

# Constitution of the Albany Volleyball Association Inc.



## **AMENDED DRAFT CONSTITUTION**

Proposed by: Aaron Bailey

Seconded by:

For members to consider and pass as a Special Resolution:

“That in accordance with the obligations arising from the Associations Incorporation Act 2015 (WA) the Constitution contained in this draft be approved and adopted as the Constitution of the Albany Volleyball Association Inc. in substitution for, and to the exclusion of the existing Albany Volleyball Association Inc. Constitution.

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## **PART 1 - PRELIMINARY**

### **1.1 Name of Association**

The name of the Association is the Albany Volleyball Association Inc., hereafter known as the 'Association'.

### **1.2 Objects of Association**

The principal objects of the Association are to:

- 1) Govern, foster and develop the game of Volleyball in Albany and the surrounding region;
- 2) Promote, conduct and control inter-club matches and tours by representative teams;
- 3) Provide instruction in Volleyball and to encourage participation in volleyball activities
- 4) Provide and assist in providing opportunities for people of all ages and irrespective of creed, sex, class or political belief, to enjoy volleyball within Albany;
- 5) Encourage and promote healthy lifestyles through active participation;
- 6) Protect the interests and represent Volleyball clubs from the Albany Region; and
- 7) Maintain a strong affiliation with and subscribe to Volleyball WA and any other association whose objects are similar.

### **1.3 Powers of the Association**

Subject to the Act, the Association may do all things necessary to carry out its objects in a lawful manner, including but not limited to:

- 1) Raise, invest and deal with the money of the Association in such manner as may from time to time be determined;
- 2) Acquire, hold, deal with, lease, exchange, hire or dispose of any real or personal property;
- 3) Employ, pay and dismiss employees as deemed necessary to further the objects of the Association;
- 4) Open and operate bank accounts;
- 5) Administer the finances of the Association;
- 6) Apply for, obtain and renew from time to time a licensed club permit under the Liquor Licencing Act 1988 and its amendments;
- 7) Fix fees and subscriptions payable by members and decide such levies and charges and to enforce payment thereof;
- 8) Enter into any contract it considers necessary or desirable;
- 9) Adjudicate on all matters brought before it which in any way affect the Association;
- 10) Make, amend and rescind By-Laws, not inconsistent with this Constitution; and
- 11) Do other things necessary or convenient to be done in carrying out the objects.

## 1.4 Terms Used

In these rules, unless the contrary intention appears ---

**Act** means the WA Associations Incorporation Act 2015; its amendments and any other legislation that may come into force to replace or supplement this Act and shall form part of these Rules;

**AGM** means the Annual General Meeting;

**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; or
- d) Any other record of information;

**By-Laws** mean the operational guidelines, policies and procedures that allow the organisation to operate;

**Chairperson** means the Committee Member holding the chair at meetings of the Association;

**Committee** means the Management Committee of the Association;

**Committee Meeting** means a meeting of the Management Committee;

**Committee Member** means a member of the Management Committee;

**Delegate** means the persons elected or appointed by an Affiliated Club to act for and on behalf of that Affiliated Club and represent the Affiliated Club at General Meetings or otherwise;

**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 commences on 1st April each year and concludes on 31st March of the following year;

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

**"Liquor Act"** means the WA Liquor Control Act 1988, its amendments and any other legislation that may come into force to replace or supplement this Act and shall form part of these Rules;

**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;

**Special General Meeting** means a meeting convened in accordance with rule 5.12, at which only business that has been described in the notice may be transacted;

**Special resolution** means a resolution passed by three-fourths of the voting members at a General Meeting in accordance with section 51 of the Act;

**Subcommittee** means a subcommittee appointed by the Committee under rule 5.9;

***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(1) of the Act applies;

***Tier 3 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.

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## **PART 2 - ASSOCIATION TO BE NOT FOR PROFIT BODY**

### **2.1 NotForProfit 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 2.1(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 3 - MEMBERS**

### **3.1 Jurisdiction**

- 1) The Association shall have sole jurisdiction over players and affiliated clubs within the Albany Volleyball Association in all matters pertaining to Volleyball within the Association.
- 2) The Association is a member of Volleyball WA and is required to administer and develop Volleyball, subject to the reasonable direction of Volleyball WA and in accordance with the objects of Volleyball WA.

### **3.2 Eligibility for Membership**

- 1) Under section 4 and 17 of the Act an Association must always have at least 6 members with full voting rights.
- 2) Membership of the Association is open to any person, or club who supports the objects of the Association.
- 3) An individual who is aged nineteen (19) or older is eligible to apply for membership that confers full voting rights.
- 4) An individual who is aged under nineteen (19) is eligible to apply for a class of membership that does not confer voting rights.
- 5) A person can only belong to one class of membership, Ordinary or Associate Membership.

### **3.3 Compliance of Affiliated Clubs**

- 1) Organisations wishing to affiliate with the Association must satisfy the following minimum requirements:
  - a) Be an incorporated body,
  - b) Have an active committee / decision making structure
  - c) Ensure that at least one of the sports offered must be volleyball (multisport organisations)
  - d) Be financially stable
  - e) Comply with all state and federal legislation and the Association's related policies, including but not limited to member protection (including Working with Children Check) and workplace health and safety and provide evidence as requested
- 2) Each Affiliated Club and its registered members, admitted to membership shall:
  - a) Be bound by the Constitution of the Association and the By-Laws;
  - b) Act for and on behalf of the interests of the sport of Volleyball, the Association and the members;
  - c) Conduct their own elections to determine two representatives (delegate and proxy) for the Committee as indicated in rule 3.3(3)
  - d) Be bound by all resolutions passed by delegates at a General Meeting, whether they are present or not at the meeting;
  - e) Become liable for such fees, subscriptions and levies as may be fixed by the Committee;
  - f) Register its colors and uniform with the Association as set out in the By-Laws;
  - g) Comply with the regulations governing match play as set out in the By-Laws; and
  - h) Provided with a copy or directed where to access a copy of the constitution and By-Laws.

