



**SPORTWEST INCORPORATED**

**Constitution  
(Rules)**

**FEBRUARY 2023**

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## **SPORTWEST INCORPORATED RULES**

### **1. NAME**

The Name of The Association shall be the SportWest Incorporated.

### **2. DEFINITIONS**

In these Rules and any Policies made in accordance with them (and in any amended Rule or Policy) unless the context is inconsistent with such interpretation.

“**Act**” means the Associations Incorporations Act 2015 and any amendments thereto.

“**Active Recreation**” means an activity that requires physical exertion and/or physical skills.

“**Affiliate Member**” has the definition contained in Rule 6.2 of these Rules.

“**Appointed Board Member**” means a Board Member appointed under Rule 14.4

“**Board**” means the Board of the Association constituted in accordance with these Rules.

“**Board Member**” means a member of the Board

“**Chair**” means the person appointed to Chair the Board under Rule 14.2(a)

“**Chief Executive Officer**” means the most senior person employed by the Association to conduct the affairs of the Association and implement its policies.

“**Deputy Chair**” means the person appointed to be the Deputy Chair of the Board under Rule 13.2(b).

“**Elected Board Member**” means a Board Member elected under Rule 14.3

“**Association**” means the SportWest Incorporated.

“**Financial Year**” means the 12-month period commencing 1 July and ending on 30 June.

“**Full Member**” has the definition contained in Rule 6.1 of these Rules.

“**General Meeting**” means a meeting of the Association that all Members of the Association are entitled to receive notice of and attend, and includes a Special General Meeting.

“**Individual Member**” has the definition contained in Rule 6.3 of these Rules

“**Member**” means either a Full Member, Affiliate Member or Individual Member.

“**Ordinary Resolution**” means a resolution passed at any meeting by a majority of those persons present and entitled to vote thereat.

“**Policies**” means any policy made, adopted or amended by the Board.

“**Rules**” means these Rules and any alterations or additions to them.

“**Special Business**” means business specified in the Notice convening the meeting.

“**Special Resolution**” means a resolution passed at any meeting by a majority of not less than 75% of those persons present and entitled to vote thereat.

“**Sport**” means an activity that is by its nature competitive, requires physical exertion and/or physical skill in competition and is organised competitively with the objective of achieving a result.

“**Suspension of Membership**” means the membership continues to exist but privileges have been withdrawn.

“**Termination of Membership**” means the membership no longer exists.

“**The State**” means the State of Western Australia.

### **3. OBJECTS OR PURPOSE**

The objects of SportWest are:

- 3.1 to advocate for, promote and support the ongoing development of Sport and Active Recreation for its Members and the communities of Western Australia; and
- 3.2 to solely apply the property and income of the Association towards the promotion of the objects of the Association and no part of that property or income shall be paid or otherwise distributed, directly or indirectly, to Members except in good faith in the promotion of these objects.

### **4. POWERS OF THE ASSOCIATION**

In addition to the rights, powers and privileges provided under the Act, the Association shall have the power to do all such acts and things as are necessary, incidental, conducive or subsidiary to carrying out its objects.

### **5. MEMBERSHIP**

Membership in the categories available, shall be open to any person or organisation, wishing to further the interests of the Association. Any person or organisation seeking membership of the Association shall make application to the Association in writing in the prescribed form.

5.1 Each person or organisation admitted to membership shall be:

- (a) bound by the Rules and Policies of the Association;
- (b) become liable for such fees and/or subscriptions as may be fixed by the Association; and
- (c) be entitled to those privileges as accorded by the respective category for which membership is granted.

5.2 Each application for membership shall be considered by the Board.

- (a) The Board's decision with respect to each membership application shall be recorded in the minutes.

- (b) The Board may accept or reject an application in its sole discretion and shall advise the applicant of the decision as soon as practicable thereafter but need not provide the applicant with any reasons for its decision.
- (c) The Board's decision shall be final.

