

New South Wales Fencing Association Incorporated Rules

Part 1 – Preliminary

1. Name

- 1.1. The name of the Association shall be the “New South Wales Fencing Association Incorporated”.
- 1.2. The name of the Association may be abbreviated to “NSWFA Inc.” or “NSW Fencing”.

2. Definitions

- 2.1. In these rules:

“**Act**” means the Associations Incorporated Act 1984 as amended;

“**Affiliated Club**” means a club as defined under Rule 15

“**Affiliated Coaches Organisation**” means an organisation as defined by Rule 16.

“**AFF Inc.**” means the Australian Fencing Federation Incorporated or any successor organisation with the same or similar functions.

“**Annual Membership fee**” means the fee as defined by rule 10

“**AOC**” means the Australian Olympic Committee or any successor organisation with the same or similar functions.

“**Association**” means the New South Wales Fencing Association Incorporated.

“**Associate Member**” means a member of the Association as defined under Rule 5.6.

“**Club Delegate**” means a delegate to the Committee as defined under rule 15.1.

“**Committee**” means the **Executive and the Delegates referred to herein from time to time.**

“**Director-General**” means the Director-General of the Department of Fair Trading.

“Executive” means the office-bearers and ordinary Executive members from time to time.

“Fencer” means a person who participates in the sport of fencing in any material capacity, including presiding, physical and technical support and administration of the activity of fencing.

“FIE” means the Federation International d’Escrime or any successor organisation with the same or similar functions.

“Honorary Member” means a member of the Association as defined under Rule 5.5(a).

“Junior Member” means a member of the Association as defined under Rule 5.3(a).

“Joining Fee” means the fee as defined in rule 10.1

“Member Coach” means a member of the Association as defined under Rule 5.4(a).

“Member Coach Delegate” means a delegate to the Committee as defined under rule 18.6(b).

“Office-Bearer of the Association” means a member of the Executive as defined under Rule 18.2.

“Ordinary Executive Member” means a member of the Executive who is not an office-bearer of the association.

“Records of the Association” includes the registers of members of the Association, the minute books, the financial records of the Association, the Association's correspondence, the property inventories and any other documents kept by the secretary or by any other Executive member for the purposes of the Association;

“Registered member” means a member registered under Rule 9.

“Regulation” means the Associations Incorporation Regulation 1999 as amended.

“Secretary” means:

(a) the person holding office under these Rules as secretary of the Association; or

(b) where no such person holds that office – the public officer of the Association;

“Senior Member” means a member of the Association as defined under Rule 5.2(a).

“Special General Meeting” means a general meeting of the Association other than the annual general meeting.

“The Sport of Fencing” means competition fencing as defined by the rules and regulations and such other decisions, made from time to time by the FIE and such variations in that sport as are practiced from time to time by the members of the Association and Clubs as social or recreational fencing.

“Visiting Member” means a member of the Association as defined under Rule 5.7

2.2. In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

2.3. The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

3. Objects

3.1. The objects of the Association shall be:

- (a) to promote and encourage the sport of fencing in New South Wales;
- (b) to bring together into one Association all fencers in New South Wales;
- (c) to maintain the rules of the FIE as a guideline for all competition fencing in New South Wales;
- (d) to promote and control fencing competitions in New South Wales or elsewhere;
- (e) to promote the activity of social or recreational fencing in NSW or elsewhere; and
- (f) to promote and regulate exhibitions, lectures, conferences and training squads the aim of which is consistent with rule 3.1(a);

- (g) such other objects as the Executive considers from time to time are conducive to attaining the objectives above.

Part 2 – Membership and Affiliations

4. Membership qualifications

- 4.1. A person is qualified to be a member of the association if, but only if:
 - (a) the person is a person referred to in section 15 (1) (a), (b) or (c) of the Act (a pre-incorporation member) and has not ceased to be a member of the association at any time after incorporation of the association under the Act, or
 - (b) the person is a natural person who either:
 - (i) has submitted a completed membership application in the form approved by the Executive; and
 - (ii) paid on application or within twenty-eight days of the submission of the application form, the fee determined by the Executive from time to time for the type of membership applied for and any additional fee if accepted for some other type of membership; and
 - (iii) has been accepted as a member by the Executive or any person appointed by the Executive for that purpose; or
 - (c) the person is a natural person who:
 - (i) has submitted a completed membership renewal form in the form approved by the Executive; and
 - (ii) paid the membership renewal fee determined by the Executive from time to time for the type of membership renewed for or progressed to; or
 - (d) the person is a natural person who is an Honorary Member
- 4.2. The secretary must, on fulfillment of the requirements of rule 4.1 by the person, enter the person's name in the appropriate section of the register of members for the type of membership of the person so accepted or renewed and, on the name being so entered, the person becomes a member of the association of that type.