- 3) A delegate (and proxy delegate) must be:
  - a) A member of the Affiliated Club they are delegate for;
  - b) Empowered by the Affiliated Club to vote at any meetings in the best interest of the Affiliated Club;
  - c) A delegate for only one Affiliated Club; and
  - d) At least nineteen (19) years of age.

### **3.4 Applying for Membership**

- 1) Individual:
  - a) To the Association:
    - (i) A person who wants to become a member must apply through the appropriate written application and meet the eligibility criteria in Rule 3.2.
    - (ii) The application must be signed by the applicant or the approved nominated representative or guardian of the applicant.
    - (iii) The applicant must specify in the application the class of membership to which the application relates.
  - b) Via an Affiliated Club:
    - (i) A person who wants to become a member to an Affiliate Club must apply through the appropriate written application set out by their chosen club.
    - (ii) An individual who is a member of an Affiliated Club does not need to separately apply for membership of the Association.
- 2) Affiliated Club:
  - a) An Affiliated Club who wants to become an affiliate of the Association must apply through the appropriate written application and meet the eligibility criteria in Rule 3.3(1).
  - b) The application must be signed by the approved nominated representative, Rule 3.3(3).
  - c) An individual who is a member of an Affiliated Club does not need to separately apply for membership of the Association.

### **3.5 Dealing with Membership Applications**

- 1) The Committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- 2) Subject to subrule 3.4(3), the Committee must consider applications in the order in which the Association receives them.
- 3) 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.
- 4) The Committee must not accept an application unless the applicant:
  - a) Is eligible under Rule 3.2; and
  - b) Has applied under Rule 3.3.

- 5) The Committee may reject an application even if the applicant:
  - a) Is eligible under Rule 3.2; and
  - b) Has applied under Rule 3.3.
- 6) 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.
- 7) If the Committee rejects the application, the Committee is not required to give the applicant its reasons for doing so.

### 3.6 Becoming a Member

- 1) Subject to subrule 3.6(2), 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, subscriptions and levies payable to the Association under Rule 3.13.
- 2) An Individual Member of an Affiliated Club becomes a member of the Association when:
  - a) The Affiliated Club accepts the individual's application; and
  - b) The Affiliated Club pays on behalf of the individual any membership fees, subscriptions and levies payable to the Association under Rule 3.13

### 3.7 Classes of Membership

- 1) The Members of the Association shall consist of the following ordinary members and any associate member provided under subrule 3.7(4):
- 2) Ordinary Membership Categories:
  - a) **Adult Membership** - Adult membership shall be given to all financial members nineteen (19) years of age and over. Adult Members shall have one vote at the Annual (AGM).
  - b) **Junior Members** - Junior Membership shall be given to all financial registered players under nineteen (19) years of age. Junior members must support the objects of the Association. Although do not have voting rights, are entitled to speak at General Meeting, with the exception of the nominated Junior Committee Member (rule 4.16). Junior Members will automatically become Adult Members upon turning the age of nineteen (19) and will not require to upgrade their membership for that financial year. The discounted Membership Fee will be determined as per subrule 3.13.(1)
  - c) **Life Members** - A Life Member is a member of long standing, who has rendered meritorious service and who has been recommended to an AGM by the Committee and elected by a three quarters majority of ordinary members present. Life Members shall have one vote at the Annual (AGM)
    - (i) The criteria for life membership, as determined by the Committee, shall be set out in the Membership Policy;
    - (ii) The Committee shall recommend for appointment a Life Member in accordance with the criteria and procedure set out in the By-Laws;
    - (iii) Conditions, obligations and privileges of life membership shall be as prescribed in the By-Laws

- 3) **Affiliated Club Membership:**
  - a) **Affiliated Club membership** shall be granted to clubs, with two or more teams. Members of an Affiliated club shall enjoy the privileges of their corresponding Ordinary Membership category (Adult/Junior/Life) and may be represented by a Club Delegate. Affiliated clubs must comply with Rule 3.3.
- 4) **Associate Membership Categories:**
  - a) **Community Members** - include non-playing officials, coaches and community supporters as defined in the By-Laws. Community members do not have voting rights (unless they have been elected to a position on the Board) but are entitled to speak at General Meetings;
  - b) **Temporary members** - who on any day visiting the Association as a member or official of another club or Association to:
    - (i) Engage in a pre-arrange event conducted in accordance with the Association's objectives; or
    - (ii) Hold a pre-arranged function involving the use of the Association;
    - (iii) Temporary members do not have voting rights and are not entitled to speak at meetings.
- 5) The Committee has the right and power from time to time to create new categories of associate membership and determine the eligibility criteria, rights and obligations of those associate members.
- 6) No new category of ordinary membership may be granted voting rights unless the prior approval of the members is first obtained by Special Resolution at a General Meeting

### 3.8 Membership Rights

- 1) Each person or Affiliated Club admitted to membership shall be:
  - a) Bound by the Constitution of the Association and the By-Laws;
  - b) Entitled to all privileges of the specified membership;
  - c) Bound by all resolutions passed at a General Meeting, whether they are present or not at the meeting;
  - d) Provided with a copy or directed where to access a copy of the Association's constitution and By-Laws.
- 2) Ordinary members and Associate members have all the rights provided to members under this constitution including but not limited to:
  - a) Receive notices from the Association;
  - b) Attend General Meetings of the Association; and
  - c) Be elected or appointed to the Management Committee and/or any subcommittees of the Association (if they are eligible).

