

Constitution

Of

Great Southern Sport Talent Association Inc.

20th September 2017

GREAT SOUTHERN SPORTS TALENT ASSOCIATION RULES (Amended)

PART 1 — PRELIMINARY

1. The Name of the Association is:

- (1) The Great Southern Sports Talent Association Incorporated.
- (2) The objects of the Association are:
 - (a) To promote, educate and assist talented athletes and coaches throughout the Great Southern region to progress for a sub-elite to elite performance level;
 - (b) To support the development and coordination of courses and seminars aimed at talented athletes and coaches within the region;
 - (c) To support regional sporting associations to deliver high performance pathways within the region.
- (3) At least 7 members, who are personally present and entitled to vote will constitute a quorum for the conduct of business at an annual general meeting.
- (4) At least 50% of the committee members constitute a quorum for the conduct of the business of a committee meeting.
- (5) The Association's financial year will be the period of 12 months commencing on 1 July and ending on 30 June of each year.

2. Terms used

In these rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015*;

associate member means a member with the rights referred to in rule 8(6);

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 mean the operational guidelines, policies and procedures which allow the organisation to operate;

chairperson means the Committee member holding office as the chair of the Association;

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

committee means the management committee of the Association;

committee meeting means a meeting of the committee;

committee member means a member of the committee;

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, of a tier 2 Association or a tier 3 Association, has the meaning given in section 63 of the Act;

financial statements mean 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 3;

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

member means a person who is an ordinary member of the Association referred to in rule 9(1);

ordinary committee member means a committee member who is not an office holder of the Association under rule 28 (3)

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

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

secretary means the committee 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;

subcommittee means a subcommittee appointed by the committee under rule 48(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 committee member holding office as the treasurer of the Association.

3. Financial year

- (1) The Association's financial year will be the period of 12 months commencing on 1 July and ending on 30 June of each year.

4. Not-for-profit body

- (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 out of the funds of the Association only if it is authorised under subrule (3).
- (3) A payment to a member out of the funds of the Association is authorised if it is:
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (c) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

Membership

5. Eligibility for membership

- (1) Membership of the Association is open to individuals or organisations who support the objects of the Association and who wish to further the interests of the Association and are willing to abide by its rules.
- (2) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

6. Applying for membership

- (1) A person who wants to become a member must:
 - (a) apply for membership in writing (using a recognised nomination form); and
 - (b) signed by the person and include a signed proposal from an existing member.
- (2) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.
- (3) The committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- (4) The committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (5) The committee must not accept an application unless the applicant:
 - (a) is eligible under rule 5; and
 - (b) has applied under rule 6.
- (6) The committee may reject an application even if the applicant:
 - (a) is eligible under rule 5; and
 - (b) has applied under rule 6.

7. Dealing with membership applications

- (1) The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.
- (2) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.

8. Becoming a member

- (1) An applicant for membership of the Association becomes a member when:
 - (a) the committee accepts the application; and
 - (b) the applicant pays any membership fees payable to the Association under rule 14; and
 - (c) 30 days after payment, the member is eligible to vote in any general or special meeting.

- (2) The Association will provide to each person who become a member of the Association a copy of the rules in force at the time their membership commences (or provide a link by electronic transmission or through details of the website where the rules may be downloaded).

9. Classes of membership

The Association consists of the following membership types:

- (1) **Ordinary Members** aged 18 and over and have one vote at a general meeting of the Association; and

- (2) **Associate Members** including:
 - (a) Junior Members, aged under 18 and have no voting rights

- (3) Other memberships categories may be determined by the Management Committee and agreed by a three-quarter majority of members voting at the next Annual General Meeting.

10. 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 Association under rule 11;
 - (c) the person is expelled from the Association under rule 16; and
 - (d) the person ceases to be a member, if not financial under rule 14(4).

- (2) An organisation ceases to be a member when any of the following takes place:
 - a) the organisation is dissolved and no longer active;
 - b) the organisation resigns from the Association under rule 11;
 - c) the organisation is expelled from the Association under rule 16; and
 - d) the organisation ceases to be a member, if not financial under rule 14(4).

- (3) 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 person or organisation ceased to be a member; and
 - (b) the reason why the person or organisation ceased to be a member.

11. 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 person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the **owed amount**) at the time of resignation.

12. Effects of Membership

- (1) Members acknowledge and agree that:
 - (a) this constitution constitutes a contract between each of them and the Association and they are bound by these rules, any by-laws and policies which may be made or passed by the Committee.