5. Types of Membership

5.1. The membership of the Association shall consist of:

- (a) Senior Members;
- (b) Junior Members;
- (c) Member Coaches;
- (d) Honorary Members; and
- (e) Associate Members.
- (f) Visiting Members

5.2. Senior Members

- (a) Senior members are members of the Association who comply with rule 4.1 above and have attained the age of eighteen as at 1st January in the year in question.
- (b) Senior members shall be entitled to vote at all general meetings of the association and may be appointed as delegates of affiliated clubs to the Committee.

5.3. Junior Members

- (a) Junior members are such members of the Association who comply with rule 4.1 above and have not attained the age of eighteen as at 1 January in the year in question.
- (b) Junior members are not entitled to vote at general meetings of the association, but are entitled to be delegates of affiliated clubs to the Committee

5.4. Member coaches

- (a) Member Coaches are such members of the Association who qualify to be senior members of the Association and have a coaching qualification recognised by the Australian Council of Coaches or AFF.
- (b) Member Coaches are entitled to vote at all general meetings of the association.

5.5. Honorary members

- (a) Honorary Members are such members of the Association who as a result of being:

- (i) especially distinguished fencers or past fencers; or
- (ii) persons who have rendered distinguished service to the Association or to the promotion and furtherance of fencing;

are, on the recommendation of the Committee, elected as honorary members of the Association, by a general meetings of the association.

- (b) An honorary member shall enjoy the rights of a senior member of the Association, but shall not be required to pay the membership fee for that membership.

5.6. Associate Members

- (a) All persons Interested in the sport of fencing, but who do not wish to participate directly, are eligible to become associate members of the Association.
- (b) Such application shall be in a form approved by the Executive, addressed to the secretary.
- (c) Such application shall enclose the prescribed fees and, if the Executive is satisfied that the application is in order, it shall cause the applicant's name to be added to the register of members under "Associate Members".
- (d) Associate members shall not be entitled to vote at general meetings and may not be appointed delegates or Proxies of affiliated clubs.

5.7. Visiting Members

- (a) Visiting international or interstate fencers may be elected as visiting members of the Association by the Executive for any period it deems appropriate.
- (b) Visiting members shall not be liable to pay any fees or subscriptions.
- (c) Visiting members shall not be entitled to vote at general meetings, nor shall they be delegates or proxies of any club.

6. Cessation of membership

6.1. A person ceases to be a member of the association if the person:

- (a) dies, or

- (b) resigns membership, or
- (c) is expelled from the association or
- (d) fails to pay the fees and subscriptions as are from time to time determined for the relevant type of membership by the executive in accordance with Rule 10 of these rules on application for or renewal of membership.

7. Membership entitlements not transferable

- 7.1. A right, privilege or obligation which a person has by reason of being a member of the association:
- (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of the person's membership.

8. Resignation of membership

- 8.1. A member of the association is not entitled to resign that membership except in accordance with this rule.
- 8.2. A member of the Association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other shorter period as the Executive may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 8.3. If a member of the association ceases to be a member under rule 8.2, and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9. Register of members

- 9.1. The secretary of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association, the type of membership held, together with the date on which the person became a member.
- 9.2. The register of members must be kept at the principal place of administration of the association from time to time and must be

open for inspection, free of charge, by any member of the association at any reasonable hour.

10. Fees and subscriptions

- 10.1. A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the executive from time to time for the type of membership, that other amount.
- 10.2. In addition to any amount payable by the member under rule 10.1, a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the executive from time to time for the type of membership or such other criteria as the Executive fixes, that other amount:
 - (a) except as provided by paragraph (b), before 31 March in each calendar year, or
 - (b) if the member becomes a member on or after 31 March in any calendar year – on becoming a member and before 31 March in each succeeding calendar year.
- 10.3. A member who fails to renew membership by 31 March each year shall be deemed to have ceased to be a member of the association and shall only be re-accepted as a member of the association upon the payment of the joining fee plus the annual membership fee.

