

**TEE-BALL
ASSOCIATION
OF WESTERN
AUSTRALIA
(Inc)**

RULES OF ASSOCIATION

2006

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RULES OF ASSOCIATION

1 Name of association

The name of the association is *Tee-Ball Association of Western Australia (Inc)*.

2 Definitions

In these rules, unless the contrary intention appears-

"annual general meeting" is the meeting convened under paragraph (b) of rule 19(1);

"council meeting" means a meeting referred to in rule 18;

"affiliated club" means a member club or association referred to in rule 5(2);

"council member" means person referred to in rule 11(1);

"convene" means to call together for a formal meeting;

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

"financial year" means a twelve month period commencing on the 1 April each year and ending on the 31 March in the following year.

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

"member" means member of the association;

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

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

"special general meeting" means a general meeting other than the annual general meeting;

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

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

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

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

"the act" means the Associations Incorporation Act 1987;

"the association" means the association referred to in rule 1;

"the president" means-

- (a) in relation to the proceedings at a council meeting or general meeting, the person presiding at the council meeting or general meeting in accordance with rule 13; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 12(1) or, if that person is unable to perform his or her functions, the vice president;

"the commissioner" means the commissioner for exercising powers under the act;

"the council" means the council of the association referred to in rule 11(1);

"the management committee" means the management committee referred to in rule 12;

"the secretary" means the secretary referred to in paragraph (c) of rule 12(1);

"the treasurer" means the treasurer referred to in paragraph (d) of rule 12(1);

"the vice president" means either of the vice presidents referred to in paragraph (b) of rule 12(1).

"the registrar" means the registrar referred to in paragraph (f) of rule 12(1).

3 Objects of association

- (1) The objects of the association are-
 - (a) To promote, control and manage Tee-Ball in the State of Western Australia.
 - (b) To control and manage Tee-Ball teams representing the association.
 - (c) To obtain sponsorship for the sport (but excluding advertising of liquor and/or tobacco).
- (2) The property and income of the association shall be applied solely towards the promotion of the objects of the association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4 Powers of association

- (1) The powers conferred on the association are the same as those conferred by section 13 of the act as cited in sub-rule (2).
- (2) The association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -
 - (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest its money -
 - (i) in any security in which trust monies may lawfully be invested;
 - or
 - (ii) in any other manner authorised by the rules of the association;
 - (d) borrow money upon such terms and conditions as the association thinks fit;

- (e) give such security for the discharge of liabilities incurred by the association as the association thinks fit;
- (f) appoint agents to transact any business of the association on its behalf;
- (g) enter into any other contract it considers necessary or desirable;
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the association.
- (i) to exercise all such powers as may be necessary for the proper conduct of the business of the association.

5 Qualifications for membership of association

- (1) Membership of the association is open to-
 - (a) the office bearers referred to in rule 12(1)
 - (b) the clubs referred to in sub-rule (2)
 - (c) life members referred to in rule 6.
 - (d) the honorary members referred to in rule 7.
- (2) A club or association who wishes to become a member must-
 - (a) apply for membership to the council in writing; and
 - (b) submit club colours in writing; and
 - (c) provide proof of incorporation; and
 - (d) provide evidence that the club or association carries appropriate and adequate insurance; and
 - (e) provide a list of office bearers.
- (3) The council members must consider each application made under sub-rule (2) at a council meeting and must at the council meeting or the next council meeting accept or reject that application.
- (4) An applicant whose application for membership of the association is rejected under sub-rule (3) must, if they wish to appeal against that decision, give notice to the secretary of its intention to do so within a period of fourteen (14) days from the date they are advised of the rejection.
- (5) When notice is given under sub-rule (4), the association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the council to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the association in the general meeting.

6 Life members

- (1) A person who has rendered specially meritorious direct services to the association may, on the recommendation of the management committee, be presented to the members at an annual general meeting by a special resolution for election as life member of the association. A maximum of two life memberships may be given in any one year.

7 Honorary members

- (1) A person rendering direct services to the association may, on the recommendation of the committee of management be presented to the members of a council meeting for election as a honorary member by a simple majority. Membership to be for one (1) financial year.

8 Subscriptions of members of association

- (1) The council may from time to time determine the amount of the subscription to be paid by each member.
- (2) Each member must pay to the treasurer, annually or such other times as the council from time to time determines, the amount of the subscription determined under sub-rule (1).
- (3) Subject to sub-rule (4), a member whose subscription is not paid by the due date set under sub-rule (2) ceases to be a member, unless the council decides otherwise.
- (4) A member exercises all the rights and obligations of a member for the purposes of these rules if the subscription is paid on or before the relevant date set under sub-rule (2), or such other time as the council allows.

