

RULES OF ASSOCIATION
Country Football WA Incorporated

Endorsed by Special Resolution of the Association on 06 July 2023



In accordance with the Associations Incorporation Act 2015

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1. Preliminary

1.1 Name of Association

The name of the Association is Country Football WA Incorporated.

1.2 Objects of Association

- The objects of the Association are: to promote, manage, develop and represent country football throughout regional Western Australia.
- To control and formulate the policy for country football in Western Australia, and
- The doing of all acts and deeds which may be considered conducive to its interests or in the interests of the game of football.

1.3 Quorum for General Meetings

A quorum is reached when 50% of Ordinary Members (or greater) is present for the conduct of a General Meeting of the Association.

1.4 Quorum for Board Meetings

A quorum is reached when 6 Board Members (or greater) is present for the conduct of a Board Meeting of the Association.

1.5 Financial Year

The financial year of the Association will commence on November 1 and end on October 31 in each year.

1.6 Affiliation

The Association is affiliated with the Western Australian Football Commission (WAFC).

2. Terms Used

In these rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015*;

Associate member means a member with the rights referred to in rule 9.5;

Association means the incorporated association to which these rules apply;

Board means Board of Directors;

Board of Directors means the management committee of the Association;

Board Appointed Directors means the Directors who are appointed by the Board of Directors;

Board meeting means a meeting of the Board of Directors;

Board member means a member of the Board of Directors;

Books, of the Association, includes the following:

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

By laws means by-laws made by the Association under rule 61;

Chairperson means the person responsible for chairing a meeting;

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

Financial records includes:

- (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 report, of a tier 1, 2 or 3 association, has the meaning given in section 63 of the Act;

Financial statements means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

Financial year, of the Association, has the meaning given in rule 1.5;

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

Grievance procedure means the procedures set out in these rules for handling a dispute;

Member means a person (including a body corporate) who is an ordinary member or an associate member of the Association;

Non-delegable duty means a duty imposed on the board by the Act or another written law;

Ordinary board member means a committee member who is not an office holder of the Association under rule 24.6;

Ordinary member means a member with the rights referred to in rule 9.5;

Party to a dispute includes a person –

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute;

Poll means the process of voting in relation to a matter that is conducted in writing;

President means the person responsible for leading the Board of Directors;

Recorded means recorded in the register of members;

Register of members means the register of members referred to in section 53 of the Act;

Rules mean these rules of the Association, as in force for the time being;

Secretary means the board member or member of staff holding office as the secretary of the Association;

Special general meeting means a general meeting of the Association other than the annual general meeting;

Special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

Subcommittee means a subcommittee appointed by the board under rule 45.1(a);

Surplus property, in relation to the Association, means property remaining after satisfaction of —

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

but does not include books relating to the management of the Association;

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(2) of the Act applies;

Tier 3 association means an incorporated association to which section 64(3) of the Act applies;

Treasurer means the Board member or member of staff holding office as the treasurer of the Association;

3. Not-for-profit Body

- 3.1 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.
- 3.2 A payment may be made to a member out of the funds of the Association only if it is authorised under sub rule 3.3.
- 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 payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

4. Minimum Number of Members

- 4.1 As specified in the Act, the Association must have at least eight members with full voting rights.

5. Eligibility for Membership

- 5.1 Membership is open to Australian Football Associations within Regional Western Australia provided they comply with sub rule 5.2.
- 5.2 All Associations that apply for Membership must be Incorporated Associations under the *Associations Incorporation Act 2015*.
- 5.3 The Association must comply with all legal and regulatory obligations that may apply to the association under any other law when assessing eligibility of an applicant for membership.

6. Applying for Membership

- 6.1 An eligible Association which wants to become a new member must apply in writing to the Association between August 1 and November 30.
- 6.2 The application for Membership must include a current Member's nomination of the applying Association for membership of the Association. The application must be signed by the Chairman of the applying Association and the Chairman of the current Member Association nominating the applicant.

- 6.3 Each application must provide details of the Association's Board of Directors, Club membership, financial position, officials and facilities.

