

**CONSUMER AFFAIRS VICTORIA**  
**Associations Incorporation Reform Act 2012**

**RULES**  
**For an**  
**INCORPORATED ASSOCIATION**

**Associations Incorporation Reform Regulations 2012**

**Part 3**

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## **Model Rules for an Incorporated Association**

### **Note**

Under section 46 of the **Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between MSBA and its members.

### **PART 1 - PRELIMINARY**

#### **1.1 Name**

The name of the incorporated association is Metropolitan Snooker and Billiards Association Incorporated (MSBA).

### **Note**

Under section 23 of the Act, the name of MSBA and its registration number must appear on all its business documents.

#### **1.2 The purposes of MSBA**

- (a) encourage and promote the sports of billiards and snooker by conducting inter-club teams competitions and singles tournaments for both sports.
- (b) enforce the observance of these Rules and to adjudicate disputes which may arise between individual clubs and the members.
- (c) promote a social spirit among Affiliated Clubs and members by engendering a spirit of comradeship at all gatherings.

#### **1.3 Jurisdiction**

These Rules shall be binding on all Office Bearers, Members and Clubs affiliated to MSBA.

#### **1.4 Affiliation**

Unless the BoM decides otherwise the MSBA shall be affiliated with the Victorian Billiards and Snooker Association Inc.

#### **1.5 Financial year**

The financial year of MSBA is each period of 12 months ending on 31<sup>st</sup> December.

#### **1.6 Not for Profit Organisation**

1.6.1 As a not for profit organisation, MSBA must not distribute any surplus, income or assets directly or indirectly to its members.

1.6.2 Rule (1.6.1) does not prevent MSBA from paying a member :

- (a) reimbursement for expenses properly incurred by the member.

- (b) for goods or services provided by the member if this is done in good faith on terms no more favourable than if the member was not a member.

**Note**

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

**PART 2 - POWERS OF MSBA**

**2.1 General**

2.1.1 Subject to the Act, MSBA has power to do all things incidental or conducive to achieving its purposes.

2.1.2 Without limiting Rule 2.1.1, MSBA may :

- (a) acquire, hold and dispose of real or personal property.
- (b) open and operate accounts with financial institutions.
- (c) invest its money in any security in which trust monies may lawfully be invested.
- (d) raise and borrow money on any terms and in any manner as it thinks fit.
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability.
- (f) appoint agents to transact business on its behalf.
- (g) enter into any other contract it considers necessary or desirable.

**2.2 Competitions**

2.2.1 MSBA may arrange, organise and run Snooker and Billiards tournaments and inter-club competitions. All match fees, team registration fees and player registration fees are set and reviewed by the BoM.

2.2.2 In conjunction with Rule 2.2.1 MSBA may :

- (a) make prize money available to successful entrants in tournaments and present such trophies as the BoM deems reasonable to the winners and runners up of tournaments and inter-club competitions.
- (b) for each competition year (which shall end on each 31 December) make such individual awards as the BoM decides are reasonable and present trophies to the winners of those awards.

**2.3 Use of Powers**

MSBA may only exercise its powers and use its income and assets (including any surplus) for its own purposes.

### **PART 3 - DEFINITIONS**

In these Rules :

Absolute majority of the BoM	means a majority of the BoM members currently holding office and entitled to vote at the time (as distinct from a majority of BoM members present at a BoM meeting).
Affiliated Club	means any Club or organisation affiliated to MSBA as per Rule 4.8.
Board meeting	means a meeting of the BoM held in accordance with these Rules.
Board member	means a member of the BoM elected or appointed under Rule 4.4.1 or 4.4.3
BoM	means the Board of Management having management of the business of the MSBA.
By-Laws	means the set of procedures and requirements regulating MSBA's operations and activities, as determined and published by the Board from time to time as per Rule 4.5.1 (d).
Chairperson of a general meeting	means the person chairing the meeting as required under Rule 5.2.1
Disciplinary Action	means a method for dealing with a member who causes problems or does not obey the rules or purpose of the MSBA and includes any issue of suspension or warning of future suspension if similar behaviour reoccurs.
Financial member	means a member of MSBA who has paid the annual registration fee.
General meeting	means a general meeting of the members of MSBA convened in accordance with Part 5 and includes an Annual general meeting and a Special general meeting.
Member	means a registered member of MSBA.
President	means the person elected as President of MSBA at the Annual general meeting each two years.