## **6. MEMBERSHIP CATEGORIES**

### **6.1 Full Member**

- (a) Full Members shall be:
  - (i) those organisations registered with the Association as Full Members; or
  - (ii) any organisation which the Board shall approve from time to time as a Full Member.
- (b) Applicants for Full Membership must be engaged in the conduct, administration, promotion and development of Sport or Active Recreation and be the peak body, as recognised by the Association, of that activity in the State.
- (c) Full Members may attend General Meetings in accordance with Rule 7.3 and shall have full voting rights and any other rights conferred on Full Members by these Rules, the Board or by resolution at a General Meeting.

### **6.2 Affiliate Member**

- (a) Affiliate Members shall be:
  - (i) those organisations registered with the Association as Affiliate Members; and
  - (ii) any organisation which the Board shall approve from time to time as an Affiliate Member.
- (b) Applicants for Affiliate Membership must be engaged in pursuits complementary to the activities of Full Members, including:
  - (i) any Western Australian special interest multi-sport association, or association of coaches, umpires, referees and the like; or any other organisation, or group, or peak body which, in the opinion of the Board, has, as part of its objects, a prime role in the improvement of personnel, organisations or opportunities for participation in Sport or Active Recreation in Western Australia;
  - (ii) any metropolitan or non-metropolitan regional Sport council, representative of the various sporting interests in that regional area, and/or active recreation; and
  - (iii) any organisation which provides for participation in Sport, sporting activity or Active Recreation and does not qualify for Full membership.
- (c) Affiliate Members may attend and vote on matters at a General Meeting in accordance with Rule 7.3 except matters relating to these Rules and the election of Board members. Affiliate Members shall have any other rights conferred on Affiliate Members by these Rules, the Board or by resolution at a General Meeting.

### **6.3 Individual Member**

- (a) An Individual Member shall be a natural person interested in furthering the objects of the Association.
- (b) An Individual Member may attend General Meetings in accordance with Rule 7.3. Individual Members shall have any other rights conferred on Individual Members by these Rules, the Board or by resolution at a General Meeting.

## **7. MEMBERSHIP RESPONSIBILITIES**

### **7.1 Change in Member Objects**

Should a Full or Affiliate Member change its explicit or implied aims or objects, that Member shall give notice in writing of such change to the Association, and the Board shall thereupon make a decision as to whether that Member should continue as a Member or in its current membership category.

### **7.2 Change in Member Office Bearers**

Each Full and Affiliate Member shall give notice and particulars of any change in office bearers to the Association.

### **7.3 Attendance at General Meetings**

- (a) Each Full and Affiliate Member shall be entitled to the attendance of one (1) representative at each General Meeting.
- (b) In addition, each Full and Affiliate Member shall be entitled to the attendance of one (1) observer at each General Meeting without the right either to vote or to speak unless invited to do so by the Chair.
- (c) Each Individual Member shall be entitled to attend General Meetings as an observer without the right either to vote or to speak unless invited to do so by the Chair.
- (d) The presence of a Member at a General Meeting need not be in person but may be by that Member and each other Member at the meeting being simultaneously in contact by telephone or any other means of instantaneous communication.
- (e) A Member that participates in a General Meeting as allowed under subrule 7.3(d) shall be taken to be present at the meeting and, if that Member votes at the General Meeting, the Member is taken to have voted in person.
- (f) A Member shall be entitled to be represented at a General Meeting by a proxy by completing and providing to the Association a duly completed proxy form in a format and within a time period determined by the Board.

### **7.4 Address of Member**

Every Member shall inform the Association of a postal and email address to which notices intended for such Member may be addressed. A Member shall also notify the Association of any change of address as soon as possible.

## **8. TERMINATION OF MEMBERSHIP**

### **8.1 By Member**

A Member may terminate membership with the Association at any time, in the case of Full and Affiliate Members, by written notice of the resolution of that organisation to that effect, signed by an officer of that organisation and addressed and delivered

to the Association, and in the case of an Individual Member, by written notice, signed by that Individual Member and addressed and delivered to the Association.

