  - occupied the office held by, and had the same responsibilities within the Club as, the officer.
- 4.54. Under **section 45 of the Act** an officer of a Club must exercise their powers and discharge their duties:
- in good faith in the best interests of the Club; and
  - for a proper purpose.
- 4.55. Under **section 46 of the Act**, an officer of a Club must not improperly use their position to:
- gain an advantage for the officer or another person; or
  - cause detriment to the Club.
- 4.56. Under **section 47 of the Act** a person who obtains information because the person is, or has been, an officer of a Club must not improperly use the information to:
- gain an advantage for the person or another person; or
  - cause detriment to the Club.

### Responsibilities of the President

- 4.57. The President has the powers and duties relating to convening and presiding as chairperson at committee meetings and presiding at general meetings provided for in these Rules.
- 4.58. Prepare a report for the AGM.
- 4.59. Have a casting vote in addition to a deliberate vote at all meetings of the club.
- 4.60. Be responsible to the Club members whilst also ensuring that all record books, documents and securities are correct and maintained by the appropriate committee members.
- 4.61. Shall be the appointed Club delegate at any meeting of the affiliated association or governing body and report back to the committee.
- 4.62. To represent the club with external agencies.
- 4.63. Act as Chairperson of the Disciplinary Committee.
- 4.64. Carrying out any other duty given to the President under these Rules or by the committee.\

### Responsibilities of the Vice-President

- 4.65. The Vice President will be the player’s representative at committee meetings, and is responsible for tabling concerns from the playing membership.
- 4.66. They shall chair any meeting where the President is not fit or able to attend.
- 4.67. They shall directly assist the President in the running of the club.

- 4.68. Shall be the appointed club delegate at any/all association meetings where the President is not fit or able to attend.
- 4.69. Shall be responsible for supporting the Junior Coordinator and all aspects of Junior Cricket/Operations within the club.
- 4.70. Carrying out any other duty given to the Vice President under these Rules or by the committee.

### Responsibilities of the Administrator

- 4.71. Coordinate all correspondence and ensure it is properly kept, recorded and retained.
- 4.72. Consulting with the President regarding the business to be conducted at each committee meeting and general meeting.
- 4.73. Preparing the notices required for meetings and for the business to be conducted at meetings.
- 4.74. Unless another member is authorised by the committee 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**.
- 4.75. Maintaining on behalf of the Club an up-to-date copy of these Rules, as required under **section 35(1) of the Act**.
- 4.76. Unless another member is authorised by the committee to do so, maintaining on behalf of the Club a record of committee members and other persons authorised to act on behalf of the Club, as required under **section 58(2) of the Act**.
- 4.77. 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.
- 4.78. Maintaining full and accurate minutes of committee meetings and general meetings.
- 4.79. Carrying out any other duty given to the Administrator under these Rules or by the committee.
- 4.80. To ensure the club meets all legal requirements in regards to the Liquor Licensing Act and the Responsible Service of Alcohol.
- 4.81. To ensure that all players, Senior and Junior, have completed up to date registration forms and said players are duly registered with the governing Club.
- 4.82. To maintain player profiles and club information as required by management programmes.

### Responsibilities of the Treasurer

- 4.83. The Treasurer will maintain all records, and undertake all reporting and accounting responsibilities as required in **Part 5 of the Act**.
- 4.84. The Treasurer shall be responsible to see that all monies collected and received are paid into the Club Banking account without due delay.
- 4.85. All accounts are to be paid on time.
- 4.86. Will keep proper books of account and render a statement of account (and balance sheet if required) at the AGM and Committee meetings.
- 4.87. The Treasurer, in consultation with the President, shall produce the budget for the upcoming season (no later than one month prior to the season start) including the setting of player fees.
- 4.88. They shall be responsible to ensure the expenditure aligns with the budget.

- 4.89. Unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial and accounting nature.
- 4.90. Carrying out any other duty given to the Treasurer under these Rules or by the committee.

### Responsibilities of the Community Director

- 4.91. The Community Director shall oversee all social events and any associated sub-committees.
- 4.92. Ensure the off-field needs of the members are looked after and promote a family focus at committee meetings and in all decision making processes within the club.
- 4.93. Carrying out any other duty given to the Community Director under these Rules or by the committee.

### Responsibilities of the Junior Coordinator

- 4.94. Liaise with the Director of Cricket and/or President to assist with the planning and implementation of a fully inclusive, player centred coaching programme incorporating clear principles of coaching.
- 4.95. Actively promote the junior cricket pathway to parents, clubs, schools and participants.
- 4.96. Establish links and maintain relationships with local primary/secondary Schools.
- 4.97. Interact effectively with players, parents, umpires, team coaches/team managers.
- 4.98. Help to reinforce relevant Codes of Conduct.
- 4.99. Assist in the appointment of team coaches and team managers.
- 4.100. Promote player development with representative opportunities.
- 4.101. Ensure all players are being catered for, regardless of level of experience or ability.
- 4.102. Link to entry level cricket program to promote the junior cricket pathway.
- 4.103. Liaise with representatives from WA Cricket regarding junior cricket formats when required.
- 4.104. Attend club, affiliated association and WA Cricket meetings/information events when required.
- 4.105. Attend club committee meetings and provide an update on junior cricket activity.
- 4.106. Prepare a report for the club committee.
- 4.107. Organise and deliver junior windup in conjunction with the Community Director.
- 4.108. Carrying out any other duty given to the Junior Coordinator under these Rules or by the committee.

