



Constitution

EFFECTIVE (TO BE AGREED)

JAGUAR CAR CLUB OF WA (INC)
P.O. BOX 1438
OSBORNE PARK DC WA 6017
AUSTRALIA

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PREAMBLE

NAME

The incorporated association is “Jaguar Car Club of WA (Inc.)” known hereafter as the “JCCWA”.

PURPOSE

To maintain and conduct the JCCWA as a non-profit making and non-political character to further the following objects-

1. the furtherance of interest in motoring and motor sport;
2. to assist in bringing together and keeping in touch owners of Jaguar, Daimler and SS Cars;
3. to promote better driving standards;
4. to render technical advice where possible;
5. to promote events for owners and users of Jaguar, Daimler and SS Cars including social functions, lectures and discussions; and
6. to encourage the continued running and rebuilding of Jaguar, Daimler, and SS Cars.

PART 1 — PRELIMINARY

1. Terms used

In these rules, unless the contrary intention appears —

Act means the Associations Incorporation Act 2015;

JCCWA means the incorporated association to which these rules apply;

books, of the JCCWA, includes the following —

1. the Register of Members;
2. financial records, financial statements or financial reports, however compiled, recorded or stored;
3. a document;
4. any other record of information.

by laws means by-laws made by the JCCWA under rule 64;

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

Committee means the management Committee of the JCCWA;

Committee Meeting means a Meeting of the Committee;

Committee Member means a member of the Committee;

financial records include —

1. invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
2. documents of prime entry;
3. working papers and other documents needed to explain -
 - a. the methods by which financial statements are prepared; and
 - b. adjustments to be made in preparing financial statements;

financial report, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

financial statements mean the financial statements in relation to the JCCWA required under Part 5 Division 3 of the Act;

General Committee Member means a member of the Committee who is not an Office Holder;

General Meeting, of the JCCWA, means a Meeting of the JCCWA that all Members are entitled to receive notice of and to attend;

Member means a person who is named on the JCCWA register of Members; with the rights referred to in rules 8 (2) and (3);

Membership means the collective term for all categories of membership;

Office Holders means a member of the Committee who holds the position of President, Vice President, Secretary or Treasurer;

President means the Committee Member holding office as the President of the JCCWA;

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

rules mean these rules of the JCCWA, as in force for the time being;

Secretary means the Committee Member holding office as the Secretary of the JCCWA;

Special General Meeting means a General Meeting of the JCCWA other than the annual General Meeting;

Special Resolution means a resolution passed by the Member at a General Meeting in accordance with section 51 of the Act;

sub Committee means a sub Committee appointed by the Committee under rule 48(1)(a);

Treasurer means the Committee Member holding office as the Treasurer of the JCCWA.

2. Financial year

1. Each financial year of the JCCWA is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.
2. Financial year of the JCCWA commences on the 1st July each year.

PART 2 —NOT FOR PROFIT BODY

3. Not-for-profit body

- (1) The property and income of the JCCWA must be applied solely towards the promotion of the objects or purposes of the JCCWA and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those objects or purposes and only if it is pre-authorised by the Committee under sub-rule (2) and in accordance with the Club's Financial Control Policy.
- (2) Payments to a Member out of the funds of the JCCWA may be authorised if it is —
 - a) reasonable remuneration for any services provided to the JCCWA, or for goods supplied to the JCCWA, in the ordinary course of business; or
 - b) reasonable expenses properly incurred by the Member on behalf of the JCCWA.
- (3) Subject to the Act, the JCCWA has power to do all things incidental or conducive to achieve its purposes.
 - a) Without limiting sub rule (2), the JCCWA may—
 - i) acquire, hold and dispose of real or personal property;
 - ii) open and operate accounts with financial institutions;
 - iii) invest its money in any security in which trust monies may lawfully be invested;
 - iv) raise and borrow money on any terms and in any manner as it thinks fit;
 - v) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - vi) appoint agents to transact business on its behalf;
 - vii) enter any other contract it considers necessary or desirable;
 - viii) amalgamate, co-operate, affiliate, and enter reciprocal arrangements with any other club having objects wholly or in part similar to those of the JCCWA;
 - ix) present prizes to competitors in events conducted by the JCCWA;
 - x) initiate, or to defend any legal action or process of law arising out of, or during activities of the JCCWA, either on behalf of the JCCWA or any of its Members; and
 - xi) do all such things as are incidental or conducive to the attainment of its objects.

- b) The JCCWA may only exercise its powers and use its income and assets (including any surplus) for its purposes.

PART 3 — MEMBERS

Division 1 — Membership

4. Eligibility for Membership

- (1) Membership shall be open to all Jaguar, Daimler and SS Car owners and enthusiasts and their immediate families who support the objects or purposes of the JCCWA and are eligible to apply to become Members.
- (2) Membership is restricted to immediate family members, namely husband/wife or partners, their children and/or stepchildren, living at the same address and nominated on the JCCWA Members register.
- (3) Each adult Member has one vote. A person must be at least 18 years of age to be an adult Member.
- (4) All Members are eligible for a vehicle license concession.
- (5) Children and/or stepchildren remain Members for the balance of the Membership year following their 18th birthday. For the Membership year following their 18th birthday they are required to join the JCCWA independently.
- (6) Honorary Life Membership
 - a) Nomination for Honorary Life Membership may be proposed by any Member to the President, such nominations to be made entirely in private and subject to sub rule 6(d) to remain confidential between the two parties.
 - b) Nominees are required to have maintained continuous Membership for period of 10 years
 - c) Nominees must be adjudged to have made a significant, ongoing contribution to the objectives and supporting the functioning of the club
 - d) The President shall consult 3 current Honorary Life Members and 3 Presidential predecessors, who meet the continuous Membership criteria at the time of consultation and receive the support of ALL of those consulted.

