

The Constitution of Vic Park Squash Incorporated

Updated 23 January 2019



Table of contents

PART 1 - PRELIMINARY	4
1 Terms used	4
2 Financial year	6
3 Not for profit body	6
PART 2 - MEMBERS	8
4 Eligibility for membership	8
5 Applying for membership	8
6 Dealing with membership applications	8
7 Becoming a member	8
8 Classes of membership	8
9 When membership ceases	9
10 Resignation	9
11 Membership fees	10
12 Register of members	10
PART 3 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION	12
13 Suspension or expulsion	12
14 Disputes and mediation	12
PART 4 — COMMITTEE	14
15 Committee	14
16 Committee members	14
17 President	15
18 Secretary	15
19 Treasurer	15
20 How members become committee members	16
21 Nomination of committee members	16
22 Election of office holders	16
23 Election of ordinary committee members	17
24 Term of office	17
25 Resignation and removal from office	17
26 When membership of committee ceases	18
27 Filling casual vacancies	18
28 Validity of acts	18
29 Committee meetings	19
30 Notice of committee meetings	19

31	Procedure and order of business	19
32	Use of technology to be present at committee meetings	19
33	Quorum for committee meetings	20
34	Voting at committee meetings	20
35	Minutes of committee meetings	20
36	Subcommittees and subsidiary offices	21
	PART 5 — GENERAL MEETINGS OF ASSOCIATION	22
37	Annual General Meeting	22
38	Special General Meetings	22
39	Notice of general meetings	23
40	Use of technology to be present at general meetings	23
41	Presiding member and quorum for general meetings	23
42	Adjournment of general meeting	24
43	Voting at general meeting	24
44	When special resolutions are required	25
45	Determining whether resolution carried	25
46	Minutes of general meeting	26
	PART 6 — FINANCIAL MATTERS	27
47	Source of funds	27
48	Control of funds	27
49	Financial records	27
50	Financial statements and financial reports	27
51	Executing documents and common seal	28
52	Giving notices to members	28
53	Custody of books and securities	28
54	Record of office holders	29
55	Inspection of records and documents	29
56	Distribution of surplus property on cancellation of incorporation or winding up	29
57	Alteration of rules	30

PART 1 - PRELIMINARY

1 Terms used

In these rules, unless the contrary intention appears:

Term	Meaning
Act	The <i>Associations Incorporation Act 2015</i> .
Books of the Club	Includes the following: <ul style="list-style-type: none">• a register;• financial records, financial statements or financial reports, however compiled, recorded or stored;• a document;• any other record of information.
Chairperson	The president, secretary, or person nominated by the president or committee to chair a meeting.
Club	The incorporated association to which these rules apply.
Club Captain	The committee member holding office as the captain of the Club.
Code of Conduct	As attached at Appendix A
Commissioner	The person for the time being designated as the Commissioner under section 153 of the Act.
Committee	The management committee of the Club.
Committee member	A member of the committee.
Financial records	Includes: <ul style="list-style-type: none">• invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and• documents of prime entry; and

- working papers and other documents needed to explain:
 - the methods by which financial statements are prepared; and
 - adjustments to be made in preparing financial statements.

Financial statements	The financial statements in relation to the Club required under Part 5 Division 3 of the Act.
Financial year of the Club	Has the meaning given in rule 2.
General meeting of the Club	A meeting of the Club that all members are entitled to receive notice of and to attend.
Member	A person (including a body corporate) who is a member of one of the classes of membership of the Club set out in rule 9(1).
Ordinary member	A person who is a member of the 'ordinary member' class of membership described in rule 9.
President	The committee member holding office as the president of the Club.
Junior member	A person who is a member of the 'junior member' class of membership described in rule 9.
Life member	A person who is a member of the 'life member' class of membership described in rule 9.
Non-voting member	A person who is a member of one of the classes of membership referred to in rule 9(6)(b).
Ordinary committee member	A committee member who is not an office holder of the Club under rule 17(3).
Register of members	The register of members referred to in section 53 of the Act.
Rules	These rules of the Club, as in force for the time being.

Secretary	The committee member holding office as the secretary of the Club.
Special general meeting	A general meeting of the Club other than the annual general meeting.
Special resolution	A resolution passed by the members at a general meeting in accordance with section 51 of the Act.
Subcommittee	A subcommittee appointed by the committee under rule 37(1)(a).
Treasurer	The committee member holding office as the treasurer of the Club.
Voting member	A member referred to in rule 9(6)(a).