13. Rights not transferable

- (1) The rights of a member are not transferable and end when membership ceases.

Membership Fees

14. Membership fees

- (1) The management committee, at its first meeting of each year must determine the annual membership fee (if any) to become a member of the Association.
- (2) The fees determined under sub rule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, by the date (the **due date**) determined by the committee.
- (4) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- (5) If a person who has ceased to be a member under sub rule (4) offers to pay the annual membership fee after the period referred to in that sub rule has expired:
 - (a) the committee may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted; and
 - (c) Voting rights remain as per rule 8 (1) (c), 30 days after payment has been received.

Register of members

15. Register of members

- (1) The secretary, or another person authorised by the committee, is responsible to maintain the register of members, including members name and a residential/postal or email address and record in that register any change in the membership of the Association.
- (2) The register of members must also include the class of membership 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 at another place determined by the committee.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) The committee may request the member to provide a statutory declaration the purpose for a copy is connected with the affairs of the Association.

DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Disciplinary action

16. Suspension or expulsion

- (1) The committee 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.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the 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 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) At the committee meeting, the committee must:

- (a) give the member a reasonable opportunity to make written and/or 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 Association.
- (5) A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) 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.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under sub rule (6), give written notice to the secretary requesting the appointment of a mediator under rule 24.
- (8) If notice is given under sub rule (7), the member who gives the notice and the committee are the parties to the mediation.

17. Consequences of suspension

- (1) During the period a member's membership is suspended, the member:
- (a) loses any rights (including voting rights) of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the 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.

Resolving disputes

18. Terms used

- (1) In this Division:

- (a) ***grievance procedure*** means the procedures set out in this Division;
- (b) ***party to a dispute*** includes a person:
 - (i) who is a party to the dispute; and
 - (ii) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

19. Application of Division

- (1) 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.

20. Parties to attempt to resolve dispute

- (1) 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.

21. 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 20, 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 committee meeting must be convened to consider and determine the dispute.
- (3) The secretary must give each party to the dispute written notice of the committee 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 committee meeting is to be held; and
 - (b) that the party may attend the meeting and will be given a reasonable opportunity to make written and/or oral submissions to the committee 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 committee; and
 - (ii) requests the appointment of a mediator under rule 24,the committee must not determine the dispute.

22. Determination of dispute by committee

- (1) At the committee meeting at which a dispute is to be considered and determined, the committee must
 - (a) give each party to the dispute a reasonable opportunity to make written and/or oral (submissions to the committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.

- (2) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.

- (3) A party to the dispute may, within 14 days after receiving notice of the committee's determination under sub rule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 24.

- (4) If notice is given under sub rule (3), each party to the dispute is a party to the mediation.

Mediation

23. Application of Division

- (1) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator:
 - (1) by a member; or
 - (2) by a party to a dispute.
- (2) If this Division applies, a mediator must be chosen or appointed under rule 24.

24. Appointment of mediator

- (1) The mediator must be a person chosen:
 - (a) if the appointment of a mediator was requested by a member by agreement between the Member and the committee; or
 - (b) if the appointment of a mediator was requested by a party to a dispute by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of sub rule (1)(a) or (b), then, subject to sub rules (3), the committee must appoint the mediator.
- (3) The person appointed as mediator by the committee must be a person who acts as a mediator for another like-minded organisation if the appointment of a mediator was requested by:
 - (a) a member; or
 - (b) a party to a dispute; or
 - (c) a party to a dispute and the dispute is between one or more members and the Association.

25. 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.
- (7) An application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the above procedure

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

If:

- (1) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice; and
- (2) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked

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

Committee of Management

27. Management Committee

- (1) The affairs of the Association will be managed exclusively by a management committee of the Association.
- (2) Subject to the Act, these rules, the by-laws and any resolutions 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 Association.
- (3) The committee must take all reasonable steps to ensure that the Association complies with the Act and these rules.
- (4) The committee can amend the by-laws as it deems necessary, however a by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.