5. Applying for membership

- (1) Applications for Membership shall be delivered to the Registrar, together with such application joining fee and Membership fees as the Committee shall from time to time determine.
- (2) The applicant must stipulate which Category of Membership the application relates to.

6. Membership Applications

- (1) Upon receipt of the application and entrance fee, the Registrar shall —
 - a) review the Government of Western Australia's Racing, Gaming and Liquor Prohibition Orders information and reject the applications from included people;
 - b) communicate membership application details to Committee Members for objections to be lodged within 48 hours
 - i) Applications which members of the Committee object to shall be deferred and submitted for review at the next available Committee Meeting. The Committee may delay its consideration of an application if the Committee considers that any matter, relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
 - ii) Applications which members of the Committee do not object to, will be accepted by the Registrar on behalf of the Committee and reported to all Committee members.

- c) The Committee may reject an application even if the applicant —
 - i) is eligible under rule 4 (Eligibility for Membership); and
 - ii) has applied under rule 5 (Applying for Membership).
 - d) The Committee must not accept an application unless the applicant —
 - i) is eligible under rule 4; and
 - ii) has applied under rule 5.
- (2) Rejected applications will not be reconsidered until the Racing, Gaming & Liquor's Prohibition Order expired or 12 months from notification whichever is later.
- (3) The Registrar, or other delegated Committee member, shall notify successful Membership applicant(s) of their election to the JCCWA, advise them they have become entitled to its privileges, bound by its rules and how to access those rules.
- (4) A person who is visiting the JCCWA as a Member or an official of another club —
 - a) that is to engage in a pre-arranged event with the JCCWA conducted for the purposes of one of the JCCWA's principal objects; or
 - b) that is to hold a pre-arranged function at the JCCWA involving the use of the JCCWA's sporting facilities;
 may be taken to be a person who is afforded temporary Membership on that day. For the purposes of section 48 (4) (b) of the Liquor Control Act 1988 the maximum number of guests per Member per day shall be three.

7. Becoming a Member

An applicant for Membership of the JCCWA becomes a Member when the application is accepted under rule 6.

8. Categories of Membership

- (1) JCCWA may have any category of Membership approved by the Committee
- (2) Any Member, apart from those defined in 4(3), above, has full voting rights and any other rights conferred on Member(s) by these rules or approved by resolution at a General Meeting or determined by the Committee.
- (3) Each Member of the JCCWA, apart from those defined in 4(3), has one vote at a General Meeting of the JCCWA.

9. When Membership ceases

- (1) A person ceases to be a Member when any of the following takes place —
 - a) the person dies;
 - b) the person resigns from the JCCWA under rule 9;
 - c) the person is expelled from the JCCWA under rule 14; or
 - d) the person ceases to be a Member under rule 12(4).
- (2) The Registrar must keep a record, for at least one year after a Membership is ceased, of —
 - a) the date on which the Membership ceased; and
 - b) the reason why the Membership was ceased.

10. Resignation

- (1) A Member may resign from a Membership of the JCCWA by giving written notice of the resignation to the Secretary.
- (2) The resignation takes effect —
 - a) when the Secretary receives the notice; or
 - b) if a later time is stated in the notice, at that later time.

11. Rights not transferable

The rights of a Member are not transferable and end when Membership ceases.

Division 2 — Membership fees

12. Membership fees

- (1) The Committee must determine the entrance fee and the annual Membership fee to be paid for Membership of the JCCWA.
- (2) The fees determined under sub rule (1) may be different for different categories of Membership.
- (3) The Membership must pay the annual Membership fee to the JCCWA, by the date (the due date) determined by the Committee.
- (4) If a Membership has not paid the annual Membership fee within the period of 3 months after the due date, the Membership ceases on the expiry of that period.

Division 3 — Register of Members

13. Register of Members

- (1) The Registrar is authorised by the Committee to be responsible for the requirements imposed on the JCCWA under section 53 of the Act to maintain the register of each Membership and Members associated with each Membership, and record in that register any change to a Membership.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register must include the category of Membership to which each Member belongs and the date on which each Membership became registered in the register.
- (3) The register of Memberships must be kept at the Registrar's place of residence, or at another place determined by the Committee.
- (4) A Member who wishes to inspect the Membership register must contact the Secretary to make the necessary arrangements. Any Member may, at a reasonable time and free of charge, request an electronic encrypted copy of the Membership register. Members may have a copy of or take an extract from the register but shall have no right to remove the register for that purpose. The Member must also undertake to destroy the copy when finished with and not to divulge to anyone the encrypted register password.
- (5) The Committee may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is directly connected with the affairs of the JCCWA, if —
 - a) a Member inspecting the register of Memberships, wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - b) a Member makes a written request under section 56(1) of the Act to be provided with a copy of the register of Memberships.
- (6) The Registrar must keep and maintain a register of Memberships that includes for each Membership
 - a) the name of the Members;
 - b) the postal address and email address for notice last given by the Membership;
 - c) their Membership number;
 - d) their Membership Category
 - e) their Membership financial status;
 - f) their vehicle details;
 - g) any other information determined by the Committee

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Terms used

14. Terms used: Member

In this Part —

Member, in relation to a Member who is expelled from the JCCWA, includes former Member.

