

**NYOONGAR SPORTS ASSOCIATION INC.
(ABN – 51 051 399 025)**

RULES OF ASSOCIATION

Version 3 - Dated 13 April 2010

CONTENTS

1 Name of Association 2

2 Definitions 2

3 Objects of Association 3

4 Non-Profit 3

5 Powers of Association 4

6 Classes of membership of Association 4

7 Admission of Members 5

8 Membership Entitlements Not Transferable 5

9 Register of members of the Association 5

10 Corporate Representatives 6

11 Subscriptions of members of Association 6

12 Termination of membership of the Association 6

13 Suspension or expulsion of members of Association 7

14 Board of Management 7

15 Chairperson and Vice-Chairperson 9

16 Secretary 9

17 Treasurer 10

18 Casual vacancies in membership of Board 11

19 Proceedings of the Board 11

20 Circulating resolutions 12

21 General meetings 12

22 Quorum and proceedings at general meetings 13

23 Minutes of meetings of Association 14

24 Voting rights of members of Association 14

25 Proxies of members of Association 14

26 Rules of Association 14

27 Common Seal of Association 15

28 Inspection of records, etc. of Association 15

29 Disputes and mediation 15

30 Gift Fund 16

31 Distribution of surplus property on winding up of Association 17

32 By-Laws 17

Forms 18

 Form 1 – Application for Membership 19

 Form 2 – Appointment of Corporate Member Representative 20

 Form 3 – Appointment of Proxy 21

 Form 4 – Notice of General Meeting to Alter The Rules 22

Schedule 1 – Foundation Ordinary Members 23

Schedule 2 – Foundation Board 23

Schedule 3 – Foundation Office Bearers 23

1 Name of Association

- (1) The name of the Association is:-

Nyoongar Sports Association Inc

2 Definitions

- (1) In these rules, unless the contrary intention appears-

“Aboriginal” means a person who is:

- (a) a member of the Aboriginal race of Australia; or
- (b) a descendant of an indigenous inhabitant of the Torres Strait Islands;

“annual general meeting” is the meeting convened under Rule 21(1)(b);

“By-laws” means the by-laws of the Board for the time being in force.

“Board meeting” means a meeting referred to in Rule 19(1);

“Board member” means person referred to in Rule 14(1)

“Body Corporate” means an Incorporated Association, Aboriginal Corporation, company, or other separate legal entity, or a Government department, agency or instrumentality, but not being a natural person or trust;

“close relative” includes parents, grand parents, children, grand children and siblings of the person.

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

“department” means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;

"financial year" means a period not exceeding 15 months fixed by the Board, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

"general meeting" means a meeting to which all members are invited;

"member" means a member of the Association pursuant to Rule 6(1);

"meeting" means, whether a Board Meeting or a General Meeting, a meeting that is held where persons meet personally or by telephone, radio, video link, television, satellite link or any other means of communication by which all persons participating in the meeting are able to hear and be heard by all other participants to conduct business, to adjourn and otherwise regulate their meetings as they consider reasonable and appropriate.

"ordinary resolution" means resolution other than a special resolution;

“poll” means voting conducted in written form (as opposed to a show of hands);

“special general meeting” means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 24 of the Act, that is-

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

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

demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

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

"the Act" means the Associations Incorporation Act 1987 or any statutory modification, amendment or re-enactment thereof;

"the Association" means the Association referred to in Rule 1(1);

"the Board" means the Board of Management of the Association referred to in Rule 14;

"the Chairperson" means-

- (a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with Rule 15; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of Rule 14(6) or, if that person is unable to perform his or her functions, the Vice Chairperson;

"the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;

"the Corporate Representative" of an Ordinary member shall be the person appointed by the ordinary member in accordance with Rule 10

"the Secretary" means the Secretary referred to in Rule 16;

"the Treasurer" means the Treasurer referred to in Rule 17;

"the Vice-Chairperson" means the Vice-Chairperson referred to in Rule 14(6).

