

# Rules of the Wangaratta City Colts Cricket Club Incorporated

Incorporated under the *Associations Incorporation Reform Act 2012 (Vic)* ('the Act')



## Contents

Introduction .....	2
Powers of the City Colts .....	3
Financial Matters .....	3
Members.....	5
Committee .....	9
Election of Committee.....	11
General Meetings .....	16
General Matters.....	21

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## Introduction

### 1. The Association's Name

1.1. The name of the incorporated association is the **Wangaratta City Colts Cricket Club Incorporated ('City Colts')**.

### 2. The City Colts' Purposes

2.1. The purposes of the City Colts are to foster participation in and enjoyment of the game of cricket with a focus on the encouragement and development of junior players.

### 3. Definitions

In these Rules:

**Casting vote** means an additional vote granted to a Chairperson to decide an issue when the votes on each side are equal;

**Chairperson**, of a general meeting or Committee meeting, means the person chairing the meeting, who has a casting vote;

**Committee** means the Committee having management of the business of the City Colts;

**Committee meeting** means a meeting of the Committee held in accordance with these Rules;

**Committee member** means a member of the Committee elected or appointed under these Rules;

**Financial year** means the 12 month period specified in rule 6;

**General meeting** means a general meeting of the members of the City Colts convened in accordance with these Rules and includes an annual general meeting and a special general meeting;

**Member** means a member of the City Colts. A member can be anyone who supports the purposes of the City Colts;

**Notice** means a notice of a general meeting or other City Colts correspondence sent to members by email or post;

**Register of Members** means a list of current and past City Colts members including their address for service of notices;

**Special resolution** means a resolution that requires not less than 75% of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

**The Act** means the *Associations Incorporation Reform Act 2012* and includes any regulations made under that Act;

**the Registrar** means the Registrar of Incorporated Associations;

**Quorum** at Committee meetings is 5 Committee members; at General meetings is 10 City Colts members;

**Writing** means any form of writing including email and electronic formats.

## Powers of the City Colts

### 4. The City Colts' Powers

- 4.1. The City Colts has the legal capacity of an incorporated body.
- 4.2. The City Colts has power to do anything incidental or conducive to achieve its purposes.
- 4.3. The City Colts may:
  - 4.3.1. acquire, hold and dispose of real or personal property;
  - 4.3.2. open and operate accounts with financial institutions;
  - 4.3.3. invest its money in any security in which trust monies may lawfully be invested;
  - 4.3.4. raise and borrow money on any terms and in any manner as it thinks fit;
  - 4.3.5. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - 4.3.6. appoint agents to transact business on its behalf;
  - 4.3.7. enter into any other contract it considers necessary or desirable.
- 4.4. The City Colts may only exercise its powers and use its income and assets (including any surplus), for its purposes.

## Financial Matters

### 5. Use of the City Colts income and assets

- 5.1. The City Colts must not distribute any surplus, income or assets directly or indirectly to its members.
- 5.2. This Rule does not prevent the City Colts from:
  - 5.2.1. paying its members reimbursement for expenses properly incurred by them or for goods supplied and services provided by them, if this is done in good faith on terms no more favourable than if the member were not a member; or
  - 5.2.2. distributing any surplus, income or assets in accordance with Rule 53.

### 6. Financial year

- 6.1. The financial year of the City Colts starts on 1 July of each year and runs for a period of 12 months ('Financial Year').

### 7. Funds

- 7.1. The City Colts may derive or generate funds from joining fees, annual subscription fees, donations, grants, fundraising, interest and any other sources approved by the Committee.
- 7.2. The City Colts must maintain an account with a financial institution from which the expenditure of the City Colts is made and into which the City Colt's revenue is deposited.
- 7.3. Subject to any restrictions imposed by a general meeting of the City Colts, the Committee may approve expenditure on behalf of the City Colts.