Division 2 — Disciplinary action

15. Suspension or expulsion

- (1) The Committee may decide to suspend a Member's Membership and suspend or expel a Member from the JCCWA if —
 - a) the Member contravenes any of these rules; or
 - b) the Member acts detrimentally to the interests of the JCCWA.
- (2) The Secretary must give the Member written notice of the proposed suspension or expulsion at least 28 days before the Committee Meeting at which the proposal is to be considered by the Committee.
- (3) The notice given to the Member must state —
 - a) when and where the Committee Meeting is to be held; and
 - b) the grounds on which the proposed suspension or expulsion is based; and
 - c) that the Member, or the Member's representative, may attend the Meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion.
- (4) At the Committee Meeting, the Committee must —
 - a) give the Member, or the Member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion; and
 - b) give due consideration to any submissions so made; and
 - c) decide —
 - i) whether or not to suspend the Member's Membership and, if the decision is to suspend the Membership, the period of suspension; or
 - ii) whether or not to expel the Member from the JCCWA.
- (5) A decision of the Committee to suspend the Membership or to expel the Member from the JCCWA takes immediate effect.
- (6) The Committee must give the Member written notice of the Committee's decision, and the reasons for the decision, within 7 days after the Committee Meeting at which the decision is made.
- (7) A Member whose Membership is suspended or who is expelled from the JCCWA may, within 14 days after receiving notice of the Committee's decision under sub rule (4), give written notice to the Secretary requesting the appointment of a mediator under rule 23.
- (8) If notice is given under sub rule (5), the Member who gives the notice and the Committee are the parties to the mediation.

16. Consequences of suspension

- (1) During the period a Member's Membership is suspended, the Member —
 - a) loses any rights (including voting rights) arising as a result of Membership; and
 - b) is not entitled to a refund, rebate, relief or credit for Membership fees paid, or payable, to the JCCWA.

- (2) When a Member's membership is suspended, the Registrar must record in the Membership register —
 - a) that the Member's membership is suspended; and
 - b) the date on which the suspension takes effect; and
 - c) the period of the suspension.
- (3) When the period of the suspension ends, the Registrar must record in the Membership register that the Member's membership is no longer suspended.

Division 3 — Resolving disputes

17. Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

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

18. Application of Division

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

- (1) between Members; or
- (2) between one or more Members and the JCCWA.

19. Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

20. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of —
 - a) the parties to the dispute; and
 - b) the matters that are the subject of the dispute.
- (2) Within 28 days after the Secretary is given the notice, a Committee Meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give each party to the dispute written notice of the Committee Meeting at which the dispute is to be considered and determined at least 7 days before the Meeting is held.
- (4) The notice given to each party to the dispute must state —
 - a) when and where the Committee Meeting is to be held; and
 - b) that the party, or the party's representative, may attend the Meeting and will be given a reasonable opportunity to make written and/or oral submissions to the Committee about the dispute.
- (5) If —
 - a) the dispute is between one or more Members and the JCCWA; and
 - b) any party to the dispute gives written notice to the Secretary stating that the party —
 - i) does not agree to the dispute being determined by the Committee; and
 - ii) requests the appointment of a mediator under rule 23,the Committee must not determine the dispute.

21. Determination of dispute by Committee

- (1) At the Committee Meeting at which a dispute is to be considered and determined, the Committee must —
 - a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute; and
 - b) give due consideration to any submissions so made; and
 - c) determine the dispute.
- (2) The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the Committee Meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Committee's determination under sub rule (1)(c), give written notice to the Secretary requesting the appointment of a mediator under rule 23.
- (4) If notice is given under sub rule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

22. Application of Division

- (1) This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator —
 - a) by a Member under rule 15(7); or
 - b) by a party to a dispute under rule 20(5)(b)(ii) or 21(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 23.

23. Appointment of mediator

- (1) The mediator must be a person chosen —
 - a) if the appointment of a mediator was requested by a Member under rule 15(7) — by agreement between the Member and the Committee; or
 - b) if the appointment of a mediator was requested by a party to a dispute under rule 20(5)(b)(ii) or 21(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of sub rule (1)(a) or (b), then, subject to sub rules (3) and (4), the Committee must appoint the mediator.
- (3) The person appointed as mediator by the Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - a) a Member under rule 15(7); or
 - b) a party to a dispute under rule 20(5)(b)(ii); or
 - c) a party to a dispute under rule 21(3) and the dispute is between one or more Members and the JCCWA.
- (4) The person appointed as mediator by the Committee may be a current or former Member of the JCCWA but must not —
 - a) have a personal interest in the matter that is the subject of the mediation; or
 - b) be biased in favour of or against any party to the mediation.

24. Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
 - a) give each party to the mediation every opportunity to be heard; and
 - b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

25. Mediation Outcome

Membership revocation does not affect the validity of any decision made at a committee Meeting or general Meeting during the period of suspension or expulsion, if —

- a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 15(7); and
- b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked.

PART 5 — COMMITTEE

Division 1 — Powers of Committee

26. Committee

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

Division 2 — Composition of Committee and duties of Members

27. Committee Members

- (1) The Committee Members consist of —
 - a) the Office Holders of the JCCWA; and
 - b) at least one General Committee Member.
- (2) The Committee must determine the maximum number of Members who may be General Committee Members.
- (3) The following are the Office Holders of the JCCWA —
 - a) President
 - b) Vice President

- c) Secretary
- d) Treasurer
- (4) A person may be a Committee Member if the person is —
 - a) a person who has reached 18 years of age; and
 - b) a Member.
- (5) A person must not hold 2 or more of the offices mentioned in sub rule (3) at the same time.