7. Dealing with Membership Applications

- 7.1 The Board must consider each application for membership of the Association and decide whether to accept or reject the application.
- 7.2 Subject to sub rule 7.3, the Board must consider applications in the order in which they are received by the Association.
- 7.3 The Board may delay its consideration of an application if it 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.
- 7.4 The Board must not accept an application unless the applicant:
- (a) is eligible under rule 5; and
 - (b) has applied under rule 6.
- 7.5 The Board may reject an application even if the applicant:
- (a) is eligible under rule 5; and
 - (b) has applied under rule 6.
- 7.6 The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.
- 7.7 If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

8. Becoming a Member

- 8.1 An Applicant for membership of the Association becomes a member when:
- (a) the Board accepts the application; and
 - (b) the applicant pays any membership fees payable to the Association under rule 15.
- 8.2 Upon the Applicant becoming a Member, they are entitled to exercise all the rights and privileges of membership, including the right to vote, and must comply with all the obligations of Membership under these Rules, as well as the Association's Bylaws, Policy and Affiliation Agreements.
- 8.3 Upon the Applicant becoming a Member, the Association will send them either via post or email the following documents:
- (1) Association Constitution
 - (2) Association Bylaws
 - (3) Association Affiliation Agreement

9. Classes of Membership

- 9.1 Junior, Senior and combined League Members – which are for organisations defined as Associations.
- 9.2 Life Members – an honorary membership category.
- 9.3 Patron – an honorary membership category.
- 9.4 The Association may have any other class of membership approved by resolution at a general meeting.
- 9.5 A standalone Junior and Senior Member has full voting rights (one vote) and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the Board.
- 9.6 A combined Junior and Senior League member has full voting rights (two votes) and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the Board.
- 9.7 Life Members and Patrons have the rights referred to in sub rule 9.5, other than full voting rights.
- 9.8 The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

10. Life Membership

- 10.1 A maximum of two Life Memberships per annum shall be awarded at the Annual General Meeting to individuals who have provided outstanding service to the Association.
- 10.2 Life Membership nominations should be sent to the Association by members prior to December 31 in any year and must be endorsed by the Association's Board of Directors prior to being presented to the members for voting.
- 10.3 Such nominations must include details of the nominee's outstanding service and contribution to

the WACFL. The nominations for consideration could include those for members who have served at least 10 years on the WACFL Executive Committee, or for other volunteers who have provided an outstanding contribution to the WACFL itself through other service.

- 10.4 Life Membership nominations shall be awarded when they receive endorsement by three fourths (75%) majority of members voting.
- 10.5 Life Members shall not be required to pay an annual subscription fee.
- 10.6 Life Members may attend General Meetings, and be involved in discussions, but they cannot move or second motions or vote.

11. Record of Office Holders

- 11.1 The record (including name and address) of Board Members, Ordinary Members and Life Members and other persons authorised to act on behalf of the Association (such as trustee, patrons) is required to be maintained under section 58(2) of the Act and must be kept in the secretary's custody or under the secretary's control.

12. When Membership Ceases

- 12.1 A person ceases to be a member when any of the following takes place:
 - (a) for a member who is an individual, the individual dies;
 - (b) for a member who is a body corporate, the body corporate is wound up;
 - (c) the Affiliated Association resigns from the Association under rule 13;
 - (d) the Affiliated Association is expelled from the Association under rule 17;
 - (e) the Affiliated Association ceases to be a member under rule 15.4;
- 12.2 The secretary must keep a record for at least one year after a person/association ceases to be a member, of:
 - (a) the date on which the person/association ceased to be a member; and
 - (b) the reason why the person/association ceased to be a member.

13. Resignation

- 13.1 A member may resign from membership of the Association by giving written notice of the resignation to the secretary.
- 13.2 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.
- 13.3 A person/association who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the owed amount) at the time of resignation.
- 13.4 The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

14. Rights Not Transferable

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

15. Membership Fees

- 15.1 The Association's Members must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association at a General Meeting.
- 15.2 The fees determined under sub rule 15.1 may be different for different classes of membership.
- 15.3 A member must pay the annual membership fee to the treasurer, or another person authorised by the Board to accept payments, by the date (the due date) determined by the Board of Directors.
- 15.4 If a member has not paid the annual membership fee within the period of three months after the due date, the member ceases to be a member on the expiry of that period.
- 15.5 If a person who has ceased to be a member under sub rule 15.4 offers to pay the annual membership fee after the period referred to in that sub rule has expired —
 - (a) the Board of Directors 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.

16. Register of Members

- 16.1 The secretary, or another person authorised by the Board of Directors, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- 16.2 In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- 16.3 The register of members must be kept at the secretary's place of residence, or at another place determined by the Board of Directors.
- 16.4 A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- 16.5 If:
- (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Board of Directors 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 relates to the affairs of the Association.

