

Rules of Association

ASSOCIATION NO. A823290

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Rev number	Description
0	Major update based on the model rules from Dept of Commerce
1	Comments received from committee members
1.1	Lifetime members have voting right, proxy changed.

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1 NAME

The name of the Association shall be the ROLEYSTONE DIAMOND SPORTS INCORPORATED and shall hereafter be referred to as the "Club".

2 DEFINITIONS

In these rules, unless the contrary intention appears;

- a) "annual general meeting" is the meeting convened under paragraph (b) of rule 5 (1);
- b) "by-laws" means by-laws made by the Club under rule 16.1
- c) "Commissioner" means the person for the time being designated as the Commissioner under section 153 of the Act;
- d) "Committee" means the management committee of the Club
- e) "Committee meeting" means a meeting referred to in rule 7.11;
- f) "Committee member" means person referred to in rules 7 (4) and rule 7 (5);
- g) "convene" means to call together for a formal meeting;
- h) "department" means the government department with responsibility for administering the Associations Incorporation Act 2015;
- i) "financial year" means a period detailed in rule 11.
- j) "general meeting" means a meeting to which all members are invited;
- k) "member" means member of the Club;
- l) "ordinary resolution" means resolution other than a special resolution;
- m) "poll" means voting conducted in written form (as opposed to a show of hands);
- n) "rules" means these rules of the Club, as in force for the time being;
- o) "special general meeting" means a general meeting other than the annual general meeting;
- p) "special resolution" has the meaning given by section 51 of the Act
- q) "the Act" means the Associations Incorporation Act 2015;
- r) "the Club" or Association means the Club referred to in rule 1;
- s) "the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;
- t) "the Committee" means the Committee of Management of the Club referred to in rule 1;
- u) "the executive" means the committee members referred to in rule 9.2.1.

3 FINANCIAL YEAR

- 1) The financial year shall be from the 1st July to the last day in June in the following year.
- 2) Each subsequent financial year of the Association is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.

4 OBJECTS

- 1) The objects of the Club are;
 - a) To promote interest in Tee-Ball, Softball and Baseball.
 - b) To promote good fellowship among those interested in Tee-Ball, Softball and Baseball.
 - c) To educate, train, coach and encourage Members of the Club.
 - d) To do all such things and acts conducive to the furtherance of the objects and interests of the Club.
- 2) 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, directly or indirectly, to members, except in good faith in the promotion of those objects.
 - a) A payment may be made to a member out of the funds of the Club only if it is authorised under subrule b.
 - b) A payment to a member out of the funds of the Club is authorised if:

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

5 MEMBERSHIP

5.1 Eligibility for membership

- 1) The parent (s) or guardian (s) of all registered players and any person who is interested in Tee-Ball, Softball and Baseball shall be eligible for Membership of the club.

5.2 Applying for membership

- 1) A person who wants to become a member must apply in writing to the Club;
- 2) The Annual Membership Fee for all classes of Membership shall be determined by the Committee at the commencement of the playing year.
- 3) The unanimous vote of the full Committee may appoint any person as an Honorary Member or Honorary Life Member of the Club in recognition of services rendered in promoting the interests and objects of the Club.
- 4) Any Member may resign from the Club and such resignation must be in writing and forwarded to the Secretary of the Club.
- 5) Upon any person ceasing to be a Member of the Club for any reason whatsoever that person shall not be entitled a return of their Membership subscription or any portion thereof unless such a refund is approved by a unanimous vote of the Committee office holders.

5.3 Dealing with membership

- 1) The committee must consider applications in the order in which they are received by the Club;
- 2) Membership is not always guaranteed on acceptance of the application, before approval of the membership the application will be reviewed by the executive committee. Should any issues arise that the executive committee believe may not be in the best interest of the club, the application may or will not be approved.
- 3) The committee must notify the applicant of the committee's decision to reject the application as soon as practicable after making the decision.
- 4) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.
- 5) Should a membership application be rejected by the executive committee, the member may appeal to a Special General Meeting.

5.4 Becoming a member

- 1) An applicant for membership of the Club becomes a member when:
 - a) The committee did not reject the application;
 - b) The applicant pays any membership fees payable to the Club under rule 6.