(2) Expressions used in these rules have the same meanings as those given in the Act; and unless otherwise stated:

- (a) words or numbers in the singular include the plural and vice versa;
- (b) words referring to one gender also include the other gender; and

any inconsistency between these rules and the Act shall be resolved in favour of the Act.

3 Objects of Association

(1) The objects of the Association are-

- (a) to relieve poverty, sickness, suffering, distress, misfortune, destitution and helplessness amongst Aboriginal people; and
- (b) recognising that such poverty, sickness, suffering, distress, misfortune, destitution and helplessness result from Aboriginal people having been progressively dispossessed of their lands and/or waters, without compensation, as a consequence of which they have become socially, spiritually and economically disempowered and are now the most disadvantaged section of Australian society, to:-
 - (i) encourage wide community involvement and active participation in sport and physical recreation activities by indigenous people of all ages;
 - (ii) build the skills of community members and groups to participate in, organise and promote community sport and physical recreation activities;
 - (iii) promote healthy living, drug free participation and respect for players, officials and spectators

4 Non-Profit

(1) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to individuals or members, except in good faith in the promotion of those objects or as bona fide compensation for services rendered or expenses incurred on behalf of the organisation

5 Powers of Association

- (1) The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -
- (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest its money -
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Association;
 - (d) borrow money upon such terms and conditions as the Association fit;
 - (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
 - (f) appoint agents to transact any business of the Association on its behalf;
 - (g) enter into any other contract it considers necessary or desirable;
 - (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.
 - (i) to receive property by gift *inter vivos* or by Will or under the provisions of any trust or trusts or otherwise from any person or corporate body and to hold the same for the objects of the Association and to administer the same under the provisions hereof;
 - (j) to establish and support, or aid in the establishment or support, of any other association formed for any of the basic objects of the Council; and
 - (k) generally to do any other act, matter or thing or enter into any agreement or arrangement that is incidental to or conducive to the attainment of any of the objectives of the Association.

6 Classes of membership of Association

- (1) There shall be three classes of Members -
- (a) "Ordinary Members" being those Members which are a Body Corporate and which is:
 - (i) engaged in conducting or promoting sports or physical recreational activities, or
 - (ii) which have an interest in the promotion of the objects of the Association; or
 - (iii) are the Foundation Ordinary members named in Schedule 1;
 - (b) "Associate Members" being any body, either incorporated or unincorporated not eligible or not admitted for membership as a Ordinary Member, or any person engaged in sports or recreational activities, or who has an interest in the promotion of the objects of the Association; and
 - (c) "Honorary Life Members" being any natural person invited by the Board to be an Honorary Life Member on account of outstanding services to the Aboriginal community or other special qualifications recognised by the Board.

7 Admission of Members

- (1) Any person or body corporate may apply for membership of the Association. Each application shall:
 - (a) be in writing in the form specified by the Committee from time to time;
 - (b) specify the class of membership to which the applicant wishes to join; and
 - (c) In the case of an application for Ordinary Membership, shall be nominated by any two Ordinary Members of the Association;
- (2) The Nominations referred to in sub-Rule (1)(c) above must be signed by the nominating Ordinary Member's Corporate Representative appointed pursuant to Rule 10.
- (3) The Board, by a majority vote of those present, may accept or reject any application for membership to any class, or may accept an application by substituting a class of membership for that contained in the application, without any obligation to give any reasons for such acceptance, rejection or substitution. If accepted, the nominee will become a Member of the class of Members specified by the Board, and the Secretary shall thereupon cause the name of the elected Member to be added to the Register of Members.
- (4) The Board may, upon the vote of a majority present, resolve to invite any natural person to be an Honorary Life Member.
- (5) Employees of the Association are entitled to be Associate Members or Honorary Life Members of the Association.

8 Membership Entitlements Not Transferable

- (1) A right, privilege or obligation which a Member has by reason of being a Member of the Association -
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the Member's membership.