17. Suspension or Expulsion

- 17.1 The Board of Directors may decide to suspend a member's membership or to expel a member from the Association if:
- (a) the member contravenes any of these rules; or
 - (b) the member acts detrimentally to the interests of the Association.
- 17.2 The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board of Directors.
- 17.3 The notice given to the member must state:
- (a) when and where the Board of Directors meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member'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 Board of Directors about the proposed suspension or expulsion;
- 17.4 At the Board meeting, the Board of Directors must:
- (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board of Directors about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made;
 - (c) and decide:
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Association.
- 17.5 A decision of the Board of Directors to suspend the member's membership or to expel the member from the Association takes immediate effect.
- 17.6 The Board of Directors must give the member written notice of the Board of Directors' decision, and the reasons for the decision, within seven days after the Board meeting at which the decision is made.
- 17.7 A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under sub rule 17.6, give written notice to the secretary requesting the appointment of a mediator under rule 21.
- 17.8 If notice is given under sub rule 17.7, the member who gives the notice and the Board are the parties to the mediation.

18. Consequences of Suspension

- 18.1 During the period a member's membership is suspended, the member:
- (a) loses any rights (including voting rights) arising as a result of membership; and

- (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- 18.2 When a member's membership is suspended, the secretary must record in the register of members that the member's membership is suspended; and
 - (a) the date on which the suspension takes effect; and
 - (b) the period of the suspension.
- 18.3 When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

19. Grievance Procedure

- 19.1 The procedure set out in this Division (the grievance procedure) applies to disputes:
 - (a) between members; or
 - (b) between one or more members and the Association.
- 19.2 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.
- 19.3 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by sub rule 19.2, 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.
- 19.4 Within 28 days after the secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- 19.5 The secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least seven days before the meeting is held.
- 19.6 The notice given to each party to the dispute must state:
 - (a) When and where the Board meeting is to be held; and
 - (b) 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 Board about the dispute.
- 19.7 If the dispute is between one or more members and the Association, and any party to the dispute gives written notice to the secretary stating that the party:
 - (a) does not agree to the dispute being determined by the Board of Directors; and
 - (b) requests the appointment of a mediator under rule 21,the Board of Directors must not determine the dispute.

20. Determination of Dispute by Board of Directors

- 20.1 At the Board meeting at which a dispute is to be considered and determined, the Board of Directors 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 Board about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- 20.2 The Board of Directors must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- 20.3 A party to the dispute may, within 14 days after receiving notice of the Board's determination under sub rule 20.1(c), give written notice to the secretary requesting the appointment of a mediator under rule 21.
- 20.4 If notice is given under sub rule 20.3, each party to the dispute is a party to the mediation.

21. Mediation

- 21.1 This Division applies if written notice has been given to the secretary requesting the appointment of a mediator:
 - (a) by a member under rule 17.7; or
 - (b) by a party to a dispute under rule 19.7 or 20.3.
- 21.2 If this Division applies, a mediator must be chosen or appointed under sub rule 21.6.
- 21.3 The mediator must be a person chosen:

- (a) if the appointment of a mediator was requested by a member under rule 17.7 – by agreement between the Member and the Board; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 19.7, 20.3 – by agreement between the parties to the dispute.
- 21.4 If there is no agreement for the purposes of sub rule 21.1(a) or (b), then, subject to sub rules 21.2 and 21.3, the Board must appoint the mediator.
- 21.5 The person appointed as mediator by the Board 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 under rule 17.7; or
 - (b) a party to a dispute under rule 19.7; or
 - (c) a party to a dispute under rule 20.3 and the dispute is between one or more members and the Association.
- 21.6 The person appointed as mediator by the Board may be a member or former member of the Association 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.

22. Mediation Process

- 22.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 22.2 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 days before the mediation takes place.
- 22.3 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.
- 22.4 The mediator cannot determine the matter that is the subject of the mediation.
- 22.5 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.
- 22.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

23. If Mediation Results in Decision to Suspend or Expel being Revoked

- 23.1 If:
- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 17.7; and
 - (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion.

24. Board of Directors

- 24.1 The Board of Directors are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- 24.2 Subject to the Act, these rules, the by-laws and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- 24.3 The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws of the Association.
- 24.4 Under section 39 of the Act, the following persons must not, without leave of the Commissioner, accept an appointment or act as a member of the Board of Directors of the Association:

- (a) a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
 - (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 three months; or
 - (iii) an offence under Part 4 Division 3 or section 127 of the Act.
- 24.5 The Board of Directors consists of:
- (a) the three elected office holders of the Association listed in sub rule 24.6; and
 - (b) up to eight additional Board members, five of which are elected and three of which who may be appointed to the Board as full voting member.
- 24.6 The following are the office holders of the Association:
- (a) the president;
 - (b) the vice president;
 - (c) the junior vice president;
- 24.7 A person may only be a Board member if the person is:
- (a) an individual who has reached 18 years of age;
 - (b) a person must not hold two or more of the offices mentioned in sub rule 24.6 at the same time.
- 24.8 An elected or appointed Board member may not hold a formal position at a member League or associated Club.