28. Composition and duties

- (1) The management committee shall consist of the office holders:
 - (a) Chairperson;
 - (b) Secretary;
 - (c) Treasurer;
 - (d) a minimum of three (3) and a maximum of five (5) ordinary committee members; and
 - (e) up to two (2) appointed members.
- (2) The size of the management committee will be a minimum of seven (7) members and a maximum of ten (10) members.
- (3) A person may be elected to the management committee member if the person is:
 - (a) an individual who has reached 18 years of age; and
 - (b) a financial ordinary member.
- (4) A person must not hold 2 or more of the offices mentioned in sub rule (1) at the same time.
- (5) Appointed members are nominated and accepted from key stakeholder organisations (under Rule 35) and represent the organisation.
- (6) Office Holders and ordinary committee member positions are elected (under Rule 34 and 36).
- (7) The management committee should include a mix of expertise and representation from sport, talent development, Great Southern regions and management.

29. Chairperson

- (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 meetings and presiding at general meetings provided for in these rules.

30. Secretary

- (1) The Secretary has the following duties:
 - (a) dealing with the Association's correspondence;
 - (b) consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
 - (c) preparing the notices required for meetings and for the business to be conducted at meetings;
 - (d) unless another member is authorised by the committee 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;

- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) 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;
- (h) maintaining full and accurate minutes of committee meetings and general meetings; and
- (i) carrying out any other duty given to the secretary under these rules or by the committee.

31. Treasurer

- (1) The treasurer has the following duties:
 - (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
 - (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
 - (c) ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
 - (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
 - (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
 - (f) As a Tier 1 Association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting; or
 - (g) 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;
 - (h) providing any assistance required by an auditor or reviewer conducting the annual audit of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
 - (i) present a copy of the auditor report to the Association at the Annual General Meeting; and
 - (j) carrying out any other duty given to the treasurer under these rules or by the committee.

Election of committee members and tenure of office

32. How members become Committee members

- (1) A member becomes a committee member if the member:
 - (a) is elected to the committee at an annual general meeting; or
 - (b) is appointed to the committee by the committee to fill a casual vacancy under rule 41.

33. Nomination of committee members

- (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 to the committee; and
 - (b) stating the date by which nominations must be received by the secretary to comply with sub rule (2).
- (2) A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 7 days before the annual general meeting.
- (3) The written notice must include a statement by another member in support of the nomination.
- (4) A member may nominate for one specified position of office holder of the Association or to be an ordinary committee member.

34. Nomination of appointed committee members

- (1) At least 28 days before an annual general meeting, the secretary must send written notice to the key stakeholder groups:
 - (a) calling for nominations for election of appointed members to the committee; and
 - (b) stating the date by which nominations must be received by the secretary to comply with sub rule (2).
- (2) Key organisations who wish to be considered for election to the committee at the annual general meeting must nominate a delegate by sending written notice of the nomination to the secretary at least 7 days before the annual general meeting.
- (3) Appointed committee members cannot hold specified office holder positions of the Association.

35. 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 there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- (3) If only one member has nominated for a position, the chairperson of the meeting must declare the member elected to the position.
- (4) If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.

- (5) Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- (6) A member who has nominated for the position may vote for themselves.
- (7) On the member's election, the new chairperson of the Association may take over as the chairperson of the meeting.

36. Election of ordinary committee members

- (1) At the annual general meeting, a minimum of three (3) and maximum of five (5) members can be elected as ordinary committee member positions.
- (2) If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the chairperson of the meeting:
 - (a) must declare each of those members to be elected to the position; and
 - (b) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections.
- (3) If the number of members nominating for the position of ordinary committee member is greater than the number to be elected the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of ordinary committee member.
- (4) A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

37. Election of appointed committee members

- (1) At the annual general meeting, a maximum of two appointed members can be elected as appointed committee member positions.
- (2) If the number of members nominating for the position of appointed committee member is not greater than the number to be elected, the chairperson of the meeting:
 - (a) must declare each of those members to be elected to the position.
- (3) If:
 - (a) the number of members nominating for the positions of appointed committee member is greater than the number to be elected (greater than 2); the ordinary members at the meeting must vote in

accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of appointed committee member.

38. Term 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 under rule 42.
- (2) All appointed committee members shall be appointed for a period of three years.
- (3) All office holders shall be appointed for a period of two years.
- (4) All ordinary committee members shall be appointed for a period of two years.
- (5) All management committee members are eligible to serve two consecutive terms, after which time they must stand down for a minimum one-year break, before being eligible to re-nominate.

39. Resignation and removal from office

- (1) A committee member may resign from the committee by written notice given to the secretary or 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) Where a person ceases to be a member of the Association's committee section 41 of the Act requires that person to, as soon as practicable after their membership ceases, deliver to a member of the committee all the relevant documents and records they hold pertaining to the management of the association's affairs.
- (4) At a general meeting, the Association may by resolution:
 - (a) remove a committee member from office; and
 - (b) elect a member who is eligible to fill the vacant position.

