

**TABLE TENNIS**

**ACT**

**INCORPORATED**

**Objects and Rules**

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# *Associations Incorporation Act 1991*

## **Table Tennis ACT Incorporated**

### **Objects**

#### **O-1—Primary objects**

##### *General*

- (1) This provision sets out the objects that are the *primary objects* of the association.

##### *Administration*

- (2) The association's primary objects relating to the administration of table tennis in the ACT are as follows:
  - (a) to conduct, encourage, promote, advance, standardise, control and administer the sport of table tennis in the ACT;
  - (b) to be the peak body for the administration of table tennis in the ACT;
  - (c) to act as final arbiter on all matters relating to the conduct of table tennis in the ACT under the auspices of the association, including disciplinary matters.

##### *Conduct of table tennis in the ACT*

- (3) The association's primary objects relating to the conduct of table tennis in the ACT are as follows:
  - (a) to promote and control tournaments, competitions and championships;
  - (b) to engage in other activities to promote table tennis (for example, the organisation of examinations and displays);
  - (c) to develop and maintain a high standard in the sport of table tennis;
  - (d) to develop and maintain sportsmanship among table tennis players;
  - (e) to enable practitioners to develop and maintain a high level of physical and mental fitness through the teaching and practice of table tennis;
  - (f) to promote the health and safety of players, coaches, umpires and officials registered with the association, and to take reasonable care in carrying out the association's activities to preserve the health and safety of anyone else directly affected by the activities, such as spectators;
  - (g) to encourage and promote table tennis competition free of performance-enhancing drugs;
  - (h) to encourage players, coaches, umpires and officials registered with the association to realise their potential and athletic abilities by extending to them the opportunity of education and further participation in the sport of table tennis.

##### *Advocacy*

- (4) The association's primary objects relating to the advocacy of the sport of table tennis are as follows:
  - (a) to strive for governmental, commercial and public recognition of the association and table tennis;

- (b) to collect, distribute and publish information in connection with table tennis.
- (c) to represent the interests of its members and of table tennis generally in any appropriate forum.

## **O-2—Secondary objects**

### *General*

- (1) The association has each of the objects (the *secondary objects*) set out in this provision to the extent that the association considers it necessary or desirable for advancing its primary objects (see O-1) and its other secondary objects.

### *National role*

- (2) The association's secondary objects relating to its national role are as follows:
  - (a) to affiliate, and otherwise liaise, with Table Tennis Australia and any other organisation;
  - (b) to endeavour to give effect to any policies and decisions of any body to which the association is affiliated;
  - (c) to pursue matters as recommended or required by law, government policies, the Australian Sports Commission, the International Table Tennis Federation or Table Tennis Australia;
  - (d) to support harmonisation in such rules as may be necessary, or appropriate, for the management and control of the sport of table tennis and related activities in Australia;
  - (e) to recognise any penalty imposed by any financial member or zone member of any organisation to which it is affiliated (including Table Tennis Australia, if it is affiliated with that organisation).

### *Commercial arrangements*

- (3) The association's secondary objects relating to commercial arrangements are as follows:
  - (a) to pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate;
  - (b) to use and protect the intellectual property of the association (for example, a logo, trademark or copyright).

### *Public interest*

- (4) It is a secondary object of the association to have regard to the public interest in its operations.

### *Advancement of objects in general*

- (5) It is a secondary object of the association to do anything else to advance the primary or the other secondary objects of the association.

## **O-3—Interpretation of objects**

- (1) A word or expression used in these objects has the same meaning as in the rules of the association (as amended from time to time).

Note: See the rules, part 1.

- (2) The Legislation Act applies to these objects in the same way as it would if they were in an instrument made under the Associations Act.

#### **O-4—Alteration of objects**

As required by the Associations Act, the objects of the association may only be altered by special resolution (see that Act, s 30).

Note        The Associations Act provides that a special resolution is a resolution passed at a general meeting of which 21 days notice was given and which is passed by that meeting by a majority of at least 3/4 of the members present (see that Act, s 70).

