

Proposed Amended Constitution

International Practical Shooting Confederation WA (Inc)

Rules

September 2020



PART 1 — PRELIMINARY

1. Terms used

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

Affiliated Club means a shooting club incorporated in Western Australia that has affiliated to and is a member of the Association;

Association means the incorporated association to which these rules apply;

books of the Association, includes the following —

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

by laws means by-laws made by the Association under rule 62;

chair means the State Council member chairing a meeting of the Association or of the State Council;

chairperson or section coordinator means the State Council member holding office as the chairperson of the Association;

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

financial records includes —

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

financial report has the meaning given in section 63 of the Act;

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

financial year of the Association, has the meaning given in rule 2;

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

Honorary Life Member means a member who has been granted honorary life membership by the Association;

individual member means an individual who is 18 years of age or older who is a member of the Association;

junior member means an individual who is under 18 years of age who is a member of the Association.

IPSC means International Practical Shooting Confederation (incorporated in the USA);

IPSC Australia means International Practical Shooting Confederation Australia, the national body for the sport in Australia;

IPSCWA means International Practical Shooting Confederation WA (Inc);

member means a member with the rights referred to in rule 8;

NROI or NROIA means the National Range Officers Institute (Australia);

NROI Representative means the person recommended by the State Council to, and accepted by the NROIA, to represent the interests of the Association with NROIA and to provide guidance on range officer matters to the Association through the State Council;

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

rules means these rules of the Association, as in force for the time being;

secretary means the State Council member holding office as the secretary of the Association;

special general meeting means a general meeting of the Association 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;

State Council means the management committee of the Association;

State Council meeting means a meeting of the State Council;

State Council member means a member of the State Council;

State Scorer means the person appointed by the State Council to record the attendance and scores of sanctioned competitions and provide the scores in the prescribed format to the national grading officer of IPSC Australia;

subcommittee means a subcommittee appointed by the State Council under rule 47(1)(a);

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

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

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

treasurer means the State Council member holding office as the treasurer of the Association.

vice chairperson or deputy section coordinator means the committee member holding office as the vice chairperson of the Association, to undertake the duties of the chairperson in the chairpersons absence;

web communications officer means the person appointed by the state council to administer the Associations online presence including website and social media.

2. Name of Association and Financial year

(1) The Name of the Association is International Practical Shooting Confederation WA (Inc).

(2) The Financial Year of the Association is the period of 12 months commencing on 1 July and ending on 30 June the following year.

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY AND OBJECTS

3. Not-for-profit body and Objects

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member or State Council member out of the funds of the Association only if it is authorised under subrule (3).
- (3) A payment to a member or State Council member out of the funds of the Association is authorised if it is—
 - (a) the payment in good faith to the member or State Council member for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member or State Council member on behalf of the Association;
 - (e) the payment in good faith to the member or State Council member as reasonable remuneration (including an honorarium) for any services provided to the Association. Any such payment must be for services already provided and must be approved by members at an Annual General Meeting prior to any payment being made.
- (4) The Objects of the Association are:
 - (a) To act as the coordinating body for, promote, develop and foster the discipline of IPSC practical shooting within Western Australia;
 - (b) To conduct practical shooting competitions, events, and associated activities;
 - (c) To represent the interests of members in appropriate forums;
 - (d) To raise monies for any of the objects or purposes of the Association including but not limited to subscriptions, donations, sponsorship, and fundraising and any other lawful means;
 - (e) To manage and enter Association teams in various practical shooting competitions.
 - (f) To do all things that may be necessary, conducive or incidental to the extension or implementation of the stated objects.
 - (g) To undertake any other activities not inconsistent with the above objects to enhance, promote or protect the interests of the Association.

PART 3 — MEMBERS

Division 1 — Membership

4. Eligibility for membership

- (1) Any shooting club that is incorporated in Western Australia and supports the objects or purposes of the Association is eligible to apply to become an Affiliated Club.
- (2) Any person who is a member of an Affiliated Club and supports the objects or purposes of the Association is eligible to apply to become an individual member.

- (3) All members that are, prior to the approval of these rules under the Act, members of the Association shall be deemed to be members for the purposes of these rules, from the time of approval of these rules under the Act.

