

# MIDLAND-GUILDFORD CRICKET CLUB (INC.)



# CONSTITUTION

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# MIDLAND-GUILDFORD CRICKET CLUB (INC.)

## PART 1 – PRELIMINARY

### 1. Terms used (definitions)

In these rules, unless the contrary intention appears –

**Act** – means the *Associations Incorporation Act 2015*;

**annual general meeting** means a meeting of all members of the Club that are eligible to vote, in accordance with rules 7.3) and 7.4), that are entitled to and receive notice of and to attend, which is convened under rule 18;

**associate member** – means a member under the age of 18 years, with no voting rights, as referred to in rules 6 and 7;

**Association** – means the incorporated association to which these rules apply ie the Midland-Guildford Cricket Club and hereinafter referred to as “the Club”;

**Auditor** means an independent and duly qualified person elected at annual general meeting of the Club to review/audit the Club's financial statements and/or financial reports under the provisions of Part 5 of the Act;

**books**, of the Club, includes the following –

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

**by laws** means by-laws made by the Club under rule 20;

**chairperson** means the Committee member holding office as the President of the Club;

**Club**: means the Association known as the Midland-Guildford Cricket Club (Inc.)

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

**committee** means the management committee of the Club;

**committee meeting** means a meeting of the committee;

**committee member** means a member of the committee;

**financial records** includes –

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain –
  - i. the methods by which financial statements are prepared; and

ii. adjustments to be made in preparing financial statements;

**financial report** has the meaning given in section 63 of the Act

**financial statements** means 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;

**Foundation committee member** is a member of the Club as defined in rule 31;

**general meeting**, of the Club, means a meeting, other than the annual general meeting, of all members of Club that are eligible to vote, in accordance with rules 7.3) and 7.4), that are entitled to receive notice of and to attend;

**Lilac Hill Foundation** is the Club's substructure detailed in rule 31;

**member** means a person (including a body corporate) who is a member of the Club, as detailed within rules 6 and 7;

**name of the incorporated association** is the Midland-Guildford Cricket Club (referred to in these rules as "the Club");

**non-delegable duty** means a duty imposed on the committee by the Act or another written law and relates to delegation to sub-committees and holders of subsidiary offices as detailed within rule 29;

**objects of the Club** means the objects defined in rule 3;

**office bearers of the Club** comprise the president, the vice president, the secretary and the treasurer of the Club

**ordinary committee member** means a committee member who is not an office bearer of the Club under rule 15;

**ordinary member** means any member, as is defined in rule 7.3), who is not an associate member;

**Patron** means a Patron and each of a maximum number of 5 Vice-Patrons;

**president** means the committee member holding office as the President of the Club;

**quorum** means –

- in the case of a committee meeting, 5 member of committee; and
- in the case of a general meeting, not less than 20 ordinary members, unless rule 31.12) applies; and
- in the case of a general meeting to which rule 31.12b) applies, not less than 51% of ordinary members entitled to vote.

**register of members** means the register of members referred to in rule 11;

**rules** means these rules of the Club, as in force for the time being;

**secretary** means the committee member holding office as the Secretary of the Club;

**special resolution** has the meaning given by 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 at a general meeting of which notice specifying the intention to propose the resolution as special resolution was given in accordance with these 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.

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;

**subcommittee** means a subcommittee appointed by the committee under rule 29(3);

**the Club** means the association known as the Midland-Guildford Cricket Club;

**tier 1 association** means an incorporated association to which section 64(1) of the Act applies, with annual income less than \$250,000;

**tier 2 association** means an incorporated association to which section 64(2) of the Act applies, with annual income \$250,000 to \$1,000,000;

**tier 3 association** means an incorporated association to which section 64(3) of the Act applies, with annual income greater than \$1,000,000;

**treasurer** means the committee member holding office as the treasurer of the Club;

**vice-president** means the committee member holding office as the vice-president of the Club.

## **2. Financial year**

- 1) The first financial year of the Club is to be the period notified to the Commissioner under section 7(4)(e).
- 2) Each subsequent financial year of the Club is the 12 months commencing at the termination of the first financial year or the anniversary of that termination.
- 3) The Club's financial year is the twelve-month period from 1 May to 30 April, or any other such twelve-month period determined by the committee in accordance with the Act, and these rules.

## **3. Objects of the Club**

- 1) The promotion, development and control of the game of cricket in the area historically allocated from time to time by any Cricket Associations as the Midland Guildford District, and surrounding areas (hereinafter referred to as the District), to produce the best players, coaches, teams, administrators and other volunteers in the Western Australian cricket community.
- 2) To foster the development of Junior Cricket in the District including directly, and through the mediums of the Midland Guildford Junior Cricket Association, other junior cricket associations, as applicable, Community Cricket Clubs, the Western Australian Cricket Association, and such other bodies, as appropriate, as may be concerned with the development of Junior Cricket in the District.

