



Constitution of the Western
Australian Fencing
Association Incorporated
November 2017

1. Definitions

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

AFF means the Australian Fencing Federation, which is the overarching body for the management of Fencing in Australia;

associate member means a member with the rights referred to in rule 7(5);

Association means the incorporated association referred to in rule 2;

books, of the Association, includes the following —

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

by-laws means by-laws, policies and other related regulations made by the Association under rule 55;

board means the management committee of the Association;

board meeting means a meeting of the board;

Commissioner means the person designated as Commissioner under section 153 of the Act;

constitution or rules means these rules of the Association, as in force for the time being;

director means a member of the board;

dispute means a dispute between one or more members and the Association;

fencer means any person engaged in fencing;

fencing means the organised sport, according to the rules broadly laid down by the FIE;

fencing club means an organisation of fencers, who are conducting fencing, or related activities in Western Australia.

F.I.E. means the Federation Internationale D'Escrime;

financial records includes —

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

financial report, of a tier 2 or a tier 3 association, has the meaning given in section 63 of the Act;

financial statements means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

financial year, of the Association, has the meaning given in rule 3;

grievance procedure means the procedures set out in rules 16 - 20;

general meeting means a meeting of the Association that all members are entitled to receive notice of and to attend;

individual member means a Life Member, Ordinary Member or Associate Member;

life member means a member with the rights referred to in rule 7(6);

member or member club means a member of the Association. In relation to a member who is expelled from the Association, member includes a former member;

Member Protection Policy means the by-law which addresses Member Protection matters and any associated procedures in force for the time being;

ordinary member means a member with the rights referred to in rule 7(4);

objects means the objects of the Association described in rule 4.

poll means the process of voting in relation to a matter that is conducted in writing.

president means the director who will normally chair meetings of the Association;

quorum means, in the case of a General Meeting the meaning given in rule 46, and in the case of a Board Meeting the meaning given in rule 36.

register of members means the register of members referred to in section 53 of the Act;

registered individual means a fencer registered with a Member Club in accordance with rule 52(8);

registrar means the person authorised by the Board to maintain the register of members;

secretary means the director holding office as the secretary of the Association;

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

special resolution means a resolution passed by the votes of not less than three-fourths of the members who cast a vote at a general meeting in accordance with section 51 of the Act;

strategy meeting means a meeting of the Board and Club representatives as described in rule 52.

subcommittee means a subcommittee appointed by the Board under rule 39(1)(1)(a);

surplus property means property of the Association remaining after satisfaction of —
(a) the debts and liabilities of the Association; and
(b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

tier 1 association means in respect of the financial year, the association has a revenue of less than \$250 000 in accordance with section 64(1) of the Act;

tier 2 association means in respect of the financial year, the association has a revenue of not less than \$250 000 and not more than \$1 000 000 in accordance with section 64(2) of the Act;

tier 3 association means in respect of the financial year, the association has a revenue of more than \$1 000 000 in accordance with section 64(3) of the Act;

treasurer means the director holding office as the treasurer of the Association.

2. Name and Insignia

- (1) The name of the Association shall be the Western Australian Fencing Association Incorporated or Inc.
- (2) The Association may also be referred to as “Fencing Western Australia”, “Fencing Western Australia Inc” or “FencingWA”
- (3) The Association colours shall be Black and Gold.
- (4) The Association Insignia shall be in a design adopted by the Association.

3. Financial year

- (1) The Association’s financial year will be the period of 12 months commencing on 1 July and ending on 30 June of each year.

4. Objects of Association

- (1) The objects of the Association are:
 - (a) To promote and encourage the sport of Fencing.
 - (b) To bring together into one association all Fencers in Western Australia.
 - (c) To actively promote a spirit of goodwill and friendship for all people involved in the activities of Fencing.
 - (d) To provide a safe and secure environment in which to participate or develop Fencing.
 - (e) To maintain the Rules of the Federation Internationale D’Escrime as a guideline for Fencing in Western Australia.
 - (f) To promote and control Fencing competitions within the State of Western Australia and to promote and regulate exhibitions, public displays, lectures and conferences in the State of Western Australia to further the interests of Fencing.
 - (g) To provide guidance, support and an overarching governance framework to promote and develop fencing clubs to grow the sport of fencing in Western Australia.

