

This is the annexure of 16 pages marked "A" referred to in the Form 1 signed by me and dated 21/11/2013

Annexure A - RULES OF ASSOCIATION

Table of contents

RULES OF ASSOCIATION.....	1
Table of contents	1
1 Name of Association.....	1
2 Definitions	1
3 Objects of Association	2
4 Powers of Association	3
5 Qualifications for membership of Association	3
6 Board of Management	4
7 Period of appointment	6
8 Register of members and Maintenance of Records.....	6
9 Subscriptions of members of Association	6
10 Termination of membership of the Association.....	7
11 Suspension or expulsion of members of Association.....	7
12 Chief Executive Officer	8
13 Chairperson and Vice-Chairperson.....	8
14 Secretary.....	8
15 Treasurer	9
16 Casual Vacancy in Board of Management.....	10
17 Proceedings of the Board of Management	10
18 General meetings	11
19 Quorum and proceedings at general meetings.....	12
20 Minutes of meetings of Association	13
21 Voting rights of members of Association	13
22 Rules of Association.....	13
23 Common seal of Association	14
24 Inspection of records, etc. of Association	14
25 Disputes and mediation.....	14
26 Distribution of surplus property on winding up of Association	15

RULES OF ASSOCIATION

1 Name of Association

The name of the Association is the “Mid West Academy of Sport Inc”.

2 Definitions

2.1 In these rules, unless the contrary intention appears-

- (a) The “Academy” means the Mid West Academy of Sport Inc.;
- (b) The “Mid West” means the area within the boundaries of the local government authorities of; Carnamah, Chapman Valley, City of Greater Geraldton, Coorow, Cue, Irwin, Meekatharra, Mingenew, Morawa, Mount Magnet, Murchison, Northampton, Perenjori, Sandstone, Three Springs, Wiluna and Yalgoo.
- (c) “Month” means a calendar month
- (d) “annual general meeting” is the meeting convened under paragraph (b) of rule 18.1;
- (e) “Board member” means person referred to in paragraph (a), (b), (c), (d), (e) of rule 6.2;
- (f) “Chief Executive Officer” means the most senior officer employed by the Academy to conduct the affairs of the Academy and to implement its policies;
- (g) “convene” means to call together for a formal meeting;
- (h) “department” means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;
- (i) “Director” means a member of the Association who is a member of the Board of Management
- (j) “financial year” means a period not exceeding 15 months fixed by the Board, being a period commencing on the date of incorporation of the Association and ending on 30 Dec; and thereafter each period commencing 1 January and ending on 31 December in the following year;
- (k) “general meeting” means a meeting to which all members are invited;
- (l) “General Director” means a director other than the Chairperson, Vice-Chairperson, Secretary and Treasurer.
- (m) “member” means member of the Association;
- (n) “person” means an individual not a Club, Association or other legal entity
- (o) “ordinary resolution” means resolution other than a special resolution;
- (p) “poll” means voting conducted in written form (as opposed to a show of hands);
- (q) “special general meeting” means a general meeting other than the annual general meeting or a general meeting;
- (r) “special resolution” has the meaning given by section 24 of the Act, that is-
 - i. 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.
 - ii. 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

RULES OF ASSOCIATION

- members of the association present in person or, where proxies are allowed, by proxy.
- iii. 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.
- (s) "the Act" means the Associations Incorporation Act 1987;
- (t) "the Association" means the Association referred to in rule 1;
- (u) "the Chairperson" means-
- i. in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with rule 13; or
- ii. otherwise than in relation to the proceedings referred to in paragraph (i), the person referred to in rule 13.2 (a) or 13.2 (b)
- (v) "the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;
- (w) "the Board" means the Board of Management of the Association referred to in rule 6;
- (x) "the Secretary" means the Secretary referred to in rule 14;
- (y) "the Treasurer" means the Treasurer referred to in rule 15;
- (z) "the Vice-Chairperson" means the Vice-Chairperson referred to in rule 13;
- (aa) "elite" and "sub-elite" are as defined by the relevant state sporting associations.

