

The University of W.A. Underwater Club Incorporated Constitution Amended 30 June 2019

1. Name

The name of the association is “THE UNIVERSITY OF W.A. UNDERWATER CLUB INCORPORATED”.

2. Objectives

The objectives of the Association are: To offer a club sport experience to the UWA student community as a priority group, whilst also offering the same experience to the wider UWA and general community

- (b) To use best endeavours to engage and expand its UWA student, staff and alumni membership offerings and numbers
- (c) to encourage and promote all underwater activities;
- (d) to provide training in underwater activities;
- (e) to remain affiliated to the “The University of Western Australia Sport and Recreation Association” (“the Association”) and to any body representative of underwater activities;
- (f) to encourage and support the participation of members of the Club in all levels of underwater activities including the Inter-varsity and Interstate competitions; and
- (g) to do all such things as are incidental or conducive to the attainment of the above objects.

3. General meeting quorum

Twenty five (25) percent of total members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.

4. Committee meeting quorum

Any three (3) committee members (including two (2) office-bearers) constitute a quorum for the conduct of the business of a committee meeting.

5. Financial year

The association’s financial year will be the period of 12 months commencing on 1 January and ending on 31 December of each year.

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PART 1 — PRELIMINARY

6. 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 10.7;

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 49;

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;

club means the incorporated association to which these rules apply;

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 —
- (d) the methods by which financial statements are prepared; and
- (e) 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 5;

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

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

ordinary committee member means a committee member who is not an office holder of the Association under rule 25;

ordinary member means a member with the rights referred to in rule 10.7;

president means the Committee member holding office as the president of the Association;

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;

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

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 30;

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;

treasurer means the committee member holding office as the treasurer of the Association.

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

7. Not-for-profit body

- 7.1. 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.
- 7.2. A payment may be made to a member (including a committee member) out of the funds of the Association only if it is authorised under subrule 7.3.
- 7.3. 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.

8. Incomes and property

The Income and Property of the Club shall be applied solely towards the promotion of the objectives of the Club and no portion of the income or property shall be paid, transferred or distributed directly or indirectly to the members of the Club provided that nothing shall prevent the payment in good faith of remuneration to any officer or employee of the Club or to any person other than a member, in return for services actually rendered to the Club.

9. Deposit and withdrawal of moneys

- 9.1. All moneys due and payable to the Club, including fines, shall —
- 9.2. be receivable by the Treasurer who shall lodge them (within thirty days) in the Club Bank Account for the credit of the Club; or
- 9.3. be directly paid into the Club Bank Account
- 9.4. The Treasurer and one other from the Executive Committee (President, Vice President and Secretary) shall be empowered jointly to sign cheques and forms of authority for the withdrawal of any money standing to the credit of the Club in the Club Bank Account.
- 9.5. All payments made on behalf or in the name of the Club shall be authorised by the Committee.

PART 3 - MEMBERS

10. MEMBERSHIP

- 10.1. Membership of the Club shall be confined to members of the Association, being persons who are interested in underwater activities and being persons who are admitted to membership at the discretion of the Committee.
- 10.2. In admitting a person to membership the committee should take into account the need to maintain a good standard in the area of underwater activity, setting the standards required before providing facilities for its members.
- 10.3. An applicant for membership of the Association becomes a member when the applicant pays the Annual Subscription.
- 10.4. Membership shall be subject to the Constitution of the Association.
- 10.5. The Annual subscription shall be determined annually by the Committee at its first meeting after the Annual General Meeting subject to ratification by the Club at its next General Meeting.
- 10.6. The Committee shall have power to create or modify the Club's classes of membership subject to ratification by the Club at the next General Meeting.
- 10.7. An ordinary member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.
- 10.8. An associate member has the rights referred to in subrule 10.7 other than full voting rights.
- 10.9. A member or past member who has rendered notable service to the Club or who has held important office may be elected a life member at an Annual General Meeting upon the recommendation of the committee.
- 10.10. The Committee shall have power to admit a person to Honorary Membership on a temporary basis; the Annual General Meeting shall have power to admit a person to Honorary Membership on a permanent basis, temporary basis or for Life.
- 10.11. A member shall cease to be a member if:
 - (a) he/she resigns;
 - (b) he/she fails to pay any subscription which is subject to the revision of the executive committee of the Club each year and is payable before the 30th November each year which has fallen due;
or
 - (c) he/she is suspended or expelled.

Then the Member will cease to have any right, title or interest in the property of the Club.

11. Register of members

- 11.1. The secretary, 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.
- 11.2. 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.
- 11.3. The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.
- 11.4. A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- 11.5. 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

12. 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

13. Suspension or expulsion

13.1. 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.

13.2. The secretary 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.

13.3. 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;

13.4. 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.