That Act requires notice of a special resolution altering the objects to be lodged with the registrar-general within 1 month after the resolution is passed. The alteration does not take effect until the notice is lodged (see that Act, s 33 (2) & (3))

That Act also requires that notice of the alteration must be accompanied by a declaration by at least 2 committee (ie board) members certifying that the special resolution was duly passed (see that Act, s 33 (2)).

# *Associations Incorporation Act 1991*

## **Table Tennis ACT Incorporated**

### **Rules**

#### **Part 1 Interpretation**

##### **1 Definitions**

In these rules:

*annual fees*—see rule 7.

*association* means Table Tennis ACT Incorporated.

*Associations Act* means the *Associations Incorporation Act 1991*.

*board*—means the committee of the association (within the meaning of the Associations Act).

*board member* means:

- (a) an elected board member; or
- (b) a co-opted board member.

Note: See rule 40(1).

*by-laws* means by-laws made by the board under rule 72.

*contested election*—see rule 48.

*co-opted board member*—see rule 40(1)(b).

Note: There may be 1 or 2 co-opted board members, who are appointed by the board. Other board members are elected board members. See rule 40(1).

*delegate*—see rule 69.

*delegation instrument*—see rule 69.

*director of finance*—see rule 41(3).

*discipline committee*—see rule 16(1).

*elected board member*—see rule 40(1)(a).

Note: Under rule 40(1), elected board members are either:

- special board members (the president, vice-president and director of finance); or
- ordinary board members (there may be up to 4 ordinary board members).

*executive director*—see rule 41(4).

*financial member* means an ordinary member or a life member (see rules 4 and 86), unless the member:

- (a) is in arrears with the payment of annual fees, or any other amount owing to the association; or
- (b) is suspended from membership under these rules.

Note 1: Rule 11 deals with non-payment of annual fees or other amounts owing to the association. Division 2.4 provides for a disciplinary process for members, following which membership may be suspended (membership may also be suspended under rule 11).

Note 2: Only financial members may exercise constitutional rights under these rules (see rules 3 and 30).

**general meeting** means an annual general meeting, or a special general meeting, of the association (see part 3).

**Legislation Act** means the *Legislation Act 2001*.

**life member**—see rules 4 and 86.

**member** means a member of the association.

Note: Members may be ordinary members, life members (see rule 4), honorary members (see rule 5) or associate members (see rule 6). Rule 3 deals with the constitutional and other rights of the different classes of member.

**new rules time**—see rule 85.

**ordinary board member**—see rule 40(3)(b).

Note: The ordinary board members are the elected board members other than the president, the vice-president and the director of finance (the special board members). There may be up to 4 ordinary board members.

**ordinary member** means a member of the association other than a life member, honorary member or associate member.

**president**—see rule 41(1).

**register** means the register of members kept for the purposes of rule 15.

**rules** means the rules of the association, and includes:

- (a) the objects of the association; and
- (b) by-laws (which are made by the board under rule 72).

Note: **Special resolution** has the same meaning as in the Associations Act, s 70.

The Associations Act provides that a special resolution is a resolution passed at a general meeting of which 21 days notice was given and which is passed by that meeting by a majority of at least 3/4 of the members present (see that Act, s 70).

**special board member**—see rule 40(3)(a).

Note: The special board members are the president, vice-president and director of finance.

**vice-president**—see rule 41(2).

## 2 Application of Legislation Act

The Legislation Act applies to these rules in the same way as it would if they were in an instrument made under the Associations Act.

