

Gymnastics Western Australia Incorporated Statement of Purpose and Rules



This is the annexure of 45 pages marked "A" referred to in Form 5 signed by me and dated. *R Hibbard* 16/01/2015



Department of
Sport and Recreation



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Reference

1. GWA Constitution 19th January 2001
2. Statement of Purposes and Rules – Generic GA State Association Template
3. Explanatory Memorandum - Assoc Incorporation Bill 2006 – Green Bill Nov 2006
4. Draft Model Rules for the Associations Incorporation Bill Dec 2007
5. Associations Incorporation Bill 2006 – Green Bill
6. GA Constitution Membership Categories
7. Gymnastics Victoria Constitution

1. Name

The name of the incorporated association is Gymnastics Western Australia Incorporated.

2. Defined Terms and Interpretation

2.1. Defined Terms

The following definitions apply unless the context requires otherwise.

Act means the Associations Incorporation Act 1986 (WA) *It was noted that this Act would need to be used until the new Associations Incorporation Bill (2006) was passed through WA Parliament. The meeting agreed to accept this Bill upon acceptance by the WA Parliament.*

AGM means the annual General Meeting of the Association required to be held by the Association in each calendar year as per the Act

Appointed Director means a Director appointed under rule 13.11.

Association means Gymnastics Western Australia, being the GA Association Member for Western Australia.

Chair means the chair of a General Meeting, or Board meeting (as applicable) appointed under rule 8.5 (a)

Club Member means a Member admitted to the Association in accordance with Rule 6.2.

Committee means the committee established under rule 19.

Convene means to call together a formal meeting.

Country Clubs means a club situated outside the metropolitan region as defined by the State Planning Commission.

Director means a director of the Association and includes Elected Directors and Appointed Directors.

Directors mean all or some of the directors of the Association acting as the Board.

Elected Director means a director of the Association elected or appointed in accordance with rules 13 and includes the President.

Executive Director means a person appointed as Executive Director by the Directors according to the powers conferred on them by rule 18 and, in the absence of an Executive Director another person or persons appointed by the Directors.

FIG means the Fédération Internationale de Gymnastique.

Friends of Gymnastics means Member admitted to the Association in accordance with rule 6.6.

Financial Year means the year ending on 31 December.

GA means Gymnastics Australia Limited.

GA Association Member means an association member admitted to GA in accordance with its constitution or rules.

General Meeting means a general meeting of Members and includes the AGM.

GWA means Gymnastics Western Australia Incorporated.

Gymnastic Events means competitions, championships, exhibitions and any other events relating to Gymnastics.

Gymnastics means the sport of gymnastics, including Gymsports.

Gymsports means a gymnastic sport program or gymsport as defined by FIG and by GA and the Association and accepted by the Association as a program under its jurisdiction.

Honorary Member means a Member admitted to the Association in accordance with rule 6.5.

HPC means High Performance Centre.

In-School Provider Member means a Member admitted to the Association in accordance with rule 6.7.

Life Member means a Member admitted to the Association in accordance with rule 6.6.

Member means a member of the Association admitted in accordance with rule 6.

Objects means the objects of the Association set out in the statement of purposes in rule 2.

Participant Member means a Member admitted to the Association in accordance with rule 6.3.

Patron means a patron appointed in accordance with rule 12.

Policy means a policy made under rule 23.

Poll means voting conducted in written form.

President means the Elected Director who is elected or appointed as President under rule 13.

Registered Office means the registered office of the Association from time to time.

Regional Gymnastic Association is the recognised Association representing a specific gymnastics region in Western Australia.

Registration means registration of a Member with the Association, such registration being in the form of a signed application form and including the Member's consent to membership of the Association as required by rule 6.11, and Registered has a corresponding meaning.

Regulations means the technical or otherwise, that are made within the authority of these rules by an ordinary resolution of the Board to assist in day to day management of the association.

Representative means a person (whether a body corporate representative or proxy) appointed in accordance with the Act to represent a Member at a General Meeting of the Association.

Rules means these rules, including the statement of purposes as set out in rule 3, as amended from time to time, and a reference to a particular rule is a reference to a rule of these Rules.

SGM means Special General Meeting in accordance with rule 7.3.

Simple Majority means a majority of more than 50% of those persons entitled to vote

Special Majority means a majority of at least 75% of those person entitled to vote

Special Resolution means a resolution that must be passed by 75% of those persons entitled to vote voting of the one accord in accordance with these Rules and / or the Act.

State means a state or territory of the Commonwealth of Australia.

Statutes and Regulations means the Statutes and Regulations of FIG in force from time to time.

Supporter Member means a Member admitted to the Association in accordance with rule 6.8.

Technical Member means a Member admitted to the Association in accordance with rule 6.4.

Telecommunication Meeting means the contemporaneous linking together of persons in oral communications by telephone, audio-visual or other instantaneous means approved by the Directors, and conducted in accordance with rule 17.

TC means Technical Committee

Vice President means the person (if any) appointed from time to time under rule 13.11.

WAIS means Western Australia Institute of Sport.

2.2. Interpretation

In these Rules unless the context requires otherwise:

(presence of a Member) a reference to a Member present at a General Meeting means the Member present in person or by proxy, attorney or Representative;

(document) a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;

(gender) words importing any gender include all other genders;

(person) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;

(successors) a reference to an organisation includes a reference to its successors;

(singular includes plural) the singular includes the plural and vice versa;

(instruments) a reference to a law includes regulations and instruments made under it;

(amendments to legislation) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;

(include) the words include, includes, including and for example are not to be interpreted as words of limitation;

(signed) where, by a provision of these Rules, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and

(writing) writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

2.3. Associations Incorporation Act

- a) In these Rules, unless the context requires otherwise, an expression has, in a provision of these Rules that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- b) The Model Rules for an Incorporated Association in schedule 5 of the Regulations are displaced by these Rules and accordingly do not apply to the Association.

2.4. Headings

Headings are inserted for convenience and do not affect the interpretation of these Rules.

3. Statement of Purposes

3.1. Statement of purposes

The Association's purpose is to represent the interests of Western Australia Gymnastics as the GA Association Member in Western Australia and, in co-operation with GA and other GA Association Members, to co-ordinate and provide for the participation by Western Australia athletes, coaches and officials in Gymnastics and approved State, national and international competitions.

