

Constitution

Shoalwater Bay Cricket & Sporting Club Incorporated.



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1. IDENTITY

- I. The name of the club shall be “Shoalwater Bay Cricket and Sporting Club Incorporated” which for the purposes of this document shall herein be referred to as “The Club.”
- II. 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.
- III. The colours of the Club shall be Maroon, Gold, and White. The colour Grey shall be permitted for Dress shirts and the colour Pink shall be permitted for the female teams in lieu of the Maroon.

2. DEFINITIONS

“**Act**” – means the Associations Incorporation Act 2015-Western Australia;

“**Administration Group**” – means officials such as Scorers and Team Managers;

“**AGM**” – means the Annual General Meeting.

“**Ballot**” – means 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 –

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

“**By laws**” – means By-Laws made by the Club under **Rule 10.1**;

“**Club**” – means the incorporated Club to which these Rules apply;

“**Committee**” – means the Management Committee of the Club;

“**Deciding Vote**” – means the extra vote allocated to the person chairing a meeting in the event of a deadlock.

“**Financial Member**” – means a member who has paid all membership fees and financial obligations to the club as required at a specific time.

“**Financial records,**” includes –

- I. invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes, and vouchers; and
- II. documents of prime entry; 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;

“**Financial year**” – means the period between the 1st of May and the 30th of April each calendar year.

“**General Assembly**” – means the combined group of “Financial Members”

“**General meeting of the Club**” – means a meeting of the Club that all members are entitled to receive notice of and to attend;

“**Leadership Group**”- means the group leaders of the players. Including but not restricted to The Club Coach, The Director of Cricket, Captains, and Vice Captains.

“Member” – means a person (including a body corporate) who is an ordinary member or an associate member of the Club;

“Office” – means the position held on the Management Committee.

“Ordinary member” – means a member with the rights referred to in **Rule 4.5(ii)**;

“Register of members” – means the register of members referred to in **section 53 of the Act**;

“Rules” – means these Rules of the Club, as in force for the time being;

“Special General Meeting” – means a general meeting of the Club other than the Annual General Meeting;

“Special Resolution” – means a resolution passed by the members at a general meeting in accordance with **section 51 of the Act**;

“Sub-committee” – means a sub-committee appointed by the committee under **Rule 7.7**

“Tier 1 Club” – means an incorporated Club to which section **64(1)** of the Act applies;

“Vote” – means 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. THE PRINCIPAL OBJECTIVES

- I. 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.
- II. To increase opportunities and encourage advancement in performance and participation for all Sporting, Cultural and Social activities the club undertakes.
- III. To Promote, Organise and Conduct Social and entertainment functions (including raffles and lotteries, where legally permitted) to raise funds to conduct the objectives of the club.
- IV. At times the club may sanction or endorse to promote, organize, and conduct social and entertainment functions (including raffles and lotteries, where legally permitted) for the benefit of a specified cause.

4. MEMBERSHIP

- I. Act Requirements - Membership - Under sections 4 and 17 of the Act a Club must always have at least six members with full voting rights.
- II. Act Requirements – 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.
- III. Guidance Note – Liability of Members - A member is only liable for their own outstanding membership fees (if any) payable under Rule 4.9.

4.1. Eligibility for membership

- I. Any person who supports the objects or purposes of the Club is eligible to apply to become a member.
- II. An Individual who is not seventeen years or over as of the first playing date is not eligible to apply for a class of membership that confers full voting rights.
- III. All endorsed applicants are deemed to be contracted by the Club and must abide by the Club Constitution, By-Laws, Rules, and Policies as determined by the members and committee.
- IV. In the case of Junior members, the parent or legal guardian of each junior player is recognised

to have restricted voting rights, with capacity for matters relating to junior cricket only. Where more than one junior player is from the same family or under the same guardianship, only one vote per family will be recognised for matters relating to junior cricket.

- V. If any Junior Members parent or legal guardian wish to have full voting rights, they must obtain a membership within one of the Senior Membership Categories.

4.2. Applying for membership

- I. A person who wants to become a member must apply, using the club nominated application form, to the Club.
- II. The applicant must specify in the application the class of membership, if there is more than one the applicant is eligible for, to which the application relates.

4.3. Dealing with membership applications

- I. The committee must consider each application for membership of the Club and decide whether to accept or reject the application.
- II. The committee reserves the right to accept or reject the application advising the applicant within 14 days of receiving the application
- III. 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.
- IV. The committee must not accept an application unless the applicant —
 - a. is eligible under Rule 4.1; and
 - b. has applied under Rule 4.2.
- V. The committee may reject an application even if the applicant —
 - a. is eligible under Rule 4; and
 - b. has re-applied under Rule 5.
- VI. 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.
- VII. If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.
- VIII. Applications for Junior Membership may be decided by the Junior Coordinator or a Sub-Committee for Juniors.

4.4. Becoming a member

- I. An applicant for membership of the Club becomes a member when —
- II. the committee accepts the application; and
- III. the applicant pays any membership fees payable to the Club under Rule 4.9.
- IV. The applicant immediately becomes a member, when Rule 4.4 (i) has been fulfilled, and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with all obligations of membership under these Rules.
- V. 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.
- VI. It is acceptable for the Club to provide a copy of the rules to new members by electronic transmission or provide details of a website where the rules may be accessed. A hard copy must be provided if the member requests that the Rules be provided in that manner.