13.5. A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.

- 13.6. 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.
- 13.7. 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 subrule 13.6, give written notice to the secretary requesting the appointment of a mediator under rule 21.
- 13.8. If notice is given under subrule 13.7, the member who gives the notice and the committee are the parties to the mediation.

14. Consequences of suspension

- 14.1. 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.
- 14.2. When a member's membership is suspended, the secretary must record in the register of members —
- (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- 14.3. When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

Division 3 — Resolving disputes

15. 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.

16. 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.

17. 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.

18. How grievance procedure is started

- 18.1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 17, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- 18.2. Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- 18.3. The secretary 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.
- 18.4. 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.
- 18.5. 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 secretary 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 21,
- 18.6. the committee must not determine the dispute.

19. Determination of dispute by committee

- 19.1. 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.
- 19.2. 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.

19.3. A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule 19.1(c), give written notice to the secretary requesting the appointment of a mediator under rule 21.

19.4. If notice is given under subrule 19.3, each party to the dispute is a party to the mediation.

Division 4 — Mediation

20. Application of Division

20.1. This Division applies if written notice has been given to the secretary requesting the appointment of a mediator —

- (a) by a member under rule 13.7; or
- (b) by a party to a dispute under rule 1.1(a)(ii) or 19.3.

20.2. If this Division applies, a mediator must be chosen or appointed under rule 21

21. Appointment of mediator

21.1. The mediator must be a person chosen —

- (a) if the appointment of a mediator was requested by a member under rule 13.7 — 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 1.1(a)(ii) or 19.3 — by agreement between the parties to the dispute.

21.2. If there is no agreement for the purposes of subrule 21.1, then, subject to subrules 21.3 and 21.4, the committee must appoint the mediator.

21.3. 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 13.7; or
- (b) a party to a dispute under rule 1.1(a)(ii); or
- (c) a party to a dispute under rule 19.3 and the dispute is between one or more members and the Association.

21.4. 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.

22. Mediation process

22.1. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

- 22.2. 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.
- 22.3. 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.
- 22.4. The mediator cannot determine the matter that is the subject of the mediation.
- 22.5. 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.
- 22.6. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

23. 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 13.7; 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

24. Committee

The Committee of the Club shall consist of the Office Bearers for the time being together with at least four (4) Ordinary Members, the number to be decided upon by the outgoing committee who shall all be elected by and from the Financial Members of the Club.

25. Office bearers

The Office Bearers of the Club shall be elected by and from the financial members of the Club at its Annual General Meeting and shall consist of a President, Secretary, Treasurer and a Vice President, all of whom must be Members of the Club.

26. President

- (a) It is the duty of the President to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.
- (b) The President has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.

27. Vice President

The Vice President has the following duties –

- (a) Act as a deputy chairperson for all Club meetings.
- (b) Ensure that the Clubs activities accord with its' own constitution.
- (c) Fulfil such other duties as the Committee/President may impose.
- (d) Support the Club President in the management and organisation of Club activities.

28. Secretary

The Secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the president regarding the business to be conducted at each committee meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;

- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of committee meetings and general meetings;
- (i) carrying out any other duty given to the secretary under these rules or by the committee.

29. **Treasurer**

The treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the treasurer under these rules or by the committee.

30. **Subcommittees and subsidiary offices**

- 30.1. 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.
- 30.2. A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.
- 30.3. A person may be appointed to a subsidiary office whether or not the person is a member.
- 30.4. 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.

31. Delegates

The Committee shall at its first meeting after the Annual General Meeting appoint one student Delegate and one Deputy Delegate from the committee. The student delegate must be an executive member of the Club. A delegate must attend all general meetings called by the Association.

32. Eligibility

Subject to the provisions of the Association, every financial Member of the Club is qualified to be elected as a Member of the Committee.

33. Duration of office

The Members of the Committee, the Delegates and the Deputy Delegates, shall remain in Office until the next Annual General Meeting, when they shall be eligible for re-election.

34. Resignation and removal from office

- 34.1. A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- 34.2. The resignation takes effect —
 - (a) when the notice is received by the secretary or chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- 34.3. 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 32 to fill the vacant position.
- 34.4. A committee member who is the subject of a proposed resolution under subrule 34.3(a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
- 34.5. The secretary 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.

35. When membership of committee ceases

- (a) A person ceases to be a committee member if the person —
- (b) dies or otherwise ceases to be a member; or
- (c) resigns from the committee or is removed from office under rule 34; or
- (d) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- (e) becomes permanently unable to act as a committee member because of a mental or physical disability; or

- (f) 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.