9 Register of members of Association

- (1) The Secretary, on behalf of the Association, must comply with Section 27 of the Act by keeping and maintaining in an up to date condition a register of members of the Association. The Register shall show each member's:
 - (a) Name, being :
 - (i) in the case of a Body Corporate the name of that body corporate, not the Corporate Representative appointed pursuant to Rule 10; or
 - (ii) in the case of a natural person, the name of that natural person;
 - (b) Postal address;
 - (c) Date the member joined the Association;
 - (d) Date a member ceased to be a member; and
 - (e) Class of Membership;
- (2) The register of members of the Association must be kept and maintained at such place as the Board decides from time to time.
- (3) Upon the request of a member of the Association, the Secretary shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

10 Corporate Representatives

- (1) Each Body Corporate shall appoint a Corporate Representative.
- (2) The nomination shall be in writing in the form specified by the Committee from time to time.
- (3) A person appointed to represent a member which is a body corporate is deemed for all purposes to be the Corporate Representative until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.
- (4) Nothing in this Rule shall prevent a Body Corporate from appointing a “permanent” Corporate Representative and subsequently appointing a Corporate Representative for a particular general meeting if the “permanent” Corporate Representative is unable to attend. Such a temporary appointment must still be in writing.

11 Subscriptions of members of Association

- (1) The Board may from time to time determine the amount of the subscription to be paid by each class of members but that there shall be no subscription to be paid any Honorary Life Member.
- (2) Each member must pay to the Treasurer, annually on or before 1 July or such other date as the Board from time to time determines, the amount of the subscription determined under sub-Rule(1).
- (3) Subject to sub-Rule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-Rule (2) ceases on the expiry of that period to be a member, unless the Board decides otherwise.
- (4) A person exercises all the rights and obligations of a member of a particular class for the purposes of these rules if their subscription is paid on or before the relevant date fixed by or under sub-Rule (2) or within 3 months thereafter, or such other time as the Board allows.

12 Termination of membership of the Association

- (1) Membership of the Association may be terminated upon-
 - (a) receipt by the Secretary or another Board member of a notice in writing from a member of their resignation from the Association. Such members remain liable to pay to the Association the amount of any subscription due and payable by that member to the Association but unpaid at the date of termination; or;
 - (b) non-payment by a member of their subscription within three months of the date fixed by the Board for subscriptions to be paid, unless the Board decides otherwise in accordance with Rule 11(3); or
 - (c) expulsion of a member in accordance with Rule 13.
 - (d) the death of an individual member; or
 - (e) the member:
 - (i) being insolvent under administration
 - (ii) entering a scheme of arrangement with their creditors,
 - (iii) being placed into liquidation,
 - (iv) entering bankruptcy,
 - (v) being wound-up, struck off or de-listed or otherwise ceasing operations where the member that is a Body Corporate;
 - (f) the member failing to attend 3 consecutive general meetings of the Association, which may include an annual general meeting or a special general meeting, without being granted leave by the Board.

13 Suspension or expulsion of members of Association

- (1) If the Board considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Board must communicate, either orally or in writing, to the member-
 - (a) notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
 - (b) particulars of that conduct,not less than 30 days before the date of the Board meeting referred to in paragraph (a).
- (2) At the Board meeting referred to in a notice communicated under sub-Rule (1), the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- (3) Subject to sub-Rule (5), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-Rule (2).
- (4) A member who is suspended or expelled under sub-Rule (2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-Rule (3).
- (5) When notice is given under sub-Rule (4)-
 - (a) the Association in a general meeting, must either confirm or set aside the decision of the Board to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
 - (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Board to suspend or expel him or her is confirmed under this sub-Rule.

