



**MASTERS ATHLETICS WA (INC.)
CONSTITUTION**

Draft: July 2017

MASTERS ATHLETICS WA (INC.)

CONSTITUTION

NAME OF ASSOCIATION

1. The name of this body is Masters Athletics WA (Inc.).

DEFINITIONS

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

“Act” means the Associations Incorporation Act (2015);

“Annual general meeting” is the meeting convened under rule 16;

“Association” means the Association referred to in rule 1;

“Chairperson” means-

(a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to as President in rule 10 or, if that person is unable to perform his or her functions, the Vice President;

“Commissioner” means the Commissioner for Consumer Protection exercising powers under the Act;

“Committee” means the Committee of Management of the Association referred to in rule 10;

“Committee meeting” means a meeting referred to in rule 15;

“Committee member” means person referred to in paragraphs (1), (2), (3), (4) and (5) of rule 10;

“Convene” means to call together for a formal meeting;

“Department” means the government department with responsibility for administering the *Associations Incorporation Act (2015)*;

“Financial year” means a period of 12 months commencing 1 July and ending 30 June in the following year;

“General meeting” means a meeting to which all members are invited;

“Member” means member of the Association;

“Ordinary resolution” means resolution other than a special resolution;

"Poll" means voting conducted in written form (as opposed to a show of hands);

"Secretary" means the Secretary referred to in rule 10;

"Special general meeting" means a general meeting other than the annual general meeting;

"Special resolution" has the meaning given by section 51 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than 75% of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"Treasurer" means the Treasurer referred to in rule 10;

"Vice President" means the Vice President referred to in rule 10.

OBJECTS OF ASSOCIATION

3. (1) The objects of the Association are to encourage and promote masters athletics and general fitness of its members and to provide training and competition.

(2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

POWERS OF ASSOCIATION

4. The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association-

may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may –

(a) acquire, hold, deal with, and dispose of any real or personal property;

- (b) open and operate bank accounts;
- (c) invest its money -
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) to determine the annual subscription to the Association and review the amount of such subscription annually or when considered necessary
- (h) enter into any other contract it considers necessary or desirable; and
- (i) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

MEMBERSHIP OF ASSOCIATION

5. There are two categories of membership **which both have full voting rights**:
- (a) Ordinary membership will be available to individuals 30 years and older.
 - i. Ordinary members are required to pay any proscribed Association subscription fee as set by the Committee from time to time.
 - (b) Life members who are nominated by the Association when the following have been met:
 - i. they must have had active and continuous membership for a minimum period of ten (10) years;
 - ii. they must have substantially contributed to the progress of the Association;
 - iii. no more than two members shall be elected in anyone year;
 - iv. recommendations for Life Membership must come from at least three Ordinary members, be approved by the Committee, and later by a majority of two thirds of the members present **in person or by proxy** at a General Meeting of the Association.
 - v. Life Members will not be required to pay Association subscription fees.

REGISTER OF MEMBERS OF ASSOCIATION

6. (1) The Secretary, **or another person authorised by the committee**, on behalf of the Association must comply with section 53 of the Act by keeping and maintaining-

an up to date register of the members of the Association including each member's name and a residential, postal or email address.

- (2) The register must be kept at the Secretary's place of residence, or at such other place as determined by the committee.
- (3) The Secretary must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule (1).
- (4) A member who wishes to inspect the register must contact the Secretary to make the necessary arrangements however;
 - (a) under section 54 of the Act a member may inspect the register free of charge and may make a copy of, or take an extract from, the register but has no right to remove the register for that purpose.
 - (b) under section 56 of the Act a member may in writing request to be provided with a copy of the register.
 - (c) 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.

SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION

7. (1) The Committee may from time to time determine the amount of the subscription to be paid by each member.
 - (2) Each Ordinary member must pay to the Treasurer, annually on or before 1 January or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule (1).
 - (3) Subject to sub-rule (4), a member whose subscription is not paid within 1 month after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
 - (4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within 1 month thereafter, or such other time as the Committee allows.