5. Not-for-profit body

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (3).
- (3) A payment to a member out of the funds of the Association is authorised if it is —
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

6. Powers of Association

- (1) The powers conferred on the Association are the same as those conferred by section 14 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 –
 - (e) acquire, hold, deal with, and dispose of any real or personal property;
 - (f) open and operate bank accounts;
 - (g) 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;
 - (h) borrow money upon such terms and conditions as the Association thinks fit;
 - (i) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
 - (j) appoint agents to transact any business of the Association on its behalf;
 - (k) enter into any other contract it considers necessary or desirable; and
 - (l) 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.

7. Membership

- (1) The Members of the Association will consist of:
 - (a) Member Clubs or organisations as pursuant to subrule (3);
 - (b) Ordinary members as pursuant to subrule (4);
 - (c) Associate members as pursuant to subrule (5);
 - (d) Life members as pursuant to subrule (6).
- (2) No other person may be a member unless authorised under subrule (1). The number of members of any category is not limited unless approved by resolution at a general meeting.
- (3) Fencing Clubs or organisations may apply to the Board to be registered as **Member Clubs**, who are entitled to vote at designated Strategy Meetings pursuant to rule 52.
- (4) Individuals may be registered with the Association as **Ordinary Members** if they are registered with a Member Club.
 - (a) Ordinary members may not be registered with the Association as members of more than one Member Club of the Association.
 - (b) The Board shall determine the categories of ordinary membership, fees to be charged for each ordinary membership category and the duration of that membership.
 - (c) Ordinary members are entitled to vote at General Meetings of the Association.
- (5) Individuals may apply to the Board to be registered as an **Associate Member**.
 - (a) Individuals may be registered with the Association as associate members if:
 - a. they are not already registered with a Member Club of this Association and are in a region deemed by the Board not supported by a Member Club; or
 - b. they are submitted as a registered club fencer of a Member Club according to Rule 52 and they are not an Ordinary Member or a Life Member;
 - (b) The Board, at its discretion, may also register a volunteer working in support of the Association's Objects as an associate member.
 - (c) Associate Members are not entitled to vote at General Meetings of the Association.
- (6) An Ordinary Member or an Associate Member is eligible for honorary **life membership** who has given outstanding service to the Association for a minimum period of ten years.
 - (a) Honorary life membership can only be bestowed at a General Meeting.
 - (b) An Honorary life member is a registered member of the Association for the period of their life or until they resign such position or are expelled from the Association.
 - (c) Honorary Members shall have the rights of an ordinary member
 - (d) All membership fees under rule 12 are waived for honorary life members.

8. Applying for membership

- (1) Membership of the Association shall be open to any fencing club or eligible individual interested in the sport of fencing who supports the Objects of the Association and has satisfied the provisions in this Constitution and by-laws regarding membership.
- (2) Any individual, fencing club or organisation who wishes to become a member must:
 - (a) apply for membership in such form as the Board from time to time directs;
 - (b) Meet the criteria for membership assessment as set down in this Constitution and the relevant by-law;
 - (c) Agree to comply with this Constitution and by-laws as set down by the Association;
 - (d) Fencing clubs who wish to become and remain member clubs must apply the Association's by-laws and conform to rule 4 (the Objects of the Association) for the management of their activities and competitions;

9. Dealing with membership applications

- (1) Subject to subrule (2), the Board must consider each application as a Member Club or unregistered Associate Member in the order in which they are received, and decide whether to accept or reject the application.
- (2) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (3) Subject to subrule (4), the Board will accept any application for ordinary membership or associate membership which is submitted by a Member Club.
- (4) The Board must not accept an application unless the applicant —
 - (a) has applied for the appropriate category of membership indicated in rule 7; and
 - (b) is eligible and has applied in accordance with rule 8.
 - (c) Has not been suspended or expelled in accordance with rule 14.
- (5) The Association will not exclude or discriminate against any individual because of their sex, marital status, pregnancy, parental status, race, age, disability, sexuality, gender status, religion, political belief and/or industrial activity.
- (6) The Board must notify the applicant of any decision to reject an application as soon as practicable after making the decision, together with the reasons for doing so.
- (7) Any applicant who is rejected under subrule (6) must, if they wish to appeal against that decision, give notice to the Secretary of their intention to do so within a period of 14 days from the date they are advised of the rejection.
- (8) When notice is given under subrule (7), 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 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.
- (9) An applicant for membership of the Association becomes a member when —
 - (a) the Board or General Meeting accepts the application; and
 - (b) the applicant pays any membership fees payable to the Association under rule 12.
- (10) When an applicant becomes a member, the new member:
 - (a) is entitled to exercise all the rights and privileges of their membership category, and must comply with all of the obligations of membership under this constitution.