14 Board of Management

- (1) Subject to sub-Rule (16), the affairs of the Association will be managed by a Board of Management consisting of not less than 4 persons.
- (2) There shall be a Foundation Board upon incorporation. The Foundation Board shall comprise the people named in Schedule 2 to these rules. The Foundation Board shall, at their first meeting, draw lots to determine the term for which each shall serve. The terms for the Foundation Board shall be:
 - (a) One third of Board members shall serve for the period ending at the first Annual General meeting after incorporation;
 - (b) One third of Board members shall serve for the period ending at the second Annual General meeting after incorporation;
 - (c) One third of Board members shall serve for the period ending at the third Annual General meeting after incorporation;
 - (d) All Foundation Board members must resign when their terms expire but are eligible for re-election.
- (3) Board members, other than the Foundation Board upon incorporation, must be elected to membership of the Board at an annual general meeting or appointed under sub-Rule(15),

- (4) A person cannot be elected or hold office as a member of the Board if he:
- (a) Is an undischarged bankrupt; or
 - (b) has entered into a scheme of arrangement with his creditors which has not been settled; or
 - (c) has been convicted of an offence against a Commonwealth, State or Territory law which carries a sentence:
 - (i) to imprisonment for 3 months or longer if the offence involved fraud or misappropriation of funds; or
 - (ii) to imprisonment for one year or longer in the case of any other offence.The conviction does not prevent the person from standing for election or being elected if at least 5 years have passed since the date of conviction and the person is not serving a term of imprisonment or if the person has been granted an exemption by the Minister, or
 - (d) has been disqualified from managing the affairs of a company or Association by a competent authority.
- (5) Nothing in these rules prevents the appointment of independent Board Members, being a person not associated by way of membership or employment with the Association or with any member of the Association.
- (6) There shall be a Chairperson and Vice-Chairperson who shall be the office bearers. Subject to sub-Rule (7), the office bearers shall be elected from among the members of the Committee at the first meeting of the Committee after the first general meeting of the Association and thereafter at the first meeting of the Committee after each annual general meeting of the Association and shall be eligible for re-election.
- (7) The Foundation Board's Office Bearers from incorporation to the first annual general meeting following incorporation shall be those persons named in Schedule 3.
- (8) An Independent Board Member may be Chairperson or Vice Chairperson.
- (9) An Employee of the Association may be a member of the Board but may not be the Chairperson or Vice Chairperson;
- (10) Subject to sub-Rule (15) a Board member's term will be from his election at an annual general meeting for a period of three years and ending at the Annual General Meeting for that year, but he or she is eligible for re-election to membership of the Board.
- (11) Except for nominees under sub-Rule (15), a person is not eligible for election to membership of the Board unless at least one Ordinary member has nominated him or her for election by delivering notice in writing of that nomination to the Secretary not less than 14 days before the day on which the annual general meeting concerned is to be held. The nomination must be
- (a) executed by the Ordinary Member making the nomination, in accordance with their Rules, Constitution or usual practices and conventions; and
 - (b) signed by the nominee to signify his or her willingness to stand for election,
- (12) A person who is eligible for election or re-election under this Rule may -
- (a) propose himself or herself for election or re-election if they would be required to pursuant to sub-Rule (11); and;
 - (b) vote for himself or herself if they are the corporate representative of an ordinary member.
- (13) If the number of persons nominated in accordance with sub-Rule (11) for election to membership of the Board does not exceed the number of vacancies in that membership to be filled-
- (a) the Secretary must report accordingly to; and
 - (b) the Chairperson must declare those persons to be duly elected as members of the Board at the annual general meeting concerned.
- (14) If vacancies remain on the Board after the declaration under sub-Rule (13), additional nominations of Board members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of Board. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board, elections for those positions must be conducted.

- (15) If a vacancy remains on the Board after the application of sub-Rule (14), or when a casual vacancy within the meaning of Rule 18 occurs in the membership of the Board-
- (a) the Board may appoint a person to fill that vacancy; and
 - (b) a Board member appointed under this sub-Rule will -
 - (i) hold office until the election referred to in sub-Rule (3); and
 - (ii) be eligible for election to membership of the Board,
 - (iii) at the next following annual general meeting.
- (16) The Board may delegate, in writing, to one to more sub-committees (consisting of such Board members or other individuals as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than-
- (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Act or any other law.
- (17) Any delegation under sub-Rule (16) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.
- (18) The Board may, in writing, revoke wholly or in part any delegation under sub-Rule (16).