- 7.4. The Committee may authorise the Treasurer to expend funds on behalf of the City Colts (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 7.5. All cheques must be authorised by 2 Committee members in writing.
- 7.6. All other financial transactions (including electronic funds transfer and cash payments) must be authorised by 2 members of the Committee.
- 7.7. All funds of the City Colts must be deposited into the financial account of the City Colts no later than 5 working days after receipt.
- 7.8. With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

## **8. Financial records**

- 8.1. The City Colts must keep financial records that:
  - 8.1.1. correctly record and explain its transactions, financial position and performance; and
  - 8.1.2. enable financial statements to be prepared as required by the Act.
- 8.2. The City Colts must retain the financial records for 7 years after the transactions covered by the records are completed.
- 8.3. The Treasurer must keep in their custody, or under their control:
  - 8.3.1. the financial records for the current financial year; and
  - 8.3.2. any other financial records as authorised by the Committee.

## **9. Financial statements**

- 9.1. For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the City Colts are met.
- 9.2. Without limiting Rule 9.1, those requirements include:
  - 9.2.1. the preparation of the financial statements;
  - 9.2.2. if required, the review or auditing of the financial statements;
  - 9.2.3. the certification of the financial statements by the Committee;
  - 9.2.4. the submission of the financial statements to the annual general meeting of the City Colts;
  - 9.2.5. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## Members

### 10. Members

- 10.1. The City Colts must have at least 5 members.
- 10.2. Anyone who supports the purposes of the City Colts can apply to join the City Colts as a member.

### 11. Membership Fees

- 11.1. The City Colts may at its discretion set a joining fee or an annual subscription fee for membership of the City Colts.
- 11.2. Annual subscription fees for membership are separate and distinct from City Colts players' subscription fees.
- 11.3. The amount and date for payment of any joining fee or annual subscription fee for membership will be determined at each annual general meeting.

### 12. Membership applications

- 12.1. A person may apply to join the City Colts as a member by submitting an application to the Secretary.
- 12.2. Applications for membership of the City Colts must be in the form approved by the Committee and must be completed in writing.
- 12.3. The Committee can approve or reject a membership application. If the Committee rejects a membership application, it is not required to give reasons for that decision, but it must return any joining fee or annual subscription fee paid by the applicant (if there is such fees) and write to the person to tell them their membership application has been rejected. The Committee must consider applications for membership of the City Colts and notify the applicant of its decision as soon as practicable.
- 12.4. A person becomes a member when the Secretary adds the person's name and address to the Register of Members.
- 12.5. The City Colts must inform the person when their membership has started, and whether they have to pay any joining fee or annual subscription fee (which will be calculated in proportion to the remaining Financial Year at the time they become a member). Any applicable fees must be paid within the time specified by the Committee.

### 13. Members' Rights, Obligations and Liabilities

- 13.1. Members have rights, obligations and liabilities as set out in the Act and in these Rules.
- 13.2. Subject to these Rules, a member of the City Colts who is entitled to vote has the right to:
  - 13.2.1. receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
  - 13.2.2. submit items of business for consideration at a general meeting;
  - 13.2.3. attend and be heard at general meetings;
  - 13.2.4. vote at general meetings;

- 13.2.5. have access to the minutes of general meetings and other documents of the City Colts in accordance with these Rules; and
- 13.2.6. inspect the Register of Members.
- 13.3. The rights of a member are not transferable and end when membership stops.
- 13.4. Each member's liability is limited to payment of that member's annual subscription fees (if any).

#### **14. Ending Membership**

- 14.1. Members can stop being a member of the City Colts at any time by notice in writing to the Secretary.
- 14.2. A member stops being a member if:
  - 14.2.1. the member resigns in accordance with these Rules;
  - 14.2.2. the member is expelled in accordance with the disciplinary procedures set out in these Rules;
  - 14.2.3. the member dies;
  - 14.2.4. the member's annual subscription is more than 12 months in arrears; or
  - 14.2.5. where no annual subscription is payable:
    - 14.2.5.1. the Secretary has made a written request to the member to confirm they wish to remain a member; and
    - 14.2.5.2. the member has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a member.
- 14.3. When a membership ends, the City Colts will not refund any subscription fees already paid.
- 14.4. Once a member stops being a member, the Secretary must remove information from the Register of Members within 14 days in accordance with the Act.

#### **15. Register of Members**

- 15.1. The Secretary must keep and maintain a Register of Members that includes:
  - 15.1.1. for each current member:
    - 15.1.1.1. the member's name;
    - 15.1.1.2. the address for notices last given by the member;
    - 15.1.1.3. the date of becoming a member;
    - 15.1.1.4. any other information determined by the Committee; and
  - 15.1.2. for each former member, the date of ceasing to be a member.