25. Obligations of the Board

- 25.1 The Board must take all reasonable steps to ensure the Association complies with its obligations under the Act and these Rules.

26. Powers of the Board of Directors

- 26.1 The Board of Directors and Individual Members must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- 26.2 The Board of Directors and Individual Members must exercise their powers and discharge their duties in good faith in the best interests of the Association and for a proper purpose.
- 26.3 The Board of Directors can make appointments and set remuneration of an Association General Manager and other staff member to manage the day to day operations of the Association as required.
- 26.4 The Board of Directors may exercise all powers and functions as may be required by the Association, other than those powers and functions that are required by these Rules to be exercised by General Manager of the Association.
- 26.5 The Board of Directors and Individual Members has power to perform all acts and do all things as appear to the Board to be necessary or desirable for the proper management of the business and affairs of the Association.
- 26.6 A Board Member or former Board Member must not improperly use information obtained through privilege whilst operating as a Board Member to:
- (a) gain an advantage for themselves or another person; or
 - (b) cause detriment to the Association.
- 26.7 A Board Member having any material personal interest in a matter being considered at a Board Meeting must:
- (a) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Board;
 - (b) disclose the nature and extent of the interest at the next General Meeting of the Association; and
 - (c) not be present while the matter is being considered at the Board Meeting or vote on the matter.
- 26.8 Sub Rule 26.7 does not apply in respect of a material personal interest that:
- (a) exists only because the Board Member belongs to a class of persons for whose benefit the Association is established; or
 - (b) the Board Member has in common with all, or a substantial proportion of the members of the Association.

- 26.9 The Secretary must record every disclosure made by a Board Member under sub rule 26.7 in the Minutes of the Board Meeting at which the disclosure is made.
- 26.10 No Board 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 Board to do so and such authority is recorded in the minutes of the Board Meeting.

27. Responsibilities of Office Bearers

27.1 Duties of the President

- (a) The President must act in good faith and in the best interests of the Association and for its proper purpose and to the best of their ability, not cause detriment to the Association.
- (b) The President must consult with the General Manager regarding the business to be conducted at each Board Meeting and each General Meeting.
- (c) The President has the powers and duties relating to convening and presiding at Board Meetings and presiding at General Meetings provided for in these rules.

27.2 Duties of the Executive Officer

- (a) The Executive Officer must act in good faith and in the best interests of the Association and for its proper purpose and to the best of their ability, not cause detriment to the Association.
- (b) The Executive Officer must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise if that person:
 - (i) were an officer of the Association in the Association's circumstances; and
 - (ii) occupied the office held by, and had the same responsibilities within the association as, the officer.
- (c) The Executive Officer is not eligible for election to the Board of Directors and, as such, has no voting powers within the Association.
- (d) The General Manager must not improperly use his or her position to gain an advantage for them self, another person, or a member body.
- (e) Shall carry out the duties as contained in the Position Description of their Contract of Employment provided by the Board of Directors from time to time.
- (f) Ensure the safe custody of the records of the Association and any other relevant documentation of the Association.
- (g) Perform any other duties as are imposed by these Rules or the Association.
- (h) The General Manager is responsible for the employment and management of the Secretary/Treasurer of the Association and is required to ensure they meet their obligations to the Association under the Act.

27.3 Duties of the Secretary

- (a) Dealing with the Association's correspondence.
- (b) Consulting with the Executive Officer regarding the business to be conducted at each Board meeting and general meeting.
- (c) Preparing the notices required for meetings and for the business to be conducted at meetings.
- (d) Unless another member is authorised by the Board to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act.
- (e) Maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act.
- (f) Unless another member is authorised by the Board to do so, maintaining on behalf of the Association a record of board members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act.
- (g) Ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association.
- (h) Maintaining full and accurate minutes of Board meetings and general meetings.
 - (i) Circulating minutes documents in a timely manner as per 57.5.
 - (j) Carrying out any other duty given to the secretary under these rules or by the Board of

Directors.