### Responsibilities of the General Committee Members

- 4.109. Represent the Club at functions/events as requested by the Executive Committee.
- 4.110. Act as a member of the Disciplinary committee if requested by the Executive Committee.
- 4.111. Assist as required at events hosted by the Club.
- 4.112. Carrying out any other duty given to the General Committee Members under these Rules or by the committee.

## 5 COMMITTEE MEETINGS

- 5.1. The Committee shall hold a minimum of 4 meetings per calendar year.
- 5.2. The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the AGM at which the committee members are elected.
- 5.3. Special Committee meetings may be convened by the President or any **two** committee members.

### Notice of Committee Meetings

- 5.4. Notice of each committee meeting must be given to each committee member at least 7 days before the time of the meeting.
- 5.5. 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.

### Procedure and Order of Business

- 5.6. The President or, in the President's absence, the Vice President, or in the Vice Presidents absence another member of the Executive must preside as Chairperson of each committee meeting.
- 5.7. If the President and Vice President is absent or another member of the Executive is unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- 5.8. The procedure to be followed at a committee meeting must be determined by the committee.
- 5.9. The order of business at a committee meeting may be determined by the committee members at the meeting.
- 5.10. A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee or if they request to discuss a matter of business with the committee.
- 5.11. A person invited under Rule 5.10 to attend a committee 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 committee to do so; and
  - c. cannot vote on any matter that is to be decided at the meeting.
- 5.12. Under **section 42 of the Act** a member of the committee who has a material personal interest in a matter being considered at a committee meeting must:
  - a. as soon as they become aware of that interest, disclose the nature and extent of their interest to the Committee;
  - b. disclose the nature and extent of the interest at the next general meeting of the Club;
  - c. Under **section 42(3) of the Act** this Rule does not apply in respect of a material personal interest that exists only because the member:
    - i. is an employee of the incorporated Club; or

- ii. is a member of a class of persons for whose benefit the Club is established; or
  - iii. that the member has in common with all, or a substantial proportion of, the members of the Club.
- 5.13. Under **section 43 of the Act** a member of the Executive Committee who has a material personal interest in a matter being considered at a meeting of the management committee must not be present while the matter is being considered at the meeting or vote on the matter.
- 5.14. Under **section 42(6) of the Act** the Club must record every disclosure made by a committee member of a material personal interest in the minutes of the committee meeting at which the disclosure is made.
- 5.15. At the final general meeting of the financial year the Committee shall appoint a suitably qualified Auditor for the purpose of auditing the Club accounts. Such person shall not be a member of the committee and is not required to be a member of the club. The Auditors report and recommendations will be presented at the AGM for the inspection of the General Assembly.

### Presence at Committee Meetings

- 5.16. The presence of a committee member at a committee meeting may be in person with other committee members, via telephone or other electronic and instantaneous communication.
- 5.17. A member who participates in a committee meeting as allowed under Rule 5.16 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.

### Quorum for Committee Meetings

- 5.18. Subject to Rule 5.21, no business is to be conducted at a committee meeting unless a quorum is present. A quorum must consist of at least 60% of the Executive Committee **AND** 50% of the Ordinary Committee Members.
- 5.19. If a quorum is not present within thirty minutes after the notified commencement time of a committee meeting then:
  - a. the meeting lapses; or
  - b. otherwise, the meeting is adjourned to a day, time and place as determined by the committee, no more than 7 days after the original meeting date.
- 5.20. If:
  - a. a quorum is not present within thirty minutes after the commencement time of a committee meeting held under Rule 5.19; and
  - b. at least 50% of committee members are present at the meetingthose members present are taken to constitute a quorum.
- 5.21. If there are fewer committee members than required for a quorum under Rule 5.20, the committee may act only for the purpose of:
  - a. appointing committee members under Rule 4.41-4.43; or
  - b. convening a general meeting.

## Voting at Committee Meetings

- 5.22. Each committee member present at a committee meeting has one vote on any question arising at the meeting.
- 5.23. A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- 5.24. If the votes are divided equally on a question, the Chairperson of the meeting has a second or deciding vote.
- 5.25. A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.
- 5.26. If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

## Minutes of Committee Meetings

- 5.27. The committee must ensure that minutes are taken and kept of each committee meeting.
- 5.28. The minutes must record the following:
  - a. date, time and location of meeting;
  - b. the names of the committee members present at the meeting;
  - c. the name of any person attending the meeting under Rule 5.10;
  - d. the business considered at the meeting; and
  - e. any motion on which a vote is taken at the meeting and the result of the vote.
- 5.29. The minutes of a committee meeting must be finalised within seven (7) days after the meeting is held.
- 5.30. The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by:
  - a. the chairperson of the meeting; or
  - b. the chairperson of the next committee meeting.
- 5.31. When the minutes of a committee 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.