**Note:** Under section 59 of the Act, access to the personal information of a person recorded in the Register of Members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

## 16. Disciplining Members

- 16.1. The City Colts may take disciplinary action against a member in accordance with these Rules if it is determined that the member:
  - 16.1.1. has failed to comply with these Rules; or
  - 16.1.2. refuses to support the purposes of the City Colts; or
  - 16.1.3. has engaged in conduct prejudicial to the City Colts.
- 16.2. If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary sub-committee to hear the matter and determine what action, if any, to take against the member.
- 16.3. The members of the disciplinary sub-committee:
  - 16.3.1. may be Committee members, members of the City Colts or anyone else; but
  - 16.3.2. must not be biased against, or in favour of, the member concerned.
- 16.4. Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
  - 16.4.1. stating that the City Colts proposes to take disciplinary action against the member; and
  - 16.4.2. stating the grounds for the proposed disciplinary action; and
  - 16.4.3. specifying the date, place and time of the meeting at which the disciplinary sub-committee intends to consider the disciplinary action ('the disciplinary meeting'); and
  - 16.4.4. advising the member that they may do one or both of the following:
    - 16.4.4.1. attend the disciplinary meeting and address the disciplinary sub-committee at that meeting;
    - 16.4.4.2. give a written statement to the disciplinary sub-committee at any time before the disciplinary meeting.
- 16.5. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.
- 16.6. At the disciplinary meeting, the disciplinary sub-committee must:
  - 16.6.1. give the member an opportunity to be heard; and
  - 16.6.2. consider any written statement submitted by the member.
- 16.7. After complying with Rule 16.6, the disciplinary sub-committee may:
  - 16.7.1. take no further action against the member; or
  - 16.7.2. subject to subrule 16.7.3:
    - 16.7.2.1. reprimand the member; or
    - 16.7.2.2. suspend the membership rights of the member for a specified period; or
    - 16.7.2.3. expel the member from the City Colts.
  - 16.7.3. The disciplinary sub-committee may not fine the member.



- 16.7.4. The suspension of membership rights or the expulsion of a member by the disciplinary sub-committee under this rule takes effect immediately after the vote is passed.
- 16.8. Despite any other provision in these Rules, a member whose membership has been suspended in accordance with the disciplinary procedure in these Rules is not eligible to be appointed or elected as a Committee member and is not entitled to vote at a general meeting during the period of their suspension.
- 16.9. The decision of the disciplinary sub-committee is final and there is no right of appeal.

## **17. Resolving Disputes**

- 17.1. The grievance procedure set out in this section applies to disputes under these Rules between:
  - 17.1.1. a member and another member;
  - 17.1.2. a member and the Committee;
  - 17.1.3. a member and the City Colts.
- 17.2. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- 17.3. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 17.4. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 17.3, the parties must within 10 days:
  - 17.4.1. notify the Committee of the dispute; and
  - 17.4.2. agree to or request the appointment of a mediator; and
  - 17.4.3. attempt in good faith to settle the dispute by mediation.
- 17.5. The mediator must be:
  - 17.5.1. a person chosen by agreement between the parties; or
  - 17.5.2. in the absence of agreement:
    - 17.5.2.1. if the dispute is between a member and another member—a person appointed by the Committee; or
    - 17.5.2.2. if the dispute is between a member and the Committee or the City Colts—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 17.6. A mediator appointed by the Committee may be a member or former member of the City Colts but in any case must not be a person who:
  - 17.6.1.1. has a personal interest in the dispute; or
  - 17.6.1.2. is biased in favour of or against any party.
- 17.7. The mediator to the dispute, in conducting the mediation, must:
  - 17.7.1. give each party every opportunity to be heard; and

- 17.7.2. allow due consideration by all parties of any written statement submitted by any party; and
- 17.7.3. ensure that natural justice is accorded to the parties throughout the mediation process.
- 17.8. The mediator must not determine the outcome of the dispute.
- 17.9. If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## Committee

### **18. The Committee**

- 18.1. The business of the City Colts is managed by a Committee ('Committee') that is made up of City Colts members elected in accordance with these Rules.