15 Chairperson and Vice-Chairperson

- (1) Subject to this Rule, the Chairperson must preside at all general meetings and Board meetings.
- (2) In the event of the absence from a general meeting of-
- (a) the Chairperson, then the Vice-Chairperson; or of
 - (b) both the Chairperson and the Vice-Chairperson, then a member elected by the other members present at the general meeting,
- must preside at the general meeting.
- (3) In the event of the absence from a Board meeting of-
- (a) the Chairperson, then the Vice-Chairperson; or of
 - (b) both the Chairperson and the Vice-Chairperson, than a Board member elected by the other Board members present at the Board meeting,
- must preside at the Board meeting.

16 Secretary

- (1) The Association shall appoint a Secretary. The Secretary must-
- (a) co-ordinate the correspondence of the Association;
 - (b) Ensure that full and correct minutes of the proceedings of the Board and of the Association are kept;
 - (c) comply on behalf of the Association with-
 - (i) section 27 of the Act with respect to the register of members of the Association, as referred to in Rule 6;
 - (ii) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and

- (iii) section 29 of the Act by maintaining a record of -
 - (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the Association under Rule 22; and
 - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
 - (d) unless the Board members resolve otherwise at a Board meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by Rule 17 to be kept and maintained by, or in the custody of, the Treasurer; and
 - (e) perform such other duties as are imposed by these rules, or by the Board, on the Secretary.
- (2) The Secretary may be a member or the Board, or an Associate member of the Association or an employee but need not be.

17 Treasurer

- (1) The Association shall appoint a Treasurer. The Treasurer shall be responsible for establishing, maintaining and supervising financial management systems to-
- (a) Record the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association;
 - (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Board may from time to time direct;
 - (c) make payments from the funds of the Association with the authority of a general meeting or of the Board, or under the delegated authority from the Board, and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Board member, or by any two other persons as are authorised by the Board;
 - (d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
 - (e) whenever directed to do so by the Chairperson, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
 - (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
 - (g) perform such other duties as are imposed by these rules on the Treasurer.
- (2) The Treasurer may be a member or the Board, or an Associate member of the Association or an employee but need not be.

18 Casual vacancies in membership of Board

- (1) A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member-
 - (a) dies;
 - (b) resigns by notice in writing delivered to the Chairperson or, if the Board member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Board;
 - (c) is convicted of an offence under the Act;
 - (d) is permanently incapacitated by mental or physical ill-health;
 - (e) is absent from more than-
 - (i) 3 consecutive Board meetings; or
 - (ii) 3 Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings;of which meetings the member received notice, and the Board has resolved to declare the office vacant;
 - (f) ceases to be a member of the Association;
 - (g) ceases to hold office pursuant to Rule 14(4); or
 - (h) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Board member, provided that the Board member is given 14 days notice of the motion to terminate his or her appointment under this sub-Rule and is offered the opportunity to present a case to the general meeting as to why their appointment should not be so terminated.

19 Proceedings of the Board

- (1) The Board must meet together for the dispatch of business as often as is required to conduct the business of the Association and the Chairperson, or at least half the members of the Board, may at any time convene a meeting of the Board.
- (2) Each Board member, except the person presiding at the meeting, has a deliberative vote.
- (3) A question arising at a Board meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Board meeting will have a casting vote.
- (4) At a Board meeting three (3) Board members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Board meeting must be determined by the Board members present at the Board meeting.
- (6) As required under sections 21 and 22 of the Act, a Board member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the Association is established), must-
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
 - (b) not take part in any deliberations or decision of the Board with respect to that contract.
- (7) Sub-Rule 19(6)(a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board is an employee of the Association.
- (8) The Secretary must cause every disclosure made under sub-Rule 19(6)(a) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.