## Part 2 Membership

### Division 2.1 Who are the members?

#### 3 Classes of member and rights and privileges of membership

##### *Classes and constitutional rights*

- (1) The classes of membership of the association and the principal constitutional rights of each class of member relating to general meetings are set out in the following table:

Classes and constitutional rights of membership		
Item	Class of member	Constitutional rights of members
1	Ordinary members	(a) the right to participate fully in general meetings (b) eligibility for election or appointment as board members
2	Life members (see rule 4)	(a) the right to participate fully in general meetings (b) eligibility for election or appointment as board members
3	Honorary members (see rule 5)	The right to be present, but not to debate or vote, at general meetings
4	Associate members (see rule 6)	The right to be present, but not to debate or vote, at general meetings

Note: The ordinary members of the association include financial members of the association immediately before the time these rules came into force (see rule 85).

##### *Other membership rights and privileges*

- (2) The board may confer additional rights and privileges on members.

Note 1: These rules confer other rights and privileges on ordinary members and life members relating to general meetings (for example, the right to convene special general meetings under rule 25).

##### *Non-financial members*

- (3) An ordinary member, or a life member, who is not a financial member may participate in a general meeting, and exercise other rights and privileges on a member, only to the extent permitted by these rules, and (subject to these rules) by the Board.

Note 1: Ordinary members and life members are **financial members** unless they are in arrears with the payment of annual fees (or any other amount owing to the association), or suspended from membership (see rule 1, definition).

Note 2: To a large extent, the constitutional rights of an ordinary or a life member under these rules (including the right to vote in a general meeting) cannot be exercised unless the member is a financial member. For example, a non-financial member may not vote in a general meeting (see rule 30) and is not eligible for election or co-option as a board member (see rule 40).

Note 3: References to these rules includes the objects of the association and by-laws made by the board (see rule 1, definition **rules**).

## 4 Life Members

### *Rights and privileges*

- (1) A life member has all the rights and privileges of an ordinary member.

Note: A life member does not have to pay an annual fee (rule 7 (annual fees) only applies to ordinary members).

### *Process for appointing life members*

- (2) The board may recommend to an annual general meeting that a person be nominated as a life member if he or she has, in the opinion of the board, rendered distinguished service to table tennis by assisting the advancement of table tennis in the ACT (as a player or administrator, or otherwise).
- (3) On the recommendation of the board, the annual general meeting may, by special resolution, resolve that the person be nominated as a life member.
- (4) The board must give the nominee notice of the nomination.  
Note: Notice may be given in person (by writing) or by post, email or fax (see rule 80).
- (5) The nominee may accept the nomination in writing within 1 month after the day the notice of the resolution is given. If the nominee does not accept the nomination within that time, the nomination lapses.
- (6) Upon receipt by the association of the nominee's acceptance in writing, the board must enter the nominee's details on the register.
- (7) From the time of entry on the register, the nominee is a life member of the association.

Note: For the recognition of life members appointed before these rules commenced, see rule 86.

## 5 Honorary Members

The board may confer the status of honorary member on a person, if the board considers it justified to further the objects of the association.

## 6 Associate Members

- (1) The board may confer the status of associate member on a person or entity if the person or entity makes a financial contribution to the association.
- (2) The board may consider the degree to which a person or entity participates in the association's programs in deciding whether to confer the status of associate member on the person or entity.

## Division 2.2 Annual fees

### 7 Annual fees fixed by the board

- (1) The board must fix the amounts of fees (*annual fees*) payable by ordinary members to the association, the time for payment and the way in which they are to be paid.
- (2) The board may fix different annual fees for members in different circumstances.

Example: For members who join after the start of a calendar year, the board may fix an annual fee at a pro rata rate for that year.

- (2) The annual fees apply for the calendar year after they are fixed.
- (3) An ordinary member must pay the annual fee fixed by the board within the time, and in the way, determined by the board.

Note: The board may discipline the member (or cancel the membership) if the annual fee is not duly paid (see rule 11).

## **Division 2.3      Membership procedures**

### **8 Membership—eligibility**

To be eligible for ordinary membership, a person must agree to abide by these rules, and to pay the annual fee (and any other amount owing to the association) at or before the time fixed for the payment of the fee (or amount).

Note: The reference to these rules includes the objects of the association and by-laws made by the board (see rule 1, definition *rules*).

