



CONSTITUTION

16TH MARCH 2024

WESTERN AUSTRALIA ALL ABILITIES FOOTBALL ASSOCIATION INCORPORATED
105 BANKSIA STREET, TUART HILL 6060

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ANNEXURE A - Allocation of Votes for all Resolutions

STATEMENT OF PURPOSE

The Western Australia All Abilities Football Association Incorporated is a non-profit organisation whose purposes are to:-

1. Initiate access for persons with a mental illness, intellectual, mental and/or physical disability to the game of Australian Rules Football.
2. Develop, manage and promote a football competition relevant to the skill level of persons with a mental illness, intellectual, mental and/or physical disability.
3. Create necessary skills and confidence in the participants so that integration processes can develop.
4. Encourage existing generic community groups to include persons with a mental illness, intellectual, mental and physical disability into their clubs.
5. Promote integration to sport providers to encourage a receptive environment which will accommodate the needs of people with a mental illness, intellectual, mental and physical disability.
6. Liaise and co-operate with all organisations that have comparable objectives.
7. Consult with the AFL and relevant councils, individuals and organisations for people with disabilities re: the competitions progress.

PART 1 — PRELIMINARY

1. Terms used

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

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

Association means the incorporated association to which these rules apply;

books, of the Association, includes the following —

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

by laws means by-laws made by the Association under rule 60;

chairperson means the committee member holding office as the chairperson of the Association;

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

committee means the management committee of the Association;

committee meeting means a meeting of the committee;

committee member means a member of the committee;

executive officer means the Executive officer (or general manager or other title) of the Association appointed from time to time by the committee under rule 28, and includes any person acting in that position;

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 association 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 2;

founding member means a member referred to in rule 4(1)(a) with the rights referred to in rule 7(4);

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

life member means a member with the rights referred to in rules 7(3) and 7(5);

member means a person (including a body corporate) who is a founding member, an ordinary member or an associate member of the Association;

ordinary member means a member referred to in rule 4(1)(b) with the rights referred to in rule 7(4);

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

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

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

special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

subcommittee means a subcommittee appointed by the committee under rule 46(1)(a);

tier 1 association means an incorporated association to which section 64(1) of the Act applies;

tier 2 association means an incorporated association to which section 64(2) of the Act applies;

tier 3 association means an incorporated association to which section 64(3) of the Act applies;

2. Financial year

- (1) The first financial year of the Association is to be the year ending 31 October in each year or such other date as the Board may determine in advance.
- (2) Each subsequent financial year of the Association is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

3. 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 sub rule (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.

PART 3 — MEMBERS

Division 1 — Membership

4. Eligibility for membership and becoming a member

- (1) Membership of the Association shall be constituted as follows;
 - (a) Founding member means, as at the date of adoption of this Constitution, the Western Australian Amateur Football League (Inc) being represented by a delegate nominated annually to the Association.
 - (b) Ordinary members means, as at the date of adoption of this Constitution:
 - (i) Coolbinia Amateur Football and Sporting Club Inc;
 - (ii) Fremantle CBC Amateur Football Club Inc;
 - (iii) High Wycombe Amateur Football Club Inc;
 - (iv) Kingsway Football and Sporting Club Inc;
 - (v) Mandurah Mustangs Football Club Inc;
 - (vi) North Beach Football Club Inc;
 - (vii) Warnbro Swans Football and Sporting Association Inc;
 - (viii) Wembley Athletic Club Inc;
 - (ix) Willetton Football Club Inc;
 - (x) Curtin University Wesley Amateur Football Club Inc
 - (xi) Kelmscott Bulldogs Football Club Inc. and
 - (xii) Swan Districts Football Club

with each member being represented by a delegate nominated annually to the Association.

- (c) Members of the committee elected or appointed pursuant to rule 29.
- (d) Life members of the Association in pursuant to rule (7)(3).
- (e) Associate members so determined from time to time by the committee in pursuant to rule (7)(2).

5. Applying for membership

- (1) A person who wants to become a member must apply in writing to the Association.
- (2) The application must include a member's nomination of the applicant for membership.
- (3) The application must be signed by the applicant and the member nominating the applicant.
- (4) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

6. Dealing with membership applications

- (1) The committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) Subject to sub rule (3), the committee must consider applications in the order in which they are received by the Association.
- (3) The committee may delay its consideration of an application if the committee 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.
- (4) The committee must not accept an application unless the applicant —
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 5.
- (5) The committee may reject an application even if the applicant —
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 5.
- (6) The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.

7. Classes of membership

- (1) The Association consists of the founding member, ordinary members, committee members, associate members provided for under sub rule (2) and life members provided for under sub rule (3).
- (2) The Association may have any class of associate membership approved by resolution at a general meeting.