TERMINATION OF MEMBERSHIP OF ASSOCIATION

8. Membership of the Association may be terminated upon –
 - (a) receipt by the Secretary or another Committee member of a notice in writing from a member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
 - (b) non-payment by a member of his or her subscription within 1 month of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 7 (3); or

(c) expulsion of a member in accordance with rule 9.

SUSPENSION OR EXPULSION OF MEMBERS OF ASSOCIATION

9. (1) If the Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate, either orally or in writing, to the member-

(a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and

(b) particulars of that conduct,

not less than 30 days before the date of the Committee meeting referred to in paragraph (a).

(2) At the Committee meeting referred to in a notice communicated under sub-rule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

(3) Subject to sub-rule (5), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).

(4) A member who is suspended or expelled under sub-rule (2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule (3).

(5) When notice is given under sub-rule (4)-

(a) the Association in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and

(b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.

COMMITTEE OF MANAGEMENT

10. (1) Subject to sub-rule (6), the affairs of the Association will be managed exclusively by a Committee of Management consisting of-

(a) a President;

(b) a Vice President;

(c) a Secretary;

- (d) a Treasurer; and
 - (e) four ordinary committee members,
- all of whom are financial members of the Association

(2) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rules (5) or (6).

(3) Subject to sub-rule (5) or (6), a Committee member's term will be from his or her election at an annual general meeting until the election referred to in sub-rule (2) at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Committee.

(4) The secretary must send written notice to all members calling for nominations for election to the committee at least 28 days before the annual general meeting. Nominations for election as an office bearer or Committee member must be proposed and seconded by two other members and submitted by written notice to the secretary at least 14 days before the annual general meeting. Nominations will only be valid for financial members of the Association who must also be eligible under section 39 of the Act. Contested offices will be subject to a poll at the annual general meeting of the members present in person or by proxy.

(5) If a vacancy remains on the Committee after the application of sub-rule (4), or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee-

(a) the Committee may appoint a member to fill that vacancy; and

(b) a member appointed under this sub-rule will –

- (i) hold office until the election referred to in sub-rule (2); and
- (ii) be eligible for election to membership of the Committee, at the next following annual general meeting.

(6) The Committee shall have the power to co-opt up to two (2) additional members for a temporary period lasting not beyond the next annual general meeting. Such members must be members of the Association, as in sub rule (1) (e). Co-opted members will not have voting rights at Committee meetings.

(7) The Committee may delegate, in writing, to one or more sub-committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than-

(a) the power of delegation; and

(b) a function which is a duty imposed on the Committee by the Act or any other law.

(8) Any delegation under sub-rule (7) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.

(9) The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (7).

(10) The Committee may, from time to time, develop, adopt and rescind by-laws that will be published for members as required in either written or electronic form via the Association's website.

PRESIDENT AND VICE PRESIDENT

11. (1) Subject to this rule, the President must preside at all general meetings and Committee meetings.

(2) In the event of the absence from a general meeting of-

(a) the President; the Vice President -

(b) both the President and the Vice President; a **Committee** member elected by the other **Committee** members present at the general meeting -

- must preside at the general meeting.

(3) In the event of the absence from a Committee meeting of-

(a) the President; the Vice President -

(b) both the President and the Vice President; a Committee member elected by the other Committee members present at the Committee meeting -

- must preside at the Committee meeting.