3 Objects of Association

3.1 The objects of the Association are to:

- (a) promote, develop educate and service sporting talent - athletes, coaches, officials and administrators throughout the Mid West;
- (b) provide an exceptional home training environment for talented athletes that reside in the Mid West region;
- (c) assist athletes that reside in the Mid West region to progress from a sub-elite, to an elite sports performance level;
- (d) provide services, support and education to athletes and to coaches that reside in areas outside of the Mid West region, only if specific funding through fees for service, grants or sponsorship are provided for such. The funding must meet or exceed all expenses incurred by the Academy;
- (e) service and promote sponsors and supporters of the Academy; and
- (f) demonstrate a commitment to excellence, integrity, professionalism, best practice, safety, equal opportunity, child protection, efficiency, impact and the building of capacity in the Mid West.

3.2 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 of remuneration to any officer or employee of the Association or to any persons, in return for services rendered to the Association.

RULES OF ASSOCIATION

4 Powers of Association

- 4.1 The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may –
- (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest its money –
 - i. in any security in which trust monies may lawfully be invested; or
 - ii. in any other manner authorised by the rules of the Association;
 - (d) borrow money upon such terms and conditions as the Association 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; and
 - (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.

5 Qualifications for membership of Association

- 5.1 Membership of the Association is open to any person who is in agreement with the Objects of Association and who has satisfied the procedure for membership set out below.
- 5.2 A person who wishes to become a member must-
- (a) apply for membership to the Board of Management in writing
 - i. signed by that person and by both of the members referred to in paragraph (b); and
 - ii. in such form as the Board of Management from time to time directs; and
 - (b) be proposed by one member and seconded by another member.
- 5.3 The Board of Management members must consider each application made under sub-rule 5.2 at a Board meeting and must at the Board meeting or the next Board meeting accept or reject that application.
- 5.4 An applicant whose application for membership of the Association is rejected under sub-rule 5.3 must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- 5.5 When notice is given under sub-rule 5.4, the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Board of Management 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.
- 5.6 Membership of the Association is for a three year period and there is no limit to the number of consecutive terms that a member can serve, so long as the member provides the Chief Executive Officer with a written statement of intent and continued support for the objects of Association prior to expiry of the three year term.

RULES OF ASSOCIATION

6 Board of Management

- 6.1 The minimum number of Directors is six persons and the maximum number of Directors is ten persons
- 6.2 Subject to sub-rule 13, the affairs of the Association will be managed exclusively by Directors who form a Board of Management consisting of office bearers and general Directors -
- (a) a Chairperson;
 - (b) a Vice-Chairperson;
 - (c) a Secretary;
 - (d) a Treasurer; and
 - (e) General Directors

- 6.3 Membership of the Board of Management shall comprise of Appointed Directors and Elected Directors, all of whom are members of the Association

- (a) Appointed Directors may include:
- i. one representative nominated by the Western Australian Department of Sport & Recreation;
 - ii. one representative nominated by the Mid West Development Commission
 - iii. one representative nominated by the Mid West Sports Federation; and
 - iv. one representative nominated by the City of Greater Geraldton Local Government Authority.

The organisations of section (a) above are to provide the Chief Executive Officer with a signed letter confirming who they are appointing to the Board of Management, no less than 10 days prior to the annual general meeting where the current period of any existing terms will conclude.

If an organisation of section (a) above makes a decision to not appoint a Director, or if an Appointed Director position becomes vacant for any reason, the position shall remain indefinitely vacant, until the organisation applies to nominate a new member. Such application will be received at the succeeding Board meeting where the nominee will become an Appointed Director.

- (b) Elected Directors:
- i. There shall be a minimum of two and a maximum of six Elected Directors on the Board of Management. The Board of Management shall use discretion to determine the number of Elected Director positions to be filled. Upon their appointment, all Elected Directors shall have the same rights and responsibilities as Appointed Directors.
 - ii. The Board of Management may call for applications for Elected Director positions from time-to-time as the Board of Management thinks fit.

- 6.4 A person who wishes to become an Elected Director must-

- (a) apply for membership to the Board in writing-
- i. signed by that person and by both of the Directors referred to in paragraph (b);
 - ii. in such form as the Board from time to time directs; and
- (b) be proposed by any one Director and seconded by any other Director.

- 6.5 Notwithstanding the appointments to the Board of Management as stated in 6.3, the remaining Board of Management members must be elected to membership of the Board of Management at an annual general meeting or appointed under sub-rule 6.11.