## **8.2 By Board**

- (a) Should the circumstances arise that there be grounds for the termination of a membership, the Member in question shall be notified in writing of:
  - (i) the intention to terminate the membership;
  - (ii) the reasons underpinning such proposed action; and
  - (iii) the date/time/place of the Board meeting at which the matter is to be firstly considered.
- (b) The notification to the Member in question shall also indicate the right to provide a written submission, prior to the relevant Board meeting, and furthermore, the right to attend that part of the relevant Board meeting to speak to the written submission.
- (c) Following the attendance (if the Member chooses to attend) and presentation of the Member in question (if any), the Board shall consider the matter in camera.
- (d) A resolution of the Board terminating a membership shall:
  - (i) require a special resolution;
  - (ii) have immediate effect;
  - (iii) be final; and
  - (iv) be communicated to the Member concerned, as soon as practicable.

## **9. SUSPENSION OF MEMBERSHIP**

The Association reserves the right to suspend membership under the following circumstances:

- 9.1 When a Member has failed to pay the annual membership fee within the stated timeframe. The Member shall be advised in writing that their membership has been suspended and will have 28 days to pay all outstanding amounts. If the annual membership fee is not paid within that 28 day period (or such other period agreed with the Association), the matter will be referred to the Board for termination in accordance with Rule 8.2
- 9.2 Where there has been serious misconduct by a Member or any management personnel or board members of the Member. Serious misconduct includes actions of willful or deliberate behaviour that breach these Rules, committing any offence which relates to, or involves honesty, trustworthiness or integrity, and includes without limitation theft and fraud, but does not include an offence which relates to, or involves, the driving of a motor vehicle unless criminal charges are brought, and actions that are prejudicial to the objects and interests of the Association and its Members in general. The Board will be advised of any serious misconduct allegations and will instruct the Chief Executive Officer to undertake a full investigation into the actions. If it is determined that serious misconduct has occurred, the Member shall be advised in writing that the membership has been suspended and will have 28 days to rectify the circumstances. Failure to rectify the circumstances for this suspension may result in termination of the membership in accordance with Rule 8.2.

The Member will be given a fair opportunity to state their case to the Chief Executive Officer of the Association prior to suspension occurring.

While under suspension, a Member's right to receive notice of, vote and be represented at meetings shall also be suspended.

The Member may request in writing that the membership be reinstated. Such reinstatement will be at the full discretion of the Board.

## **10. MEMBERSHIP FEES**

10.1 The membership year of the Association shall be the same as its Financial Year.

10.2 Members shall pay an annual membership fee as determined by the Board.

10.3 Membership fees shall be paid by the dates determined by the Board, failing which a Member's right to vote at subsequent meetings of the Association shall be suspended until payment is made.

## **11. REGISTER OF MEMBERS AND MAINTENANCE OF RECORDS**

11.1 The Chief Executive Officer, on behalf of the Association, shall keep at the office of the Association minutes of meetings held, annual financial statements, Auditor reports, lease agreements, and other appropriate records.

11.2 The Chief Executive Officer, on behalf of the Association, shall keep and maintain at the office of the Association an up to date register of Members in accordance with the requirements of the Act.

11.3 A Member who wishes to inspect the register of members must contact the Chief Executive Officer to make the necessary arrangements.

11.4 If,

- (a) a Member inspecting the register of members wishes to take a copy of, or an extract from, the register in accordance with the Act, or
- (b) a Member makes a written request in accordance with the Act to be provided with a copy of the register of members

the Chief Executive Officer 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 Association.

## **12. RESOLVING DISPUTES**

12.1 Disputes arising under the Rules

- (a) This Rule applies to:
  - (i) disputes between Members; and
  - (ii) disputes between the Association and one or more Members.
- (b) In this Rule, Member includes any organisation/person who was a Member of the Association not more than six months before the dispute occurred, even if they are no longer a Member.
- (c) Any dispute arising under the Rules shall be determined in accordance with the Association's dispute resolution procedures as contained within the Association's policies and procedures.



## 12.2 Inability to Resolve Disputes

If a dispute cannot be resolved under the procedures set out in the Association's policies or procedures, any party to the dispute may, in accordance with the Act, apply to the State Administrative Tribunal to determine the dispute or may pursue the matter otherwise at law.