### **19. The Committee's Powers and Responsibilities**

- 19.1. The Committee may exercise all the powers of the City Colts except those powers that these Rules or the Act require to be exercised by general meetings of the members of the City Colts.
- 19.2. The Committee may:
  - 19.2.1. appoint and remove staff;
  - 19.2.2. establish sub-committees consisting of members with terms of reference it considers appropriate.
- 19.3. The Committee can delegate any of its powers and functions to a Committee member, a sub-committee, a staff member or a member, other than the power of delegation or a duty imposed on the Committee by the Act or under any other law.
- 19.4. The delegation must be in writing, may be subject to any conditions or limitations that the Committee considers appropriate and can be revoked in whole or in part by the Committee in writing.
- 19.5. As soon as practicable after being elected or appointed to the Committee, each Committee member must become familiar with these Rules and the Act.
- 19.6. The Committee is collectively responsible for ensuring that the City Colts complies with the Act and that individual members of the Committee comply with these Rules.
- 19.7. Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- 19.8. Committee members must exercise their powers and discharge their duties:
  - 19.8.1. in good faith in the best interests of the City Colts; and
  - 19.8.2. for a proper purpose.
- 19.9. Committee members and former Committee members must not make improper use of:
  - 19.9.1. their position; or

- 19.9.2. so as to gain an advantage for themselves or any other person or to cause detriment to the City Colts.

## **20. Special duties of Committee Members**

- 20.1. In addition to any duties imposed by these Rules, a Committee member must perform any other duties imposed on them by resolution at a general meeting.
- 20.2. The Committee may appoint:
  - 20.2.1. Delegates or representatives to any Association, council or league with which the club may be connected, including the Wangaratta District Cricket Association;
  - 20.2.2. Such sub-committee for the selection of teams and for other purposes as it thinks fit.

## **21. The Committee Members**

- 21.1. The Committee is made up of the following Committee members:
  - 21.1.1. a President, a Vice President, a Treasurer, a Secretary ('the Office Bearers'); and
  - 21.1.2. up to 6 ordinary Committee members.
- 21.2. A member is eligible to be elected or appointed as a Committee member if the member:
  - 21.2.1. is at least 18 years of age; and
  - 21.2.2. is entitled to vote at a general meeting of the City Colts.

## **22. President and Vice-President**

- 22.1. Subject to Rule 22.2 the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Committee meetings.
- 22.2. If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:
  - 22.2.1. in the case of a general meeting—a member elected by the other members present; or
  - 22.2.2. in the case of a Committee meeting—a Committee member elected by the other Committee members present.

## **23. The Secretary**

- 23.1. The Secretary must perform any duty or function required under the Act to be performed by the Secretary of an Incorporated Association.

**Example:** Under the Act, the Secretary of an Incorporated Association is responsible for lodging documents of the City Colts with the Registrar.
- 23.2. The Secretary must:
  - 23.2.1. maintain the Register of Members in accordance with Rule 15; and
  - 23.2.2. keep custody of all books, documents and securities of the City Colts in accordance with Rule 50 (except for the financial records referred to in Rule 8; and

23.2.3. subject to the Act and these Rules, provide members with access to the Register of Members, the minutes of general meetings and other books and documents; and

23.2.4. perform any other duty or function imposed on the Secretary by these Rules.

23.3. The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

## **24. Treasurer**

24.1. The Treasurer must:

24.1.1. receive all moneys paid to or received by the City Colts and issue receipts for those moneys in the name of the City Colts; and

24.1.2. ensure that all moneys received are paid into the account of the City Colts within 5 working days after receipt; and

24.1.3. make any payments authorised by the Committee or by a general meeting of the City Colts from the City Colts' funds; and

24.1.4. ensure cheques are signed by at least 2 Committee members including the Treasurer, President or Secretary.

24.2. The Treasurer must:

24.2.1. ensure that the financial records of the City Colts are kept in accordance with the Act; and

24.2.2. coordinate the preparation of the financial statements of the City Colts and, if required by the Act, their checking by an auditor and certification by the Committee prior to their submission to the annual general meeting of the City Colts.