2 Financial year

The Financial Year of the association is the period of 12 months commencing on 1 January of each year.

3 Objects and powers of the Club

- (1) The objects of the Club are:
 - (a) to foster and promote social interaction amongst the community;
 - (b) to foster and promote an environment for health and fitness;
 - (c) to promote the game of squash to all age groups and abilities; and
 - (d) to organise and administer the general operations of the club for the benefit of all members.
- (2) The Club has all the powers of an incorporated association under the Act. The Club may only use its powers to do:
 - (a) anything which it considers will advance or achieve the objects of the Club; and
 - (b) all other things that are incidental or necessary to carrying out the Objects and running the Club.

4 Not for profit body

- (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.

- (2) A payment may be made to a member out of the funds of the Club only if it is authorised under subrule (3).
- (3) A payment to a member out of the funds of the Club is authorised if it is:
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
 - (b) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

PART 2 - MEMBERS

5 Eligibility for membership

- (1) Any person who supports the objects or purposes of the Club is eligible to apply to become a member.
- (2) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

6 Applying for membership

- (1) A person who wants to become a member must apply in writing to the Club.
- (2) The applicant must specify in the application the class of membership of which the applicant wishes to be a member.

7 Dealing with membership applications

- (1) The committee, or a person authorised by the committee, will consider each application for membership of the Club and decide whether to accept or reject the application.
- (2) The committee may reject an application even if the applicant:
 - (a) is eligible under rule 5; and
 - (b) has applied under rule 6.
- (3) The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.
- (4) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.

8 Becoming a member

- (1) An applicant for membership of the Club becomes a member when:
 - (a) the committee, or an individual duly authorised by the committee to handle memberships, accepts the application; and
 - (b) the applicant pays any membership fees payable to the Club under rule 12.
- (2) All members must comply with this constitution, the Code of Conduct and any by-rules, regulations, policies or guidelines applicable to members adopted by the committee from time to time and made available to the members.

9 Classes of membership

- (1) The Club consists of:
 - (a) ordinary members;

- (b) junior members;
 - (c) life members; and
 - (d) any other class of membership approved by resolution at a general meeting.
- (2) A person who is a member of the Club may only be a member of one of the membership classes set out in subrule (1).
- (3) An individual who has not reached the age of 18 years is only eligible to be a junior member.
- (4) An individual who has reached the age of 18 years may choose to apply to be an ordinary member.
- (5) The committee may determine that a member has provided outstanding and longstanding services to the Club and is to be awarded life membership of the Club.
- (6) Members have the rights conferred on them by these rules, or approved by resolution at a general meeting or determined by the committee, including as follows:
- (a) ordinary members and life members have full voting rights;
 - (b) junior members do not have voting rights and are not entitled to hold any office; and
 - (c) life members are not required to pay any membership fees to be members of the Club.

10 When membership ceases

- (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 person resigns from the Club under rule 11;
 - (d) the person is expelled from the Club under rule 14;
 - (e) the person ceases to be a member under rule 12(4).
- (2) The secretary must keep a record, for at least one year after a person ceases to be a member, of:
- (a) the date on which the person ceased to be a member; and
 - (b) the reason why the person ceased to be a member.

11 Resignation

- (1) A member may resign from membership of the Club by giving written notice of the resignation to the secretary.
- (2) The resignation takes effect:

- (a) when the secretary receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Club remains liable for any fees that are owed to the Club (the owed amount) at the time of resignation.

12 Membership fees

- (1) The committee must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Club.
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) A member (other than a life member) must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, by the date (the due date) determined by the committee.
- (4) If a member (other than a life member) has not paid the annual membership fee within the period of 6 months after the due date, the committee may terminate the member's membership of the Club by notice in writing to the member, and that member immediately ceases to be a member of the Club.
- (5) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired:
 - (a) the committee may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

13 Register of members

- (1) The secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Club under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Club.
- (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.
- (3) The register of members must be kept secure by the secretary.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If:
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