- (b) must receive a copy of the current constitution in accordance with section 36(1)(b) of the Act. This may be by electronic transmission or details for the Association website unless the member requests that the rules be provided as a hard copy.

10. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
 - (a) for a member who is an individual, the individual dies;
 - (b) for a member who is a Member Club, the Member Club is wound up;
 - (c) the person resigns from the Association under rule 11;
 - (d) the person is expelled from the Association under rule 14;
 - (e) the person ceases to be a member under rule 12(4) or 12(6).
- (2) The registrar must keep a record, for at least one year after a person ceases to be a member, of —
 - (a) the date on which the person ceased to be a member; and
 - (b) the reason why the person ceased to be a member.
- (3) The rights of a member are not transferable and end when membership ceases.

11. Resignation

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the secretary.
- (2) The resignation takes effect —
 - (a) when the secretary receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the owed amount) at the time of resignation.
- (4) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

12. Membership Subscriptions

- (1) The Board must determine the entrance fee (if any) and annual membership fee (if any) to be paid for membership of the Association.
- (2) The fees determined under subrule (1) may be different for different categories of membership.
- (3) A member must pay the annual membership fee to the Association by the date (the **due date**), and payment mechanism/s, determined by the Board.
- (4) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- (5) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired —
 - (a) the Board may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.
- (6) If any membership category subscription other than Life Membership is determined to be at no cost (\$0) then the person ceases to be a member at the end of the following calendar year for which they were nominated as a member.

13. Register of members

- (1) The registrar is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and registered individuals and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the category of membership (if applicable) to which each member or registered individual belongs and the date on which each member becomes a member.
- (3) A member or registered individual who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (4) If a member or registered individual—
 - (a) inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Board may require the member or registered individual 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.

14. Suspension or expulsion

- (1) The Board may decide to suspend a member's membership or to expel a member from the Association if —
 - (a) the member contravenes any of these rules;
 - (b) the member acts detrimentally to the interests of the Association; or
 - (c) the member is suspended or expelled in accordance with the Member Protection Policy
- (2) If a member is suspended or expelled in accordance with the Member Protection Policy then the procedures specified in the Member Protection Policy shall apply;
- (3) Excepting those matters addressed under subrule (2), the secretary must give the member written notice of the proposed suspension or expulsion at least 7 days before the Board meeting at which the proposal is to be considered by the Board.
- (4) The notice given to the member in subrule (3) must state —
 - (a) when and where the Board meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion;
- (5) At the meeting to consider a suspension or expulsion proposal under subrule (3), the Board must —
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Association.

- (6) A decision of the Board under subrule (5) to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (7) The Board must give the member written notice of the Board's decision under subrule (5), and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- (8) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under subrule (7), give written notice to the secretary requesting the appointment of a mediator under rule 18.
- (9) If notice is given under subrule (8), the member who gives the notice and the Board are the parties to the mediation.

15. Consequences of suspension

- (1) During the period a member's membership is suspended, the member —
 - (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (2) When a membership is suspended, the secretary must record in the register of members —
 - (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

16. Grievance procedure

- (1) If a matter of Member Protection has been raised then the matter will be addressed in accordance with the Member Protection Policy in place at that time.
- (2) Unless a matter has been raised in accordance with the Member Protection Policy, the parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- (3) If the matter has not been addressed in accordance with subrule (1) or the Member Protection Policy, then any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (4) Within 28 days after the secretary is given the notice in accordance with subrule (3), a Board meeting must be convened to consider and determine the dispute.
- (5) At least 7 days before the Board meeting at which the dispute is to be considered, the secretary must give each party to the dispute written notice stating —
 - (a) when and where the Board meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- (6) If the dispute is between one or more members and the Association and any party to the dispute gives written notice to the secretary stating that the party does not agree to the dispute being determined by the Board, then the Board must not determine the dispute and must instead appoint a mediator under rule 18.