- (3) The Association may consist of life members being persons who have rendered outstanding service to the Association and who, following a recommendation by the committee, have been elected a life member by a special resolution passed by the members at a general meeting in accordance with section 51 of the Act;
- (4) The founding member and ordinary members have voting rights at any general meeting of the Association and any other rights conferred on members by these rules.
- (5) An associate member and life member have no voting rights.
- (6) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

8. 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 body corporate, the body corporate is wound up;
 - (c) the person resigns from the Association under rule 9;
 - (d) the person is expelled from the Association under rule 14;
 - (e) the person ceases to be a member under rule 11(4);
 - (f) for an ordinary member, the member does not nominate and field at least one team in the Integrated football competition administered by the Western Australian Amateur Football League (Inc), and the member's cessation is passed by a special resolution by the members at a general meeting in accordance with section 51 of the Act.
- (2) The Association 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.

9. Resignation

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the Executive officer.
- (2) The resignation takes effect —
 - (a) when the Executive officer 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.

10. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

Division 2 — Membership fees

11. Membership fees

- (1) The committee must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.
- (2) The fees determined under sub rule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to the Association, by the date (the **due date**) determined by the committee.
- (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 sub rule (4) offers to pay the annual membership fee after the period referred to in that sub rule has expired —
 - (a) the committee 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.

Division 3 — Register of members

12. Register of members

- (1) The Executive officer, or another person authorised by the committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members 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 class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the Association's place of residence, or at another place determined by the committee.
- (4) A member who wishes to inspect the register of members must contact the Executive officer to make the necessary arrangements.
- (5) If —
 - (a) a member 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) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

13. Term used: member

In this Part —

member, in relation to a member who is expelled from the Association, includes former member.

Division 2 — Disciplinary action

14. Suspension or expulsion

- (1) The committee 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; or
 - (b) the member acts detrimentally to the interests of the Association.
- (2) The Association must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- (3) The notice given to the member must state —
 - (a) when and where the committee 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 committee about the proposed suspension or expulsion;
- (4) At the committee meeting, the committee 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 committee 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.
- (5) A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- (7) 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 sub rule (6), give written notice to the Executive officer requesting the appointment of a mediator under rule 22.

- (8) If notice is given under sub rule (7), the member who gives the notice and the committee 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 member's membership is suspended, the Executive officer 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 Executive officer must record in the register of members that the member's membership is no longer suspended.

Division 3 — Resolving disputes

16. Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

17. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes —

- (a) between members; or
- (b) between one or more members and the Association.

18. Parties to attempt to resolve dispute

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.

19. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 18, any party to the dispute may start the grievance procedure by giving written notice to the Executive officer of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.

- (2) Within 28 days after the Executive officer is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (3) The Executive officer must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
 - (a) when and where the committee 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 committee about the dispute.
- (5) If —
 - (a) the dispute is between one or more members and the Association; and
 - (b) any party to the dispute gives written notice to the Executive officer stating that the party —
 - (i) does not agree to the dispute being determined by the committee; and
 - (ii) requests the appointment of a mediator under rule 22,the committee must not determine the dispute.

20. Determination of dispute by committee

- (1) At the committee meeting at which a dispute is to be considered and determined, the committee 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 committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the committee's determination under sub rule (1)(c), give written notice to the Executive officer requesting the appointment of a mediator under rule 22.
- (4) If notice is given under sub rule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

21. Application of Division

- (1) This Division applies if written notice has been given to the Executive officer requesting the appointment of a mediator —
 - (a) by a member under rule 14(7); or
 - (b) by a party to a dispute under rule 19(5)(b)(ii) or 20(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 22.

22. 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(7) — by agreement between the Member and the committee; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 19(5)(b)(ii) or 20(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of sub rule (1)(a) or (b), then, subject to sub rules (3) and (4), the committee must appoint the mediator.
- (3) The person appointed as mediator by the committee 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(7); or
 - (b) a party to a dispute under rule 19(5)(b)(ii); or
 - (c) a party to a dispute under rule 20(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the committee 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.

23. Mediation process

- (1) The parties to the mediation 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.

24. If mediation results in 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(7); 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 committee meeting or general meeting during the period of suspension or expulsion.