5. Applying for membership

- (1) A shooting club or person that wants to become a member must apply in writing (including by electronic means) to the Association on any prescribed form approved by the State Council from time to time.
- (2) Any shooting club application for membership must provide the information required to be submitted by the State Council, including but not necessarily limited to:
 - (a) An application in writing, signed by the president and secretary of the shooting club
 - (b) The names and addresses of the club's Management Committee;
 - (c) Location of the club's range or proposed range;
 - (d) Certificate of incorporation;
 - (e) An undertaking to be bound by these rules, any by-laws, policies and procedures, and regulations of the Association;
 - (f) An undertaking to run all Practical Shooting matches conducted under the auspices of the Association, under the International Practical Shooting Confederation Rules;
 - (g) A copy of the club's current Rules (Constitution) as held by the relevant government department;
 - (h) A certificate of currency of the club's public liability insurance.

and be accompanied by any application fee determined by the State Council to be appropriate from time to time.

- (3) Any application for individual membership must provide the information required to be submitted by the State Council, including but not necessarily limited to:
 - (a) A members nomination of the applicant for individual membership and be signed by the applicant and the member nominating the applicant and
 - (b) Written confirmation from the president or secretary of the applicants Affiliated Club that the person is a current financial member of that Affiliated Club;

and be accompanied by any application fee determined by the State Council to be appropriate from time to time.

- (4) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

6. Dealing with membership applications

- (1) The State Council must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) Subject to subrule (3), the State Council must consider applications in the order in which they are received by the Association.
- (3) The State Council may delay its consideration of an application if the State Council considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The State Council must not accept an application unless the applicant —
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 5.

- (5) The State Council may reject an application even if the applicant —
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 5.
- (6) The Secretary must, in writing either by post or electronic means, notify the applicant of the State Council's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the State Council rejects the application, the State Council is not required to give the applicant its reasons for doing so.

7. Becoming a member and member acknowledgment

- (1) An applicant for membership of the Association becomes a member when —
 - (a) the State Council agrees to the applicant becoming a member; and
 - (b) the applicant pays any membership fees payable to the Association under rule 12.
- (2) Members acknowledge and agree that:
 - (a) These rules constitute a contract between each of them and the Association and that they are bound by these rules, any by-laws, policies, procedures and codes of conduct;
 - (b) they shall comply with and observe these rules, any by-laws, policies, procedures and codes of conduct and any determination, resolution or policy which may be made or passed by the State Council or any duly authorised subcommittee;
 - (c) by submitting to these rules, any by-laws, policies, procedures and codes of conduct they are subject to the jurisdiction of the Association;
 - (d) these rules are made in pursuit of a common purpose, namely for the mutual and collective benefit of the Association, the members and practical shooting;
 - (e) these rules, any by-laws, policies, procedures and codes of conduct are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the sport;
 - (f) neither membership of the Association nor these rules gives rise to any proprietary right of members in, to or over the Association or its property or assets;
 - (g) their membership of the Association automatically makes them a member of IPSC Australia, the national body of IPSC, and they agree to abide by the rules of that association.

8. Classes of membership

- (1) The Association shall consist of the following classes of members:
 - (a) Affiliated clubs that, subject to this Constitution shall have the right to receive notice of general meetings and to be present and debate at general meetings.
 - (b) Individual members being those members 18 years of age and over who, subject to this Constitution shall have the right to receive notice of general meetings and to be present and debate and vote at general meetings.
 - (c) Honorary Life Members being those members admitted under Rule 8(2) who, subject to this Constitution shall have the right to receive notice of general meetings and to be present, debate and vote at general meetings.
 - (d) Junior members being those members under 18 years of age who, subject to this Constitution shall have the right to receive notice of general meetings and to be present and debate but not vote at general meetings.
- (2) Honorary Life Membership
 - (a) The State Council may, of its own volition or as a result of a nomination received from from a member, recommend to a general meeting of the Association any natural person to be awarded Honorary Life Membership provided such person:
 - i. has been an individual member of the Association for not less than 10 consecutive years and is a current member

- ii. has provided exemplary service to the Association and the shooting community, above and beyond that reasonably expected
 - iii. has carried out a unique and specific act for the benefit of and recognised by the Association.
 - (b) Any Honorary Life Membership awarded by the Association in general meeting:
 - i. subject to subrule ii, may not be rescinded by the Association in general meeting except by special resolution;
 - ii. shall be subject to the person continuing to be an individual member of the Association;
 - (c) At the time of adoption of this Constitution, the Honorary Life Members of the Association shall be those persons (if any) currently recognised by the Association as Honorary Life Members.
- (3) The State Council may create additional classes of membership with certain rights and obligations.