RULES OF ASSOCIATION

- 6.6 Subject to sub-rule 6.11, a Board of Management member's term will be from his or her election at an annual general meeting for a two year period with an option for re-election for a further two year period at the annual general meeting two years after his or her election
- 6.7 Except for nominees under sub-rule 6.10, a person is not eligible for election to membership of the Board of Management unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by
- (a) the nominator; and
 - (b) the nominee to signify his or her willingness to stand for election,
- to the Secretary not less than 5 working days before the day on which the annual general meeting concerned is to be held.
- 6.8 A person who is eligible for election or re-election under this rule may -
- (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- 6.9 If the number of persons nominated in accordance with sub-rule 6.7 for election to membership of the Board of Management does not exceed the number of vacancies in that membership to be filled-
- (a) the Secretary must report accordingly to; and
 - (b) the Chairperson must declare those persons to be duly elected as members of the Board of Management at, the annual general meeting concerned.
- 6.10 If vacancies remain on the Board of Management after the declaration under sub-rule 6.9, additional nominations of Board of Management members may be accepted from the floor of the annual general meeting.
- (a) If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of Board of Management.
 - (b) Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board of Management, elections for those positions must be conducted.
 - i. Voting will be on the preferential method with first choice being given one vote, the second two votes, etc
 - ii. Those candidate/s with the lowest totals will be the successful appointee/s
- 6.11 If a vacancy remains on the Board of Management after the application of sub-rule 6.10, or when a casual vacancy within the meaning of rule 16 occurs in the membership of the Board of Management-
- (a) the Board of Management may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule will -
 - i. hold office until the election referred to in sub-rule 6.5; and
 - ii. be eligible for election to membership of the Board of Management, at the next following annual general meeting
- 6.12 The Board of Management may delegate, in writing, to one or more sub-committees (consisting of such Director, Directors, or other qualified and suitable non-Director persons as the Board of Management thinks fit) the exercise of such functions of the Board of Management as are specified in the delegation other than-
- (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Board of Management by the Act or any other law.

RULES OF ASSOCIATION

- 6.13 Any delegation under sub-rule 6.12 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board of Management may continue to exercise any function delegated.
- 6.14 The Board of Management may, in writing, revoke wholly or in part any delegation under sub-rule 6.12.

7 Period of appointment

- 7.1 The period of appointment for the Board of Management shall be as follows and is subject to sub-rule 6.11:
- (a) All “appointed” Directors shall be appointed for a period of three years until the third annual general meeting after his or her election.
 - (b) All “elected” Directors shall be appointed for a period of two years until the second annual general meeting after his or her election.
 - (c) The positions of Chairperson, Vice-Chairperson, Secretary and Treasurer are all to be made vacant at every annual general meeting and voted upon by the membership.
- 7.2 All Directors are eligible for re-election to membership of the Board of Management after the conclusion of term and there is no limit to the number of consecutive or non-consecutive terms that one can hold.

8 Register of members and Maintenance of Records

- 8.1 The Chief Executive Officer, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining, in an up to date condition, a register of the members of the Association and their residential and postal addresses.
- 8.2 The Chief Executive Officer must cause the name of a person who dies or who ceases to be a member under rule 10 to be deleted from the register of members referred to in sub-rule 8.1.
- 8.3 The Chief Executive Officer, on behalf of the Academy, shall also keep at the office of the Academy minutes of meetings held, annual financial statements, Auditor reports, lease and sponsorship agreements, and other appropriate records.
- 8.4 At the request of a member of the Association, shall make the register of members and records 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 or records for that purpose.
- 8.5 The financial accounts and records of the Association are to be audited within three months of the closing date of each financial year. The auditor shall be an auditor qualified to practice in the State of Western Australia and shall audit the annual statement of Accounts and Balance Sheets and the books of the Association and certify them. The auditor shall have power at any time to call for the production of all books of accounts, vouchers and other documents relative to the affairs of the Association, save in his capacity as auditor, he shall not be an officer or member of the Association. The auditor shall be appointed at a time that the Board of Management thinks fit. All accounts shall be submitted to the succeeding Annual General Meeting of the Association.

9 Subscriptions of members of Association

- 9.1 There will be no subscription fee for membership.

RULES OF ASSOCIATION

10 Termination of membership of the Association

- 10.1 Membership of the Association may be terminated upon-
- (a) receipt by the Secretary or another Director of a notice in writing from a member of his or her resignation from the Association; or
 - (b) expulsion of a member in accordance with rule 11.