### **9 Membership—application**

An application for ordinary membership by an applicant must be:

- (a) in writing in a form approved by the board; and
- (b) lodged with the board in a way approved by the board; and
- (c) accompanied by the annual fee.

### **10 Membership—board discretion to accept or reject**

- (1) The board may accept or reject an application for ordinary membership whether or not the applicant has complied with the requirements in rule 8 or 9.
- (2) If the board accepts an application, the applicant becomes an ordinary member with effect from the time of entry of the applicant's name on the register.
- (3) If the board rejects an application, the board must give notice to the applicant accordingly, and refund to the applicant the annual fee (if any) forwarded with the application.

Note: Notice may be given in person (by writing) or by post, email or fax (see rule 80).

### **11 Membership—non-payment of annual fee or other amounts**

If a member is in arrears with the payment of an annual fee, or any other amount owing to the association, the board may:

- (a) suspend or exclude the member from participation in any stated association activities; or
- (b) suspend the member from membership until the arrears are paid; or
- (c) cancel the membership.

Note: If a member is in arrears with the payment of an annual fee (or any other amount owing to the association), the member's constitutional rights (for example, the right to vote in a general meeting) cannot be exercised because the member is not a financial member (as defined in rule 1).

## 12 Membership—resignation

A member may resign from the association by notice in writing given to the board, effective from the date of the notice (or another date stated in the notice).

## 13 Membership—ex-members forfeit property rights

If a person stops being a member (for any reason), the member forfeits any right to the property of the association.

## 14 Membership—reinstatement

- (1) Despite anything else in this Part, if a person is suspended from membership, or stops being a member, the board, a delegate of the board under rule 69 or the association (by a resolution at a general meeting), may (with the person's consent) reinstate the membership.
- (2) The reinstatement of a person's membership under subrule (1) is subject to any conditions imposed by the board or the association (as the case requires).

## 15 Membership—register

The board must ensure that a register of members is kept in accordance with the Associations Act.

Note: The Associations Act, s 67 deals with the membership register. The register must be made available for inspection by the ordinary members (see s 67(2)).

## Division 2.4 Discipline of members

### 16 Discipline—discipline committee

#### *Constitution of discipline committee*

- (1) The board must, by resolution, appoint 3 persons to form a committee (the ***discipline committee***).
- (2) The discipline committee is to consist of the following members:
  - (a) a chairperson (who need not be a member of the association), selected for his or her expertise or experience in sports administration, or in mediation or arbitration of disputes;
  - (b) a board member;
  - (c) a financial member of the association other than a board member.
- (3) The board must form a new discipline committee as soon as practicable after each annual general meeting.
- (4) Nothing in this rule prevents the board from re-appointing a person as a member of the discipline committee.

#### *Period of appointment and replacement appointments*

- (5) Each member of the discipline committee is appointed until the time (the ***annual termination time***) that is the end of the next annual general meeting after the time of his or her appointment, unless the appointment is sooner ended by the board, or by the member's resignation in writing given to the board.

- (6) If the appointment of the chairperson, or another member, of the discipline committee ends before the annual termination time, the board must appoint a replacement chairperson or member as soon as practicable (subject to subrule (2)).

*Transitional disciplinary matters*

- (7) If, as at the annual termination time, a matter is still before the discipline committee (the *old discipline committee*) under this Division:
- (a) the old discipline committee may complete its consideration of the matter, and this Division applies for that purpose as if the appointments of the members of the old discipline committee had not ended; but
  - (b) the board must form a new discipline committee as required by this rule as soon as practicable after the annual termination time.

## **17 Discipline—referral to the discipline committee**

- (1) The board may refer a member to the discipline committee if the board considers that the member:
- (a) has refused or neglected to comply with a provision of these rules; or
  - (b) has refused or neglected to comply with a rule or a direction:
    - (i) of the board; or
    - (ii) of a person authorised by the board to make the rule or direction; or
  - (c) has wilfully acted in a way unbecoming or prejudicial to the objects or interests of the association; or
  - (d) has wilfully acted in a way unbecoming or prejudicial to the interests of the sport of table tennis; or
  - (e) has wilfully brought the association or the sport of table tennis into disrepute.