Secretary	means the person elected as Secretary of MSBA at the Annual general meeting each two years.
Special resolution	means a resolution that requires not less than three-quarters 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 and the Act in force from time to time.
The Registrar	means the Registrar of Incorporated Associations.
Treasurer	means the person elected as Treasurer of MSBA at the Annual general meeting each two years.

## **PART 4 - COMPOSITION OF MSBA**

### **4.1 Membership**

#### **4.1.1 Minimum number of members**

MSBA must have at least 30 members at all times.

#### **4.1.2 Eligibility for membership**

- (a) Any person who is a financial member of an Affiliated Club may apply to become a member of MSBA subject to payment of an annual registration fee as determined by the BoM.
- (b) No restrictions shall be placed on any person by virtue of race, gender, religion or political beliefs.
- (c) Junior memberships are available for those under the age of eighteen (18) years. Junior members are ineligible for office within the MSBA or to vote at any general meeting.

#### **4.1.3 Application for membership**

- (a) As soon as practicable after an application for membership is received, the Match Committee must:
  - (i) decide whether to accept or reject the application.
  - (ii) if the application is rejected, need give no reason for the rejection but any registration fee accompanying the application must be returned to the applicant.
- (b) Once the application for membership is approved by the Match Committee:

- (i) the Applicant becomes entitled to exercise their rights of membership.
- (ii) the Secretary shall enter the name and address of the new member and the date of becoming a member in the register of members.

#### 4.1.4 **Life Members**

- (a) As a mark of honour the BoM may grant Life Membership to members who have :
  - (i) served not less than five years on the BoM or
  - (ii) not less than ten years membership with MSBA or
  - (iii) performed special or distinguished services within MSBA or
  - (iv) made distinguished contribution to the game.
- (b) In the case of a player, life membership shall not be given on playing performance alone and in the assessment of a player candidate, the attitude (including attitude at the table and with officials) and public behaviour shall be prime factors in consideration for Life Membership.
- (c) Life Members shall retain all the privileges of a member but shall not be required to pay an annual registration fee.

#### 4.1.5 **General rights of members**

- (a) A financial member whose membership rights are not suspended for any reason, has the right to :
  - (i) receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules.
  - (ii) attend, be heard and vote at a general meeting.
  - (iii) submit items of business for consideration at a general meeting including Notices of Motion for changes in these Rules which must be submitted to the Secretary at least 21 days prior to a general meeting.
  - (iv) nominate for any position on the Executive subject to Rule 5.7.2 (c ) (i) or the BoM subject to Rule 4.1.2 ( c).
  - (v) subject to the Act and Rule 8.3
    - have access to the minutes of general meetings and other relevant documents of the MSBA.
    - inspect the register of members at a reasonable time free of charge.
  - (vi) participate in inter-club matches, tournaments or special functions arranged by the BoM.
- (b) The rights of a member (including the right to vote) shall be suspended if:

- (i) the annual registration fee has not been paid by the due date and shall remain suspended until the fee is paid.
  - (ii) the member is subject to disciplinary action under Rule 7.1.1 and shall remain suspended for a period of twelve (12) months from the date the disciplinary action commenced.
- (c) The rights of a member are not transferable and end when membership ceases.

#### 4.1.6 Cessation of Membership

- (a) Membership of a person ceases upon resignation, expulsion or death. A member is taken to have resigned if :
- (i) a written notice of resignation is submitted to the Secretary.
  - (ii) the member's annual registration fee is more than 12 months in arrears.

#### 4.1.7 Register of members

- (a) The Secretary must keep and maintain a register of members that records for each current member :
- (i) the member's name.
  - (ii) the address for notice last given by the member.
  - (iii) the date of becoming a member.
  - (iv) any other information determined by the BoM.
- (b) If a person ceases to be a member of MSBA, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

#### 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.**

## 4.2 Office Bearers

- 4.2.1 The Office Bearers of MSBA must be financial members of MSBA and shall comprise :

- (a) **The President**, who shall :



- (i) be the Chief Executive Officer of MSBA.
- (ii) where practicable attend and Chair all meetings, ensure that a quorum is present and that the proceedings are conducted with decorum, are within the limits of these Rules and comply with the rules of debate.
- (iii) at his discretion and direction arrange for his control of a meeting to be delegated, in his absence and/or if no delegation has been authorised then the Chair is to be a BoM member elected by the other BoM members present.