27.4 Duties of the Treasurer

- (a) Ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name.
- (b) Ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board.
- (c) Ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time.
- (d) Ensuring that the Association complies with the relevant requirements of Part 5 of the Act.
- (e) Ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association.
- (f) If the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting.
- (g) If the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting.
- (h) Providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act.
- (i) Carrying out any other duty given to the treasurer under these rules or by the Board.

28. How to Become a Board Member

28.1 An ordinary person becomes a Board member if the person:

- (a) is elected to the Board of Directors at an annual general meeting; or
- (b) is appointed to the Board of Directors by the Board to fill a casual vacancy under rule 35;
- (c) is appointed to the Board of Directors by the Board to fill one of three Board appointed positions.

29. Nomination of Board Members

29.1 At least 42 days before an annual general meeting, the secretary must send written notice to all the members:

- (a) calling for nominations for election to the Board of Directors; and
- (b) stating the date by which nominations must be received by the secretary to comply with rule 29.2.

29.2 An individual who wishes to be considered for election to the Board of Directors at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 28 days before the annual general meeting.

29.3 The written notice must include a statement by a member in support of the nomination.

29.4 An individual whose nomination does not comply with this rule is not eligible for election to the Board of Directors unless the member is nominated under rule 30.2 or 31.2(b).

30. Election of Office Holders

30.1 At the first Board Meeting after the annual general meeting, a separate election must be held for each position of office holder of the Association.

30.2 The chairperson of the meeting may call for nominations from the Board members at the meeting.

30.3 If only one individual has nominated for a position, the chairperson of the meeting must declare the individual elected to the position.

30.4 If more than one individual has nominated for a position, the Board members at the meeting must vote in accordance with procedures that have been determined by the Board to decide who is to be elected to the position.

30.5 Each Board member present at the meeting may vote for one member who has nominated for the position.

30.6 An individual who has nominated for the position may vote for himself or herself.

30.7 On a person's election, the new chairperson of the Association may take over as the chairperson of the meeting.

31. Election of Ordinary Board Members

31.1 If the number of individuals nominating for the position of Board member is not greater than the number to be elected, the chairperson of the meeting:

- (a) must declare each of those individuals to be elected to the position; and
 - (b) may call for further nominations at the meeting to fill any positions remaining unfilled after the elections under sub rule 31.1(a).
- 31.2 If:
- (a) the number of individuals nominating for the position of Board member is greater than the number to be elected; or
 - (b) the number of individuals nominating under sub rule 30.2(b) is greater than the number of positions remaining unfilled,
- the ordinary members at the meeting must vote in accordance with procedures that have been determined by the Board of Directors to decide the members who are to be elected to the position of Board member.
- 31.3 A member who has nominated for the position of Board member may vote in accordance with that nomination.

32. Term of Office

- 32.1 The term of office of a Board member begins when the member:
- (a) is elected at an annual general meeting or under sub rule 31.3(b); or
 - (b) is appointed to fill a casual vacancy under rule 35.
- 32.2 Subject to rule 32.1(b) and 34, a Board member holds office for a period of two years until the positions on the Board are declared vacant at the annual general meeting two years from the one in which they were elected.
- 32.3 A Board member may be re-elected.
- 32.4 A Board member may not serve more than five two - year terms.
- 32.4 (a) Any service to the Country Football WA Board by a Director prior to the 2019 Annual General Meeting is not counted in relation to clause 32.4. Any year of service to the Country Football WA Board by a Director post 2019 AGM is counted towards the maximum term of a Director in accordance with clause 32.4.

33. Resignation and Removal from Office

- 33.1 A Board member may resign from the Board by written notice given to the secretary or, if the resigning member is the secretary, given to the President.
- 33.2 The resignation takes effect:
- (a) when the notice is received by the secretary or President; or
 - (b) if a later time is stated in the notice, at the later time.
- 33.3 At a Board meeting, the Board of Directors may by resolution:
- (a) elect a Board Member who is eligible under rule 24.7 to fill the vacant position.
- 33.4 Upon resignation or removal from the Board of Directors, a former Board member must return to the Association as soon as practical any documents and records they hold pertaining to the management of the Association's affairs.

34. When Membership of a Board Member Ceases

- 34.1 A person ceases to be a Board member if the person:
- (a) dies or otherwise ceases to be a member; or
 - (b) resigns from the Board or is removed from office under rule 33.3; or
 - (c) becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act;
 - (d) becomes permanently unable to act as a Board member because of a mental or physical disability; or
 - (e) fails to attend three consecutive Board meetings, of which the person has been given notice, without having notified the Board that they will be unable to attend.