17. Determination of a dispute by the Board

- (1) At the Board meeting at which a dispute is to be considered, the Board must —
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute unless prohibited under rule 16(6).
- (2) The Board must give each party to the dispute written notice of the Board's determination under subrule (1), and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Board's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 18.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

18. Appointment of mediator

- (1) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a member under rule 14(8) — by agreement between the Member and the Board; or
 - (b) if the appointment of a mediator was requested by a party to the dispute under rule 16(6)(6) or 17(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (1)(b), then, subject to subrules (3) and (4), the Board must appoint the mediator.
- (3) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - (a) a member under rule 14(8); or
 - (b) a party to the dispute under rule 16(6)(6); or
 - (c) a party to the dispute under rule 17(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the Board may be a member or former member of the Association but must not —
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

19. Mediation process

- (1) The parties to a mediation under rule 14(8), rule 16(6)(6) or rule 17(3) must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.

- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

20. If mediation results in a decision to suspend or expel being revoked

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 14(8); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion.

21. Board of Directors

- (1) The Board of Directors are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association and in particular provide the strategic direction of the Association.
- (2) Subject to the Act, these rules, by-laws, policies and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules, and the by-laws and policies.
- (4) Subject to subrule (11), The Board of Directors consist of not more than nine directors, comprising—
 - (a) seven elected Directors; and
 - (b) up to two further Directors appointed by the Board.
- (5) The Board will elect the following office holders from one of the Directors who will hold office as such until the Board resolves otherwise or they retire from such office or they cease to be a Director—
 - (a) a President;
 - (b) a Secretary;
 - (c) a Treasurer.
- (6) A person may be a Director if the person is —
 - (a) an individual who has reached 18 years of age;
 - (b) not, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
 - (c) Is not otherwise ineligible under section 39 of the Act;
- (7) A person must be an ordinary member who has reached 18 years of age or the parent of an ordinary member who is below the age of 18 years of age to be an elected Director.
- (8) A person must not hold 2 or more of the offices mentioned in subrule (5) at the same time.
- (9) The Board will also appoint a registrar who may or may not be a member of the Board.

- (10) The Board may also appoint vice-presidents and apply alternative titles to directors in accordance with their assigned portfolio of board responsibilities.
- (11) Upon this Constitution taking effect, there shall be up to ten (10) directors of the Association who shall be the members of the committee in place immediately prior to the time that this Constitution takes effect.
- (12) Subject to rule 28, the directors in place under subrule (11) shall remain in place until the first Annual General Meeting after this constitution takes effect.

22. President

The President has the following duties —

- (1) It is the duty of the President to consult with the secretary regarding the business to be conducted at each Board meeting and general meeting.
- (2) The President has the powers and duties relating to convening and chairing Board meetings general meetings and strategy meetings provided for in these rules.
- (3) The President shall also be the nominated spokesperson for the Association.

23. Secretary

The Secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) ensuring each new member receives a copy of the constitution in accordance with section 36(1)(b) of the Act;
- (c) consulting with the President regarding the business to be conducted at each Board meeting and general meeting;
- (d) preparing the notices required for meetings and for the business to be conducted at meetings;
- (e) unless another member is authorised by the Board to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (f) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (g) unless another member is authorised by the Board to do so, maintaining on behalf of the Association a record of directors and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (h) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (i) maintaining full and accurate minutes of Board meetings and general meetings;
- (j) carrying out any other duty given to the secretary under these rules or by the Board.

24. Treasurer

The treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;

- (f) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the treasurer under these rules or by the Board.