(b) **The Secretary** , who shall :

- (i) be the Chief Operative Officer of MSBA.
- (ii) where practicable attend all meetings.
- (iii) record details of the transactions of all Board and general meetings and present these minutes for subsequent confirmation.
- (iv) keep and maintain all administration records of MSBA.
- (v) keep a record of performances of all players in MSBA competitions.
- (vi) keep and maintain a register of members as per Rule 4.1.7.
- (vii) keep custody of the Common Seal of MSBA.
- (viii) subject to the Act and these Rules, provide members with access to a copy of these Rules, the By-Laws, the register of members, the minutes of general meetings and other books and documents.
- (ix) perform any other duty or function imposed on the Secretary by these Rules.
- (x) give to the Registrar notice of their appointment within 14 days after the appointment.
- (xi) be the Public Officer of MSBA.

(c) **The Treasurer** who shall :

- (i) collect and receive all monies due to MSBA.
- (ii) be a signatory to make payments authorised by the MSBA.
- (iii) keep correct accounts and books showing the financial affairs of MSBA with full details of all receipts and expenditure connected with the activities of MSBA.
- (iv) subject to the Act and these Rules, provide members with access to the books referred to in Rule 4.2.1 (c) (iii).
- (v) prepare a statement of receipts and expenditure during each financial year for presentation to members at the Annual general meeting.
- (vi) ensure that at least one other Board member has access to the accounts and financial records of MSBA.

#### 4.2.2 Election of Office Bearers

- (a) All Office Bearers are to be elected by members at an Annual general meeting.
- (b) The Executive shall hold Office for a term of two years and the other Office Bearers for one year unless dismissed from office by three-fourths majority at :
  - (i) the next Annual general meeting or
  - (ii) a Special general meeting convened for this purpose.

#### 4.3 The Executive

4.3.1 The President, Secretary and Treasurer shall form the Executive of MSBA.

4.3.2 The President and Secretary shall be ex-officio members of all subcommittees.

#### 4.4 The Board of Management

##### 4.4.1 Composition

- (a) The BoM shall consist of the members of the Executive and up to two delegates from each Affiliated Club, nominated and elected by members at the Annual general meeting.
- (b) All members of the BoM must :
  - (i) be financial members of MSBA.
  - (ii) reside in Australia.

##### 4.4.2 Vacating Office

A member's position on the BoM will be terminated if :

- (a) the BoM declares the position vacant due to the member :
  - (i) completing their term of office.
  - (ii) ceasing to be a member of MSBA.
  - (iii) resigning from office in writing to the Secretary.
  - (iv) being absent from three consecutive Board meetings without approval of the Board.
  - (v) being convicted of a felony.
  - (vi) in the opinion of the Board committing a serious misdemeanour.
  - (vii) for health reasons becoming incapable of continuing in office.
  - (viii) ceasing to be a Board member by operation of section 78 of the Act.
- (b) members present at a Special general meeting convened for the specific purpose of removing the member from office and:

- (i) have been provided with a copy of any written representations made to the Secretary or President of MSBA (not exceeding a reasonable length) by the member concerned or
- (ii) have had those representations read to them at the meeting and
- (iii) by a three-fourths majority have voted to remove the member from the BoM.

#### 4.4.3 Casual vacancies

- (a) The BoM may appoint an eligible member of MSBA to fill a position on the BoM that :
  - (i) has become vacant under Rule 4.4.2 or
  - (ii) was not filled by election at the last Annual general meeting.
- (b) If the position of Secretary becomes vacant the BoM must appoint a member to the position within 14 days after the vacancy arises.
- (c) The BoM may continue to act despite any vacancy in its membership.

#### 4.4.4 Meetings of the Board of Management

The BoM must meet at least 3 times in each year at the dates, times and places determined by the BoM.

#### 4.4.5 Meeting Procedures

The procedure to be followed at a meeting of a Board may be :

- (a) determined from time to time by the BoM or
- (b) determined by the members present at the meeting.

#### 4.4.6 Notice of Board Meetings

- (a) Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.
- (b) Notice may be given of more than one Board meeting at the same time.
- (c) The notice must state the date, time and place of the meeting.