11. Members' liabilities

- 11.1. The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 10.

12. Resolution of internal disputes

- 12.1. Disputes between members (in their capacity as members) of the association, are to be referred either to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983 or shall be determined in accordance with FIE competition rules from time to time and in the event that they are not dispositive of the issue, by mediation by a mediator mutually agreed or failing agreement, nominated by the president of AFF, and failing resolution by mediation, by the Court of Sport Arbitration, according to the nature of the dispute and the jurisdiction of each of those bodies from time to time.

- 12.2. In either case, unless directed by the body concerned otherwise, at least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

13. Disciplining of members

- 13.1. A complaint may be made to the Committee by any person that a member of the association:
- (a) has persistently refused or neglected to comply with a provision or provisions of these rules;
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association; or
 - (c) behaved in a manner detrimental to the sport of fencing.
- 13.2. On receiving such a complaint, the Committee:
- (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- 13.3. The Committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 13.4. If the Committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under rule 14.
- 13.5. The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

- (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under rule 14.5,

whichever is the later.

14. Right of appeal of disciplined member

- 14.1. A member may appeal to the association in general meeting against a resolution of the Committee under rule 13, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 14.2. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 14.3. On receipt of a notice from a member under rule 14.1, the secretary must notify the Committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- 14.4. At a general meeting of the association convened under rule 14.3:
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 14.5. If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

15. Affiliated Clubs

- 15.1. A club may be an affiliated club of the Association entitled to a Delegate to the Committee if it complies with the following criteria:
 - (a) it is a club which has a written constitution or rules, a president, secretary and/or treasurer and is situated within the State of New South Wales or elsewhere;
 - (b) its constitution provides that the rules of the FIE are a guidelines for its members in respect of competition fencing;

- (c) it has a membership of at least seven members of the Association.
- 15.2. A club wishing to affiliate with the Association shall apply in writing to the secretary, enclosing:
- (a) a copy of its constitution or rules;
 - (b) a list of the names and addresses of its then membership;
 - (c) material evidencing its compliance with sub-rule 15.1(c) above;
 - (d) the names of its office bearers and proposed delegates to the Committee; and
 - (e) the affiliation fee from time to time determined by the Committee.
- 15.3. If the Executive is satisfied that the club has complied with Rules 15.1 and 15.2 it shall instruct the secretary to add the club's name to the Register Of Affiliated Clubs.
- 15.4. If a Club wishes to affiliate but does not comply with Rule 15.1 (c) and has (subject to this Rule 15.4) otherwise complied with Rule 15, the Executive shall instruct the secretary to add the club's name to the Register Of Affiliated Clubs but the club will not be entitled to nominate a delegate to the Committee.

16. Affiliated Coaches Organisation

- 16.1. A Coaches Organisation, which may from time to time exist, may be an Affiliated Coaches Organisation of the Association if it complies with the following criteria:
- (a) it is an Organisation which has a written constitution or rules, a president, secretary and/or treasurer and is situated within the State of New South Wales;
 - (b) its constitution provides that the rules of the FIE are completely obligatory on all its members;
 - (c) it has a membership of at least four Member Coaches of the Association.
- 16.2. A Coaches Organisation wishing to affiliate with the Association shall apply in writing to the secretary, enclosing:
- (a) a copy of its constitution or rules;
 - (b) a list of the names and addresses of its then membership

- (c) material evidencing its compliance with sub-rule 16.1(c) above;
- (d) the names of its office bearers and delegate to the Committee;
and
- (e) the affiliation fee from time to time determined by the Committee.

If the Executive is satisfied that the coach's ongoing action has complied with Rules 16.1 and 16.2, it shall instruct the secretary to add the club's name to the register of Coaches ongoing action.

Part 3 – The Executive

17. Powers of the Executive

17.1. The Executive of the Association, subject to the Act, the Regulations and these rules and to any resolution passed by the association in general meeting:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised only by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the executive to be necessary or desirable for the proper management of the affairs of the association and the achievement of its objects.

