



# **WANNEROO JOONDALUP TEE BALL CLUB**

## **CONSTITUTION**

(30<sup>th</sup> April 2018)

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## Terms used

In these rules, unless the contrary intention appears —

**Act** means the *Associations Incorporation Act 2015*;

**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;

**club** means the Wanneroo Joondalup Tee Ball Club Inc;

**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 general committee;

**committee member** means a member of the general committee;

**financial records** include —

- (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 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 5;

**annual 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, life member, honorary member over the age of 18 years;

**president** means the Committee member holding office as the president of the Association;

**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 an annual general meeting.

**subcommittee** means a subcommittee appointed by the committee under rule 19;

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

**treasurer** means the committee member holding office as the treasurer of the Association.

## **WANNEROO JOONDALUP TEE BALL CLUB CONSTITUTION AND RULES**

### **1. NAME**

- (1) The name of the Club shall be the "Wanneroo Joondalup Tee Ball Club".
- (2) The Wanneroo Joondalup Tee Ball Club may be abbreviated to "WJTBC".

### **2. HEADQUARTERS**

The headquarters of the Club shall be at Percy Doyle Reserve, Warwick Road, Duncraig.

### **3. OBJECTIVES**

The objectives of the Club are:

- (1) To encourage, promote, control and manage the game of tee ball in the City of Joondalup and City of Wanneroo areas.
- (2) To educate, train, coach the game of tee ball and promote good fellowship among members of the Club.
- (3) To affiliate with the Tee Ball Association of Western Australia (TBAWA) and any other organisation that from time to time may be deemed beneficial or necessary by the Committee.
- (4) To obtain sponsorships for the sport (excluding liquor and cigarette companies).
- (5) To do all such things and acts conducive to the furtherance of the objectives and interests of the Club.

### **4. COLOURS**

The colours of the Club shall be Orange, Black and White. These colours shall be worn by teams representing Wanneroo Joondalup Tee Ball Club at State Championships. Grey pants will be worn by the 6's and above divisions during Saturday competition.

### **5. FINANCIAL YEAR**

- (1) The Financial Year of the Club shall terminate on the last day of March in each year and all Club books and accounts shall close on that day. The Annual Report and duly audited Annual Statement of Income and Expenditure and Balance Sheets shall be submitted by the Treasurer to the next Annual General Meeting of the Club and shall show all items of income and expenditure, and assets and liabilities of the Club and shall be of a design laid down by the Committee.
- (2) Each subsequent financial year of the Association is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.

## **6. 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 reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

## **PART 2 — MEMBERS**

### **7. MEMBERSHIP**

#### **(1) ORDINARY MEMBER**

All Registered Players and their parents / guardians shall be members of the Club. Membership shall be for a period of twelve months from April 1st of each year.

#### **(2) HONORARY MEMBER**

The Committee may elect honorary members to the Club for a period of twelve months who:

- a) are providing a service to the Club, such as Junior Umpires or working sub Committees and have been cleared under the Working with Children Policy.
- b) are adults (without children playing) and have been cleared under the Working with Children Policy who wish to assist in the Administration of the Club (be part of the Committee).

#### **(3) LIFE MEMBER**

Members of the Club who have rendered especially meritorious direct services to the Club may, on the recommendation by the Committee to the members at the Annual General Meeting, be elected Life Members of the Club by a two thirds majority of those present and entitled to vote. A maximum of four Life Memberships may be given in any one year to members in the above categories.

#### **(4) NON-ACCEPTANCE OF MEMBERSHIP**

The Wanneroo Joondalup Tee Ball Club (Inc) may reject a membership application if the applicant has, in the opinion of the Committee, within the preceding season, acted in an injurious, prejudicial, aggressive, non-committal or otherwise disruptive manner which may have cause grievance or not been in the interest of the Club or the sport. The decision not to accept a membership must be unanimous as voted at an ordinary Committee meeting.

## **8. RESIGNATION OF MEMBERS**

- (1) Any Committee member may resign from the Club and such resignation must be in writing and forwarded to the Secretary of the Club.
- (2) Any player may resign from the Club and such resignation must be in writing from the Parent or Guardian and forwarded to the Registrar of the Club.
- (3) Upon any person ceasing to be a member of the Club, due to circumstances beyond the control of the Club, (i.e. cannot be placed in a team), they may on the recommendation of the Committee, be entitled to the return of their membership fees less the administration fee, by submitting a written request for a refund.
- (4) A resignation because of the dislike of the team, any members of such team, training venue, playing times or any rules that cannot be adhered to by the member, would be deemed the member ineligible for a refund of the fees.
- (5) Refunds, if entitled, can only be given, up to the date stipulated in the Registration Form.