9. When membership ceases

- (1) A member ceases to be a member when any of the following takes place —
 - (a) the member dies;
 - (b) the member resigns from the Association under rule 10;
 - (c) the member is expelled from the Association under rule 15;
 - (d) the member ceases to be a member under rule 12(4).
- (2) The secretary must keep a record, for at least one year after a member ceases to be a member, of —
 - (a) the date on which the member ceased to be a member; and
 - (b) the reason why the member ceased to be a member.

10. Resignation

- (1) A member may resign from membership of the Association 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 that later time.
- (3) A member who has resigned from membership of the Association remains liable for any fees and or outstanding monies that are owed to the Association (the owed amount) at the time of resignation.
- (4) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

11. Rights not transferable

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

Division 2 — Membership fees

12. Membership fees

- (1) The State Council shall determine the nomination fee (if any) and the annual membership fee to be paid for membership of the Association.
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) A member must pay the entrance fee (if applicable) and annual membership fee by electronic funds transfer or other form of approved on-line payment, to the treasurer, IPSC Australia or another person authorised by the State Council to accept payments, by the date determined by the State Council (the **due date**).
- (4) If a member has not paid the entrance fee (if applicable) and annual membership fee within the period of three months after the due date, the member ceases to be a member on the expiry of that period unless the State Council decides otherwise. The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.
- (5) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired —
 - (a) the State Council may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

Division 3 — Register of members

13. Register of members

- (1) The secretary, or another person authorised by the State Council, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (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's place of residence, or in a State council approved electronic cloud based storage system, or at another place determined by the State Council.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If —
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the State Council may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

14. Term used: member

In this Part —

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

Division 2 — Disciplinary action

15. Suspension or expulsion

- (1) The State Council may decide to suspend a member's membership or to expel a member from the Association if —
 - (a) the member contravenes any of these rules; or
 - (b) the member acts detrimentally to the interests of the Association; or
 - (c) contravenes any by-laws or policies of the Association.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the State Council meeting at which the proposal is to be considered by the State Council.
- (3) The notice given to the member must state —
 - (a) when and where the State Council 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 State Council about the proposed suspension or expulsion;
- (4) At the State Council meeting, the State Council 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 State Council 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 Association.
- (5) A decision of the State Council to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The State Council must give the member written notice of the State Council's decision, and the reasons for the decision, within 7 days after the State Council meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the State Council's decision under subrule (6), give written notice to the secretary requesting the appointment of a mediator under rule 23.
- (8) If notice is given under subrule (7), the member who gives the notice and the State Council are the parties to the mediation.

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

Division 3 — Resolving disputes

17. Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

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

18. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes —

- (a) between members; or
- (b) between one or more members and the Association.

19. Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

20. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, 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.
- (2) Within 28 days after the secretary is given the notice, a State Council meeting must be convened to consider and determine the dispute.
- (3) The secretary must give each party to the dispute written notice of the State Council meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

- (4) The notice given to each party to the dispute must state —
 - (a) when and where the State Council meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the State Council about the dispute.
- (5) If —
 - (a) the dispute is between one or more members and the Association; and
 - (b) any party to the dispute gives written notice to the secretary stating that the party —
 - (i) does not agree to the dispute being determined by the State Council; and
 - (ii) requests the appointment of a mediator under rule 23,

the State Council must not determine the dispute.

21. Determination of dispute by State Council

- (1) At the State Council meeting at which a dispute is to be considered and determined, the State Council must —
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the State Council about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The State Council must give each party to the dispute written notice of the State Council's determination, and the reasons for the determination, within 7 days after the State Council meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the State Council's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 23.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

22. Application of Division

- (1) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator —
 - (a) by a member under rule 15(7); or
 - (b) by a party to a dispute under rule 20(5)(b)(ii) or 21(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 23.