- 3) To affiliate with, establish or support, or aid in the establishment of support of any organisation in the District which is calculated to benefit or promote the game of cricket.
- 4) To ensure the amenity for all members of the Club is of high and improving standard and that the committee undertakes whatever reasonable and lawful actions, and in compliance with the Objects of the Club, that are required to achieve and maintain such standards.

#### **4. Principles of the Club**

- 1) To encourage and recognise commitment, playing and/or administrative abilities, performance, and loyalty to/at the Club at all times.
- 2) To be non-political, non-sectarian, non-sexist, and non-racial in character

#### **5. The Club is not-for-profit body**

- 1) The property and income of the Club must be applied solely towards the promotion of the objects 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.
- 2) A payment may be made to a member out of the funds of the Club only if it is authorised under sub-rule 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 a 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 payment of interest, on money borrowed by the Club from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - c. The payment of reasonable rent to the member for premises leased or rented by the member to the Club; or
  - d. The reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

#### **6. Membership eligibility, application, procedure dealing with applications, and becoming a member**

- 1) Any person who supports the objects of the Club is eligible to apply to become a member.
- 2) An individual who has not attained the age of 18 years is not eligible to vote at any general meeting or annual general meeting.
- 3) A person who wants to become a member must apply in writing to the Club and the application must include a member's nomination of the applicant, and be signed by both the applicant and the member nominating the applicant.
- 4) The applicant must specify in the application the class of membership to which the application relates.
- 5) The committee must consider each application for membership of the Club and decide whether to accept or reject the application.

- 6) Subject to the following subrule 7), the committee must consider applications in the order in which they are received by the Club.
- 7) The committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- 8) The committee must not accept an application unless the applicant –
  - a. Is eligible under subrule 1); and
  - b. Has applied under subrule 3).
- 9) The committee may reject an application even if the applicant –
  - a. Is eligible under subrule 1); and
  - b. Has applied under subrule 3).
- 10) If the committee rejects the application, the committee is not required to give the applicant the reasons for doing so.
- 11) An applicant for membership of the Club becomes a member when –
  - a. The committee accepts the application; and
  - b. The applicant pays any membership fees payable to the Club under rule 10.

## **7. Classes of membership**

- 1) The Club consists of ordinary members and associate members provided for under subrules 2) and 3).
- 2) An individual who has not reached the age of 18 years is only eligible to be an associate member.
- 3) The Club may have any class of ordinary membership approved by resolution at a general meeting, including membership divided into the following classes:
  - a. Playing member - is any member eligible to play cricket in Club teams if not under suspension;
  - b. Non-playing member – is any member not eligible to play cricket in Club teams;
  - c. Honorary member – any person not under the age of 18 years and who is approved by committee to be an honorary member;
  - d. Life member – is a person nominated by committee for life membership in consideration of special services rendered to the Club provided such nomination brought before a general meeting of members who alone shall have the power to elect life members on the recommendation of the committee.
  - e. Corporate member – any entity incorporated under an Australian law.
- 4) An ordinary member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee;
- 5) An associate member has the rights referred to in subrule 4), other than full voting rights
- 6) The number of members in any class is not limited unless otherwise approved by resolution at a general meeting.

## 8. 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 9.1);
  - d. The person is expelled from the Club under rule 12.2);
  - e. The person ceases to be a member under rule 10.4).
- 2) The secretary must keep a record, for at least 1 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.

## 9. Resignation of membership

- 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 the membership of the Club remains liable for any fees that are owed to the Club (the **owed amount**) at the time of resignation.
- 4) The owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

## 10. 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 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 has not paid the annual membership fee by the due date, or has not made arrangements to pay that membership fee within a period stipulated by committee and has not paid that membership fee within that period, the member ceases to be a member.
- 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 the payment; and
  - b. If the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## 11. 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 at the secretary's place or residence, or at another place determined by the committee.
- 4) A member who wishes to inspect the register 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.

## **12. Disciplinary action**

- 1) In this part – **member**, in relation to a member who is expelled from the Club, includes an associate member or a former member
- 2) The committee may decide to suspend a member's membership or to expel a member from the Club if –
  - a. The member contravenes any of these rules; or
  - b. The member acts detrimentally to the interests of the Club.
- 3) The secretary must give the member written notice of the proposed suspension or expulsion at least 14 days before the committee meeting at which the proposal is to be considered by the committee.
- 4) The notice given to the member must state –
  - a. When and where the committee meeting is to be held; and
  - b. The grounds on which the proposed suspension or expulsion is based; and
  - c. That the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion.
- 5) At the committee meeting, the committee must –
  - a. Give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
  - b. Give due consideration to any submissions so made; and
  - c. Decide –
    - i. Whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - ii. Whether or not to expel the member from the Club.