### **3.9 When Membership Ceases**

- 1) An Affiliated Club or person ceases to be a member when any of the following takes place:
  - a) The membership term expires under rule 3.15;
  - b) Or;
    - i. The person resigns from the Association under rule 3.10;
    - ii. The person is expelled from the Association under rule 6.2;
    - iii. The Affiliated Club or person ceases to be a member under rule 3.13(4);
    - iv. The Affiliated Club winds up;
    - v. The individual member dies.
- 2) If an Affiliated Club or person ceases to be a member of the Association under rule 3.9(1)(b). The Secretary must keep a record, for at least one year after of -
  - a) The date on which the member ceased to be a member; and
  - b) The reason why the member ceased to be a member.

### **3.10 Resignation**

- 1) A member may resign from membership of the Association by giving written notice of the resignation to the Secretary.
- 2) The resignation takes effect -
  - a) When the Secretary receives the notice; or
  - b) If a later time is stated in the notice, at that later time.
- 3) The Club or person who has resigned from membership remains liable for any fees that are owed to the Association at the time of resignation

### **3.11 Withdrawal and Dissolution of an Affiliated Club**

- 1) An Affiliated Club, which is resigning or disbanding:
  - a) Will not be considered disbanded unless notice of such disbandment has been lodged with the Association prior to the start of the financial year;
  - b) Will remain liable for all fees, subscriptions, and/or levies incurred up to the time of lodging the application to withdraw; at the discretion of the Management Committee; and
  - c) In the event of a club withdrawing during the season, its members shall be at liberty to play with any other club, with the written consent of the Management Committee.

### **3.12 Rights Not Transferable**

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

### **3.13 Membership Fee and Subscription**

- 1) The Committee by the start of each annual season shall fix the annual membership fee and subscription for members.

- 2) Each member shall pay the fees by a date and time set by the Committee, to the treasurer, or another person authorised by the Committee to accept payment, as set out in the By-Laws.
- 3) If a member or Affiliated Club has not paid the fees by 1 July, the member ceases to be a member.
- 4) If a person/club who has ceased to be a member under subrule 3.13(3) offers to pay the fee after the period referred to subrule 3.13(3) 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.

### **3.14 Register of Members**

- 1) The Secretary, or another person authorised by the Committee, is responsible to maintain the register of members and record in that register any change in the membership of the Association within 28 days of the change occurring.
- 2) The register must include each member's name and ---
  - a) A contact, postal, residential or email address of each member;
  - b) The class of membership held by the member; and
  - c) The date on which the person/club became a member.
- 3) The Secretary, or another person authorised by the Committee, is responsible to maintain a record of Committee Members and other persons authorised to act on behalf of the Association.
- 4) The register of members and Committee Members must be kept at the Secretary's place of residence, or at another place determined by the Committee.
- 5) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
- 6) If -
  - a) A member inspecting the register of members wishes to make a copy of, or take an extract from the register; or
  - b) A member makes a written request 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 Association

### **3.15 Membership Term**

- 1) The term of individual membership begins on the 1st April and expires on the 31st March the following year (excluding Life Membership).
- 2) The term of an Affiliated Club begins on the 1st April and expires on the 31st March the following year
- 3) Life Membership term is for the full life span of the Member, unless revoked under Section 6 of the constitution.

## **PART 4 - COMMITTEE**

### **4.1 Management Committee Powers**

- 1) The Management Committee of the Association has the power to manage the affairs of the Association.
- 2) Subject to the Act, these rules, the By-Laws (if any) and any resolution passed at an AGM or special 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.

### **4.2 Management Committee Members**

- 1) Exclusively a Management Committee, consisting of ten (10) elected Committee Members, will manage the business and affairs of the Association.
- 2) The maximum number of Management Committee Members shall not exceed ten (10).
- 3) The following are the four (4) office holders of the Association;
  - a) President;
  - b) Vice President;
  - c) Treasurer; and
  - d) Secretary.
- 4) No person shall be entitled to hold more than one of the office holder positions mentioned in sub-rule 4.2(3).
- 5) All Committee Members have one vote; except in the case of a tied vote where the President or Chairperson shall have a second or casting vote.
- 6) The Management Committee shall not have more than 3 members from any one Affiliated Club, at any one time.

### **4.3 Eligibility to the Management Committee**

- 1) A person may be a Committee Member if they are:
  - a) Aged nineteen 19 or over, with the exception of one Junior Committee Member
  - b) Are a member;
  - c) Duly elected or appointed, as set out in rule 4.4 and 4.5, and
  - d) Are not disqualified from being an office holder of the Committee under sections 39 and 40 of the Act.
- 2) Employees of the Association are not eligible to hold a position on the Management Committee.

### **4.4 Elected Committee Members**

- 1) At least 28 days prior to the AGM the Secretary must send written notice to all members:
  - a) Calling for nominations for election to the Committee; and
  - b) State the date by which nominations must be received by the Secretary to comply with subrule 4.4(2)

- 2) A member who wishes to be considered for election to the Committee can nominate for election by sending written notice of the nomination to the Secretary at least seven (7) days prior to the AGM.
- 3) 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 4.5 or 4.9.