23. Appointment of mediator

- (1) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a member under rule 15(7) — by agreement between the member and the State Council; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 20(5)(b)(ii) or 21(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the State Council must appoint the mediator.

- (3) The person appointed as mediator by the State Council must be a person who has experience as a mediator or experience in the sport and recreation industry, if the appointment of a mediator was requested by —
 - (a) a member under rule 15(7); or
 - (b) a party to a dispute under rule 20(5)(b)(ii); or
 - (c) a party to a dispute under rule 21(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the State Council may be a member or former member of the Association but must not —
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

24. Mediation process

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

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

- If —
- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 15(7); and
 - (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a State Council meeting or general meeting during the period of suspension or expulsion.

PART 5 — STATE COUNCIL

Division 1 — Powers of State Council

26. State Council

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

Division 2 — Composition of State Council and duties of members

27. State Council members

- (1) The State Council members shall consist of -
 - (a) the office holders of the Association in subrule (2); and
 - (b) delegates from each Affiliated Club based on the following formula
 - i. 5-50 Association individual members – one delegate
 - ii. 51-100 Association individual members – two delegates
 - iii. 101 - 150 Association individual members – three delegates
 - iv. 151 and over Association individual members – four delegates (which shall be the maximum number of delegates permitted per Affiliated Club);
- (2) The following are the office holders of the Association —
 - (a) the chairperson;
 - (b) the vice chairperson
 - (c) the secretary;
 - (d) the treasurer.
- (3) A person may be a State Council member (office holder or delegate) only if the person is an individual member of the Association and has reached 18 years of age.
- (4) A person must not hold more than one office holder position detailed in subrule (2) at the same time.
- (5) Each Affiliated Club shall;
 - (a) within fourteen (14) days of each Annual General Meeting of the Association send written notice to the secretary of the Affiliated Club's nominated delegates to the State Council, and
 - (b) send written notice to the secretary of any changes to the Affiliated Club's nominated delegates to the State Council, including both permanent and temporary (eg as a substitute for a particular State Council meeting) changes.

28. Chairperson

- (1) It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each State Council meeting and general meeting.

- (2) The chairperson has the powers and duties relating to convening and presiding at State Council meetings and presiding at general meetings provided for in these rules.
- (3) The chairperson shall represent the Association at IPSC Australia meetings.

29. Secretary

The secretary has the following duties —

- (a) ensuring that the Association has in place, and uses, a recognised cloud based reputable communication and document storage and retrieval system for its communication and documentation requirements (eg Office 365);
- (b) dealing with the Association's correspondence;
- (c) consulting with the chairperson regarding the business to be conducted at each State Council meeting and general meeting;
- (d) preparing the notices required for meetings and for the business to be conducted at meetings;
- (e) unless another member is authorised by the State Council to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (f) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (g) unless another member is authorised by the State Council to do so, maintaining on behalf of the Association a record of State Council members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (h) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (i) maintaining full and accurate minutes of State Council meetings and general meetings;
- (j) unless another member is authorised by the State Council to do so, maintaining on behalf of the Association a Working With Children Register;
- (k) Upon ceasing to undertake the role of secretary, providing a "handover" to the incoming secretary, including but not limited to logins and passwords for all accounts operated by the secretary, all Association record books, minutes, other documents and the like;
- (l) carrying out any other duty given to the secretary under these rules or by the State Council.

30. Treasurer

The treasurer has the following duties —

- (a) ensuring that the Association has in place, and uses, a recognised cloud based reputable accounting package for its finances (eg Xero, MYOB);
- (b) ensuring that any amounts payable to the Association are collected and issuing receipts if required for those amounts in the Association's name;
- (c) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the State Council;
- (d) ensuring that any payments to be made by the Association that have been authorised by the State Council or at a general meeting are made on time;
- (e) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (f) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (g) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (h) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;

- (i) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (j) Upon ceasing to undertake the role of treasurer, providing a "handover" to the incoming treasurer, including but not limited to logins and passwords for all accounts operated by the treasurer, all financial records, books, statements, invoices, receipts and the like;
- (k) carrying out any other duty given to the treasurer under these rules or by the State Council.