9 Termination of membership of the association

- (1) Membership of the association may be terminated upon-
 - (a) receipt by the secretary of a notice in writing from a member of their resignation from the association. Such member remains liable to pay to the association the amount of any subscription due and payable by that member to the association but unpaid at the date of termination; or
 - (b) non-payment by a member of their subscription by the due date fixed by the council for subscriptions to be paid, unless the council decides otherwise in accordance with rule 8(3); or
 - (c) expulsion of a member in accordance with rule 10.

10 Suspension or expulsion of members of association

- (1) If the council considers that a member should be suspended or expelled from membership of the association because their conduct is detrimental to the interests of the association, the council must communicate, in writing, to the member-
 - (a) notice of the proposed suspension or expulsion and of the time, date and place of the council meeting at which the question of that suspension or expulsion will be decided; and
 - (b) particulars of that conduct,not less than thirty (30) days before the date of the council meeting referred to in paragraph (a).

- (2) At the council meeting referred to in a notice communicated under sub-rule (1), the council may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the council, suspend or expel or decline to suspend or expel that member from membership of the association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- (3) subject to sub-rule (5), a member has his or her membership suspended or ceases to be a member fourteen (14) days after the day on which the decision to suspend or expel a member is communicated to them under sub-rule (2).
- (4) A member who is suspended or expelled under sub-rule (2) must, if they wish to appeal against that suspension or expulsion, give notice to the secretary of their intention to do so within the period of fourteen (14) days referred to in sub-rule (3).
- (5) When notice is given under sub-rule (4)-
 - (a) the association in a general meeting, must either confirm or set aside the decision of the council to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the association in the general meeting; and
 - (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the council to suspend or expel the member is confirmed under this sub-rule.

11 Council

- (1) Subject to sub-rule (3), the affairs of the association will be administered by a council consisting of:
 - (a) the members of the management committee as per sub-rule 12(1);
 - (b) two (2) delegates nominated by each affiliated club as per sub-rule (2);
- (2) Each affiliated club shall nominate, in writing, two (2) delegates before the first council meeting is held each financial year. The secretary must be advised, in writing, of any change of delegates during the year. Delegates may however, appoint a proxy to attend meetings. The proxy form making the appointment shall be handed to the secretary at the meeting for which the appointment is made.
- (3) The council may delegate, in writing, to one to more sub-committees (consisting of such member or members of the association as the council thinks fit) the exercise of such functions of the council as are specified in the delegation other than-
 - (a) the power of delegation; and
 - (b) a function which is a duty imposed on the council by the act or any other law.
- (4) Any delegation under sub-rule (3) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the council may continue to exercise any function delegated.

- (5) The council may, in writing, revoke wholly or in part any delegation under sub-rule (3).

12 Management committee

- (1) The management committee shall consist of the following officers:
- (a) a president;
 - (b) two (2) vice presidents;
 - (c) a secretary;
 - (d) a treasurer;
 - (e) an assistant secretary/treasurer;
 - (f) a registrar;
 - (g) an assistant registrar;
 - (h) a chief umpire;
 - (i) an assistant chief umpire;
 - (j) a chief coach;
 - (k) an assistant chief coach;
 - (l) a property officer;
 - (m) an assistant property officer;
 - (n) a country coordinator;
 - (o) a publicity officer;
 - (p) a super squad coordinator;
- (2) Officers must be elected to membership of the management committee at an annual general meeting or appointed under sub-rule (10).
- (3) Subject to sub-rule (10), an officers term will be from his or her election at an annual general meeting until the election referred to in sub-rule (2) at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the council.
- (4) Except for nominees under sub-rule (9), a person wishing to nominate must do so by completing a prescribed nomination form, having it proposed and seconded by a current member and returning to the secretary, together with a brief resume of past involvement in Tee-Ball, to be received no later than seven (7) days before the annual general meeting.
- (5) No person can hold any two or more of these offices at the same time:
- (a) president;
 - (b) vice president;
 - (c) secretary;
 - (d) treasurer;
 - (e) registrar.
- (6) A person who is eligible for election or re-election under this rule and is a member may -
- (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.

