

11 SEP 2017

ONSLOW PARK TENNIS CLUB

Rules of Incorporation



INDEX

1	TERMS USED	3
2	NAME	4
3	OBJECTS	4
4	NOT-FOR-PROFIT BODY	5
5	MEMBERS	5
6	COMMITTEE	8
7	OFFICERS	13
8	COMMITTEE MEETINGS	14
9	GENERAL MEETINGS.....	17
10	DISPUTE SETTLEMENT PROCEDURES.....	23
11	GENERAL MATTERS	23

1 TERMS USED

In these rules, unless the contrary intention appears —

Act is the *Associations Incorporation Act 2015*;

books, of the Club, includes the following —

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

by laws are those laws made by the Club under rule 11.1;

Chairperson is the Committee member holding office as the President of the Club or such other member appointed in the absence of the President;

Club is the Onslow Park Tennis Club;

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

Committee is the management Committee of the Club;

Committee meeting is a meeting of the Committee;

Committee member is a member of the 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 are the financial statements in relation to the Club required under Part 5 Division 3 of the Act;

financial year is the period of 12 months commencing on June 1st of a year and ending on May 31st of the subsequent year;

General meeting is a meeting of the Club that all members are entitled to receive notice of and to attend;

member is a person who is an ordinary member or an associate member of the Club;

ordinary Committee member is a Committee member who is not an office holder of the Club under rule 6.1.3;

ordinary member is a member with the rights referred to in rule 5.1.1;

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

rules are these rules of the Club, as in force for the time being;

Secretary is the Committee member holding office as the Secretary of the Club;

Special general meeting is a General meeting of the Club other than the Annual general meeting;

Special resolution is a resolution passed by not less than 75% of members eligible to vote at a General meeting of which not less than 21 days' notice has been given;

Treasurer is the Committee member holding office as the Treasurer of the Club.

2 NAME

The name of the Association is the Onslow Park Tennis Club.

3 OBJECTS

- 3.1 To promote and encourage the playing of tennis by amateurs and for such purpose to do all or any of the following acts or things:
- 3.2 to purchase, lease, hire or otherwise acquire any real or personal estate for the purpose of carrying on a Tennis Club;
- 3.3 to lay out, construct, build, erect, alter or maintain upon the premises for the time being belonging to or occupied by the Club, tennis courts, clubhouses, grandstands and other buildings and erections incidental thereto and to furnish, fit up and maintain the same for the use of the members of the Club and to provide all the necessary equipment, appliances and conveniences therefore;
- 3.4 to promote, hold or enter into either alone or jointly with another Club any tournaments, competitions and matches, and to offer, give or contribute trophies and other awards therefore;
- 3.5 to become affiliated with or subscribe to Tennis West or any other club whose objects are similar to the objects of the Club, and if thought fit, to withdraw or retire from any such club or body;
- 3.6 to invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may be from time to time determined;

- (a) to improve, manage, develop, sell, mortgage, lease, let or hire, grant rights, or license in respect of, dispose of or surrender all or any part of the property or rights of the Club;
- (b) to borrow or raise upon loan any sum or sums of money and for the purpose of securing the repayment thereof to execute or give any mortgages, charges, bonds, debentures, bills of exchange, promissory notes or other securities over all or any of the property of the Club as may be deemed necessary and to liquidate, redeem or pay off such obligations and securities or any of them.

4 NOT-FOR-PROFIT BODY

- 4.1** The property and income of the club must be applied solely towards the promotion of the objects or purposes of the club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- 4.2** A payment may be made to a member out of the funds of the Club only if it is authorised by an office bearer or the Captain for reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

5 MEMBERS

5.1 Classes of members

- 5.1.1 *Ordinary Members* who shall enjoy all the privileges of the Club.
- 5.1.2 *Junior Members* shall be persons under the age of sixteen (16) years at the first day of September Junior members shall not have voting rights and shall be subject to such restrictions and conditions as the Committee may from time to time impose.
- 5.1.3 *Midweek Members* shall be entitled to all the privileges of the Club except the use of the courts for play on Saturday and Sunday, and shall not be eligible to represent the club in league teams or participate in the Club Championship tournament.
- 5.1.4 *Student Members* shall be full time students between the ages of 16 and 25 years and shall be entitled to all the privileges of the Club.