20 Circulating resolutions

- (1) The Board may pass a resolution, without a Board meeting being held, under the following conditions:
 - (a) All the members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
 - (b) Separate copies of a document may be used for signing by members provided the wording of the circulating resolution and statement is identical in each copy.
 - (c) The resolution is passed when the last member signs.
- (2) The passage of the resolution satisfies any requirement in the Act, or these Rules (if any), that the resolution be passed at a Board meeting.
- (3) Passage of a resolution under Rule 20(1) must be recorded in the Board's minute book.

21 General meetings

- (1) The Board-
 - (a) may at any time convene a special general meeting;
 - (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and
 - (c) must, within 30 days of-
 - (i) receiving a request in writing to do so from not less than 5 ordinary members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under Rule 13(4), convene a general meeting to deal with the appeal to which that notice relates.
- (2) The Ordinary members making a request referred to in sub-Rule (1) (c) (i) must-
 - (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to-
 - (a) in sub - Rule (1) (c) (i), the Ordinary members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
 - (b) in Rule (1) (c) (ii) the Ordinary member who gave the notice concerned may themselves convene a special general meeting as if they were the Board.
- (4) When a special general meeting is convened under sub - Rule 3 (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (8), the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify-
 - (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (6) Subject to sub-Rule (8); the Secretary must give to all members not less than 14 days notice of an annual general meeting and that notice must specify-
 - (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows-

- (i) first, the consideration of the accounts and reports of the Board;
 - (ii) second, the election of Board members to replace outgoing Board members; and
 - (iii) third, any other business requiring consideration by the Association at the general meeting.
- (7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 14 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-Rule (5) or (6); as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (8) The Secretary must give a notice under sub-Rule (5), (6) or (8) by-
 - (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under Rule 9.
- (9) When a notice is sent by post under sub-Rule (8) (a), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

22 Quorum and proceedings at general meetings

- (1) At a general meeting three (3) Ordinary Members or ten (10) percent of Ordinary members, which ever is the greater, present at the meeting in person or by proxy shall constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under Rule 21 (5) or (6)-
 - (a) as a result of a request or notice referred to in Rule 21 (1) (c) or as a result of action taken under Rule 21 (3) a quorum is not present and all 5 persons named in the notice referred to in Rule 21 (1) (c) are not in attendance, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and at the same venue.
- (3) If within 30 minutes of the time appointed by sub-Rule (2)(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under Rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting-
 - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-Rule (9); and
 - (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in Rule 2, and, if a poll is demanded, in accordance with sub-Rules (9) & (11)
- (8) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-Rule (9).
- (9) At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- (10) If a poll is demanded and taken under sub-Rule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under sub-Rule (9) must be taken immediately on that demand being made.

23 Minutes of meetings of Association

- (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 14 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Chairperson must ensure that the minutes taken of a general meeting or Board meeting under sub-Rule (1) are checked and signed as correct by the Chairperson of the general meeting or Board meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Board meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this Rule, they are, until the contrary is proved, evidence that-
 - (a) the general meeting or Board meeting to which they relate (in this sub-Rule called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

24 Voting rights of members of Association

- (1) Subject to these rules, each Ordinary member present through their Corporate Representative or by proxy at a general meeting is entitled to a deliberative vote.
- (2) Associate and Honorary Life Members may not vote at general meetings of the Association except in Special General Meetings called specifically to discuss matters related to changes to the particular rights associated with their class of membership.

25 Proxies of members of Association

- (1) A member (in this Rule called "the appointing member") may appoint in writing another member, who is a natural person, to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.
- (2) Person's carrying proxies for ordinary members must register those proxies with the Secretary, or in the absence of the Secretary, the person presiding at the meeting, before the meeting commences.
- (3) A Corporate Representative may not appoint a proxy on behalf of their Body Corporate. Where a Corporate Representative is unable to attend and the Body Corporate does not wish to appoint a proxy in accordance with Sub-Rule (1) it may appoint a different Corporate Representative for that meeting in accordance with Rule 10.