4.5. Classes of Membership

- I. The Club consists of ordinary members and any associate members provided for under Sub Rule 4.5 (ii).
- II. 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 wishing to participate as a player.
 - b. Social Member
Any Person of **eighteen years or older** who is not a Player or Life Member but an active participant within the Club.
 - c. Junior Member
Any Person deemed eligible to play as a junior player
 - d. Life Member
Any person awarded Life Membership of the club as per the criteria of **Sub Rule 4.5 (iii)** of the Constitution.
- III. Life Member Criteria
 - a. Life Membership may be granted to a person who has provided outstanding service and support to the club.
 - b. No committee in any given year is obligated to award a life membership.
 - c. A nomination for Life Member can only be presented by a current financial member to the committee for consideration.
 - d. The Committee must then establish whether the nomination meets the criteria as outlined in the Club By-Laws.
 - e. A Ballot by the full committee must be held. An absolute majority vote is required to approve the award.
 - f. 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.
 - g. Life membership must only be awarded at the annual award presentation – (“the Wind-up”).
 - h. Any person awarded a life membership becomes exempt from the payment of Annual membership fees whilst retaining their status equivalent to a full financial member.
 - i. The exemption of fees for Life members does not apply to ‘Ball Fees,’ uniforms, costs such as player teas and drinks or specific team costs as nominated by Team Captains.
 - j. Life Members are responsible for any fees associated with any representative or special carnival competitions, as endorsed by the Committee or governing Club.
- IV. A person can only belong to one class of membership.
- V. Any ordinary member other than a junior 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.
- VI. The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

4.6. When membership ceases

- I. A person ceases to be a member when any of the following take place —
 - a. for a member who is an individual, the individual dies;
 - b. for a member who is a body corporate, the body corporate is wound up;
 - c. the person resigns from the Club under Rule 4.7;
 - d. the person is expelled from the Club under Rule 9;
 - e. the person ceases to be a member under Rule 4.9 (iii).
- II. The Registrar must keep a record, for at least one year after a person ceases to be a member, of —
 - a. the date on which the person ceased to be a member; and
 - b. the reason the person ceased to be a member.

4.7. Resignation

- I. A member may resign from membership of the Club by giving written notice of the resignation to the Secretary.
- II. The resignation takes effect —
- III. when the committee receives the notice either via hard or electronic mail, or
- IV. if a later time is stated in the notice, at that later time.
- V. A person who has resigned from membership of the Club remains liable for any fees that are owed to the Club (the owed amount) at the time of resignation.
- VI. The owed amount may be recovered by the Club via legal means or in a court of competent jurisdiction as a debt due to the Club.

4.8. Rights not transferable

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

4.9. Membership fees

- I. The Committee must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Club.
- II. The fees determined under **Sub Rule (i)** may be different for different classes of membership.
- III. If a member has not paid the required membership fee within the period of **thirty days** after the due date, the member ceases to be a member on the expiry of that period.
- IV. Junior players in accordance with **Rule 4.5 (ii)(c) and Rule 4.5 (iii)**, cannot be considered a Senior Member. A junior player is required first, and foremost, to play in a junior team where possible. However, a junior player can pay an additional senior player fee to be eligible to be selected equivalent to a senior player.
- V. 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.
- VI. If a person who has ceased to be a member under **Sub Rule (iii) or (v)** offers to pay the required membership fee after the period referred to in that Sub Rule has expired —
 - a. the committee may, at its discretion, accept that payment; and
 - b. if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

4.10. Register of members

- I. **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.
- II. Any change to the register must be recorded within **twenty-eight days** after the change occurs.
- III. Under **section 53(2) of the Act** the register of members must include each member's name and a residential, postal or email address.
- IV. Personal details of members cannot be shared or made available to any person outside of the Leadership Group, Committee or Administration without the expressed consent of the member.
- V. 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.
- VI. Under **section 56 of the Act** the committee is authorised to determine a reasonable charge for providing a copy of the register.
- VII. The Registrar, 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.
- VIII. 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.
- IX. The register of members can be recorded and maintained electronically to meet the requirements of **section 53(2) of the Act**.
- X. A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements. If —
 - a. a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under **section 54(2) of the Act**; or
 - b. a member makes a written request under **section 56(1) of the Act** to be provided with a copy of the register of members, the 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 to the affairs of the Club.

5. THE MANAGEMENT COMMITTEE

- I. 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 **section 13 of the Act**.
- II. 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 for the proper management of the affairs of the Club under **Rule 3**.
- III. The committee must take all reasonable steps to ensure that the Club complies with the Act, these Rules, the By-Laws, and Policies (if any).
- IV. The Committee, at its discretion, may employ a person or persons of skill to perform certain duties required by the Club.

5.1. Management Committee Members

- I. The Management committee shall consist of —
 - a. the Executive Officer holders of the Club; and
 - b. the General Officer holders.
- II. The committee will have a maximum number of **thirteen 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.

- III. The following are the Executive office holders of the Club —
 - a. the President;
 - b. the Secretary;
 - c. the Treasurer;
 - d. the Junior Co-ordinator;
 - e. the Director of Cricket;
- IV. The following are the General office holders of the Club —
 - a. the Club Manager;
 - b. the Registrar;
 - c. the Female Cricket Co-Ordinator;
 - d. the Events Co-Ordinator;
 - e. the Sponsorship & Fundraising Co-Ordinator;
 - f. the Merchandise & Equipment Co-Ordinator;
 - g. the Social-Media & Marketing Co-Ordinator;
 - h. **one** General Committee position.
- V. The Executive office holder positions are for a **two-year** appointment. The position of President, Secretary and DOC shall become vacant on odd numbered years and the position of Treasurer and Junior Co-ordinator shall become vacant on even numbered years.
- VI. The General office holder positions are for a **one-year** appointment.
- VII. A person may become a committee member if the person is —
 - a. an individual who has reached **eighteen years of age**; and
 - b. an ordinary member.
- VIII. A person must not hold **two** or more of the offices mentioned in **Rule 6.1(iii)** at the same time.

5.2. Persons who are not to be Members of the Committee

- I. Under **section 39 of the Act** the following persons must not, without leave of the Commissioner, accept an appointment or function as a member of a management committee of a Club:
 - II. a person who is, according to the Interpretation **Act 1984 section 13D**, a bankrupt or person whose affairs are under insolvency laws;
 - III. a person who has been convicted, within or outside the State, of-
 - IV. an indictable offence in relation to the promotion, formation, or management of a body corporate; or
 - V. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than **three months**; or
 - VI. an offence under Part 4 Division 3 or section 127 of the Act.
- VII. **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.