Guidance note – becoming a member - the applicant immediately becomes a member, when rule 5.4 has been fulfilled, and is entitled to exercise all the rights and privileges of memberships, including the right to vote, and must comply with all the obligations of membership under these rules.

Act requirement – Member to receive rules – section 36(1)(b) of the Act provides that the Club must give each person who become a member of the Club a copy of the rules in force at the time of their membership commences. The Club has the rules available on the Club’s website. A hard copy must be provided if the member request that the rules be provided in that manner.

5.5 Class of membership

- 1) The Club consists of ordinary members and any associate members provided for under subrule (2)
- 2) The Club has the following types of associate membership approved by resolution at a general meeting:
 - a) Honorary membership; and
 - b) Life membership
- 3) A person can only be an ordinary member or belong to one class of associate membership.
- 4) An ordinary member has full voting rights and any rights conferred on members by these rules or approved by resolutions at a general meeting or determined by the committee;
- 5) An associate member has the rights referred to in subrule (4);
- 6) The number of any class is not limited unless otherwise approved by resolution at a general meeting.

Guidance note – voting rights of members – each ordinary member of the Club has one vote at a general meeting of the Club.

5.6 When membership ceases

- 1) A person ceases to be a member when any of the following takes place:
 - a) For a member who is an individual, the individual dies;
 - b) The person resigns from the Club under rule 5.7;
 - c) The person is expelled from the Club under rule 8 (expulsion);
 - d) The person ceases to be a member under rule 6 (if membership fee have not been paid prior to the season start);
 - e) The playing season ends.
- 2) The Secretary must keep a record, for at least one year after a person ceases to be a member, of:
 - a) The date of which the person ceased to be a member; and
 - b) The reason why the person ceased to be a member.
- 3) The Secretary or other person authorised by the committee, must ensure the name of a person who dies or who ceases to be a member to be deleted from the register of members.

5.7 Resignation

- 1) A member may resign from membership of the Club by giving written notice of the resignation to the Secretary.
- 2) The resignation takes effect:
 - a) When the secretary receives the notice; or
 - b) If a later time is stated in the notice, at a later time.
- 3) A person who has resigned from membership of the Club remains liable for any fees that are owed to the Club at the time of the resignation.
- 4) The owed amount maybe recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

5.8 Rights not transferable

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

6 MEMBERSHIP FEES

- 1) The committee must determine the annual membership fee (if any) to be paid for membership of the Club.
- 2) Members are also liable to pay other mandatory fees such as affiliation insurance costs for example Semsu.
- 3) The fees may be different for different classes of membership.
- 4) A member must pay the annual membership fee to the treasurer by the date (the Due date) determined by the committee.
- 5) If a member has not paid the annual membership fee and other mandatory fees within the period of 3 weeks after the due date, the member ceases to be a member on the expiry of that period.
- 6) If a person who has ceased to be a member under subrule(5) offers to pay the annual and any mandatory membership fee after the period referred to in that subrule 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.
- 7) The fees are outline in the "Roleystone Diamond Sports – Fees" document as approved by the committee and reviewed annually.

7 REGISTER OF MEMBERS

- 1) The secretary, 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 records in that register any change in the membership of the Club.
- 2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- 3) The register of members must be kept at the secretary place of residence, or at another place determined by the committee. Digital registers are acceptable and must be accessible by the Secretary in addition to another person as authorised by the committee.
- 4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.

8 DISCIPLINARY ACTION, DISPUTE AND MEDIATION

8.1 National Integrity Framework

- 1) The Club adopts and agrees to comply with the National Integrity Framework (NIF) as administered by Sport Integrity Australia. All members, officials, and participants are bound by the NIF and its associated policies, including but not limited to: Child Safeguarding Policy, Member Protection Policy, Competition Manipulation and Sports Wagering Policy, and Anti-Doping Policy.
- 2) The Club acknowledges that Sport Integrity Australia has jurisdiction over complaints and disputes arising under these policies, and agrees to cooperate fully with any investigations, determinations, or sanctions imposed pursuant to the NIF.