40. 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 under rule 39; 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) fails to attend 2 consecutive committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

41. Filling casual vacancies

- (1) The committee may appoint a member who is eligible to fill a position on the committee that:
 - (a) has become vacant under rule 40; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 36.
- (2) Subject to the requirement for a quorum under rule 48, the committee may continue to act despite any vacancy in its membership.
- (3) If there are fewer committee members than required for a quorum under rule 48, the committee may act only for the purpose of:
 - (a) appointing committee members under this rule; or
 - (b) convening a general meeting.

42. Validity of acts

- (1) The acts of a committee or subcommittee, or of a committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a subcommittee.

43. Payments to committee members

- (1) In this rule:
 - (a) **committee member** includes a member of a subcommittee; and
 - (b) **committee meeting** includes a meeting of a subcommittee.
- (2) A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation incurred, in connection with the Association's business and as agreed by the committee in advance.

44. Committee meetings

- (1) The committee must meet at least six (6) times in each year on the dates and at the times and places determined 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) The date, time and place of all subsequent committee meetings for the year will be set by the committee within one month of the AGM.
- (4) Special committee meetings may be convened by the chairperson or at least half the committee members.

45. Notice of committee meetings

- (1) Notice of each committee meeting must be given to each committee member at least 48 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 sub rule (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 committee members at the meeting unanimously agree to treat that business as urgent.

46. Procedure and order of business

- (1) The chairperson must preside as chairperson of each committee meeting.
- (2) If the chairperson is absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The order of business and procedures at a committee meeting may be determined by the committee members at the meeting.
- (4) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- (5) A person invited under sub rule (4) to attend a committee meeting:
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

47. Use of technology to be present at committee meetings

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

48. Quorum for committee meetings

- (1) Subject to rule 44(4) no business is to be conducted at a committee meeting unless a quorum is present.
- (2) At least 50% of the committee members constitute a quorum for the conduct of the business of a committee meeting.
- (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 in the following week.
- (4) If a quorum is not present within 30 minutes after the commencement time of a committee meeting held under sub rule (3) the meeting lapses and is reconvened within one month, at a date suitable for all committee members.

49. Voting at committee meetings

- (1) Each committee member present at a committee meeting has one vote on any question arising at the meeting.
- (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.
- (5) If a secret ballot is agreed to, the chairperson of the meeting must decide how the ballot is to be conducted.

50. 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; and
 - (b) the name of any person attending the meeting as a guest; and
 - (c) the business considered at the meeting; and
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.

- (3) 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.

- (4) When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that:
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

51. Subcommittees and subsidiary offices

- (1) To help the committee in the conduct of the Association's business, the committee may, in writing, do either or both following:
 - (a) appoint one or more subcommittees; and
 - (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 committee considers appropriate.

- (3) A person may be appointed to a subsidiary office, whether or not the person is a member.

- (4) A person appointed as a subsidiary officer has no voting rights.

- (5) Subject to any directions given by the committee:
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

52. Delegation to subcommittees and holders of subsidiary offices

- (1) The committee 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 committee other than:
 - (a) the power to delegate; and

- (b) a non-delegable duty.
- (2) 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.
- (3) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- (4) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- (5) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the committee.
- (6) The committee may, in writing, amend or revoke the delegation.

GENERAL MEETINGS OF ASSOCIATION

53. Annual general meeting

- (1) The committee must determine the date, time and place of the annual general meeting.
- (2) The AGM must be held within 3 months of the end of the Association's financial year.
- (3) At least 7 members, who are personally present and entitled to vote will constitute a quorum for the conduct of business at an annual general meeting.
- (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 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; and
 - (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 and other committee members;

- (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with 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.

54. Special general meetings

- (1) The committee may convene a special general meeting.
- (2) The committee 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 sub rule (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 sub rule (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 Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub rule (5).
- (8) The special resolution must be passed by not less than three-quarters of the members of the association who cast a vote at the meeting.

55. 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 of the member.

56. Notice of general meetings

- (1) The committee may convene a general meeting of the members, at a time and place determined by the committee.
- (2) The secretary or, in the case of a special general meeting convened under rule 54(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.
- (3) 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 under rule 33 and 34; 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 54.

57. Proxies

- (1) A member may appoint in writing another member to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at any general meeting, annual general meeting or special meeting.