3.2 Objects

The Objects for which the Association is established are to:

- a) be the GA Association Member in Western Australia and to comply with the constitution and by-laws of GA;
- b) work cooperatively with each other GA Association Member and GA and others to conduct, encourage, promote, advance, control and manage Gymnastics in Western Australia;
- c) provide for the conduct, encouragement, promotion and administration of Gymnastics activities through and by Members and GA for the mutual and collective benefit of the Members;
- d) adopt, formulate, issue, interpret, implement and amend from time to time by-laws, policies, rules and such other regulations as are necessary for the control, conduct and good management of Gymnastics in Western Australia;
- e) act in good faith and loyalty to ensure the maintenance and development of the Association and Gymnastics, its standards, quality and reputation for the collective and mutual benefit of the Members;
- f) promote, manage and control Western Australia's Gymnastic Events and to assist GA, at GA's request, to promote, manage and control national and international Gymnastics Events held in Western Australia;
- g) affiliate and otherwise liaise with GA, FIG and such other bodies as may be desirable to achieve these Objects;
- h) strive for government, commercial and public recognition of the Association, the Members and Gymnastics; and
- i) undertake and/or do all things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. Powers

Solely for furthering the Objects, the Association, in addition to any other powers it has under the Act, has the legal capacity and powers of an incorporated Association as set out under section 26 of the Act.

5. Income and Payments

5.1. Application of Income

All the Association's profits (if any), other income and property, however derived, must be applied only to promote its Objects.

5.2. No dividends, bonus or profit to be paid to Members

None of the Association's profits, other income or property may be paid or transferred to the Members, directly or indirectly, by way of dividend, bonus or otherwise, provided that nothing in these Rules will prevent the payment by way of grant or subsidy to any Member which is itself a non-profit association or

corporation solely for the advancement of the objects of such Member and the Objects of the Association.

5.3. Payments in good faith

Rule 5.2 does not prevent the payment in good faith on commercial terms to an officer or Member, or to a legal entity or business of which an officer or Member (or an officer of a Member) is a partner or an officer (or otherwise associated):

- a) of remuneration for services to the Association;
- b) for goods supplied to the Association in the ordinary course of business;
- c) of interest on money borrowed from them by the Association at a rate not exceeding the rate fixed for the purposes of this rule 5.3 by the Association in a General Meeting; or
- d) of reasonable rent for premises let by them to the Association.

5.4. Accounting Records

The Executive Director must:

- a) collect and receive all monies due to the Association and make all payments authorised by the Association; and
- b) keep proper accounting and other records and distribute copies of financial statements as required by the Act.

5.5. Signature

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed as per the GWA Financial Authorisation Policy and Guidelines.

5.6. Auditor

A properly qualified auditor or auditors shall be appointed by the Members at an AGM and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.

6. Membership

6.1. Categories of Members

Membership of the Association will be divided into the following categories:

- a) Club Members;
- b) Participant Members;
- c) Technical Members;
- d) Friends of Gymnastics WA

- e) Honorary Members;
- f) Life Members;
- g) In-School Provider Member; and
- h) Supporter Member:

6.2. Club Members

- a) An incorporated body or group of persons recognised as a Gymnastics / Gynmsports club will, upon Registration with the Association, automatically become a Club Member of Gymnastics Western Australia and Gymnastics Australia and is subject to the provisions of these rules.
- b) Each Club Member is entitled to any benefits of Membership prescribed to apply to Club Members in the GWA Regulations.

6.3. Participant Members

- a) An individual that is recognised by, and Registered with, a Club Member as a participant member will, upon Registration with the association, automatically become a Participant Member of Gymnastics Western Australia and Gymnastics Australia and is subject to the provisions of these rules.
- b) Each Participant Member is entitled to any benefits of Membership prescribed to apply to Participant Members in the GWA Regulations.

6.4. Technical Members

- a) An individual that recognised as holding a coach and/ or judge accreditation issued by Gymnastics Australia will, upon Registration with the Association, automatically become a Technical Member of Gymnastics Western Australia and Gymnastics Australia and is subject to the provisions of these rules.
- b) Each Technical Member is entitled to any benefits of Membership prescribed to apply to Technical Members in the GWA Regulations.

6.5. Friends of Gymnastics Western Australia

- a) An individual who wishes to become a Friend of Gymnastics Western Australia will be eligible for membership of Gymnastics Western Australia as a Friend of Gymnastics Western Australia and is subject to the provisions of these rules.
- b) Each Friends of Gymnastics Member is entitled to any benefits of Membership prescribed to apply to Friends of Gymnastics Members in the GWA Regulations

6.6. Honorary Members

- a) An individual who holds an Official Position with Gymnastics Western Australia, or who holds an administrative position in Gymnastics Western Australia, will be eligible for membership of Gymnastics Western Australia as an Honorary Member of Gymnastics Western Australia and is subject to the provisions of these rules.

- b) Each Honorary Member is entitled to any benefits of Membership prescribed to apply to Honorary Members in the GWA Regulations.

6.7. Life Members

- a) An individual who has contributed long and meritorious service to Gymnastics Western Australia may be elected as a Life Member at any AGM by a Special Resolution.
- b) A Member or a Director may nominate an individual for election as a Life Member of Gymnastics Western Australia in accordance with the rules 27.1
- c) Each Life Member is entitled to any benefits of Membership prescribed to apply to Life Members in the GWA Regulations.

6.8. In-School Provider Member

An incorporated body, business, individual or group of persons recognised as an In-School Provider of gymnastic programs will, upon Registration with the Association, automatically become an In-School Provider Member of Gymnastics Western Australia and Gymnastics Australia and is subject to the provisions of these rules.

- a) An In-School Provider Member will have no voting rights; and
- b) In-School Provider Members include
 - i) Schools and school programs
 - ii) Primary and Secondary School Sports Associations
 - iii) Community Groups
 - iv) Gymbus
- c) Each In-School Provider Member is entitled to any benefits of Membership prescribed to apply to In-School Provider Members in the GWA Regulations.

6.9. Supporter Members

An individual or group of persons recognised as supporting the vision, mission, goals and objectives of the sport will, upon Registration with the Association, automatically become a Supporter Member of Gymnastics Western Australia and Gymnastics Australia and is subject to the provisions of these rules.

- a) A Supporter Member has no voting rights.
 - i) Supporter Members include Regional Associations and HPC supporter groups; and
 - ii) High Performance Management and High Performance supporter groups.
- b) Each Supporter Member is entitled to any benefits of Membership prescribed to apply to In-School Provider Members in the GWA Regulations.

6.10. Membership subscriptions

- a) Subject to rule 6, the Board, must determine from time to time:
 - i) the amount (if any) payable by an applicant for membership;
 - ii) the amount (if any) of the annual subscription payable by each Member; and
 - iii) the due dates for payment.
- b) Subject to rule 6.8(c), the Board may determine any other amount to be paid by each Member, or any class of Members, whether of a recurrent or any other nature, from time to time.
- c) No application fee, subscription or other amount will be payable for membership as an Honorary Member or Life Member. Each Member must pay the Association the amounts determined according to this rule 6.10.