11 Suspension or expulsion of members of Association

- 11.1 If the Board of Management considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Board of Management must communicate, in writing, to the member and if they are an 'Appointed Director', to the highest ranked officer of the organisation that appointed them -
- (a) notice of the proposed suspension or expulsion and of the time, date and place of the general meeting at which the question of that suspension or expulsion will be decided; and
 - (b) particulars of that conduct
- not less than 30 days before the date of the Board meeting referred to in paragraph (a).
- 11.2 At the general meeting referred to in a notice communicated under sub-rule 11.1, the Board of Management may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to the Board of Management, 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.
- 11.3 Subject to sub-rule 11.5, a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule 11.2.
- 11.4 A member who is suspended or expelled under sub-rule 11.2 must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule 11.3.
- 11.5 When notice is given under sub-rule 11.4 -
- (a) the Association in a general meeting, must either confirm or set aside the decision of the Board of Management to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
 - (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Board of Management to suspend or expel him or her is confirmed under this sub-rule.
- 11.6 The Chairperson may request the member concerned to leave the room during a period of the general meeting where suspension, expulsion, or other disciplinary actions are to be discussed.
- 11.7 If the suspended or expelled member is an 'Appointed Director', the organisation that appointed the member can at any time after the notice under sub-rule 11.1 choose to –
- (a) leave the position temporarily vacant for a period of time as long as the organisation sees fit; or
 - (b) appoint an alternative 'Appointed Director' in accordance with rule 6 sub-rule 3.

RULES OF ASSOCIATION

12 Chief Executive Officer

- 12.1 A Chief Executive Officer may be appointed by the Board of Management on such terms and conditions as the Board of Management thinks fit. The terms of appointment shall remain confidential as between the Chief Executive Officer and the Board of Management.
- 12.2 The Chief Executive Officer shall be responsible to the Board of Management and be responsible for the carrying out of directions from the Board of Management.
- 12.3 The Chief Executive Officer shall be responsible for:
- (a) the day to day administration of the affairs of the Academy including the management of all staff and contractors employed or engaged by the Academy;
 - (b) Coordinating the operations of the Academy within the parameters of all policies, plans and financial budgets that the Board of Management endorses;
 - (c) providing recommendations to the Board of Management;
 - (d) carrying out those tasks on behalf of the Public Officer; and
 - (e) carrying out tasks on behalf of the Secretary and the Treasurer, as the Board thinks fit.
- 12.4 The Chief Executive Officer has no voting power at any meeting of the Academy.
- 12.5 The Chief Executive Officer cannot be a member of the Academy.

13 Chairperson and Vice-Chairperson

- 13.1 Subject to this rule, the Chairperson must preside at all general meetings.
- 13.2 In the event of the absence from a general meeting of-
- (a) the Chairperson, the Vice-Chairperson; or
 - (b) both the Chairperson and the Vice-Chairperson, a Director elected by the other Directors present at the general meeting must preside at the general meeting.

14 Secretary

- 14.1 The Secretary must collaborate with the Chief Executive Officer to -
- (a) co-ordinate the correspondence of the Association;
 - (b) keep full and correct minutes of the proceedings of the Board of Management and of the Association;
 - (c) comply on behalf of the Association with-
 - i. section 27 of the Act with respect to the register of members of the Association, as referred to in rule 6;
 - ii. section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - iii. section 29 of the Act by maintaining a record of -
 - A. the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Board of Management and persons who are authorised to use the common seal of the Association under rule 23; and
 - B. the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member

RULES OF ASSOCIATION

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

15 Treasurer

15.1 The Treasurer must collaborate with the Chief Executive Officer to ensure that there are appropriate policies and systems to enable -

- (a) 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 Board may from time to time direct;
- (c) make payments from the funds of the Association within the parameters of the Association's Operations Budget which has been approved by the authority of a general meeting or of the Board of Management and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Board member, or by any two others as are authorised by the Board. Payments made by method other than a cheque do not require two signatures at the time of making the payment, provided that the payment is within the parameters of the Association's Operations Budget;
- (d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-
 - i. keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - ii. keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - iii. keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - iv. submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the Chairperson, submit to the Board of Management 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.
- (h) The financial year of the association is for the twelve month period of July 1 to June 30. The only exception being that the Board of Management can resolve to reduce the period of the first financial year of the Association, to a period of not less than one month. The Association's first financial year will commence on the day of incorporation and must conclude on the 30th day of June.