Division 3 — Election of State Council members and tenure of office

31. How members become State Council members

A person becomes a State Council member if the person —

- (a) is elected to the State Council as an office holder at a general meeting; or
- (b) is appointed by the State Council to fill a casual vacancy of office holder under rule 37;
- (c) is appointed as an Affiliated Club's delegate under rule 27(1)(b).

32. Nomination of Office Holders to State Council

- (1) At least 28 days before an annual general meeting, the secretary must send written notice to all the members —
 - (a) calling for nominations for election of office holders to the State Council; and
 - (b) stating the date by which nominations must be received by the secretary to comply with subrule (2).
- (2) A person who wishes to be considered for election to an office holder position on the State Council at the annual general meeting must nominate for election by sending written notice, endorsed by the nominee and another member, to the secretary at least seven (7) clear days before the annual general meeting.

33. Election of office holders

- (1) At the annual general meeting, a separate election must be held for each position of office holder of the Association.
- (2) If only one member has nominated for a position, the members at the meeting must nevertheless still vote in accordance with procedures that have been determined by the State Council to decide whether the member should be elected to the position.
- (3) If more than one member has nominated for a position, the members at the meeting must vote in accordance with procedures that have been determined by the State Council to decide who is to be elected to the position.
- (4) Each member present and entitled to vote at the meeting may vote for one member who has nominated for the position.
- (5) A member who has nominated for the position may vote for himself or herself.
- (6) The chair shall appoint two (2) independent scrutineers to count the votes and report the result to the meeting.
- (7) If there is no nomination for a position, the position shall be declared vacant.

- (8) The newly elected office holders will assume their positions at the conclusion of the AGM at which they are elected.

34. Term of office

- (1) The term of office of an office holder begins when the member —
 - (a) is elected at an annual general meeting or under subrule 35(3)(b); or
 - (b) is appointed to fill a casual vacancy under rule 37.
- (2) Subject to rule 36, an office holder holds office until the positions of the office holders are declared vacant at the next annual general meeting.
- (3) An office holder may be re-elected for a maximum of eight (8) consecutive one (1) year terms.
- (4) The term of office of a delegate begins when written notice has been received by the secretary in accordance with rule 27(5)(a) or 27(5)(b).

35. Resignation and removal from office

- (1) A office holder or delegate may resign from the State Council by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (2) 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.
- (3) At a general meeting, the Association may by resolution —
 - (a) remove an office holder or delegate from office; and
 - (b) elect a member who is eligible under rule 27(3) to fill the vacant position of an office holder.
- (4) An office holder or delegate who is the subject of a proposed resolution under subrule (3)(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.
- (5) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the office holder or delegate may require them to be read out at the general meeting at which the resolution is to be considered.

36. When membership of State Council ceases

- A person ceases to be a State Council member if the person —
- (a) dies or otherwise ceases to be a member; or
 - (b) resigns from the State Council or is removed from office under rule 35; or
 - (c) becomes ineligible to accept an appointment or act as a member of the State Council under section 39 of the Act;
 - (d) becomes permanently unable to act as a member of the State Council because of a mental or physical disability; or
 - (e) fails to attend three (3) consecutive State Council meetings, of which the person has been given notice, without having notified the State Council that the person will be unable to attend.

37. Filling casual vacancies

- (1) The State Council may appoint a member who is eligible under rule 27(3) to fill a position of office holder that —

- (a) has become vacant under rule 36; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 35(3)(b).
- (2) If the position of secretary becomes vacant, the State Council must appoint a member who is eligible under rule 27(3) to fill the position as soon as practicable after the vacancy arises.
 - (3) If the position of treasurer becomes vacant, the State Council must appoint a member who is eligible under rule 27(3) to fill the position as soon as practicable after the vacancy arises.
 - (4) Subject to the requirement for a quorum under rule 44, the State Council may continue to act despite any vacancy in its membership.
 - (5) If there are fewer State Council members than required for a quorum under rule 44, the State Council may act only for the purpose of —
 - (a) appointing office holders under this rule; or
 - (b) convening a general meeting.

38. Duty of good faith, proper purpose and validity of acts

- (1) State Council Members must comply with the requirements of the Act and in particular act in good faith in the best interests of the Association and for a proper purpose.
- (2) The acts of a State Council or subcommittee, or of a State Council member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a State Council member or member of a subcommittee.