PART 5 — COMMITTEE

Division 1 — Powers of Committee

25. Committee

- (1) The committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

Division 2 — Composition of Committee and duties of members

26. Committee members

- (1) The committee is to consist of at least 4 and must not exceed 10 members, comprised of —
 - (a) Four persons elected at the annual general meeting by the ordinary members;
 - (b) Up to four persons appointed by the founding member; and
 - (c) Up to two persons appointed by the committee.
- (2) A person that is prohibited from being a director of a corporation under the *Corporations Act 2001* (Cth) cannot be a committee member.
- (3) The following are the office holders of the Association who are to form part of the committee under subrule (1) (a), (b) and (c):
 - (a) the chairperson;
 - (b) the deputy chairperson.

27. Chairperson

- (1) It is the duty of the chairperson to consult with the Executive officer regarding the business to be conducted at each committee meeting and general meeting.
- (2) The chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.
- (3) The chairperson and deputy chairperson are to be appointed/removed by the committee from time to time from the elected and appointed committee members.

28. Executive officer

The committee may appoint an Executive officer on such terms and conditions and for such period as it may determine. The Executive officer shall act as Secretary and Treasurer, and at all times carry out such directions or delegation of authority as are lawfully given by the committee and shall perform all things as appear necessary or desirable for the proper management and administration of the Association, including keeping all necessary and proper records of meetings of the committee and the Association and of all such matters as relate to the management of the Association. The Executive officer shall not be a member of the committee and shall not be entitled to vote at committee meetings, but shall be present at all committee meeting as required by the committee.

Division 3 — Election of committee members and tenure of office

29. How a person becomes a committee member

A person becomes a committee member if the person —

- (a) is elected to the committee at an annual general meeting; or
- (b) is appointed to the committee under rule 26(1)(b) or rule 26(1)(c); or
- (c) is appointed to the committee by the committee to fill a casual vacancy under rule 35.

30. Nomination of committee members

- (1) At least 42 days before an annual general meeting, the Executive officer must send written notice to all the members —
 - (a) calling for nominations for election to the committee; and
 - (b) stating the date by which nominations must be received by the Executive officer to comply with sub rule (2).
- (2) A person who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the Executive officer at least 28 days before the annual general meeting.
- (3) The written notice must include a statement by another member in support of the nomination.

31. Election of committee members

- (1) At the annual general meeting, the Association must decide by resolution the number of committee members (if any) to hold office for the next year.

If the number of persons nominating for the position of committee member is not greater than the number to be elected, the chairperson of the meeting must declare each of those persons to be elected to the position.

- (2) If —
 - (a) the number of persons nominating for the position of committee member is greater than the number to be elected; or
 - (b) the number of persons nominating under sub rule (2)(b) is greater than the number of positions remaining unfilled,

the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of committee member.

32. Term of office

- (1) The term of office of a committee member begins when the person —
 - (a) is elected at an annual general meeting or under sub rule 33(3)(b); or
 - (b) is appointed under rule 26(1)(b) or rule 26(1)(c); or
 - (c) is appointed to fill a casual vacancy under rule 35.
- (2) Subject to rule 34, a committee member holds office for two years.
- (3) A committee member may be re-elected.

33. Resignation and removal from office

- (1) A committee member may resign from the committee by written notice given to the Executive officer or the chairperson.
- (2) The resignation takes effect —
 - (a) when the notice is received by the Executive officer or chairperson; 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 committee member from office; and
 - (b) elect a member who is eligible under rule 26 to fill the vacant position.
- (4) A committee member who is the subject of a proposed resolution under sub rule (3)(a) may make written representations (of a reasonable length) to the Executive officer or chairperson and may ask that the representations be provided to the members.
- (5) The Executive officer or chairperson may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

34. When membership of committee ceases

- A person ceases to be a committee member if the person —
- (a) dies or otherwise ceases to be a member; or

- (b) resigns from the committee or is removed from office under rule 33; or
- (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- (d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive committee meetings, of which the person has been given notice, without having notified the committee that the person will be unable to attend.

35. Filling casual vacancies

- (1) The committee may appoint a person who is eligible under rule 26 to fill a position on the committee that —
 - (a) has become vacant under rule 34; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 33(3)(b).
- (2) Subject to the requirement for a quorum under rule 43, the committee may continue to act despite any vacancy in its membership.
- (3) If there are fewer committee members than required for a quorum under rule 43, the committee may act only for the purpose of —
 - (a) appointing committee members under this rule; or
 - (b) convening a general meeting.

36. Validity of acts

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

37. Payments to committee members

- (1) In this rule —

committee member includes a member of a subcommittee;
committee meeting includes a meeting of a subcommittee.

- (2) A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred —
 - (a) in attending a committee meeting or
 - (b) in attending a general meeting; or
 - (c) otherwise in connection with the Association's business.