RULES OF ASSOCIATION

16 Casual Vacancy in Board of Management

- 16.1 A casual vacancy occurs in the office of a Director and that office becomes vacant if the Director-
- (a) dies;
 - (b) resigns by notice in writing delivered to the Chairperson or, if the Director is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Board of Management;
 - (c) is convicted of an offence under the Act;
 - (d) is permanently incapacitated by mental or physical ill-health;
 - (e) is absent from more than-
 - i. 3 consecutive Board meetings; or
 - ii. 3 general meetings in the same financial year, without tendering an apology to the Chief Executive Officer or the person presiding at each of those meetings; of which meetings the member received notice, and the Board of Management has resolved to declare the office vacant;
 - (f) ceases to be a member of the Association; or
 - (g) is the subject of a resolution passed by a Board meeting of Directors terminating his or her appointment as a Director.

17 Proceedings of the Board of Management

- 17.1 The Board of Management must meet together for the dispatch of business not less than 4 times in each year and the Chairperson, or at least half the members of the Board of Management, may at any time convene a meeting of the Board of Management.
- 17.2 Each Director present in person or by proxy at a Board meeting has a deliberative vote.
- 17.3 A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the meeting will have a casting vote in addition to his or her deliberative vote.
- 17.4 At a Board meeting, half of the Directors, in person or by proxy constitute a quorum.
- 17.5 Subject to these rules, the procedure and order of business to be followed at a Board meeting must be determined by the Directors present at that meeting.
- 17.6 As required under sections 21 and 22 of the Act, a Director having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the Director is a member of a class of persons for whose benefit the Association is established), must-
- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
 - (b) not take part in any deliberations or decision of the Board with respect to that contract.
- 17.7 Sub-rule 17.6 (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Director is an employee of the Association.
- 17.8 The Secretary and the Chief Executive Officer must cause every disclosure made under sub-rule 17.6 (a) by a Director to be recorded in the minutes of the meeting of the Board at which it is made.
- 17.9 The Board of Management may make a decision to invite a member of the Association to attend an agenda item for Board meetings as a 'guest' from time-to-time. Such 'guest', who is not a Director, will have no voting rights and can be asked to leave the room for reasons of confidentiality or any other reason decided by the Board.

RULES OF ASSOCIATION

18 General meetings

18.1 The Board of Management-

- (a) may at any time convene a special general meeting;
- (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and
- (c) must, within 30 days of-
 - i. receiving a request in writing to do so from the Chief Executive Officer or the Chairperson and/or not less than 5 members, convene a special general meeting for the purpose specified in that request; or
 - ii. the Secretary receiving a notice under rule 11.4, convene a general meeting to deal with the appeal to which that notice relates.

18.2 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 Board of Management's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Board of Management.

18.3 The person/s making a request referred to in sub-rule 18.1 (c) (i) must state in that request the purpose for which the special general meeting concerned is required.

18.4 If a special general meeting is not convened within the relevant period of 30 days referred to-

- (a) in sub-rule 18.1 (c) (i), and subject to sub-rule 18.3 (c), the person/s who made the request concerned may themselves convene a special general meeting as if they were the Board of Management; or
- (b) in sub-rule 18.1 (c) (ii), the Directors who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Board of Management.
- (c) The Chief Executive Officer cannot convene a special general meeting without the presence of at least one Director.

18.5 When a special general meeting is convened under sub-rule 18.3 (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.

18.6 Subject to sub-rule 18.7, the Secretary or the Chief Executive Officer on behalf of the Secretary, must give to all Members not less than 14 days notice of a special general meeting and that notice must specify when and where the meeting concerned is to be held. No less than seven days prior to the special general meeting, the Secretary or the Chief Executive Officer must provide the particulars of the business to be transacted at the meeting concerned and of the order in which that business is to be transacted.

18.7 Subject to sub-rule 18.7, the Secretary or the Chief Executive Officer on behalf of the Secretary, must give to all Members not less than 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 Board;
 - ii. second, the election of Office Bearers to replace outgoing Office Bearers; and
 - iii. third, any other business requiring consideration by the Association at the annual general meeting

RULES OF ASSOCIATION

- 18.8 A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary or the Chief Executive Officer on behalf of the Secretary, must give to all Directors not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule 18.5 or 18.6, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- 18.9 The Secretary must give a notice under sub-rule 18.5, 18.6 or 18.7 by-
- (a) serving it on a member personally; or
 - (b) sending it by post or email to a member.
 - (c) When a notice is sent by post or email under sub-rule 18.9 (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 or by email.