#### 4.4.7 Urgent Meetings

- (a) In cases of urgency a meeting can be held without notice being given in accordance with Rule 4.4.6 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (b) Any resolution made at the meeting must be passed by an absolute majority of the BoM.
- (c) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

#### 4.4.8 Quorum

- (a) No business may be conducted at a Board meeting unless a quorum is present.
- (b) The quorum for a Board meeting is the presence (in person or as allowed under Rule 4.4.9) of not less than 50% of the Board.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting the meeting lapses.

#### 4.4.9 Use of technology

- (a) A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the BoM members present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purposes of this Part, a Board member participating in a Board meeting as permitted under Rule 4.4.9(a) is taken to be present at the meeting and if the member votes at the meeting is taken to have voted in person.

#### 4.4.10 Voting

- (a) On any question arising at a Board meeting each Board member present at the meeting has one vote.
- (b) A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- (c) Rule 4.4.10 (b) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the BoM.
- (d) If votes are divided equally on a question the Chairperson of the meeting has a second or casting vote.
- (e) Voting by proxy is not permitted.

#### 4.4.11 Conflict of interest

A Board member who has a material personal interest in a matter being considered at a Board meeting must :

- (a) disclose the nature and extent of that interest to the BoM.
- (b) not be present while the matter is being considered at the meeting.
- (c) not vote on the matter.

#### Note

Under section 81(3) of the Act, if there are insufficient Board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

#### 4.4.12 Minutes of meeting

The BoM must ensure that :

- (a) minutes are taken and kept of each Board meeting.
- (b) the minutes record the following :
  - (i) the names of the members in attendance at the meeting.
  - (ii) the business considered at the meeting.
  - (iii) any resolution on which a vote is taken and the result of the vote.
  - (iv) any material personal interest disclosed under rule 4.4.11

#### 4.5 Powers and Duties of the Board of Management

4.5.1 The Board of Management shall :

- (a) be responsible for the overall management of MSBA.
- (b) exercise all the powers of MSBA except those powers that these Rules or the Act require to be exercised by general meetings of the members of MSBA.
- (c) collectively be responsible for ensuring that MSBA comply with the Act and that individual members of the BoM comply with these Rules.
- (d) draft and regularly review such By-Laws as may be deemed necessary for the efficient conduct of MSBA's activities.

4.5.2 The Board of Management may :

- (a) establish subcommittees consisting of members with terms of reference it considers appropriate.
- (b) terminate the affiliation of any Club or the participation in competition of any member should they consider such affiliation or participation be to the disadvantage of MSBA.

#### 4.5.3 Performance of Additional Duties

In addition to any duties imposed by these Rules, Board members must :

- (a) perform any other duties imposed from time to time by resolution at a general meeting.
- (b) as soon as practicable after being elected or appointed to the BoM become familiar with these Rules and the Act.
- (c) exercise their powers and discharge their duties :
  - (i) with reasonable care and diligence.
  - (ii) in good faith in the best interests of MSBA.
  - (iii) for a proper purpose.
- (d) not make improper use of :
  - (i) their position.

- (ii) information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to MSBA.

**Note**

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

#### **4.6 Match Committee**

The Match Committee shall:

- (a) be appointed by the BoM at the first Board Meeting after the Annual general meeting.
- (b) comprise such person or persons as the BoM deems appropriate.
- (c) have full jurisdiction over all matters pertaining to :
  - (i) handicapping of members with the right to re-handicap any member at any time.
  - (ii) preparations of Fixtures for all inter-club competitions conducted by MBSA.
  - (iii) issues that arise from any inter-club competition prior to the need, if necessary, to refer such matters to the BoM.
  - (iv) admission of new Affiliated Clubs and new members.
  - (v) tournaments run by MSBA including the setting of entry fees.

#### **4.7 Additional Officers and/or Committees**

The BoM may:

- (a) appoint an assistant to any regular officer.
- (b) create Special Temporary Committees for such purposes as may be required to examine and report on problems which may from time to time arise.
- (c) appoint up to two Honorary Auditors if thought necessary. Such Auditors shall not hold a seat on the BoM unless otherwise elected.