24.3. The Treasurer must ensure that at least one other Committee member has access to the accounts and financial records of the City Colts.

## **Election of Committee**

### **25. Positions to be declared vacant**

25.1. This rule applies to any annual general meeting of the City Colts, after the annual report and financial statements of the City Colts have been received.

25.2. The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 25 to 29.

### **26. Nominations**

26.1. Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.

26.2. An eligible member of the City Colts may:

26.2.1. nominate themselves; or

26.2.2. with the member's consent, be nominated by another member.

- 26.3. A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

## **27. Election of Office Bearers**

- 27.1. At the annual general meeting, separate elections must be held for each of the following positions:
  - 27.1.1. President;
  - 27.1.2. Vice-President;
  - 27.1.3. Secretary;
  - 27.1.4. Treasurer.
- 27.2. If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- 27.3. If more than one member is nominated, a ballot must be held in accordance with rule 29.
- 27.4. Upon their election, the new President may take over as Chairperson of the meeting.

## **28. Election of ordinary members**

- 28.1. The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year, up to a maximum of 6.
- 28.2. A single election may be held to fill all of those positions.
- 28.3. If the number of members nominated for the position of ordinary Committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- 28.4. If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 29.

## **29. Ballot**

- 29.1. If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- 29.2. The returning officer must not be a member nominated for the position.
- 29.3. Before the ballot is taken, each candidate may make a short speech in support of their election.
- 29.4. An election is usually conducted by show of hands but can be held by secret ballot if requested by a member or the Chairperson.
- 29.5. If the election is to be conducted by secret ballot, the returning officer must give a blank piece of paper to:
  - 29.5.1. each member present in person; and
  - 29.5.2. each proxy appointed by a member.
- 29.6. If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 29.7. If the ballot is for more than one position:

- 29.7.1. the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
- 29.7.2. the voter must not write the names of more candidates than the number to be elected.
- 29.8. Ballot papers that do not comply with Rule 29.7 are not to be counted.
- 29.9. Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 29.10. The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 29.11. If the returning officer is unable to declare the result of an election under Rule 29.10 because 2 or more candidates received the same number of votes, the returning officer must:
  - 29.11.1. conduct a further election for the position in accordance with Rule 29 to decide which of those candidates is to be elected; or
  - 29.11.2. with the agreement of those candidates, decide by lot which of them is to be elected. **For example:** The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

### **30. Term of Office**

- 30.1. Subject to these Rules:
  - 30.1.1. a Committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- 30.2. A general meeting of the City Colts may:
  - 30.2.1. by special resolution remove a Committee member from office; and
  - 30.2.2. elect an eligible member of the City Colts to fill the vacant position in accordance with these Rules.
- 30.3. Committee members may be re-elected.
- 30.4. A member who is the subject of a proposed special resolution under Rule 30.2.1 may make representations in writing to the Secretary or President of the City Colts (not exceeding a reasonable length) and may request that the representations be provided to the members of the City Colts.
- 30.5. The Secretary or the President may give a copy of the representations to each member of the City Colts or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

### **31. Committee Member Resignations, Removal and Casual Vacancies**

- 31.1. A Committee member stops being on the Committee if they:
  - 31.1.1. cease being a member of the City Colts;
  - 31.1.2. fail to attend 3 consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence granted by the Committee;
  - 31.1.3. resign by writing to the Committee or the Secretary;

- 31.1.4. are removed by a special resolution of members of the City Colts;
  - 31.1.5. become insolvent under administration (as the term is defined in section 38 of the Interpretation of Legislation Act 1984);
  - 31.1.6. become a represented person (under the Guardianship and Administration Act 2019);
  - 31.1.7. die;
  - 31.1.8. otherwise stop being a Committee member by operation of section 78 of the Act; or
  - 31.1.9. in the case of the Secretary, if the Secretary stops residing in Australia.
- 31.2. The Committee may appoint an eligible member of the City Colts to fill a position on the Committee that:
- 31.2.1. has become vacant under Rule 31; or
  - 31.2.2. was not filled by election at the last annual general meeting.
- 31.3. If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- 31.4. Rule 30 applies to any Committee member appointed by the Committee under Rules 31.2.1 or 31.2.2.
- 31.5. The Committee may continue to act despite any vacancy in its membership.