Note: The reference to these rules (in paragraph (a)) includes the objects of the association and by-laws made by the board (see rule 1, definition *rules*).

- (2) However, the board may decide not to refer a member to the disciplinary committee if the board considers that:
- (a) the alleged action or neglect forming the basis of the referral is not sufficiently serious; or
  - (b) the matter should be dealt with (or should continue to be dealt with) less formally; or
  - (c) the board otherwise considers that it is not necessary or desirable to refer the member to the disciplinary committee.

- (3) The referral must be by written resolution (a *referral resolution*) of the board recording the reasons for the referral.

Note: The board must, in recording those reasons, also set out its findings on material questions of fact and refer to the evidence or other material on which the findings are based (see Legislation Act, section 179).

- (4) If the board refers a member to the discipline committee, the executive director must, as soon as practicable, give written notice of the resolution to:
- (a) the chairperson of the committee; and
  - (b) the member.

Note: Notice may be given in person (by writing) or by post, email or fax (see rule 80).

- (5) In the notice, the board must include:

- (a) a copy of the resolution; and
- (b) a statement describing the process for consideration by the discipline committee (under rule 18) and the disciplinary measures the committee may take (under rule 20) at the end of that process.

## **18 Discipline—convening hearing of disciplinary committee**

- (1) After receiving notice of a referral resolution under rule 17, the chairperson of the discipline committee must:
  - (a) convene a hearing of the discipline committee no less than 14 days and no more than 28 days after receiving the copy of the referral resolution; and
  - (b) give the member concerned at least 14 days notice of the time and place of the hearing.
- (2) The notice to the member must include the following:
  - (a) an invitation to attend the hearing in person, with or without a representative;
  - (b) an invitation to give representations in writing to the discipline committee before or at the time of the meeting.

Note: Notice may be given in person (by writing) or by post, email or fax (see rule 80).

## **19 Discipline—attendance and hearing procedure**

### *Attendance and representation*

- (1) The member may attend the hearing with a representative (whether or not the representative is a lawyer).
- (2) At the invitation of the discipline committee, a lawyer may be present at the hearing to advise the committee, but the lawyer must not take part in the deliberations of the committee, or any vote of the committee, in relation to the committee's findings.

### *Hearing procedure*

- (3) Subject to the Associations Act, section 50 (rules of natural justice), at a hearing of the discipline committee, the committee must:
  - (a) give the member (or the member's representative) an opportunity to make oral representations; and
  - (b) give due consideration to any written representations given to the committee at or before the meeting; and
  - (c) decide whether to take any disciplinary measures under rule 20.
- (4) Subject to this rule, the discipline committee, for the purposes of a hearing:
  - (a) is not bound by rules of evidence; and
  - (b) must not observe any unnecessary formality; and
  - (c) may call any person to provide evidence; and
  - (d) may adjourn the hearing by giving reasonable notice of the time and place at which the meeting is to be reconvened to the member concerned, or his or her representative; and
  - (e) may otherwise conduct the hearing in whatever way it thinks fit.

- (5) A member called to provide evidence by the discipline committee must attend the hearing and provide the evidence, if the committee gives the member reasonable notice of the time and place of the hearing.
- (6) The disciplinary committee may suspend a member from membership if the member fails to attend a hearing of the committee without an excuse the committee considers to be reasonable in the circumstances.

Note: Notices under this section may be given in person (by writing) or by post, email or fax (see rule 80).

## **20 Discipline—disciplinary measures**

- (1) After conducting a hearing, the committee may, by notice of a resolution given to the member concerned:
  - (a) if it finds a ground for referral under rule 17 justified—do one or more of the following:
    - (i) give a reprimand in writing to the member;
    - (ii) suspend or exclude the member from participation in any stated association activities;
    - (iii) suspend the member from membership for a stated period;
    - (iv) cancel the member's membership;
    - (v) impose a fine on the member; or
  - (b) in any other case—dismiss the proceedings.