5.3. Duties of Committee Members and Officers

- I. 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
- II. Under section 44 of the Act an officer of a Club must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise if that person-
 - a. were an officer of the Club in the Club’s circumstances; and
 - b. occupied the office held by, and had the same responsibilities within the Club as, the officer.
- III. Under **section 45 of the Act** an officer of a Club must exercise his or her powers and discharge his or her duties-
 - a. in good faith in the best interests of the Club; and
 - b. for a proper purpose.
- IV. Under **section 46 of the Act**, an officer of a Club must not improperly use his or her position to-
 - a. gain an advantage for the officer or another person; or
 - b. cause detriment to the Club.
- V. 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-
 - a. gain an advantage for the person or another person; or
 - b. cause detriment to the Club.

5.4. President

The President has the following duties —

- I. To consult with the Secretary regarding the business to be conducted at each committee meeting and general meeting.
- II. The President has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these Rules.
- III. To convene, or instruct the Secretary to convene, all meetings of the club and committee and to preside over said meetings.
- IV. Prepare a report for the AGM.
- V. Have a casting vote in addition to a deliberate vote at all meetings of the club.
- VI. In the Absence of a club coach - have the deciding vote in the event that the Director of Cricket and Team Captain are not agreed in the selection of a team.
- VII. Be responsible to the club members and any affiliated Clubs that all record books, documents and securities are correct and maintained by the appropriate committee members.
- VIII. To attend any meetings of any affiliated association or governing body and report back to the committee.
- IX. To represent the club with external agencies.

5.5. Secretary

The Secretary has the following duties —

- I. To coordinate all correspondence and ensure it is properly recorded and retained;
- II. Consulting with the President regarding the business to be conducted at each committee meeting and general meeting;
- III. Preparing the notices required for meetings and for the business to be conducted at meetings;
- IV. Maintaining on behalf of the Club an up-to-date copy of these Rules, as required under **section 35(1) of the Act**;
- V. 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**;
- VI. 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;
- VII. Maintaining full and accurate minutes of committee meetings and general meetings;
- VIII. Performing any other duty given to the secretary under these Rules or by the committee.

5.6. Treasurer

The Treasurer has the following duties —

- I. Ensuring that any amounts payable to the Club are collected and issuing receipts for those amounts in the Club's name;
- II. Ensuring that any amounts paid to the Club are credited to the appropriate account of the Club, as directed by the committee;
- III. Ensuring that any payments to be made by the Club that have been authorised by the committee or at a general meeting are made on time;
- IV. Ensuring that the Club complies with the relevant requirements of **Part 5 of the Act**
- V. Ensuring the safe custody of the Club's financial records, statements, and reports, as applicable to the club;
- VI. As the club is a tier one club, co-ordinating the preparation of the Clubs financial statements before their submission to the Club's Annual General Meeting;
- VII. Providing any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial report under **Part 5 Division 5 of the Act**;
- VIII. Performing any other duty given to the treasurer under these Rules or by the committee.
- IX. To keep accurate accounts and books showing the financial affairs of the club.
- X. To receive all monies and deposit them into the Clubs nominated bank accounts.
- XI. To make payment against any invoices or claims authorised by the Committee.
- XII. To produce at every monthly committee meeting a statement of income and expenditure with the corresponding receipts and invoices for the period of the meeting, for approval by the committee.
- XIII. To submit all financials to the nominated Auditor for inspection prior to the AGM. To then publicise the Auditors report at the AGM.
- XIV. To ensure no payment is made on behalf of the club without approval of the committee.

5.7. Junior Coordinator

The Junior Co-Ordinator has the following duties —

- I. To establish and chair Sub-Committee(s) to meet the requirements of the Junior requirements of the Club.
- II. To source and assist an Independent Child Protection Officer.
- III. To manage junior registrations.
- IV. To source and support coaches, managers, parents, and players for junior teams.
- V. To attend meetings as required by the Junior Committee of any affiliated Club or Association.

5.8. Director of Cricket

The Director of Cricket has the following duties —

- I. to Chair the Selection Panel
- II. to source and support coaches, managers, and captains for all senior teams.
- III. to support and assist the Junior Coordinator
- IV. to coordinate the planning of training sessions.
- V. The Director may not be a Captain or Vice-Captain of any grade.
- VI. To ensure the junior cricketers and coaches are mentored to develop skills and abilities for the future development of the club.

5.9. Club Manager

The Club Manager has the following duties —

- I. To establish and chair Sub-Committee(s) to meet the requirements of the Club Bar and Canteen.
- II. To ensure the club meets all legal requirements regarding the Liquor Licensing Act and the Responsible Service of Alcohol.
- III. To ensure the Club facilities including fixtures, fittings, and furniture the club is held responsible for, remain in a clean and well-maintained state.
- IV. To ensure all honour boards, flags and club memorabilia are placed and maintained in the clubrooms or safely stored.
- V. To ensure a stock-take of all club property and merchandise is done on a consistent and regular basis. As a minimum it must be done at the start and end of each season.

5.10. Registrar

The Registrar has the following duties —

- I. To establish and maintain a register of all members as required by **Section 53(1) of the Act**.
- II. 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 and Association.
- III. To maintain player profiles and club information as required by management programmes.
- IV. To Maintain records of the club including, but not limited to; milestones, cap numbers, office holders, roles etc

5.11. Female Cricket Co-Ordinator

The Female Cricket Co-Ordinator has the following duties —

- I. To establish and chair Sub-Committee(s) to meet the requirements of the female requirements of the club.
- II. To source and support coaches, managers, and players of Female teams.
- III. To attend meetings as required by the Female Committee of any affiliated Club or Association.

5.12. Events Co-Ordinator

The Events Co-Ordinator has the following duties —

- I. To establish a Sub Committee.
- II. To plan and manage events as required by the Club. As a minimum this will include Junior and Senior Christmas functions and Junior and Senior Award Functions.
- III. To plan and manage social functions throughout the year.

5.13. Sponsorship and Fund-Raising Co-Ordinator

The Sponsorship and Fundraising Co-Ordinator has the following duties —

- I. To establish a Sub Committee.
- II. To seek and manage sponsorship.
- III. To plan and manage fund-raising functions together with the Events Co-Ordinator.

