



**Woodlands Tee-Ball Club
Incorporated**

RULES OF ASSOCIATION

February 2018

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1. Name of Association

The name of the Association is the Woodlands Tee-Ball Club Incorporated. Hereinafter referred to as the "Club"

2. Definitions

2.1 In these rules, unless the contrary intention appears -

- 2.1.1 "AGM" refers to the Annual General Meeting of the Woodlands Tee-Ball Club Incorporated
- 2.1.2 "the Committee" means the members referred to in rule 18;
- 2.1.3 "Committee Meeting" means meeting referred to in rule 35.1;
- 2.1.4 "Committee Member" means person referred to in rule 18.1;
- 2.1.5 "Family Group" means the direct parents, and or their partners, or parents of adopted children and guardians
- 2.1.6 "Financial Year" means the twelve month period commencing on the 1st February each year and ending on the 31st January in the following year.
- 2.1.7 "General Meeting" means meeting convened under rule 38;
- 2.1.8 "Member" means member referred to in rule 7;
- 2.1.9 "Ordinary Resolution" means resolution other than a Special Resolution;
- 2.1.10 "Special Resolution" has the meaning given by Section 51 of the Act;
- 2.1.11 "the Act" means the *Associations Incorporation Act 2015*;
- 2.1.12 "the Club" refers to the Woodlands Tee-Ball Club Incorporated;
- 2.1.13 "TBAWA" hereinafter refers to the Tee-Ball Association of Western Australia Incorporated
- 2.1.14 "Wembley Tee-Ball Association" refers to the Association currently consisting of City Beach, Stirling, Balcatta, and Woodlands Tee-Ball Clubs and any other Club as approved by the Association.

3. Not For Profit Club

3.1 The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.

3.2 A payment may be made to a member out of the funds of the Club only if it is a payment in good faith to the member as reasonable remuneration or reimbursement of expenses for any goods or services provided to the Club or expenses incurred, in the ordinary course of business.

4. Objects

4.1 The objects of the Club are -

- 4.1.1 to promote and develop Tee-Ball in the Woodlands and surrounding districts.
- 4.1.2 to do all such things as are necessary and in the interests of Tee-Ball generally.
- 4.1.3 to obtain sponsorship for the sport (but excluding advertising of liquor and/or tobacco).

5. Colours

The colours of the Club shall be green and brown or whatever other colours that are adopted by the Committee from time to time.

6. Affiliation With Other Bodies

- 6.1 The Club may affiliate with such organisations as the Committee deems fit and appoint such delegates to TBAWA, Wembley Tee-Ball Association or other sporting bodies as required and permitted under the relevant rules.

7. Membership

- 7.1 Members of the Club shall be defined as:

7.1.1 the office bearers referred to in Rule 19.1;

7.1.2 Life Members referred to in Rule 10;

7.1.3 all registered and financial players and their parents or guardians, membership of which will be for twelve (12) months from the 1st August in each year, and subject to the payment of any annual or other memberships fee or as provided for in Rule 13;

7.1.4 the Committee may elect Honorary Members to the Club for a period of twelve (12) months who -

7.1.4.1 wish to play but in the opinion of the Executive Committee cannot afford to do so; or

7.1.4.2 any other person(s) who wish to assist in the administration of the club

- 7.2 All members agree to be bound by these Rules of Association, as amended from time to time, and are thereby entitled to the rights and privileges offered by the Club.

- 7.3 The Club must always have at least 6 members with voting rights.

- 7.4 The Club will provide each person who becomes a member a copy of the rules by electronic transmission or by providing the details for the website where the rules may be downloaded. A hard copy will be provided if the member requests.

8. Voting Rights

- 8.1 Each member, if they are over 15, has one vote at a General Meeting of the Club subject to a maximum of two (2) votes per Family Group.

9. Liability of Members of the Committee, Trustees and Members

- 9.1 In accordance with Section 19 of the Act a Committee Member, trustee or a member of the Club is not by reason only of being such a member liable in respect of the liabilities of the Club.

10. Life Members

- 10.1 Members of the Club who have rendered especially meritorious direct services to the Club may, on the recommendation of the Executive Committee, be presented to the members at an AGM for election as life members of the Club.

- 10.2 To be elected as a life member there must be a three fourths majority by the voting members' present at the meeting.