- (2) The resolution must record the reasons for the finding of the discipline committee.

Note: The discipline committee must, in recording those reasons, also set out its findings on material questions of fact and refer to the evidence or other material on which the findings are based (see Legislation Act, section 179).

- (3) The discipline committee's decision to make a resolution is final and not subject to appeal under these rules.
- (4) The discipline committee must give the board a copy of the resolution.

Note: Notices under this section may be given in person (by writing) or by post, email or fax (see rule 80).

## **Part 3 General meetings**

### **Division 3.1 Preliminary**

#### **21 What can the association do at a general meeting?**

The association may, at a general meeting, do the following:

- (a) carry on business for the purposes of the Associations Act;
- (b) review the association's aims, purposes and policies;
- (c) be the final arbiter on matters referred to it by the board or by notice of motion moved and seconded by a financial member;
- (d) consider notices of motion included in the notice of the general meeting under rule 26.

#### **22 Types of general meeting**

A general meeting is either:

- (a) an annual general meeting; or
- (b) a special general meeting.

### **Division 3.2 Convening general meetings**

#### **23 Convening annual general meetings**

- (1) An annual general meeting of the association must be held as soon as practicable after the completion of the audit of the books of account in relation to the preceding financial year.
- (2) The board must determine the time and place of the annual general meeting.
- (3) In this rule:

*financial year* means the year commencing on 1 January and ending on 31 December in any calendar year.

Note: The association must hold the annual general meeting within 5 months after the end of the financial year (see the Act, s 69).

#### **24 Convening special general meetings—convened by the board**

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

#### **25 Convening special general meetings—convened by the financial members**

- (1) The board must convene a special general meeting if the meeting is required by notice on behalf of 10% or more of the financial members.
- (2) The notice must:
  - (a) state the object (or objects) of the meeting; and
  - (b) be signed by each financial member making the requisition; and
  - (c) be given to the executive director.
- (3) The notice may consist of several documents in a like form, each signed by 1 or more of the financial members making the requisition.

- (4) If the board does not convene a special general meeting to be held within 1 month after the day the notice is given to the executive director, the financial members making the requisition, or any of them, may convene a special general meeting.
- (5) A special general meeting convened by the financial members must be:
  - (a) held no later than 3 months after the day the notice is given to the executive director; and
  - (b) convened in the same manner, or as nearly as possible as that, in which the board convenes meetings.
- (6) The association must refund all reasonable expenses incurred in convening the meeting to the persons incurring the expenses.

## **Division 3.3 Notice and business of general meetings**

### **26 Notice of general meetings**

- (1) The executive director must give notice of a general meeting to each ordinary member and life member in accordance with rule 80.

Note: Notice may be given in person (by writing) or by post, email or fax (see rule 80).
- (2) The notice must be given to each ordinary member and life member no later than:
  - (a) in the case of a special general meeting—21 days before the day fixed for the meeting; or
  - (b) in the case of an annual general meeting—35 days before the day fixed for the meeting.
- (3) The executive director must also ensure that the notice is published so as to be likely to be accessible to a significant proportion of all the members.

Examples of publication:

1. posting on the club-house notice board
  2. publication in a newsletter of the association
  3. posting on the association's website
- (4) The notice must include the following:
    - (a) a statement of the time and place of the meeting;
    - (b) a statement of the business to be transacted at the meeting;
    - (c) an agenda for the meeting;
    - (d) all notices of motion received from financial members as at the end of the day 7 days before the notice is given;
    - (e) in the case of a notice of an annual general meeting:
      - (i) a notice under rule 44 calling for nominations for election to positions on the board; and
      - (ii) copies of accounts and reports as required, in accordance with these rules, or details of how copies of those accounts and reports may be obtained readily and without charge.