#### **4.5 Election of Management Committee**

- 1) At the AGM, the Chairperson shall call for nominations from any member at the meeting.
  - a) If more than ten (10) members have nominated, the members at the meeting must vote by a show of hands, or by ballot if requested by a nominee, to decide who is to be elected to the Committee.
  - b) If the number of members nominating is equal to or less than that required to fill the positions, the chairperson of the meeting must declare the members elected to the Management Committee.

#### **4.6 Term of Office – Management Committee**

- 1) The term of office of an Management Committee Member begins when the member is:
  - a) Elected to the Management Committee at an AGM; or
  - b) Appointed to the Management Committee to fill a casual vacancy under rule 4.9.
- 2) All Management Committee Members shall be elected for a one (1) year term;

#### **4.7 Resignation and Removal From Office**

- 1) A Committee Member may resign from the Committee by written notice given to the Secretary or the President.
- 2) The resignation takes effect:
  - a) When the notice is received; or
  - b) If a later time is stated in the notice, at the later time.
- 3) At a General Meeting, the Association may by resolution:
  - a) Remove a Committee Member from office; and
  - b) Elect a member who is eligible under rule 4.3 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 Committee and may ask that the representation be provided to the members.
- 5) The Committee 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 General Meeting at which the resolution is to be considered.



#### **4.8 When Membership of Committee Ceases**

- 1) A person ceases to be a Committee Member if the person:
  - a) Resigns from the Committee or is removed from office under rule 4.7; or
  - b) Becomes ineligible to accept an appointment or act as a Committee Member under section 39 of the Act; or
  - c) Becomes permanently unable to act as a Committee Member because of a mental or physical disability; or
  - d) Fails to attend three (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; or
  - e) Dies.
- 2) Under section 41 of the Act the person, as soon as practicable after their membership ceases, must deliver to a member of the Committee all the relevant documents and records they hold pertaining to the management of the Association's affairs.

#### **4.9 Filling Casual Vacancies**

- 1) The Committee may appoint a member who is eligible under rule 4.3 to fill a position on the Committee that:
  - a) Has become vacant; or
  - b) Was not filled by election at the most recent AGM or under rule 4.6.
- 2) If the position of Secretary becomes vacant, the Committee must appoint a member who is eligible under rule 4.3 to fill the position within 14 days after the vacancy arises.
- 3) Subject to the requirement for a quorum under rule 5.4, 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 5.4, the Committee may act only for the purpose of:
  - a) Appointing Committee Members under this rule; or
  - b) Convening a General Meeting.

#### **4.10 Responsibilities of Committee Members**

- 1) A Committee Member must exercise their powers and discharge their duties:
  - a) With a degree of care and diligence that a reasonable person would exercise in the circumstances;
  - b) In good faith in the best interests of the Association and for a proper purpose.
- 2) A Committee Member or former Committee Member must not improperly use information obtained during their position as a Committee Member to:
  - a) Gain an advantage for themselves or another person; or
  - b) Cause detriment to the Association.

- 3) A Committee Member having any material personal interest in a matter being considered at a Committee Meeting must:
  - a) As soon as they become aware of that interest, disclose the nature and extent of their interest to the Committee; and
  - b) Agree with the Committee on the most appropriate manner to handle the disclosure of interest as set out in the By-Laws; and
  - c) Must not be present when the matter is being considered at the meeting or vote on the matter; and
  - d) Ensure the nature and extent of the interest and how the interest relates to the activity of the Association is disclosed at the next General Meeting.
- 4) The Secretary must record every disclosure made by a Committee Member under subrule 4.10(3) in the minutes of the Committee Meeting at which the disclosure is made.
- 5) No Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Association unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.
- 6) No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for:
  - a) An indictable offence in relation to the promotion, formation or management of a body corporate;
  - b) An offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
  - c) An offence under Part 4 Division 3 (the duties of officers) or section 127 (the duty with respect to incurring of debt) of the Act, unless the person has obtained the consent of the Commissioner.
- 7) No person shall be entitled to hold a position on the Committee if the person is, according to the Interpretation Act section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

#### **4.11 President**

- 1) The President has the following duties:
  - a) Lead and support the Committee to administrate current and future planning of the Association;
  - b) Consult with the Secretary regarding the business to be conducted at Committee meetings and General Meetings;
  - c) Convene and preside at Committee meetings and preside at special and General Meetings provided for in these rules;
  - d) Ensure that the minutes of a General Meeting or Committee meeting are reviewed and signed as correct;
  - e) Represent the Association at all meetings deemed appropriate to attend;
  - f) Report activities to the members at the AGM; and
  - g) Liaise with key stakeholders.
- 2) In the absence of the President from a Committee or General Meeting, the Vice President will chair the meeting.

#### 4.12 Secretary

- 1) The Secretary has the following duties:
  - a) Receive and coordinate the Association's correspondence;
  - b) Consult with the President regarding the business to be conducted at each Committee meeting and General Meeting;
  - c) Prepare 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, maintain on behalf of the Association the register of members, and record in the register any changes in the membership;
  - e) Unless another member is authorised by the Committee to do so, maintain on behalf of the Association a record of Committee Members and other persons authorised to act on behalf of the Association;
  - f) Maintain on behalf of the Association an up-to-date copy of these rules;
  - g) Ensure the safe custody of the books of the Association, other than the financial records, financial statements and financial reports;
  - h) Document and publish full and accurate minutes of Committee meetings and General Meetings; and
  - i) Carry out any other duty given to the Secretary under these rules or by the Committee.