5.1.5 *Life Members* may be nominated by the Committee and elected at a General Meeting in recognition of services rendered to the Club. They shall be entitled to enjoy all the privileges of membership of the Club without payment of any fees.

5.1.6 *Social Members* shall be entitled to all the privileges of the Club other than the use of the courts for play and the right to vote at any meetings of the Club.

5.2 Applications for membership

5.2.1 A new application for membership must be made to the Captain or the Secretary.

5.2.2 Objections to applications must be lodged in writing with the Secretary and must be determined by the Committee at its next meeting.

5.2.3 Where no objection to the application is lodged with the Secretary within 14 days, the application and the applicable class of membership shall be considered and determined by the Captain and in his absence by the Committee at its next meeting.

5.2.4 A successful applicant shall be provided with a copy of these rules.

5.3 Resignation

5.3.1 A member may resign from membership of the Club by giving notice to the Captain or the Secretary.

5.3.2 The resignation takes effect —

(a) when the Captain or the Secretary receives the notice; or

(b) if a later time is stated in the notice, at that later time.

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

5.3.4 The owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

5.4 Expulsion

5.4.1 Every member on joining the Club impliedly undertakes to comply with the rules and by-laws of the Club for the time being and any refusal or neglect to do so may render such member liable to expulsion.

5.4.2 A member expelled under this rule shall forfeit all fees and subscriptions paid.

5.5 When Membership Ceases

5.5.1 A person ceases to be a member when any of the following takes place —

- (a) for a member who is an individual, the individual dies;
- (b) the person resigns from the Club under rule 5.3;
- (c) the person is expelled from the Club under rule 5.4;
- (d) the person ceases to be a member under rule 5.7.4.

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

5.6 Register Of Members

5.6.1 The Secretary, or another person authorised by the Committee, is responsible for the requirements imposed on the Club under section 53 of the Act to maintain the register of members and record in that register changes in the membership of the Club.

5.6.2 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.

5.6.3 The register of members must be kept at the Secretary's place of residence, or at another place determined by the Committee.

5.6.4 A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.

5.6.5 If —

- (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
- (b) a member makes a written request under section 56(1) of the Act to be

provided with a copy of the register of members,
the Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Club.

5.7 Membership fees

- 5.7.1 The Committee must determine the entrance fee (if any) and the annual membership fees (if any) to be paid for membership of the Club.
- 5.7.2 The fees determined under sub rule 5.7.1 may be different for different classes of membership.
- 5.7.3 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.
- 5.7.4 If a member has not paid the annual membership fee within the period of 2 months after the due date, the member ceases to be a member on the expiry of that period.
- 5.7.5 If a person who has ceased to be a member under sub rule 5.7.4 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.

6 COMMITTEE

6.1 Committee members

- 6.1.1 The Committee members consist of —
 - (a) the office holders of the Club;
 - (b) the Captain; and
 - (c) at least one ordinary Committee member.
- 6.1.2 The Committee must determine the number of members who may be ordinary Committee members.

- 6.1.3 The following are the office holders of the Club —
- (a) the President;
 - (b) the Secretary;
 - (c) the Treasurer.
- 6.1.4 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.
- 6.1.5 A person must not hold 2 or more of the offices in subrule 6.1.3 at the same time.
- 6.1.6 At least 30 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 6.1.7.
- 6.1.7 A member who wishes to be considered for election to the Committee at the Annual general meeting must nominate for election by advising the Secretary at least 14 days before the Annual general meeting.
- 6.1.8 A member may nominate for one specified position of office holder of the Club or to be an ordinary Committee member.
- A member whose nomination does not comply with this rule is not eligible for election to the Committee unless the member is nominated under rule 6.2.2 or 6.3.3(b).