25. Election of Directors

- (1) A member becomes a Director if the member —
 - (a) is elected to the Board at a general meeting; or
 - (b) is appointed to the Board by the Board to fill a casual vacancy under rule 29 or
 - (c) is appointed to the Board by the Board as an independent Director
- (2) At least 42 days before an annual general meeting, the secretary must send written notice to all the members —
 - (a) calling for nominations for election to the Board; and
 - (b) stating the date by which nominations must be received by the secretary to comply with subrule (3).
- (3) A member who wishes to be considered for election to the Board at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 28 days before the annual general meeting.
- (4) The written notice must include a statement by another member in support of the nomination.
- (5) A member whose nomination does not comply with this rule is not eligible for election to the Board unless the member is nominated under subrule (6)(b).
- (6) If the number of members nominating for the position of Director is not greater than the number to be elected, the President —
 - (a) must declare each of those members to be elected to the position; and
 - (b) may call for further nominations from ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- (7) If the number of members nominating for the position of Director is greater than the number to be elected then the eligible ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
- (8) Upon the election of directors at the first annual general meeting or special general meeting to be held after the adoption of this constitution, four elected directors will be determined by lot, who will cease to be directors at the next annual general meeting, but will be then eligible for re-election or reappointment to the Board of Directors at that annual general meeting.

26. Term of office

- (1) The term of office of a Director begins when the member —
 - (a) is elected at an annual general meeting or under subrule 27(3)(b); or
 - (b) is appointed by the Board.
- (2) The term of office of a Director will conclude when Board positions are declared vacant at the second annual general meeting after the term begins or when membership of the board ceases under rule 28.

- (3) A Director may be re-elected subject to subrule (4).
- (4) A a director may only serve for a maximum of five terms, at the end of the fifth term they will cease to be a Director at the next annual general meeting, and will not be eligible for re-election to the Board of Directors at that annual general meeting.
- (5) A Director who has served the maximum of five terms may be appointed to the Board through a Board appointed position under subrule (1) or through a casual vacancy under rule 30 for a further maximum term to be determined by the Board.

27. Resignation and removal from office

- (1) A director may resign from the Board by written notice given to the secretary or, if the resigning member is the secretary, given to the President.
- (2) The resignation takes effect —
 - (a) when the notice is received by the secretary or President; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
 - (a) remove a director from office; and
 - (b) elect a member who is eligible under rule 21(6) and 21(7) to fill the vacant position.
- (4) A director who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the secretary or President and may ask that the representations be provided to the members.
- (5) The secretary or President may give a copy of the representations to each member or, if they are not so given, the director may require them to be read out at the general meeting at which the resolution is to be considered.

28. When membership of Board ceases

A person ceases to be a director if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the Board or is removed from office under rule 27; or
- (c) becomes ineligible to accept an appointment or act as a director under section 39 of the Act;
- (d) becomes permanently unable to act as a director because of a mental or physical disability; or
- (e) is absent from
 - i. 3 consecutive board meetings; or
 - ii. More than 3 board meetings in the same financial year;
 of which the person has been given notice, without having notified the Board that the person will be unable to attend, and the Board has resolved to declare the office vacant.

29. Filling casual vacancies

- (1) The Board may appoint a member who is eligible under rules 21(6) and 21(7) to fill a vacant position on the Board in accordance with rule 21(4) that —
 - (a) has become vacant under rule 28; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 28(3)(b).
- (2) If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule rules 21(6) and 21(7) to fill the position within 14 days after the vacancy arises.

- (3) Subject to the requirement for a quorum under rule 36, the Board may continue to act despite any vacancy in its membership.
- (4) If there are fewer directors than required for a quorum under rule 36, the Board may act only for the purpose of —
 - (a) appointing directors under this rule; or
 - (b) convening a general meeting.

30. Validity of acts

The acts of a Board or subcommittee, or of a director or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a director or member of a subcommittee.

31. Payments to directors

- (1) In this rule **director** includes a member of the Board or a subcommittee.
- (2) Wherever possible, directors should ensure that all payments by or on behalf of the Association are made by the Treasurer by electronic fund transfer from the Association bank account only upon provision of a valid tax invoice.
- (3) A director is entitled to be paid out of the funds of the Association for any out-of-pocket transport or accommodation expense properly incurred in connection with Association business greater than 100km from the director's usual place of residence; provided the director provides valid tax invoices to validate all expenses incurred.

32. Board meetings

- (1) The Board must meet at least 6 times in each year on the dates and at the times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the directors as soon as practicable after the annual general meeting at which the directors are elected.
- (3) Special Board meetings may be convened by the President or any 2 directors.

33. Notice of Board meetings

- (1) Notice of each Board meeting must be given to each director at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the directors at the meeting unanimously agree to treat that business as urgent.