- 10.3 A maximum of two life memberships may be given in any one year.

11 Register of Members

- 11.1 The Registrar shall on behalf of the Club keep and maintain the Register of Members in accordance with section 53 of the Act and that register shall be so kept and maintained at his or her place of residence.

- 11.2 The register of members must include each member's name and —

(a) residential address; or

(b) postal address; or

- (c) email address; or
- (d) information, by means of which contact can be made with the member, that is prescribed for the purposes of this paragraph.

12 Inspection of Register by a Member

- 12.1 Subject to compliance with the provisions in Section 54 of the Act, and Rule 47 the Club will, at the request of a member, make the register of members available for inspection by the member free of charge.
- 12.2 If the member wishes to make a copy of or take an extract from the register or makes a written request under Section 56(1) of the Act, to be provided with a copy,
 - 12.2.1 the member(s) is to provide a statutory declaration setting out the purpose for which the copy or extract is required and
 - 12.2.2 declaring that the purpose is connected with the affairs of the Club, and
 - 12.2.3 payment of a reasonable charge, as determined by the Committee, for the cost of complying with such request.

13 Subscription of Members

- 13.1 The Committee shall, from time to time, determine the amount of any subscription, levy, fine or other charge to be paid by the members. Such monies shall be paid to the Treasurer within 30 days of the date of the charge being made.

14 Suspension or Expulsion of Members

- 14.1 If the Committee considers that a member shall be expelled from membership of the Club because his or her conduct is detrimental to the interests of the Club and/or the interests of Tee-Ball, the Committee shall communicate to the member in writing;
 - 14.1.1 notice of the proposed expulsion and of the time, date and place of the Committee Meeting at which the question of that expulsion will be decided; and
 - 14.1.2 particulars of that conduct,
 - not less than 30 days before the date of the Committee Meeting referred to in Rule 14.1.1.
- 14.2 At the Committee Meeting referred to in a notice communicated under Rule 14.1.1, the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel that member from membership of the Club and communicate that decision in writing within 7 (seven) days to that member.
- 14.3 A decision of the Committee to suspend the member's membership or to expel the member from the Club takes immediate effect.
- 14.4 A member whose membership is suspended or who is expelled from the Club may, within 14 days after receiving notice of the Committee's decision under Rule 14.2, give written notice to the secretary requesting the appointment of a mediator under Rule 17.1.

15 Resolving Disputes

- 15.1 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- 15.2 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 15.1, 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.

- 15.3 Within 28 days after the secretary is given the notice, a Committee Meeting must be convened to consider and determine the dispute.
- 15.4 The secretary must give each party to the dispute written notice of the Committee Meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- 15.5 The notice given to each party to the dispute must state —
 - 15.5.1 when and where the Committee Meeting is to be held; and
 - 15.5.2 that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.
- 15.6 If the dispute is between one or more members and the Club; and any party to the dispute gives written notice to the secretary stating that the party —
 - 15.6.1 does not agree to the dispute being determined by the Committee; and
 - 15.6.2 requests the appointment of a mediator under Rule 17.1,
 the Committee must not determine the dispute.

16 Determination of Dispute by the Committee

- 16.1 At the Committee Meeting at which a dispute is to be considered and determined, the committee must —
 - (a) give each party to the dispute, or the party's representative, 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.
- 16.2 The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the Committee Meeting at which the determination is made.
- 16.3 A party to the dispute may, within 14 days after receiving notice of the Committee's determination under Rule 16.2 give written notice to the secretary requesting the appointment of a mediator under Rule 17.1.

17 Mediation

17.1 Appointment of Mediator

- 17.1.1 The mediator must be a person chosen who is, by agreement between the Member and the Committee; or by agreement between the parties to the dispute.
- 17.1.2 If there is no agreement for the purposes of Rule 15.2, then, subject to Rules 17.1.3 and 17.1.4, the Committee must appoint the mediator.
- 17.1.3 The person appointed as mediator by the Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by
 - (a) a member or a party to the dispute, or
 - (b) a party to the dispute and the dispute is between one or more members and the Club.
- 17.1.4 The person appointed as mediator by the Committee may be a member or former member of the Club but must not —
 - (a) have a personal interest in the matter that is the subject of the mediation; or

- (b) be biased in favour of or against any party to the mediation.