- 6) A decision of the committee to suspend the member's membership or to expel the member from the Club takes immediate effect.
- 7) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- 8) A member whose membership is suspended or who is expelled from the Club may, within 14 days after receiving notice of the committee's decision under subrule 7), give written notice to the secretary requesting the appointment of a mediator under rule 14.
- 9) If notice is given under subrule 8), the member who gives the notice and the committee are the parties to the mediation.
- 10) During the period a member's membership is suspended, the member –
  - a. Loses any rights (including voting rights) arising as a result of membership; and
  - b. Is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable to the Club.
- 11) When a member's membership is suspended, the secretary must record in the register of members –
  - a. That the member's membership is suspended; and
  - b. The date on which the suspension takes effect; and
  - c. The period of suspension.
- 12) When the period of suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

### 13. Resolving disputes

- 1) In this section –
  - a. **Grievance procedure** means the procedures set out in this section;
  - b. **Party to a dispute** includes a person –
    - i. Who is the party to the dispute; and
    - ii. Who ceased to be a member within 6 months before the dispute has come to the attention of each party to the dispute.
- 2) The procedure set out in this section (the grievance procedure) applies to disputes –
  - a. Between the members; or
  - b. Between one or more members and the Committee.
- 3) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- 4) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by subrule 3), any party to the dispute may start the grievance procedure by giving written notice to the secretary of –
  - a. The parties to the dispute; and
  - b. The matters that are subject of the dispute.
- 5) Within 14 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.

- 6) The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- 7) The notice to each party to the dispute must state –
  - a. When and where the committee meeting is to be held; and
  - b. That the party, or the party’s representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- 8) If –
  - a. A dispute is between one or more members of the Club; and
  - b. Any party to the dispute gives written notice to the secretary stating that the party –
    - i. Does not agree to the dispute being determined by the committee; and
    - ii. Requests the appointment of a mediator under rule 14,
  - c. the committee must not determine the dispute.
- 9) At the committee meeting at which the dispute is to be considered and determined, the committee must –
  - a. Give each party to the dispute, or the party’s representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
  - b. Give consideration to any submissions so made; and
  - c. Determine the dispute.
- 10) The committee must give each party to the dispute written notice of the committee’s determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- 11) A party to the dispute may, within 14 days after receiving notice of the committee’s determination under subrule 9)c, give written notice to the secretary requesting the appointment of a mediator under rule 14.
- 12) If a notice is given under subrule 11), each party to the dispute is a party to the mediation.

#### **14. Mediation and the mediation process**

- 1) This section applies if written notice has been given to the secretary requesting the appointment of a mediator –
  - a. By a member under rule 12.8); or
  - b. By a party to a dispute under rule 13.8) b. ii. or 13.11).
- 2) If this section applies, a mediator must be chosen or appointed under rule 14.
- 3) The mediator must be a person chosen –
  - a. If the appointment of a mediator was requested by a member under rule 12.8) – by agreement between the member and the committee; or
  - b. If the appointment of a mediator was requested by a party to a dispute under rule 13.8) b. ii. or 13.11) – by agreement between the parties to the dispute.
- 4) If there is no agreement for the purpose of subrule 3)a or 3)b, then, subject to subrules 5) and 6), the committee must then appoint the mediator.

- 5) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by –
  - a. A member under rule 12.8); or
  - b. A party to the dispute under rule 13.8) b. ii.; or
  - c. A party to a dispute under rule 13.11) and the dispute is between one or more members and the Club.
- 6) The person appointed as mediator by the committee may be a member or former member of the Club but must not –
  - a. Have a personal interest in the matter that is subject of the mediation; or
  - b. Be biased in favour of or against any party to the mediation.
- 7) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 8) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place
- 9) In conducting the mediation, the mediator must –
  - a. Give each party to the mediation every opportunity to be heard; and
  - b. Allow each party to the mediation to give due consideration to any written statement given by another party; and
  - c. Ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 10) The mediator cannot determine the matter that is the subject of the mediation.
- 11) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 12) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of a mediator.
- 13) If –
  - a. A mediation takes place because a member whose membership is suspended or who is expelled from the Club gives notice under rule 12(8); and
  - b. As a result of the mediation, the decision to suspend the member's membership or expel the member is revoked,
 that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

## **15. 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 must take all reasonable steps to ensure the Club complies with the Act, these rules and the by-laws (if any).