#### 4.13 Treasurer

- 1) The Treasurer has the following duties:
  - a) Ensure that any amounts payable to the Association are collected and issue receipts for those amounts in the Association's name;
  - b) Pay all monies into such account or accounts of the Association as the Committee from time to time direct;
  - c) Ensure 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) Ensure that the Association complies with the relevant requirements of Part 5 of the Act;
  - e) Ensure the safe custody of the Association's financial records, financial statements and financial reports;
  - f) Coordinate the preparation of the Financial Statements of the Association prior to their submission to the AGM in accordance to the Association's tier level;
  - g) Prepare financial accounts suitable for auditing (if required) and provide the auditor with all necessary information; and
  - h) Carry out any other duty given to the Treasurer under these rules or by the Committee.

#### **4.14 Vice President**

- 1) The Vice President has the following duties:
  - a) Oversee and ensure any subcommittees are responsible and accountable;
  - b) Provide support and assistance to the President;
  - c) In the absence of the President, undertake all the roles and responsibilities of the Chairperson;
  - d) In the absence of the President;
    - I. preside over meetings of the Association; and
    - II. Carry out any other duty given to the Vice President under these rules or by the Committee.

#### **4.15 General Committee Members**

- 1) The General Committee Members have the duties as defined in the By-Laws.

#### **4.16 Junior Committee Member**

- 1) This position is appointed under rule 4.9
- 2) The Junior Committee Member is a position available to a financial Junior Member. This Member is granted voting rights at Committee Meetings only.

#### **4.17 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.

## **PART 5 - MEETINGS**

### **5.1 Management Committee Meetings**

- 1) The Management Committee must meet not less than twelve (12) times in each year (monthly). The Committee will determine the date, time and location.
- 2) The date, time and location of the first Committee meeting must be held within one month after the AGM, at which the Office Holders (4.2.3) are elected.
- 3) The President or any four (4) Committee Members may convene a special Committee meeting.

### **5.2 Notice of Committee Meetings**

- 1) A call for Agenda points must be given to each Committee Member at least ten (10) days before the time of the meeting.
- 2) Notice of each Committee meeting must be given to each Committee Member at least one (1) week before the time of the meeting.
- 3) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted and agenda points to be discussed at the meeting.
- 4) Unless subrule (5) applies, the only business that may be conducted at the meeting is the business described in the notice.
- 5) 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.

### **5.3 Procedure and Order of Business**

- 1) The President or, in the President's absence, the Vice President must preside as Chairperson of the Committee meeting.
- 2) If either are absent or unwilling to act as Chairperson of a meeting, the Committee Members must choose one of them to act as Chairperson of the meeting.
- 3) The procedure to be followed at a Committee meeting will be determined from time to time by the Committee.
- 4) The Committee Members at the meeting may determine the order of business at the Committee 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.
- 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.

#### **5.4 Quorum for Management Committee Meetings**

- 1) Subject to rule 4.9(4), no business is to be conducted at a Committee meeting unless a quorum is present.
- 2) At a Committee meeting 50% plus one (or the lower whole number) of 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) A quorum is not present within thirty (30) minutes after the commencement time of a Committee meeting held under subrule (3)(b); and
  - b) At least three (3) Committee Members are present at the meeting, those members present are taken to constitute a quorum.

#### **5.5 Voting at Management 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.

#### **5.6 Minutes of Management Committee Meetings**

- 1) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- 2) The minutes must record the following:
  - a) The names of the Committee Members present at the meeting;
  - b) The name of any person attending the meeting under rule 5.3(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; and
  - e) The disclosure of a Committee Member's material personal interest in a matter being considered at a Committee meeting.
- 3) The chairperson must ensure that the minutes of a Committee Meeting are reviewed and passed as correct by:
  - a) The chairperson of the meeting; or
  - b) An adoption of the minutes by two Committee Members at the next meeting. These Members must be recorded as present on the minutes they are adopting

- 4) When the minutes of a Committee Meeting have been passed 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.

#### **5.7 Use of Technology to be Present at Management Committee Meetings**

- 1) The presence of a Committee Member at a Management Committee Meeting need not be by attendance in person but may be a Committee Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 2) A member who participates in a Management Committee Meeting as allowed under subrule 5.7(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.

#### **5.8 Circular Resolution Without a Meeting**

- 1) Subject to rule 5.5, the Committee may pass a circular resolution without a Committee Meeting being held.
- 2) The Committee must not pass a circular resolution in relation to any of the following matters:
  - a) The removal of an auditor;
  - b) The appointment or removal of a Committee Member; or
  - c) A matter that must be dealt with by special resolution.
- 3) A circular resolution is passed if all the Committee Members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in subrule (4) and (5).
- 4) Each Committee Member may sign:
  - a) A single document setting out the resolution and containing a statement that they agree to the resolution; or
  - b) Separate copies of that document, provided that the wording of the resolution is the same in each copy.
- 5) The Association may send a circular resolution by electronic means to the Committee Members, In return, Committee Members may agree to the resolution by sending an electronic reply to that effect, including the text of the resolution in their reply.

## 5.9 Subcommittees

- 1) To help the Committee in the conduct of the Association's business the Committee may, in writing, do either or both of the following -
  - a) Appoint one or more subcommittees;
  - b) Create one or more subsidiary offices and appoint people to those offices.
- 2) A subcommittee may consist of the number of people, whether or not members, that the Committee considers appropriate.
- 3) A person may be appointed to a subsidiary office whether or not the person is a member.
- 4) Subject to any directions given by the 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 determined in the By-Laws.