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

PART 3 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

14 Suspension or expulsion

- (1) In this rule:
member, in relation to a member who is expelled from the Club, includes a former member.
- (2) The committee may by resolution suspend or expel a member from the Club if, in the committee determines that:
 - (a) the member contravenes any of these rules , the code of conduct, or a by-law (if any) of the Club; or
 - (b) the member acts detrimentally to the interests of the Club.
- (3) If a member is suspended or expelled, the member is not entitled to the refund of any subscription fees.
- (4) If the committee intends to consider a resolution to suspend or expel a member under sub-rule (2), at least 2 weeks before the meeting at which the resolution is to be considered, the committee must give the member written notice:
 - (a) stating the date, place and time of the meeting;
 - (b) setting out the intended resolution and the grounds on which it is based; and
 - (c) informing the member that he or she may give a written explanation or submission before the resolution is put to a vote.
- (5) A member whose membership is suspended or who is expelled from the Association may, within 28 days after receiving notice of the Committee's decision to suspend or expel the member, give written notice to the secretary requesting a general meeting be called to consider the member's appeal against the member's suspension or expulsion, and:
 - (a) such a general meeting must be held within 28 days of the member's notice to the secretary; and
 - (b) the member must be allowed to present his or her case to the general meeting; and
 - (c) the general meeting must vote to confirm or reverse the decision to suspend or expel the member; and
 - (d) the decision of the general meeting is final.

15 Disputes and mediation

- (1) The grievance procedure set out in this rule 15 applies to disputes under these rules between:
 - (a) two or more members; or
 - (b) a member or members and the Club.

- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between members, a person appointed by the committee;
 - (ii) in the case of a dispute between a member or members and the Club, a person appointed by the committee who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A member of the Club can be a mediator.
- (6) The mediator cannot be a person who has a material personal interest in the dispute or is biased in favour of or against any party to the mediation.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) Each party to the mediation is to bear its own costs of preparing for and engaging in the mediation. The costs of the mediator are to be paid equally by the parties to the mediation.
- (12) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4 — COMMITTEE

16 Committee

- (1) The committee members are the persons who, as the management committee of the Club, have the power to manage the affairs of the Club.
- (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.
- (3) The committee may make any by-laws and regulations, consistent with this constitution, as are deemed necessary by the committee for the proper control, administration and management of the Club's operations, finances, affairs, interests and property, and the duties, obligations and responsibilities of members.
- (4) The committee must take all reasonable steps to ensure that the Club complies with the Act, these rules and the by-laws (if any).

17 Committee members

- (1) The committee members consist of:
 - (a) the office holders of the Club; and
 - (b) at least one ordinary committee member.
- (2) The committee must determine the maximum number of members who may be ordinary committee members.
- (3) The following are the office holders of the Club:
 - (a) the president;
 - (b) the secretary;
 - (c) the treasurer; and
 - (d) the club captain(s).
- (4) A person may be a committee member if the person is a member other than a non-voting member.
- (5) If, after two requests by the chairperson of the meeting for nominations for any office, no member nominates for that office, then a willing member who is already an office holder may nominate for that further office.
- (6) A person must not hold 3 or more of the offices mentioned in subrule (3) at the same time, and may only hold 2 offices mentioned in subrule (3) in accordance with subrule (5).

18 President

It is the duty of the president to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting, and to oversee ongoing operations and performance of the Club.

19 Secretary

The Secretary has the following duties:

- (1) dealing with the Club's correspondence;
- (2) consulting with the president regarding the business to be conducted at each committee meeting and general meeting;
- (3) preparing the notices required for meetings and for the business to be conducted at meetings;
- (4) maintaining on behalf of the Club the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (5) maintaining on behalf of the Club an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (6) unless another member is authorised by the committee to do so, maintaining on behalf of the Club a record of committee members and other persons authorised to act on behalf of the Club, as required under section 58(2) of the Act;
- (7) ensuring the safe custody of the books of the Club, other than the financial records, financial statements and financial reports, as applicable to the Club;
- (8) maintaining full and accurate minutes of committee meetings and general meetings; and
- (9) carrying out any other duty given to the secretary under these rules or by the committee.

20 Treasurer

The treasurer has the following duties:

- (1) ensuring that any amounts payable to the Club are collected and issuing receipts for those amounts in the Club's name;
- (2) ensuring that any amounts paid to the Club are credited to the appropriate account of the Club, as directed by the committee;
- (3) ensuring that any payments to be made by the Club that have been authorised by the committee or at a general meeting are made on time;
- (4) ensuring that the Club complies with the relevant requirements of Part 5 of the Act;
- (5) ensuring the safe custody of the Club's financial records, financial statements and financial reports, as applicable to the Club;

- (6) coordinating the preparation of the Club's financial statements before their submission to the Club's annual general meeting;
- (7) providing any assistance required by an auditor or reviewer conducting an audit or review of the Club's Financial statements or financial report under Part 5 Division 5 of the Act; and
- (8) carrying out any other duty given to the treasurer under these rules or by the committee.