28. President

- (1) It is the duty of the President to consult with the Secretary regarding the business to be conducted at each Committee Meeting and General Meeting.
- (2) The President has the powers and duties relating to convening and presiding at Committee Meetings and presiding at General Meetings provided for in this Constitution.

29. Secretary

- (1) The Secretary has the following duties —
 - a) dealing with the JCCWA's correspondence;
 - b) consulting with the President regarding the business to be conducted at each Committee Meeting and General Meeting;
 - c) preparing the notices required for Meetings and for the business to be conducted at Meetings;
 - d) unless another Member is authorised by the Committee to do so, maintaining on behalf of the JCCWA the register of Memberships, and recording in the register any changes in the Membership, as required under section 53(1) of the Act;
 - e) maintaining on behalf of the JCCWA an up-to-date copy of the JCCWA Constitution, as required under section 35(1) of the Act;
 - f) unless another Member is authorised by the Committee to do so, maintaining on behalf of the JCCWA a record of Committee Members and other persons authorised to act on behalf of the JCCWA, as required under section 58(2) of the Act;
 - g) ensuring the safe custody of the books of the JCCWA, other than the financial records, financial statements and financial reports, as applicable to the JCCWA;
 - h) maintaining full and accurate minutes of Committee Meetings and General Meetings; and
 - i) carrying out any other duty given to the Secretary under these rules or by the Committee.

30. Treasurer

- (1) The Treasurer has the following duties —
 - a) ensuring that any amounts payable to the JCCWA are collected and issuing receipts for those amounts in the JCCWA's name;
 - b) ensuring that any amounts paid to the JCCWA are credited to the appropriate account of the JCCWA, as directed by the Committee;
 - c) ensuring that any payments to be made by the JCCWA that have been authorised by the Committee or at a General Meeting are made on time;
 - d) ensuring that the JCCWA complies with the relevant requirements of Part 5 of the Act;
 - e) ensuring the safe custody of the JCCWA's financial records, financial statements and financial reports, as applicable to the JCCWA;
 - f) if the JCCWA is a tier 1 association, coordinating the preparation of the JCCWA's financial statements before their submission to the JCCWA's annual General Meeting;
 - g) if the JCCWA is a tier 2 association or tier 3 association, coordinating the preparation of the JCCWA's financial report before its submission to the JCCWA's annual General Meeting;

- h) providing any assistance required by an auditor or reviewer conducting an audit or review of the JCCWA's financial statements or financial report under Part 5 Division 5 of the Act; and
- i) carrying out any other duty given to the Treasurer under these rules or by the Committee

Division 3 — Election of Committee Members and tenure of office

31. How Members become Committee Members

- (1) A Member becomes a Committee Member if the Member —
 - a) is elected to the Committee at a General Meeting; or
 - b) is appointed to the Committee by the Committee to fill a casual vacancy under rule 38.
- (2) The Committee shall have the power to co-opt assistance from the Members of the JCCWA.
- (3) The duties of the elected Committee Member and the duties of the co-opted Member shall be as set out in a Club Administration Manual. Such duties shall include all specific duties laid down in the JCCWA Constitution.

32. Nomination of Committee Members

- (1) At least 42 days before an annual General Meeting, the Secretary or Committee appointed nominee must send written notice to all Memberships —
 - a) calling for nominations for election to the Committee; and
 - b) stating the date by which nominations must be received by the Secretary to comply with sub rule (2).
- (2) A Member who wishes to be considered for election to the Committee at the annual General Meeting must nominate for election by sending written notice of the nomination to the Secretary at least 28 days before the annual General Meeting.
- (3) The written notice must include a statement by another Member in support of the nomination.
- (4) A Member may nominate for any specified position of Office Holder of the JCCWA Committee but will be subject to compliance with rule 27 (5).

A Member whose nomination does not comply with this rule is not eligible for election to the Committee

33. Election of Office Holders

- (1) At the annual General Meeting, a separate election must be held for each position of Office Holder of the JCCWA
- (2) If only one Member has nominated for a position, the President of the Meeting must declare the Member elected to the position.
- (3) If more than one Member has nominated for a position, the Members at the Meeting must vote in accordance with procedures that have been determined by the Committee to decide who is to be elected to the position.
- (4) Each Member present at the Meeting may vote for one Member who has nominated for the position. Provided they are eligible to vote in accordance with rule 4(3).
- (5) A Member who has nominated for the position may vote for himself or herself.
- (6) On the Member's election, the new President of the JCCWA may take over as the President of the Meeting.

34. Election of General Committee Members

- (1) The Committee will decide on the number of, and positions to be held by General Committee Members (if any) to hold office for the next year.
- (2) At the annual General Meeting, a separate election must be held for each position of General Committee Member of the JCCWA

- (3) If only one Member has nominated for a position, the President of the Meeting must declare the Member elected to the position.
- (4) If more than one Member has nominated for a position, the Members at the Meeting must vote in accordance with procedures that have been determined by the Committee to decide who is to be elected to the position.
- (5) Each Member present at the Meeting may vote for one Member who has nominated for the position. Provided they are eligible to vote in accordance with rule 4(3).
- (6) A Member who has nominated for the position may vote for himself or herself.