## Subcommittees and Subsidiary Offices

- 5.32. To help the committee in the conduct of the Club's business, the committee may, discuss, vote and record in writing, either or both of the following:
  - a. appoint one or more subcommittees;
  - b. temporarily create one or more subsidiary offices and appoint people to those offices.
- 5.33. A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.
- 5.34. A person may be appointed to a subsidiary office whether or not the person is a member.
- 5.35. Subject to any directions given by the committee:
  - a. a subcommittee 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.

### Delegation to subcommittees and holders of subsidiary offices

- 5.36. The committee may, discuss, vote and record in writing, delegation to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the committee other than:
  - a. the power to delegate; and
  - b. a non-delegable duty.
- 5.37. A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this Rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- 5.38. The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- 5.39. The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- 5.40. Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the committee.

The committee may, at any time, in writing, amend or revoke the delegation.

## 6 GENERAL MEETING OF THE CLUB

### Annual General Meeting (AGM)

- 6.1. The committee must determine the date, time and place of AGM.
- 6.2. The AGM shall occur within 3 months of the end of the season and all members shall be advised, in writing (email and social media posts are acceptable), in accordance with Rule 6.4 of the AGM 28 days prior to meeting date. Attached to the notice shall be the agenda and any Special Resolutions.
- 6.3. The ordinary business (agenda) of the AGM is as follows:
  - a. to confirm the minutes of the previous AGM 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 President's annual report on the Club's activities during the preceding financial year;
    - ii. if the Club is a Tier 1 Club, the financial statements and auditors report of the Club for the preceding financial year presented under **Part 5 of the Act**.
  - c. to elect the office holders and other committee members of the Club.
  - d. Any other business of which notice has been given in accordance with these Rules may be conducted at the AGM

## Notice of General Meetings

- 6.4. Notice for general meetings of the Club must:
- a. specify the date, time and place of the meeting;
  - b. indicate the general nature of each item of business to be considered at the meeting;
  - c. if the meeting is the AGM, include the names of the members who have nominated for election to the committee under Rules 4.17-4.23; 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 6.2.

## Presiding Member for General Meetings

- 6.5. The President or, in the President's absence, the Vice-President must preside as chairperson of each general meeting.
- 6.6. If the President and Vice-President are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- 6.7. No business is to be conducted at a general meeting unless a quorum is present.
- 6.8. If a quorum is not present within thirty minutes after the notified commencement time of a general meeting, then:
- 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 a day, time and place as determined by the committee, no more than 7 days after the original meeting date.

## Quorum for a General Meeting

- 6.9. At all General Meetings of the Club twelve (12) members shall make up a quorum.
- 6.10. If a quorum is not present within thirty minutes after the commencement time of a general meeting held under Rule 6.8 then those members who are present in person may nevertheless proceed with the business of that general meeting as if a quorum were present.

## Use of Technology to be Present at, or Record, a General Meeting

- 6.11. The presence of a committee member at a committee meeting may be in person with other committee members, via telephone or other electronic and instantaneous communication.
- 6.12. A member who participates in a general meeting as allowed under Rule 6.11 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.
- 6.13. The Club may wish to consider the use of electronic, audio and or visual recording devices to record the minutes of a meeting. If the Club wishes to use an electronic medium to record the meeting, then the Administrator must announce to the membership present of the intent to

use such recording devices. If any member present states an objection to the use of recording devices, then the devices cannot be used.

- 6.14. During a meeting that was being recorded by electronic, audio and or visual recording device, if a member states an objection for a specific decision not to be recorded then the record must be paused until the specific decision is complete. The recording of the meeting can resume from this point.

### Adjournment of a General Meeting

- 6.15. The chairperson 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.
- 6.16. 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.
- 6.17. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 6.18. Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for 28 days or more, in which case notice of the meeting must be given in accordance with Rule 6.4.

### Voting at a General Meeting

- 6.19. On any question arising at a general meeting:
- a. subject to Sub Rule (6.22), each ordinary member has one vote unless the member may also vote on behalf of a body corporate under Sub Rule (6.20); and
  - b. ordinary members may vote personally or by proxy.
- 6.20. Any member who is entitled to voting rights:
- a. 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;
  - b. must give a copy of the document by which the appointment is made to the Administrator before any general meeting to which the appointment applies; and
  - c. The appointment has effect until:
    - i. the end of any general meeting to which the appointment applies; or
    - ii. the appointment is revoked by the body corporate and written notice of the revocation is given to the Administrator.
- 6.21. 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.
- 6.22. If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 6.23. 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.
- 6.24. 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 (6.20), the ordinary member:

- a. must have been an ordinary member at the time notice of the meeting was given under Rule 6.4; and
- b. must have paid any fee or other money payable to the Club by the member.