5.14. Merchandise and Equipment Co-Ordinator

The Merchandise and Equipment Co-Ordinator has the following duties —

- I. To establish a Sub Committee if required.
- II. To plan for and manage Merchandise.
- III. To plan for and manage requirements for playing and training equipment.

5.15. Social Media and Marketing

The Social-Media and Marketing Co-Ordinator has the following duties —

- I. To establish a Sub Committee if required.
- II. To manage Social Media groups and pages.
- III. To manage Social Media output and announcements of the club.
- IV. To manage the Marketing of club events and activities.

5.16. General Assistant Committee x One

- I. To perform any duties as required by the committee.
- II. To assist other Committee Members whenever possible.

5.17. How members become Committee Members

A member becomes a committee member if the member —

- I. is elected to the committee at a general meeting; or

- II. is appointed to the committee to fill a casual vacancy under **Rule 6.23**.

5.18. Nomination of Committee Members

- I. At least **twenty-one days** before an Annual General Meeting, the secretary 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 secretary to comply with **Rule 5.17 II**
- II. A member who wishes to be considered for election to the committee at the Annual General Meeting must nominate for election by sending written notice of the nomination to the secretary at least **Three Days** before the Annual General Meeting.

5.19. Election of Office holders

- I. At the Annual General Meeting, a separate election must be held for each position of office holder of the Club.
- II. If there is no nomination for a position, the chairperson of the meeting may call for nominations from the members at the meeting.
- III. If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
- IV. If more than one member has nominated for a position, the financial members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
- V. A member who has nominated for the position may vote for himself or herself.

5.20. Election of General Committee Members

- I. If the number of members nominating for the position of general committee member is not greater than the number to be elected, the chairperson of the meeting —
 - a. must declare each of those members to be elected to the position; and
 - b. call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- II. If the number of members nominating for the position of general committee member is greater than the number of vacancies the 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 remaining vacant positions.
- III. A member who has nominated for the position of general committee member may vote in accordance with that nomination.

5.21. Term of office

- I. The term of office of a committee member begins when the member —
 - a. is elected at an Annual General Meeting *or*
 - b. is appointed to fill a casual vacancy under **Rule 5.23**.
- II. Subject to **Rule 5.22**, a committee member holds office until the position on the committee are declared vacant at the next Annual General Meeting.
- III. A committee member may be re-elected.
- IV. A Committee member must be Financial to equal value of an Ordinary Member prior to the first committee meeting after the AGM.

5.22. Resignation and removal from office

- I. A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- II. The resignation takes effect —
 - a. when the notice is received by the secretary or chairperson; or
 - b. if a later time is stated in the notice, at the later time.
- III. At a General Meeting, the Club may by resolution —
 - a. remove a committee member from office; and
 - b. elect a member who is eligible under **Rule 5.1(vii)** to fill the vacant position.
- IV. A committee member who is the subject of a proposed resolution under **Rule 5.21(iii)(a)** may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
- V. The secretary or chairperson may give a hard or electronic 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.

5.23. When membership of committee ceases

- I. A membership ceases when a position is declared vacant on the expiry of a term.
- II. A person ceases to be a committee member if the person —
- III. dies or otherwise ceases to be a member; or
- IV. resigns from the committee or is removed from office under **Rule 5.21(iii)**; or
- V. becomes ineligible to accept an appointment or function as a committee member under **section 39 of the Act**;
- VI. becomes permanently unable to function as a committee member because of a mental or physical disability;
- VII. fails to attend **three** consecutive Committee meetings, of which the person has been given notice.
- VIII. 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 relevant documents and records they hold pertaining to the management of the Club's affairs.

5.24. Filling casual vacancies

- I. The committee may appoint a member who is eligible under **Rule 5.1(vii)** to fill a position on the committee that —
 - a. has become vacant under **Rule 5.22**; or
 - b. was not filled by election at the most recent Annual General Meeting.
- II. If the position of Secretary becomes vacant, the committee must appoint a member who is eligible under **Rule 5.1(vii)** to fill the position within **fourteen days** after the vacancy arises.
- III. Subject to the requirement for a quorum under **Rule 6.2**, the committee may continue to act despite any vacancy in its membership.
- IV. If there are fewer committee members than required for a quorum under **Rule 6.2**, the committee may act only for the purpose of —
 - a. appointing committee members under this Rule; or
 - b. convening a General Meeting.

5.25. Validity of acts

- I. 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.

5.26. Payments to Committee Members

- I. Payment to committee members must be approved by the remaining members of the committee by absolute majority, prior to the expending of the funds. If approval was not given by the committee, then the reimbursement is void.

6. COMMITTEE MEETINGS

- I. The Committee shall hold a minimum of **Ten** meetings per Financial Year. The First meeting to be held within **four weeks** after the AGM.
- II. The date, time, and place of the first committee meeting must be determined by the committee members as soon as practicable after the Annual General Meeting at which the committee members are elected.

6.1. Notice of Management Committee Meetings

- I. Notice of each committee meeting must be given to each committee member at **least seventy-two hours** before the time of the meeting. The Club can develop a meeting schedule for the year in lieu of the **seventy-two hours**' notice.
- II. 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.

6.2. Quorum for Committee Meetings

- I. No Voting is to be conducted at a committee meeting unless a quorum is present.
- II. The quorum for a management committee meeting shall consist of three executive and four general members.
- III. Special Management Committee meetings may be convened by the President and any five committee members.
- IV. If a quorum is not present within **thirty minutes** after the notified commencement time of a committee meeting —
 - a. in the case of a special meeting — the meeting lapses;
 - b. or, if no prior day can be agreed upon, the meeting is adjourned to the same time and day in the following week.
- V. If —
 - a. a quorum is not present within **thirty minutes** after the commencement time of a committee meeting held under **Sub Rule 6.2 (iv)(b)**; and
 - b. at least 50% of committee members are present at the meeting, those members present are taken to constitute a quorum.

6.3. Procedure and order of business

- I. The President or, in the President's absence, another member of the Executive must preside as Chairperson of each committee meeting.
- II. The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- III. The order of business at a committee meeting may be determined by the committee members

at the meeting.