SECRETARY

12. The Secretary must-

(a) co-ordinate the correspondence of the Association;

(b) keep full and correct minutes of the proceedings of the Committee and of the Association;

(c) comply on behalf of the Association with-

(i) section **53** of the Act with respect to the register of members of the Association, as referred to in rule 6;

(ii) **section 35 and 36 of the Act by keeping and maintaining an up to date copy of the rules of the Association, by making a copy of the rules available to members on request and by providing a current copy of the rules to each new member of the Association at the commencement of their membership either by electronic transmission, by providing website details whereby a copy may be downloaded or by hard copy.**

(iii) section 58 of the Act by maintaining a record of -

(A) the names and residential, postal or email addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 22; and

(B) the names and residential, postal or email addresses of any persons who are appointed or act as trustees on behalf of the Association,

and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member, subject to rule 22 (2), and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

(d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and

(e) perform such other duties as are imposed by these rules on the Secretary.

TREASURER

13. The Treasurer must-

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
- (d) comply on behalf of the Association with sections 66, 68 and 70 of the Act with respect to the accounting records of the Association by-
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and

- (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE

14. A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice President and that resignation is accepted by resolution of the Committee;
- (c) is convicted of an offence under the Act **or becomes ineligible to act as a committee member under section 39 of the Act;**
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
 - (i) 3 consecutive Committee meetings; or
 - (ii) 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings;of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- (f) ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

PROCEEDINGS OF COMMITTEE

15. (1) The Committee must meet together for the dispatch of business as often as is required to conduct the business of the Association. This will normally be monthly. The President, or at least half the members of the Committee, may at any time convene a meeting of the Committee.

(2) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting and must state the date, time and place of the meeting and the general nature of the business to be conducted at the meeting.

(3) Each Committee member, except any co-opted under rule 10 (6) has a deliberative vote.

(4) A question arising at a Committee meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.

(5) At a Committee meeting five elected Committee members constitute a quorum.

(6) Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.

(7) As required under sections 42 and 43 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must-

(a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and

(b) not take part in any deliberations or decision of the Committee with respect to that contract.

(8) Sub-rule (7) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.

(9) The Secretary must cause every disclosure made under sub-rule (7) (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

GENERAL MEETINGS

16. (1) The Committee-

(a) may at any time convene a special general meeting;

(b) must convene the annual general meeting within 4 months after the end of the Association's financial year or within such longer period as allowed under section 50 of the Act.

(c) must, within 30 days of-

(i) receiving a request in writing to do so from not less than 2% members,

convene a special general meeting for the purpose specified in that request; or

(ii) the Secretary receiving a notice under rule 9 (4), convene a general meeting to deal with the appeal to which that notice relates.

- (2) The members making a request referred to in sub-rule (1) (c) (i) must-
- (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to-
- (a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
 - (b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Committee.
- (4) When a special general meeting is convened under sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 21 days' notice of a special general meeting and that notice must specify-
- (a) when and where the special general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the special general meeting concerned and of the order in which that business is to be transacted.
- (6) The Secretary must give to all members not less than 21 days' notice of an annual general meeting and that notice must specify-
- (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows-
 - (i) first, the consideration of the accounts and reports of the Committee;
 - (ii) second, the election of Committee members to replace outgoing Committee members; and
 - (iii) third, any other business requiring consideration by the Association at the general meeting.
- (7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 21 days' notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

- (8) The Secretary must give a notice under sub-rule (5), (6) or (7) by-
- (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6.
 - (c) sending it by electronic mail to a member at the email address of the member appearing in the register of members kept and maintained under rule 6.
- (9)(a) When a notice is sent by post under sub-rule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail. Service of notice is deemed to have been effected three days after posting.
- (b) When a notice is sent by electronic mail under sub-rule (8) (c), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by electronic mail. Service of the notice is deemed to be effected the next business day after it was sent.
- (10) The auditor of the association shall be entitled to receive all notices of and to attend, any general meeting of the association.

QUORUM AND PROCEEDINGS AT A GENERAL MEETING

17. (1) At a general meeting 20 members present in person or by proxy constitute a quorum.

(2) A member may appoint in writing another member to be their proxy and to attend and vote on their behalf at any general meeting. Written notice of proxy must be submitted to the secretary before the commencement of the meeting. A member may be appointed proxy for not more than one other member.