17.2 Mediation Process

- 17.2.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 17.2.2 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- 17.2.3 In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 17.2.4 The mediator cannot determine the matter that is the subject of the mediation.
- 17.2.5 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.
- 17.2.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

18 Committee

- 18.1 The Committee Members are the elected office bearers who, as the management committee of the Club, have the power to manage the affairs of the Club.
- 18.2 Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a General Meeting, the Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Club.
- 18.3 The Committee must take all reasonable steps to ensure that the Club complies with the Act, these rules and the by-laws (if any).

19. Office Bearers

- 19.1. The Committee shall comprise the following members
 - President;
 - Vice President;
 - Secretary;
 - Treasurer;
 - Registrar;
 - Chief Umpire,
 - Chief Coach,and not more than seven (7) other persons.
- 19.2 All members shall be elected to membership of that Committee at an AGM of the Club or appointed under Rule 19.4.
- 19.3 In addition to the Committee positions in Rule 19.1 the Club may elect at the `AGM:
 - 19.3.1 a Patron; and
 - 19.3.2 one or more Vice-Patrons.

- 19.4 When a casual vacancy within the meaning of Rule 33 occurs in the membership of the Committee -
- 19.4.1 the Committee may appoint a member to fill that vacancy and the member appointed under this Rule shall -
 - 19.4.2 hold office until the closure of; and
 - 19.4.3 be eligible for election to membership of the Committee at the next following AGM.

20 Executive Committee

- 20.1 The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer and Registrar.
- 20.2 Should any urgent matters arise, and it is impracticable to refer the matter to a full Committee Meeting, the Executive shall have the power to deal with such matters,
- 20.3 The President shall seek the opinion of all available Executive Committee members and shall act in such a manner as the majority of such members approve.
- 20.4 In the event of there being no majority, the President shall call a meeting of the Executive Committee to decide the matter.

21 Persons who are Not to be Members of the Committee

- 21.1 Subject to section 39 of the Act,
- (a) a person who is a bankrupt or person whose affairs are under insolvency laws; or
 - (b) a person who has been convicted, within or outside the State, of —
 - (i) an indictable offence in relation to the promotion, formation or management of a body corporate; or
 - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than 3 months; or
 - (iii) an offence in relation to insolvency under Division 3, section 127 of the Act.
- may NOT accept an appointment or act as a Member of the Committee of the Club for a period of 5 years after the conviction or their release from prison.

22 Powers of the Woodlands Tee-Ball Club Incorporated

- 22.1 The powers conferred on the Club are the same as those conferred by Section 14 of the Act.
- 22.2 The Club may do all things necessary or convenient for the carrying out its objects and purposes, and in particular may
- (a) acquire, hold, deal with, and dispose of any real or personal property; and
 - (b) open and operate bank accounts; and
 - (c) invest its money —
 - (i) in any security in which trust monies may be lawfully invested; or
 - (ii) in any other manner authorised by the rules of the Club; and
 - (d) borrow money upon such terms and conditions as the Club thinks fit; and
 - (e) give such security for the discharge of liabilities incurred by the Club as it thinks fit; and
 - (f) appoint agents to transact any business of the Club on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable,

- (h) print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.

23 Powers and Duties of Office Bearers

- 23.1 These provisions apply to persons who are Committee Members and to those persons who have the ability to influence the Committee, but do not hold a formal position.
- 23.2 Officers of the Club must:
 - 23.2.1 exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise if that person were an officer of the Club,
 - 23.2.2 exercise their powers and discharge their duties in good faith in the best interests of the Club; and for a proper purpose,
 - 23.2.3 not improperly use their position to gain an advantage for the officer or another person; or cause detriment to the Club,
 - 23.2.4 not improperly use any information gained as an officer of the Club to gain an advantage for the person or another person; or cause detriment to the Club,
 - 23.2.5 not publish, or cause to be published, any statement about the business conducted by the Club at a General Meeting or Committee Meeting unless;
 - (a) the Committee Member has been authorised to do so at a Committee Meeting; and
 - (b) the authority given to the Committee Member has been recorded in the minutes of the Committee Meeting at which it was given.