- (7) If the number of persons nominated in accordance with sub-rules (4) and (5) for election to membership of the management committee exceed the number of vacancies in that membership to be filled a secret ballot shall be held.
- (8) If the number of persons nominated in accordance with sub-rules (4) and (5) for election to membership of the management committee does not exceed the number of vacancies in that membership to be filled-
 - (a) the secretary must report accordingly to; and
 - (b) the chairperson must declare those persons to be duly elected as members of the management committee at the annual general meeting concerned.
- (9) If vacancies remain on the management committee after the declaration under sub-rule (7), additional nominations of may be accepted from the floor of the annual general meeting subject to sub-rule (5). If such nominations from the floor do not exceed the number of vacancies the chairperson must declare those persons to be duly elected as members of management committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the management committee, a secret ballot for those positions must be conducted.
- (10) If a vacancy remains on the management committee after the application of sub-rule (9), or when a casual vacancy within the meaning of rule 16(1)(d) occurs in the membership of the management committee-
 - (a) the council may appoint a person subject to sub-rule (5) to fill that vacancy; and
 - (b) a person appointed under this sub-rule will -
 - (i) hold office until the election referred to in sub-rule (2); and
 - (ii) be eligible for election to membership of the management committee, at the next following annual general meeting.
- (11) The powers of the management committee are -
 - (a) the preparation of all matters directly required for the running of all the association procedures (publications, carnivals, clinics); and
 - (b) to deal with any other matter that arises, if it is impractical to refer that matter to a council meeting;
- (12) Proceedings of the management committee -
 - (a) the president shall seek the opinion of all available members of the management committee and shall act in such a manner as the majority of such members approve; and
 - (b) in the event of there being no majority, the president shall call a meeting of the management committee to decide the matter.
 - (c) At a management committee meeting seven (7) management committee members present in person constitute a quorum.
 - (d) A question arising at management committee meeting must be decided by a majority of votes.

13 President and vice presidents

- (1) Subject to this rule, the president shall preside at all general meetings, council meetings and management committee meetings.

- (2) In the event of the absence from a general meeting of-
 - (a) the president, the vice president; or
 - (b) the president and the vice presidents, a member elected by the other members present at the general meeting, must preside at the general meeting.
- (3) In the event of the absence from a council meeting of-
 - (a) the president, the vice president; or
 - (b) the president and the vice presidents, a council member elected by the other council members present at the council meeting, must preside at the council meeting.
- (4) In the event of the absence from a management meeting of-
 - (a) the president, the vice president; or
 - (b) the president and the vice presidents, a committee member elected by the other committee members present at the committee meeting, must preside at the committee meeting.

14 Secretary

- (1) The secretary must-
 - (a) coordinate the correspondence of the association;
 - (b) keep full and correct minutes of the proceedings of the council and of the association;
 - (c) comply on behalf of the association with-
 - (i) section 28 of the act by keeping and maintaining in an up to date condition the rules of the association and, upon the request of a member of the association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (ii) section 29 of the act by maintaining a record of -
 - (A) the names and residential or postal addresses of the persons who hold the offices of the association provided for by these rules, including all offices held by the persons who constitute the management committee and persons who are authorised to use the common seal of the association under rule 27; and
 - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the association,

and the secretary must, upon the request of a member of the association as per rule 29, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
 - (d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the association, including those referred to in paragraph (c) but other than those required by rule 15 to be kept and maintained by, or in the custody of, the treasurer and those required by rule 16 to be kept and maintained by; or in the custody of, the registrar; and

- (e) perform such other duties as are imposed by these rules on the secretary.

15 Treasurer

- (1) The treasurer must-
 - (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the association and must issue receipts for those moneys in the name of the association;
 - (b) pay all moneys referred to in paragraph (a) into such account or accounts of the association as the council may from time to time direct;
 - (c) make payments from the funds of the association with the authority of a general meeting or of the council and in so doing ensure that all cheques are signed by two authorised committee members.
 - (d) comply on behalf of the association with sections 25 and 26 of the act with respect to the accounting records of the association by-
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the association to be conveniently and properly audited; and
 - (iv) submitting to members at each annual general meeting of the association accounts of the association showing the financial position of the association at the end of the immediately preceding financial year.
 - (e) whenever directed to do so by the council, submit to the council a report, balance sheet or financial statement in accordance with that direction;
 - (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the association, including those referred to in paragraphs (d) and (e); and
 - (g) perform such other duties as are imposed by these rules on the treasurer.

16 Registrar

- (1) The registrar must-
 - (a) on behalf of the association comply with section 27 of the act by keeping and maintaining-
 - in an up to date condition a register of the members of the association and their postal or residential addresses and, upon the request of a member of the association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

- (b) keep and maintain the register of members referred to in sub-rule (a) at the registrar's place of residence, or at such other place as the members at a general meeting decide.
- (c) cause the name of a person who dies or who ceases to be a member under rule 9 to be deleted from the register of members referred to in sub-rule (a).
- (d) perform such other duties as are imposed by these rules on the registrar.