36. Vacancies

- 36.1. If an Office Bearer resigns or ceases to hold office for any reason the remaining Members of the Committee shall forthwith fill the vacancy so created by appointing thereto a Member of the Committee; but such appointment shall be confirmed by resolution at the next General Meeting.
- 36.2. If an Ordinary Member of the Committee resigns or ceases to hold office for any reason, or is appointed an Office Bearer under subrule 36.1 the remaining Members of the Committee shall forthwith fill the vacancy by appointing thereto a Member of the Club, but such appointment shall be confirmed by resolution at the next General Meeting.

37. Quorum of committee

The quorum of the Committee shall be three Members of whom at least two shall be Office-Bearers.

38. Meetings of the committee

- 38.1. The Committee shall meet at such times and places as the President may determine.
- 38.2. The Secretary shall give to all Members of the Committee written notice of all Meetings of the Committee at least two days before the date fixed for the holding thereof, together with a list of the business to be discussed.
- 38.3. The Secretary shall forthwith call a Special Meeting of the Committee upon receiving the written requisition of two Members thereof, and such Special Meeting shall be held not later than seven days immediately following receipt of such requisition. If the Secretary shall fail to call the Meeting when so requisitioned any one of the Members signing the requisition may do so. The Special Business for which the Meeting has been requisitioned shall have priority over all other business.

39. Procedure and order of business

- 39.1. The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each committee meeting.
- 39.2. 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.
- 39.3. The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- 39.4. The order of business at a committee meeting may be determined by the committee members at the meeting.
- 39.5. A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- 39.6. A person invited under subrule 39.5 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.

40. Powers of the committee

- 40.1. The committee shall be responsible to the Club in General Meeting for giving effect to the objects of the Club set out in subrule 40.2 and elsewhere in the Constitution and for carrying on its everyday business. Provided however, that the committee shall not be authorised, unless acting under a special Resolution of a General Meeting, to borrow or raise money or incur debts or liabilities on behalf or in the name of the Club to a greater amount one thousand dollars (\$1,000.00) per item except for the reasonable maintenance or replacement of existing equipment.
- 40.2. The Committee shall have power to make By-Laws with regard to the property and objects of the Club and to impose fines, as detailed in rule 49.
- 40.3. The Committee shall have power to –
 - (a) purchase, sell, hold, lease or rent real or personal property;
 - (b) borrow or raise or secure the payment of money or the re-payment or performance of any debt, liability, contract or guarantee incurred or to be entered into by the Club in such manner and upon such conditions as the Club in General Meeting may determine and to secure any such borrowing, raising or payment of other engagement in any way including by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Club;
 - (c) employ, hire or engagement managers, clerks, secretaries, workmen, curators, coaches or other persons;
 - (d) invest the moneys of the Club;
 - (e) make gifts or give prizes;
 - (f) to amalgamate or associate with any other underwater club or other sporting association; and
 - (g) to do all such other things as are incidental or conducive to the Club.

41. Voting at committee meetings

- 41.1. Each committee member present at a committee meeting has one vote on any question arising at the meeting.
- 41.2. A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- 41.3. If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

- 41.4. 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.
- 41.5. If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

42. Interpretation

Subject to the Rules and Regulations of the Association, the Committee shall have power to interpret the meaning of any of the provisions contained in this constitution but the final decision in case of doubt shall rest with the Club in General Meeting.

PART 6 – GENERAL MEETINGS OF THE CLUB

43. General meetings

- 43.1. The Club shall hold its Annual General Meeting within a 6 month period following the end of the Club's Financial Year.
- 43.2. The Committee may, at any time, call a Special General Meeting of the Club. The Secretary shall for with call such a Meeting upon receiving written requisition of ten percent (10%) of financial Members of the Club, and such Special Meeting shall be held not later than ten days immediately following receipt of such requisition. If the secretary shall fail to call the Meeting when so requisitioned any one of the financial Members signing the requisition may do so. The special business for which the Meeting has been requisitioned shall have priority over all other business.
- 43.3. Notice of the holding of all General Meetings must –
- (a) include the date, time, place and agenda for such Meetings,
 - (b) be emailed to all members by the Secretary at least seven days before the date appointed for the Meeting in question.
 - (c) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting,
 - (d) include a form of proxy, and shall ensure that neither the name nor description of any person is printed or inserted in the body of the form of proxy before it is sent out.
 - (e) if a special resolution is proposed –
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 43.3(d).
- 43.4. All current Members are eligible to attend and vote at General Meetings
- 43.5. Subject to Rules 44 the quorum of the Club at General Meeting shall consist of twenty five (25) percent of the total membership for the time being.

43.6. If, within 30 minutes after the time appointed for the meeting, a quorum is not present or the meeting is not otherwise sufficiently constituted, the meeting shall stand adjourned to such other day (being at least 7 days from the date of the adjourned meeting) and at such time and place as the President may appoint.

44. Proxy Voting

44.1. A meeting shall be sufficiently constituted if twenty persons are present at the meeting. In addition, the number of members present eligible to vote either in person or by proxy must satisfy Rule 43.5.