## **32. Notice of Committee Meetings**

- 32.1. The Committee may decide how often it meets, provided it meets at least 8 times per year.
- 32.2. The Secretary must give 7 days' written notice of a Committee meeting to Committee members unless the meeting is an urgent meeting. The notice must state the time, date and place of the meeting.
- 32.3. Notice may be given of more than one Committee meeting at a time.
- 32.4. A special Committee meeting may be convened by any 4 Committee members subject to the following:
- 32.4.1. 7 days written notice of the meeting must be provided; and
  - 32.4.2. the notice of the meeting must include the general nature of the business to be conducted; and
  - 32.4.3. only that business may be conducted at the meeting.
- 32.5. In cases of urgency, an urgent Committee meeting can be held without 7 days' notice, provided:
- 32.5.1. that as much notice as practicable is given to each Committee member by the quickest means practical.
  - 32.5.2. only the business for which the meeting was called may be conducted; and
  - 32.5.3. any resolution made must be passed by an absolute majority of the Committee.

### **33. Committee Meetings Procedure**

- 33.1. As long as everyone can hear and communicate clearly at the same time, Committee meetings may be held at more than one place using technology (such as telephone or video conferencing).
- 33.2. The President is entitled to chair Committee meetings.
- 33.3. If the President is not present, or does not wish to chair the meeting, the Vice President is entitled to chair.
- 33.4. If neither the President nor the Vice President is present, or if neither wishes to chair the meeting, the Committee must elect another Committee member to chair.
- 33.5. Subject to these Rules, the procedure to be followed at a Committee meeting must be determined from time to time by the Committee.
- 33.6. The order of business may be determined by members present at the meeting.

### **34. Voting**

- 34.1. On any question arising at a Committee meeting, each Committee member has one vote (subject to Rule 34.3 below).
- 34.2. A motion is carried if a majority of Committee members vote in favour of the motion (unless the motion is required by these Rules to be passed by an absolute majority of the Committee).
- 34.3. The Chairperson of the meeting has, in the case of equal votes on an issue, a second or casting vote.
- 34.4. If an equal number of votes are cast for and against a motion or amendment, the Chairperson of the meeting must declare the motion or amendment lost.
- 34.5. A Committee member who is not present at a Committee meeting may vote on an issue by sending the Secretary an email stating their position. The email must be received by the Secretary at least 4 hours prior to the meeting to be counted, unless the Committee consents to a shorter timeframe.
- 34.6. Voting by proxy at Committee meetings is not permitted.

### **35. Quorum**

- 35.1. No business may be conducted at a Committee meeting unless a quorum is present.
- 35.2. At least 5 Committee members must be present (either in person or through the use of technology) for the meeting to be validly held ('quorum').
- 35.3. If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting:
  - 35.3.1. in the case of a special meeting, the meeting lapses;
  - 35.3.2. in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with these Rules.



### **36. Conflict of Interest**

- 36.1. A Committee member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- 36.2. The Committee member:
  - 36.2.1. must not be present while the matter is being considered at the meeting; and
  - 36.2.2. must not vote on the matter.
- 36.3. This Rule does not apply to a material personal interest:
  - 36.3.1. that exists only because the Committee member belongs to a class of persons for whose benefit the City Colts is established; or
  - 36.3.2. that the Committee member has in common with all, or a substantial proportion of, the members of the City Colts.

### **37. Minutes of meeting**

- 37.1. The Committee must ensure that minutes are taken and kept of each Committee meeting.
- 37.2. The minutes must record the following:
  - 37.2.1. the names of the members in attendance at the meeting;
  - 37.2.2. the business considered at the meeting;
  - 37.2.3. any resolution on which a vote is taken and the result of the vote;
  - 37.2.4. any material personal interest disclosed under rule 36.