39. Payments to State Council members

- (1) In this rule —
 - State Council member** includes a member of a subcommittee;
 - State Council meeting** includes a meeting of a subcommittee.
- (2) A State Council member may be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred in connection with the Association's business provided such payment is approved in advance by the State Council.
- (3) A State Council member may be paid an honorarium or an amount by way of remuneration for services rendered out of the funds of the Association in accordance with rule 3(3)(e).

Division 4 — State Council meetings

40. State Council meetings

- (1) The State Council must meet at least 11 times in each year on the dates and at the times and places determined by the State Council.
- (2) The first State Council meeting after each Annual General Meeting shall be held on the first Tuesday of the month following the Annual General Meeting with subsequent meeting dates determined as required by the State Council members.

41. Notice of State Council meetings

- (1) Notice of each State Council meeting must be given to each State Council member at least 72 hours before the time of the meeting.

- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the State Council members at the meeting unanimously agree to treat that business as urgent.

42. Procedure and order of business

- (1) The chairperson or, in the chairpersons absence, the vice chairperson must preside as chair of each State Council meeting.
- (2) If the chairperson and vice chairperson are absent or are unwilling to act as chair of a meeting, the State Council members at the meeting must choose one of them to act as chair of the meeting.
- (3) The procedure to be followed at a State Council meeting must be determined from time to time by the State Council.
- (4) The order of business at a State Council meeting may be determined by the State Council members at the meeting.
- (5) A member or other person who is not a State Council member may attend a State Council meeting if invited to do so by the State Council or approved by the chairman. Such persons shall include but not be limited to;
 - (a) the NROI Representative
 - (b) the State Scorer
 - (c) the Web Communications Officer
- (6) A person invited under subrule (5) to attend a State Council 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 State Council to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

43. Use of technology to be present at State Council meetings

- (1) The presence of a State Council member at a State Council meeting need not be by attendance in person but may be by that State Council member and each other State Council member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a State Council 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.

44. Quorum for State Council meetings

- (1) Subject to rule 37(5), no business is to be conducted at a State Council meeting unless a quorum is present.

If a quorum is not present within 30 minutes after the notified commencement time of a State Council meeting, the meeting is adjourned to the same time, day and place in the following week.

- (2) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of a State Council meeting held under subrule (2)(b); and
 - (b) at least four (4) State Council members are present at the meeting, those members present are taken to constitute a quorum.
- (3) Eight (8) State Council members will constitute a quorum for the conduct of the business of a State Council meeting.

45. Voting at State Council meetings and Material Personal Interest

- (1) Each State Council member present at a State Council meeting has one vote on any question arising at the meeting. For purposes of clarity, each delegate from an Affiliated Club may only exercise one (1) vote.
- (2) If a State Council member is both a delegate and an office holder, then this State Council member has one vote on any question arising at the meeting, unless this State Council member is the chair of the meeting, in which case they shall have a second or casting vote in accordance with rule 45 (4).
- (3) A motion is carried if a majority of the State Council members present at the State Council meeting vote in favour of the motion.
- (4) If the votes are divided equally on a question, the chair of the meeting shall have a second or casting vote.
- (5) A vote may take place by the State Council members present indicating their agreement or disagreement or by a show of hands, unless the State Council decides that a secret ballot is needed to determine a particular question.
- (6) If a secret ballot is needed, the chair of the meeting must decide how the ballot is to be conducted.
- (7) The State Council may determine any issue that requires State Council consent or approval by circular resolution whereby each State Council member may indicate his or her vote on the issue by electronic response in the form of an email or any other method approved by the State Council.
- (8) A member of the State Council who has a material personal interest in a matter being considered at a State Council meeting must, as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the State Council and at the next Annual General Meeting.
- (9) Subrule (6) does not apply in respect of a material personal interest —
 - (a) that exists only because the member —
 - i. is an employee of the incorporated association; or
 - ii. is a member of a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the association.
- (10) A disclosure of a material personal interest required by subrule (6) must give details of —
 - (a) the nature and extent of the interest; and
 - (b) the relation of the interest to the activities of the incorporated association.