- 4) The committee members consist of –
  - a. The office bearers of the Club; and
  - b. At least one ordinary member.
- 5) Rule 29.1) stipulates the maximum number of members who may be ordinary committee members.
- 6) As defined in rule 1, the following are the office bearers of the Club –
  - a. The president;
  - b. The vice-president;
  - c. The secretary;
  - d. The treasurer.
- 7) A person may be a committee member if the person is –
  - a. An individual who has reached 18 years of age; and
  - b. An ordinary member.
- 8) A person must not hold 2 or more of the offices mentioned in subrule 6) at the same time.
- 9) 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.
- 10) The president has the powers and duties relating to the convening and presiding at committee meetings and presiding at general meetings provided for in these rules.
- 11) The **vice-president** will perform the duties of president in the president's absence.
- 12) The **secretary** has the following duties –
  - a. Dealing with the Club's correspondence;
  - b. Consulting with the president regarding the business to be conducted at each committee meeting and general meeting;
  - c. Preparing the notices required for meetings and for the business to be conducted at meetings;
  - d. Unless another member is authorised by the committee to do so, 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;
  - e. Maintaining on behalf of the Club an up-to-date copy of these rules, as required under section 35(1) of the Act;
  - f. Unless another member is authorised by the 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;
  - g. Ensuring the safe custody of the books and records of the Club, other than the financial records, financial statements and financial reports, as applicable to the Club;
  - h. Maintaining full and accurate minutes of committee meetings and general meetings;
  - i. Carrying out any other duty given to the secretary under these rules or by the committee.
- 13) The **treasurer** has the following duties –

- a. Ensuring that any amounts payable to the Club are collected and issuing receipts for those amounts in the Club's name;
  - b. Ensuring that any amounts paid to the Club are credited to the appropriate account of the Club, as directed by committee;
  - c. 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;
  - d. Ensuring that the Club complies with the relevant requirements of Part 5 of the Act;
  - e. Ensuring the safe custody of the Club's financial records, financial statements and financial reports, as applicable to the Club;
  - f. If the Club is a tier 1 association, coordinating the preparation of the Club's financial statements and providing those statements to a Club appointed independent auditor or reviewer, before submission of those statements to the Club's annual general meeting;
  - g. If the Club is a tier 2 association, coordinating the preparation of the Club's financial statements and provision of those statements to a Club appointed independent auditor or reviewer, under Part 5 of Division 5 of the Act, before presentation of those statements to the Club's annual general meeting;
  - h. Providing any assistance required by the independent 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;
  - i. Carrying out any other duty given to the treasurer under these rules of by the committee.
- 14) A member becomes a committee member if the member –
- a. Is elected to the committee at a general meeting; or
  - b. Is appointed to the committee by the committee to fill a casual vacancy under subrule 34).
- 15) At least 21 days before an annual general meeting, the secretary must send written notice to all of the members –
- a. Calling for nominations for election to the committee; and
  - b. Stating the date by which nominations must be received by the secretary to comply with subrule 16).
- 16) A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 14 days before the annual general meeting.
- 17) A member whose nomination does not comply with this rule is not eligible for election to the committee unless the member is nominated under subrule 19) or 34.
- 18) At the annual general meeting, a separate election must be held for each position of office bearer of the Club;
- 19) If there is no nomination for a position, the president of the meeting may call for nominations from the ordinary members at the meeting.
- 20) If only one member has nominated for a position, the president of the meeting must declare the member elected to the position.

- 21) If more than one member has nominated for a position, the ordinary 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.
- 22) Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- 23) A member who has nominated for the position may vote for himself or herself.
- 24) On the member's election, the new president of the Club may take over as the chairperson of the meeting.
- 25) The term of office of a committee member begins when the member –
  - a. Is elected at an annual general meeting or under subrule 30)b; or
  - b. Is appointed to fill a casual vacancy under subrule 35).
- 26) Subject to subrule 33), a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- 27) A committee member may be re-elected.
- 28) 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.
- 29) 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.
- 30) 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 subrule 7) to fill the vacant position.
- 31) A committee member who is subject of a proposed resolution under subrule 30)a may make written representations (of a reasonable length) to the secretary or president and may ask that the representations be provided to the members.
- 32) The secretary or president may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.
- 33) A person ceases to be a committee member if the person –
  - a. Dies or otherwise ceases to be a member; or
  - b. Resigns from the committee or is removed from committee under subrule 30); or
  - c. Becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act; or
  - d. Becomes permanently unable to act as a committee member because of a mental or physical disability; or
  - e. Fails to attend 3 consecutive committee meetings, of which the person has been given notice, without having notified the committee that the person will be unable to attend.
- 34) The committee may appoint a member who is eligible under subrule 7) to fill a position on the committee that –
  - a. Has become vacant under subrule 33); or
  - b. Was not filled by election at the most recent annual general meeting or under subrule 30)b.