35. Term of office

- (1) The term of office of a Committee Member begins when the Member —
 - a) is elected at an annual General Meeting or under sub rule 36(3)(b); or
 - b) is appointed to fill a casual vacancy under rule 38.
- (2) The President's term of office is for a maximum of 2 consecutive years.
- (3) Subject to rule 37, a Committee Member holds office until the positions on the Committee are declared vacant at the next annual General Meeting.

36. Resignation and removal from office

- (1) A Committee Member may resign from the Committee by written notice given to the Secretary or, if the resigning Member is the Secretary, given to the President.
- (2) The resignation takes effect —
 - a) when the notice is received by the Secretary or President; or
 - b) if a later time is stated in the notice, at the later time.
- (3) At a General Meeting, the JCCWA may by resolution —
 - a) remove a Committee Member from office; and
 - b) elect a Member who is eligible under rule 27(4) to fill the vacant position.
- (4) A Committee Member who is the subject of a proposed resolution under sub rule (3)(a) may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the Members.
- (5) The Secretary or President may give a copy of the representations to each Member or, if they are not so given, the Committee Member may require them to be read out at the General Meeting at which the resolution is to be considered.

37. When Membership of Committee ceases

- (1) A person ceases to be a Committee Member if the person —
 - a) dies or otherwise ceases to be a Member; or
 - b) resigns from the Committee or is removed from office under rule 36; or
 - c) becomes ineligible to accept an appointment or act as a Committee Member under section 39 of the Act;
 - d) becomes permanently unable to act as a Committee Member because of a mental or physical disability; or
 - e) fails to attend 3 consecutive Committee Meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

38. Filling casual vacancies

- (1) The Committee may appoint a Member who is eligible under rule 27(4) to fill a position on the Committee that —

- a) has become vacant under rule 37; or
 - b) was not filled by election at the most recent annual General Meeting or under rule 36(3)(b).
- (2) If the position of Secretary becomes vacant, the Committee must appoint a Member who is eligible under rule 27(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 45, the Committee may continue to act despite any vacancy in its Membership.
- (4) If there are fewer Committee Members than required for a quorum under rule 45, the Committee may act only for the purpose of —
 - a) appointing a Committee Member under this rule; or
 - b) convening a General Meeting.

39. Validity of acts

The acts of a Committee or sub Committee, or of a Committee Member or Member of a sub Committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Committee Member or Member of a sub Committee.

40. Payments to Committee Members

- (1) Committee Members will be entitled to receive payment from the JCCWA:
 - a) as an honorarium for carrying out the role of being a Committee Member, only following the approval of a Special Resolution at a General Meeting of Members, such approval to be renewed annually; and
 - b) for reimbursements for expenses legitimately incurred on behalf of the JCCWA in carrying out the duties of a Committee Member that have been pre-authorised by the Committee or are in accordance with any Committee expenditure policy which has been approved by the Committee.

Division 4 — Committee Meetings

41. Committee Meetings

- (1) The Committee must meet at least 3 times in each year on the dates and at the times and places determined by the Committee.
- (2) The date, time and place of the first Committee Meeting must be determined by the Committee Members as soon as practicable after the annual General Meeting at which the Committee Members are elected.
- (3) Special Committee Meetings may be convened by the President or any 2 Committee Members.

42. Notice of Committee Meetings

- (1) Notice of each Committee Meeting must be given to each Committee Member at least 48 hours before the time of the Meeting.
- (2) The notice must state the date, time and place of the Meeting and must describe the general nature of the business to be conducted at the Meeting.
- (3) Unless sub rule (4) applies, the only business that may be conducted at the Meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the Meeting if the Committee Member at the Meeting unanimously agree to treat that business as urgent.

43. Procedure and order of business

- (1) The President or, in the President's absence, the Vice-President must preside as Chairperson of each Committee Meeting.
- (2) If the President and Vice President are absent or are unwilling to act as Chairperson of a Meeting, the Committee Members at the Meeting must choose one of them to act as President of the Meeting.
- (3) The procedure to be followed at a Committee Meeting must be determined from time to time by the Committee.
- (4) The order of business at a Committee Meeting may be determined by the Committee Members at the Meeting.
- (5) A Member may attend a Committee Meeting and non-Members may attend a Committee Meeting if invited to do so by the Committee.
- (6) Under section 43 of the Act a Member of the JCCWA Committee who has a material personal interest in a matter being considered at a Meeting of the management Committee must not be present while the matter is being considered at the Meeting or vote on the matter.
- (7) Person invited under sub rule (5) to attend a Committee Meeting —
 - a) has no right to any agenda, minutes or other document circulated at the Meeting; and
 - b) must not comment about any matter discussed at the Meeting unless invited by the Committee to do so; and
 - c) cannot vote on any matter that is to be decided at the Meeting.

44. Use of technology to be present at Committee Meetings

- (1) The presence of a Committee Member at a Committee Meeting need not be by attendance in person but may be by that Committee Member and each other Committee Member at the Meeting being simultaneously in contact by telephone, internet or other means of instantaneous communication.
- (2) A Member who participates in a Committee Meeting as allowed under sub rule (1) is taken to be present at the Meeting and, if the Member votes at the Meeting, the Member is taken to have voted in person.