6.11. Deferral or reduction of subscriptions

- a) The Directors may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Directors are satisfied that:
 - i) there are reasonable grounds for doing so;
 - ii) the Association will not be materially disadvantaged as a result; and
 - iii) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Directors.

6.12. Admission of Members

A Member will become a Member, and the Directors will direct the Association to record their name in the register of Members kept by the Association, only upon meeting the criteria applicable to the relevant category of membership and provided the Member has signed an application in which the Member undertakes to:

- a) be bound by these rules, the Statutes, Regulations, By-laws and Policies;
- b) pay the fees and subscriptions determined to apply to the Member under rule 6.8; and
- c) support the Association in the encouragement and promotion of its Objects.

6.13. Ceasing to be a Member

A person ceases to be a Member on:

- a) resignation
- b) death;
- c) the termination of their membership according to these Rules;

- d) if a body corporate, being dissolved or otherwise ceasing to exist;
- e) no longer meeting the requirements for membership according to this rule 6.

6.14. Suspending or Expelling Members

- a) The Board may, by resolution, suspend or expel a Member from Membership if:
 - i) the Members refuses or neglects to comply with these Rules; or
 - ii) the Member's conduct or behaviour is detrimental to the interests of the Association:

- b) Any Member whose affiliation fees / subscriptions or dues of any kind are in arrears for more than 60 days of their due date shall have all or part of their rights suspended at the discretion of the Board;
- c) Any Member deemed to have contravened the rules of the Association may have its membership suspended or expelled by the Board. 28 clear days notice in writing of the suspended or expelled must be given to the member.
- d) The Board must hold a Board Meeting to decide whether to suspend or expel a Member.
- e) The Executive Director must, not less than 28 days before the Board Meeting referred to in rule 6.11 (d), give written notice to the Member:
 - i) of the proposed suspension or expulsion and the grounds on which it is based;
 - ii) of the date, place and time of the Board Meeting;
 - iii) that the Member, or the Member's representative, may attend the Board Meeting; and
 - iv) that the Member, or the Member's representative, may address the Board at the meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both.
- f) At the Board Meeting referred to in rule 6.11 (d) the Board must:
 - i) give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally;
 - ii) give due consideration to any written statement submitted by the Member; and
 - iii) determine whether or not the Member should be:
 - A. expelled from the Association; or
 - B. suspended from Membership, and if so, the period that the Member should be suspended from Membership.
- g) Once the Board has decided to suspend or expel a Member under rule 6.11 (d), the Member is immediately suspended or expelled from Membership.
- h) The Executive Director must inform the Member in writing of the decision of the Board, within 7 days of the Committee Meeting referred to in rule 6.11 (d).

6.15. Right of Appeal of against suspension or expulsion

A Member has the Right of Appeal of against suspension or expulsion consistent with the Act.

6.16. Register of Members

- a) The Association must keep a register of all Members in accordance with the Act.
- b) The register is available for inspection free of charge by any Member upon request, but subject to any rule of the kind mentioned in the Act.
- c) A Member may inspect of entries in the register, but is subject to any rule of the kind mentioned within in the Act.

6.17. No claim against the Association

No Member whose membership ceases has any claim against the Association or the Directors for damages or otherwise arising from cessation or termination of membership.

6.18. Limited liability

Members have no liability in that capacity except as set out in rule 31.1

6.19. Non-assignability

Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.

7. General Meetings

7.1. Annual General Meeting

AGMs of the Association are to be held:

- a) in each calendar year;
- b) according to the Act; and
- c) at a date (within the first 4 months of the new Financial Year) and venue determined by the Directors.

7.2. Business of the Annual General Meeting

Subject to rule 7.1., the AGM of the Association is to be convened on a date, time and place as the Board decides.

At each AGM of the Association, the Association:

- a) must confirm the minutes of the last preceding AGM and of any Special General Meeting held since that meeting;
- b) must receive the Association's Financial Statements for the last financial Year of the Association;
- c) must appoint an examiner or an auditor in accordance with the Act;
- d) must present a copy of the auditor's report to the Association in relation to the Financial Statements for that Financial Year;
- e) must present the Solvency Statement as clause 104 of the Act;
- f) if applicable, must present the annual return as required under [section 105 of] the Act.
- g) must elect / or appoint the office holders and ordinary Board Members;
- h) consider any special business of which notice has been given in accordance with this Constitution;
- i) Attend to any general business items including such recommendations as may be required for implementation by the Board.

7.3. Special General Meeting

- a) The Board may at any time Convene a Special General Meeting of the Association.
- b) Subject to Rule 7.3 (c), The Board must Convene a Special General Meeting of the Association within 28 days after receiving a written request to do so from at least 20% of Club Members, the Board or the Executive Committee.
- c) If the Board receives a written request to Convene a Special General Meeting under these rules within 60 days period before the AGM of the Financial Year, the Association may deal with the matters set out in the request of the notice of appeal at the AGM.
- d) All resolutions at a Special General Meeting shall require a special majority of those present and eligible to vote.

7.4. Request for Special General Meeting

A request by the members for a Special General Meeting must:

- a) state the purpose of the meeting;
- b) be signed by the required number of Club Members making the request as specified in Rule 7.3 (b); and
- c) be lodged with the Board.

7.5. Failure to Convene Special General Meeting

- a) If the Board fails to Convene a Special General Meeting within the 28 days referred to in Rule 7.3 (b), the members who made the request; may Convene

a Special General Meeting as if the Members were the Board within 3 months after the original request was given.

- b) A Special Meeting Convened under the Rule 7. 3 (a) must be Convened in the same or substantially the same manner as General Meetings are Convened by the Committee and the Association must pay reasonable expenses of Convening and holding the Special General Meeting.

7.6. Power to convene General Meeting

The Directors may convene a General Meeting when they think fit and must do so if required by the Act.

7.7. Notice of General Meeting

- a) Notice of a General Meeting of Members must be given:
 - i) to all Members entitled to attend the General Meeting, the Directors, any Patrons and the auditor of the Association; and
 - ii) in accordance with rule 27 and the Act; and
- b) The notice convening the AGM must specify that the meeting is an AGM.
- c) At least 45 days prior to the proposed date of the AGM, the Executive Officer will request from Members notices of motions, which must be received no less than 28 days prior to the AGM.

At least 21 days' notice of the time and place of a General Meeting must be given, together with:

- i) all information required to be included in accordance with the Act;
- ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
- iii) any notice of motion received from any Member or Director in accordance with the Act;
- iv) a list of all nominations received for positions to be elected at the relevant General Meeting.