34. Procedure and order of business

- (1) The President must chair each Board meeting or, if the President is absent or are unable to chair a meeting, the directors at the meeting must choose one of them to chair the meeting.
- (2) The Board must determine the procedure to be followed at a Board meeting from time to time.

- (3) The order of business at a Board meeting may be determined by the directors at the meeting.
- (4) A member or other person who is not a director may attend a Board meeting if invited to do so by the Board.
- (5) A person invited under subrule (4) to attend a Board meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

35. Use of technology to be present at Board meetings

- (1) The presence of a director at a Board meeting need not be by attendance in person but may be by that director and each other director at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a Board meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

36. Quorum for Board meetings

- (1) A quorum of the Board will consist of not less than three or half of the members of the Board, whichever is the greater.
- (2) Subject to rule 29(4), no business is to be conducted at a Board meeting unless a quorum is present.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting —
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (4) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of a Board meeting held under subrule (3)(b); and
 - (b) at least 2 directors are present at the meeting,those members present are taken to constitute a quorum.

37. Voting at Board meetings

- (1) Each director present has one vote on any question arising at a Board meeting.
- (2) A motion is carried if a majority of directors present at a meeting vote in favour of the motion.
- (3) If votes are divided equally, the meeting chairperson has a second or casting vote.
- (4) A vote may take place by the directors present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is required.
- (5) If required, the meeting chairperson will decide how the secret ballot is to be conducted.

38. Minutes of Board meetings

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.

- (2) The minutes must record the following —
 - (a) the names of the directors present at the meeting;
 - (b) the name of any person attending the meeting under rule 34(4);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Board meeting must be entered in the Association’s minute book within 21 days after the meeting is held.
- (4) The President must ensure that the minutes of a Board meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next Board meeting.
- (5) When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at a meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

39. Subcommittees and subsidiary offices

- (1) To help the Board in the conduct of the Association’s business, the Board may, in writing, do either or both of the following —
 - (a) appoint one or more subcommittees;
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee may consist of the number of people, whether or not members, that the Board considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the Board —
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

40. Delegation to subcommittees and holders of subsidiary offices

- (1) In this rule —

non-delegable duty means a duty imposed on the Board by the Act or another written law.
- (2) The Board may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.

- (6) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.
- (7) The Board may, in writing, amend or revoke the delegation.

41. Annual general meeting

- (1) The Board must determine the date, time and place of the annual general meeting within 6 months after the end of the Association's financial year.
- (2) The ordinary business of the annual general meeting is as follows —
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the Board's annual report on the Association's activities during the preceding financial year; and
 - (ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
 - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (c) to elect the directors;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
- (3) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

42. Special general meetings

- (1) The Board may convene a special general meeting.
- (2) The Board must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
 - (a) make the requirement by written notice given to the secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (5) If the Board does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under subrule (5) —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.

43. Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 42(5), the members convening the meeting, must give to each member —
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.

- (2) The notice must —
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the Board under rule 25(3); and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 44(7).

44. Proxies

- (1) An eligible voting member may appoint their Member Club as their proxy to vote and speak on their behalf at a general meeting.
- (2) The appointment of a Member Club proxy must:
 - (a) be in writing, signed by each eligible member nominating their Member Club as their proxy.
 - (b) indicate the name of the Member Club representative who will exercise proxy votes;
 - (c) must be given to the secretary before the commencement of the general meeting for which the proxy is appointed; and
 - (d) if sent by post or electronically is of no effect unless received by the Association not later than 24 hours before the commencement of the meeting
- (3) The member appointing the Member Club proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (4) If no instructions are given to the Member Club, the official representative of the Member Club may vote on behalf of the members in any matter as they see fit.
- (5) The parent or legal guardian of an eligible voting member who is less than 18 years of age may act as their proxy to vote and speak on their behalf at a general meeting in any matter as they see fit.
- (6) The parent or legal guardian must clearly state each child for which they are acting as proxy on the register of attendees at the meeting.
- (7) Notice of a general meeting under rule 43 must state that the member may appoint their Member Club or (where the member is less than 18 years of age) a parent or legal guardian as a proxy for the meeting.