## **9. TERMINATION OF MEMBERSHIP**

- (1) The committee may expel from the club or otherwise penalise any member whose conduct, in the opinion of the committee, is discreditable or injurious to the character or interests of the club.
- (2) Any disciplinary action that is determined upon shall be conveyed in writing to the member.

## **10. MEMBERSHIP FEES**

- (1) Each playing member of the club other than those mentioned in subrule 7.2 & 7.3 shall pay a fee which will be determined from time to time by the committee.
- (2) The amount determined will only become after the membership fee is passed by members at a special meeting or annual general meeting.
- (3) That membership fees for committee members whose children are players in the club, be 50% of the total yearly fee determined by the club, in recognition of the work that committee members carry out for the club.
- (4) Committee members are to pay full fees at registration and 50% of the fee will be refunded upon appropriate commitment to the duties of the club as required throughout the year. Decisions on refunds will be made by the WJTBC Executive.

## **11. REGISTER OF MEMBERS**

- (1) The registrar, or another person authorised by the committee, 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 registrar'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. The committee will 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 relates to the affairs of the Association.

### **PART 3 - DISCIPLINARY ACTION AND DISPUTES**

#### **Term used: member**

In this Part —

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

#### **12. 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.
  - c) Is found to be in breach of the Parent or Committee Code of Conduct.
- (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 or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
  - b) give due consideration to any submissions so made; and
  - c) decide —
    - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - (ii) whether or not to expel the member from the 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.



### **13. 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.

### **14. PROTEST AND DISPUTES**

- (1) A Protest and Disputes subcommittee shall exist and meet to determine disputes or protests that have been submitted in writing to the Club. The sub committee shall consist of the President (or his/her proxy, Vice President), Chief Coach and Chief Umpire. Where there is a conflict of interest with any member of the Protest and Disputes Committee the member in conflict is to be replaced by a Vice President. The sub Committee shall not enforce any penalty unless agreed unanimously.
- (2) No disciplinary action will be confirmed until the member has been given the opportunity to defend themselves and to justify or explain their conduct before the Protests and Disputes Committee.

## **PART 4 — COMMITTEE**

### **15. COMMITTEE**

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

### **16. COMMITTEE MEMBERS**

- (1) The committee members consist of —
  - a) the executive committee of the Association; and
  - b) no less than 6 and no more than 30 members who may be general committee members.
- (2) The following are the executive committee of the Association —
  - a) the President;

- b) the Vice President;
  - c) the Secretary;
  - d) the Treasurer.
  - e) The Registrar.
- (3) A person may be a committee member if the person is —
- a) an individual who has reached 18 years of age; and
  - b) an ordinary member.
- (4) A person must not hold more than 2 of the offices mentioned in subrule (2) at the same time.

#### **17. SUB COMMITTEE**

- (1) The Management Committee shall have the power to delegate any of its powers to a subcommittee to deal with any particular matter or matters and upon such terms as the Committee may think fit.
- (2) The President and the Secretary shall be ex officio members of all sub Committees.

#### **18. PRESIDENT (or in the absence of the President, the Vice President's duties)**

- (1) To provide leadership to the Club.
- (2) Represent the Club in its dealings with members of the Club and with other organisations and individuals as may be required.
- (3) To preside at all General, Executive and Management Committee meetings of the Club.
- (4) Be an authorised signing officer of the Club's cheques.
- (5) It is the duty of the president to consult with the secretary regarding the business to be conducted at each committee meeting and annual general meeting.
- (6) The president has the powers and duties relating to convening and presiding at committee meetings and presiding at annual general meetings provided for in these rules.

#### **19. SECRETARY**

The Secretary has the following duties —

- (1) dealing with the Association's correspondence;
- (2) consulting with the president regarding the business to be conducted at each committee meeting and annual general meeting;
- (3) preparing the notices required for meetings and for the business to be conducted at meetings;
- (4) maintaining on behalf of the Association an up-to-date copy of these rules, 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,
- (5) 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;
- (6) maintaining full and accurate minutes of committee meetings and annual general meetings;

- (7) carrying out any other duty given to the secretary under these rules or by the committee.