26 Rules of Association

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-
 - (a) Subject to sub-Rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;
 - (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association

must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;

- (c) An alteration of the rules of the Association does not take effect until sub-Rule (1) (b) is complied with;
 - (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
 - (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

27 Common Seal of Association

- (1) The Association must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book referred to in Rule 23
- (3) The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer, or such other person's as the Board delegates responsibility to.
- (4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

28 Inspection of records, etc. of Association

- (1) An ordinary member may at any reasonable time inspect without charge the books, documents, records and securities of the Association and may make extracts but may not remove the books, documents, records and securities of the Association.

29 Disputes and mediation

- (1) The grievance procedure set out in this Rule applies to disputes under these rules between-
 - (a) a member and another member; or
 - (b) a member and the Association; or
 - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-

- (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Association;
 - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-Rule (1)(c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A member of the Association can be a mediator.
 - (6) The mediator cannot be a member who is a party to the dispute.
 - (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 - (8) The mediator, in conducting the mediation, must-
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
 - (9) The mediator must not determine the dispute.
 - (10) The mediation must be confidential and without prejudice.
 - (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

30 Gift Fund

- (1) For the purposes of pursuing its objects as set out in Rule 3 above the Association will establish and maintain a gift fund:-
 - (a) to which gifts of money or property for that purpose are to be made;
 - (b) to which any money received because of those gifts is to be credited; and
 - (c) that does not receive any other money or property.
- (2) The Association must use:-
 - (a) gifts made to the gift fund; and
 - (b) any income received as a result of those gifts;only for the attainment of its objects as set out in Rule 3 above.
- (3) At the first occurrence of:-
 - (a) the winding up of the gift fund; or
 - (b) the revocation of the Association's deductible gift recipient endorsement under Division 30 of the Income Tax Assessment Act 1997,any surplus assets of the gift fund must be transferred to another institution or Association in Australia which is a public benevolent institution for the purposes of any taxation law of the Commonwealth.
- (4) The Board may appoint a sub-committee, or independent trustees, to consider and disperse charitable grants, bursaries, scholarships and other payments under such terms and conditions as the Board consider appropriate in writing, provided that no member appointed representative shall be a member of the sub-committee and no amounts may be granted to a close relative of a Board member, an employee or a sub-committee member. All such disbursements from the Gift Fund shall be made in accordance with the taxation laws of Australia in relation to the charitable nature such disbursements.

31 Distribution of surplus property on winding up of Association

- (1) If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association which:
 - (a) is a public benevolent institution for the purposes of any Commonwealth taxation Act; and,
 - (b) has similar objects as the Association; and,
 - (c) is not carried out for the purposes of profit or gain to its individual members, and
 - (d) association shall be determined by resolution of the members.

32 By-Laws

- (1) The Board may make any By-Laws that it deems necessary to provide for the good management and operations of the Association, provided that nothing in those By-Laws conflicts with these Rules or the Act. Such by-laws come into effect 30 days after they are passed at a Board meeting.
- (2) Any forms created and used for membership and good governance of the Association shall be created or modified under By-law and do not form part of the Rules of the Association.

Forms

Form 1 – Application for Membership

I,.....
(APPLICANT'S name)

of.....
(APPLICANT'S residential or postal address –

required under section 27 of the *Associations Incorporation Act (1987)*)

apply to become a member of the above Association of the following class .

Ordinary Member Associate Member

If my application is accepted, I agree to be bound by the rules of the Association.

Signature:..... Date:.....

Rule 7(1)(c) “A person who wishes to become an ordinary member must be ... proposed by two Ordinary Members.”

PROPOSED: SECONDED:

Name:..... Name:.....

Signature:..... Signature:.....

Date:..... Date:.....