Division 4 — Committee meetings

38. Committee meetings

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

39. Notice of committee meetings

- (1) Notice of each committee meeting must be given to each committee member 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 sub rule (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 committee members at the meeting unanimously agree to treat that business as urgent.

40. Procedure and order of business

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each committee meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- (4) The order of business at a committee meeting may be determined by the committee members at the meeting.
- (5) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- (6) A person invited under sub rule (5) to attend a committee 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 committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

41. Use of technology to be present at committee meetings

- (1) The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a committee meeting as allowed under sub rule (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.

42. Resolutions without a committee meeting 'Paper Meeting'

- (1) The committee members may pass a resolution without a committee member's meeting being held if all the committee members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution. The resolution is passed on the date when the last committee member signs the document.

43. Quorum for committee meetings

- (1) Subject to rule 35(3), no business is to be conducted at a committee meeting unless a quorum is present.
- (2) The amount of committee members to constitute a quorum for the conduct of business at a committee is at least 50% of committee members plus one committee member present.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee 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.

44. Voting at committee meetings

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

45. Minutes of committee meetings

- (1) The committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following —
 - (a) the names of the committee members present at the meeting;
 - (b) the name of any person attending the meeting under rule 40(5);
 - (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 committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next committee meeting.
- (5) When the minutes of a committee 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 the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

Division 5 — Subcommittees and subsidiary offices

46. Subcommittees and subsidiary offices

- (1) To help the committee in the conduct of the Association's business, the committee 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 committee 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 committee —
 - (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.

47. Delegation to subcommittees and holders of subsidiary offices

- (1) In this rule —

non-delegable duty means a duty imposed on the committee by the Act or another written law.

- (2) The committee 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 committee 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 committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the committee 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 committee.
- (7) The committee may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF ASSOCIATION

48. Annual general meeting

- (1) The committee must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the Executive officer must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) 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 committee'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 committee members;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

49. Special general meetings

- (1) The committee may convene a special general meeting.
- (2) The committee 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 Executive officer; 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 sub rule (3)(a).
- (5) If the committee 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 sub rule (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.
- (7) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub rule (5).

50. Notice of general meetings

- (1) The Executive officer or, in the case of a special general meeting convened under rule 49(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 committee under rule 30(2); and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 49(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution.

51. Presiding member and quorum for general meetings

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.

- (3) At a general meeting the founding member and at least 50% of ordinary members present in person constitute a quorum.
- (4) No business is to be conducted at a general meeting unless a quorum is present.
- (5) 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.
- (6) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under sub rule (4)(b); and
 - (b) at least 2 member clubs (ordinary members) are present at the meeting,

those members present are taken to constitute a quorum.

52. 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 member clubs (ordinary members) present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (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 50.

53. Voting at general meeting

- (1) Except for votes cast pursuant to rule 26(1)(a);
 - (i) An ordinary resolution put to the vote will be decided by a majority of votes cast in accordance with Annexure A.
 - (ii) A special resolution put to the vote will be decided by 75% of votes cast in accordance with Annexure A.
- (2) The founding member and ordinary members may, in writing, appoint an individual, to vote on their behalf 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 Executive officer 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 founding member or ordinary member and written notice of the revocation is given to the Executive officer.
- (5) If votes are divided equally on a question, the motion is lost.
- (6) 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.
- (7) 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 body corporate under sub rule (2), the ordinary member —
 - (a) must have been an ordinary member at the time notice of the meeting was given under rule 50; and
 - (b) must have paid any fee or other money payable to the Association by the member.

54. Use of Technology 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 using any technology that reasonably allows the Member to participate fully in discussions as they happen and in making decisions, provided that the participation of the Member in the General Meeting must be made known to all other Members.
- (2) A Member who participates in a meeting as set out in rule 54.1:
 - (a) is deemed to be present at the General Meeting;
 - (b) if the Member votes at the meeting, the Member is taken to have voted in person; and
 - (c) continues to be present at the meeting for the purposes of establishing a quorum, until the Member notifies the Chairperson that he or she is no longer taking part in the General Meeting.

55. 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) Sub rule (1) does not limit the matters in relation to which a special resolution may be proposed.

56. Determining whether resolution carried

- (1) In this rule —

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

- (2) Subject to sub rule (4), 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.
- (3) If the resolution is a special resolution, the declaration under sub rule (2) must identify the resolution as a special resolution.
- (4) 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.
- (5) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (6) 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.
- (7) A declaration under sub rule (2) or (4) 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.

57. Minutes of general meeting

- (1) The Executive officer, or a person authorised by the committee 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; and
 - (b) the financial statements or financial report presented at the meeting, as referred to in rule 48(3)(b)(ii) or (iii); and
 - (c) 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 48(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 the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

58. Source of funds

The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fundraising activities, grants, interest and any other sources approved by the committee.