#### **4.8 Affiliated Clubs**

4.8.1 Any Snooker or Billiards Club wishing to enter a team or teams in a MSBA competition is required to become an Affiliated Club of MSBA.

4.8.2 The Secretary shall maintain a Register of Affiliated Clubs recording :

- (a) the name and address of each Affiliated Club.
- (b) the name and email address of the person to be contacted at each Club.

## **PART 5 - GENERAL MEETINGS OF MSBA**

### **5.1 Notice of General Meetings**

5.1.1 The Secretary must give to each member of the MSBA either individually or via their Affiliated Club:

- (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.

5.1.2 The notice must:

- (a) specify the date, time and place of the meeting.
- (b) indicate the general nature of each item of business to be considered at the meeting.
- (c) state in full the resolution if a special resolution is to be proposed.
- (d) state that a member may appoint another member as a proxy for the meeting and this written notice must be given to the Chairperson of the meeting before or at the commencement of the meeting.

### **5.2 Conduct of General Meetings**

#### **5.2.1 Chairperson**

- (a) Subject to Rule 5.2.1 (b), the President is the Chairperson for any general meetings.
- (b) If the President is absent, or unable to preside, the Chairperson of the meeting must be a member elected by the other members present.

#### **5.2.2 Quorums**

- (a) No business may be conducted at a general meeting unless a quorum is present. The quorum for :
  - (i) an Annual general meeting shall consist of not less than 50% of the members of the Board and one or more delegates from not less than 40% of the Clubs Affiliated with MSBA at the time of the meeting.
  - (ii) a Special general meeting shall consist of financial members from not less than 40% of the Clubs affiliated with MSBA at the time of the meeting.
- (b) A person not physically at the meeting may be taken to be present by use of technology as detailed in Rule 4.4.9
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:

- (i) in the case of a meeting convened at the request of members the meeting is dissolved and the business that was to have been considered is taken to have been dealt with.
- (ii) in any other case:
  - the meeting must be adjourned to a date not more than 21 days after the adjournment.
  - notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice as soon as practicable after the meeting.
  - if a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under Rule 5.2.2(c)(ii) 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.

### 5.3 **Adjournment of General Meeting**

5.3.1 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.

5.3.2 Without limiting Rule 5.3.1, a meeting may be adjourned:

(a) if there is insufficient time to deal with the business at hand.

(b) to give the members more time to consider an item of business.

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

5.3.4 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 5.1

### 5.4 **Ballots**

5.4.1 If a ballot is required for the election for a position the Chairperson must appoint a member who has not been nominated for the position, to act as returning officer to conduct the ballot.

5.4.2 The election must be by secret ballot.

5.4.3 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.



5.4.4 If the returning officer is unable to declare the result of an election under Rule 5.4.3 because two or more candidates received the same number of votes the returning officer must :

- (a) conduct a further election for the position to decide which of those candidates is to be elected or
- (b) with the agreement of those candidates, decide by lot which of them is to be elected.

**Examples**

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

**5.5 Voting**

5.5.1 With the exception of ballots for elections, voting at all meetings shall be by a show of hands unless by direction of the Chairman or at the request of members present, at which time the vote may be decided by ballot. Members may vote personally or by proxy.

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

5.5.3 At a general meeting a financial member may nominate any financial member of his Affiliated Club, who shall also be a member of MSBA, to act on his behalf. The representative so nominated shall have the same voting power as the delegate for whom they are acting, with the proviso that the Chairperson shall be notified in writing of the change prior to the time of the meeting on the date convened for such meeting.

**5.6 Minutes**

The BoM must ensure that minutes are taken and kept of each general meeting recording :

- (a) the business considered at the meeting.
- (b) any resolution on which a vote is taken and the result of the vote.

**5.7 Annual General Meetings**

5.7.1 The BoM shall :

- (a) convene an Annual general meeting of MSBA to be held within 5 months after the end of each financial year.
- (b) determine the date, time and place of the Annual general meeting.
- (c) ensure that minutes of Annual general meetings are taken and kept and include :

- (i) the names of the members attending the meeting.
- (ii) proxy forms given to the Chairperson of the meeting.
- (iii) the financial statements submitted to the members in accordance with Rule 4.2.1 (c)(v).
- (iv) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of MSBA.
- (v) any audited accounts and auditor's report accompanying the financial statements that are required under the Act.