(3) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (6) -

(a) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (3) a quorum is not present, the general meeting lapses; or

(b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(4) If within 30 minutes of the time appointed by sub-rule (3) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

(5) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

(6) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

(7) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(8) At a general meeting-

(a) the committee may propose motions and resolutions to be considered at an annual general meeting subject to sub-rule (8) (c).

(b) members may propose motions and resolutions to be considered at an annual general meeting but any such motion or resolution must be proposed by not less than 2% of members and submitted in writing to the secretary at least 42 days before the annual general meeting.

(c) details of proposed motions and resolutions to be considered at an annual general meeting must be included on the agenda and sent to members at least 21 days before the annual general meeting.

(d) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (10); and

(e) a special resolution put to the vote will be decided in accordance with section 51 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (10) and (12).

(9) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (10).

(10) At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.

(11) If a poll is demanded and taken under sub-rule (10) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

(12) A poll demanded under sub-rule (10) must be taken immediately on that demand being made.

(13) At all general meetings the Chairperson's decision on points of order will be final.

(14) At all general meetings the Chairperson will have a casting vote in addition to a deliberative vote.

MINUTES OF MEETINGS OF ASSOCIATION

18. (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.

(2) The Chairperson must ensure that the minutes taken of a general meeting or Committee meeting under sub-rule (1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Committee meeting, as the case requires.

(3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-

(a) the general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;

(b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and

(c) all appointments or elections purporting to have been made at the meeting have been validly made.

AUDITOR

19. (1) A properly qualified auditor or auditors shall be appointed by the Association in a general meeting. The auditor's duties shall be regulated in accordance with the Act. If no relevant provisions exist under the Act the duties shall be regulated in accordance with and generally accepted principles and/or any applicable code of conduct. The auditor may be removed by the Association in a general meeting.

(2) The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each financial year.

VOTING RIGHTS OF MEMBERS OF ASSOCIATION

20. Subject to these rules, each member present in person or by proxy at a general meeting is entitled to one vote.

RULES OF ASSOCIATION

21. (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 30, 31 and 33 of the Act, which is as follows-

(a) Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;

- (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
- (c) An alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;
- (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
- (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

(2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

COMMON SEAL OF ASSOCIATION

22. (1) The Association need not have a common seal.

(2) If the Association has a seal the Committee shall provide for the safe custody of that seal which shall not be affixed to any instrument except by the authority of a resolution of the Committee.

(3) If the Association has a seal, an instrument must be signed by any two of the President, the Secretary and the Treasurer

(4) The Association may execute an instrument without using a seal by signing the instrument as detailed in clause 3 above.

INSPECTION OF RECORDS, ETC. OF ASSOCIATION

23. (1) A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association, subject to the restrictions in sub rule (2).

(2) Inspection of the books, documents and records of the Association must ensure that individual members' right to privacy under the law is protected.

ASSETS

24. (1) The property assets and income of the Association, wherever derived shall be applied towards the promotion of the objects of the Association, and no portion thereof shall be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise by way of profit to members generally of the Association.

(2) Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or any member in return for services actually rendered, nor prevent the payment of interest on money borrowed from any member of the Association. Should the Association for any reason whatsoever cease to function, any member or person holding any Club moneys or property shall forthwith pay the same to the Committee.

DISPUTES AND MEDIATION

25. (1) The grievance procedure set out in this rule applies to disputes under these rules between-

- (a) a member and another member; or
- (b) a member and the Association; or
- (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

(4) The mediator must be-

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;
 - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.

(5) A member of the Association can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must-

- (a) give the parties to the mediation process every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) The mediation must be confidential and without prejudice.

(11) 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.

DISSOLUTION OF ASSOCIATION

26. The Association may at any time with a consent of a majority of 75% of the members present **in person or by proxy** at a General Meeting called for the purpose, be dissolved.

DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION

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