- IV. 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.
- V. A person invited under **Sub Rule 6.3 (iv)** 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.
- VI. 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:
 - VIII. as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
 - IX. disclose the nature and extent of the interest at the next general meeting of the Club
 - X. 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-
 - XI. is an employee of the incorporated Club; or
 - XII. is a member of a class of persons for whose benefit the Club is established; or
 - XIII. that the member has in common with all, or a substantial proportion of, the members of the Club.
 - XIV. Under section 43 of the Act a member of the management 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.
 - XV. 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.
 - XVI. 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 publicised at the AGM for the inspection of the General Assembly.
 - XVII. The auditor's report must be delivered within thirty days of the accounts being placed for auditing.

6.4. Use of technology to be present at Committee Meetings

- I. The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- II. A member who participates in a committee meeting as allowed under **Sub Rule 6.4 (i)** 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.

6.5. Voting at Committee Meetings

- I. Each committee member present at a committee meeting has **one** vote on any question arising at the meeting.
- II. A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.

- III. If the votes are divided equally on a question, the President, or chairperson in the absence of the president, of the meeting has a second or casting vote.
- IV. A vote may take place by the committee members present indicating their agreement or disagreement by a show of hands, unless the committee decides that a ballot is needed to determine a particular motion.
- V. A vote for an item on the agenda can be voted by proxy prior to the meeting by written notification to the secretary.

6.6. Minutes of Committee Meetings

- I. The committee must ensure that minutes are taken and kept of each committee meeting.
- II. 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 6.3(iv)**;
 - d. the business considered at the meeting;
 - e. any motion on which a vote is taken at the meeting and the result of the vote.
- III. The minutes of a committee meeting must be distributed and saved in the Club's drive within **seven working days** after the meeting is held.
 - a. The chairperson must ensure that the previous minutes of a committee meeting are reviewed and seconded as being correct by two members having attended the selected meeting.
- IV. When the minutes of a committee meeting have been accepted 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 made at the meeting was validly made.
- V. **Section 42(6)** of the Act requires details relating to the disclosure of a committee member's material personal interest in a matter being considered at a committee meeting to be recorded in the minutes of the meeting.
- VI. Club members can, in writing to the Secretary, request a copy of the minutes once the Committee has approved the minutes. Any information relating to any member of the club may be removed or redacted from any copy of the minutes that is given to the requesting person.

6.7. Subcommittees and subsidiary offices

- I. To help the committee in the conduct of the Club's business, the committee may, discuss, vote, and record in writing, and any of the following —
 - a. appoint one or more sub-committees;
 - b. appoint a panel
 - c. temporarily create one or more subsidiary offices and appoint people to those offices.
- II. A sub-committee or panel may consist of the number of people, whether or not members, that the committee considers appropriate.
- III. A person may be appointed to a subsidiary office whether or not the person is a member.
- IV. Subject to any directions given by the committee —
 - a. a sub-committee or panel may meet and conduct business as it considers appropriate; and

- b. the holder of a subsidiary office may conduct the functions given to the holder as the holder considers appropriate.

6.8. Delegation to Sub-committees and Subsidiary Offices

- I. The committee may, discuss, vote, and record in writing, delegation to a subcommittee, panel, 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.
- II. 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.
- III. 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.
- IV. The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- V. Any act or thing done by a subcommittee, panel or by the holder of a subsidiary office, under the delegation has the same force and effect as if the committee had done it.
- VI. The committee may, at any time, in writing, amend or revoke the delegation.

7. GENERAL MEETING OF CLUB

7.1. Annual General Meeting

- I. The committee must determine the date, time, and place of the Annual General Meeting (AGM).
- II. The AGM of the Club shall be held at a date, time, and place to be determined by the committee no later than Ten (10) weeks after the end of the financial year.
- III. The Secretary shall give a minimum **Twenty-One days'** notice to the General Assembly (members) of the date, time, and place of the AGM. Attached to the notice shall be the agenda and any Special Resolutions.
- IV. 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; and
 - ii. The Junior Co-Ordinators report on the Clubs activities during the preceding financial year, and
 - iii. 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**; and
 - iv. to elect the office holders of the Club and other committee members;
- V. Any other business of which notice has been given in accordance with these Rules may be conducted at the annual general meeting.
- VI. The Quorum for the Annual General Meeting of the Club shall be no less than 25% of current Senior financial members.

7.2. Special General Meetings

- I. The committee may convene a special general meeting.
- II. The committee must convene a special general meeting if at least 35% of the financial Senior members request a special general meeting to be convened.
- III. The members requesting a special general meeting to be convened must —
 - a. make the requirement by written notice given to the Secretary; and
 - b. state in the notice the business to be considered at the meeting; and
 - c. each sign the notice.
- IV. If the committee does not convene a Special General Meeting within **twenty-eight-day** the members making the request (or any of them) may convene the Special General Meeting.
- V. A Special General Meeting convened by members under **Sub Rule 7.2 (iv)** —
 - a. must be held within **two months** after the date the original request was made; and
 - b. must obtain a quorum of 35% of current Senior financial members.
 - c. may only consider the business stated in the notice by which the request was made.
- VI. A Special General Meeting must be convened in the following order of business:
 - a. Welcome and nomination of the Chairperson of the meeting.
 - b. Opening of the meeting.
 - c. Apologies and Proxies
 - d. Notices of Motion and/or any Special Notices.
 - e. Close.
- VII. The Quorum for the Special General Meeting of the Club shall be no less than 35% of current Senior financial members

7.3. Notice of General Meetings

- I. The Secretary or, in the case of a special general meeting convened under **Rule 7.2(iv)**, the members convening the meeting, must give to each member —
 - a. at least **twenty-one days'** notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - b. at least **fourteen days'** notice of a general meeting in any other case.
- II. The notice must —
 - a. specify the date, time, and place of the meeting; and
 - b. indicate the general nature of each item of business to be considered at the meeting; and.
- III. If a special resolution is proposed —
 - a. set out the wording of the proposed resolution as required by **section 51(4)** of the Act; and
 - b. state that the resolution is intended to be proposed as a special resolution; and
 - c. comply with **Rule 7.4(vii)**.
- IV. **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 Club; and
 - b. by the votes of not less than **three-fourths** of the members of the Club who cast a vote at the meeting.