8.2 Suspension or expulsion

- 1) The committee may decide to suspend a member's membership or to expel a member from the Club if
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- a) The member contravenes any of these rules; or
- b) The member act detrimentally to the interest of the Club.
- 2) The secretary must give written notice of the proposed suspension or expulsion at least 14 days before the committee meeting at which the proposal is to be considered by the executive committee.
- 3) The notice given to the member must state –
 - a) When and where the committee meeting is to be held; and
 - b) The grounds on which the proposed suspension or expulsion is based; and
 - c) That the member, or the member’s representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion.
- 4) Where the Committee determines that convening a public meeting would pose a material risk to the safety or wellbeing of any person involved in the complaint, the requirement to hold such a meeting shall be waived. In such circumstances, all submissions shall be received and considered in writing.
- 5) At the 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 suspension or expulsion; and
 - b) Give due consideration to any submissions so made; and
 - c) Decide –
 - i) Whether or not to suspend the member’s membership and, if the decision is to suspend the membership, the period of suspension; or
 - ii) Whether or not to expel the member from the Club.
- 6) A decision of the committee to suspend the member’s membership or to expel the member from the Club takes immediate effect.
- 7) The committee must give the member written notice of the committee’s decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- 8) A member whose membership is suspended or who is expelled from the Club may within 14 days after receiving notice of the committee’s decision under subrule 6), give written notice to the secretary requesting the appointment of a mediator.
- 9) If notice is given under subrule 7), the member who gives the notice and the committee are the parties to the mediation.

8.3 Consequences of suspension

- 1) During the period a member’s membership is suspended, the member –
 - a) Loses any rights (including voting rights) arising as a result of membership; and
 - b) Is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Club.
- 2) When a member’s membership is suspended, the secretary, or another person authorised by the committee, must record in the register or members –
 - a) That the member’s membership is suspended; and
 - b) The date on which the suspension takes effect; and
 - c) The period of the suspension.
- 3) When the period of the suspension ends, the secretary, or another person authorised by the committee, must record in the register of members that the member’s membership is no longer suspended.

8.4 Resolving disputes

- 1) Disputes shall be resolved in accordance with the Club’s dispute resolution process and NIF complaints, Disputes and Discipline Policy for Baseball WA.

9 COMMITTEE

9.1 Powers of committee

- 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.
- 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 the proper management of the affairs of the Club.
- 3) The committee must take all reasonable steps to ensure that the Club complies with the Act, these rules and the by-laws (if any).

9.2 Composition of Committee and duties of members

9.2.1 Committee members

- 1) The committee members consist of:
 - a) the office holders of the Club; and
 - b) at least one ordinary committee member.
- 2) The office holders of the Committee shall be:
 - a) The President
 - b) Vice President(s)
 - c) Secretary
 - d) Treasurer
 - e) Registrar
- 3) A person may be a committee member if the person is :
 - a) An individual who has reached 18 years of age; and
 - b) An ordinary member.
 - c) A person must not hold 2 or more of the offices mentioned in subrule(2) at the same time.
 - v) Additionally, the following positions may be elected to the committee at the ordinary committee members discretion;

(1) Tee-Ball Delegate	(14) Canteen Manager
(2) Junior Baseball Delegate	(15) Website Manager
(3) Senior Baseball Delegate	(16) First Aid Officer
(4) Softball Delegate	(17) Communications and Publicity Officer
(5) Property Manager	(18) Photo Coordinator
(6) Sponsorship Officer	(19) Tee-Ball States Rep – Coordinator
(7) Grants Officer	(20) Female Engagement and Liaison Officer
(8) Umpire Coordinator	(21) Member Protection Information Officer
(9) Grounds Coordinator	(22) General Committee Member
(10) Coaches Coordinator	
(11) Trophy Coordinator	
(12) Uniform Coordinator,	
(13) Fund raising	
- 4) It is a requirement that one (1) person is nominated as a representative of each team to attend no less than three (3) Committee Meetings if no Coaches Co-ordinator is elected.
- 5) All Members of the Committee must be Members of the Club. An individual may hold more than one position on the Committee.