- (11) The details referred to in subrule (8) must be recorded in the minutes of the meeting of the State Council at which the disclosure is made.
- (12) A member of the State Council who has a material personal interest in a matter being considered at a meeting of the State Council must not —
 - (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter.
- (13) Subrule (10) does not apply in respect of a material personal interest —
 - (a) that exists only because the member belongs to a class of person for whose benefit the association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the association.

46. Minutes of State Council meetings

- (1) The State Council must ensure that minutes are taken and kept of each State Council meeting.
- (2) The minutes must record the following —
 - (a) the names of the State Council members present at the meeting;
 - (b) the name of any person attending the meeting under rule 42(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a State Council meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of a State Council meeting are reviewed and signed as correct by —
 - (a) the chair of the meeting; or
 - (b) the chair of the next State Council meeting.
- (5) When the minutes of a State Council meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

Division 5 — Subcommittees and subsidiary offices

47. Subcommittees and subsidiary offices

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

- (5) Persons appointed to Association subcommittees or subsidiary offices and Association subcommittees shall be subject to the material personal interest disclosure requirements and keeping of records particularised at rules 45(6) to 45(11).

48. Delegation to subcommittee and holders of subsidiary offices

- (1) In this rule —
non-delegable duty means a duty imposed on the State Council by the Act or another written law.
- (2) The State Council may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the State Council other than —
—
(a) the power to delegate; and
(b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a 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.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the State Council specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the State Council from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the State Council.
- (7) The State Council may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF ASSOCIATION

49. Annual general meeting

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

50. Special general meetings

- (1) The State Council may convene a special general meeting.
- (2) The State Council must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
 - (a) make the requirement by written notice given to the 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)(a).
- (5) If the State Council 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.

The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5). Reasonable expenses shall be limited to those expenses that the State Council would have incurred had it called the special general meeting.

51. Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 50(5), the members convening the meeting, subject to rule 51(1)(c), must give to each member —
 - (a) at least 28 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 21 days' notice of a general meeting in any other case.
 - (c) the notice period referred to in this rule may be abridged by agreement of the members by way of a special resolution passed at the relevant meeting.
- (2) The notice must —
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if 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;
- (3) A general meeting must be held at a location that is no greater than 20 kilometres from the Perth central business district.

52. Proxies

- (1) Subject to subrules (2), and (4) an individual member may appoint an individual who is an individual member (including the chairperson or another office holder) as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) Except for the chairperson, an individual member may be appointed the proxy for not more than 2 other members.
- (3) The chairperson may be appointed the proxy for any number of other members provided:
 - (a) the votes cast by the chairperson at the general meeting are expressly made in accordance with the voting directions selected by a member on their proxy form; and
 - (b) the number of proxies held by the chairperson, along with a tally of the voting instructions received by the chairperson for each agenda item are disclosed to the meeting prior to the votes being cast by the members; and
 - (c) the chairperson does not exercise voting power for any undirected proxies unless the voting intentions of the chairperson for the respective agenda items are clearly disclosed in the notice of meeting and attached proxy form; and
 - (d) the chairperson does not exercise votes under this subrule where the vote relates to the election of an office holder or any other business that is not proposed in the notice of meeting.
- (4) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (5) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.

- (6) 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.
- (7) If the State Council 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.
- (8) Notice of a general meeting given to member under rule 51 must —
 - (a) state that the member may appoint an individual who is an individual member as a proxy for the meeting; and
 - (b) include a copy of any form that the State Council has approved for the appointment of a proxy.
- (9) A form appointing a proxy must be given to the secretary two (2) clear business days before the commencement of the general meeting for which the proxy is appointed.
- (10) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than two (2) clear business days before the commencement of the meeting.

53. Presiding member and quorum for general meetings

- (1) The chairperson or, in the chairperson's absence, the vice chairperson must preside as chair of each general meeting.
- (2) If the chairperson and vice chairperson are absent or are unwilling to act as chair of a general meeting, the State Council members at the meeting must choose one of them to act as chair of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to —
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the chair 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.
- (5) 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 5 members are present at the meeting, those members present are taken to constitute a quorum.
- (6) A number comprising 25 members entitled to vote under these rules at a general meeting will constitute a quorum for the conduct of business at a general meeting.