21 How members become committee members

A member becomes a committee member if the member:

- (1) is elected to the committee at an annual general meeting; or
- (2) is appointed to the committee by the committee to fill a casual vacancy.

22 Nomination of committee members

- (1) At least 14 days before an annual general meeting, the secretary must send written notice to all the members calling for nominations for election to the committee.
- (2) A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election in person at the annual general meeting, or be nominated at the annual general meeting by another member attending in person.
- (3) A member may nominate for one specified position of office holder of the Club or to be an ordinary committee member.

23 Election of office holders

- (1) At the annual general meeting:
 - (a) the president, or chairperson of the meeting, must call for nominations; and
 - (b) a separate election must be held, for each position of office holder of the Club.
- (2) If only one member has nominated for a position, the president, or chairperson of the meeting, must declare the member elected to the position.
- (3) If more than one member has nominated for a position, the voting members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
- (4) Each voting member present at the meeting may vote for one member who has nominated for the position.
- (5) A member who has nominated for the position may vote for themselves.
- (6) Upon their election, the new president of the Club may take over as the chairperson of the meeting.

24 Election of ordinary committee members

- (1) The voting members at the annual general meeting must decide by resolution the number of ordinary committee members to hold office for the next year.
- (2) The president, or chairperson of the meeting, must call for nominations for ordinary committee members.
- (3) If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the president, or chairperson of the meeting:
 - (a) must declare each of those members to be elected to the position; and
 - (b) may call for further nominations from the voting members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- (4) If:
 - (a) the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or
 - (b) the number of members nominating under subrule (3)(b) is greater than the number of positions remaining unfilled,the voting members at the meeting must vote in accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of ordinary committee member.
- (5) A member who has nominated for the position of ordinary committee member may vote for themselves.

25 Term of office

- (1) The term of office of a committee member begins when the member:
 - (a) is elected at an annual general meeting or under rule 26(3)(b); or
 - (b) is appointed to fill a casual vacancy under rule 28.
- (2) Subject to rule 27, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- (3) A committee member may be re-elected.

26 Resignation and removal from office

- (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 president.
- (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.

- (3) At a general meeting, the Club may by resolution:
 - (a) remove a committee member from office; and
 - (b) elect a member who is eligible under rule 17(4) to fill the vacant position.
- (4) A committee member who is the subject of a proposed resolution under subrule (3)(a) may give a written explanation or submission to the general meeting before the resolution is put to a vote.

27 When membership of committee ceases

A person ceases to be a committee member if the person:

- (1) dies or otherwise ceases to be a member; or
- (2) resigns from the committee or is removed from office under rule 26; or
- (3) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- (4) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (5) fails to attend three consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

28 Filling casual vacancies

- (1) The committee may appoint a member who is eligible under rule 17(4) to fill a position on the committee that:
 - (a) has become vacant under rule 27; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 26(3)(b).
- (2) If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 17(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 34, the committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer committee members than required for a quorum under rule 34, the committee may act only for the purpose of:
 - (a) appointing committee members under this rule; or
 - (b) convening a general meeting.

29 Validity of acts

The acts of a committee or subcommittee, or of a committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the

election, appointment or qualification of a committee member or member of a subcommittee.

30 Committee meetings

- (1) The committee must meet at least 3 times in each year at the dates, times and places determined by the committee.
- (2) The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the committee members are elected.
- (3) Special committee meetings may be convened by the president or any 2 committee members.

31 Notice of committee meetings

- (1) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
- (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.

32 Procedure and order of business

- (1) The president or secretary must preside as chairperson of each committee meeting.
- (2) If the president or secretary are absent or unwilling to act as chairperson of a meeting, the committee members at the meeting must choose a committee member to act as chairperson of the meeting.
- (3) The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- (4) The order of business at a committee meeting may be determined by the committee members at the meeting.
- (5) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- (6) A person invited under subrule (5) to attend a committee meeting cannot vote on any matter that is to be decided at the meeting.

33 Use of technology to be present at committee meetings

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

- (2) A member who participates in a committee meeting as allowed under subrule (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.