## 5.10 Delegation to Subcommittees and Holders of Subsidiary Offices

In this rule -

**Non-delegable duty** means a duty imposed on the Committee by the Act or another written law.

- 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 the Committee had done it.
- 6) The Committee may, in writing, amend or revoke the delegation.

## 5.11 Annual General Meeting (AGM)

- 1) The Committee must determine the date, time and place of the AGM, within three months of the end of the Association's financial year.
- 2) A notice convening the AGM shall be published in an appropriate format and distributed to all members 28 days prior to the AGM.



- 3) The ordinary business of the AGM is as follows:
  - a) To confirm the minutes of the previous Association's AGM 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 President's annual report on the Association's activities during the preceding financial year; and
    - (ii) The financial statements of the preceding financial year presented under Part 5 of the Act according to the Association tier level; and
  - c) To elect the Management Committee Members of the Association (if terms completed);
  - d) To vote on any Life Membership nominations;
  - e) If applicable, to appoint or remove a reviewer or auditor in accordance with the Act;
  - f) Any other business of which notice has been given in accordance with these rules may be conducted at the AGM.

### 5.12 General Meetings

- 1) The Committee may convene a General Meeting.
- 2) The Committee must convene a General Meeting if at least 20% of the ordinary members require a General Meeting to be convened.
- 3) The ordinary members requiring a General Meeting to be convened must -
  - a) Make the requirement by written notice given to the Secretary; and
  - b) State in the notice the special resolution to be considered at the meeting; and
  - c) Each signs the notice.
- 4) The General Meeting must be convened within 28 days after notice is given under subrule 5.12(3).
- 5) If the Committee does not convene a General Meeting within that 28-day period, the members making the requirement (or any of them) may convene the General Meeting.
- 6) A General Meeting convened by ordinary members under subrule 5.12(5):
  - a) Must be held within three (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) A special resolution may be moved either at a General Meeting or at an AGM, but all members must be given not less than 21 days notice of the meeting in which a special resolution is to be proposed.
- 8) The special resolution must be passed by not less than three-quarters of the ordinary members of the Association who are eligible to cast a vote at the meeting.

### 5.13 Notice of General Meetings

- 1) A General Meeting may be held on the dates and at the times and places determined by the Committee.
- 2) The Secretary or, in the case of a General Meeting convened under rule 5.12(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 location 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 AGM, include the names of the members who have nominated for election to the Committee; and 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) Be passed by not less than three-fourths of the voting members who cast a vote at the meeting.

### 5.14 Presiding Member and Quorum for General Meetings

- 1) The President or, in their absence, the Vice President will preside as chairperson of a General Meeting.
- 2) No business is to be conducted at a General Meeting unless a quorum is present
- 3) At a General Meeting, any 8 members and at least two Committee Members will constitute a quorum for the conduct of business at a General Meeting.
- 4) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting -
  - a) In the case of a General Meeting – the meeting lapses; or
  - b) In any other case:
    - (i) The meeting stands adjourned to a day, time and location as the Committee decides or at the same time and day in the following week; and
    - (ii) If no quorum is present at the resumed meeting within 30 minutes after the appointed time, provided at least 5 members are present at the resumed meeting, they will be taken to constitute a quorum.

### 5.15 Proxies

- 1) No proxy votes will be considered for any meetings of the Association unless;
  - a) The proxy is the appointed club delegate proxy as defined in rule 3.3(2).

### **5.16 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 members present at the meeting, adjourn the meeting to another time at the same or another location.
- 2) Without limiting subrule 5.16(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.

### **5.17 Voting at General Meeting**

- 1) On any procedural question arising at a General Meeting, subject to subrule 5.17(3), each Committee Member has one vote.
- 2) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 3) If the question is whether or not to confirm the minutes of a previous General Meeting, only Committee Members who were present at that meeting may vote.

### **5.18 Use of Technology to be Present at General Meeting**

- 1) The presence of a Member at a Committee Meeting need not be by attendance in person but may be a 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 5.7(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.

### **5.19 Minutes of General Meeting**

- 1) The Secretary, or a person authorised by the Committee from time to time, must take and keep minutes of each General Meeting.
- 2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote. The chairperson must ensure that the minutes of a General Meeting are reviewed and passed as correct by:
  - a) The chairperson of the meeting; or
  - b) An adoption of the minutes by two Committee Members at the next meeting. These Members must be recorded as present on the minutes they are adopting
- 3) When the minutes of a General Meeting have been passed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
  - a) The meeting to which the minutes relate was duly convened and held; and
  - b) The matters recorded as having taken place at the meeting took place as recorded; and
  - c) Any election or appointment purportedly made at the meeting was validly made.
- 4) The minutes of a General Meeting must be entered into the minute book or in an electronic format within 30 days after the meeting is held.

- 5) In addition, the minutes of each AGM must record:
  - a) The names of the members attending the meeting; and
  - b) The financial statements or financial report presented at the meeting, as referred to in rule 7.4; and
  - c) Any report of the review or auditors report presented at the meeting.