35. Filling Casual Vacancies

- 35.1 The Board may appoint a member who is eligible under rule 24.7 to fill a position on the Board that:
- (a) has become vacant under rule 34; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 33.3(a).
- 35.2 Subject to the requirement for a quorum under rule 42, the Board may continue to act despite any vacancy in its membership.

- 35.3 If there are fewer Board members than required for a quorum under rule 42, the Board may act only for the purpose of:
- (a) appointing Board members under this rule; or
 - (b) convening a general meeting.

36. Validity of Acts

- 36.1 The acts of the Board of Directors or a subcommittee, or of a Board member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board member or member of a subcommittee.

37. Payments to Board Members

- 37.1 A Board member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred:
- (a) in attending a Board meeting; or
 - (b) in attending a subcommittee meeting; or
 - (c) in attending a general meeting; or
 - (d) otherwise in connection with the Association's business.

38. Board Meetings

- 38.1 The Board must meet at least six times in each year on the dates and at the times and places determined by the Board.
- 38.2 As per clause 41, meetings may be conducted via technology.
- 38.3 The date, time and place of the first Board meeting must be determined by the Board members as soon as practicable after the annual general meeting at which the Board members are elected.
- 38.4 Special Board meetings may be convened by the President or any two Board members.

39. Notice of Board Meetings

- 39.1 Notice of each Board meeting must be given to each Board member at least 48 hours before the time of the meeting.
- 39.2 The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- 39.3 Unless sub rule 39.4 applies, the only business that may be conducted at the meeting is the business described in the notice.
- 39.4 Urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.

40. Procedure and Order of Business

- 40.1 The President or, in their absence, the Vice President must preside as chairperson of each Board meeting.
- 40.2 If the President or Vice President are absent or are unwilling to act as chairperson of a meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- 40.3 The procedure to be followed at a Board meeting must be determined from time to time by the Board of Directors.
- 40.4 The order of business at a Board meeting may be determined by the Board members at the meeting.
- 40.5 In instances where a Board member has a material personal interest in a matter being considered at a Board meeting, they must disclose the nature and extent of the interest to the Board as soon as practical and at the next meeting of the Association.
- 40.6 A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board.
- 40.7 A person invited under sub rule 40.6 to attend a Board 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 Board to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

41. Use of Technology to be Present at Board Meetings

- 41.1 The presence of a Board member at a Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 41.2 A member who participates in a Board meeting as allowed under sub rule 41.1 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.

42. Quorum for Board Meetings

- 42.1 Subject to rule 35.3, no business is to be conducted at a Board meeting unless a quorum is present.
- 42.2 The quorum for Board meetings is 6 or greater of Board members.
- 42.3 If a quorum is not present within 30 minutes after the notified commencement time of a Board 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.
- 42.4 If:
 - (a) a quorum is not present within 30 minutes after the commencement time of a Board meeting held under sub rule 42.3(b); and
 - (b) at least two Board members are present at the meeting, those members present are taken to constitute a quorum.

43. Voting at Meetings

- 43.1 Each Board member present at a Board meeting has one vote on any question arising at the meeting. Board appointed Directors may also vote at a Board meeting.
- 43.2 A motion is carried if a majority of the Board members present at the Board meeting vote in favour of the motion.
- 43.3 If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 43.4 A vote may take place by the Board members present, indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.
- 43.5 If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

44. Minutes of Board Meetings

- 44.1 The chairperson must ensure that minutes are taken and kept of each Board meeting.
- 44.2 The minutes must record the following:
 - (a) the names of the Board members present at the meeting;
 - (b) the name of any person attending the meeting under rule 40.6;
 - (c) any details relating to the disclosure of a Board member's material personal interest in a matter being considered at a Board meeting;
 - (d) the business considered at the meeting;
 - (e) any motion on which a vote is taken at the meeting and the result of the vote.
- 44.3 The minutes of a Board meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- 44.4 The chairperson must ensure that the minutes of a Board meeting are reviewed and signed as correct by:
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next Board meeting.
- 44.5 When the minutes of a Board 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.

45. Subcommittees and Subsidiary Offices

- 45.1 To help the Board in the conduct of the Association's business, they 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.
- 45.2 A subcommittee may consist of the number of people, whether or not Board members, that the Board considers appropriate.
- 45.3 A person may be appointed to a subsidiary office whether or not the person is a Board member.
- 45.4 Subject to any directions given by the Board:
- (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 the holder considers appropriate.
 - (c) the Board may work with local stakeholders to appoint an advisory group within any given region. This process remains at the discretion of the Board.