- 35) If the position of secretary becomes vacant, the committee must appoint a member who is eligible under subrule 7) to fill the position within 14 days after the vacancy arises.
- 36) Subject to the requirement for a quorum, as defined, the committee may continue to act despite any vacancy in its membership.
- 37) If there are fewer committee members than required for a quorum, as defined, the committee may act only for the purposes of –
  - a. Appointing committee members under this rule; or
  - b. Convening a general meeting.
- 38) The acts of a committee or subcommittee, or of a committee member or member of a subcommittee, are valid despite any defect that afterwards may be discovered in the election, appointment or qualification of a committee member or member of a subcommittee.
- 39) In this rule –
  - a. **Committee member** includes a member of a subcommittee;
  - b. **Committee meeting** includes a meeting of a subcommittee.
- 40) A committee member is entitled to be paid out of the funds of the Club for any out-of-pocket expenses for travel and accommodation properly incurred –
  - a. In attending a committee meeting; or
  - b. In attending a general meeting; or
  - c. Otherwise in connection with the Club's business.

## **16. Committee meetings**

- 1) The committee must meet at least 8 times in each year on the dates and at the 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.
- 4) Notice ("the agenda") of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
- 5) The agenda 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.
- 6) Unless subrule 7) applies, the only business that may be conducted is the business described in the agenda.
- 7) Urgent business that has not been described in the agenda may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.
- 8) The president, or in the president's absence, the vice-president must preside as chairperson of each committee meeting.
- 9) If the president and vice-president are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.



- 10) The procedure, including the order of business, to be followed at a committee meeting must be determined from time to time by the committee.
- 11) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- 12) A person invited under subrule 11) to attend a committee meeting –
  - a. Has no right to any agenda, minutes or other document circulated at the meeting; and
  - b. Must not comment about any matter discussed at the meeting unless invited to do so by the committee; and
  - c. Cannot vote on any matter that is to be decided at the meeting.
- 13) The presence of a committee member at a committee meeting, provided the committee agree beforehand, 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 electronic communication.
- 14) A member who participates in a committee meeting as allowed in subrule 13) 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.
- 15) Subject to rule 15.37), no business is to be conducted at a committee meeting unless a quorum is present
- 16) 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.
- 17) If –
  - a. A quorum is not present within 30 minutes after the commencement time of a committee meeting held under subrule 16)b); and
  - b. At least 4 committee members are present at the meeting, those members present are taken to constitute a quorum.
- 18) Each committee member present at a committee meeting has one vote on any question arising at the meeting.
- 19) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- 20) If the votes are divided equally on a question the chairperson of the meeting has a second or casting vote.
- 21) 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.
- 22) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

## **17. Committee minutes**

- 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 16.11);
  - c. The business considered at the meeting;
  - d. Any motion on which a vote is taken at the meeting and the result of the vote.
- 3) The minutes of a committee meeting must be entered in the Club’s minute book, or in the Club’s electronic filing system, within 30 days after the meeting is held.
- 4) The president must ensure that the minutes of a committee meeting are reviewed and signed as correct by –
  - a. The chairperson of the meeting; or
  - b. The chairperson of the next committee meeting.
- 5) When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that –
  - a. The meeting to which the minutes relate was duly convened and held; and
  - b. The matters recorded as having taken place at the meeting took place as recorded; and
  - c. Any appointment purportedly made at the meeting was validly made.

## **18. Annual and special general meetings**

- 1) The committee must determine the date, time and place of the **annual general meeting** provided such annual general meeting occurs no later than 31<sup>st</sup> of May.
- 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 year; and
    - ii. The audited financial statements and/or financial reports for the previous financial year presented under Part 5 of the Act;
    - iii. A copy of the auditor’s report on the financial statements or financial report.
  - c. To elect the office bearers of the Club, other committee members of the Club, and Foundation committee members defined in rule 31;
  - d. To elect any Patron of the Club as defined in rule 1;
  - e. To appoint or remove the auditor of the Club in accordance with the Act;
  - f. To elect a Life Member to the Club provided such election is preceded by committee recommendation; and
  - g. To conduct such other business the Chairperson of the meeting considers appropriate.
- 3) The committee may convene a special general meeting (hereinafter referred to as a **“general meeting”**).
- 4) The committee must convene a general meeting if at least 25% of the voting members require a general meeting to be convened.