9.2.2 Persons who are not to be members of committee

- 1) Under section 39 of the Act, the following person 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.

Section 39 only applies to a person who has been convicted of the above offences only for a period of 5 years from the time the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.

9.2.3 Chair person

- 1) It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting
- 2) The Chairperson has the powers and duties relating to convening and presiding at committee meeting and presiding at general meetings provided for in these rules.

9.2.4 Secretary

The Secretary must;

- 1) co-ordinate the correspondence of the Club;
- 2) keep full and correct minutes of the proceedings of the Committee and of the Club;
- 3) comply on behalf of the Club with:
 - a) section 53 of the Act with respect to the register of members of the Club, as referred to in rule 4 (6);
 - b) section 35 of the Act by keeping and maintaining in an up to date condition the rules of the Club and, upon the request of a member of the Club, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - c) section 58 of the Act by maintaining a record of -
 - i) the names and email, residential or postal addresses of the persons who hold the offices of the Club provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Club under rule 13; and
 - ii) the names and email, residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Club, and the Secretary must, upon the request of a member of the Club, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- 4) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Club, including those referred to in paragraph (3) but other than those required by rule 10 to be kept and maintained by, or in the custody of, the Treasurer; and
- 5) perform such other duties as are imposed by these rules on the Secretary.

- 6) if the position of secretary becomes vacant, the committee must appoint a member who is eligible to fill the position within 14 days after the vacancy arises.

9.2.5 Treasurer

The Treasurer must;

- 1) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Club and must issue receipts for those moneys in the name of the Club;
- 2) pay all moneys referred to in paragraph (1) into such account or accounts of the Club as the Committee may from time to time direct;
- 3) make payments from the funds of the Club with the authority of a general meeting or of the Committee and in so doing ensure that all payments are authorised by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
- 4) comply on behalf of the Club with sections 66 and sections 68 & 70, 71 & 73 or 74 & 76, depending on tier level, of the Act with respect to the accounting records of the Club by;
 - a) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Club;
 - b) keeping its accounting records in such manner as will enable true and fair accounts of the Club to be prepared from time to time;
 - c) keeping its accounting records in such manner as will enable true and fair accounts of the Club; and
 - d) submitting to members at each annual general meeting of the Club accounts of the Club showing the financial position of the Club at the end of the immediately preceding financial year.
- 5) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- 6) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Club, including those referred to in paragraphs (d) and (e); and
- 7) perform such other duties as are imposed by these rules on the Treasurer.

10 ELECTION OF COMMITTEE

10.1 Nomination of committee members

- 1) Nomination for each candidate for election as Office-holder and ordinary Committee Members shall be proposed and seconded respectively by two Members at the Annual General Meeting.
- 2) Contested offices shall be subject to ballot at the Annual General Meeting of the Members present and voting there on.

10.2 Election of committee members

- 1) The election for the Office-holder and ordinary Committee Members shall be by ballot of Members present and voting there on, held at the Annual General Meeting.
- 2) No ballot shall be required when the number of candidates nominated for each office does not exceed the number of vacancies and they shall be declared duly elected.
- 3) A member who has nominated for the position may vote for himself or herself.

10.3 Terms of office

- 1) 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.
- 2) Subject to rule 12.5, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- 3) A committee member may be re-elected.

10.4 Resignation and removal from office

- 1) A committee member may resign from the committee by written notice given to the secretary.
- 2) The resignation takes effects:
 - a) When the notice is received by the secretary; or
 - b) If a later time is stated in the notice, at the later time.
- 3) At a general meeting, the Club may by resolution:
 - a) Remove a committee member from office; and
 - b) Elect a member who is eligible to fill a vacant position.
- 4) A committee member who is the subject to a proposed resolution under subrule 12.4 3) a. may make written representations (of a reasonable length) to the secretary and may ask that the representations be provided to members.
- 5) The secretary may give a copy of the representation to each member or, if they are not so given, the committee member may require then to be read out at the general meeting at which the resolution is to be considered.