17 Casual vacancies in membership of management committee

- (1) A casual vacancy occurs in the office of a management committee member and that office becomes vacant if the management committee member -
 - (a) dies;
 - (b) resigns by notice in writing delivered to the president or, if the management committee member is the president, to a vice president and that resignation is accepted by resolution of the council;
 - (c) is convicted of an offence under the act;
 - (d) is permanently incapacitated by mental or physical ill-health;
 - (e) is absent from more than-
 - (i) three (3) consecutive council meetings; or
 - (ii) three (3) council meetings in the same financial year without tendering an apology to the person presiding at each of those council meetings; of which meetings the member received notice, and the council has resolved to declare the office vacant;
 - (f) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a management committee member.

18 Proceedings of council

- (1) The council must meet together for the dispatch of business not less than once in every two (2) calendar months and the president, or at least half the members of the council, may at any time convene a meeting of the council.
- (2) Each council member has a deliberative vote.
- (3) A question arising at a council meeting must be decided by a majority of votes.
- (4) At a council meeting twenty (20) council members present in person constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a council meeting shall be determined by the president.
- (6) As required under sections 21 and 22 of the act, a council member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the council (except if that pecuniary interest exists only by virtue of the fact that the member of the council is a member of a class of persons for whose benefit the association is established), must-
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the council; and

- (b) not take part in any deliberations or decision of the council with respect to that contract.
- (7) Sub-rule (6)(a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the council is an employee of the association.
- (8) The secretary must cause every disclosure made under sub-rule (6)(a) by a member of the council to be recorded in the minutes of the meeting of the council at which it is made.
- (9) At a council meeting-
 - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule 20(9); and
 - (b) a special resolution put to the vote will be decided in accordance with section 24 of the act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules 20(9) and 20(11).

19 General meetings

- (1) The president-
 - (a) may at any time convene a special general meeting;
 - (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the act, that is, in every calendar year within 4 months after the end of the association's financial year or such longer period as may in a particular case be allowed by the commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and
 - (c) must, within thirty (30) days of-
 - (i) receiving a request in writing to do so from not less than 10 members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the secretary receiving a notice under rule 10(4), convene a general meeting to deal with the appeal to which that notice relates.
 - (d) must, after receiving a notice under rule 5(4), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the association at that next annual general meeting in relation to the council's rejection of their application and the association at that meeting must confirm or set aside the decision of the council.
- (2) The members making a request referred to in sub-rule (1)(c)(i) must-
 - (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of thirty (30) days referred to-
 - (a) in sub-rule (1)(c)(i), the members who made the request concerned may themselves convene a special general meeting; or

- (b) in sub-rule (1)(c)(ii), the member who gave the notice concerned may him or herself convene a special general meeting.
- (4) When a special general meeting is convened under sub-rule (3)(a) or (3)(b) the association must pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (7), the secretary must give to all members not less than twenty one (21) days notice of a special general meeting and that notice must specify -
 - (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (6) Subject to sub-rule (7), the secretary must give to all members not less than twenty one (21) days notice of an annual general meeting and that notice must specify -
 - (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows -
 - (i) first, the consideration of the accounts and reports of the council;
 - (ii) second, the election of management committee members to replace outgoing management committee members; and
 - (iii) third, any other business requiring consideration by the association at the general meeting.
- (7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the secretary must give to all members not less than twenty one (21) days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (8) The secretary must give a notice under sub-rule (5), (6) or (7) by-
 - (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 16.
- (9) When a notice is sent by post under sub-rule (8)(b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

20 Quorum and proceedings at general meetings

- (1) At a general meeting twenty (20) persons present and entitled to vote constitute a quorum.
- (2) If within thirty (30) minutes after the time specified for the holding of a general meeting in a notice given under rule 19(5) or 19(6)-
 - (a) as a result of a request or notice referred to in rule 19(1)(c) or as a result of action taken under rule 19(3) a quorum is not present, the general meeting lapses; or

- (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within thirty (30) minutes of the time appointed by sub-rule (2)(b) for the resumption of an adjourned general meeting a quorum is not present, the persons present and entitled to vote may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The president may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of thirty (30) days or more, the secretary must give notice under rule 19 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting-
 - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and
 - (b) a special resolution put to the vote will be decided in accordance with section 24 of the act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).
- (8) A declaration by the president of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).
- (9) At a general meeting, a poll may be demanded by the president or by three or more of the persons present and entitled to vote and, if so demanded, must be taken in such manner as the president directs.
- (10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the president of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