### Use of Proxies at General Meetings

- 6.25. Subject to Rule 6.26, an ordinary member may appoint an individual who is an ordinary member as their proxy to vote and speak on their behalf at a general meeting.
- 6.26. An ordinary member may be appointed the proxy for not more than five other members.
- 6.27. The appointment of a proxy must be in writing and signed by the member making the appointment.
- 6.28. The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf.
- 6.29. If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- 6.30. If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form:
  - a. that clearly identifies the person appointed as the member's proxy; and
  - b. that has been signed by the member.
- 6.31. A form appointing a proxy must be given to the Administrator at least twenty-four hours before the commencement of the general meeting for which the proxy is appointed.
- 6.32. A form appointing a proxy sent by post or electronically is only valid if it is received by the Club at least twenty-four hours before the commencement of the meeting.

### When Special Resolutions are Required

- 6.33. **Section 51(1) of the Act** states that a resolution is a special resolution if it is passed:
  - a. at a general meeting of an incorporated association; and
  - b. by the votes of not less than three-fourths of the members of the Club who cast a vote at the meeting.
- 6.34. A special resolution is required if it is proposed at a General Meeting to affiliate the Club with another governing body.
- 6.35. Rule 6.34 does not limit the matters in relation to which a special resolution may be proposed.
- 6.36. Under the Act, a special resolution is required if an incorporated Club proposes to do any of the following:
  - a. to alter its Rules, including changing the name of the Club (**section 30(1) of the Act**);
  - b. to decide to apply for registration or incorporation as a prescribed body corporate (**section 93(1) of the Act**);
  - c. to approve the terms of an amalgamation with one or more other incorporated Clubs (**section 102(4) of the Act**);
  - d. to be wound up voluntarily (**section 121(2) of the Act**) or by the Supreme Court (**section 124(a) and Schedule 4 item 9 of the Act**);
  - e. to cancel its incorporation (**section 129 of the Act**).

## Determining Whether a Resolution Carried

- 6.37. In this Rule poll means the process of voting in relation to a matter that is conducted in writing.
- 6.38. Subject to Rule 6.39, the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, or a ballot, declare that a resolution has been:
- carried; or
  - carried unanimously; or
  - carried by a 75% majority; or
  - lost.
- 6.39. If the resolution is a special resolution, the declaration under Rule 6.38 must identify the resolution as a special resolution.
- 6.40. If a poll is demanded on any question by the chairperson of the meeting or by at least three other ordinary members present in person or by proxy:
- the poll must be taken at the meeting in the manner determined by the chairperson; and
  - the chairperson must declare the determination of the resolution on the basis of the poll.
- 6.41. If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- 6.42. 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 chairperson.
- 6.43. A declaration under Rule 6.38 or 6.40 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.

## Minutes of a General Meeting

- 6.44. The Administrator, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- 6.45. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 6.46. In addition, the minutes of each annual general meeting must record:
- the names of the members attending the meeting;
  - any proxy forms given to the chairperson of the meeting under Rule 6.31;
  - the financial statements or financial report presented at the meeting, as referred to in Rule 9.9; and
  - 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 9.9d.
- 6.47. The minutes of a general meeting must be finalised within seven days after the meeting is held.
- 6.48. The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by:
- the chairperson of the meeting; or
  - the chairperson of the next general meeting.

- 6.49. 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:
- the meeting to which the minutes relate was duly convened and held;
  - the matters recorded as having taken place at the meeting took place as recorded; and
  - any election or appointment purportedly made at the meeting was validly made.

### Special General Meeting (SGM)

- 6.50. An SGM may be called at any time by:
- the Executive Committee; or
  - in response to a signed statement from no less than 12 members (including no less than 3 representatives from at least 2 grades as teams were selected from the last fixture) of the Club being handed to a member of the Committee.
- 6.51. The members requesting a SGM to be convened must:
- make the requirement by written notice given to a Committee Member; and
  - state in the notice the business to be considered at the meeting; and
  - each sign the notice.
- 6.52. The Executive Committee shall schedule the SGM within 28 days of the request being received allowing for sufficient time for Notices of Motions to be submitted in writing as required in Rule 6.53.
- 6.53. Notices of Motions by members shall be submitted in writing to the Executive Committee no less than 7 days prior to the SGM.
- 6.54. 14 days' notice for the SGM must be given in writing (email and social media posts are acceptable) stating:
- the reason for calling the meeting, including any Special Resolutions or Motions requiring the vote of the Members; and
  - the date, time and place of the meeting.
- 6.55. Only that business advertised in Rule 6.54 may be conducted at the SGM.

## 7 MEMBERSHIP

### Act Requirements

- 7.1. Membership - Under **sections 4 and 17 of the Act** a Club must always have at least 6 members with full voting rights.
- 7.2. Liabilities of the Club - Under **section 19 of the Act** a member of the management committee, trustee or a member of the Club is not liable in respect of the liabilities of the Club. This does not apply to liabilities incurred by or on behalf of the Club prior to incorporation.
- 7.3. Liability of Members - A member is only liable for their own outstanding membership fees (if any) payable under Rule 7.38-7.43.