6.2 Election of officers

- 6.2.1 At the Annual general meeting, a separate election must be held for each position of the officers of the Club.
- 6.2.2 If there is no nomination for a position, the Chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- 6.2.3 If only one member has nominated for a position, the Chairperson of the meeting must declare the Member elected to the position.
- 6.2.4 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.

- 6.2.5 Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- 6.2.6 A member who has nominated for a position may vote for himself or herself.
- 6.2.7 On the election of a new Chairperson, that person may take over as the Chairperson of the meeting.

6.3 Election of ordinary Committee members

- 6.3.1 By election to their positions, the officers and Captain are ex officio members of the Committee.
- 6.3.2 At the Annual general meeting, the Club must decide by resolution the number of ordinary Committee members (if any) to hold office for the next year.
- 6.3.3 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 under paragraph (a).
- 6.3.4 If —
 - (a) the number of members nominating for the position of ordinary Committee member is greater than the number to be elected; or
 - (b) the number of members nominating under sub rule 6.3.3(b) is greater than the number of positions remaining unfilled,

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.
- 6.3.5 A member who has nominated for the position of ordinary Committee member may vote in accordance with that nomination.

6.4 Term of office

- 6.4.1 The term of office of a Committee member begins when the member —
 - (a) is elected at an Annual general meeting or under sub rule 6.5.3(1)(b); or
 - (b) is appointed to fill a casual vacancy under rule 6.7.
- 6.4.2 Subject to rule 6.6, a Committee member holds office until the positions on the Committee are declared vacant at the next Annual general meeting.
- 6.4.3 A Committee member may be re-elected.

6.5 Resignation and removal from office

- 6.5.1 A Committee member may resign from the Committee by notice given to the Secretary or, if the resigning member is the Secretary, given to the President.
- 6.5.2 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.
- 6.5.3 At a General meeting, the Club may by resolution —
 - (a) remove a Committee member from office; and
 - (b) elect a member who is eligible under rule 6.1.4 to fill the vacant position.

6.6 When membership of Committee ceases

- 6.6.1 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 6.5.3; 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 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.
- 6.6.2 Upon cessation of membership of the Committee the member must deliver or

must cause to be delivered to an office holder all relevant documents and records they hold pertaining to the management of the Club.

6.7 Filling casual vacancies

- 6.7.1 The Committee may appoint a member who is eligible under rule 6.1.8 to fill a position on the Committee that —
- (a) has become vacant under rule 6.6; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 6.5.3(b).
- 6.7.2 If the position of Secretary becomes vacant, the Committee must appoint a member who is eligible under rule 6.1.8 to fill the position within 14 days after the vacancy arises.
- 6.7.3 Subject to the requirement for a quorum under rule 8.3, the Committee may continue to act despite any vacancy in its membership.
- 6.7.4 If there are fewer Committee members than required for a quorum under rule 8.3, the Committee may act only for the purpose of —
- (a) appointing Committee members under this rule; or
 - (b) convening a General meeting.

6.8 Powers of the Committee

- 6.8.1 To exercise all the powers of the Club, the powers of this Section and to manage its affairs in accordance with the Act, these Rules and the Bylaws, subject only to a Special Resolution of members at a General meeting.
- 6.8.2 To make, alter and rescind any bylaws that it considers necessary for the effective administration of the Club, provided that no bylaw may be inconsistent with these Rules.
- 6.8.3 To accept, delay, impose conditions upon or reject the applications of new members into the Club.
- 6.8.4 To determine the class and category of members.
- 6.8.5 Subject to the Act and these Rules, to discipline, suspend or expel members.
- 6.8.6 To set, change and impose fees and levies upon members.
- 6.8.7 To appoint any ordinary member to fill a casual vacancy on the Committee.

6.9 Validity of acts

The acts of a Committee or subcommittee thereof, 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.