5.7.2 The ordinary business of the Annual general meeting shall be as follows :

- (a) to confirm the minutes of the previous Annual general meeting and of any Special general meeting held since then.
- (b) to receive and consider :
  - (i) the annual report of the BoM on the activities of MSBA during the preceding financial year.
  - (ii) the financial statements of MSBA for the preceding financial year submitted by the BoM in accordance with Part 7 of the Act.
- (c) to elect the Executive :
  - (i) the Chairperson will indicate which, if any, of the following positions is becoming vacant :
    - President,
    - Secretary,
    - Treasurer,

and call for nominations to fill those vacant positions noting that separate elections must be held for each position. All candidates for election to one of the above executive positions must have served for a continuous period of twelve (12) months on the BoM immediately preceding the election.
  - (ii) if only one member is nominated for the position, the Chairperson of the meeting must declare that member elected to the position.
  - (iii) if more than one member is nominated, a ballot must be held in accordance with rule 5.4
  - (iv) on their election, a new President may take over as Chairperson of the meeting.
- (d) To elect the ordinary members to the BoM.  
The Chairperson will :
  - (i) declare vacant all positions on the BoM other than the Executive.

- (ii) announce how many positions are available to be filled and call for nominations to fill those positions, noting that :
    - members nominated for membership of the BoM must be financial members of MSBA.
    - each affiliated Club may have a maximum of two representatives on the BoM in addition to the Executive.
    - a financial member may nominate himself or any other financial member for election to the BoM.
    - retiring members may be re-elected.
  - (iii) declare the positions filled if the number of nominations received is equal to or less than the number of positions vacant.
  - (iv) hold a Ballot of members in accordance with Rule 5.4 to elect the requisite number of BoM members if the number of nominations received exceeds the number of vacant positions. A single election may be held to fill all of those positions.
- (e) To consider any other business of which notice has been given in accordance with these Rules.

## 5.8 Special General Meetings

- 5.8.1 Any general meeting of MSBA, other than an Annual general meeting is a Special general meeting.
- 5.8.2 The BoM may convene a Special general meeting whenever it thinks fit.
- 5.8.3 No business other than that set out in the notice may be conducted at the meeting.
- 5.8.4 A Special general meeting is also to be held on receipt of a petition signed by delegates from not less than 75% of Affiliated Clubs. Such a request from members must:
- (a) be in writing and given to the Secretary.
  - (b) state the business to be considered at the meeting and any resolutions to be proposed.
  - (c) include the names and signatures of the members requesting the meeting.
- 5.8.5 The BoM must convene a Special general meeting if a request to do so is made in accordance with Rule 5.8.4. If the BoM does not convene a Special general meeting within one 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.

## **PART 6—FINANCIAL MATTERS**

### **6.1 Source of funds**

The funds of MSBA may be derived from annual registration fees, weekly match fees, fund-raising activities, grants, interest and any other sources approved by the BoM.

### **6.2 Management of funds**

#### **6.2.1 Bank Accounts**

MSBA :

- (a) must maintain an account with a financial institution from which all expenditure of MSBA is made and into which all of MSBA's revenue is deposited.
- (b) may maintain such additional accounts with a financial institution as approved by the BoM.

#### **6.2.2 Approval of Expenditure**

- (a) Subject to any restrictions imposed by a general meeting of MSBA, the BoM may :
  - (i) approve expenditure on behalf of MSBA.
  - (ii) authorise the Treasurer to expend funds on behalf of MSBA (including by electronic funds transfer) without requiring approval from the BoM for each item on which the funds are expended.
- (b) All cheques and other negotiable instruments may be signed by any one of such Board members who is authorised to do so by the BoM.

### **6.3 Financial records**

#### **6.3.1 Production and Retention of Financial Records**

- (a) MSBA must :
  - (i) keep financial records which correctly record and explain its transactions, financial position and performance-
  - (ii) enable financial statements to be prepared as required by the Act.
  - (iii) retain the financial records for 7 years after the transactions covered by the records are completed.
- (b) The Treasurer must keep in their custody or under their control:
  - (i) the financial records for the current financial year.
  - (ii) any other financial records as authorised by the BoM.