## Classes of Membership

- 7.4. The Club consists of the following membership categories:
- a. Senior Member – Any Person of seventeen years or older as of the first date of the current financial year and participates as a player – 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 committee.
  - b. Ordinary Member – Any Person of eighteen years or older who is not a Player or Life Member but is an active participant within the Club – 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 committee.
  - c. Associate Member – Partner of a Senior Member, parent of a junior member- limited voting rights. The parent or legal guardian of a junior member is able to vote on matters that affect junior cricket only. Where there is more than one junior player from the same family or under the same guardianship, only one vote per family will be recognised.
    - i. For the avoidance of doubt, the partner of a senior member has no voting rights whatsoever.
  - d. Social Member – Any person who has registered for social membership and has paid the required annual fee, a social member shall have no voting rights.
  - e. Junior Member – Any Person deemed eligible to play as a Junior player according to the Peel Cricket Association requirements, a junior member shall have no voting rights.
  - f. Life Member – Any member whom the Committee has appointed as a Life Member in recognition of services rendered in promoting the interests of the Club – 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 committee.
  - g. Patron – The committee may appoint a patron of the Club as it sees fit, a patron shall have no voting rights.
- 7.5. A person can only belong to one class of membership with the exception of a life member who may fall into other forms of membership categories.
- 7.6. The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

## Membership Eligibility

- 7.7. Any person who supports the objects or purposes of the Club is eligible to apply to become a member.
- 7.8. An individual who is not seventeen years or over is not eligible to apply for a class of membership that confers full voting rights.
- 7.9. If the Junior member's parent or legal guardian wish to have full voting rights, they must obtain an appropriate class of membership from one of the available categories.
- 7.10. All endorsed applicants are deemed to be contracted to the Club and must abide by the Club Constitution, By-Laws, Rules and policies as determined by the committee.
- 7.11. Membership remains active for one season and can be renewed by paying that season's Annual Membership Fee.

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- 7.12. Any Member can present a motion but voting at any General Meeting is restricted to eligible members as per rule 7.4.
- 7.13. Eligibility as a Life Member is based upon the following minimum requirements. It must be noted that a member may qualify for consideration as a Life Member but may not be awarded Life Membership.

### A Life Member

- a. Minimum of 10 years membership/association with the Club; and
- b. Minimum of 5 years in a volunteer role within the Club. Volunteer roles can include, but are not limited to, the following:
  - i. Committee Member
  - ii. Junior Coaching Position
  - iii. Senior Captain
  - iv. Ongoing Social Commitments.
- c. Total senior games played by the nominee will be considered but is not a determining factor to granting of Life Membership.

### Playing Life Member

- a) Minimum of 10 years membership/association with the Club; and
- b) Minimum of 200 senior games for the Club.

### Membership Application

- 7.14. A person who wants to become a member must apply using the club nominated application form located on the club website.
- 7.15. The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.
- 7.16. The committee must consider each application for membership of the Club and decide whether to accept or reject the application.
- 7.17. The committee reserves the right to accept or reject the application advising the applicant within 14 days of receiving the application.
- 7.18. The committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.  
The committee must not accept an application unless the applicant complies with this Rule.
- 7.19. The committee may reject an application even if the applicant is eligible under Rule 7.7 and provided the information required in 7.18.
- 7.20. The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.
- 7.21. If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.
- 7.22. Applications for Junior Membership may be decided by the Junior Coordinator or a Sub-Committee for Juniors.



### 7.23. Applications for Life Membership:

- a. No committee in any given year is obligated to award Life Membership.
- b. A nomination for Life Member can only be presented by a current financial member to the committee for consideration.
- c. The Committee must then establish whether the nomination meets the criteria as outlined in rule 7.13A .
- d. A Ballot by the full committee must be held. A 75% majority vote is required to approve Life Membership.
- e. The nomination and committee decision must be recorded in the meeting minutes. If the nomination is not endorsed the reason must be recorded in the minutes
- f. Life membership must only be awarded at the annual award presentation.

### Becoming a Member

#### 7.24. An applicant for membership of the Club becomes a member when:

- a. the committee accepts the application; and
- b. the applicant pays any membership fees payable to the Club under Rule 7.37–7.42.

#### 7.25. On satisfaction of 7.24 the applicant is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with all of the obligations of membership under these Rules.

#### 7.26. In accordance with **section 36(1)(b) of the Act**, the Club must give each person who becomes a member of the Club a copy of the rules or laws in force at the time their membership commences.

#### 7.27. It is acceptable for the Club to provide a copy of the rules to new members by electronic transmission or providing the details for the website where the rules may be downloaded. A hard copy must be provided if the member requests that the Rules be provided in that manner.

### Life Membership Entitlements

#### 7.28. Life Members:

- a. are entitled to:
  - i. Exemption from the payment of annual Club membership fees whilst retaining their status equivalent to a full financial member;
  - ii. A single ticket only to the end of year awards presentation.
- b. are **not** entitled to:
  - i. Exemption from costs such as uniforms, player teas and drinks or specific team costs as nominated by Team Captains; or
  - ii. Exemption from any fees associated with any representative or special carnival competitions, as endorsed by the Committee or governing Club.