21 Minutes of meetings of association

- (1) The secretary must cause proper minutes of all proceedings of all general meetings and council meetings to be taken and then to be entered within thirty (30) days after the holding of each general meeting or council meeting, as the case requires, in a minute book kept for that purpose.
- (2) The president must ensure that the minutes taken of a general meeting or council meeting under sub-rule (1) are checked and signed as correct by the president of the general meeting or council meeting to which those minutes relate or by the president of the next succeeding general meeting or council meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-

- (a) the general meeting or council meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held; and
- (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

22 Voting rights of members of association

- (1) Subject to these rules, each association officer present in person at a general meeting, council meeting or management committee meeting is entitled to a deliberative vote.
- (2) A member which is an affiliated club or association may appoint two (2) delegates in writing, to represent and have if present in person a deliberative vote at general meetings or council meetings.
- (3) A life member or honorary member present in person at a general meeting is entitled to a deliberative vote.
- (4) No proxy votes will be accepted.

23 Finance

- (1) All funds received by the association shall be deposited into an account at such bank or recognised financial institution as the council may determine.
- (2) All accounts due and payable by the association shall be paid by cheque after having been passed for payment by a council meeting and when immediate payment is necessary, the account shall be paid and the action endorsed at the next council meeting.
- (3) The account referred to in sub-rule (1) shall be operated by any two of five signatories, consisting of the president, vice presidents (2), secretary and treasurer, provided they are not related in any way.

24 Auditor

- (1) The annual general meeting shall elect or appoint an Auditor.
- (2) The auditor shall examine and audit all the books and accounts of the association annually, and have the power to call for all books, papers, accounts, receipts etc. of the association and report thereon to the members at the annual general meeting.

25 Patron

- (1) In addition to the management committee officers referred to in rule 12(1) the association may elect at the annual general meeting:
 - (a) a patron.
 - (b) one or more vice patrons.

26 Rules of association

- (1) The association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the act, which is as follows-

- (a) subject to sub-rule (d) and (e), the association may alter its rules by special resolution but not otherwise;
 - (b) within one month of the passing of a special resolution altering its rules, or such further time as the commissioner may in a particular case allow (on written application by the association), the association must lodge with the commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the management committee certifying that the resolution was duly passed as a special resolution and that the rules of the association as so altered conform to the requirements of the act;
 - (c) an alteration of the rules of the association does not take effect until sub-rule (b) is complied with;
 - (d) an alteration of the rules of the association having effect to change the name of the association does not take effect until sub-rules (a) to (c) are complied with and the approval of the commissioner is given to the change of name;
 - (e) an alteration of the rules of the association having effect to alter the objects or purposes of the association does not take effect until sub-rules (a) to (c) are complied with and the approval of the commissioner is given to the alteration of the objects or purposes.
- (2) These rules bind every member and the association to the same extent as if every member and the association had signed and sealed these rules and agreed to be bound by all their provisions.

27 By-laws of association

- (1) The association may develop by-laws in addition to these rules as follows-
 - (a) all by-laws must not override or contradict these rules;
 - (b) by-laws can only be approved, rescinded or altered by a duly passed resolution at a council or general meeting that was passed as a special resolution;
 - (c) an alteration of the by-laws of the association does not take effect until sub-rule (b) is complied with.

28 Common seal of association

- (1) The association must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the association must not be used without the express authority of the council and every use of that common seal must be recorded in the minute book referred to in rule 21.
- (3) The affixing of the common seal of the association must be witnessed by any two of the president, the vice president, the secretary and the treasurer.
- (4) The common seal of the association must be kept in the custody of the secretary or of such other person as the council from time to time decides.

29 Inspection of records of association

- (1) A member may at any reasonable time and upon seven (7) days notice in writing inspect without charge the books, documents, records and securities of the association but under no circumstance shall any of these be removed for that purpose.
- (2) Members access to confidential records is excluded.

30 Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these rules between-
 - (a) a member and another member; or
 - (b) a member and the association; or
 - (c) if the association provides services to non-members, those non-members who receive services from the association, and the association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the council of the association;
 - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1)(c)) and the association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A member of the association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.

- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the act or otherwise at law.

31 Distribution of surplus property on winding up of association

- (1) If upon the winding up or dissolution of the association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.