7 OFFICERS

7.1 President

- 7.1.1 The President has the powers and duty to convene and preside as Chairperson at all Committee and General meetings of the Club.
- 7.1.2 If the President is not present at any meeting then the members present must elect another Committee member to preside as Chairperson.
- 7.1.3 The President must consult with the Secretary regarding the business to be conducted at each meeting.

7.2 Secretary

The Secretary has the following duties —

- (a) dealing with the Club's correspondence;
- (b) consulting with the President 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 Club 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 Club 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 Club a record of Committee members and other persons authorised to act on behalf of the Club, as required under section 58(2) of the Act;

- (g) ensuring the safe custody of the books of the Club, other than the financial records, financial statements and financial reports, as applicable to the Club;
- (h) maintaining full and accurate minutes of Committee meetings and General meetings;
- (i) carrying out any other duty given to the Secretary under these rules or by the Committee.

7.3 Treasurer

The Treasurer has the following duties —

- (a) ensuring that any amounts payable to the Club are collected;
- (b) ensuring that any amounts paid to the Club are credited to the appropriate account of the Club, as directed by the Committee;
- (c) ensuring that any payments to be made by the Club that have been authorised by the Committee or at a General meeting and are made on time;
- (d) ensuring that the Club complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Club's financial records, financial statements and financial reports, as applicable to the Club;
- (f) coordinating the preparation of the Club's financial statements before their submission to the Club's Annual general meeting;
- (g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial report under Part 5 Division 5 of the Act;
- (h) carrying out any other duty given to the Treasurer under these rules or by the Committee.

8 COMMITTEE MEETINGS

The Committee must meet not less than 3 times in each year on the dates and at the times and places determined by the Committee.

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.

Special Committee meetings may be convened by the President or any 2 Committee members.

8.1 Notice of Committee meetings

8.1.1 Notice of Committee meetings must be given to each Committee member at least 48 hours before the time of the meeting.

8.1.2 The notice must state the date, time and place of the meeting and must describe the nature of the business to be conducted at the meeting.

8.1.3 Unless sub rule 8.1.4 applies, the only business that may be conducted at the meeting is the business described in the notice.

8.1.4 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.

8.2 Procedure and order of business

8.2.1 The President must preside as Chairperson of each Committee meeting.

8.2.2 If the President is absent or 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.

8.2.3 The order of business at a Committee meeting may be determined by the President or the Committee members at the meeting.

8.2.4 A member or other person who is not a Committee member may attend a Committee meeting if invited to do so by the Committee.

8.2.5 A person invited under sub rule 8.2.4 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.

8.2.6 Attendance at a Committee meeting need not be in person but may be by telephone or other means of instantaneous communication.

8.2.7 A member who participates in a Committee meeting as allowed under sub rule 8.2.6 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.

8.3 Quorum

8.3.1 A quorum for the Committee shall be 4 members thereof.

8.3.2 Subject to rule 6.7.4, no business is to be conducted at a Committee meeting unless a quorum is present.

8.3.3 If a quorum is not present within 30 minutes after the commencement time, the meeting shall be adjourned to a date and time set by those members present.

8.4 Voting at Committee meetings

8.4.1 Each Committee member present at a Committee meeting has one vote on any question arising at the meeting.

8.4.2 A motion is carried if a majority of the Committee members present at the Committee meeting vote in favour of the motion.

8.4.3 If the votes are divided equally on a question, the President has a second or casting vote.

8.4.4 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.

8.4.5 If a secret ballot is needed, the President must decide how the ballot is to be conducted.

8.5 Minutes of Committee meetings

8.5.1 The Committee must ensure that minutes are taken and kept of each Committee meeting.

8.5.2 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 8.2.4;
- (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.

8.5.3 The President must ensure that the minutes of a Committee meeting are reviewed and signed as correct by —

- (a) the President of the meeting; or
- (b) the Chairperson of the next Committee meeting.

8.5.4 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.