## **5.20 When Special Resolutions Are Required**

- 1) A special resolution is required if it is proposed at a General Meeting:
  - a) To affiliate the Association with another body; or
  - b) To request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a Statutory Manager.
- 2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.
- 3) Under the Act, a Special Resolution is required if an Incorporated Association proposes to do any of the following:
  - a) To alter its rules, including changing the name of the Association;
  - b) To approve the terms of an amalgamation with one or more other associations;
  - c) To be wound up voluntarily; or
  - d) To cancel its incorporation;

## **5.21 Determining Whether Resolution Carried**

- 1) At a General Meeting:
  - a) An ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands; and
  - b) A special resolution put to the vote will be decided in accordance with section 51 of the Act, and if a poll is demanded, in accordance with subrule (2) and (3).
- 2) If a poll is demanded on any question by the Chairperson of the meeting or by at least 2 other ordinary members present in person:
  - 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;
  - c) The poll must be taken immediately.
- 3) If a poll is demanded and taken under subrule 5.2(2) in respect of ordinary resolutions, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

## PART 6 - DISCIPLINARY ACTION, DISPUTES AND MEDIATION

In this Part -

**Member** - in relation to a member who is expelled from the Association includes a former member, whose membership ceased not more than three months prior.

### 6.1 Disciplinary Action

- 1) If - Where the Management Committee is advised or considers that a member has allegedly:
  - a) Breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, codes of conduct or any resolution or determination of the Management Committee; or
  - b) Acted in a manner unbecoming of a member or prejudicial to the objects and interests of the Association and/or the sport of Volleyball; or
  - c) Brought the Association or the sport of Volleyball into disrepute;The Committee may commence disciplinary proceedings against that member.
- 2) The member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms as set out in the By-Laws and Volleyball Australia Member Protection Policy.
- 3) The Secretary must give the member written notice of the proposed suspension or expulsion at least 14 days before the Committee meeting at which the proposal is to be considered by the Committee.
- 4) 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, and/or the member's representative, may attend the meeting; and
  - d) Be given reasonable opportunity to make written or oral (or both) submissions to the Committee about the proposed suspension or expulsion.
- 5) At the Committee Meeting, the Committee must:
  - a) Give due consideration to any submissions made;
  - b) Decide whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; and
  - c) Whether or not to expel the member from the Association.
- 6) A decision of the Committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- 7) The Committee must give the member written notice of the Committee's decision and the reasons for the decision, within 7 days after the Committee meeting at which the decision is made.
- 8) A member whose membership is suspended or who is expelled from the Association may, within 7 days after receiving notice of the Committee's decision under subrule (7), give written notice to the Secretary requesting:
  - a) An appeal hearing on the condition that only new information not available at the time of the original meeting is presented. If no new information is available an appeals hearing cannot be requested; and/or
  - b) Request the appointment of an independent mediator under Rule 6.8.

- 9) If notice is given under subrule 6.1(7), the member who gives the notice and the Committee are the parties to the mediation.

## **6.2 Suspension or Expulsion**

- 1) A member whose membership is suspended or who is expelled from the Association will be given written notice of the outcome.
- 2) 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.
- 3) 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.
- 4) 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.

## **6.3 Resolving Disputes**

- 5) This rule applies to:
  - a) Disputes between members; or
  - b) Disputes between the Association and one or more member that arises under the rules or relate to the rules of the Association.

## **6.4 Parties to Attempt to Resolve Dispute**

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

## **6.5 How Grievance Procedure is started**

- 1) If the parties are unable to resolve the dispute between themselves within the time required, 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 seven (7) days after the Secretary is given the notice, a Disputes Meeting must be convened, as set out in the bylaws to consider and determine the dispute.
- 3) The Secretary must give each party to the dispute notice (written) of the Dispute Committee meeting, at which the dispute is to be considered and determined at least seven (7) days before the meeting is held.
- 4) The notice given to each party to the dispute must state:
  - a) When and where the Dispute 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 or oral (or both written and oral) submissions to the Dispute 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 Dispute Committee; and
    - (ii) Requests the appointment of a mediator under rule 6.8,the Committee must not determine the dispute.

## **6.6 Determination of dispute by Committee**

- 1) At the Dispute 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 or oral (or both written and 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 Dispute Committee's determination and the reasons for the determination. This notice must be within 7 days after the meeting at which the determination is made.
- 3) A party to the dispute may, within seven (7) days after receiving notice of the Committee's determination request the appointment of a mediator under rule 6.8.
- 4) If notice is given under subrule 6.6(3), each party to the dispute is a party to the mediation.

## **6.7 Application of Mediation Rule**

- 1) This section applies if written notice has been given to the Secretary requesting the appointment of a mediator:
  - a) By a member; or
  - b) By a party to a dispute under rule 6.5(5)(b)(ii) or rule 6.6(3).
- 2) If this section applies, a mediator must be chosen or appointed under rule 6.8.

## **6.8 Appointment of a Mediator**

- 1) The mediator must be a person chosen:
  - a) If the appointment of a mediator was requested; and
  - b) By agreement between the member and the Committee; or
  - c) By agreement between the parties to the dispute.
- 2) If there is no agreement, then the Committee must appoint the mediator.

- 3) The person appointed as mediator by the Committee must be:
  - a) A person who acts as a mediator for a similar not-for-profit body or recommended by a key stakeholder agency; and
  - b) Must not have a personal interest in the matter that is subject of the mediation; and
  - c) Must not be biased in favour of or against any party of the mediation.

## **6.9 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 five (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;
  - a) Allow each party to the mediation to give due consideration to any written statement given by another party; and
  - b) 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) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **6.10 If mediation results in a decision to suspend/expel being revoked**

- 1) If -
  - a) Mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 6.7; and
  - b) As the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

The revocation does not affect the validity of any decision made at a Committee meeting or General Meeting during the period of suspension or expulsion.



## **PART 7 - FINANCIAL MATTERS**

### **7.1 Financial Year**

- 1) The Association's financial year will begin the 1<sup>st</sup> April and ending 31<sup>st</sup> March the following year. This falling in line with Volleyball WA's Individual Membership period.