7.8. No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

7.9. Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. However, this rule does not apply to a General Meeting convened:

- a) by the Directors at the request of Members; or

- b) by a court.

7.10. Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- a) each Member entitled to attend the General Meeting; and
- b) each other person entitled to notice of a General Meeting.

7.11. Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

- a) the new date and time for the meeting;
- b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

7.12. Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days notice of that General Meeting required to be given by rule 8.8 or the Act.

7.13. Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

7.14. Representative at postponed General Meeting

Where:

- a) by the terms of an instrument appointing a Representative, that Representative is authorised to attend and vote at a General Meeting to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and
- b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument appointing that Representative, unless the appointing Member notifies the Association in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

7.15. Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

8. Proceedings at General Meetings

8.1. Number for a quorum

The quorum for a General Meeting is 7 (seven) Club Members present and eligible to vote. The quorum does not include Members voting by proxy.

8.2. Requirement for a quorum

- a) An item of business may not be transacted at a General Meeting unless a quorum is present when the meeting proceeds to consider it.
- b) If a quorum is present at the beginning of a meeting it is taken to be present throughout the meeting unless the chair of the meeting (on their own motion or at the request of a Member who is present) declares otherwise.

8.3. Quorum and time

If within 30 minutes after the time appointed for a General Meeting a quorum is not present, the meeting:

- a) if convened by, or on requisition of, Members is dissolved; and
- b) in any other case stands adjourned to such other day, time and place as the chair determines.

8.4. Adjourned meeting

If a quorum (determined in accordance with rule 8.1) is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

8.5. President to preside over General Meetings

- a) The President is entitled to preside as Chair at General Meetings.
- b) If a General Meeting is convened and there is no President, or the President is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as Chair (in order of entitlement):
 - i) the Vice President (if any);
 - ii) a Director chosen by a majority of the Directors present;
 - iii) the only Director present; or

- iv) any Member who is entitled to vote and is chosen by a majority of the Members present and entitled to vote.

8.6. Conduct of General Meetings

The Chair:

- a) has charge of the general conduct of the meeting and of the procedures to be adopted;
- b) may require the adoption of any procedure which in their opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
- c) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting; and
- d) A decision by the Chair under this rule 8.6 is final.

8.7. Adjournment of General Meeting

- a) The Chair may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the Members present.
- c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

8.8. Notice of adjourned meeting

- a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

8.9. Questions decided by majority

Subject to the requirements of the Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

8.10. Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried.

8.11. Declaration of results

- a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- b) A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Association, is conclusive evidence of the fact.
- c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

8.12. Poll

- a) If a poll is demanded by not less than 3 Members, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- b) A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.
- c) A demand for a poll may be withdrawn.
- d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

8.13. Objection to voting qualification

- a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - i) may not be raised except at that meeting; and
 - ii) must be referred to the Chair, whose decision is final.
- b) A vote not disallowed under the objection is valid for all purposes.

8.14. Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision made in good faith is final.

9. Votes of Club Members

9.1. Eligibility to vote

- a) Each Club Member (affiliated club) and Board Member shall have one voting right;
- b) Any individual holding more than one voting position may only cast one vote;
- c) A person casts a vote at a meeting either by;

- i) voting at the meeting either in person or through the use of technology as in the Act; or
- ii) proxy as under rules 9.6.
- d) In the case of an equality of votes at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- e) For a Proxy vote to be eligible;
 - i) proxy votes on any business on the Agenda shall be on a GWA proxy nomination form and received by the Association by 4.00pm on the last working day prior to the meeting to which it refers, or not less than 24 hours prior to the meeting to which it refers, whichever is greater;
- f) With the exception of elections, voting shall be by a show of hands;

9.2. Voting procedures

- a) With the exception of elections, on a show of hands from each Member present and eligible to vote at a General Meeting has one vote.
- b) Special business will require a special majority (75%).
- c) Ordinary business will require a simple majority (50%).

9.3. Votes of Members on a poll

On a poll taken at a meeting at which they are present each Member has one vote.

9.4. Election of Directors

- a) Elections for Elected Directors shall be by exhaustive ballot in accordance with this rule 9.4 at the relevant General Meeting on papers prepared by the Executive Officer.
- b) The exhaustive ballot will be conducted as a poll as follows:
 - i) rounds of voting for each position of Elected Director to be filled will be held, the first of which will include all nominees for that position;
 - ii) each Member entitled to vote will have one vote on each poll;
 - iii) the nominee with the fewest number of votes will be eliminated from the second and each subsequent round;
 - iv) in the event that more than 1 nominee has an equal number of votes and that number of votes is the least number of votes, then:
 - (A) provided that there remains at least 1 nominee for the subsequent round, all of those nominees with the least amount of votes will be eliminated from each of the subsequent rounds of voting;

- (B) if eliminating all nominees with the least number of votes would result in there being no nominees remaining then, subject to the direction of the Chair (who may call for a re-vote of the last round of voting), the position up for election will be treated as a casual vacancy to be dealt with in accordance with rule 13.9;
- v) rounds of voting will be continued with 1 or more nominees being eliminated from each round until only 2 nominees remain;
- vi) in the last round of 2 nominees, a resolution is passed in favour of the election of the nominee who receives the majority of votes;
- vii) in the event that the last round of voting has only 1 nominee remaining, then a resolution is passed in favour of the election of that nominee; and
- viii) in the event that no nominee in the last round of voting receives a majority, the position up for election will be treated as a casual vacancy to be dealt with in accordance with rule 13.10.

9.5. Right to appoint corporate representative

In accordance with the Act, each Member entitled to vote is entitled to appoint an individual as their representative to attend General Meetings of the Association.

9.6. Right to appoint proxy

- (a) A Member entitled to attend a General Meeting of the Association is entitled to appoint another person as their proxy to attend the meeting in their place in accordance with the Act.
- (b) A proxy has the same rights as the Member at the meeting and may be appointed in respect of more than one meeting.
- (c) Written notice of the proxy must be:
 - i) Given to the Association 24 hours prior to the commencement of the meeting in respect of which the proxy is appointed; and
 - ii) In the form set out in Schedule 1.
- c) No member may hold more than 3 proxies.

9.7. Form of proxy

The instrument appointing a proxy may be in the following form, or in a common or usual form:

Gymnastics Western Australia PROXY FORM

Member	_____
	<i>(full name of Member – please print)</i>

	<i>(address)</i>

Appoints	_____
	<i>(name, or office held, of Proxy – please print)</i>

	<i>(address)</i>

or failing such appointment or the absence of that person, **the Chair of the General Meeting**, as my Proxy to vote for me on my behalf (with discretion as to any business not referred to below) at the General Meeting of the Association to be held on [insert date], and at any adjournment of that meeting.