24 President

- 24.1 Subject to this Rule, the President shall preside at all General Meetings and Committee Meetings.
- 24.2 In the event of the absence from a General Meeting or Committee Meeting of -
 - 24.2.1. the President, the Vice President; or both, a member elected by the other members present shall preside at the General Meeting or Committee Meeting, as the case requires.
- 24.3 The President shall be an ex-officio member of all sub-committees

25 Vice-President

- 25.1 The Vice-President shall preside at all meetings in the absence of the President.

26 Secretary

The Secretary shall -

- 26.1 co-ordinate the correspondence of the Club,
- 26.2 keep full and correct minutes of the proceedings of the Committee and of the Club and ensure that any disclosure of interest made by any member is recorded in the minutes as required by Sections 42 and 43 of the Act;
- 26.3 comply with the Act on behalf of the Club in respect of:
 - (a) maintaining an up to date copy of the rules of the Club; and
 - (b) maintaining the records of the office bearers and or any trustees of the Club;
- 26.4 have custody of all books, documents, records and registers of the Club, including those referred to in Rule 26.3, other than those required by Rules 27 or 28, and
- 26.5 perform such other duties as are imposed by these Rules or the Committee.

27 Treasurer

The Treasurer shall -

- 27.1 be responsible for the receipt of all moneys paid to or received by him or her on behalf of, the Club and shall issue receipts for those moneys in the name of the Club;
- 27.2 pay all moneys received into such account or accounts of the Club as the Committee may from time to time direct;
- 27.3 make payments from the funds of the Club with the authority of a General Meeting or of the Committee and in so doing ensure that all cheques or electronic payments are appropriately authorised by at least 2 committee members;
- 27.4 comply on behalf of the Club with Section 68 of the Act in respect of the accounting records of the Club as defined for a Tier 1 Association;
- 27.5 comply with Section 69 of the Act and ensure the Clubs books are audited prior to presentation at the AGM;
- 27.6 whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- 27.7 have custody of all securities, books and documents of a financial nature and accounting records of the Club;
- 27.8 maintain a Registrar of all Club sponsors, together with their respective sponsorship periods and payments due;
- 27.9 perform such other duties as are imposed by these Rules or the Committee.

28 Registrar

The Registrar shall –

- 28.1 keep a register of all Members of Club including ages and addresses of all players.
- 28.2 provide a list of all players and officials to TBAWA and other affiliated associations as directed by the Committee.

29 Chief Umpire

- 29.1 The Chief Umpire shall be responsible for maintaining a consistent interpretation of the rules of Tee-Ball, administering the accreditation of umpires, supporting and encouraging the development of Club umpires, within the guidelines established by TBAWA.

30 Chief Coach

- 30.1 The Chief Coach shall be responsible for maintaining coaching standards, administering the accreditation of coaches, supporting and encouraging the development of club coaches, within the guidelines established by TBAWA.

31 Nomination and Election of Office bearers

- 31.1 At least 21 days before an AGM, the secretary must send written notice to all the members —
 - (a) calling for nominations for election to the Committee; and
 - (b) stating the date by which nominations must be received by the secretary to comply with Rule 31.2.
- 31.2 A member who wishes to be considered for election to the Committee must do so in writing and returning to the secretary at least 7 days before the AGM.
- 31.3 The written notice must include a statement by another member in support of the nomination.
- 31.4 A member may nominate for one specified position of office holder of the Club or to be an ordinary committee member.

- 31.5 If there is more than one nomination for an office then, at the AGM, the Secretary shall read out the brief resumes of those nominated and the result shall be decided by a majority of votes cast on a show of hands of ordinary members or a secret ballot at the discretion of the person presiding over the meeting.
- 31.6 If there have been no written nominations for a particular position then the President shall call for nominations from those present at the meeting.
- 31.7 If only one member has nominated, and been seconded, for a position then the Chairperson must declare that member elected to the position.
- 31.8 The term of office begins when the member is elected at an AGM or is appointed to fill a casual vacancy and holds office until the positions are declared vacant at the next AGM. They may be re-elected at an AGM.