- 5) The members requiring a general meeting to be convened must –
  - a. Make the requirement by written notice given to the secretary; and
  - b. State in the notice the business to be considered at the meeting; and
  - c. Each sign the notice.
- 6) The general meeting must be convened within 28 days after the notice is given under subrule 5).
- 7) If the committee does not convene a general meeting within that 28 day period, the members making the requirement (or any of them) may convene the general meeting.
- 8) A general meeting convened by members under subrule 7) –
  - a. Must be held within 3 months after the date the original requirement was made; and
  - b. May only consider the business stated in the notice by which the requirement was made.
- 9) The Club must reimburse any reasonable expenses incurred by the members convening a general meeting under subrule 7).
- 10) The secretary or, in the case of a general meeting convened under subrule 7), 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.
- 11) The notice must –
  - a. Specify the date, time and place of the meeting; and
  - b. Indicate the general nature of each item of business to be considered at the meeting; and
  - c. If the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under rule 15(16); and
  - d. If a special resolution is proposed –
    - i. Set out the wording of the proposed resolution as required by section 51(4) of the Act; and
    - ii. State that the resolution is intended to be proposed as a special resolution; and
    - iii. Comply with subrule 10).
- 12) Subject to subrule 13), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to speak and vote on his or her behalf at a general meeting.
- 13) An ordinary member may be appointed the proxy for not more than 5 other members.
- 14)
  - a. The appointment of a proxy must be in writing and signed by the member making the appointment.
  - b. Where proxy is for a corporate member the form of proxy must signify the appointment has been duly made by a resolution of the Board of such entity.

- 15) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- 16) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- 17) If the committee has approved a form of appointment of a proxy, the member may use that form or any other form –
  - a. That clearly identifies the person appointed as the member's proxy; and
  - b. That has been signed by the member.
- 18) Notice of a general meeting given to an ordinary member under subrules 10) and 11) must –
  - a. State that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
  - b. Include a copy of any form that the committee has approved for the appointment of a proxy.
- 19) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- 20) A form appointing a proxy sent by post or electronically is of no effect unless it has been received by the Club not later than 24 hours before the commencement of the meeting.
- 21) 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.
- 22) A member who participates in a general meeting as allowed under subrule 21) 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.
- 23) The president or, in the president's absence, the vice president must preside as chairperson of each general meeting.
- 24) If the president and vice president are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- 25) No business is to be conducted at a general meeting unless a quorum is present.
- 26) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting –
  - a. In the case of a general meeting – the meeting lapses; or
  - b. In the case of an 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 president 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.
- 27) If –
  - a. A quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule 26)b; and
  - b. At least 20 ordinary members are present at the meeting, those members present are taken to constitute a quorum.

- 28) Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 29) Without limiting subrule 28), 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.
- 30) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 31) 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 subrules 10) and 11).
- 32) On any question arising at a general meeting –
- a. Subject to subrule 37), each ordinary member has one vote unless the member may also vote on behalf of a body corporate under subrule 33); and
  - b. Ordinary members may vote personally or by proxy.
- 33) An ordinary member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- 34) A copy of the document by which the appointment is made must be given to the secretary before any general meeting to which the appointment applies.
- 35) The appointment has effect until –
- a. The end of any general meeting to which the appointment applies; or
  - b. The appointment is revoked by the body corporate and written notice of the revocation is given to the secretary.
- 36) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- 37) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 38) 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.
- 39) For a person to be eligible to vote at a general meeting as an ordinary member, or on behalf of an ordinary member that is a body corporate under subrule 33), the ordinary member –
- a. Must have been an ordinary member at the time notice of the meeting was given under subrule 10); and
  - b. Must have paid any fee or other money payable to the Club by the member.
- 40) A special resolution is required if it is proposed at a general meeting –
- 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.
- 41) Subrule 40) does not limit the matters to which a special resolution may be proposed.
- 42) In these rules – **poll** means the process of voting in relation to a matter that is conducted in writing.

- 43) Subject to subrule 45), 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.
- 44) If the resolution is a special resolution, the declaration under subrule 43) must identify the resolution as a special resolution.
- 45) If a poll is demanded on any question by the chairperson of the meeting or by at least 10 other ordinary members present in person or by proxy –
- a. The poll must be taken at the meeting in the manner determined by the chairperson;
  - b. The chairperson must declare the determination of the resolution on the basis of the poll.
- 46) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- 47) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- 48) A declaration under subrule 43) or 45) 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.
- 49) The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- 50) The minutes must record the business considered at the meeting, any resolution on which a vote was taken and the result of the vote.
- 51) In addition, the minutes of each annual general meeting must record –
- a. The names of the ordinary members attending the meeting; and
  - b. Any proxy forms given to the chairperson of the meeting under subrule 19); and
  - c. The financial statements or financial report and any report of the review or auditor's report presented at the meeting, as referred to in subrule 2)bii and 2)biii.
- 52) The minutes of a general meeting must be entered in the Club's minute book, or in the Club's electronic filing system, within 30 days after the meeting is held.
- 53) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by –
- a. The chairperson of the meeting; or
  - b. The chairperson of the next general meeting.
- 54) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken as 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 or revoked at the meeting was validly made or revoked.