(Voting instructions to be indicated by a mark in the appropriate box. If no instruction is given the Proxy may vote as that person thinks fit, or abstain).

Business	For	Against	Abstain
1. [Resolution]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. [Resolution]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGNATURE

<i>(Individual / Attorney / Authorised Representative)</i>

<i>Name and capacity of signing party (please print)</i>

Note:

Please read rule 9 of these rules, as to the requirements for valid completion and lodgement of this Proxy Form.

9.8. Minutes of meetings

The Executive Officer must keep minutes of the resolutions and proceedings of each General Meeting.

9.9. Resolutions not in General Meeting

- a) If all Members entitled to vote sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General

Meeting of the Association held at the time on which the document was signed by the last Member entitled to vote.

- b) For the purposes of rule 9.9(a), 2 or more separate documents containing statements in identical terms each of which is signed by 1 or more Members entitled to vote are deemed together to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents.
- c) A facsimile transmission or other form of visible or other electronic communication purported to be signed by a Member for the purpose of this rule is deemed to be a document in writing signed by that Member.

10. Obligations to GA

10.1. Rules

Subject to the Act, the Association must:

- a) amend:
 - i) these Rules; or
 - ii) any By-laws, regulations or policies

to promptly adopt changes in the constitution of, and by-laws, regulations and policies promulgated by, GA from time to time; and

- b) not otherwise amend or vary these Rules or any By-laws without the consent of GA, which shall not be withheld where required by law.

10.2. Enforcement of rules

The Association must promulgate and enforce the constitution, by-laws, rules and regulations of GA.

10.3. General obligations

The Association must:

- a) provide GA with copies of its audited accounts, annual report and associated documents within 30 days following its AGM;
- b) adopt rules which reflect and which are, to the extent permitted or required by the Act, generally in conformity with GA's constitution;
- c) do all that is necessary to enable the objectives of GA to be achieved and at all times act on behalf of and in the interests of the Members and Gymnastics.

10.4. Operation of constitution

The Association and the Members agree:

- a) that they are bound by GA's constitution;

- b) to act in good faith and loyalty to maintain and enhance GA, the Association and Gymnastics, its standards, quality and reputation for the collective and mutual benefit of the Members and Gymnastics;
- c) at all times to operate with and promote mutual trust and confidence between GA, the Association and the Members and work cooperatively with each other in the pursuit of the Objects;
- d) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Gymnastics and its maintenance and development;
- e) to promote the economic and sporting success, strength and stability of each other and to act cooperatively with each other in pursuit of the Objects;
- f) to act for and on behalf of the interests of Gymnastics, GA, the Association and the Members; and
- g) that should the Association have administrative, operational or financial difficulties, the Members may act to assist the Association in whatever manner and on such conditions as it considers appropriate, if requested.

11. Grievances and Discipline of Members

11.1. Jurisdiction

All Members will be subject to, and must submit to, the jurisdiction, procedures, penalties and appeal mechanisms of the Association set out in these Rules, Policies, the By-laws and the Act.

11.2. Policies and By-laws

The Directors must make Policies, Regulations or By-laws:

- a) for the hearing and determination of:
 - i) grievances by any Member who feels aggrieved by a decision or action of the Association (or a Club Member provided that all avenues of appeal available under the constitution or rules of the Club Member have been exhausted); and
 - ii) disputes between Members relating to the conduct or administration of Gymnastics (the **Grievance Policy**);
 - iii) for the discipline of Members (the **Discipline Policy**); and
 - iv) for the formation and administration of an Appeals Tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question (the **Appeals Policy**).

11.3. Sanctions for Discipline of Members

Without limiting the matters that may be referred to in the Discipline Policy , any Member that has:

- a) breached, failed, refused or neglected to comply with a provision of these Rules, the By-laws or any other resolution or determination of the Directors or duly authorised Committee; or
- b) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Association and/or Gymnastics; or
- c) brought the Association or Gymnastics into disrepute,

shall be liable to the sanctions set out in that By-law, including termination of membership.

12. Patrons

12.1. Appointment and removal of Patrons

The Directors may appoint and remove Patrons of the Association.

12.2. Rights of Patrons

Patrons are:

- a) entitled to notice of all General Meetings;
- b) be appointed by a special majority at an AGM;
- c) entitled to attend and speak at General Meetings; and
- d) not entitled to vote at any General Meeting.

13. Directors

13.1. Number of Directors

There are to be no more than 8 Directors and the Association Executive Director, being:

- a) 6 Elected Directors; and
- b) 2 Appointed Directors with desired business or technical skills;
- c) Association Executive Director

13.2. First Elected Directors

- a) The first Elected Directors as at the date of adoption of these Rules are:
 - i) [Steve Chetkovich];
 - ii) [Rick Elkington];
 - iii) [Gail Melinger];
 - iv) [Steve Turpin];

- v) [Debbs van Hagen];
 - vi) [Fiona Wood];
 - vii) [to be appointed];
 - viii) [to be appointed];and
 - ix) [Robyn Kuhl].
- b) Subject to rule 13.15:
- i) at the GWA AGM, each of Directors (or any other person who has filled the position of one of these Elected Directors) will resign (but are eligible for re-election) and an election will be held to elect 4 Elected Directors; and
 - ii) at the GWA AGM, each of Directors (or any other person who has filled the position of one of these Elected Directors) will resign (but are eligible for re-election) and an election will be held to elect the President and 2 other Elected Director.

13.3. The Executive Committee

- a) The Executive Committee shall consist of the following persons:
- i) President
 - ii) Vice President
 - iii) Association Executive Director
 - iv) One Elected Delegate
- b) The Executive Committee shall have power to act on matters of importance outside of Board Meetings.
- c) The Executive Committee shall report to the next Board meeting and any decisions made must be ratified, or amended by the Board.
- d) The Executive Committee shall not:
- i) borrow funds or enter the Association into any mortgage, loan or financial agreement;
 - ii) sign any lease or loan agreement;
 - iii) expend the Association's funds in excess of its liquid assets; and
 - iv) Suspend, disqualify or re-instate any member of the Association.

13.4. Eligibility

- a) A person who:
- i) is an employee of the Association; or

- ii) is a GA director or employee of GA,
may not hold office as a Director.
- b) A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and is deemed to have vacated office as Director.
- c) A person elected or appointed as a Director at the time of holding a disqualifying position must immediately resign from that disqualifying position.