#### 7.29. Playing Life Members are entitled to a reduction in Senior Fees as specified in the Club By-Laws.

## Cessation of Membership

- 7.30. A person ceases to be a member when any of the following takes place:
- for a member who is an individual, the individual dies;
  - for a member who is a body corporate, the body corporate is wound up;
  - the person resigns from the Club under Rule 7.33-7.36;
  - the person is expelled from the Club under Rule 8;
  - the person ceases to be a member under Rule 7.40.
- 7.31. The Administrator must keep a record, for at least one year after a person ceases to be a member, of:
- the date on which the person ceased to be a member; and
  - the reason why the person ceased to be a member.
- 7.32. The rights of a member are not transferable and cease when membership ceases.

## Resignation of Membership

- 7.33. A member may resign their membership of the Club by giving written notice to the committee.
- 7.34. The resignation takes effect:
- When the committee receives the notice; or
  - If a later time is stated in the notice at that time.
- 7.35. A person who has resigned from membership of the Club remains liable for any fees (the owed amount) that are owed to the Club at the time of resignation.
- 7.36. The owed amount may be recoverable by the Club in a Court of competent jurisdiction as a debt due to the Club.

## Fees

- 7.37. The Committee must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Club.
- 7.38. The fees determined under Rule 7.37 may be different for different classes of membership as specified in the Club By-Laws.
- 7.39. A member must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, by the due date determined by the committee.
- 7.40. If a member has not paid the required membership fee within thirty calendar days after the due date, the member ceases to be a member at midnight of the thirtieth day.
- 7.41. Junior players, as defined in Rule 7.4, cannot pay senior fees to become entitled to the benefits of a senior member.
- 7.42. If a person who has ceased to be a member under Rule 7.40 offers to pay the required membership fee after the period referred to in that Rule has expired:
- the committee may, at its discretion, accept that payment; and
  - if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## Register of Members

- 7.43. **Section 53 of the Act** requires an incorporated Club to maintain a register of its members and record in the register any change in the membership of the Club.
- 7.44. Any change to the register must be recorded within twenty-eight days after the change occurs.
- 7.45. Under **section 53(2) of the Act** the register of members must include each member's name and a residential, postal or email address.
- 7.46. Personal details of members cannot be shared or made available to people outside of the committee without the express consent of the member.
- 7.47. Under **section 54 of the Act** a member is entitled to inspect the register free of charge. The member may make a copy of, or take an extract from, the register but has no right to remove the register for that purpose.
- 7.48. Under **section 56 of the Act** the committee is authorised to determine a reasonable charge for providing a copy of the register.
- 7.49. The Administrator, or another person authorised by the committee, 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.
- 7.50. 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.
- 7.51. The register of members may be kept on the Club's electronic server or in hard copy at the Administrator's place of residence, or at another place determined by the committee. The register of members can be recorded and maintained electronically to meet the requirements of **section 53(2) of the Act**.
- 7.52. A member who wishes to inspect the register of members must contact the Administrator to make the necessary arrangements.
- 7.53. The Club will not permit an extract, inspection or copy of the register of members to be taken, if it is prevented by law or a court order from doing so.
- 7.54. If:
- 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
  - a member makes a written request under **section 56(1) of the Act** to be provided with a copy of the register of members, then
  - the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Club.

## 8 DISCIPLINARY ACTIONS, DISPUTES AND MEDIATION

### The Disciplinary Committee

- 8.1. The Disciplinary Committee will be made up of the Executive Committee members only.

- 8.2. If the matter involves a Junior member then the Junior Coordinator takes the place of the Community Director on the Disciplinary Committee.
- 8.3. If the matter involves both Senior and Junior members the Executive Committee as well as the Junior Coordinator form the Disciplinary Committee.
- 8.4. Matters will be determined as per the requirements of voting at Committee Meetings, Rule 5.22-5.26.

### Disciplinary Action

- 8.5. The committee may decide to suspend a 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. due to a breach of the Club's Constitution, By-Laws, Rules & policies or Code of Conduct of any affiliated club or Association.
- 8.6. Any member found to have breached any affiliated Club or Association Constitution, By-Laws, Rules or Code of Conduct and are subjected to a specific penalty, the member's rights and entitlements as outlined in these Rules shall be suspended until the specific penalty period has been served.
- 8.7. The Administrator must give the member written notice of the proposed disciplinary hearing at least two days before the Disciplinary Committee meeting at which the proposal is to be considered.
- 8.8. The notice given to the member must state:
  - a. when and where the Disciplinary Committee meeting is to be held;
  - b. the grounds on which the potential 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 committee regarding the infringement.
- 8.9. At the Disciplinary Committee meeting, the Committee 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 committee about the proposed infringement;
  - b. give due consideration to any submissions so made; and
  - c. decide:
    - i. the penalty to be applied; and/or
    - ii. whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; and/or
    - iii. whether or not to expel the member from the Club.
- 8.10. A decision of the committee to suspend the membership or to expel the member from the Club takes immediate effect.
- 8.11. The committee must give the member written notice of the committee's decision, and the reasons for the decision, within seven days after the committee meeting at which the decision is made.
- 8.12. A member who is suspended or expelled from the Club may, within fourteen days after receiving notice of the Committee's decision under Rule 8.11, give written notice to the Administrator requesting the appointment of a mediator under Rule 8.28-39.

- 8.13. If notice is given under Rule 8.26, the member who gives the notice and the committee are the parties to the mediation.