Note 1: Nominations for election to positions on the board must be received no later than 21 days before the day fixed for the annual general meeting (see rule 45(2)). A list of nominees must be published no later than 14 days before the day fixed for the meeting (see rule 45(3)).

- Note 2: A notice of motion for the removal from office of a board member may only be included in a notice of a general meeting that is convened by the board in the circumstances outlined in rule 56.
- Note 3: The reference to these rules (in paragraph (e)) includes the objects of the association and by-laws made by the board (see rule 1, definition *rules*).

## 27 Business of general meetings

### *At the AGM*

- (1) The following business must be transacted by the association in its annual general meeting:
  - (a) the consideration of the previous year's financial reports;
  - (b) the reports of the board and auditors;
  - (c) the election of board members;
  - (d) the appointment, removal and fixing of the remuneration of the auditors.

### *Special business*

- (2) Any other business to be transacted at the annual general meeting, or a special general meeting, is special business.

### *Business must be notified*

- (3) Only business stated in the notice of a general meeting may be transacted at the meeting.

## 28 Appointment of patrons

- (1) The association at its annual general meeting may appoint a patron or patrons, on the recommendation of the board.
- (2) The appointment of a patron at an annual general meeting has effect from the end of that annual general meeting until the end of the next annual general meeting.

## 29 Unsuccessful notices of motion

If a notice of motion of which due notice has been given is unsuccessful at a general meeting (the *earlier general meeting*), the motion (or a motion with a similar effect) must not be resubmitted or moved before the later of the following times:

- (a) the end of the period of 12 months after the earlier general meeting;
- (b) the end of the first general meeting after the earlier general meeting.

Note: To be considered at a general meeting, a notice of motion from a financial member must be included with the notice of the general meeting (see rule 27(3)). Notice of a general meeting must be given no later than 21 days before the general meeting (see rule 26(2)).

## **Division 3.4 Procedure at general meetings**

### **30 Requirement to be financial member**

A member may vote in a general meeting only if the member is a financial member.

Note: Financial members (as defined in rule 1) are ordinary members and life members, unless they are in arrears with the payment of annual fees (or any other amount owing to the association), or suspended from membership. Honorary members and associate members do not have voting rights at a general meeting (see rule 3).

### **31 Quorum**

- (1) No business may be transacted at a general meeting unless a quorum is present at the time when the meeting proceeds to business.
- (2) A quorum for a general meeting is 10 financial members.

Note: Proxy voting is not allowed at general meetings (see rule 35), so the quorum cannot be made up by any absent financial members.

### **32 Chairperson at general meetings**

The chairperson at a general meeting is:

- (a) the president; or
- (b) if the president is not present, or is unable or unwilling to preside, at the meeting—
  - (i) the vice-president; or
  - (ii) if the vice-president is not present at the meeting, or is unable or unwilling to preside—an elected board member present at the meeting who is chosen by the elected board members present at the meeting; or
- (c) if there is a contested election—the returning officer appointed under rule 49; or
- (d) while a general meeting is considering a motion of no confidence in the board (under rule 58), and if such a motion is passed—the interim chairperson appointed by the meeting under that rule.

### **33 Adjournment of general meeting**

*Adjournment because no quorum within half an hour*

- (1) If within half an hour after the time appointed for a general meeting, or for the resumption of a general meeting under subrule (3), a quorum is not present, the meeting stands adjourned until:
  - (a) the same day in the next week at the same time and place; or
  - (b) another day, time and place fixed by the chairperson.

*Adjournment at the direction of the meeting*

- (2) In addition, a general meeting stands adjourned (from time to time and from place to place), if so directed by the financial members present, at any time after half an hour following the time fixed for the meeting.

Example: After a meeting has started with a quorum present, a number of financial members leave the meeting so that there is no longer a quorum. Under this subrule, the financial

members remaining at the meeting could direct the chairperson to adjourn the meeting. Similarly, the chairperson could seek such a direction from the financial members present.