44.2. A person entitled to attend and vote at a meeting may appoint a natural person over the age of 18 years (whether that person is entitled to attend and vote at the meeting or not) as their proxy to attend and vote at the meeting.

44.3. A proxy appointed under rule 44.2 shall have the same right to speak at the meeting, and to vote, as the person appointing them.

44.4. The appointment of a person as a proxy shall be by an instrument in accordance with Proxy Form below.

44.5. The person appointing the proxy shall sign the instrument of proxy, or, where incapable, attach their mark to it.

44.6. A person may appoint the chairman of the meeting by name or by reference to the office to act as their proxy.

44.7. An instrument appointing a proxy shall be received by the secretary, or the person appointed to perform the duties thereof, at least five minutes prior to the commencement of the meeting.

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PROXY FORM

I,, a member of The University of WA Underwater Club Inc. appoint as my proxy to vote at the meeting of members to be held on the day of (year) , or at any adjournment of that meeting.

Signed

This form must be received by the Secretary at least five minutes prior to the commencement of the meeting.

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45. Business

The following shall be the order of business at the Annual General Meeting:

- (a) Address by the President of the previous year or his representative;
- (b) Reading of the Minutes of the last General Meeting and business arising therefrom;
- (c) Retiring Secretary's Report and business arising from it;

- (d) Retiring Treasurer's Report and statement of accounts for preceding financial year;
- (e) Election of a new Committee;
- (f) Business for which notice has been given; e.g. Constitutional amendments; and
- (g) General business.

46. Procedure

All General Meeting of the Club shall be conducted in accordance with the procedure prescribed in the Standing Rules and Orders of Convocation.

47. Treasurer's statement

A Financial statement showing all receipts and payments during his term of Office shall be Prepared by the Treasurer and shall be presented to the Annual General Meeting.

48. Minutes

- 48.1. The Secretary shall record all proceedings of the Club and of the Committee.
- 48.2. Such record shall be submitted for confirmation to the next following Meeting of the Club or the Committee as the case may be.
- 48.3. The minutes of committee meetings and general meetings must be retained for at least 7 years.

PART 7 - GENERAL MATTERS

49. By-laws

- 49.1. The Committee may, at a Committee Meeting, make, amend or revoke by-laws.
- 49.2. By-laws may —
 - (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 10.6; and
 - (b) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
 - (c) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- 49.3. A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- 49.4. Without limiting subrule 49.3, a by-law made for the purposes of subrule 1.1(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- 49.5. At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

50. Alteration of rules

- 50.1. No alteration, addition or amendment of these Rules shall be made unless and until:

- (a) carried by resolution by a seventy five (75) percent majority of the members present at any General Meeting called for such purpose at which at least twenty five (25) percent of the Club's Financial Members are present;
 - (b) approved by the Association;
- 50.2. Notice of any proposed addition, alteration or amendment shall be given to all Members of the Club by sending a copy thereof to each of them via the club email list no later than seven (7) days prior to the General Meeting;
- 50.3. The Secretary shall within seven (14) days of General Meeting, submit the alteration, addition or amendments to these Rules for the approval of the Association and within twenty eight (28) days of receipt of the approval of the Association shall notify the Ministry of Fair Trading in accordance with the provisions of the Associations Incorporation Act (2015) of Western Australia and any other relevant statutory authority of any addition, alteration or amendment to these approved by a General Meeting.

51. Inspection of records and documents

- 51.1. Subrule 51.2 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.
- 51.2. The member must contact the secretary to make the necessary arrangements for the inspection.
- 51.3. The inspection must be free of charge.
- 51.4. 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.
- 51.5. The member may make a copy of or take an extract from a record or document referred to in subrule 51.1(c) but does not have a right to remove the record or document for that purpose.
- 51.6. The member must not use or disclose information in a record or document referred to in subrule 51.1(c) except for a purpose —
- (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

52. Custody of books and securities

- 52.1. Subject to subrule 52.2, the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.

- 52.2. The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.
- 52.3. Subrules 52.1 and 52.2 have effect except as otherwise decided by the committee.
- 52.4. The books of the Association must be retained for at least 7 years

PART 8 - DISSOLUTION

53. Dissolution of the Association

- 53.1. The Club may at any time, with the consent of the eighty (80) percent majority of the members present at a Special General Meeting called for the purpose at which at least sixty six (66) percent of the Clubs financial Members are present be dissolved.
- 53.2. If upon the dissolution or winding up of the Club, any property of the Club remains after the satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, that property shall be distributed—
 - (a) to another association with similar objectives incorporated under the Act; or
 - (b) for charitable purposes.
- 53.3. Which incorporated association or purposes, as the case requires, shall be determined by resolution of the members when authorising and directing the Committee under section 33 (3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Club.

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

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.

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.