### **7.2 Source of Funds**

- 1) The funds of the Association may be derived from membership fees, levy's, donations, sponsorship, fundraising activities, grants, interest and any other sources approved by the Committee.

### **7.3 Control of Funds**

- 1) The Association funds must be kept in 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 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, as set out in the bylaws.
- 4) Excluding subrule 7.3(3) all financial transactions of the Association must be approved by:
  - a) The Treasurer and President; or
  - b) Two signatories to the Association account; or
  - c) One of the above and a person authorised by the Committee.
- 5) All funds of the Association must be deposited into the Association's account within 10 working days after their receipt.

### **7.4 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 7.4(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 AGM of the financial statements or financial report, as applicable; and
  - e) If required, the presentation to the AGM of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report

- 3) Under section 66 of the Act, an incorporated Association must keep financial records that:
  - a) Correctly record and explain its transactions and financial position and performance; and
  - b) Enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.
- 4) Under Section 67 of the Act, an incorporated Association must retain its financial records for at least seven (7) years after the transactions are completed

## **7.5 Auditor**

- 1) The financial statements need not be reviewed or audited unless:
  - a) Section 64(1) of the Act requires; or
  - b) Members make a resolution to that effect at an AGM, or
  - c) If the Commissioner directs a review or audit.

## **PART 8 - GENERAL MATTERS**

### **8.1 Giving Notices to Members**

- 1) 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 electronic transmission to an appropriate recorded number or recorded electronic address of the member.

### **8.2 Record of Office Holders**

- 1) Under Section 58 of the Act the Association must maintain:
  - a) The names and address of Committee Members and office holders of the Association provided for by its rules;
  - b) The names and addresses of any person who is authorised to use the Common Seal (if it has a Common Seal);
  - c) The name and addresses of any person who is appointed or acts as trustee on behalf of the Association;
- 2) The Association must, upon request of a member, make available the record for the inspection of the member.
- 3) The member may make a copy or take an extract but does not have the right to remove the record.

### **8.3 Custody of Books and Securities**

- 1) Subject to subrule 8.3(2), the books and any securities of the Association must be kept in the Secretary's custody or under their 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 their control.
- 3) Subrules 8.3(1) and 8.3(2) have effect except as otherwise decided by the Committee.

### **8.4 Executing Documents and Common Seal**

- 1) The Association may execute a document without using a Common Seal if the document is signed by:
  - a) The President, and
  - b) At least one Committee Member or person authorised by the Committee.
- 2) If the Association has a Common Seal:
  - a) The name of the Association must appear in legible characters on the Common Seal; and
  - b) A document may only be sealed with the Common Seal by the authority of the Committee and in the presence of:
    - (i) Two (2) Committee Members; or
    - (ii) One (1) Committee Member and a person authorised by the Committee,
- 3) The Secretary must make a written record of each use of the Common Seal.

- 4) The Common Seal must be kept in the custody of the Secretary or another Committee Member authorised by the Committee

## **8.5 Indemnification**

- 1) The Association will indemnify any person who is a Committee Member, officer, or agent or who is or was servicing in another capacity at the request of the Association to the extent authorised by law and may purchase and maintain liability insurance on behalf of such persons or to protect itself against liability for such indemnification to the extent authorised by law.

## **8.6 Dissolution of the Association**

- 1) The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the members resolve by Special Resolution that the Association will:
  - a) Apply to the Commissioner for cancellation of its incorporation; or
  - b) Appoint a liquidator to wind up its affairs.
- 2) The Association must be wound up under Section 30(a) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations or is a party to any current legal proceedings.
- 3) Upon cancellation of the Association, the surplus property must only be distributed to one or more of the following:
  - a) An incorporated association under the Act;
  - b) A body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;
  - c) A company limited by guarantee that is registered as mentioned in section 150 of the Corporations Act 2001 (Commonwealth);
  - d) A company holding a licence that continues in force under section 151 of the Corporations Act 2001 (Commonwealth);
  - e) A body corporate that:
    - (i) Is a member or former member of the Association; and
    - (ii) At the time of the Surplus Property is distributed, has rules that prevent the property being distributed to its members;
  - f) A trustee for a body corporate; or
  - g) A co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.

## **8.7 By-Laws**

- 1) The Association will align with the policies and By-Laws of Volleyball WA and all future amendments shall apply.
- 2) The Committee may formulate, issue, adopt, interpret and amend By-Laws for the proper advancement, management and administration of the Association, the advancement of the Objects and as it thinks necessary or desirable from time to time.
- 3) Such By-Laws must be consistent with the Act, the regulations and these rules.
- 4) All By-Laws made under sub clause 8.8(2) shall be binding on the members of the Association.
- 5) At the request of a member, the Association must make a copy of the By-Laws available for inspection by the member.

## 8.8 Alteration of Rules

- 1) No repeals of any existing rules and no new rules or alteration, amendments or suspensions of a rule shall be valid unless a special resolution is carried by a threefourths majority of members present and with voting rights at a General or Special General Meeting.
- 2) Notices of motions to repeal, alter or suspend any rule shall be given to the Secretary at least twenty-one (21) days preceding the Annual or Special General Meeting at which the motion shall be presented. The Secretary shall exhibit the proposal through the Association notice board at least fourteen (14) days prior to such meeting.
- 3) Within one month after the making of any amendment or addition to the rules of the Association, passed by special resolution, the Committee shall send or deliver the required documents and a certified copy of the amendment or alteration to the relevant departments.

END