## 13. FUNDS OF THE ASSOCIATION

13.1 All money received by the Association shall be appropriately receipted and shall be deposited, within seven (7) days into such account/s at such bank or institution as the Board shall determine from time to time.

13.2 All payments shall be made where practicable by electronic funds transfer and under the authority of the Board.

13.3 The Board shall cause the keeping of proper books of account showing the financial affairs of the Association. The Board shall also cause the preparation of an Annual Statement of Affairs and Balance Sheet which shall, after audit, be made available to Members at the Annual General Meeting.

## 14. GOVERNANCE

### 14.1 Board Composition

The Board shall consist of:

- (a) six (6) Elected Board Members; and
- (b) up to four (4) Appointed Board Members appointed by the six (6) Elected Board Members.

### 14.2 Chair and Deputy Chair of the Board

- (a) The position of Chair shall be appointed by the Board from amongst its members as soon as practicable after each Annual General Meeting. The appointee will hold the position until the conclusion of the next Annual General Meeting following his or her appointment. A Board Member may be re-appointed as Chair. A Board Member can be elected as Chair for a maximum of seven (7) one-year terms (consecutive or non-consecutive terms).
- (b) The position of Deputy Chair shall be appointed by the Board from amongst its members as soon as practicable after each Annual General Meeting. The appointee will hold the position until the conclusion of the next Annual General Meeting following his or her appointment. A Board Member may be re-appointed as Deputy Chair.

### 14.3 Elected Board Members

- (a) Qualifications of Elected Board Members

An Elected Board Member must be a minimum of 18 years of age and may have specific skills in commerce, finance, marketing, law or business generally or such other skills which would further the objects of the Association.

- (b) Elections

Elected Board Members shall be elected in accordance with these Rules.

(c) Term of Elected Board Members

- (i) Elected Board Members will serve on the Board in accordance with these Rules for a term of three (3) years, or to the third Annual General Meeting after appointment, whichever is the earlier.
- (ii) Subject to Rule 14.3(c)(iii), no Elected Board Member shall serve more than three (3) consecutive terms in office as an Elected Board Member.
- (iii) The Board (with the Chair abstaining) reserves the right to extend the third consecutive term of an Elected Board Member who is elected as the Chair for an additional one (1) year in exceptional circumstances.
- (iv) A person having held office as an Elected Board Member for three (3) consecutive terms in office is eligible for re-election once a period of three (3) years has expired since that person last held office as a Board Member.

**14.4 Appointed Board Members**

(a) Appointment

The Board may appoint up to four (4) Appointed Board Members.

(b) Qualifications for an Appointed Board Member

An Appointed Board Member must be a minimum of 18 years of age and may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the skills and experience of the Elected Board Members.

(c) Term of Appointment

- (i) Appointed Board Members will serve on the Board in accordance with these Rules for a term of three (3) years, or to the third Annual General Meeting after appointment, whichever is the earlier.
- (ii) Subject to clause 14.4(c)(iii), no Appointed Board Member shall serve more than three (3) consecutive terms in office as an Appointed Board Member.
- (iii) The Board (with the Chair abstaining) reserves the right to extend the third consecutive term of an Appointed Board Member who is elected as the Chair for an additional one (1) year in exceptional circumstances.
- (iv) A person having held office as an Appointed Board Member for three (3) consecutive terms in office is eligible for re-appointment once a period of three (3) years has expired since that person last held office as a Board Member.

**14.5 Vacancies of Board Members**

(a) Grounds for Termination of Board Member

In addition to the circumstances in which the office of a Board Member becomes vacant by virtue of the Act, the office of a Board Member becomes vacant if the Board Member:

- (i) dies;
- (ii) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (iii) becomes permanently unable to act as a Board member because of a mental or physical disability;

- (iv) resigns his or her office in writing to the Association;
- (v) is absent without the consent of the Board from three (3) consecutive meetings of the Board without having notified the Chief Executive Officer that the person would be unable to attend;

(b) Removal of a Board Member

A Board Member, before the expiration of his or her term of office, may be removed by Special Resolution at a General Meeting. If a Board Member is so removed, the office of the Board Member becomes vacant and shall be filled in accordance with the procedure set out in Rule 14.5(c).