## **19. Financial matters**

- 1) The funds of the Club, which includes the Lilac Hill Foundation, may be derived from nomination fees, annual subscriptions, sponsorship and other donations, fund-raising activities, grants, interest, investments and any other sources approved by the committee.
- 2) The Club must open an account, or accounts, 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.
- 3) Subject to any restrictions imposed at a general meeting, and within these rules, the committee may approve expenditure on behalf of the Club.
- 4) Subject to these rules, 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.
- 5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club must be signed by 2 office bearers of the Club, and in the case of the Lilac Hill Foundation, by 2 members of the Foundation committee.
- 6) All funds of the Club must be deposited into the Club's account, or accounts, within 5 working days after their receipt.
- 7) 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 or financial report of the Club are met.
- 8) Without limiting subrule 8), those requirements include –
  - a. If the Club is a tier 2 association or tier 3 association, the preparation of the financial report; and
  - b. If required, the review or auditing of the financial statements or financial report, as applicable; and
  - c. The presentation to the annual general meeting of the financial statements or financial report, as applicable; and
  - d. The presentation to the annual general meeting of the copy of the report of the reviewer or auditor's report, as applicable, on the financial statements or financial report.

## **20. By-laws**

- 1) The Club may, by resolution at a general meeting, make, amend or revoke by-laws.
- 2) By-laws may –
  - a. Provide for the rights and obligations that apply to any classes of membership approved under rule 6; and
  - b. Impose restrictions on the committee's powers, including the power to dispose of the Club's assets; and
  - c. Impose requirements relating to the financial reporting and financial accountability of the Club and the auditing of the Club's accounts; and
  - d. Provide for any other matter the Club considers necessary or convenient to be dealt with in the by-laws.
- 3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.

- 4) Without limiting subrule 3), a by-law made for the purposes of subrule 2) may only impose requirements on the Club that are additional to, and do not restrict, a requirement imposed on the Club under Part 5 of the Act.
- 5) At the request of a member, the Club must make a copy of the by-laws available for inspection by the member.

## **21. Executing documents and common seal**

- 1) The Club may execute a document without using a common seal if the document is signed by 2 office bearers of the Club.
- 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 office bearers of the Club; and
  - c. Each of the office bearers of the Club 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.

## **22. Giving notices to members**

- 1) In this rule –
  - a. **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 prepaid post to the recorded postal address of the member; or
  - c. Sent by facsimile or electronic transmission to an appropriate recorded number or recoded electronic address of the member.

## **23. Custody of books and securities**

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

## **24. Inspection of records and documents**

- 1) A member may, at any reasonable time, inspect without charge the minutes of any general meeting, the membership register, the register of office holders and any reports presented at any general meeting.
- 2) The member must contact the secretary to make the necessary arrangements for the inspection.



- 3) The member may make a copy of or take an extract from a record or document referred to in subrule (1) but does not have a right to remove the record or document for that purpose.
- 4) The member must not use or disclose information in a record or document referred to in subrule (1) except for a purpose –
  - a. That is directly connected with the affairs of the Association; or
  - b. That is related to complying with a requirement of the Act.
- 5) The inspection must be free of charge. .

## **25. Publication by committee members of statements about Club business prohibited**

- 1) A committee member must not publish, or cause to be published, any statement about the business of the Club at a general meeting or committee meeting unless –
  - a. The committee member has been authorised to do so at a committee meeting; and
  - b. The authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.

## **26. Record of Office Holders**

The record of Board members, Seal holders and other persons authorised to act on behalf of the Association is required to be maintained by the Act. This register must include the names and address of all these persons and must be kept in the Secretary's custody or under the Secretary's control.

## **27. Alteration of rules**

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

## **28. Colours and emblem of the Club**

- 1) The colours of the Club shall be black and white.
- 2) The emblem of the Club shall be the rampant black swan.

## **29. The management of the Club**

- 1) The management of the Club shall be vested in the Management Committee (*"the committee"*), to be elected at the Annual General Meeting, and comprising:
  - a. The President, the Vice-President, the Secretary, and the Treasurer (*"the office bearers"*); and
  - b. A maximum of six members
- 2) The committee may co-opt additional members to the committee if considered necessary.
- 3) To help the committee in the conduct of the Club's business, the committee may, in writing and/or by committee meeting resolution, do either or all of the following:
  - a. Appoint one or more subcommittees;
  - b. Create one or more subsidiary offices and appoint people to those offices;
  - c. Appoint chairpersons so such subcommittees and/or subsidiary offices

- 4) A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate;
- 5) A person may be appointed to a subsidiary office whether or not the person is a member;
- 6) 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.
- 7) The President and Secretary have the right to sit on all subcommittees and to vote at such subcommittee meetings, ex-officio
- 8) The reports of all subcommittees and subsidiary offices shall be subject to committee approval
- 9) The committee may, in writing, delegate to any subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the committee other than –
  - a. The power to delegate; and
  - b. A non-delegable duty.
- 10) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or the holder in accordance with the terms of the delegation.
- 11) The delegation may be subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- 12) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- 13) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the committee.
- 14) The committee may, in writing, amend or revoke the delegation.