7.4. Proxies

- I. Subject to **Sub Rule (ii)**, an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- II. An ordinary member may be appointed the proxy for not more than **five** other members.
- III. The appointment of a proxy must be in writing and signed by the member making the appointment and must be provided to the Secretary by the member requesting the proxy no less than 3 days prior to the meeting.
- IV. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- V. 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.
- VI. 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.
- VII. Notice of a general meeting given to an ordinary member under **Rule 7.3** must —
 - a. state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - b. include a copy of any form that the committee has approved for the appointment of a proxy.

7.5. Use of technology to be present at General Meetings

- I. The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- II. A member who participates in a general meeting as allowed under **Sub Rule 7.5 (i)** 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.
- III. The Club may 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 Secretary must announce to the membership of the intent to use such recording devices.

7.6. Presiding member and quorum for General Meetings

- I. The chairperson may be any ordinary member appointed to preside as chairperson of a general meeting.
- II. No business is to be conducted at a general meeting unless a quorum is present.
- III. If a quorum is not present within **thirty minutes** after the notified commencement time of a general meeting —
 - a. in the case of a special general meeting — the meeting lapses; or
 - b. in the case of the annual general meeting — the meeting is adjourned to —
 - c. the same time and day in the following week; and
 - d. the same place unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.

- IV. If —
- a. a quorum is not present within **thirty minutes** after the commencement time of an annual general meeting held under **Sub Rule 7.6 (iii) (b)**; and
 - b. at least thirty-five financial members are present at the meeting, those members present are taken to constitute a quorum.

7.7. Adjournment of General Meeting

- I. 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.
- II. Without limiting **Sub Rule (i)**, a meeting may be adjourned —
 - a. if there is insufficient time to deal with the business items at hand; or
 - b. to give the members more time to consider an item of business.
- III. No business may be conducted on the resumption of an adjourned meeting other than
- IV. the business that remained unfinished when the meeting was adjourned.
- V. Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for **fourteen days** or more, in which case notice of the meeting must be given in accordance with **Rule 7.3**.

7.8. Voting at General Meeting

- I. On any question arising at a general meeting —
 - a. subject to **Sub Rule (v)**, each financial ordinary member has one vote unless the member may also vote on behalf of a body corporate under **Sub Rule (ii)**; or
 - b. members may vote by pre-arranged proxy as per rule 8.4.
- II. An ordinary member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- III. The appointment has effect until —
 - a. the end of any general meeting to which the appointment applies; or
 - b. the appointment is revoked by the body corporate and written notice of the revocation is given to the secretary.
- IV. 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.
- V. If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- VI. If the question is to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- VII. 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 7.8 (ii)**, or by proxy, the ordinary member —
 - a. must have been an ordinary member at the time notice of the meeting was given under **Rule 7.3**; and
 - b. must have paid any fee or other money payable to the Club by the member.

7.9. When special resolutions are required

- I. A special resolution is required if it is proposed at a General Meeting —
 - a. to affiliate the Club with another body; or
 - b. to request the Commissioner to apply to the State Administrative Tribunal under **section 109** of the Act for the appointment of a statutory manager.
- II. **Sub Rule 7.9 (i)** does not limit the matters in relation to which a special resolution may be proposed.
- III. 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)) Act**;
 - b. to decide to apply for registration or incorporation as a prescribed body corporate (section 93(1)) Act;
 - c. to approve the terms of an amalgamation with one or more other incorporated Clubs (**section 102(4) Act**;
 - d. to be wound up voluntarily (section 121(2)) Act or by the Supreme Court (section 124(a) Act and Schedule 4 item 9) Act;
 - e. to cancel its incorporation (**section 129) Act**.

7.10. Determining whether resolution carried

- I. In this Rule poll means the process of voting in relation to a matter that is conducted.
- II. Subject to **Sub Rule (iv)**, 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 —
 - a. carried; or
 - b. carried unanimously; or
 - c. carried by a **75% majority**; or
 - d. lost.
- III. If the resolution is a special resolution, the declaration under **Sub Rule 7.10 (iii)** must identify the resolution as a special resolution.
- IV. If a poll is demanded on any question by the chairperson of the meeting or by at least **five** other ordinary members present in person or by proxy —
 - a. the poll must be taken at the meeting in the manner determined by the chairperson;
 - b. the chairperson must declare the determination of the resolution based on the poll.
- V. If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- VI. If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- VII. A declaration under **Sub Rule (iii) or (iv)** 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.

7.11. Minutes of General Meeting

- I. The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- II. The minutes must record the business considered at the meeting, any resolution on which a

vote is taken and the result of the vote.

- III. In addition, the minutes of each annual general meeting must record —
 - a. the names of the ordinary members attending the meeting; and
 - b. any proxy forms given to the chairperson of the meeting under **Rule 7.4**; and
 - c. any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in **Rule 8.3 (ii) (b) and (c)**.
- IV. The minutes of a general meeting must be saved in the Club's drive within **seven days** after the meeting is held.
- V. The chairperson must ensure that the minutes of a general meeting are reviewed and accepted as correct by any two financial attendees of the meeting
- VI. When the minutes of a general meeting have been accepted as correct, they are, in the absence of evidence to the contrary, taken to be proof that —
 - a. the meeting to which the minutes relate was duly convened and held, and
 - b. the matters recorded as having taken place at the meeting took place as recorded; and
 - c. any election or appointment made at the meeting was validly made.

8. FINANCIAL MATTERS

8.1. Source of funds

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

8.2. Control of funds

- I. The Club must open accounts 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.
- II. Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Club.
- III. The committee authorise the card holder to expend funds on behalf of the Club to a **maximum of \$500** without requiring pre-approval from the committee for each transaction which the funds are expended for recurring expenses for general operations of the club.
- IV. All payments on behalf of the Club must be approved by two executives committee members;
- V. All funds of the Club must be deposited into the Club's account within **seven working days** after their receipt.
- VI. No individual member may enter into a contract on behalf of the club without the prior authorisation and approval passed at a committee meeting
- VII. Urgent payments over the value of \$500 may be authorised by any **Three** members of the Executive Committee and the actions endorsed at the next committee meeting.