(c) Casual Vacancies

In the event of a casual vacancy on the Board, the Board may appoint an individual to the vacant position and the person so appointed may continue in the position for the balance of the term of the Board Member replaced.

(d) Remaining Board Members May Act

In the event of a casual vacancy or vacancies in the position of a Board Member, the remaining Board Members may act but, if the number of remaining Board Members is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Board Members to a number sufficient to constitute such a quorum in accordance with Rule 14.6(f).

#### **14.6 Meetings of the Board**

(a) Meetings of the Board

The Board shall meet as often as is deemed necessary in each calendar year for the dispatch of business and will meet on at least six (6) occasions per year or at least as often as is required under the Act, whichever is the greater, and subject to these Rules may adjourn and otherwise regulate its meetings as it thinks fit.

(b) Decisions of the Board

Each Board Member will have one vote at Board meetings. A resolution of the Board must be passed by a majority of votes of the Board Members present at the meeting and entitled to vote on the resolution. In the case of an equality of votes, the Chair shall have a casting vote.

(c) Validity of Board Members' Acts

All acts done by any meeting of the Board or of a committee or by any person acting as a Board Member are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board Member or person so acting, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board Member.

(d) Written Resolution

The Board may pass a resolution without a Board meeting being held if a majority of the Board 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. Separate documents may be used for signing by Board Members if the wording of the resolution and statement is identical in each copy. The resolution is passed when a majority of the Board Members in

favour of the resolution sign the document and return their respective signed copies to the Chief Executive Officer.

(e) Manner of Holding Meetings

The presence of a Board Member at a Board meeting need not be in person but may be by that Board Member and each other Board Member at the meeting being simultaneously in contact by telephone or any other means of instantaneous communication.

(f) Quorum

The quorum for a Board meeting shall be five (5) Board Members. Unless a quorum shall be present within thirty (30) minutes after the time for which the meeting has been called, the meeting shall lapse.

(g) Notice of Board Meetings

Unless all Board Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence), not less than seven (7) days oral or written notice of the meeting of the Board shall be given to each Board Member. The agenda shall be forwarded to each Board Member not less than three (3) days prior to such meeting.

(h) Validity of Board Decisions

A procedural defect in decisions taken by the Board shall not result in such decision being invalidated.

(i) Chair of Board Meetings

The Chair or, if the Chair is not available or unwilling to chair a Board meeting, the Deputy Chair must preside as chair of each Board meeting. If the Chair and Deputy Chair are not available or unwilling to act as chair of a Board meeting, the Board Members at the meeting must choose one of them to act as chair of the meeting.

## **15. POWERS OF THE BOARD**

In addition to all other powers contained in these Rules and the Act, the Board shall have the power to:

- 15.1 administer and govern the affairs of the Association;
- 15.2 interpret any question relative to the Association's Rules and Policies;
- 15.3 make, vary or repeal Policies providing no Policy is contradictory to these Rules;
- 15.4 appoint Sub-Committees and to delegate to such Sub-Committees such powers as are relevant to their duties and functions;
- 15.5 engage, control or dismiss any staff or servants of the Association in accordance with current Industrial Relations Laws, and;
- 15.6 raise funds by any lawful means.

## **16. CHIEF EXECUTIVE OFFICER**

- 16.1 A Chief Executive Officer may be appointed by the Board on such terms and conditions as the Board thinks fit. The terms of appointment shall remain confidential as between the Chief Executive Officer and the Board.
- 16.2 The Chief Executive Officer shall be responsible to the Board and be responsible for the carrying out of directions from the Board.

- 16.3 The Chief Executive Officer shall be responsible for:
- (a) the day-to-day administration of the affairs of the Association including the management of all staff employed by the Association; and
  - (b) carrying out those tasks the Act identifies as applicable to a Secretary.
- 16.4 The Chief Executive Officer has no voting power at any meeting of the Association.