19 Quorum and proceedings at general meetings

- 19.1 At a general meeting, 50% of the Members, present in person, connected through technology or represented by proxy constitute a quorum.
- 19.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 18.5 or 18.6-
- (a) as a result of a request or notice referred to in rule 18.1 (c) or as a result of action taken under rule 18.3 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.
- 19.3 If within 30 minutes of the time appointed by sub-rule 19.2 (b) for the resumption of an adjourned general meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- 19.4 The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- 19.5 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.
- 19.6 When a general meeting is adjourned for a period of 30 days or more, the Secretary, or the Chief Executive Officer on his/her behalf, must give notice under rule 18 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 19.7 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 19.9; 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 19.9 and 19.11.
- 19.8 A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule 19.9.
- 19.9 At a general meeting a poll may be demanded by the Chairperson or by three or more Members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.

RULES OF ASSOCIATION

- 19.10 If a poll is demanded and taken under sub-rule 19.9 in respect of an ordinary resolution, a declaration by the Chairperson or the Chief Executive Officer of the result of the poll is evidence of the matter so declared.
- 19.11 A poll demanded under sub-rule 19.9 must be taken immediately on that demand being made.
- 19.12 A meeting of the Board of Management may be held in 2 or more places linked together by any technology that give the Directors as a whole in those places a reasonable opportunity to participate in proceeding, enables the Chairperson to be aware of proceedings in each place, and enables the Directors in each place to vote.

20 Minutes of meetings of Association

- 20.1 The Secretary, in collaboration with the Chief Executive Officer, must cause proper minutes of all proceedings of all general meetings to be taken and then to be entered within 14 days after the holding of each general meeting or Committee meeting, as the case requires, in both a computer file and printed hard-copy file kept for that purpose.
- 20.2 The Chairperson must ensure that the minutes taken of a general meeting under sub-rule 20.1 are checked and signed as correct by the Chairperson of the general meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting, as the case requires.
- 20.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
- (a) the general meeting or Board meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

21 Voting rights of members of Association

- 21.1 Subject to these rules, each Member present in person, by technology or by proxy at a general meeting, special meeting, or annual general meeting is entitled to a deliberative vote.
- 21.2 The presiding Chairperson is entitled to a casting vote, only if this is required in the case of an otherwise inseparable vote.
- 21.3 A member may appoint in writing, to the Chief Executive Officer, no less than 24 hours prior to the meeting, another member to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at any general meeting, annual general meeting, or special general meeting.

22 Rules of Association

- 22.1 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 22.1 (d) and 22.1 (e), the Association may alter its rules by special resolution but not otherwise;
 - (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly

RULES OF ASSOCIATION

passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;

- (c) An alteration of the rules of the Association does not take effect until sub-rule 22.1 (b) is complied with;
 - (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules 22.1 (a) to 22.1 (c) are complied with and the approval of the Commissioner is given to the change of name;
 - (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the Association does not take effect until sub-rules 22.1 (a) to 22.1 (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- 22.2 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.

23 Common seal of Association

- 23.1 The Association must have a common seal on which its corporate name appears in legible characters.
- 23.2 The common seal of the Association must not be used without the express authority of the Board of Management and every use of that common seal must be recorded in the minute files referred to in rule 20.
- 23.3 The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary, or the Treasurer.
- 23.4 The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

24 Inspection of records, etc. of Association

- 24.1 A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

25 Disputes and mediation

- 25.1 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.
- 25.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 25.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 25.4 The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - i. in the case of a dispute between a member and another member, a person appointed by the Board of Management of the Association;
 - ii. in the case of a dispute between a member or relevant non-member (as defined by sub-rule 25.1 (c)) and the Association, a person who is a mediator

RULES OF ASSOCIATION

appointed to, or employed with, a not for profit organisation.

- 25.5 A member of the Association can be a mediator.
- 25.6 The mediator cannot be a member who is a party to the dispute.
- 25.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 25.8 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.
- 25.9 The mediator must not determine the dispute.
- 25.10 The mediation must be confidential and without prejudice.
- 25.11 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.

26 Distribution of surplus property on winding up of Association

- 26.1 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 the Mid West Sports Federation Inc and the property must be used for purposes similar to the objects of the Academy. If the Mid West Sports Federation Inc refuses to receive the property or is no longer a not-for-profit association incorporated under the Act with similar objects, the property must be given to another association incorporated under the Act which has similar objects, provides benefits to the Mid West Region, 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.

~ END ~