8.3. Financial statements and financial reports

- I. 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.
- II. Without limiting **Sub Rule (i)**, those requirements include —
 - a. the Club is a **tier 1 Club**, the preparation of the financial statements; and
 - b. the review or auditing of the financial statements or financial report, as applicable; and

- c. the presentation to the annual general meeting of the financial statements or financial report, as applicable;
- III. 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**.
- IV. 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

9. DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Cricket is a game that owes much of its unique appeal to the fact that it should be played not only within its Laws but also within the Spirit of the Game. Any action which is seen to abuse this spirit causes injury to the game itself and must be taken seriously by the Club.

9.1. Disciplinary Action

- I. The committee may decide to hold a disciplinary hearing, to provide a written warning, to suspend a membership or to expel a member from the Club if —
 - a. the member acts detrimentally to the interests of the Club;
 - b. A breach of the Clubs Constitution, By-Laws, Rules & Policies or Code of Conduct and / or of any affiliated club or Association occurs.
- II. The secretary must give the member written notice of the proposed infringement as soon as possible. The notice given to the member must state —
 - a. the allegations and/charges on the proposed infringement(s); and
 - b. that the member be requested to respond by written notice regarding the infringement.
 - c. And include copies of relevant rules, regulations, and possible penalties.
- III. Any member being investigated for a breach may have the members' rights and entitlements as per **Rule 4.4** suspended until the results of any investigation or hearing is determined.
- IV. Any member found to have breached any affiliated Club or Association Constitution, By-Laws, Rules, or Code of Conduct and subjected to a specific penalty will have the members' rights and entitlements as per **Rule 4.4** suspended until the specific penalty period has been served.
- V. The secretary must give the member and panel written notice of the proposed disciplinary hearing at **least two days** before the meeting. The notice given must state —
 - a. when and where the review panel is to be held; and
 - b. the allegations and/charges on which the proposed infringement(s) are being heard; and
 - c. that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written and / or oral submissions to the review panel regarding the infringement.
 - d. And include copies of relevant rules, regulations, and possible penalties.
- VI. At the disciplinary hearing, the review panel must —
 - a. give the member, or the member's representative, a reasonable opportunity to make written and / or oral submissions to the review panel about the proposed infringement; and
 - b. give due consideration to any submissions so made; and
 - c. decide the penalty to be applied, if any, consisting of —
 - i. A verbal or written direction

- ii. whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - iii. whether or not to expel the member from the Club.
- VII. Any decision of the review panel takes immediate effect.
- VIII. The committee must give the member written notice of the review panel's decision, and the reasons for the decision, within **seven days** after the committee meeting at which the decision is made.
- IX. A member who is suspended or expelled from the Club may, within **fourteen days** after receiving notice of the Committee's decision under **Rule 9.1(v)**, give written notice to the secretary requesting the appointment of a mediator under **Rule 9.5**.
- X. If notice is given under **Sub Rule (vii)**, the member who gives the notice and the committee are the parties to the mediation.
- XI. The review panel should consist of three members believed to be as impartial as possible regarding the matter under review. The Secretary (or substitute) shall record the meeting but not have any input.
- XII. The format of the panel should follow but not be limited to;
 - a. The First member must be a current member of the Executive Committee;
 - b. The Second member shall be a current Life Member, or if no-one available, then a member of the Leadership Group; and
 - c. The Third member shall be a current financial member not-witness to any of the events under review or appeal.

9.2. Consequences of suspension

- I. During the period a membership is suspended, the member —
 - a. loses any rights (including voting rights) of membership; and
 - b. is not entitled to a refund, rebate, relief, or credit for membership fees paid, or payable, to the Club.
- II. When a membership is suspended, the Registrar must record in the register of members —
 - a. that the membership is suspended; and
 - b. the date on which the suspension takes effect; and
 - c. the period of the suspension.

9.3. Resolving disputes

- I. The grievance procedure applies to disputes —
 - a. between individual (or groups of) members; or
 - b. between one or more members and the Club.
- II. 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.
- III. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by **Rule 9.3(ii)**, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
 - a. the parties to the dispute; and
 - b. the matters that are the subject of the dispute.
- IV. Within **twenty-eight days** after the secretary is given the notice, a review panel meeting must be convened to consider and determine the dispute.

- VI. The secretary must give each party to the dispute written notice of the meeting at which the dispute is to be considered and determined at least **Two days** before the meeting is held.
- V. The notice given to each party to the dispute must state —
 - a. when and where the meeting is to be held; the exact nature of the dispute, and
 - b. that the party, and / or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written and / or oral submissions to the panel about the dispute.
- VI. If the dispute is between one or more members and the Club; and any party to the dispute gives written notice to the secretary stating that the party does not agree to the dispute being determined by the review panel and requests the appointment of a mediator under **Rule 9.5**, the review panel must not determine the dispute.

9.4. Determination of dispute by Review Panel

- I. At the meeting at which a dispute is to be considered and determined, the review panel must —
 - a. give each party to the dispute, or the party's representative, a reasonable opportunity to make written and / or oral submissions to the panel about the dispute; and
 - b. give due consideration to any submissions so made; and
 - c. determine the outcome of the dispute.
- II. The panel must give each party to the dispute written notice of the panel's determination, and the reasons for the determination, within **seven days** after the meeting at which the determination is made.
- III. A party to the dispute may, within **fourteen days** after receiving notice of the panels determination under **Sub Rule 9.4 (i)(c)**, give written notice to the secretary requesting the appointment of a mediator under **Rule 9.5**.
- IV. If notice is given under **Sub Rule 9.4 (iii)**, each party to the dispute is a party to the mediation.