----- Applicants to detach and keep -----

INFORMATION for APPLICANTS

If your application is accepted, your name and address, as provided above, must be recorded in a register of members and be made available to other members, upon request, under section 27 of the *Associations Incorporation Act*.

If the obligations under the *Associations Incorporation Act* are not complied with the Association can be wound up. You can contact the Association at.....

You can access or correct personal information (your name and address) by contacting the Association as indicated above.

OTHER INFORMATION

If your application is accepted you are entitled to inspect and make a copy of the register of members under section 27 of the *Associations Incorporation Act*.

If your application as an ordinary member is accepted you are entitled to inspect and make a copy of the rules (constitution) of the association under section 28 of the *Associations Incorporation Act*.

Form 2 – Appointment of Corporate Member Representative

(Pursuant to Rule 10)

.....
(Insert name of CORPORATE MEMBER of incorporated association)

advises that, on, it RESOLVED that
(Insert date of meeting)

.....
(Insert name of REPRESENTATIVE of the above corporate member)

represent it at:
(Tick only ONE of the following)

the general meeting/s on
(Insert relevant date/s)

OR

all general meetings

of the **Nyoongar Sports Association Inc**

WITNESSED/AUTHORISED BY:
(if required under the CORPORATE MEMBER’S rules)

SIGNATURE:
NAME:
POSITION:
DATE:

SIGNATURE:
NAME:
POSITION:
DATE:



(Insert CORPORATE MEMBER’S common seal if required)

The corporate member acknowledges that according to Rule 10 of the Association a person appointed to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

Form 3 – Appointment of Proxy

I,
(Insert MEMBER’S name)

of.....
(Insert MEMBER’S address)

being a member of the Nyoongar Sports Association Inc.

APPOINT

.....
(Insert PROXY’S name)

who also is a member of the Association, as my proxy.

My proxy is authorised to vote on my behalf: (Tick only ONE of the following)

at the general meeting/s (and any adjournments of the meeting/s) on
.....
(Insert relevant date/s)

OR

in relation to the following resolutions and/or nominations

In favour:
.....
.....
.....
(Insert resolution Nos, brief description or nominees’ name/s)

Against:
.....
.....
.....
(Insert resolution Nos. brief description or nominees’ name/s)

Signature:..... Date:.....
(of Member appointing Proxy)

INFORMATION FOR MEMBERS

Ordinary members cannot appoint a proxy. They must appoint an Corporate Representative for the meeting at which their usual Corporate Representative cannot attend.

Form 4 – Notice of General Meeting to Alter The Rules

Nyoongar Sports Association Inc. is convening a general meeting at which the following resolution/s will be proposed as special resolutions to alter the rules of the association.

The meeting will be held at _____ a.m./p.m. on _____

the _____ 200____.

The meeting will take place at _____

SPECIAL RESOLUTION/S:

Currently Rule.....states:

.....
.....
.....
.....

It is proposed to alter this Rule so that it states as follows:

.....
.....
.....

Currently Rule.....states:

.....
.....
.....
.....

It is proposed to alter this Rule so that it states as follows:

.....
.....
.....

OR

A list of alterations to the rules which will be proposed as special resolutions at the meeting is attached.

INFORMATION for MEMBERS

Rule 25 allows for proxy votes. A proxy form is enclosed for you to nominate another member to vote on your behalf if you cannot attend the meeting.

Alterations to the rules can only be made if supported by 75% of members voting at the meeting or by proxy.

Alterations to the rules only take effect when lodged with the Department of Consumer & Employment Protection.

 Nyoongar Sports Association Inc

Schedule 1 – Foundation Ordinary Members

Name	Address	Date Joined	Class
			Ordinary
			Ordinary
			Ordinary
			Ordinary
			Ordinary
			Ordinary

Schedule 2 – Foundation Board

Name	Position	Term
	Board Member	
	Board Member	
	Board Member	
	Board Member	
	Board Member	
	Board Member	

Schedule 3 – Foundation Office Bearers

Name	Position
	Chairperson
	Vice Chairperson