13.5. Nomination for election of Board Members

- a) At least 45 days prior to the proposed date of the AGM at which a resolution or resolutions will be proposed to fill a vacancy in the position of an Elected Director , the Executive Officer will request from Members nominations (which comply with this rule 13.4) for elections to positions falling vacant, which must be received no less than 28 days prior to the AGM.
- b) A Club Member may nominate, in respect of each vacancy in the position of an Elected Director (including as President) which is to be the subject of an election at the next AGM, one person for each position.
- c) A nomination must:
 - i) Specify that nominee is nominated as Elected Director; and
 - ii) be in writing and signed by the nominator and nominee.
 - iii) Board nominations from two family members of the same immediate family will not be accepted.
- d) The Association Executive Director shall be appointed by the Board.
- e) Appointed Director shall be recommended by the Executive Committee to the Board for ratification.

13.6. Term of office of Directors generally

- a) Subject to rules 13.2, 13.8 and 13.9, an Elected Directors will hold office for a term of:
 - i) elected Board Members shall serve for a two year term with staggered retiring dates;
 - ii) appointed Board Members shall serve for a two year term with staggered returning dates.

13.7. Office held until end of meeting

A retiring Elected Director holds office until the end of the meeting at which that Elected Director retires but, subject to rule 13.8, is eligible for re-election.

13.8. Elected Director elected at General Meeting

At a General Meeting:

- a) at which an Elected Director retires; or
 - i) at the commencement of, or during which, there is a vacancy in the office of an Elected Director,
 - ii) the Association may, by resolution conducted in accordance with rule 9.3, fill the vacancy by electing someone to that office.
- b) An Elected Director elected under this rule 13.7 takes office at the end of the meeting at which they are elected.
- c) If one of the Elected Directors to retire is, or the vacancy is for the position of, the President, the election to fill that office must be held before the election to fill the other vacancies.

13.9. Maximum term of office for President

- i) The Board at its first meeting after the AGM shall choose from its members two Directors to serve as President and Vice President for their elected terms.
- ii) If the current President or Vice President are not up for re-election or are re-elected they shall retain their positions until the next Board meeting after the AGM.
- iii) If the current President or Vice President stand down or are not re-elected, the new Board shall meet immediately after the AGM to choose Directors to fill that position/s.
- iv) The positions of President and Vice President may be changed at any time by a special majority of the Board at a scheduled or specially convened Board meeting.

13.10. Casual vacancy

The Directors may at any time appoint a person to be a Director to fill a casual vacancy.

- a) A casual vacancy (as defined in rule 13.15) may be filled:
 - i) in the case of an Elected Director, by the Directors as a casual vacancy;
 - ii) in the case of an Appointed Director, by the Directors in accordance with rule 13.10.
- b) An Elected Director appointed under this rule 13.9:
 - i) must have their position as Elected Director confirmed by resolution at the next AGM; and
 - ii) if so confirmed, holds office until the end of the term of the Elected Director in whose place they were appointed.
- c) Service as an Elected Director under this rule 13.10 is a full term of office for the purposes of rules 13.6 and 13.9.

13.11. Appointed Directors

- a) In addition to the Elected Directors, the Directors may themselves appoint up to 2 other Appointed Directors because of their special business acumen and/or technical skills.
- b) Subject to rule 13.14, an Appointed Director appointed under this rule holds office for a term of 2 years but is eligible for re-appointment.

13.12. Remuneration of Directors

Subject to rule 13.13, a Director may not be paid for services as a Director but, with the approval of the Directors and subject to the Act, may be:

- a) paid by the Association for services rendered to it; and
- b) reimbursed by the Association for their reasonable travelling, accommodation and other expenses when:
 - i) travelling to or from meetings of the Directors, a Committee or the Association; or
 - ii) otherwise engaged on the affairs of the Association.

13.13. Honorarium

The Association may in General Meeting by ordinary resolution determine to pay a Director an ex-gratia payment.

13.14. Removal of Director

- a) Subject to the provisions of the Act, the Association may in a General Meeting by ordinary resolution remove any Director prior to the expiration of that Director's term of office if a majority of the Members present and eligible to vote at the meeting vote in favour of the removal.
- b) The Director who faces removal from the Board must be given a full and fair opportunity at the General Meeting to decide the proposed resolution to state his or her case as to why the Member should not be removed from his or her position on the Board.
- c) Unless otherwise resolved at a General Meeting, a Director removed in accordance with rule 13.14(a) cannot be re-appointed as a Director within 2 years of their removal.

13.15. Vacation of Office

The office of a Director becomes vacant if the Director:

- a) is removed in accordance with rule 13.14;
- b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- c) resigns office by notice in writing to the Association;

- d) accepts appointment to, or becomes the holder of, a disqualifying position as set out in rule 13.4 and does not resign from that position; or
- e) is not present personally at three consecutive Directors' meetings without leave of absence from the Directors.

14. Powers and Duties of Directors

14.1. Directors to manage the Association

The governing body of the Association is to be called the Board and it has the authority to control and manage the affairs of the Association.

- a) The Directors on the Board are to manage the Association's business and may exercise those of the Association's powers that are not required, by the Act or by these Rules, to be exercised by the Association in General Meeting.
- b) The Directors may make, amend and repeal regulations, rules, policies and by-laws for the management of the Association provided that the by-laws are not inconsistent with these Rules or Act.
- c) Subject to the Act, these rules and to any lawful resolution passed by the Association in General Meeting, the Board may make by-laws made under rule 14.1 (b):
 - i) That do not form part of these rules; and
 - ii) Maybe set aside by majority vote of Members at a General Meeting of the Members.
 - (a) By-laws may prescribed the following;
 - (i) membership fees
 - (ii) rights of different classes of Members;
 - (iii) eligibility for Membership; and
 - (iv) required form of nomination for election of Board Members.

14.2. Specific powers of Directors

Without limiting rule 14.1 the Directors may exercise all the Association's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Association or of any other person.

14.3. Time, etc

Subject to the Act, where these Rules requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may in their absolute discretion extend that time, period or date as they think fit.

14.4. Appointment of attorney

The Directors may appoint any person to be the Association's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think fit.

14.5. Provisions in power of attorney

A power of attorney granted under rule 14.4 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

15. Roles and Responsibilities of Directors and GWA Board

15.1. Obligations of the Board

- a) The Board must take all reasonable steps to ensure the Association complies with its obligation under the Act and these Rules
- b) The Board owe a duty of care, diligence and good faith to the Association and its Members which also needs compliance with;
 - i) Code of Conducts
 - ii) Membership Protection Policy

15.2. Responsibilities of Directors

- a) A Director must not use or disclose information derived from his or her position on the Board except for a purpose that:
 - i) is directly connected with the affairs of the Association; or
 - ii) is related to the administering the Act
- b) As required under [Part 6, Division 2 of] the Act, a Director having any direct or indirect pecuniary interest in a contract or proposed contract, made or contemplated by the Board must:
 - i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board: and
 - ii) not take part in any deliberation of the Board with respect to that contract.
- c) Rule 15.2 (b) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Director:
 - i) is an employee of the Association; or
 - ii) belongs to a class of persons for whose benefit the Association is established.