10.5 When membership of committee ceases

- 1) A person ceases to be a committee member if the person:
 - a) Dies or otherwise ceases to be a member; or
 - b) Resigns from the committee or is removed from office; or
 - c) Becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
 - d) Becomes permanently unable to act as a committee member because of a mental or physical disability; or
 - e) Ceased to be a member of the Club.
- 2) When a person ceases to be a member of the 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, intellectual property and records they hold pertaining to the management of the Clubs's affairs.

10.6 Payment to committee members

- 1) At the discretion of the committee, and authorised by a resolution of the Club, a committee member may be entitled to be paid out of the funds of the Club for any out of-pocket expenses for travel and accommodation properly incurred:
 - a) in attending a committee meeting or
 - b) in attending a general meeting; or
 - c) otherwise in connection with the Club's business.

10.7 Committee meeting

- 1) The committee must meet at least 3 times during each season on the dates and at the times and places decided by the committee.
- 2) 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.
- 3) Special committee meeting may be convened by the secretary or any 2 committee members;

10.7.1 Notice of committee meetings

- 1) Notices of Committee Meetings shall be emailed out to all Members of the Committee at least 7 days before the date of such meeting.
- 2) Notification, to the Secretary by email or phone, of the non-attendance of a Committee member to a Committee Meetings is required before the date of such meeting.
- 3) Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.
- 4) The accidental omission to give any Member, or the non-receipt by any Member of any notice required by this Constitution, shall not invalidate or affect any proceedings at such meeting.

10.7.2 Procedure and order of business

- 1) The Committee shall meet as often may be required to conduct the business of the Club. The President or the Secretary or two Members of the Committee shall have the power to call a meeting of the Committee. The President shall take the chair at all Committee Meetings. Should the President not be present, then the Committee shall elect one of its number to take the chair.
- 2) Non committee members are welcome at meetings however their attendance at the meeting must be registered with the club secretary 24 hours before that meeting and if that person has any general business it must be included on the agenda 24 hours before the meeting.
- 3) The Committee shall have the power to delegate any of its powers to a Subcommittee to deal with any particular matter or matters and upon such terms as the Committee may think fit. The President and the Secretary shall be official Members of all Sub-Committees.
- 4) All acts or decisions done or made by any meeting of the Committee or any Member thereof shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Member or all or any of the Committee, be as valid as if they had all been properly appointed, unless it is proved that the appointment was made in fraud or bad faith.

10.7.3 Use of technology to be present at committee meetings

- 1) The presence of a committee member at a committee meeting need not be in attendance in person but may be by that committee member and each other committee member at the meeting simultaneously in contact by telephone or other means of instantaneous communication.
- 2) A member who participates in a committee meeting as allowed under subrule 12.7.3 1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

10.7.4 Quorum for committee meetings

- 1) No business is to be conducted at a committee meeting unless a quorum is present.
- 2) The quorum for Committee Meetings shall be four (4) Members present in person or remote attendance.
- 3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
 - a) In the case of a special meeting – the meeting lapses; or
 - b) Otherwise, the meeting is adjourned to the same time, day and place the following week.
- 4) If:
 - a) A quorum is not present within 30 minutes after the commencement time of a committee meeting held under subrule 30 b. ; and
 - b) At least 2 committee members are present at the meeting those members are taken to constitute a quorum.

10.7.5 Voting at committee meetings

- 1) Each Committee member has a deliberative vote.
- 2) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- 3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 4) 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) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

10.7.6 Minutes of committee meetings

- 1) The committee must ensure that minutes are taken and kept of each committee meeting.
- 2) The minutes must record the following:
 - a) The names of the committee members present at the meeting;
 - b) The names of any person attending the meeting under rule 12.7.2 2);
 - c) The business considered at the meeting;
 - d) Any motion on which a vote is taken at the meeting and the result of the vote.
- 3) The minutes of a committee meeting must be distributed to all committee members and a copy kept in the secretary files within 30 days after the meeting is held.
- 4) 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) 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 records; and
 - c) Any appointment purportedly made at the meeting was validly made.