9 GENERAL MEETINGS

9.1 Annual general meeting

9.1.1 The Committee must determine the date, time and place of the Annual general meeting which must be held within 6 months of the end of the Club's financial year.

9.1.2 The ordinary business of the Annual general meeting is as follows —

- (a) to confirm the minutes of the previous Annual general meeting and of any Special general meeting held since then if the minutes of that meeting have not yet been confirmed;

- (b) to receive and consider —
 - (i) the Committee's annual report on the Club's activities during the preceding financial year; and
 - (ii) the financial statements of the Club for the preceding financial year presented under Part 5 of the Act; and

(c) to elect the office holders of the Club, the Captain and the ordinary Committee members for the following year;

(d) to set, confirm or vary the annual subscriptions and other amounts (if any) to be paid by members.

9.1.3 Any other business of which notice has been given in accordance with these rules may be conducted at the Annual general meeting.

9.2 Special general meetings

9.2.1 The Committee may convene a Special general meeting.

9.2.2 The Committee must convene a Special general meeting if at least 20% of the members require a Special general meeting to be convened.

9.2.3 The members requiring a Special general meeting to be convened must —
(a) make the requirement by written notice given to the Secretary;
(b) state in the notice the business to be considered at the meeting; and
(c) each sign the notice.

9.2.4 The Special general meeting must be convened within 28 days after notice is given under subrule 9.2.3(a).

9.2.5 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.

9.2.6 A Special general meeting convened by members under subrule 9.2.5 —
(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.

9.2.7 The Club must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule 9.2.5.

9.3 Notice of General meetings

9.3.1 The Secretary or, in the case of a Special general meeting convened under rule 9.2.5, the members convening the meeting, must give to each member —

- (a) at least 21 days' notice of a General meeting if a special resolution is to be proposed at the meeting; or
- (b) at least 14 days' notice of a General meeting in any other case.

9.3.2 The notice must —

- (a) specify the date, time and place of the meeting; and
- (b) indicate the general nature of each item of business to be considered at the meeting; and
- (c) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 9.4.7.

9.4 Proxies

9.4.1 Subject to subrule 9.4.2, an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a General meeting.

9.4.2 An ordinary member may be appointed the proxy for not more than 5 other members.

9.4.3 The appointment of a proxy must be in writing and signed by the member making the appointment.

9.4.4 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.

9.4.5 If no instructions are given to the proxy, the proxy may vote on behalf of the member as the proxy sees fit.

9.4.6 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;

- (b) that identifies any voting instructions to the proxy; and
- (c) that has been signed by the member.

9.4.7 Notice of a General meeting given to an ordinary member under rule 9.3 must

- (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
- (b) include a copy of any form that the Committee has approved for the appointment of a proxy.

9.4.8 A form appointing a proxy must be given to the Secretary before the commencement of the general meeting for which the proxy is appointed.

9.4.9 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Club not later than 24 hours before the commencement of the meeting.

9.4.10 The appointment has effect until —

- (a) the end of any General meeting to which the appointment applies; or
- (b) the appointment is revoked by the member and written notice of the revocation is given to the Secretary.

9.5 Quorum for general meetings

9.5.1 No business is to be conducted at a General meeting unless a quorum of 10 members is present.

9.5.2 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 President 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.

9.6 Voting at General meetings

- 9.6.1 In this rule –
poll means the process of voting in relation to a matter that is conducted in writing.
- 9.6.2 On any question arising at a General meeting –
(a) subject to subrule 9.6.4, each ordinary member has one vote; and
(b) ordinary members may vote personally or by proxy.
- 9.6.3 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.
- 9.6.4 If votes are divided equally on a question, the President has a second or casting vote.
- 9.6.5 Subject to subrule 9.6.7, the President may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been carried or lost.
- 9.6.6 If the resolution is a special resolution, the declaration under subrule 9.6.5 must identify the resolution as a special resolution.
- 9.6.7 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 President;
(b) the President must declare the determination of the resolution on the basis of the poll.
- 9.6.8 If a poll is demanded on the election of the President or on a question of an adjournment, the poll must be taken immediately.
- 9.6.9 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 President.
- 9.6.10 The result of every poll 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.