45. Use of technology to be present at general meetings

- (1) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a general meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

46. Presiding member and quorum for general meetings

- (1) The President must chair each general meeting or, if the President is unable, the directors at the meeting must choose one of them to chair the general meeting.
- (2) A quorum will consist of not less than ten members or 50% of the membership (whichever is the lesser) personally present.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to —
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the chairperson 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.
- (5) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (4)(b); and
 - (b) at least 2 ordinary members are present at the meeting,those members present are taken to constitute a quorum.

47. Adjournment of general meeting

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 43.

48. Voting at general meeting

- (1) On any question arising at a general meeting —
 - (a) subject to subrule (6), each ordinary member is entitled to one vote unless the member may also vote on behalf of a Member Club under subrule (2); and
 - (b) ordinary members may vote personally or by proxy.
- (2) A Member Club may, in writing, appoint an individual member, to vote on behalf of the Member Club on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- (3) A copy of the document by which the appointment is made must be given to the secretary before any general meeting to which the appointment applies.

- (4) The appointment has effect until —
 - (a) the end of any general meeting to which the appointment applies; or
 - (b) the appointment is revoked by the Member Club and written notice of the revocation is given to the secretary.
- (5) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- (6) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (7) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- (8) For a person to be eligible to vote at a general meeting as an ordinary member, or on behalf of an ordinary member that is a Member Club under subrule (2), the ordinary member —
 - (a) must have been an ordinary member at the time notice of the meeting was given under rule 43; and
 - (b) must have paid any fee or other money payable to the Association by the member.

49. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting —
 - (a) to affiliate the Association with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Subrule (1) does not limit matters in relation to which a special resolution may be proposed.

50. Determining whether resolution carried

- (1) Subject to subrule (3), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.
- (2) If the resolution is a special resolution, the declaration under subrule (1) must identify the resolution as a special resolution.
- (3) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person or by proxy —
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (4) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (5) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (6) A declaration under subrule (1) or (3) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

51. Minutes of general meeting

- (1) The secretary, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
 - (a) the names of the ordinary members attending the meeting including any proxies under 44(6); and
 - (b) any proxy forms given to the chairperson of the meeting under rule 44(2); and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 41(3)(b)(ii) or (iii); and
 - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 41(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at a meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

52. Strategy Meetings

- (1) The purpose of a Strategy Meeting is to seek alignment between Member Clubs and the Board of the strategic direction of the Association.
- (2) The Board must convene a Strategy Meeting at least once in each Financial Year on a date, time and place determined by the Board.
- (3) Each Member Club will appoint one representative to attend a Strategy Meeting and exercise votes in accordance with subrule (8).
- (4) Only members of the Board, persons invited by the Board, and the nominated Member Club representatives shall attend the Strategy Meeting.
- (5) The President (or if the President is unable to do so, then another director present) must chair the Strategy Meeting.
- (6) Each Member Club representative will be entitled to exercise a number of votes, in accordance with the following table:

Number of registered club fencers according to Subrule (10)	Number of Votes
<25	1
25 – 50	2
51 – 150	3
151 – 250	4
>250	5