18. Executive constitution and membership qualification

18.1. Subject in the case of the first members of the executive to section 21 of the Act, the executive is to consist of:

- (a) the office-bearers of the association, each of whom shall be senior or honorary members or member coaches elected under rule 19 at the last annual general meeting of the association;
- (b) 3 ordinary executive members, being senior or honorary members or member coaches elected under rule 19 at the last annual general meeting of the association.

18.2. The office-bearers of the Association are:

- (a) the President,

- (b) the Vice President
 - (c) the Treasurer, and
 - (d) the Secretary.
- 18.3. The Public Officer shall be the Secretary or failing the appointment of a Secretary such other of the members of the Committee as may be appointed from time to time.
- 18.4. Each member of the executive is, subject to these rules, to hold office until the conclusion of the second annual general meeting following the date of the member's election, but is eligible for re-election, unless previously re-elected twice in succession to that office.
- 18.5. In the event of a casual vacancy occurring in the membership of the executive, the executive may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

Committee

- 18.6. The Committee shall constitute the Executive and Delegates being:
- (a) if appointed by the relevant club, a Club Delegate from each Affiliated Club in New South Wales entitled to a delegate; and
 - (b) if appointed by the relevant Affiliated Coaches Organisation, a Member Coach Delegate from an Affiliated Coaches Organisation which from time to time may exist, being a Member Coach of the Association.
- 18.7. Where there is a casual vacancy in the membership of the Committee of a club delegate, then such a vacancy shall be filled by the relevant club, in accordance with its rules and the new nominee identified to the Secretary.
- 18.8. Where there is a casual vacancy in the membership of the Committee of a member coach delegate, then such vacancy shall be filled by the relevant Affiliated Coaches Organisation which from time to time may exist, in accordance with its rules and the new nominee identified to the Secretary.

19. Election of office bearers and ordinary Executive members

- 19.1. Nominations of candidates for election as office-bearers of the association or as ordinary executive members:
- (a) must be made in writing, signed by any 2 of the following members of the association:
 - (i) senior members;
 - (ii) honorary members; or
 - (iii) member coaches;
 - (b) must be accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (c) must be delivered to the secretary of the association at least 2 weeks before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 19.2. At the close of nominations, the secretary shall notify the clubs of all nominations received by letter or email addressed to the club secretary last identified to the Association by the Clubs.
- 19.3. If insufficient nominations are received to fill all vacancies on the ordinary executive, the candidates nominated are taken to be elected with effect from the date of the next annual general meeting and further nominations are to be received at that annual general meeting.
- 19.4. If only one nomination is received for any office, the nominee is to be taken to be elected with effect from the date of the next annual general meeting;
- 19.5. If insufficient nominations are received to fill all offices, further nominations are to be received at the annual general meeting.
- 19.6. If insufficient further nominations are received at the annual general meeting, any vacant positions remaining on the Executive are taken to be casual vacancies.
- 19.7. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 19.8. If the number of nominations received for a particular office or position exceeds the number of vacancies to be filled, a ballot is to be held in respect of the office or position so affected.

- 19.9. The ballot for the election of office-bearers and ordinary Executive members is to be conducted at the annual general meeting in such usual and proper manner as the Executive may direct and notify to the members not less than 10 days prior to the meeting.

20. Club Delegates to the Committee

- 20.1. Each affiliated club entitled to a delegate shall advise the secretary in writing, signed by the president of the affiliated club, of the name and address of its club delegate to the Committee and of any change thereof from time to time.
- 20.2. If an affiliated club fails to appoint a delegate to the Committee, that club's position on the Committee shall be taken to be a casual vacancy to which sub-rule 18.7 applies.

21. Member Coach Delegate to the Committee

- 21.1. An Affiliated Coaches Organisation, which from time to time may exist, shall advise the secretary in writing, signed by the president of such Affiliated Coaches Organisation, of the name and address of its delegate to the Committee and of any change thereof from time to time.
- 21.2. If such an Affiliated Coaches Organisation fails to appoint a delegate to the Committee, that Organisation's position on the Committee shall be taken to be a casual vacancy to which sub-rule 18.8 applies.

22. Secretary

- 22.1. The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- 22.2. The duties of the secretary shall include:
- (a) The keeping minutes of:
 - (i) all appointments of office-bearers, Executive members and members of the Committee;
 - (ii) the names of members of persons present at an Executive or a Committee meeting or a general meeting; and
 - (iii) all proceedings at Executive and Committee meetings and general meetings by stating the substance and effect of the proceedings and resolutions of the meeting.

Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting if accepted as a true record of the meeting by the next succeeding meeting.

- (b) Holding the office of Public Officer from time to time.

23. Treasurer

23.1. The duties of the treasurer of the association shall include:

- (a) that all money due to the association is collected and received by him or her, or on their behalf by a person authorised to do so, and that all payments authorised by the Executive of the association or its authorised delegates are made; and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

24. Casual vacancies

24.1. For the purposes of these rules, a casual vacancy in the office of a member of the Executive or Committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act*, or such act which from time to time may replace the *Corporations Act*, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under rule 25, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Executive or the Committee from all meetings of the Executive and Committee held during a period of 6 months.

25. Removal of member of the Executive

25.1. The association in general meeting may by resolution remove any member of the Executive, before the expiration of the member's term of office, and may by resolution appoint another person to hold

office until the expiration of the term of office of the member of the Executive so removed.

- 25.2. If a member of the Executive to whom a proposed resolution referred to in rule 25.1 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

26. Meetings and quorum

- 26.1. The Executive and the Committee must meet in person or by remote conference at least 4 times in each period of 12 months at such place and time as the Executive or Committee respectively may determine.
- 26.2. Additional meetings of the Executive or the Committee may be convened by the Executive, the Committee, the President at his or her discretion, or by any member of the Executive or Committee on good cause shown to the Secretary.
- 26.3. Oral or written notice of a meeting of the Executive and the Committee must be given by the secretary to each member of the Executive or the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Executive or the Committee) before the time appointed for the holding of the meeting.
- 26.4. Notice of a meeting given under rule 26.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- 26.5. Any 4 members of the Executive or 5 members of the Committee constitute a quorum for the transaction of business of a meeting of the Executive or the Committee respectively.
- 26.6. No business is to be transacted by the Committee unless a quorum is present in person or by remote connection and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week or to such other time and place as the Secretary shall communicate to the Committee members under rule 26.3.

- 26.7. If at the adjourned meeting a quorum is not present in person or by remote connection within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 26.8. At a meeting of the Executive or the Committee:
- (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the Executive or the Committee as may be chosen by the members present at the meeting is to preside.

27. Delegation by Executive and the Committee to sub-committees (called or styled "Commissions"):

- 27.1. The Executive or the Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the Executive thinks fit) the exercise of such of the functions of the Executive or the Committee as are specified in the instrument, other than:
- (a) this power of delegation, and
 - (b) a function which is a duty imposed exclusively on the Executive by the Act or by any other law.
- 27.2. A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 27.3. A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 27.4. Despite any delegation under this rule, the Executive or the Committee may continue to exercise any function delegated and if so exercised is done to the exclusion of any exercise of the power by the sub-committee.
- 27.5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Executive or the Committee.

- 27.6. The Executive or the Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 27.7. A sub-committee may meet and adjourn as it thinks proper.
- 27.8. A sub-committee may include in its activities and deliberations such persons, whether members of the association or not, who it considers may assist in the proper and efficient discharge of the functions delegated to it, unless specifically directed not to include such persons, either generally or by particular identity by the Executive or the Committee.

28. Voting and decisions

- 28.1. Questions arising at a meeting of the Executive or the Committee or of any sub-committee appointed are to be determined by a majority of the votes of members of the Executive, Committee or sub-committee present at the meeting personally or by remote connection.
- 28.2. Each member of the Executive or Committee or of any sub-committee appointed (including the person presiding at the meeting) present at a meeting, personally or by remote connection, is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 28.3. Subject to rule 26.5, the Executive or the Committee may act despite any vacancy on the Committee.
- 28.4. In the event that by reason of casual vacancies or otherwise, the number of Executive shall be reduced below the quorum or there is a persistent failure to achieve a quorum in properly convened meetings (which shall be evidence by at least 4 failures of adjourned meetings to achieve a quorum), any one or more elected members of the Executive are empowered to call a general meeting for the purposes of electing more members of the Executive or, in the event of persistent failure to achieve a quorum, for the meeting to consider removing all or some of the Executive members previously elected and the election of one or more new Executive members
- 28.5. Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive, the Committee or by a sub-committee appointed by the Executive or the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive, Committee or sub-committee.