### **6.3.2 Financial statements**

For each financial year the BoM must ensure that the requirements under the Act relating to the financial statements of MSBA are met. Those requirements include :

- (a) the preparation of the financial statements.
- (b) if required, the review or auditing of the financial statements.
- (c) the certification of the financial statements by the BoM.
- (d) the submission of the financial statements to the Annual general meeting of MSBA.
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **Part 7 - DISCIPLINARY ACTION, PROCEDURES AND GRIEVANCES**

### **7.1 Disciplinary Action**

#### **7.1.1 Grounds for taking Disciplinary Action**

MSBA may take disciplinary action against a member in accordance with this Rule if it is determined that the member :

- (a) has failed to comply with these Rules.
- (b) refuses to support the purposes of MSBA.
- (c) has engaged in conduct prejudicial to MSBA and its members.

#### **7.1.2 Appeal rights**

- (a) A person whose membership rights have been suspended or who has been expelled from MSBA under rule 7.1.1 may give notice to the effect that they wish to appeal against the suspension or expulsion.
- (b) Any notice pursuant to Rule 7.1.2 (a) must be in writing and must be provided to the BoM.
- (c) If a person has given notice under Rule 7.1.2 (b) a meeting must be convened by the BoM as soon as practicable, but in any event not later than 21 days after the notice is received, the decision of the BoM shall be final and binding on all affiliated clubs and registered members.

### **7.2 Grievance procedure**

#### **7.2.1 Application**

- (a) The grievance procedure set out in this section applies to disputes under these Rules between :
  - (i) a member and another member.
  - (ii) a member and the BoM.
  - (iii) a member and MSBA.
- (b) 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.

#### **7.2.2 Parties must attempt to resolve the dispute**

- (a) 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.
- (b) If the parties to a dispute are unable to resolve the dispute within the time required by Rule 7.2.2 (a), the parties must within 10 days notify the BoM of the dispute and seek mediation.
- (c) 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.

### **PART 8 - GENERAL MATTERS**

#### **8.1 Common Seal**

MSBA may have a common seal and, if so :

- (a) the name of MSBA must appear in legible characters on the common seal.
- (b) a document may only be sealed with the common seal by the authority of the BoM and the sealing must be witnessed by the signatures of two Board members.
- (c) the common seal must be kept in the custody of the Secretary.

#### **8.2 Registered address**

The registered address of MSBA is the postal address of the Secretary.

#### **8.3 Custody and inspection of books and records**

8.3.1 Members may on request inspect free of charge :

- (a) the register of members.
- (b) the minutes of general meetings.

- (c) subject to Rule 8.3.2 the financial records, books, securities and any other relevant document of MSBA including minutes of Board meetings.

- 8.3.2 The BoM may refuse to permit a member to inspect records of MSBA that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of MSBA.
- 8.3.3 The BoM must make a copy of these Rules available to members and applicants for membership free of charge.
- 8.3.4 Subject to Rule 8.3.2, a member may make a copy of any of the other records of MSBA referred to in this Rule and MSBA may charge a reasonable fee for provision of a copy of such a record.
- 8.3.5 For purposes of this Rule *relevant documents* means the records and other documents however compiled, recorded or stored, that relate to the incorporation and management of MSBA and includes the following :
  - (a) its membership records.
  - (b) its financial statements.
  - (c) its financial records.
  - (d) records and documents relating to transactions, dealings, business or property of MSBA.

#### 8.4 Winding up and cancellation

- 8.4.1 MSBA may be wound up voluntarily by special resolution.
- 8.4.2 In the event of the winding up or the cancellation of the incorporation of MSBA, the surplus assets of MSBA must :
  - (a) not be distributed to any members or former members of MSBA.
  - (b) subject to the Act and any court order made under section 133 of the Act, be given to a body that has similar purposes to MSBA and which is not carried on for the profit or gain of its individual members.
  - (c) ensure the body to which the surplus assets are to be given must be decided by special resolution.

#### 8.5 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of MSBA.

##### Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules are altered, MSBA is taken to have adopted its own rules, not the model rules.

#### 8.6 Interpretation

- 8.6.1 Should any dispute arise involving the interpretation of these Rules or otherwise, the matter shall be referred to the BoM whose decision shall be final and binding on all affiliated Clubs and registered members.
- 8.6.2 Should any dispute arise relating to any matter not herein provided for, the BoM shall take such action as it thinks fit.

February 2020