11 GENERAL MEETINGS

11.1 Annual General Meeting

- 2) The committee must determine the date, time and place of the annual general meeting.
- 3) If it is proposed to hold the annual general meeting more than 6 months after the end of the Club's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- 4) The ordinary business of the annual general meeting is as follows:
 - a) To confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - b) To receive and consider:
 - i) The committee's annual report on the Club's activities during the preceding financial year; and
 - ii) If the Club is a tier 1 association, the financial statements of the Club for the preceding financial year presented under Part 5 of the Act; and
 - iii) If the Club is a tier 2 association or tier 3 association, the financial report of the Club for the preceding financial year presented under Part 5 of the Act;
 - iv) If required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;

- c) To elect the office holders of the Club and other committee members;
 - d) If applicable, to appoint or remove a reviewer or auditor of the Club in accordance to the Act;
 - e) To confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
 - f) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.
- 5) The Annual General Meeting may make By-Laws necessary for-proper administration of the Club.

11.2 Special general meetings

- 1) The Committee may at any time convene a special general meeting;
- 2) the committee must convene a special general meetings if at least 20% of the members require a special general meeting to be convened.
- 3) The members requiring a special general meeting to be convened must:
 - a) Make the requirements by written notice to the secretary; and
 - b) State in the notice the business to be considered at the meeting; and
 - c) Each sign the notice.
- 4) The special general meeting must be convened within 28 days after notice is given under subrule 3).
- 5) If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- 6) A special general meeting convened by members under subrule (5) –
 - a) Must be held within 3 months after the date the original requirement was made; and
 - b) May only consider the business stated in the notice by which the requirement was made.
- 7) The Club must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5)

11.3 Notice of general meetings

- 1) The secretary or, in the case of a special general meeting convened under rule 13.2 (5), the members convening the meeting, must give to each member-
 - a) At least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - b) At least 14 days' notice of a general meeting in any other case.
- 2) The notice must –
 - a) Specify the date, time and place of the meeting; and
 - b) Indicate the general nature of each item of business to be considered at the meeting; and
 - c) If the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee; 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 13.4 (7).
- 3) The accidental omission to give any Member, or the non-receipt by any Member of any notice required by this Constitution, shall not invalidate or affect any proceedings at such meeting.

11.4 Proxies

- 1) Subject to subrule (2), 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.
- 2) An ordinary member may be appointed the proxy for one other members.

- 3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- 4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- 5) 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) 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.
- 7) Notice of a general meeting given to an ordinary member under subrule 13.3 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.
- 8) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- 9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Club not later than 24 hours before the commencement of the meeting.

11.5 Use of technology to be present at general meetings

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

11.6 Presiding member and quorum for general meetings

- 1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- 2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the committees members at the meeting must choose one of them to act as chairperson of the meeting.
- 3) The President of the Club shall take the chair at all General Meetings. Should the President not be present then the Members shall elect a Member to take the chair.
- 4) No business is to be conducted at a general meeting unless a quorum is present.
- 5) At a general meeting twenty (20) members present in person constitute a quorum.
- 6) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting-
 - a) In the case of a special general meeting – the meeting lapses; or
 - b) In the case of the annual general meeting – the meeting is adjourned to-
 - i) the same time and day the following week; and
 - ii) the same place, unless that 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.
- 7) If –
 - a) A quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule 4) (b); and
 - b) At least 2 ordinary members are present at the meeting,
- 8) those members present are taken to constitute a quorum.

11.7 Adjournment of general meeting

- 1) 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.
- 2) Without limiting subrule 1), a meeting may be adjourned –
 - a) If there is insufficient time to deal with the business at hand; or
 - b) To give the members more time to consider an item of business.
- 3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 4) Notice of adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 13.3

11.8 Voting at general meeting

- 1) On any question arising at a general meeting-
 - a) Each ordinary member has one vote; and
 - b) Ordinary members may vote personally or by proxy.
- 2) 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.
- 3) If votes are divided equally on a questions, the chairperson of the meeting has a second or casting vote.
- 4) 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.
- 5) For a person to be eligible to vote at a general meeting as an ordinary member, the ordinary member-
 - a) Must have been an ordinary member at the time notice of the meeting was given under rule 13.3; and
 - b) Must have paid any fee or other money payable to the Club by the member.