Part 4 – General meetings

29. Annual general meetings – holding of

- 29.1. With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- 29.2. The association must hold its first annual general meeting:
- (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the association.
- 29.3. Rules 29.1 and 29.2 have effect subject to any extension or permission granted by the Director-General under section 26 (3) of the Act.

30. Annual general meetings – calling of and business at

- 30.1. The annual general meeting of the association is, subject to the Act and to rule 29, to be convened on such date and at such place and time as the Executive thinks fit.
- 30.2. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Executive and sub-committees reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary Executive members,
 - (d) to elect persons to other positions and offices as may be announced in the notice convening the meeting;
 - (e) to receive and consider the statement which is required to be submitted to members under section 26 (6) of the Act.

- 30.3. An annual general meeting must be specified as such in the notice convening it.

31. Special general meetings – calling of

- 31.1. The Executive may, whenever it thinks fit, convene a special general meeting of the association.
- 31.2. The Executive must, on the requisition in writing of at least 5 per cent of the total number of senior members, honorary members and member coaches convene a special general meeting of the association.
- 31.3. A requisition of members for a special general meeting:
- (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 31.4. If the Executive fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 31.5. A special general meeting convened by a member or members as referred to in Rule 31.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive and any member who consequently incurs expense is entitled to be reimbursed by the association for any reasonable and necessary expense so incurred.

32. Notice

- 32.1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each senior member, honorary member and member coach, specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- 32.2. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each senior member, honorary member and member coach specifying, in addition to the matter required under rule 32.1, the intention to propose the resolution as a special resolution.
- 32.3. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 30.2.
- 32.4. A senior member, honorary member or member coach desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from such a member.

33. Procedure

- 33.1. No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 33.2. Fifteen members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 33.3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 33.4. If at the adjourned meeting a quorum is not present in person or by proxy, within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

34. Presiding member

- 34.1. The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- 34.2. If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

35. Adjournment

- 35.1. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 35.2. If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 35.3. Except as provided in rules 35.1 and 35.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

36. Making of decisions

- 36.1. A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 36.2. At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- 36.3. If a poll is demanded at a general meeting, the poll must be taken:
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or

- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,
- (c) and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

37. Special resolution

37.1. A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

38. Voting

- 38.1. On any question arising at a general meeting of the association a member has one vote only.
- 38.2. All votes must be given personally or by proxy.
- 38.3. In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 38.4. A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.

39. Appointment of proxies

- 39.1. Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 39.2. The notice appointing the proxy is to be in writing, dated, naming the proxy and signed by the member appointing the proxy.

Part 5 – Miscellaneous

40. Insurance

- 40.1. The association must effect and maintain insurance under section section 44 of the Act.
- 40.2. In addition to the insurance required under rule 40.1, the association may effect and maintain other insurance.

41. Funds – source

- 41.1. The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the Executive determines.
- 41.2. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- 41.3. The association may issue an appropriate receipt upon reasonable request for a receipt or otherwise at its discretion.

42. Funds – management

- 42.1. Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the Executive determines.
- 42.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Executive or employees of the association, being members or employees authorised to do so by the Executive.

43. Alteration of objects and rules

- 43.1. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

44. Common seal

- 44.1. The common seal of the association must be kept in the custody of the public officer.
- 44.2. The common seal must not be affixed to any instrument except by the authority of the Executive and the affixing of the common seal must be attested by the signatures either of 2 members of the

Executive or of 1 member of the Executive and of the public officer or secretary.

- 44.3. Documents may be executed on behalf of the Association in the same manner as is authorised by the Corporations Act from time to time, substituting “office-bearer of the association” for “director” in relation to any such provision.

45. Custody of books

- 45.1. Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

46. Inspection of books

- 46.1. The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

47. Service of notices

- 47.1. For the purpose of these rules, unless otherwise provided, a notice may be served on or given to a person:
- (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person last communicated to the Association, or
 - (c) by sending it by facsimile transmission; or
 - (d) by the use of any other form of transmission of information to an address identified by the person as associated with that person for the purpose of receiving information.
- 47.2. For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of information transmission, on the date it was sent or, if the machine or device from which the transmission was

sent produces a report indicating that the notice was sent on a later date, on that date.