- (7) The secretary must give at least 14 days' notice to each Member Club of a Strategy Meeting. The notice must —
- (a) specify the date, time and place of the meeting; and
 - (b) indicate each item of business to be considered, which will be confined to one or more of the following for consideration and possible endorsement:
 - i. A strategic or business plan;
 - ii. An operational plan;
 - iii. An annual budget;
 - iv. A new or substantially revised by-law or policy; or
 - v. A substantial change to this Constitution be put forward for a vote at a General Meeting.
 - (c) include a draft document in relation to each matter raised in subrules (b)(i. – v)
- (8) On each item of business arising at a Strategy Meeting —
- (a) Member Club representatives shall have the opportunity to discuss the draft document circulated according to subrule (7)(c) and make any revisions or amendments that those present consider appropriate.
 - (b) At the conclusion of the discussion each Club Member representative will cast their votes in accordance with subrule (6) to support the proposed document (as revised by the meeting) or not.
 - (c) If votes are divided equally, the chairperson will exercise a casting vote.
 - (d) If an item is not supported then the chairperson may :
 - i. Direct the meeting to continue the discussion under subrule (8)(a); or
 - ii. Set the item aside for further consideration by the Board for presentation to the subsequent Strategy Meeting; or
 - iii. Continue to apply the current plan, strategy, by-law or policy.
- (9) No Strategy Meeting outcome will prevent the Board from making any decisions deemed necessary to become or remain compliant with any Western Australian or Australian Government legislation or any contrary direction determined at a General Meeting;
- (10) Each Member Club must submit to the registrar a list of registered club fencers (registered individuals) to the Association at least 30 days before the end of the calendar year.
- (a) The list must include for each registered club fencer:
 - i. Name (unless withheld);
 - ii. year of birth;
 - iii. gender (where indicated);
 - iv. suburb of residence;
 - (b) The registered fencers listed will be recognised (where eligible) as Associate Members according to Rule (7)(5), and will be used for the purposes of subrule (7), for statistical purposes; and to calculate public liability insurance requirements.
 - (c) For the purposes of this Rule, the number of registered individuals of a Member Club will remain fixed until the end of the following calendar year.
- (11) Each Member Club must notify the Secretary of the appointment of the Member Club representative appointed by the Member Club before at least one day before the Strategy Meeting to which the appointment first applies.
- (12) Each Member Club representative must be an ordinary member or a life member in accordance with Rule 7 and must not be a Director of the Association.
- (13) Each Member Club warrants that the representative is empowered by the appointing Member Club to consider, make decisions and vote at a Strategy Meeting.
- (14) The term of each Member Club representative continues until a replacement Member Club representative is appointed by the Member Club and the Member Club notifies the Association in writing of the appointment of the replacement Member Club representative.

53. Association funds

- (1) Association funds may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.
- (2) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (3) Subject to any restrictions imposed at general meeting, the Board may open additional term deposit where those funds will not be required within the term of the deposit. Upon maturity, the term deposit and interest will either:
 - (a) Be reinvested in a further term deposit; or
 - (b) Deposited into the Association's account
- (4) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
- (5) The Board will create an Annual Budget, to be authorised by Member Clubs under Rule 52 which will assign expenditure against each item identified in the Business Plan. The Director or subcommittee responsible for a Business Plan item will assign expenditure according to the agreed Budget;
- (6) The Board may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring Board approval for each item on which funds are expended.
- (7) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association, and electronic fund transfers from the Association bank account must be authorised by —
 - (a) 2 directors; or
 - (b) one director and a person authorised by the Board.
- (8) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

54. Financial statements and financial reports

- (1) For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Without limiting subrule (1), the Association will annually, and as applicable:
 - (a) prepare financial statements or a financial report;
 - (b) prepare an audit of the financial statements or financial report; and
 - (c) present to the annual general meeting the financial statements or financial report, and the auditor's report.

55. By-laws

- (1) The Association may, by resolution at a strategy meeting or general meeting, make, amend or revoke by-laws.
- (2) By-laws may —
 - (a) provide for the rights and obligations that apply to any categories of associate membership approved under rule 7(5); and
 - (b) impose restrictions on the Board's powers, including the power to dispose of the association's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and

- (d) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

56. Executing documents and common seal

- (1) The Association may execute a document without using the common seal if the document is signed by —
 - (a) 2 directors; or
 - (b) one director and a person authorised by the Board.
- (2) If the Association has a common seal —
 - (a) the name of the Association must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the committee and in the presence of —
 - (i) 2 directors; or
 - (ii) one director and a person authorised by the Board,and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the secretary or another director authorised by the Board.

57. Giving notices to members

- (1) In this rule **recorded** means recorded in the register of members.
- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
 - (a) delivered by hand to the recorded address of the member ; or
 - (b) sent by prepaid post to the recorded postal address of the member; or
 - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

58. Custody of books and securities

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

59. Record of office holders

The record of directors and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.

60. Inspection of records and documents

- (1) Subrule (2) applies to a member who wants to inspect —
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of directors, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) any other record or document of the association.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

61. Publication by directors of statements about Association business prohibited

A director must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Board meeting unless —

- (a) the director has been authorised to do so at a Board meeting; and
- (b) the authority given to the director has been recorded in the minutes of the Board meeting at which it was given.

62. Distribution of surplus property on cancellation of incorporation or winding up

On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

63. Alteration of rules

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