### **30. Appointment of Club captains, coaches, and teams selectors**

- 1) The committee shall appoint, and if considered necessary, revoke any appointment, and enter contracts, and if considered necessary revoke any contracts, on behalf of the Club, for any person required to undertake the following relevant duties throughout each financial year –
  - a. Captains and vice captains of senior male and senior female cricket teams to represent the Club; and
  - b. Coaches and assistant coaches of all cricket playing groups ; and
  - c. Selectors of senior male and senior female cricket teams.

### **31. Lilac Hill Foundation**

- 1) There shall be a Lilac Hill Foundation, hereinafter referred to as “the Foundation”, and a Lilac Hill Foundation committee, hereinafter referred to as “the Foundation committee”, to manage the Foundation investment funds on behalf of the Club.

- 2) The Foundation investment funds, from historic conduct of Lilac Hill Festival Cricket games and from any other source determined by the committee, if any, are to be securely invested by the Foundation committee in accordance with a resolution of Club members at an annual general meeting.
- 3) The Foundation committee shall consist of 3 members elected (“the elected members”) each year by Club members at an annual general meeting and comprising –
  - a. 2 Life Members of the Club; and
  - b. The president of the Club.
- 4) Should a vacancy occur on the Foundation committee the committee shall elect a person to fill that vacancy, provided such election is compliant with subrule 3).
- 5) The Foundation committee shall meet at least twice each financial year and minutes of all matters discussed and resolutions made shall –
  - a. be prepared by the president; and
  - b. be given to the secretary within 14 days from the date of each meeting.
- 6) Should any matter remain unresolved during any Foundation committee meeting a further meeting of that Foundation committee should be reconvened within 7 days, at the same time and same place, to attempt to resolve the matter, and if the matter remains unresolved, it shall be referred to the committee.
- 7) Any unresolved matter referred to the committee under subrule 6) shall be decided by the committee and, subject to compliance with these rules, any decision from the committee shall be final and binding.
- 8) Subject to these rules, the Foundation committee in each financial year shall –
  - a. Invest 75% of the Foundation funds in authorised trustee investments (“the investment funds”); and
  - b. Retain 25% of the Foundation funds in an interest bearing account, or accounts, at the discretion of the Foundation committee (“the retained funds”).
- 9) Income derived during each financial year from the investment funds and the retained funds, if any, shall be applied as follows –
  - a. 50% of the income to be paid to the Club account for use as the Club considers appropriate and in accordance with these rules; and
  - b. 50% of the income to be invested and retained in accordance with subrule 8).
- 10) The Foundation committee shall –
  - a. prepare a financial statement or financial report at the end of each financial year; and
  - b. provide the financial statement or financial report to the treasurer.
- 11) The treasurer shall ensure compliance with rules 19 (7) and 19(8) in relation to the review or the audit, and the provision of relevant documents to each annual general meeting.
- 12) The Foundation committee may transfer, no more than once in any financial year, Foundation funds to the Club account provided –
  - a. The amount does not exceed 33 $\frac{1}{3}$ % of the Foundation funds; and
  - b. A committee recommendation to transfer such funds is approved by ordinary members at a general meeting which is attended by not less than 51% of such members and that not less than 75% of those members attending vote in favour of the resolution ; and

- c. The Club expenditure of those funds is restricted to increasing, enhancing or maintaining fixed or portable assets of the Club; and
- d. Such expenditure complies with these rules.

### **32. Distribution of surplus property on cancellation or winding up**

- 1) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution of the members to another incorporated association or associations, having objects wholly or substantially similar to the Association, and which has been endorsed by the ACNC as a Charity.
- 2) A meeting convened under this rule requires 28 days written notice
- 3) In this rule surplus property, in relation to the Association, means property remaining after satisfaction of –
  - a. The debts and liabilities of the Association; and
  - b. The costs, charges and expenses of winding up or cancelling the incorporation of the Association,
- 4) but does not include books relating to the management of the Association. The Committee shall continue in office subsequent to the decision to cancel or wind up the Association for the purpose of giving effect to the efficient realisation of assets and the winding up in accordance with the provisions of the Act.

### **33. Powers**

The powers conferred on the Association are the same as those conferred by 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 –

- 1) Acquire, hold, deal with, and dispose of any real or personal property;
- 2) Open and operate bank accounts;
- 3) Invest its money in any security in which trust monies may lawfully be invested;
- 4) Borrow money upon such terms and conditions as the Association thinks fit;
- 5) Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- 6) Appoint agents to transact any business of the Association on its behalf;
- 7) Enter into any other contract it considers necessary or desirable; and
- 8) 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.