45. Quorum for Committee Meetings

- (1) A quorum shall be no less than seven (7) at a Committee Meeting.
- (2) Subject to rule 38(4), no business is to be conducted at a Committee Meeting unless a quorum is present.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Committee Meeting —
 - a) in the case of a special Meeting — the Meeting lapses; or
 - b) otherwise, the Meeting is adjourned to the same time, day and place in the following week.
- (4) If —
 - a) a quorum is not present within 30 minutes after the commencement time of a Committee Meeting held under sub rule (3)(b); and
 - b) at least two (2) Committee Members are present at the Meeting, those Members present are taken to constitute a quorum.

46. Voting at Committee Meetings

- (1) Each Committee Member present at a Committee Meeting has one vote on any question arising at the Meeting.
- (2) A motion is carried if a majority of the Committee Members present at the Committee Meeting vote in favour of the motion.

- (3) If the votes are divided equally on a question, the President of the Meeting has a second or casting vote.
- (4) A vote may take place by the Committee Members present indicating their agreement or disagreement or by a show of hands, unless the Committee decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the President of the Meeting must decide how the ballot is to be conducted.

47. Minutes of Committee Meetings

- (1) The Committee must ensure that minutes are taken and kept of each Committee Meeting. The minutes must record the following —
 - a) the names of the Committee Members present at the Meeting;
 - b) the name of any person attending the Meeting under rule 43(5);
 - c) the business considered at the Meeting; and
 - d) any motion on which a vote is taken at the Meeting and the result of the vote.
- (2) The President must ensure that the minutes of a Committee Meeting are reviewed and approved by the Committee at the next Committee Meeting.
- (3) The minutes of a Committee Meeting must be entered in the JCCWA's records within 10 days of them being approved.
- (4) When the minutes of a Committee Meeting have been approved as correct, they are, until the contrary is proved, evidence that —
 - a) the Meeting to which the minutes relate was duly convened and held; and
 - b) the matters recorded as having taken place at the Meeting took place as recorded; and
 - c) any appointment purportedly made at the Meeting was validly made.

Division 5 — Sub Committees and subsidiary offices

48. Sub Committees and subsidiary offices

- (1) To help the Committee in the conduct of JCCWA business, the Committee may, in writing, do either or both of the following —
 - a) appoint one or more sub Committees;
 - b) create one or more subsidiary offices and appoint people to those offices.
- (2) A sub Committee may consist of the number of people, whether or not Members, that the Committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a Member.
- (4) Subject to any directions given by the Committee —
 - a) a sub Committee may meet and conduct business as it considers appropriate; and
 - b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

49. Delegation to sub Committees and holders of subsidiary offices

- (1) In this rule —

non-delegable duty means a duty imposed on the Committee by the Act or another written law.
- (2) The Committee may, in writing, delegate to a sub Committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Committee other than —
 - a) the power to delegate; and
 - b) a non-delegable duty.

- (3) A power or duty, the exercise or performance of which has been delegated to a sub Committee or the holder of a subsidiary office under this rule, may be exercised or performed by the sub Committee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Committee from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a sub Committee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Committee.
- (7) The Committee may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF JCCWA

50. Annual General Meeting

- (1) The Committee must determine the date, time and place of the annual General Meeting.
- (2) If it is proposed to hold the annual General Meeting more than 6 months after the end of the JCCWA's financial year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual General Meeting is as follows —
 - a) to confirm the minutes of the previous annual General Meeting and of any special General Meeting held since then if the minutes of that Meeting have not yet been confirmed;
 - b) to receive and consider —
 - i) the Committee's annual report on the JCCWA's activities during the preceding financial year; and
 - ii) if the JCCWA is a tier 1 association, the financial statements of the JCCWA for the preceding financial year presented under Part 5 of the Act; or
 - iii) if the JCCWA is a tier 2 association or a tier 3 association, the financial report of the JCCWA for the preceding financial year presented under Part 5 of the Act;
 - iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - c) to elect the Office Holders of the JCCWA and other Committee Members; and
 - d) if applicable, to appoint or remove a reviewer or auditor of the JCCWA in accordance with the Act;
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual General Meeting.

51. Special General Meetings

- (1) The Committee may convene a special General Meeting.
- (2) The Committee must convene a special General Meeting if at least 20% of the Memberships require a special General Meeting to be convened.
- (3) The Members requiring a special General Meeting to be convened must —
 - a) make the requirement by written notice given to the Secretary; and
 - b) state in the notice the business to be considered at the Meeting; and
 - c) each sign the notice.
- (4) The special General Meeting must be convened within 28 days after notice is given under sub rule (3)(a).
- (5) If the Committee does not convene a special General Meeting within that 28-day period, the Members making the requirement (or any of them) may convene the special General Meeting.

- (6) A special General Meeting convened by a Member under sub rule (5) —
 - a) must be held within 3 months after the date the original requirement was made; and
 - b) may only consider the business stated in the notice by which the requirement was made.
- (7) The JCCWA must reimburse any reasonable expenses incurred by the Member convening a special General Meeting under sub rule (5).

52. Notice of General Meetings

- (1) The Secretary or, in the case of a special General Meeting convened under rule 51(5), the Member convening the Meeting, must give to each Membership —
 - a) at least 21 days' notice of a General Meeting if a special resolution is to be proposed at the Meeting; or
 - b) at least 14 days' notice of a General Meeting in any other case.
- (2) The notice must —
 - a) specify the date, time and place of the Meeting; and
 - b) indicate the general nature of each item of business to be considered at the Meeting; and
 - c) if the Meeting is the annual General Meeting, include the names of the Members who have nominated for election to the Committee under rule 32(2).
- (3) If a special resolution is proposed —
 - a) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - b) state that the resolution is intended to be proposed as a special resolution; and
 - c) comply with rule 53(7).