34 Quorum for committee meetings

- (1) Any 4 committee members constitute a quorum for the conduct of the business of a committee meeting.
- (2) Subject to rule 28(4), no business is to be conducted at a committee meeting unless a quorum is present.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
 - (a) in the case of a special meeting: the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (4) If:
 - (a) a quorum is not present within 30 minutes after the commencement time of a committee meeting held under subrule (3)(b); and
 - (b) at least 2 committee members are present at the meeting, those members present are taken to constitute a quorum.

35 Voting at committee meetings

- (1) Each committee member present at a committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

36 Minutes of committee meetings

- (1) The committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following:
 - (a) the names of the committee members present at the meeting;
 - (b) the name of any person attending the meeting under rule 32(5);

- (c) the business considered at the meeting; and
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a committee meeting must be entered in the Club's minute book within 30 days after the meeting is held.
- (4) The minutes of a committee meeting must be reviewed by the following committee meeting and determined to be correct, or otherwise corrected, by resolution.
- (5) When the minutes of a committee meeting have resolved as correct they are, until the contrary is proved, evidence that:
 - (a) the meeting to which the minutes relate was duly convened and held;
 - (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 and subsidiary offices

- (1) To help the committee in the conduct of the Club's business, the committee may, in writing, do either or both of the following:
 - (a) appoint one or more subcommittees; and
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the committee:
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

PART 5 — GENERAL MEETINGS OF ASSOCIATION

38 Annual General Meeting

- (1) The committee must determine the date, time and place of the annual general meeting which must be within 4 months of the end of the Club's financial year.
- (2) The ordinary business of the annual general meeting is as follows:
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider:
 - (i) the committee's annual report on the Club's activities during the preceding financial year; and
 - (ii) the financial statements of the Club for the preceding financial year presented under Part 5 of the Act;
 - (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 in accordance with the Act; and
 - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (3) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

39 Special General Meetings

- (1) The committee may convene a special general meeting.
- (2) The committee must convene a special general meeting if at least 5 members request a special general meeting to be convened.
- (3) The members requesting a special general meeting to be convened must:
 - (a) make the request by written notice given to the secretary;
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (5) If the committee does not convene a special general meeting within that 28 day period, the members making the request (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under subrule (5):
 - (a) must be held within 3 months after the date the original request was made; and

- (b) may only consider the business stated in the notice by which the request was made.

40 Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 39(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.
- (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;
 - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under rule 22(2); and
 - (d) if a special resolution is proposed:
 - (i) set out the wording of the proposed resolution as required by section 51(3) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution.

41 Use of technology to be present at general meetings

- (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.
- (2) A member who participates in a general meeting as allowed under subrule (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 Presiding member and quorum for general meetings

- (1) The president or secretary is to preside as chairperson of each general meeting.
- (2) If the president or secretary are absent or unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose a committee member to act as chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present.

- (4) Any 10 members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.
- (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.
- (6) If:
 - (a) a quorum is not present within 30 minutes after the commencement time of a general meeting held under subrule (4)(b); and
 - (b) at least 2 voting members are present at the meeting,
those members present are taken to constitute a quorum.

43 Adjournment of general meeting

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the voting members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (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 40.

44 Voting at general meeting

- (1) On any question arising at a general meeting:
 - (a) subject to subrule (3), each voting member has one vote; and
 - (b) voting members must vote personally.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the members who cast a vote at a general meeting cast a vote in favour of the motion.

- (3) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) 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.
- (5) For a person to be eligible to vote at a general meeting as a voting member, the voting member:
 - (a) must have been a voting member at the time notice of the meeting was given under rule 40; and
 - (b) must have paid any fee or other money payable to the Club by the member.

45 When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting:
 - (1) to alter these rules, including changing the name of the Club;
 - (a) to affiliate the Club with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.
- (3) A special resolution is carried if at least 75% of the members who cast a vote at a general meeting cast a vote in favour of the special resolution.

46 Determining whether resolution carried

- (1) In this rule:

poll means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to subrule (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.
- (3) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the chairperson of the meeting, or by the president, or by at least 3 other voting members present in person:

- (a) the poll must be taken at the meeting in the manner determined by the president, and
 - (b) the president must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the president or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the president.
- (7) A declaration under subrule (2) or (4) 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.