11.9 Determining whether resolution carried

- 1) The chairperson of a general meeting may, on the basis of general agreement or by a show of hands, declare that a resolution has been-
 - a) Carriers; or
 - b) Carried unanimously; or
 - c) Carried by a particular majority; or
 - d) Lost.
- 2) If the resolution is a special resolution, the declaration under subrule (1) must identify the resolution as a special resolution.
- 3) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 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 on the basis of the poll.

Note:” Poll” means that process of voting in relation to a matter that is conducted in writing.

- 4) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- 5) 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) A declaration under subrule 1) or 3) 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.

11.10 When special resolutions are required

- 1) A special resolution is required if it is proposed at a general meeting —
 - a) to affiliate the Association with another body; or
 - b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- 2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.
- 3)

Note for this rule:

Under the Act, a special resolution is required if an incorporated association proposes to do any of the following—

- a) to adopt these model rules (section 29(1));
- b) to alter its rules, including changing the name of the association (section 30(1));
- c) to decide to apply for registration or incorporation as a prescribed body corporate (section 93(1));
- d) to approve the terms of an amalgamation with one or more other incorporated associations (section 102(4));
- e) to be wound up voluntarily (section 121(2)) or by the Supreme Court (section 124(a) and Schedule 4 item 9);
- f) to cancel its incorporation (section 129).

11.11 Minutes of general meeting

- 1) The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- 2) The minutes must record the business considered at the meeting, any resolution on which a vote was taken and the result of the vote.
- 3) In addition, the minutes of each annual general meeting must record-
 - a) The name of the ordinary members attending the meeting; and
 - b) Any proxy forms given to the chairperson of the meeting; and
 - c) The financial statements or financial report presented at the meeting (as applicable); and
 - d) Any report of the review or auditor's report on the financial statements or financial report presented at the meeting (as applicable)
- 4) The minutes of a general meeting must be entered in the Club's minute book within 30 days after the meeting is held.
- 5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by-
 - a) The chairperson of the meeting; or
 - b) The chairperson of the next general meeting.
- 6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence of the contrary, taken to be proof that-
 - a) The meeting to which the minutes relate was duly convened and held; and
 - b) The matters recorded as having taken place at the meeting took place as recorded; and
 - c) Any election or appointment purportedly made at the meeting was validly made.

12 FINANCES

12.1 Source of funds

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

12.2 Control of funds

- 1) All moneys of the Club shall be paid into the account(s) of the Club at such bank or other financial institutions as the Committee may from time to time direct.
- 2) No moneys shall be paid from the Club's account(s) without authority from the committee members authorised by the Committee. No payments shall be authorised or money withdrawn unless such withdrawal has been approved by the Committee, or in the case of urgency, by the President, Vice President and the Secretary.
- 3) At the discretion of the committee, and authorised by a resolution of the Club, a committee member may be entitled to be paid out of the funds of the Club for any out-of-pocket expenses for travel and accommodation properly incurred:
 - a) in attending a committee meeting or
 - b) In attending a general meeting; or
 - c) otherwise in connection with the Club's business.

12.3 Financial statements and financial reports

- 1) The books and accounts of the Club shall be audited annually by an auditor appointed at the Annual General Meeting.

13 GENERAL MATTERS

13.1 By-laws

- 1) The Club may, by resolution at a general meeting, make amend or revoke by laws.
- 2) By-laws may –
 - a) Provide for the rights and obligations that apply to any classes of associate membership approved under rule 5.5 2); and
 - b) Impose restrictions on the committee's powers, including the power to dispose of the Club's assets; and
 - c) Impose requirements relating to the financial reporting and financial accountability of the Club and the auditing of the Club's accounts; and
 - d) Provide for any other matter the Club considers necessary or convenient to be dealt with in the by-laws.
- 3) A by-law is if no effect to the extent that it is inconsistent with the Act, the regulations or there rules.
- 4) Without limiting subrule 3), a by-law made for the purposes of subrule 2) c. may only impose requirements on the Club that are additional to, and do not restrict, a requirement imposed on the Club under part 5 of the Act.
- 5) At the request of a member, the Club must make a copy of the by-laws available for inspection by a member.