32 Resignation and Removal from Office

- 32.1 A Committee Member may resign from the Committee by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- 32.2 The resignation takes effect —
- 32.2.1 when the notice is received by the secretary or chairperson; or
- 32.2.2 if a later time is stated in the notice, at the later time.
- 32.3 At a General Meeting, the Club may by resolution remove a Committee Member from office; and elect an eligible member to fill the vacant position.
- 32.4 A Committee Member who is the subject of a proposed resolution under Rule 32.3 may make written representations to the secretary and may ask that the representations be provided to the members.
- 32.5 The secretary 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.

33 When Membership of Committee Ceases

- 33.1 A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member -
- 33.1.1 dies;
- 33.1.2 resigns by notice in writing delivered to the President or, if the Committee Member is the President, to the Vice President;
- 33.1.3 is convicted of an offence under the Act or is disqualified under Rule 21;
- 33.1.4 is permanently incapacitated by mental or physical ill-health;
- 33.1.5 is absent from more than -
- (a) three consecutive Committee Meetings without being granted leave of absence; or
- (b) three Committee Meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Committee Meetings.
- 33.1.6 if a vacancy occurs resulting from the expulsion of a member under Rule 33.1.3

34 Filling Casual Vacancies

- 34.1 The Committee may appoint a member who is eligible to fill a position on the Committee that has become vacant under Rule 33 or was not filled by election at the most recent AGM.
- 34.2 If the position of secretary becomes vacant, the Committee must appoint an eligible member to fill the position within 14 days after the vacancy arises.

- 34.3 Subject to the requirement for a quorum under Rule 35.6, the Committee may continue to act despite any vacancy in its membership.
- 34.4 If there are fewer Committee members than required for a quorum under Rule 35.6, the Committee may act only for the purpose of —
- 34.4.6 appointing Committee Members under this rule; or
 - 39.4.2 convening a General Meeting.

35 Proceedings of the Committee

- 35.1 The Committee shall meet together for the dispatch of business not less than once in every two (2) calendar months and the President may at any time convene a meeting of the Committee.
- 35.2 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 must describe the general nature of the business to be conducted at the meeting.
- 35.3 Each Committee Member present at a Committee Meeting has a deliberative vote.
- 35.4 The presence of a Committee Member at a Committee Meeting need not be by attendance in person but may be by being simultaneously in contact by telephone or other means of instantaneous communication. Such member 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.
- 35.5 A matter arising at a Committee Meeting shall be decided by a majority of votes cast by a show of hands or a secret ballot at the discretion of the person presiding over the meeting. If there is an equality of votes, the person presiding at the Committee meeting shall have a second or casting vote.
- 35.6 At a Committee Meeting five (5) Committee members constitute a quorum, one of whom must be the President or Secretary. If a quorum is not present the meeting lapses and must be rescheduled.
- 35.7 Subject to these rules, the procedure and order of business to be followed at a Committee Meeting shall be determined by the President.
- 35.8 A member or other person who is not a Committee Member may attend a Committee Meeting if invited to do so by the Committee.
- 35.9 A person invited under Rule 35.8 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.
- 35.10 A Committee Member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of the meeting shall -
- (a) as soon as he or she becomes aware of his or her interest, disclose the nature and extent of his or her interest to the meeting; and
 - (b) not take part in any decisions or deliberations of the meeting with respect to that contract; and
 - (c) otherwise comply in every respect with sections 42 and 43 of the Act.

36 Minutes of Committee Meetings

- 36.1 The Committee must ensure that minutes are taken and kept of each Committee Meeting and must record the following —
- (a) the names of the Committee Members present at the meeting;

- (b) the name of any person attending the meeting who are not ordinarily Committee Members;
 - (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;
 - (e) details relating to the disclosure of a Committee Member's personal interest in a matter being considered at a Committee Meeting.
- 36.2 The minutes of a Committee Meeting must be entered in the Club's minute book within 30 days after the meeting is held.
- 36.3 The chairperson must ensure that the minutes of a Committee Meeting are reviewed and signed as correct by —
- (a) the chairperson of the meeting; or
 - (b) the chairperson of the next Committee Meeting.
- 36.4 When the minutes of a Committee Meeting have been signed as correct they are, until the contrary is proved, evidence that —
- (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

37 Subcommittees

- 37.1 The Committee may, in writing, appoint subcommittees which may;
- (a) consist of the number of people, whether or not members, that the Committee considers appropriate and
 - (b) meet and conduct business as it considers appropriate.
- 37.2 The Committee may delegate any conditions, qualifications, limitations to the subcommittee as it is able under these Rules.
- 37.3 Any act or thing done by a subcommittee under the delegation has the same force and effect as if it had been done by the Committee.
- 37.4 The Committee may, in writing, amend or revoke the delegation.