59. Control of funds

- (1) 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.
- (2) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- (3) The committee may authorise the Executive officer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
 - (a) 2 committee members; or
 - (b) one committee member and a person authorised by the committee.
- (5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

60. Financial statements and financial reports

- (1) For each financial year, the committee 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 sub rule (1), those requirements include —
 - (a) if the Association is a tier 1 association, the preparation of the financial statements; and
 - (b) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

PART 8 — GENERAL MATTERS

61. By-laws to be made by the committee and not a general meeting

To make, repeal and amend By-Laws, not inconsistent with these Rules or with the provisions of the Act, as it may deem necessary for the proper conduct and management of the Association and to carry out the

objects of the Association, provided that all By-Laws made by the committee shall have effect immediately following the meeting of the committee at which they have been made, repealed or amended and are subject to disallowance or amendment at the next general meeting.

62. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by —
 - (a) 2 committee members; or
 - (b) one committee member and a person authorised by the committee.

- (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 committee members; or
 - (ii) one committee member and a person authorised by the committee,and each of them is to sign the document to attest that the document was sealed in their presence.

- (3) The Executive officer must make a written record of each use of the common seal.

- (4) The common seal must be kept in the custody of the executive officer or another committee member authorised by the committee.

63. 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.

64. Custody of books and securities

- (1) Subject to sub rule (2), the books and any securities of the Association must be kept in the Executive officer's custody or under the executive officer's control.

- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Executive officer's custody or under the Executive officer's control.

- (3) Sub rules (1) and (2) have effect except as otherwise decided by the committee.

- (4) The books of the Association must be retained for at least 7 years.

65. Record of office holders

The record of committee members 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 Executive officer's custody or under the Executive officer's control.

66. Inspection of records and documents

- (1) Sub rule (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 committee members, 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 Executive officer 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 committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee 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 sub rule (1)(c) but does not have a right to remove the record or document for that purpose.

67. Publication by committee members of statements about Association business prohibited

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

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

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

- (1) In this rule —

surplus property, in relation to the Association, means property 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.
- (2) 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.
 - (3) If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be distributed or transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
 - (a) gifts of money or property for the principal purpose of the organisation;

- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
- (c) money received by the organisation because of such gifts and contributions.

69. 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.

The committee members must notify the Australian Taxation Office in writing of any alterations made to the constitution especially alterations that will affect its entitlement for endorsement.

70. Affiliations

- (1) Any organisation wishing to affiliate with the Association shall make application to the Association through the Executive officer, and shall pay such fee as the committee may prescribe from time to time. If required by the Association, a fresh application must be made, and a fee paid each year.
- (2) All applications made pursuant to sub rule (1) shall be in writing signed by a duly authorised person on behalf of the applicant and shall contain the following particulars:
 - (a) the name of the applicant;
 - (b) the names of the committee members with and or the members of the applicant; and
 - (c) such other information as the committee may require.
- (3) Any applicant for affiliation under this Constitution must satisfy the committee that the applicant is regularly constituted.
- (4) Any application made pursuant to this rule shall be considered at the next meeting of the committee and if the committee so resolves, the applicant shall become an Affiliated Association.
- (5) The committee may from time to time by resolution enter into any contract or other arrangement with any Affiliated Association for the purpose of playing or encouraging disability football and may by resolution cancel or determine any such contract agreement or other arrangement.
- (6) The committee may from time to time make Rules under rule 68 in respect of the minimum requirements that an Affiliated Association must maintain, including but not limited to insurance and governance.
- (7) If an Affiliated Association fails to comply with this Constitution or any of the Rules, the committee may revoke the Affiliated Association's status as an Affiliated Association, and impose any sanctions which the Association is lawfully entitled to impose.
- (8) Affiliated Association are not members of the Association and are not permitted to vote on any resolution of the Association.

ANNEXURE A: Allocation of Votes for all Resolutions

Voter	Percentage of Votes	Total No. of Votes
Founding member	50%	120
Ordinary members	50%	120 ⁽¹⁾
	100%	240

Notes to Annexure A:

(1) Each ordinary member will receive an equal number of votes. For example, as at the date of adoption of this Constitution there are 12 ordinary members and therefore, each club receives 10 votes (being 120 divided by 12).

An ordinary resolution put to the vote will be decided by a majority of votes cast; i.e at least 121 votes. This equates to the Founding member and one ordinary member.

A special resolution put to the vote will be decided by 75% of votes cast; i.e at least 180 votes. This equates to the Founding member and six ordinary members.