## **20. TREASURER**

The treasurer has the following duties —

- (1) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (2) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
- (3) 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;
- (4) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (5) coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (6) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report;
- (7) carrying out any other duty given to the treasurer under these rules or by the committee.

## **21. REGISTRAR**

- (1) Keep a complete and accurate record of all members.
- (2) Keep an accurate and confidential personal record of each player; including the player's surname, given names and address.
- (3) Shall endeavour to ensure that all players, taking part in any match, are properly registered with the Club.
- (4) 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,

## **PART 5 - ELECTION OF COMMITTEE MEMBERS AND TENURE OF OFFICE**

### **22. 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 29.

### **23. 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 subrule (2 & 3).
- (2) Any eligible adult member that has served in the general committee in the preceding twelve months may be eligible to nominate for a position in the Executive Committee and shall submit their nomination in person or via email to the secretary not less than 7 days prior to the annual general meeting.
- (3) A member who wishes to be considered for election to the general committee at the annual general meeting must nominate for election by completing a nomination form and return to the secretary prior to the annual general meeting.
- (4) A member whose nomination form does not comply will not be eligible for election to the committee.

### **24. ELECTION OF EXECUTIVE COMMITTEE**

- (1) At the annual general meeting, a separate election must be held for each position of the executive committee of the Association.
- (2) Should not more than one nomination be received for the position vacant on the committee, that nominee shall be deemed to be elected unopposed.
- (3) Should more than one nomination be received for a vacancy election for the position shall be by ballot of eligible members present at the annual general meeting.
- (4) The president shall appoint a Returning Officer, who shall administer the election. The Returning Officer shall declare the result of the election at the annual general meeting.
- (5) The committee may select a member to fill any vacant position.
- (6) Should a person nominate for more than one position on the committee, they shall be deemed elected to the higher position in the order of President, Vice President, Treasurer, Secretary, Registrar, general committee member.
- (7) Members elected shall assume office immediately upon their election and shall hold office, pursuant to these rules, until the declaration of positions vacant at the next annual general meeting / special meeting.
- (8) On the member's election, the new president of the Association may take over as the chairperson of the meeting.

### **25. ELECTION OF ORDINARY COMMITTEE MEMBERS**

- (1) At the annual general meeting, the Association must decide by resolution the number of ordinary committee members (if any) to hold office for the next year.
- (2) If the number of members nominating for the position of general committee member does not exceed the maximum number to be elected, the president 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 position of general committee member does exceed the maximum number to be elected as per rule 16(1)(b) then a vote will be held in accordance with procedures determined by the committee.

## **26. 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 under subrule 27(3)(b); or
  - b) is appointed to fill a casual vacancy under rule 29.
- (2) Subject to rule 29, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- (3) A committee member may be re-elected.

## **27. RESIGNATION AND REMOVAL FROM OFFICE**

- (1) A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the president.
- (2) The resignation takes effect —
  - a) when the notice is received by the secretary or president; or
  - b) if a later time is stated in the notice, at the later time.
- (3) At an annual general meeting, the Association may by resolution —
  - a) remove a committee member from office; and
  - b) elect a member who is eligible under rule 16(3) to fill the vacant position.
- (4) A committee member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the secretary or president and may ask that the representations be provided to the members.
- (5) The secretary or president may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the annual general meeting at which the resolution is to be considered.

## **28. WHEN MEMBERSHIP OF COMMITTEE CEASES**

A person ceases to be a committee member if the person —

- (1) dies or otherwise ceases to be a member; or
- (2) resigns from the committee or is removed from office under rule 27; or
- (3) becomes ineligible to accept an appointment;
- (4) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (5) fails to attend 3 consecutive committee meetings, of which the person has been given notice, without having notified the committee that the person will be unable to attend.
- (6) where a person ceases to be a member 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.

## 29. FILLING CASUAL VACANCIES

- (1) The committee may appoint a member who is eligible under rule 16(3) to fill a position on the committee that —
  - a) has become vacant under rule 28; or
  - b) was not filled by election at the most recent annual general meeting.
- (2) If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 16(3) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 35, the committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer committee members than required for a quorum under rule 35, the committee may act only for the purpose of —
  - a) appointing committee members under this rule; or
  - b) convening a general meeting.