46. Delegation to Subcommittees and Holders of Subsidiary Offices

- 46.1 The Board 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 Board other than:
- (a) the power to delegate; and
 - (b) a non-delegable duty.
- 46.2 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.
- 46.3 The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- 46.4 The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- 46.5 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 it had been done by the Board.
- 46.6 The Board may, in writing, amend or revoke the delegation.

47. Annual General Meeting

- 47.1 The Board must determine the date, time and place of the annual general meeting.
- 47.2 If it is proposed to hold the annual general meeting more than six months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within four months after the end of the financial year.
- 47.3 The ordinary business of the annual general meeting is as follows:
- (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider:
 - (i) the Board's annual report on the Association's activities during the preceding financial year; and
 - (ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
 - (iv) if required to be presented for consideration under Part 5 of the Act, 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 Association and other Board members;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- 47.4 Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

48. Special General Meetings

- 48.1 The Board may convene a special general meeting.
- 48.2 The Board must convene a special general meeting if at least 25% of the members require a

special general meeting to be convened.

- 48.3 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.
- 48.4 The special general meeting must be convened within 28 days after notice is given under sub rule 48.3.
- 48.5 If the Board 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.
- 48.6 A special general meeting convened by members under sub rule 48.5:
 - (a) must be held within three 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.
- 48.7 The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub rule 48.5.

49. Notice of General Meetings

- 49.1 The secretary or, in the case of a special general meeting convened under rule 48.5, 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.
- 49.2 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 board under rule 29.2; and
 - (d) if a special resolution is proposed:
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 50.7.

50. Proxies

- 50.1 Subject to sub rule 50.2, an ordinary member may appoint an individual as his or her proxy to vote and speak on his or her behalf at a general meeting.
- 50.2 An individual may be appointed the proxy for not more than two additional members.
- 50.3 The appointment of a proxy must be in writing and signed by the member making the appointment.
- 50.4 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- 50.5 If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- 50.6 If the Board has approved a form for the appointment of a proxy, the member may use that form or any other form:
 - (a) that clearly identifies the person appointed as the member's proxy; and
 - (b) that has been signed by the member.
- 50.7 Notice of a general meeting given to an ordinary member under rule 49 must:
 - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- 50.8 A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- 50.9 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

51. Use of Technology to be Present at General Meetings

- 51.1 The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

- 51.2 A member who participates in a general meeting as allowed under sub rule 51.1 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.

52. Presiding Member and Quorum for General Meetings

- 52.1 The President or, in the President's absence, the Vice President must preside as chairperson of each general meeting.
- 52.2 If the President or Vice President are absent or are unwilling to act as chairperson of a general meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- 52.3 No business is to be conducted at a general meeting unless a quorum is present.
- 52.4 The quorum for general meetings is 50% or greater of ordinary members.
- 52.5 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
- (a) in the case of a special general meeting, the meeting lapses; or
 - (b) in the case of the annual general meeting, the meeting is adjourned to:
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- 52.6 If:
- (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under sub rule 52.5(b); and
 - (b) at least five ordinary members are present at the meeting, those members present are taken to constitute a quorum.

53. Adjournment of General Meeting

- 53.1 The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 53.2 Without limiting sub rule 53.1, 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.
- 53.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 53.4 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 49.

54. Voting at General Meeting

- 54.1 On any question arising at a general meeting:
- (a) subject to sub rule 54.6, each ordinary member has one vote unless the member may also vote on behalf of a body corporate under sub rule 54.2; and
 - (b) ordinary members may vote personally or by proxy.
- 54.2 An ordinary member may, in writing, appoint an individual, whether or not the individual is a member, to vote on their behalf on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- 54.3 A copy of the document by which the appointment is made must be given to the secretary before any general meeting to which the appointment applies.
- 54.4 The appointment has effect until:
- (a) the end of any general meeting to which the appointment applies; or
 - (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the secretary.
- 54.5 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.
- 54.6 If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

- 54.7 If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- 54.8 For a person to be eligible to vote at a general meeting as an ordinary member, or on behalf of an ordinary member under sub rule 54.2, the ordinary member:
- (a) must have been an ordinary member at the time notice of the meeting was given under rule 49; and
 - (b) must have paid any fee or other money payable to the Association by the member.