47 Minutes of general meeting

- (1) The secretary, or a person authorised by the committee, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record:
 - (a) the names of the voting members attending the meeting; and
 - (b) the financial statements or financial report presented at the meeting, as referred to in rule 38(2)(b)(ii).
- (4) The minutes of a general meeting must be entered in the Club's minute book within 30 days after the meeting is held.
- (5) The minutes of a general meeting must be reviewed by the following general meeting and determined to be correct, or otherwise corrected, by resolution.
- (6) When the minutes of a general meeting have been resolved 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.

PART 6 — FINANCIAL MATTERS

48 Source of funds

The funds of the Club may be derived from entrance fees, annual subscriptions or memberships, donations, fund-raising activities, grants, interest and any other sources approved by the committee.

49 Control of funds

- (1) The Club must open an account in the name of the Club with a financial institution from which all expenditure of the Club is made and into which all funds received by the Club are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Club.
- (3) The committee may authorise the treasurer to expend funds on behalf of the Club up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club must be signed by:
 - (a) 2 committee members; or
 - (b) a person authorised by the committee.
- (5) All funds of the Club must be deposited into the Club's account as soon as practicable after their receipt.

50 Financial records

- (1) The Club must keep financial records that:
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared under Part 5 of the Act.
- (2) The Club must retain the financial records for at least 7 years after the transactions covered by the records are completed.

51 Financial statements and financial reports

- (1) For each financial year, the committee must ensure that the requirements imposed on the Club under Part 5 of the Act relating to the financial statements of the Club are met.
- (2) Without limiting subrule (1), those requirements include:
 - (a) the preparation of the financial statements; and
 - (b) the presentation to the annual general meeting of the financial statements.

PART 7 — GENERAL MATTERS

52 Executing documents and common seal

- (1) The Club may execute a document without using a common seal if the document is signed by 2 committee members.
- (2) If the Club has a common seal:
 - (a) the name of the Club must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the Committee and in the presence of 2 committee members and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the secretary or another committee member authorised by the committee.

53 Giving notices to members

- (1) In this rule:
recorded means recorded in the register of members.
- (2) 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 post to the recorded postal address of the member; or
 - (c) sent by email or other electronic transmission to an appropriate recorded email address or other recorded electronic address of the member.

54 Custody of books and securities

- (1) Subject to subrule (2), the secretary must keep in his or her custody or under his or her control the books and any securities of the Club.
- (2) The treasurer must keep in his or her custody or under his or her control the financial records and, as applicable, the financial statements or financial reports of the Club.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the committee.
- (4) The books of the Club must be retained for at least 7 years.

55 Record of office holders

The secretary must keep in his or her custody or under his or her control the record of committee members and other persons authorised to act on behalf of the Club that is required to be maintained under section 58(2) of the Act.

56 Inspection of records and documents

- (1) Subrule (2) applies to a member who wants to inspect:
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of committee members under section 58(3) of the Act; or
 - (c) any other record or document of the association.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose:
 - (a) that is directly connected with the affairs of the Club; or
 - (b) that is related to complying with a requirement of the Act.

57 Distribution of surplus property on cancellation of incorporation or winding up

- (1) In this rule:

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

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

but does not include books relating to the management of the Club.
- (2) On the cancellation of the incorporation or the winding up of the Club, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

58 Alteration of rules

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.

Appendix A – Code of Conduct

Expected conduct

The expected behaviours of all Members of the Club include, but are not limited to, the following:

- (1) Treat all others with courtesy and respect.
- (2) Exhibit integrity and good sportsmanship and fairness both on and off court. Applaud all good play whether it be by your team or the opposition.
- (3) Play by the rules and accept the referee's decisions as final.
- (4) Be respectful of volunteers running events.
- (5) Take care in ensuring that the Club's facilities are used responsibly and not damaged.
- (6) Abide by all WA Squash policies and guidelines.
- (7) When participating in events at other squash clubs, comply with their rules and regulations.

Prohibited conduct

Behaviours which may be contrary to this code of conduct include, but are not limited to the following:

- (1) Behaviour that demeans, ridicules, or intentionally embarrasses a Member, Club volunteer, or visitor.
- (2) Verbal abuse, belittling, or excessive swearing.
- (3) Verbal abuse of match officials (referees) or other players.
- (4) Deliberately distracting or provoking an opponent.
- (5) Over-zealous (aggressive) play or deliberate contact between players or playing equipment.
- (6) Bullying, intimidation or teasing which creates an uncomfortable environment.
- (7) Harassment, sexual harassment, or discrimination of any kind.