## **General Meetings**

### **38. Annual general meetings**

- 38.1. The Committee must convene an annual general meeting of the City Colts to be held within 5 months after the end of each financial year.
- 38.2. The Committee may determine the date, time and place of the annual general meeting.
- 38.3. The ordinary business of the annual general meeting is as follows:
  - 38.3.1. to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - 38.3.2. to receive and consider:
    - 38.3.2.1. the annual report of the Committee on the activities of the City Colts during the preceding financial year; and
    - 38.3.2.2. the financial statements of the City Colts for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - 38.3.3. to elect the members of the Committee;

38.3.4. to confirm or vary the amounts (if any) of the annual subscription and joining fee.

38.4. The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **39. Special general meetings**

39.1. Any general meeting of the City Colts, other than an annual general meeting, is a special general meeting.

39.2. The Committee may convene a special general meeting whenever it thinks fit.

39.3. No business other than that set out in the notice under Rule 41 may be conducted at the meeting.

**Note:** General business may be considered at the meeting if it is included as an item for consideration in the notice under Rule 41 and the majority of members at the meeting agree.

### **40. Special general meeting held at request of members**

40.1. The Committee must convene a special general meeting if a request to do so is made in accordance with Rule 40.2 by at least 4 members of the City Colts.

40.2. A request for a special general meeting must:

40.2.1. be in writing; and

40.2.2. state the business to be considered at the meeting and any resolutions to be proposed; and

40.2.3. include the names and signatures of the members requesting the meeting; and

40.2.4. be given to the Secretary.

40.3. If the Committee does not convene a special general meeting within 1 month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

40.4. A special general meeting convened by members under Rule 40.3;

40.4.1. must be held within 3 months after the date on which the original request was made; and

40.4.2. may only consider the business stated in that request.

40.5. The City Colts must reimburse all reasonable expenses incurred by the members convening a special general meeting under under Rule 40.3.

### **41. Notice of general meetings**

41.1. The Secretary (or, in the case of a special general meeting convened under under Rule 40.3, the members convening the meeting) must give to each member of the City Colts:

41.1.1. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

41.1.2. at least 14 days' notice of a general meeting in any other case.

41.2. The notice must:

41.2.1. specify the date, time and place of the meeting; and

- 41.2.2. indicate the general nature of each item of business to be considered at the meeting; and
- 41.2.3. if a special resolution is to be proposed:
  - 41.2.3.1. state in full the proposed resolution; and
  - 41.2.3.2. state the intention to propose the resolution as a special resolution; and
  - 41.2.3.3. comply with Rule 42.4.

## **42. Proxies**

- 42.1. A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting.
- 42.2. The appointment of a proxy must be in writing and signed by the appointing member (if handwritten).
- 42.3. The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
- 42.4. Notice of a general meeting given to a member under Rule 41 must:
  - 42.4.1. state that the member may appoint another member as a proxy for the meeting; and
  - 42.4.2. A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 42.5. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Secretary no later than 4 hours before the commencement of the meeting.

## **43. Use of technology**

- 43.1. A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- 43.2. For the purposes of this section, a member participating in a general meeting as permitted under Rule 43.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **44. Quorum at general meetings**

- 44.1. No business may be conducted at a general meeting unless a quorum of members is present.
- 44.2. The quorum for a general meeting is the presence (physically, by proxy or as allowed under Rule 43) of 10 of the members entitled to vote.
- 44.3. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
  - 44.3.1. in the case of a meeting convened by, or at the request of, members under Rule 40—the meeting must be dissolved;

**Note:** If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the

meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under Rule 40.

44.3.2. in any other case:

44.3.2.1. the meeting must be adjourned to a date not more than 21 days after the adjournment; and

44.3.2.2. notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

44.4. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under Rule 44.3.2, the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

#### **45. Adjournment of general meeting**

45.1. The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

45.2. Without limiting Rule 45.1, a meeting may be adjourned:

45.2.1. if there is insufficient time to deal with the business at hand; or

45.2.2. to give the members more time to consider an item of business.

**Example:** The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

45.3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

45.4. 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 41.

#### **46. Voting at general meeting**

46.1. On any question arising at a general meeting:

46.1.1. subject to Rule 46.3, each member who is entitled to vote has one vote; and

46.1.2. members may vote personally or by proxy; and

46.1.3. except in the case of a special resolution, the question must be decided on a majority of votes.

46.2. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

46.3. If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

#### **47. Special resolutions**

47.1. A special resolution is passed if not less than 75% of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

**Note:** In addition to certain matters specified in the Act, a special resolution is required:

- (a) to remove a Committee member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the City Colts.