53. Proxies

- (1) Subject to sub rule (2), a Member may appoint a proxy who is also a Member as his or her proxy to vote and speak on his or her behalf at a General Meeting.
- (2) A Member may be appointed the proxy for not more than 5 other Members.
- (3) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (4) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the Member in any matter as the proxy sees fit.
- (6) If the Committee has approved a form for the appointment of a proxy, the Member may use that form or any other form —
 - a) that clearly identifies the person appointed as the Member's proxy; and
 - b) that has been signed by the Member.
- (7) Notice of a General Meeting given to Members under rule 52 must —
 - a) state that the Member may appoint a person who is a Member as a proxy for the Meeting; and
 - b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the Secretary before the commencement of the General Meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the JCCWA not later than 24 hours before the commencement of the Meeting.

54. Use of technology to be present at General Meetings

- (1) The presence of a Member at a General Meeting need not be by attendance in person but may be by that Member and each other Member at the Meeting being simultaneously in contact by telephone, internet or other means of instantaneous communication.

- (2) A Member who participates in a General Meeting as allowed under sub rule (1) is taken to be present at the Meeting and, if the Member votes at the Meeting, the Member is taken to have voted in person.

55. Presiding Member and quorum for General Meetings

- (1) The President or, in the President's absence, the Vice President must preside as President of each General Meeting.
- (2) If the President and Vice President are absent or are unwilling to act as President of a General Meeting, the Committee Members at the Meeting must choose one of them to act as President of the Meeting.
- (3) No business is to be conducted at a General Meeting unless a quorum is present.
- (4) At a General Meeting, a quorum shall be no less than thirty (30) Members or 5% of the membership whichever is greater.
- (5) If a quorum is not present within 30 minutes of the notified commencement time of a General Meeting —
 - a) in the case of a special General Meeting — the Meeting lapses; or
 - b) in the case of the annual General Meeting — the Meeting is adjourned to —
 - i) the same time and day in the following week; and
 - ii) the same place, unless the President specifies another place at the time of the adjournment or written notice of another place is given to the Members before the day to which the Meeting is adjourned.
- (6) If —
 - a) a quorum is not present within 30 minutes after the commencement time of an annual General Meeting held under sub rule (5)(b); and
 - b) at least two Members are present at the Meeting, those Member present are taken to constitute a quorum.

56. Adjournment of General Meeting

- (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the Members present at the Meeting, adjourn the Meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a Meeting may be adjourned —
 - a) if there is insufficient time to deal with the business at hand; or
 - b) to give the Members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned Meeting other than the business that remained unfinished when the Meeting was adjourned.
- (4) Notice of the adjournment of a Meeting under this rule is not required unless the Meeting is adjourned for 14 days or more, in which case notice of the Meeting must be given in accordance with rule 52.

57. Voting at General Meeting

- (1) On any question arising at a General Meeting —
 - a) subject to sub rule (3), each Member has one vote; and
 - b) Members may also vote personally or by proxy.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the ordinary Member present at a General Meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the President of the Meeting has a second or casting vote.
- (4) if the question is whether to confirm the minutes of a previous General Meeting, only Members who were present at that Meeting may vote.
- (5) For a person to be eligible to vote at a General Meeting as a Member, the Member —
 - a) must have been a Member at the time notice of the Meeting was given under rule 52; and

- b) must have paid any fee or other money payable to the JCCWA which is due by the Member.

58. When special resolutions are required

- (1) A special resolution is required if it is proposed at a General Meeting —
 - a) to affiliate the JCCWA with another body; or
 - b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Sub rule (1) does not limit the matters in relation to which a special resolution may be proposed.

59. Determining whether resolution carried

- (1) In this rule —
poll means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to sub rule (4), the President of a General Meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
 - a) carried; or
 - b) carried unanimously; or
 - c) carried by a particular majority; or
 - d) lost.
- (3) If the resolution is a special resolution, the declaration under sub rule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the President of the Meeting or by at least 3 other Members present in person or by proxy —
 - a) the poll must be taken at the Meeting in the manner determined by the President; and
 - b) the President must declare determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the Meeting at a time determined by the President.
- (7) A declaration under sub rule (2) or (4) must be entered in the minutes of the Meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

60. Minutes of General Meeting

- (1) The Secretary, or a person authorised by the Committee from time to time, must take and keep minutes of each General Meeting.
- (2) The minutes must record the business considered at the Meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual General Meeting must record —
 - a) the names of the Members attending the Meeting; and
 - b) any proxy forms given to the President of the Meeting under rule 53(8); and
 - c) the financial statements or financial report presented at the Meeting, as referred to in rule 50(3)(b)(ii) or (iii); and
 - d) any report of the review or auditor's report on the financial statements or financial report presented at the Meeting, as referred to in rule 50(3)(b)(iv).
- (4) The President must ensure that the minutes of a General Meeting are reviewed and approved by the Members present at the next General Meeting
- (5) The minutes of a General Meeting must be entered into the JCCWA's records within 10 days of them being approved

- (6) When the minutes of a General Meeting have been accepted as correct, they are, in the absence of evidence to the contrary, taken to be proof that —
- a) the Meeting to which the minutes relate was duly convened and held; and
 - b) the matters recorded as having taken place at the Meeting took place as recorded; and
 - c) any election or appointment purportedly made at the Meeting was validly made.