### Consequences of Suspension

- 8.14. During the period a member's membership is suspended, the member:
- loses any rights (including voting rights) arising as a result of membership; and
  - is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Club.
- 8.15. When a member's membership is suspended, the Administrator must record in the register of members:
- that the member's membership is suspended; and
  - the date on which the suspension takes effect; and
  - the period of the suspension.
- 8.16. When the period of the suspension ends, the Administrator must record in the register of members that the member's membership is no longer suspended.

### Resolving Disputes

- 8.17. The procedure set out in this section (the grievance procedure) applies to disputes:
- between members; or
  - between one or more members and the Club.
- 8.18. The parties to a dispute must attempt to resolve the dispute between themselves within fourteen days after the dispute has come to the attention of each party.
- 8.19. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 8.18, any party to the dispute may start the grievance procedure by giving written notice to the Administrator of:
- the parties to the dispute; and
  - the matters that are the subject of the dispute.
- 8.20. Within twenty-eight days after the Administrator is given the notice, a Disciplinary Committee meeting must be convened to consider and determine the dispute.
- 8.21. The Administrator must give each party to the dispute written notice of the Disciplinary Committee meeting at which the dispute is to be considered and determined at least seven days before the meeting is held.
- 8.22. The notice given to each party to the dispute must state:
- when and where the committee meeting is to be held;
  - the exact nature of the dispute, and
  - that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- 8.23. If the dispute is between one or more members and the Club and any party to the dispute gives written notice to the Administrator stating that the party:
- does not agree to the dispute being determined by the committee; and
  - requests the appointment of a mediator under Rule 8.26, the committee must not determine the dispute.

## Determination of Dispute by Disciplinary Committee

- 8.24. At the Disciplinary Committee meeting at which a dispute is to be considered and determined, the committee must:
- 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 committee about the dispute; and
  - give due consideration to any submissions so made; and
  - determine the dispute.
- 8.25. The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within seven days after the committee meeting at which the determination is made.
- 8.26. A party to the dispute may, within fourteen days after receiving notice of the committee's determination under Rule 8.24, give written notice to the Administrator requesting the appointment of a mediator under Rule 8.28.b.
- 8.27. If notice is given under Rule 8.26, each party to the dispute is a party to the mediation.

## Mediation

- 8.28. The mediator must be a person chosen:
- if the appointment of a mediator was requested by a member under Rule 8.12 — by agreement between the Member and the committee; or
  - if the appointment of a mediator was requested by a party to a dispute under Rule 8.23.b or 8.26 — by agreement between the parties to the dispute.
- 8.29. If there is no agreement for the purposes of Rule 8.28, then, subject to Rule 8.30–31, the committee must appoint the mediator.
- 8.30. The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community Club.
- 8.31. The person appointed as mediator by the committee may be a member or former member of the Club but must not:
- have a personal interest in the matter that is the subject of the mediation; or
  - be biased in favour of or against any party to the mediation.
- 8.32. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 8.33. 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 seven days before the mediation takes place.
- 8.34. In conducting the mediation, the mediator must:
- give each party to the mediation every opportunity to be heard; and
  - allow each party to the mediation to give due consideration to any written statement given by another party; and
  - ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 8.35. The mediator can only consider the matter that is the subject of the mediation.
- 8.36. 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.

- 8.37. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator. The Club will not be liable for any costs arising from mediation.
- 8.38. **Section 182(1) of the Act** provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated Club's Rules.
- 8.39. If mediation takes place because a member whose membership is suspended or who is expelled from the Club gives notice under Rule 8.12, and 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 committee meeting or general meeting during the period of suspension or expulsion.

## 9 FINANCE

### Control of Funds

- 9.1. 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.
- 9.2. Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Club.
- 9.3. The committee authorise certain position holders to expend funds without express permission of the committee in certain circumstances. The position holders and expenditure limits are detailed in the Club By-Laws.
- 9.4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club must be signed by:
- two authorised committee members; or
  - one authorised committee member and a person authorised by the committee.
- 9.5. All funds of the Club must be deposited into the Club's account within seven working days after their receipt.
- 9.6. No individual member may enter into a contract on behalf of the club without the prior authorisation and approval passed at a committee meeting.
- 9.7. Urgent payments may be authorised by any two members of the Executive Committee and the actions endorsed at the next committee meeting. These payments must not exceed \$500 in any one transaction.

### Financial Statements and Reports

- 9.8. For each financial year, the committee must ensure that the requirements imposed on the Club under **Part 5 of the Act** relating to the financial statements or financial report of the Club are met.
- 9.9. Without limiting 9.8, those requirements include:
- if the Club is a **tier 1 Club**, the preparation of the financial statements;

- b. if required, the review or auditing of the financial statements or financial report, as applicable;
  - c. the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
  - d. 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.
- 9.10. Under **section 66 of the Act**, an incorporated Club must keep financial records that:
  - a. correctly record and explain its transactions and financial position and performance; and
  - b. enable true and fair financial statements to be prepared in accordance with **Part 5 Division 3 of the Act**.
- 9.11. Under **section 67 of the Act**, an incorporated Club must retain its financial records for at least **seven years** after the transactions covered by the records are completed.