54. Adjournment of general meeting

- (1) The chair of a general meeting at which a quorum is present may, with the consent of a majority of the 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 the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 51.

55. Voting at general meeting

- (1) On any question arising at a general meeting each individual member entitled to vote is entitled to one vote on each question.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the members present and entitled to vote at a general meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the result is taken to be in the negative and the motion is lost.

56. 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; or
 - (c) to alter or rescind any of these rules, or to make additional rules pursuant to rule 70; or
 - (d) to abridge time pursuant to rule 51(1)(c).
 - (e) to rescind an award of Honorary Life Membership under rule 8(2)(b).
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

57. Determining whether resolution carried

- (1) In this rule —

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

- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chair.
- (7) A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

58. Minutes of general meeting

- (1) The secretary, or a person authorised by the State Council from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
 - (a) the names of the members attending the meeting; and
 - (b) the financial statements or financial report presented at the meeting, as referred to in rule 49(3)(b)(ii) or (iii); and
 - (c) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 49(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (5) The chair must ensure that the minutes of a general meeting are reviewed and signed as correct within 30 days of the general meeting by the chair of the meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

59. Source of funds

The funds of the Association may be derived from entrance fees, annual membership fees, donations, fund-raising activities, grants, interest and any other sources approved by the State Council.

60. Control of funds

- (1) The Association must open an account in the name of the Association with an Australian licenced financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the State Council may approve expenditure on behalf of the Association.
- (3) The State Council may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the State Council for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments and any electronic payments of the Association must be signed or authorised by any two (2) members from a number approved by the State Council for that purpose.
- (5) Any credit card payments must be authorised by any two (2) members from a number approved by the State Council for that purpose.
- (6) All funds of the Association must be deposited into the Association's account within five (5) working days after their receipt.
- (7) Any cash reserves of the Association;
 - (a) If invested as a term deposit, must be invested with an Australian licenced banking institution and be invested for a maturity period of no greater than 12 months;
 - (b) May not be invested in any products linked or indexed to an exchange rate;
 - (c) May not be invested in private companies or business interests;
 - (d) May not be invested in listed shares other than in low cost Australian Shares ASX300 Index Fund (eg Vanguard);

and any such investments must have the prior approval of the State Council at a State Council meeting and be recorded in the minutes of that meeting.

61. Financial statements and financial reports

- (1) For each financial year, the State Council must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Without limiting subrule (1), those requirements include —
 - (a) the preparation of the financial report; and
 - (b) if required, 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; and
 - (d) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

PART 8 — GENERAL MATTERS

62. By-laws

- (1) The State Council may, at a State Council meeting, make, amend or revoke by-laws.
- (2) By-laws may —
 - (a) provide for the rights and obligations that apply to any classes of membership approved under rule 8; and
 - (b) provide for any other matter the State Council considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(b) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

63. Executing documents and common seal

- (1) The Association does not have a common seal.
- (2) The Association may execute a document to bind the Association if the document is signed by two (2) members from a number approved by the State Council for that purpose.

64. Giving notices to members

- (1) In this rule —
recorded means recorded in the register of members.
- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
 - (a) delivered by hand to the recorded address of the member; or
 - (b) sent by prepaid post to the recorded postal address of the member; or
 - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address (e.g. email) of the member.

65. 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 in a recognised cloud based reputable communication and document storage and retrieval system (eg Office 365).
- (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 in a recognised cloud based reputable accounting package (eg Xero, MYOB).
- (3) Subrules (1) and (2) have effect except as otherwise decided by the State Council.
- (4) The books and financial records of the Association must be retained for at least 7 years.

66. Record of office holders

The record of State Council 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.

67. Inspection of records and documents

- (1) Subrule (2) applies to a member who wants to inspect —
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of State Council members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) any other record or document of the Association.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a State Council meeting, the right to inspect that document is subject to any decision the State Council has made about minutes of State Council meetings generally, or the minutes of a specific State Council meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

68. Publication by State Council members of statements about Association business prohibited

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

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

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

- (1) In this rule —

surplus property, in relation to the Association, means property remaining after satisfaction of —

 - (a) the debts and liabilities of the Association; and
 - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.
- (2) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

70. Alteration of rules

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

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