55. When Special Resolutions are Required

- 55.1 A special resolution is required if it is proposed at a general meeting:
- (a) to affiliate the Association with another body; or
 - (b) to alter these Rules including changing the Association's name; or
 - (a) for the Association to be wound up or cancel its incorporation; 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.
- 55.2 Sub rule 55.1 does not limit the matters in relation to which a special resolution may be proposed.
- 55.3 To be approved, it must be passed by the votes of not less than 75% of the members of the association who qualify to cast a vote at the meeting.

56. Determining Whether Resolution Carried

- 56.1 Subject to sub rule 56.4, 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.
- 56.2 If the resolution is a special resolution, the declaration under sub rule 56.1 must identify the resolution as a special resolution.
- 56.3 If a poll is demanded on any question by the chairperson of the meeting or by at least three 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.
- 56.4 If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- 56.5 A declaration under sub rule 56.1 or 56.3 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.

57. Minutes of General Meeting

- 57.1 The secretary, or a person authorised by the chairperson from time to time, must take and keep minutes of each general meeting.
- 57.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 57.3 In addition, the minutes of each annual general meeting must record:
- (a) the names of the ordinary members attending the meeting; and
 - (b) any proxy forms given to the chairperson of the meeting under rule 50.8; and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 47.3(b); and
- 57.4 Any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 47.3(b)iv.
- 57.5 The minutes of a general meeting must be circulated to the members within 10 days after the meeting is held in a draft format and finalised at the proceeding meeting under sub rule 57.6. Upon finalisation under 57.6 the minutes should be entered in the Association's minute book.
- 57.6 The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by:
- (a) the chairperson of the meeting; or
 - (b) the chairperson of the next general meeting.

- 57.7 When the minutes of a general meeting have been signed 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.

58. Source of Funds

- 58.1 The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

59. Control of Funds

- 59.1 The Association must open a bank 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.
- 59.2 Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
- 59.3 The Board may authorise the Treasurer or the General Manager to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 59.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
- (a) two Board members; or
 - (b) one Board member and the Executive Officer;
 - (c) one Board member and a person authorised by the Board.
- 59.5 All funds of the Association must be deposited into the Association's account within five working days after their receipt.

60. Financial Statements and Financial Reports

- 60.1 For each financial year, the Board 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.
- 60.2 Financial reports of the Association must be kept for auditing purposes for at least seven years.
- 60.3 Without limiting 60.1, 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 annual general meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

61. By-laws

- 61.1 The Association may, by resolution at a Board meeting, make, amend or revoke by-laws.
- 61.2 By-laws may:
- (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 9; and
 - (b) impose restrictions on the Board's powers, including the power to dispose of the association's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
 - (d) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- 61.3 A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.

- 61.4 Without limiting sub rule 61.3, a by-law made for the purposes of sub rule 61.2(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- 61.5 At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

62. Executing Documents and Common Seal

- 62.1 The Association may execute a document without using a common seal if the document is signed by:
- (a) Board members; or
 - (b) one Board member and a person authorised by the Board.
- 62.2 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 Board and in the presence of:
 - (i) two Board members; or
 - (ii) one Board member and a person authorised by the Board,and each of them is to sign the document to attest that the document was sealed in their presence.
- 62.3 The secretary must make a written record of each use of the common seal.
- 62.4 The common seal must be kept in the custody of the secretary or another Board member authorised by the Board.

63. Giving Notices to Members

- 63.1 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 facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

64. Custody of Books and Securities

- 64.1 Subject to sub rule 64.2, the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
- 64.2 The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.
- 64.3 Sub rules 64.1 and 64.2 have effect except as otherwise decided by the Board.
- 64.4 The books of the Association must be retained for at least seven years.

65. Inspection of Records and Documents

- 65.1 Sub rule 65.2 applies to a member who wants to inspect:
- (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of board members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) any other record or document of the association.
- 65.2 The member must contact the secretary of the Association to make the necessary arrangements for the inspection.
- 65.3 The inspection must be free of charge.
- 65.4 If the member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by members.
- 65.5 The member may make a copy of or take an extract from a record or document referred to in sub rule 65.1(c) but does not have a right to remove the record or document for that purpose.
- 65.6 The member must not use or disclose information in a record or document referred to in sub rule 65.1(c) except for a purpose:
- (a) that is directly connected with the affairs of the Association; or

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

66. Publication by Board Members of Statements about Association Business Prohibited

- 66.1 A Board member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Board meeting unless:
- (a) the Board member has been authorised to do so at a Board meeting; and
 - (b) the authority given to the Board member has been recorded in the minutes of the Board meeting at which it was given.

67. Distribution of Surplus Property on Cancellation of Incorporation or Winding up

- 67.1 On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

68. Alteration of Rules

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