## **17. MEETINGS OF THE ASSOCIATION**

- 17.1 The Association shall hold a minimum of one (1) General Meeting, (inclusive of the Annual General Meeting) each year.
- 17.2 A Special General Meeting may be held on a directive of the Board or on receipt of a written request signed by at least 20% of Full Members and must be held within 28 days of such directive or request.
- 17.3 An Annual General Meeting of the Association shall be held each year within the timeframe prescribed by the Act.
- 17.4 Notice of every General Meeting shall be given to every Member and Board Member at least 28 days prior to the date of the meeting and shall state:
- (a) The place, date and time for the meeting;
  - (b) The business to be transacted at the meeting and
  - (c) Any Special Resolution proposed to be dealt with at the meeting.
- 17.5 Any Members wishing to propose a notice of motion at any General Meeting must provide such notice in writing to the Chief Executive Officer at least 14 days prior to the relevant meeting. A copy of all written notices of motion received by the Chief executive Officer within this timeframe will be communicated to each Member and Board Member at least ten (10) days prior to the relevant General Meeting.
- 17.6 The quorum for any General Meeting of the Association shall be twenty (20) Members (inclusive of Board Members) present and entitled to vote.
- 17.7 If a quorum is not present within 30 minutes of the notified commencement time of the meeting;
- (a) In the case of a General Meeting, other than an Annual General Meeting, the meeting lapses.
  - (b) In the case of an Annual General Meeting, the meeting shall be adjourned to the same time and day in the following week and the same place unless the chair 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.
  - (c) If a quorum is not present within 30 minutes of the commencement time of a General Meeting adjourned under Rule 17.7(b), and at least two (2) Full Members are present at the meeting, those Full Members present are taken to constitute a quorum.
- 17.8 The presence of a Member (inclusive of Board Members) at a General Meeting need not be in person but may be by that Member and each other Member at the meeting being simultaneously in contact by telephone or any other means of instantaneous communication.
- 17.9 The Chair or, if the Chair is not available or unwilling to chair a General Meeting, the Deputy Chair must preside as chair of each General Meeting.

17.10 If the Chair and Deputy Chair are not available or unwilling to act as chair of a General Meeting, the Board Members at the meeting must choose one of them to act as chair of the meeting.

## **18. ELECTIONS**

Elected Board Members shall be elected in accordance with the following procedures:

### **18.1 Returning Officer and Scrutineers**

- (a) At least 42 days prior to the Annual General Meeting, the Board shall appoint a Returning Officer and two (2) scrutineers who shall not be Board Members, employees of the Association, office bearers of a Full or Affiliate Member or an Individual Member.
- (b) The Returning Officer in the presence of the scrutineers shall be responsible for receiving and counting the votes for Elected Board Members in accordance with these Rules.

### **18.2 Notice Seeking Nominations**

At least 42 days prior to the date of the Annual General Meeting (excluding the meeting date) in each year, a notice seeking nominations will be given to each Member and Board Member, notifying each Member and Board Member of the positions on the Board for which an election is to be held, and calling for nominations for election to the Board.

### **18.3 Lodgement of Nominations**

Following service of the notice seeking nominations, any person desiring to nominate for election to the Board will lodge with the Association at the offices of the Association within 14 days of the date of the notice:

- (a) A duly completed nomination form, signed by the person who is the candidate for election.
- (b) If desired, a written statement of not more than 200 words specifying background information, skills and experience concerning the person who is the candidate for election.

### **18.4 Voting Procedure**

- (a) At least 21 days prior to the date of the Annual General Meeting, each Member and Board Member entitled to vote will be forwarded a notice of candidates for election and a ballot paper.
- (b) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then;
  - (i) the notice of candidates for election will specify the position in that regard and
  - (ii) those nominated shall only be elected if they are elected by the majority of the Members and Board Members entitled to vote, which vote shall be by secret ballot and
  - (iii) if the nominees are not elected or if there are vacancies to be filled, the position will be deemed to be a Casual Vacancy and shall be filled by the Board in accordance with Rule 14.5(c).
- (c) Subject to Rule 18.4(b) the notice of candidates for election will:

- (i) specify the number of positions on the Board for which an election is required to be held;
  - (ii) specify the names of each candidate for election; and
  - (iii) incorporate, if supplied by a candidate, the written statement relating to the candidate which a candidate is entitled to furnish.
- (d) The notice of candidates for election and the ballot paper will be in a format approved by the Board.
  - (e) Each Member and Board Member entitled and desiring to vote for the election of the Board will complete and return the ballot paper to the Returning Officer of the Association by no later than 5.00pm, ten (10) days prior to the Annual General Meeting (excluding the day of the meeting).
  - (f) Each candidate on a ballot paper must be given a number otherwise that ballot paper shall be declared invalid.
  - (g) Voting on the ballot paper shall be by placing the number 1 opposite the first preference, and number 2 opposite the second preference, and so on so that each name on the ballot paper has a number alongside it and that numbers are sequential from 1 to the total of the nominees so listed.
  - (h) The candidate with the least number tally shall be declared elected first, the candidate with the next least second and so on so that all candidates are included in the declaration.
  - (i) In the event of a tied vote, the tie shall be decided by considering the greatest number of second votes and so on.
  - (j) If after this consideration there still remains a tie then the retiring officer will take precedence over a new officer.
  - (k) If the tie is between retiring officers or between new officers then those officers who are subject to a tie shall be put back to the Members and Board Members entitled to vote, for a new ballot to separate the tie.
  - (l) At the Annual General Meeting, the Chair will announce the result of the election of the Board.

## **19. VOTING**

- 19.1 Members shall have the voting rights conferred upon them at Rule 6.
- 19.2 Board Members shall have one vote each whenever voting is permitted or required under these Rules.
- 19.3 Where a vote is required at any General Meeting, voting shall be by a show of hands unless a ballot is requested.
- 19.4 All Members entitled to vote shall have a deliberative vote at any meeting of the Association. Such Members are entitled to call for a secret ballot on any vote taken.

## **20. AUDITOR**

- 20.1 At the first meeting of the Board following an Annual General Meeting, the Board shall appoint an Auditor.
- 20.2 The Auditor shall have the power to call for the production of all books and documents relative to the affairs of the Association.
- 20.3 An Auditor cannot be a member of the Board nor have any voting rights.

## **21. COMMON SEAL**

- 21.1 The Association shall have a common seal which shall be in the custody of the Chief Executive Officer and held at the office of the Association.
- 21.2 The seal shall be affixed to such documents as the Board determines, countersigned by the Chair and Chief Executive Officer.
- 21.3 The Chief Executive Officer shall maintain a record of all such documents to which the seal has been affixed.

## **22. ALTERATION TO THE CONSTITUTION**

- 22.1 Alterations to the Constitution can only be made at an Annual General Meeting or at a Special General Meeting called for such purpose.
- 22.2 Alterations can be proposed and seconded by the Board or by twenty per cent (20%) of the Members entitled to vote.
- 22.3 Any proposed alteration shall be in the form of a Notice of Motion to Members and shall require a Special Resolution to be passed.
- 22.4 Within one month of the making of any alteration the Chief Executive Officer shall lodge with the relevant Government Department a certified copy of such alteration.

## **23. DISSOLUTION**

- 23.1 The Association may be voluntarily dissolved by a Special Resolution of Members at a Special General Meeting called for that purpose.
- 23.2 If upon the dissolution or winding up of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the Members of the Association but shall be given or transferred to an incorporated association having objects similar to the objects of the Association or to an incorporated organisation formed for charitable purposes or otherwise as provided in the Act.

## **24. TRANSITIONAL ARRANGEMENTS**

Once these Rules are adopted for the first time, the following transitional arrangements will be undertaken to allow a new Board to be established.

- 24.1 The existing Board at the time of adoption of these Rules will become an interim Board until the first AGM after adoption.
- 24.2 At the first AGM after adoption of these Rules, but subject to Rule 24.3, a new Board will be established using the process outlined in Rule 14.
- 24.3 At the first AGM after the adoption of these Rules, two (2) Elected Board Members will be elected for three (3) year terms, two (2) Elected Board Members will be elected for two (2) year terms and two (2) Elected Board Members will be elected for a one (1) year term.