## 10 GENERAL MATTERS

### By-Laws

- 10.1. A By-Law must be consistent with the Act, the regulations and these Rules. The Rules of a Club bind the Club and the members as an enforceable contract between them. By-Laws may not have that status. Therefore, the use of By-Laws should be reserved for more procedural or administrative matters.
- 10.2. The By-Laws are subservient to these Constitutional Rules.
- 10.3. The Club may, by resolution at a Committee meeting, make, amend or revoke By-Laws.
- 10.4. By-Laws may:
  - a. provide for the rights and obligations that apply to any classes of membership approved under Rule 7.4; and
  - b. provide for any other matter the Club considers necessary or convenient to be dealt with in the By-Laws.
- 10.5. At the request of a member, the Club must make a copy of the By-Laws available for inspection by the member.

### Executing Documents and the Common Seal

- 10.6. The Common Seal of the Association engraved with the name of the Club shall be kept in the care of the President.
- 10.7. The seal shall not be used or affixed to any deed or other document except pursuant to the resolution of the Executive Committee and in the presence of at least two members of the Executive Committee, each of whom shall sign their names as witnesses.
- 10.8. The Club may execute a document without using a common seal if the document is signed by:
  - a. two committee members; or
  - b. one committee member and a person authorised by the committee.
- 10.9. The Administrator must make a written record of each use of the common seal.



## Inspection of Records, Books, etc.

10.10. **Section 58 of the Act** prohibits a person from disclosing information in the record except for authorised purposes.

10.11. **Sections 57(1) and 58(5) of the Act** impose restrictions on the use or disclosure of information. The member must not use or disclose information in a record or 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

## Giving Notice to Members

10.12. A notice or other documents that are to be given to a member under these Rules is taken to have been given to the member if it is in writing and:

- a. delivered by hand to the recorded address of the member; or
- b. sent by prepaid post to the recorded postal address of the member; or
- c. sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

## Custody of Books and Securities

10.13. Subject to Rule 10.17), the books and any securities of the Club must be kept in the Administrator's custody or under the Administrator's control.

10.14. The financial records and, as applicable, the financial statements or financial reports of the Club must be kept in the Treasurer's custody or under the Treasurer's control.

10.15. Rules 10.13 and 10.14 have effect except as otherwise decided by the committee.

10.16. The books of the Club must be retained for a minimum of seven years.

## Record of Office Holders

10.17. Under **section 58 of the Act** a Club must maintain a record of:

- a. the names and addresses of the persons who are members of its management committee or hold other offices of the Club provided for by its Rules;
- b. 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
- c. the name and address of any person who is appointed or acts as trustee on behalf of the Club.

10.18. The record of committee members and other persons authorised to act on behalf of the Club that is required to be maintained under **section 58(2) of the Act** must be kept in the Administrator's custody or under the Administrator's control.

## Statements about Club Business

- 10.19. No member may publish, or cause to be published, any statement about the business conducted by the Club at a general meeting or committee meeting unless:
- the member has been authorised to do so at a committee meeting; and
  - the authority given to the committee member has been recorded in the minutes of the general or committee meeting at which it was given.

## Distribution of Surplus Property on Cancellation of Incorporation or the Club Winding Up

10.20. The Club may be wound up by resolution of a Special General Meeting as per Rule 6.36.

10.21. Under **section 24(1) of the Act** surplus property can only be distributed to one or more of the following:

- an incorporated Club;
- a company limited by guarantee that is registered as mentioned in the **Corporations Act section 150**;
- a company holding a licence that continues in force under the **Corporations Act section 151**;
- a body corporate that at the time of the distribution is the holder of a licence under the **Charitable Collections Act 1946**;
- a body corporate that:
  - is a member or former member of the incorporated association; and
  - at the time of the distribution of surplus property, has Rules that prevent the distribution of property to its members;
- a trustee for a body corporate referred to in paragraph e; or
- a cooperative registered under the **Cooperatives Act 2009** that, at the time of the distribution of surplus property, is a non-distributing cooperative as defined in that Act.

10.22. Surplus property, in relation to the Club, means property remaining after satisfaction of:

- the debts and liabilities of the Club; and
- 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.

10.23. On the cancellation of the incorporation or the winding up of the Club, its surplus property must be distributed as determined by special resolution of the members in accordance with these Rules and the By-Laws.

## Alteration of Rules

10.24. 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**.

10.25. **Section 31 of the Act** requires an incorporated Club to obtain the Commissioner's approval if the alteration of its Rules has effect to change the name of the Club.

10.26. **Section 33 of the Act** requires an incorporated Club to obtain the Commissioner's approval if the alteration of its Rules has effect to alter the objects or purposes of the Club or the

manner in which surplus property of the Club must be distributed or dealt with if the Club is wound up or its incorporation is cancelled.

- 10.27. Amendments to the Rules do not take effect until required documents are lodged with the Commissioner, even if the amendments do not require the approval of the Commissioner under **section 31 or section 33 of the Act**. The required documents must be lodged within one month after the special resolution is passed.