9.5. Mediation

- I. The mediator must be chosen —
 - a. if the appointment of a mediator was requested by a member under **Rule 9.1(viii)** — by agreement between the Member and the management committee; or
 - b. if the appointment of a mediator was requested by a party to a dispute under **Rule 9.3(vii) or 9.4(iii)** — by agreement between the parties to the dispute.
- II. If there is no agreement for the purposes of **Rule 9.5(i)(a) or (b)**, then, subject to **Rule 9.5(iii) and (iv)**, the committee must appoint the mediator.
- III. 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.
- IV. 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 for or against any party to the mediation.
- V. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- VI. 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.
- VII. In conducting the mediation, the mediator must —
 - a. give each party to the mediation every opportunity to be heard; and
 - b. allow each party to the mediation to give due consideration to any written statement

- given by another party; and
- c. ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- VIII. The mediator can only consider the matter that is the subject of the mediation.
- IX. 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.
- X. 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 except where the management committee is a named party.
- XI. **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
- XII. If mediation results in a decision to suspend or expel being revoked as the result of the mediation, the decision to suspend the membership or expel the member is revoked, that revocation does not affect the validity of any decision made at a Management Committee or General Meetings during the period of suspension or expulsion.

10. GENERAL MATTERS

10.1. By-Laws

- I. 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.
- II. The Club may, by resolution at a Management Committee meeting, make, amend, or revoke By-Laws.
- III. By-Laws may —
 - a. provide for the rights and obligations that apply to any classes of membership approved under **Rule 4.5**; and
 - b. impose restrictions on the committee's powers, including the power to dispose of the Club's assets; and
 - c. provide for any other matter the Club considers necessary or convenient to be dealt with in the By-Laws.
- IV. A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations, or these Rules.
- VII. At the request of a member, the Club must make a copy of the By-Laws available for inspection by the member.

10.2. Common Seal

- I. The Club has nominated not to use a Common Seal.

10.3. Giving notices to members

- I. 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 only if —
 - 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 electronic transmission to an appropriate recorded electronic address of the

member.

10.4. Custody of books and securities

- I. Subject to **Sub Rule 10.3 (ii) & (iii)**, the books and any securities of the Club must be kept in the secretary's custody or under the secretary's control.
- II. 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.
- III. The Register of members of the Club must be kept in the Registrar's custody or under the Registrar's control.
- IV. The books of the Club must be retained for a **minimum of seven years**.

10.5. Record of Office holders

Act Requirements – Record of office holders

- I. 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 appointed or acts as trustee on behalf of the Club.
- II. Under **section 58 of the Act** the Club must, upon the request of a member of the Club, make available the record for the inspection of the member. The member may make a copy of or take an extract from the record but does not have a right to remove the record for that purpose.
- III. 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 secretary's custody or under the secretary's control.
- IV. Section 58 of the Act —
 - a. sets out the details of the record that an incorporated Club must maintain of the committee members and certain others; and
 - b. provides for members to inspect, make a copy of, or take an extract from the record; and
 - c. prohibits a person from disclosing information in the record except for authorised purposes.
- V. **Rule 4.10 and 10.4 (v)(c)** applies to any person who wants to inspect —
 - a. the register of members under **section 54(1) of the Act**; or
 - b. the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Club, under **section 58(3) of the Act**; or
 - c. any other record or document of the Club.
- VI. The member must contact the secretary to make the necessary arrangements for the inspection.
- VII. The inspection must be free of charge.
- VIII. If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members and is still subject to **Rule 6.6 (vi)**.
- IX. **Sections 54(2) and 58(4) of the Act** provide for the making of copies of, or the taking of extracts from, the register referred to in **Rule 4.10 and Rule 10.4**.
- X. The member must not use or disclose information in a record or document referred to in **Rule 4.10 and Rule 10.4** 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.

Note:

- XI. **Sections 57(1) and 58(5) of the Act** impose restrictions on the use or disclosure of information in the register referred to in **Rule 4.10 and 10.4**.

10.6. Publication by committee members of statements about Club business prohibited

- I. A committee member must not publish, or cause to be published, any statement about the business conducted by the Club at a general meeting or committee meeting unless —
 - a. the committee member has been authorised to do so at a committee meeting; and
 - b. the authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.

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

Act Requirements – Distribution of surplus property

- I. Under **section 24(1) of the Act** surplus property can only be distributed to one or more of the following —
 - a. an incorporated Club;
 - b. a company limited by guarantee that is registered as mentioned in the Corporations Act section 150;
 - c. a company holding a licence that continues in force under the **Corporations Act section 151**;
 - d. a body corporate that at the time of the distribution is the holder of a licence under the **Charitable Collections Act 1946**;
 - e. a body corporate that —
 - i. is a member or former member of the incorporated Club; and
 - ii. at the time of the distribution of surplus property, has Rules that prevent the distribution of property to its members;
 - a. a trustee for a body corporate referred to in **paragraph (e)**;
 - b. 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.
- II. Surplus property, in relation to the Club, means property remaining after satisfaction of
 - a. the debts and liabilities of the Club; and
 - b. the costs, charges, and expenses of winding up or cancelling the incorporation of the Club but does not include books relating to the management of the Club.
- III. On the cancellation of the incorporation or the winding up of the Club, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in **section 24(1) of the Act**.
- IV. **Section 24(1) of the Act** sets out a provision that is implied in these Rules describing the entities to which the surplus property of an incorporated Club may be distributed on the cancellation of the incorporation or the winding up of the Club. **Part 9 of the Act** deals with the winding up of incorporated Clubs, and **Part 10 of the Act** deals with the cancellation of the incorporation of incorporated Clubs.

10.8. Alteration of Rules

- I. 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**.
- II. **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.
- III. **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.
- IV. 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**. The required documents must be lodged within **one month** after the special resolution is passed.

11. DISSOLUTION

- I. The Club may be wound up by resolution of a Special General Meeting as per **Rule 7.9(iii)**
- II. If upon Dissolution and after the satisfaction of all debts and liabilities, there remains any funds or property then said funds and property shall be given or transferred to another incorporated club which has similar objectives and whose functions are not conducted for profit or gain to its individual members.

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