38 General Meetings

38.1 Annual General Meeting

- 38.1.1 The Committee must determine the date, time and place of the AGM which must be within 2 months after the end of the Club's financial year.
- 38.1.2 The ordinary business of the AGM is as follows —
- (a) to confirm the minutes of the previous AGM and of any special General Meeting(s) held since then, if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider -
 - (i) the Committee's annual report on the Club's activities during the preceding financial year; and
 - (ii) the financial statements of the Club for the preceding financial year presented under Section 68 of the Act for a Tier 1 Association; and
 - (iii) a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (c) to elect the office holders of the Club and other Committee Members;

(d) if applicable, to appoint or remove a reviewer or auditor of the Club.

38.1.3 Any other business of which notice has been given in accordance with these Rules may be conducted at the AGM.

38.2 Special General Meeting(s)

38.2.1 The Committee may convene a special General Meeting.

38.2.2 The Committee must convene a special General Meeting if at least 20% of the members require a special General Meeting to be convened.

38.2.3 The members requiring a special General Meeting to be convened must —

(a) make the requirement by written notice given to the secretary; and

(b) state in the notice the business to be considered at the meeting; and

(c) each sign the notice.

38.2.4 The special General Meeting must be convened within 28 days after notice is given under Rule 38.2.3.

38.2.5 If the Committee does not convene a special General Meeting within that 28 day period, the members making the requirement (or any of them) may convene the special General Meeting.

38.2.6 A special General Meeting convened by members under Rule 38.2.5 must be held within 3 months after the date the original requirement was made; and

38.2.7 may only consider the business stated in the notice by which the requirement was made.

38.2.8 The Club must reimburse any reasonable expenses incurred by the members convening a special General Meeting under Rule 38.2.5.

38.3 Notice of General Meetings

38.3.1 The secretary or, in the case of a special General Meeting convened under rule 38.2.5, the members convening the meeting, must give to each member —

(a) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or

(b) at least 14 days' notice of a General Meeting in any other case.

38.3.2 The notice must —

(a) specify the date, time and place of the meeting; and

(b) indicate the general nature of each item of business to be considered at the meeting; and

(c) if the meeting is the Annual General Meeting, include the names of the members who have nominated for election to the Committee; and

38.3.3 if a Special Resolution is proposed —

(a) set out the wording of the proposed resolution; and

(b) state that the resolution is intended to be proposed as a Special Resolution.

39. Presiding Member and Quorum for General Meetings

39.1 The President or, in the President's absence, the Vice President must preside as chairperson of each General Meeting.

39.2 If the President and Vice President are absent or are unwilling to act as chairperson of a General Meeting, the Committee Members at the meeting must choose one of them to act as chairperson of the meeting.

- 39.3 No business is to be conducted at a General Meeting unless a quorum of at least twenty (20) members is present.
- 39.4 If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting —
- 39.4.1 in the case of a special General Meeting the meeting lapses; or
- 39.4.2 in the case of the AGM the meeting is adjourned to
- (a) the same time, day and place in the following week;
- (b) unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members.

40. Adjournment of General Meeting

- 40.1 The chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the ordinary members present, adjourn the meeting.
- 40.2 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.
- 40.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 40.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 38.3.

41. Voting at a General Meeting

- 41.1 On any question arising at a General Meeting —
- (a) each eligible ordinary member has one vote; and
- (b) ordinary members may vote personally or by proxy.
- 41.2 Except in the case of a Special Resolution, a motion is carried if a majority of the ordinary members present at a General Meeting vote in favour of the motion.
- 41.3 If votes are divided equally on a motion, the chairperson of the meeting has a second or casting vote.
- 41.4 If the motion is whether or not to confirm the minutes of a previous General Meeting, only members who were present at that meeting may vote.
- 41.5 For a person to be eligible to vote at a General Meeting, as an ordinary member, they must have been an ordinary member at the time notice of the meeting was given under Rule 38.3; and must have paid any fee or other money payable to the Club by the member.
- 41.6 An ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a General Meeting.
- (a) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (b) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, or if not the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (c) An ordinary member may be appointed proxy for a maximum of 5 other members
- (d) Notice of a General Meeting given to an ordinary member under Rule 38.3 must state that the member may appoint a proxy for the meeting; and include a copy of any form that the Committee has approved for the appointment of a proxy.