13.2 Correspondence / communication

- 1) All correspondence whether it be electronic or in print form must be forwarded onto the Secretary.
- 2) Communication in way of emails, text messages and phone calls to be of a minimum between Office-bearers and/or Executive Committee Members and Coaches.
- 3) All complaints are to be in writing and attention to the President or Secretary. No communication should be made with our governing body the Tee -Ball Club of Western Australia until our Club has had an opportunity to resolve any issue.

13.3 Common seal

- 1) The common seal of the Club engraved with the name of the Club shall be kept in the care of the President. The seal shall not be used or affixed to any deed or other document except pursuant to the

resolution of the Committee and in the presence of the President and two Members of the Committee both of whom shall subscribe their names as witnesses.

- 2) The secretary must make a written record of each use of the common seal.
- 3) The common seal must be kept in the custody of the secretary or another committee member authorised by the committee.

13.4 Giving notices to members

- 1) In this rule –

recorded means recorded in the registrar of members.

- 2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and-
 - a) Delivered by hand to the recorded address of the member; or
 - b) Sent by prepaid post to the recorded postal address of the member; or
 - c) Sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

13.5 Custody of books and securities

- 1) Subject to subrule 2), the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
- 2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.
- 3) Subrules 1) and 2) have effect except as otherwise decided by the committee.
- 4) The books of the Association must be retained for at least 7 years.

13.6 Record of office holders

The record of committee members and other persons authorised to act on behalf of the Association 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.

Act Requirements – Record of office holders

Under section 58 of the Act an association must maintain a record of –

- *the names and addresses of the persons who are members of its management committee; or hold other offices of the association provided for by its rules;*
- *the name and address of any person who is authorised to use the common seal of the association (if it has a common seal); and*
- *the name and address of any person who is appointed or acts as trustee on behalf of the association.*

Under section 58 of the Act the association must, upon the request of a member of the association, 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.

13.7 Inspection of records and documents

A member, may at any reasonable time, inspect the books, documents, records and securities of the Club.

- 1) The Committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- 2) The member must contact the Secretary to make the necessary arrangements for the inspection.

- 3) The inspection must be free of charge.
- 4) The member may make a copy of, or take an extract from, a record or document but does not have a right to remove the record or document for that purpose.

13.8 Publication by committee members of statements about Club business prohibited

A committee member must not publish, or cause to be published, any statement about the business conducted by the Association 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.

13.9 Alteration of rules

- 1) The Club may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 30, 31 and 33 of the Act, which is as follows;
 - a) Subject to sub-rule (d) and (e), the Club may alter its rules by special resolution but not otherwise;
 - b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Club), the Club must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Club as so altered conform to the requirements of this Act;
 - c) An alteration of the rules of the Club does not take effect until sub-rule (b) is complied with;
 - d) An alteration of the rules of the Club having effect to change the name of the Club does not take effect until sub-rules (a) to (c) are complied with and the approval of the Commissioner is given to the change of name;
 - e) An alteration of the rules of the Club having effect to alter the objects or purposes of the Club does not take effect until sub-rules (a) to (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- 2) These rules bind every member and the Club to the same extent as if every member and the Club had signed and sealed these rules and agreed to be bound by all their provisions.

13.10 Dissolution

Whilst following the Act section 24, The Club may be dissolved or wound up at any General or Special General Meeting called for such purpose. If upon the dissolution or winding up of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Club but shall be given or transferred to some other Club or Institution, as agreed by the General Meeting, having objects similar wholly or in part to the objects of the Club or shall be given or transferred to the Tee-Ball Club of Western Australia.

13.11 Interpretation

- 1) In this constitution masculine includes feminine.
- 2) “In writing” or “written” means and includes printing or other means of representing or reproducing words in visible form. Words importing singular include the plural and words imparting plural include the singular where the context permits.

13.12 Conflict of interest

- 1) As required under sections 42 and 43 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Club is established), must;
 - a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
 - b) not take part in any deliberations or decision of the Committee with respect to that contract.

The Secretary must ensure every disclosure made by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.