## 30. PAYMENTS TO COMMITTEE MEMBERS

- (1) In this rule —
  - a) **committee member** includes a member of a subcommittee;
  - 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 properly incurred —
  - a) in attending a committee meeting or
  - b) in attending a general meeting; or
  - c) otherwise in connection with the Association's business.
- (3) DISCOUNTS
  - a) Members elected to the committee should be entitled to a 50% discount of their playing child (children) registration fees only. Such entitlement should be refunded at the end of the playing season, by the Treasurer, on the following conditions:
    - b) That the member has attended a minimum of nine (9) committee meetings during the season. In the case of committee members being a couple, then either one will count as attended; and/or,
    - c) Has (or both have) provided continued support to the activities of the Club during the season.
    - d) Committee members are to pay full fees at registration and 50% of the fee will be refunded upon appropriate commitment to the duties of the club as required throughout the season. The decision on refunds will be made by the Executive Committee and shall ratify all entitlements at the end of the season, prior to payment.

## **PART 6 – GENERAL COMMITTEE MEETINGS**

### **31. COMMITTEE MEETINGS**

- (1) The committee must meet at least 3 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) Special committee meetings may be convened by the president or any 2 committee members.

### **32. 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.

### **33. PROCEDURE AND ORDER OF BUSINESS**

- (1) The president or, in the president's absence, the vice president must preside as chairperson of each committee meeting.
- (2) If the president and vice president are 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 procedure to be followed at a committee meeting must be determined from time to time by the committee.
- (4) The order of business at a committee meeting may be determined by the committee members at the meeting.
- (5) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee. All members of the general committee must be notified 24 hours before the meeting commencement.
- (6) A person invited under subrule (5) 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.

### **34. 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 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.
- (3) Other technology may be present at committee meeting as outlined in the by-laws.

### **35. QUORUM FOR COMMITTEE MEETINGS**

- (1) At all committee meetings, five (5) committee members shall form a quorum.
- (2) At all Executive and sub committee meetings, a majority of members of each committee shall form a quorum.
- (3) Subject to rule 29(4), no business is to be conducted at a committee meeting unless a quorum is present.
- (4) If no quorum is achieved, the meeting shall be adjourned for seven (7) days and if at such adjourned meeting no quorum is achieved again, those present shall be deemed to be a quorum.

### **36. 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 to determine a particular question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

### **37. MINUTES OF COMMITTEE MEETING**

- (1) The committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following —
  - a) the names of the committee members present at the meeting;
  - b) the name of any person attending the meeting under rule 33(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) When the minutes of a committee meeting have been moved and seconded 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.



## **PART 7 - ANNUAL GENERAL MEETINGS OF ASSOCIATION**

### **38. ANNUAL GENERAL MEETING**

- (1) The committee 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 committee's annual report on the Association's activities during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year presented.
  - c) to elect the executive committee 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 membership fees and other amounts (if any) to be paid by members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

### **39. SPECIAL GENERAL MEETING**

- (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 subrule (3)(a).
- (5) If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under subrule (5) —
  - a) must be held within 3 months after the date the original requirement was made; and
  - b) may only consider the business stated in the notice by which the requirement was made.

- (7) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5).

#### **40. NOTICE OF ANNUAL GENERAL MEETINGS**

- (1) The secretary or, in the case of a special general meeting convened under rule 39(5), the members convening the meeting, must give to each member —
  - a) at least 21 days' notice of an annual general meeting if a special resolution is to be proposed at the meeting; or
  - b) at least 14 days' notice of an annual general meeting in any other case.
- (2) The notice must —
  - a) specify the date, time and place of the meeting; and
  - b) indicate the general nature of each item of business to be considered at the meeting; and
  - c) if a special resolution is proposed —
    - (i) set out the wording of the proposed resolution as required;
    - (ii) state that the resolution is intended to be proposed as a special resolution; and
    - (iii) comply with rule 41(7).

#### **41. PROXIES**

- (1) Subject to subrule (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at an annual general meeting.
- (2) An ordinary member may be appointed the proxy for not more than 5 other members.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (6) If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form —
  - a) that clearly identifies the person appointed as the member's proxy; and
  - b) that has been signed by the member.
- (7) Notice of an annual general meeting given to an ordinary member under rule 40 must —
  - a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
  - b) include a copy of any form that the committee has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the secretary before the commencement of the annual general meeting for which the proxy is appointed.

- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

#### **42. PRESIDING MEMBER AND QUORUM FOR ANNUAL GENERAL MEETINGS**

- (1) The president or, in the president's absence, the vice president must preside as chairperson of each general meeting.
- (2) If the president and vice president are absent or are unwilling to act as chairperson of an annual 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 an annual general meeting unless a quorum is present. At all annual general meetings or special general meetings, fifteen (15) eligible adult members shall form a quorum.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of an annual 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.
- (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 2 ordinary members are present at the meeting, those members present are taken to constitute a quorum.

#### **43. ADJOURNMENT OF ANNUAL GENERAL MEETING**

- (1) The chairperson of an annual general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned —
  - a) if there is insufficient time to deal with the business at hand; or
  - b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of 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 40.

#### **44. VOTING AT ANNUAL GENERAL MEETING**

- (1) Only Eligible Adult Members present in person shall be entitled to vote.
- (2) At the Annual General Meeting and Special Meetings all Eligible Adult Members, one vote.

- (3) The decisions of any motions to be decided at any Club meeting shall be by a show of hands except where upon a resolution carried by a two-thirds majority of eligible members present, it is decided to submit the motion to ballot.
- (4) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (5) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.

#### **45. WHEN SPECIAL RESOLUTIONS ARE REQUIRED**

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

#### **46. 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 chairperson of an annual 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 chairperson of the meeting or by at least 3 other ordinary members present in person or by proxy —
  - a) the poll must be taken at the meeting in the manner determined by the chairperson;
  - b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (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.

#### **47. MINUTES OF ANNUAL GENERAL MEETING**

- (1) The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each annual 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 43(8); and
  - c) the financial statements or financial report presented at the meeting, as referred to in rule 38(3)(b)(ii); and
  - d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting.
- (4) When the minutes of an annual general meeting have been moved and seconded 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 election or appointment purportedly made at the meeting was validly made.

### **PART – 8 FINANCIAL MATTERS**

#### **48. SOURCE OF FUNDS**

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

#### **49. 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 an annual general meeting, the committee may approve expenditure on behalf of the Association.
- (3) The committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
  - a) 2 committee members; or
  - b) one committee member and a person authorised by the committee.
- (5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

## **50. 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 subrule (1), those requirements include —
  - a) if the Association is a tier 1 association, the preparation of the financial statements; 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 9 - GENERAL MATTERS**

### **51. BY-LAWS**

- (1) The Association may, by vote at a general committee meeting, can amend or revoke by-laws.
- (2) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

### **52. COMMON SEAL**

The Common Seal of the Club shall be in the custody of the Secretary and shall be affixed to any document only pursuant to a resolution of the Committee. The affixation shall be witnessed by the President and Secretary.

### **53. 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.

#### **54. CUSTODY OF BOOKS AND SECURITIES**

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

#### **55. RECORD OF OFFICE HOLDERS**

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

#### **56. 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 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. The committee will 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.
- (3) 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.

#### **57. 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 an annual 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.

## **58. DISSOLUTION**

- (1) The Club may at any time, with consent of a majority of three quarters of the members present at a Special Meeting called for the purpose, be dissolved by Special Resolution.
- (2) If upon dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Club.
- (3) If upon the winding up or dissolution of the Wanneroo Joondalup Tee Ball Club (Inc) 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. The surplus property must be given or transferred to another Club or Association incorporated under the Act which has similar objects, and which is not carried out for the purpose of profit or gain to its individual members, and which Club or Association shall be determined by resolution of its members.

## **59. ALTERATIONS TO CONSTITUTION**

- (1) No alteration, repeal or addition shall be made to the Constitution unless three quarters of members present and eligible to vote, at the Annual General Meeting or Special Meeting are in favour of such alteration, variation, addition, repeal by Special Resolution.
- (2) Notice in writing of all motions to alter, repeal or add to the Constitution shall be signed by the Eligible Adult Member proposer and seconder and received by the Secretary at least twenty-eight (28) days before the Annual General or Special Meeting.

## **60. ENFORCEMENT OF THE CONSTITUTION**

The Executive shall have power to enquire into, deal with and adjudicate upon all questions and disputes as to the interpretation of this Constitution.