PART 7 — FINANCIAL MATTERS

61. Source of funds

The funds of the JCCWA may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

62. Control of funds

- (1) The JCCWA must open an account in the name of the JCCWA with a financial institution from which all expenditure of the JCCWA is made and into which all funds received by the JCCWA are deposited.
- (2) Subject to any restrictions imposed at a General Meeting the Committee may approve expenditure on behalf of the JCCWA.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the JCCWA up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the JCCWA must be signed by two persons duly authorised by the Committee.

63. Financial statements and financial reports

- (1) For each financial year, the Committee must ensure that the requirements imposed on the JCCWA under Part 5 of the Act relating to the financial statements or financial report of the JCCWA are met.
- (2) Without limiting sub rule (1), those requirements include —
 - a) if the JCCWA is a tier 1 association, the preparation of the financial statements; and
 - b) if the JCCWA is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - d) the presentation to the annual General Meeting of the financial statements or financial report, as applicable; and
 - e) if required, the presentation to the annual General Meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

PART 8 — GENERAL MATTERS

64. By-laws

- (1) The JCCWA may, by resolution at a General Meeting, make, amend or revoke by-laws.
- (2) By-laws may —
 - a) provide for the rights and obligations that apply to any categories of Membership approved under rule 8(2); and
 - b) impose restrictions on the Committee's powers, including the power to dispose of the JCCWA's assets; and
 - c) impose requirements relating to the financial reporting and financial accountability of the JCCWA and the auditing of the JCCWA's accounts; and

- d) provide for any other matter the JCCWA considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting sub rule (3), a by-law made for the purposes of sub rule (2)(c) may only impose requirements on the JCCWA that are additional to, and do not restrict, a requirement imposed on the JCCWA under Part 5 of the Act.
- (5) At the request of a Member, the JCCWA must make a copy of the by-laws available for inspection by the Member.

65. Executing documents and common seal

- (1) The JCCWA may execute a document without using a common seal if the document is signed by —
 - a) 2 Committee Members; or
 - b) one Committee Member and a person authorised by the Committee.
- (2) If the JCCWA has a common seal —
 - a) the name of the JCCWA must appear in legible characters on the common seal; and
 - b) a document may only be sealed with the common seal by the authority of the Committee and in the presence of —
 - c) 2 Committee Members; or
 - d) one Committee Member and a person authorised by the Committee,

and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The Secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the Secretary or another Committee Member authorised by the Committee.

66. Giving notices to Members

- (1) In this rule —

recorded means recorded in the register of Memberships.
- (2) A notice or other document that is to be given to a Member under these rules is taken not to have been given to the Member unless it is in writing and —
 - a) delivered by hand to the recorded address of the Member; or
 - b) sent by prepaid post to the recorded postal address of the Member; or
 - c) sent by electronic transmission to an appropriate recorded number or recorded electronic address of the Member.

67. Custody of books and securities

- (1) Subject to sub rule (2), the books and any securities of the JCCWA must be kept in the Secretary's custody or under the Secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the JCCWA must be kept in the Treasurer's custody or under the Treasurer's control.
- (3) Sub rules (1) and (2) have effect except as otherwise decided by the Committee.
- (4) The books of the JCCWA must be retained for at least 7 years.

68. Record of Office Holders

The record of Committee Members and other persons authorised to act on behalf of the JCCWA that is required to be maintained under section 58(2) of the Act must be kept in the Secretary's custody or under the Secretary's control.

69. Inspection of records and documents

- (1) Sub rule (2) applies to a Member who wants to inspect —
 - a) the Register of Members under section 54(1) of the Act; or
 - b) the record of the names and addresses of Committee Members, and other persons
 - c) authorised to act on behalf of the JCCWA, under section 58(3) of the Act; or
 - d) any other record or document of the JCCWA.
- (2) The Member must contact the Registrar for 1 a) & b) and the Secretary for all other records to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the Member wants to inspect a document that records the minutes of a Committee Meeting, the right to inspect that document is subject to any decision the Committee has made about minutes of Committee Meetings generally, or the minutes of a specific Committee Meeting, being available for inspection by Members.
- (5) The Member may make a copy of or take an extract from a record or document referred to in sub rule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The Member must not use or disclose information in a record or document referred to in sub rule (1)(c) except for a purpose —
 - a) that is directly connected with the affairs of the JCCWA; or
 - b) that is related to complying with a requirement of the Act.

70. Publication by Committee Members of statements about JCCWA business prohibited

- (1) A Committee Member must not publish, or cause to be published, any statement about the business conducted by the JCCWA at a General Meeting or Committee Meeting unless —
 - (a) the Committee Member has been authorised to do so at a Committee Meeting; and
 - (b) the authority given to the Committee Member has been recorded in the minutes of the Committee Meeting at which it was given.

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

- (1) In this rule —

surplus property, in relation to the JCCWA, means property remaining after satisfaction of —

 - a) the debts and liabilities of the JCCWA; and
 - b) the costs, charges and expenses of winding up or cancelling the incorporation of the JCCWA but does not include books relating to the management of the JCCWA.
- (2) On the cancellation of the incorporation or the winding up of the JCCWA, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

72. Alteration of Constitution

If the JCCWA wants to alter or rescind any of these rules, or to make additional rules, the JCCWA may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.