- (e) A form appointing a proxy must be given to the secretary before the commencement of the General Meeting for which the proxy is appointed.
- (f) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Club not later than 24 hours before the commencement of the meeting.

42 Special Resolutions

- 42.1 A Special Resolution is required if it is proposed at a General Meeting —
- (a) to affiliate the Club with another body; or
 - (b) to alter its rules, including changing the name of the Club; or
 - (c) to approve the terms of an amalgamation with one or more other incorporated associations; or
 - (d) to be wound up voluntarily; or
 - (e) to cancel the incorporation of the Club

43 Passing Resolutions

- 43.1 The chairperson of a General Meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
- (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.
- 43.2 If the resolution is a Special Resolution, the declaration must identify the resolution as a Special Resolution.
- 43.2.1 A Special Resolution in relation to matters 42.1 (b), 42.1 (d) and 42.1 (e) can only be passed by the votes of not less than three-fourths of the members of the Club who cast a vote at the meeting.
- 43.3 If a poll is demanded on any motion by the chairperson or by at least 3 other ordinary members present in person or by proxy —
- (a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- 43.4 A declaration under Rule 43.3 must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

44 Minutes of General Meeting

- 44.1 The secretary, or a person authorised by the Committee, must take and keep minutes of each General Meeting.
- 44.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 44.3 the minutes of each AGM must record —
- (a) the names of the ordinary members attending the meeting; and
 - (b) any proxy forms given to the chairperson of the meeting under Rule 41.6;
 - (c) the financial statements or financial report presented at the meeting, and
 - (d) any report of the review or auditor's report on the financial statements.

44.4 The minutes of a General Meeting must be entered in the Clubs's minute book within 30 days after the meeting is held.

44.5 The chairperson must ensure that the minutes of a General Meeting are reviewed and signed as correct by the chairperson of the meeting; or the chairperson of the next General Meeting

45 Execution of Documents

45.1 The Club may execute a binding document without using a common seal if the document is signed by —

(a) 2 committee members; or

(b) one committee member and a person authorised by the committee.

46. Record Retention

46.1 The books and financial records of the Club must be retained for at least 7 years.

47 Inspection of Records and Documents

47.1 A member who wants to inspect —

(a) the register of members under section 54(1) of the Act; or

(b) the record of the names and addresses of Committee Members, and other persons authorised to act on behalf of the Club, under section 58(3) of the Act; or

(c) any other record or document of the Club;

must contact the secretary to make the necessary arrangements for the inspection.

47.2 Subject to the requirement of Rule 12.2 the inspection will be free of charge.

47.3 If the member wants to inspect a document that records the minutes of a Committee Meeting, the right to inspect that document is subject to any decision the Committee has made about minutes of Committee Meetings generally, or the minutes of a specific Committee Meeting, being available for inspection by members.

47.4 The member may make a copy of or take an extract from a record or document referred to in Rule 47.1 but does not have a right to remove the record or document for that purpose.

47.5 The member must not use or disclose information in a record or document referred to in Rule 47.1 except for a purpose —

(a) that is directly connected with the affairs of the Club; or

(b) that is related to complying with a requirement of the Act.

48 Auditor

48.1 At the AGM there shall be elected or appointment of an Auditor.

48.2 The Auditor shall examine and audit the books, papers, accounts, receipts, electronic records and any other related materials of the Club and report thereon to the members at the AGM.

49 Rules of Association

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

49.2 Amendments to the rules do not take effect until required documents are lodged with the Commissioner, even if the amendments do not require the approval of the Commissioner under section 31 or section 33. The required documents must be lodged within one month after the Special Resolution is passed.

50 Distribution of Surplus Property

50.1 If, on winding up of the Club, any property of the Club remains after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, that property shall be distributed;

50.1.1 to another association or club incorporated under the Act in such a manner as will benefit the game of Tee-Ball; or

50.1.2 for charitable purposes as agreed by the Committee.