#### **48. Determining whether resolution carried**

- 48.1. Subject to Rule 48.2, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
  - 48.1.1. carried; or
  - 48.1.2. carried unanimously; or
  - 48.1.3. carried by a particular majority; or
  - 48.1.4. lost:and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- 48.2. If a poll (where votes are cast in writing) is demanded by 3 or more members on any question:
  - 48.2.1. the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - 48.2.2. the Chairperson must declare the result of the resolution on the basis of the poll.
- 48.3. A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 48.4. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

#### **49. Minutes of general meeting**

- 49.1. The Committee must ensure that minutes are taken and kept of each general meeting.
- 49.2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 49.3. In addition, the minutes of each annual general meeting must include:
  - 49.3.1. the names of the members attending the meeting; and
  - 49.3.2. proxy forms given to the Chairperson of the meeting under Rule 42.5 and
  - 49.3.3. the financial statements submitted to the members in accordance with Rule 38.3.2.2 and
  - 49.3.4. the certificate signed by 2 Committee members certifying that the financial statements give a true and fair view of the financial position and performance of the City Colts; and
  - 49.3.5. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## General Matters

### 50. Custody of Documents and Members' Access to Documents

- 50.1. Members may on request inspect free of charge:
  - 50.1.1. the Register of Members;
  - 50.1.2. the minutes of general meetings;
  - 50.1.3. subject to Rule 50.2, the financial records, books, securities and any other relevant document of the City Colts.

**Note:** See note following Rule 15 for details of access to the Register of Members.

- 50.2. Subject to the Act, members cannot inspect or get copies of Committee meeting minutes or parts of the minutes, unless the Committee specifically allows it.
- 50.3. The Committee may refuse to permit a member to inspect records of the City Colts that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the City Colts.
- 50.4. The Committee must on request make copies of these Rules available to members and applicants for membership free of charge.
- 50.5. Subject to Rule 50.3, a member may make a copy of any of the other records of the City Colts referred to in this rule and the City Colts may charge a reasonable fee for provision of a copy of such a record.
- 50.6. For purposes of this Rule:
  - 50.6.1. relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the City Colts and includes the following:
    - 50.6.1.1. its membership records;
    - 50.6.1.2. its financial statements;
    - 50.6.1.3. its financial records;
    - 50.6.1.4. records and documents relating to transactions, dealings, business or property of the City Colts.

### 51. Common seal

- 51.1. The City Colts does not have a common seal.

### 52. Changing the Rules

- 52.1. Subject to the Act, these Rules may only be altered by special resolution of a general meeting of the City Colts.

### 53. Winding up the City Colts

- 53.1. The members may vote by special resolution at a general meeting to wind up the City Colts.
- 53.2. In the event of the winding up or voluntarily cancellation of the incorporation of the City Colts, the surplus assets must not be distributed to any members or former members of the City Colts.

- 53.3. Subject to the Act and any Court order made under the Act, any surplus assets must be given to a body that has similar purposes to the City Colts and which is not carried on for the profit or gain of its individual members.
- 53.4. The body to which the surplus assets are give must be decided by special resolution.

#### **54. Notices**

- 54.1. Members must give the City Colts their address for notices and advise of any change in that address within 7 days.
- 54.2. The address for notices may include an email address or postal (email address preferred).
- 54.3. The Secretary must enter any change in the address of a member in the Register of Members within 7 days.
- 54.4. Notice may be given to a member by sending it to the address last given by the member.
- 54.5. Notice may be given to the City Colts or the Committee by sending the notice by hand to the Secretary or by email to the email address of the City Colts or the Secretary.
- 54.6. In these Rules a period of notice of a meeting expressed in days does not include:
  - 54.6.1. the day on which notice is given; or
  - 54.6.2. the day on which the meeting is held.
- 54.7. Notices sent by post are taken to have been given on the 4th day after posting that is not a Saturday, Sunday or public holiday at that address.
- 54.8. Notices sent by email are taken to have been given on the first day after sending that is not a Saturday, Sunday or public holiday at that address.
- 54.9. In this Rule, 'member' includes a Committee member.