58. Presiding member and quorum for general meetings

- (1) The chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson is absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
- (4) At least 7 members, who are personally present and entitled to vote will constitute a quorum for the conduct of business at a general meeting.

- (5) 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 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.

59. 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 sub rule (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.

60. 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 question, the chairperson of the meeting has a second or casting vote.

61. Minutes of General Meetings

- (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 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 ordinary members attending the meeting; and
 - (b) any proxy forms given to the chairperson of the meeting under rule 58; and
 - (c) the financial statements or financial report presented at the meeting
 - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting,
- (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 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 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
- any election or appointment purportedly made at the meeting was validly made

62. 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 its rules, including changing the name of the Association (section 30(1)); or
 - (d) to decide to apply for registration or incorporation as a prescribed body corporate (section 93(1)); or
 - (e) to be wound up voluntarily (section 121(2)) or by the Supreme Court (section 124(a) and Schedule 4 item 9); or
 - (f) to cancel its incorporation (section 129).

FINANCIAL MATTERS

63. Source of funds

- (1) The funds of the Association may be derived from annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the committee.

64. Control of funds

- (1) The Association must open an account in the name of the Association with a 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 committee may approve expenditure on behalf of the Association.
- (3) The committee may authorise the treasurer or person authorised, to expend funds on behalf of the Association up to a specified limit of \$500 without requiring approval from the committee for each item on which the funds are expended.
- (4) The authorised signatories to the account are to be:
 - (a) treasurer and
 - (b) chairperson and
 - (c) one other committee member or a person authorised by committee
- (5) All authorised payments or acknowledgement of debt needs to be approved by
 - (a) the treasurer and at least one other of the authorised signatories in sub rule (4).
- (6) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

65. Financial statements and financial reports

- (1) For each financial year, the committee 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 sub rule (1), those requirements include:
 - (a) if the Association is a tier 1 Association, the preparation of the financial statements; and
 - (b) if the Association is a tier 2 Association or tier 3 Association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (e) 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.
- (3) Retain the financial records for at least 7 years after the transactions covered by the records are completed.

66. Audit of Financial Statements or Financial Report

- (1) The Association must ensure that an Audit is undertaken of the Financial Statements or Financial Report of the Association in accordance of the Associations Incorporations Act 2015.
- (2) An Auditor or Auditors shall be appointed by the committee within three months of the annual general meeting.
- (3) The Treasurer must present a copy of the auditor's report to the annual general meeting.

GENERAL MATTERS

67. By-laws

- (1) The Association may, by resolution at a committee 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; and
 - (b) provide for any other matter the Association 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) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

68. Executing documents and common seal

- (1) A common seal is not required; however, the Association may only execute a document without using a common seal if the document is signed by:
 - (a) The chairperson and;
 - (b) At least one committee member or a person authorised by the committee.

69. Custody of books and securities

- (1) Subject to sub rule (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) The books of the Association must be retained for at least 7 years.

70. Record of office holders

- (1) 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.
- (2) The record must include 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.

71. Inspection of records and documents

- (1) Sub rule (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 committee 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 committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in sub rule (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 sub rule (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.

72. Publication by committee members of statements about Association business prohibited

- (1) 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.

73. 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) If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members.
- (3) The surplus property must be given or transferred to another Association incorporated under the act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which Association shall be determined by resolution of the members.

74. Alteration of rules

- (1) 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.
- (2) The rules do not take effect until required documents are lodged with the Commissioner, even if the amendments do not require the approval of the Commissioner under section 31 or section 33.
- (3) The required documents must be lodged within one month after the special resolution is passed.

END

NOTICE OF GENERAL MEETING TO ALTER THE RULES (CONSTITUTION)

GREAT SOUTHERN SPORTS TALENT ASSOCIATION INC

(Insert name of INCORPORATED ASSOCIATION)

is convening a general meeting at which the following resolution/s will be proposed as special resolutions to alter the rules of the association.

The meeting will be held at Albany

Time 5.30pm, Tuesday, 19th September 2017(Day/Date)

The meeting will take place at DSR Office C/- 22 Collie Street, Albany

SPECIAL RESOLUTION/S:

It is proposed to adopt amended Constitution to bring Constitution into alignment with new Associations Incorporation Act (2015).

INFORMATION for MEMBERS

- Alterations to the rules can only be made if supported by 75% of members voting at the meeting or by proxy (if eligible).
- Alterations to the rules only take effect when lodged with the Department of Mines, Industry Regulation and Safety.