9.7 Special resolution

A special resolution passed by 75% of members present and entitled to vote is required if it is proposed at any General meeting:

- (a) to adopt or change these rules;
- (b) to approve the terms of an amalgamation with another club or incorporated association;
- (c) to voluntarily wind up the club.

9.8 Minutes of a General meeting

- 9.8.1 The Secretary, or a person authorised by the Committee from time to time, must take and keep minutes of each General meeting.
- 9.8.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of that vote.
- 9.8.3 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 Secretary under rule 9.4.8; and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 9.1.2(b)(ii).
- 9.8.4 The minutes of a General meeting must be entered in the Club's minute book within 30 days after the meeting is held.
- 9.8.5 The President must ensure that the minutes of a General meeting are reviewed and signed as correct by —
- (a) the President of the meeting; or
 - (b) the Chairperson of the next General meeting.
- 9.8.6 When the minutes of a General meeting have been signed as correct they are taken to be proof that —
- (a) the meeting to which the minutes relate was duly convened and held;
and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

10 DISPUTE SETTLEMENT PROCEDURES

10.1 A Dispute between members

- (a) Must be referred to and settled by the Captain
- (b) Where (a) fails to resolve the matter, the dispute is to be passed to the Committee for resolution.

10.2 A dispute between a member and the Committee

- (a) Is to be first resolved by the Committee. However, if the member remains aggrieved by the resolution;
- (b) The Committee shall appoint a previous office holder or Committee member to mediate the dispute.

11 GENERAL MATTERS

11.1 Bylaws

- 11.1.1 The Committee may by resolution make, amend or revoke bylaws.
- 11.1.2 A bylaw is of no effect to the extent that it is inconsistent with the Act, the Regulations or these rules.
- 11.1.3 A copy of the bylaws is, upon request, to be provided to any member.

11.2 Executing documents and common seal

- 11.2.1 The Club may execute a document without using a common seal if the document is signed by —
 - (a) two Committee members; or
 - (b) one Committee member and a person authorised by the Committee.

- 11.2.2 The common seal —
 - (a) a document may only be sealed with the common seal by the authority of the Committee and in the presence of —
 - (i) two Committee members; or

(ii) one Committee member and a person authorised by the Committee,

and each of them is to sign the document to attest that the document was sealed in their presence.

11.2.3 The Secretary must make a written record of each use of the common seal.

11.2.4 The common seal must be kept in the custody of the Secretary or another Committee member authorised by the Committee.

11.3 Notices to members

11.3.1 In this rule –

recorded means recorded in the register of members.

11.3.2 A notice or other document that is to be given to a member under these rules must be given to the member 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 email to the recorded email address of the member.

11.4 Inspection of records & documents

11.4.1 Subrule 11.4.2 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 Club, under section 58(3) of the Act; or
- (c) any other record or document of the Club.

11.4.2 The member must give the Secretary 14 days notice to have the relevant information available for inspection.

11.4.3 The inspection must be free of charge.

11.4.4 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 or

not available for inspection by members.

11.4.5 The member may make a copy of or take an extract from a record or document referred to in subrule 11.4.1(c) but does not have a right to remove the record or document for that purpose.

11.4.6 The member must not use or disclose information in a record or document referred to in subrule 11.4.1(c) except for a purpose —

- (a) that is directly connected with the affairs of the Club; or
- (b) that is related to complying with a requirement of the Act.

11.5 Distribution of surplus assets on winding up

11.5.1 In this rule —

surplus property, in relation to the Club, means property remaining after satisfaction of:

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

but does not include books relating to the management of the Club.

11.5.2 On the cancellation of the incorporation or the winding up of the Club, its surplus property must be distributed as determined by special resolution and in accordance with Section 24(1) of the Act.

11.6 Alteration of rules

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