- d) No Director shall make any public statement of comment or cause to be published any words or article concerning the conduct of the Association unless the person is authorised by the Board to do so and such authority is recorded in the minutes of the Board Meeting.
- e) The Board have the right to suspend or expel a Director who is in direct breach of the Code of Conducts. This is to be by a special majority vote. The Director who faces removal from the Board must be given a full and fair opportunity at the Board Meeting to state his or her case as to why the Member should not be removed from his or her position on the Board.

15.3. President

The President must:

- a) must consult with the Executive Director regarding the business to be conducted at each Board Meeting;
- b) may Convene special meetings of the Board under rule 7.3, 7.4 and 16.8;
- c) may preside over the Board Meetings under rule 8.5;
- d) may preside over General Meetings under rule 8.5; and
- e) must ensure that the minutes of a General Meeting or Board Meetings are reviewed and signed as correct under rule 16.21.

15.4. Executive Director

The Executive Director must:

- a) co-ordinate the correspondence of the Association;
- b) convene General Meetings and Board Meetings, including preparing the notices of meetings of the business to be conducted at each meeting in consultation with the President.
- c) keep the full and correct minutes of Board Meetings and General Meetings and
- d) maintain the Register of the Association, referred to in rule 16.1 - optional
- e) ensure the safe custody of the Books of the Association. - optional
- f) keep and maintain in an up to date condition the rules or the association on the Executive Director. - optional
- g) perform any other duties as are imposed by these rules or the Association on the Executive Director.

16. Proceedings of Directors and Board Meetings

16.1. Board meetings

- a) Subject to rule 15.1(b), the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- b) The Directors must meet at least 6 times in each calendar year.
- c) The Directors shall ratify all State team selection.

16.2. Questions decided by majority

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present in person entitled to vote. All Directors shall be entitled to one vote.

16.3. Chair's casting vote

The chair of the meeting will have a casting vote.

16.4. Quorum

- a) Five Directors present in person constitute a quorum for the conduct of the business at a Board Meeting.
- b) The Board cannot conduct business unless a quorum is present.
- c) If, within half an hour of time appointed for the meeting, a quorum is not present:
 - i) In the case of a special meeting, the meeting lapses; or
 - ii) In any other case, the meeting is to stand adjourned to the same time, place in the following week.
- d) If at a meeting adjourned under rule 16.4, a quorum is not present within half an hour of the time appointed for the meeting, the meeting lapses.

16.5. Effect of vacancy

- a) The continuing Directors may act despite a vacancy in their number.
- b) However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

16.6. Convening meetings

A Director may, and the Executive Director on the request of a Director must, convene a Board meeting.

16.7. President to preside at Board meeting

- a) The President is entitled to preside as Chair at Board meetings.
- b) If the President is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside as Chair (in order of entitlement):
 - i) the Vice President ;
 - ii) a Director chosen by a majority of the Directors present.

16.8. Circulating resolutions

- a) The Directors may pass a resolution without a Board meeting being held if all of the Directors who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
- c) The resolution is passed when the last Director signs.

16.9. Validity of acts of Directors

Everything done at a Board meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

16.10. Conflicts

- a) A Director shall declare to the Board that Director's interest in any matter in which any conflict of interest arises as defined by the Act, and unless otherwise determined by the Directors, that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter.
- b) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- c) The Executive Director shall maintain a register of declared interests.

16.11. Minutes

The Directors must cause minutes of meetings to be made and kept by the Executive Director. Minutes are to be reviewed and signed as correct by the President prior to circulation to the Directors and Club Members.

Minutes will be circulated to all Club Members within 60 days of the date of the meeting.

17. Telecommunication Meetings of the Association

17.1. Telecommunication Meeting

A General Meeting or a Board Meeting may be held by means of a Telecommunication Meeting, provided that the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable). All provisions of these Rules relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this rule 16.

17.2. Conduct of Telecommunication Meeting

The following provisions apply to a Telecommunication Meeting of the Association:

- a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of these Rules to be present at the meeting;
- c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- d) a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;
- e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the Chair of leaving the meeting; and
- f) a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

18. Executive Director

18.1. Appointment of Executive Director

The Directors may appoint an Executive Director.

18.2. Powers, duties and authorities of Executive Director

- a) The Executive Director holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors.

- b) The exercise of those powers and authorities, and the performance of those duties, by the Executive Director is subject at all times to the control of the Directors.
- c) The Executive Director's role will be to implement the strategies, plans and policies approved by the Directors and will be responsible for the management and direction of the Association and its finances.

18.3. Suspension and removal of Executive Director

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the Executive Director from that office.

18.4. Executive Officer to attend meetings

The Executive Director is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the Association, all meeting of the Directors and any Committees and may speak on any matter.

19. Committees

19.1. Committees

The Directors may delegate any of their powers to Committees consisting of those persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

19.2. Powers delegated to committees

- a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors.
- b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

19.3. Committee meetings

Committee meetings are governed by the provisions of these Rules dealing with Directors' meetings, as far as they are capable of application.

20. Technical Committees

20.1. Technical Committee

- a) Each Gymsport will be administered by a Technical Committee (TC) established in accordance with rule 19 and this rule 20 and operate in accordance with the Board, Objects and Rules of the Association, Technical Regulations, Policies and By-laws.
- b) The Board will establish regulations for each Gymsport and Committee.

- c) In respect of each Gymsport Committee the regulations must provide for its functions, elections, membership and operations.
- d) The TC shall have no power to incur expenditure on behalf of the Association without prior authority of the Board.
- e) Each Technical Committee members and each Club Member with athletes in the relevant Gymsport shall have one vote.
- f) A quorum for each TC shall be a minimum of fifty percent of voting TC members.
- g) Formal notices of motion are required to alter the TC Technical Regulations for the following year.
- h) Each TC may appoint one or more sub committees as considered appropriate by TC to assist with functions on behalf of the TC.

20.2. Functions of Technical Committee

The management of each Gymsport discipline shall be undertaken by a Technical Committee.

- a) Each Gymsport Committee will make recommendations to the Directors and implement resolutions of the Directors.
- b) The major functions of each Gymsport Committee will be to:
 - i) prepare policies and regulations for approval by the Directors;
 - ii) review and resolve technical matters;
 - iii) review performance and undertake forward planning;
 - iv) co-ordinate and implement day-to-day management of the Gymsport by agreement with the Executive Officer; and
 - v) prepare budget estimates and reports as required for approval by the Directors.

20.3. Technical Forum

Each Gymsport Technical Committee shall hold a minimum of one General Forum per annum for Club Members and Technical Members.

- a) The forum is to:
 - i) Explain changes to the technical regulations made by the TC and GWA Board through the previous year.
 - ii) confirm minutes of the previous Gymsports Forum;
 - iii) elect TC members; and
 - iv) introduce new guidelines and or programs.

21. GWA Gymsports Meetings

The Gymsports Meetings shall be held with representatives from all the Gymsports to ensure all disciplines have commonality where possible.

- a) The Gymsports Meetings shall be made up of
 - i) Gymsports TC Chairpersons
 - ii) Coaching or Judging Coordinator from each TC;
 - iii) GWA Gymsports Manager ; and
 - iv) Association Executive Director (Chairperson)

The Gymsports committee shall meet four times per year.

22. GWA Judges Coordinator Meetings

The Judging Coordinators Meetings shall be held with representatives from all the Gymsports to ensure all judging officials have commonality where possible and to review and resolve judging matters.

- a) The Gymsports Meetings shall be made up of
 - i) The Gymsports Judging Coordinator from each TC
 - ii) GWA Manager Services and Development
 - iii) Association Executive Director

The Gymsports committee shall meet four times per year.

23. Policies, Regulations and By-laws

23.1. Making and amending Policies, Regulations and By-laws

- a) The Directors may from time to time make Policies, Regulations and By-laws which in their opinion are necessary or desirable for the control, administration and management of the Association's affairs, and may amend, repeal and replace those Policies, Regulations and By-laws.
- b) The Association in General Meeting may amend, repeal or replace any Policy, Regulation or By-law made by the Directors, but that does not affect the validity of anything previously done by the Directors or anyone pursuant to that Policy, Regulations or By-law.
- c) The Policies, Regulations and By-laws referred to in rule 23.1(a) will only take effect 28 days after the service of notice to the Club Members and shall be of force and effect on that date unless a majority of the Club Members, in writing seek, a review of the Policy, Regulations and By-law.

23.2. Effect of Policies, Regulations and By-laws

A Policy, Regulation or By-law:

- a) is subject to these rules;
- b) must be consistent with these rules; and
- c) when in force, is binding on all Members and has the same effect as a provision in these rules.

24. Inspection of Records

24.1. Right of the Members to Inspect Records

Members shall have the right to inspect documents of the Association except as required by law or as permitted in the Act. Requests for inspection of documents of the Association by Members will be made to the Directors, and determined by the Directors, in accordance with the Act referred to in rule 24.2.

24.2. Inspection Policy

A Policy in agreement with the Act shall be made which sets out procedures relating to the inspection of documents of the Association by Members. This Policy will set out, among other things:

- a) the extent to which documents will be made available for inspection;
- b) the times and places at which documents may be inspected; and
- c) the conditions applying to such inspection.

25. Common Seal

- a) The Association shall have a Common Seal bearing the words, "The Common Seal of Gymnastics Western Australia.
- b) Any documents required to be executed on behalf of the Association shall be executed under the Common Seal of the Association.
- c) The Executive Director shall be responsible for the security of the Common Seal.

26. Accounts

26.1. Accounting Records

The Directors will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Act.

26.2. Auditor

A properly qualified auditor or auditors shall be appointed by the Directors and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.

27. Service of Documents

27.1. Document includes notice

In this rule 26, **document** includes a notice.

27.2. Methods of service on a Member

The Association may give a document to a Member:

- a) personally;
- b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or

by sending it to a fax number or electronic address nominated by the Member.

27.3. Methods of service on the Association

A Member may give a document to the Association:

- a) by delivering it to the Registered Office;
- b) by sending it by post to the Registered Office; or
- c) by sending it to a fax number or electronic address nominated by the Association.

27.4. Post

A document sent by post:

- a) if sent to an address in Western Australia, may be sent by ordinary post; and
- b) if sent to an address outside Western Australia, or sent from an address outside Western Australia, must be sent by airmail,

and in either case is taken to have been received on the second business day after the date of its posting.

27.5. Fax or electronic transmission

If a document is sent by fax or electronic transmission, delivery of the document is taken:

- a) to be effected by properly addressing and transmitting the fax or electronic transmission; and
- b) to have been delivered on the business day following its transmission.

28. Association Awards

28.1. Life Membership

An individual who has contributed long and meritorious service to Gymnastics Western Australia may be elected as a Life Member at any AGM by a Special Resolution. See Rule 6.6 and under the guidelines of the GWA Regulations.

28.2. Award of Merit

The Award of Merit (including Award of Merit – International Representation) may be given by the Board to a person who has demonstrated meritorious service to Gymnastics Western Australia under the guidelines of the GWA Regulations.

28.3. Award of Recognition

Recognition Awards may be given by the Board to a person who has given positive service to GWA in a nominated area. A nominee should have undertaken a project and/or a major task on behalf of GWA which has resulted in a positive contribution to the sport under the guidelines of the GWA Regulations.

29. Association Colours

The Association Colours shall be black and gold.

30. Indemnity

30.1. Indemnity of officers

Every person who is or has been:

- a) a Director;
- b) an Executive Director
- c) a GWA Employee; or
- d) GWA TC Committee Member

is entitled to be indemnified out of the property of the Association against:

- e) every liability incurred by the person in that capacity (except a liability for legal costs); and
- f) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

unless:
 - g) the Association is forbidden by statute to indemnify the person against the liability or legal costs; or

- h) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

30.2. Insurance

The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director or Executive Director against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- a) the Association is forbidden by statute to pay or agree to pay the premium; or
- b) the contract would, if the Association paid the premium, be made void by statute.

31. Winding Up

31.1. Contributions of Members on winding up

- a) Each Member must contribute to the Association's property if the Association is wound up while they are a Member or within one year after their membership ceases.
- b) The contribution is for:
 - i) payment of the Association's debts and liabilities contracted before their membership ceased;
 - ii) the costs of winding up; and
 - iii) adjustment of the rights of the contributories among themselves,and the amount is not to exceed \$20.00.
- c) No other Member must contribute to the Association's property if the Association is wound up.

31.2. Excess property on winding up

- a) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - i) having objects similar to those of the Association; and
 - ii) whose rules prohibits (or each of whose rules prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under these Rules.
- b) That body is, or those bodies are, to be determined by the Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

32. Alteration of Rules

These Rules shall not be altered except by Special Resolution and in accordance with the Act.