#### *Meetings resumed following adjournment*

- (3) As soon as practicable after a general meeting is adjourned, the executive director must give notice to each ordinary member and life member of the following:
- (a) the time and place fixed for the resumption of the adjourned general meeting;
  - (b) the unfinished business of the general meeting.

Note: The notice may be given in person (by writing) or by post, email or fax (see rule 80).

- (4) The executive director must also ensure that the notice is published so as to be likely to be accessible to a significant proportion of all the members.

Examples of publication:

1. posting on the club-house notice board
2. publication in a newsletter of the association
3. posting on the association's website

- (5) No business must be transacted at a general meeting that is resumed after an adjournment other than the unfinished business of the general meeting.

## **Division 3.5 Decisions at general meetings**

### **34 Decisions at general meetings—how made**

- (1) Motions at a general meeting must be decided:
- (a) by a simple majority of votes of the financial members present at the meeting; or
  - (b) in the case of a motion requiring a special resolution—as provided by the Associations Act.

Note 1: Financial members (as defined in rule 1) are ordinary members and life members, unless they are in arrears with the payment of annual fees (or any other amount owing to the association), or suspended from membership. Honorary members and associate members do not have voting rights at a general meeting (see rule 3).

Note 2: The Associations Act provides that a special resolution is a resolution passed at a general meeting of which 21 days notice was given and which is passed by that meeting by a majority of at least 3/4 of the members present (see that Act, s 70).

- (2) Each financial member present (including the chairperson) has 1 vote on any motion.
- (3) If voting is equal, the chairperson may exercise a casting vote, unless:
- (a) the vote is in relation to an election to a position for which the chairperson has been nominated; or
  - (b) the general meeting determines that the chairperson has a conflict of interest in relation to the resolution.
- (4) If the chairperson does not (or cannot, because of the operation of subrule (3)) exercise a casting vote, the motion is lost.

### **35 Decisions at general meetings—proxy voting**

Proxy voting is not permitted at a general meeting.

### **36 Decisions at general meetings—show of hands or poll**

At a general meeting a motion put to the vote of the meeting must be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the chairperson; or
- (b) by a simple majority of financial members.

### **37 Decisions at general meetings—if poll required**

- (1) If a poll is required under rule 36, it must be taken in the way directed by the chairperson.
- (2) Without limiting subrule (1), the chairperson may direct that the poll be taken:
  - (a) immediately; or
  - (b) after an interval or adjournment.
- (3) The result of a poll taken under this rule on a motion is the decision of the meeting in relation to the motion.

### **38 Decisions at general meetings—evidence of resolutions**

Unless a poll is required under rule 36, evidence of either of the following is evidence as to the resolution of a general meeting on a motion without proof of the number of votes recorded in favour of or against the motion:

- (a) a declaration by the chairperson that the motion was carried (unanimously or by a particular majority) or lost;
- (b) an entry to the same effect in the minutes of the association's proceedings.

## Part 4 The board—functions and composition

### Division 4.1 Board functions

#### 39 Board functions

- (1) The board must manage the business of the association. For that purpose, the board may exercise the powers of the association.
- (2) The board must carry out its functions under subrule (1):
  - (a) in accordance with, and for the furtherance of, these rules; and
  - (b) for the benefit of the members; and
  - (c) for the benefit of the ACT table tennis community; and
  - (d) in the interests of table tennis generally.

Note: The reference to these rules (in paragraph (a)) includes the objects of the association and by-laws made by the board (see rule 1, definition *rules*).

- (3) Without limiting subrule (1) or (2), the board must do the following:
  - (a) determine major strategic directions for the sport of table tennis in the ACT (as necessary);
  - (b) determine policy for the association (as necessary);
  - (c) manage the association's obligations.

### Division 4.2 Board composition

#### 40 Board membership and positions

- (1) The board consists of up to 9 board members, comprising:
  - (a) up to 7 financial members of the association (the *elected board members*) elected at the annual general meeting;
  - (b) up to 2 financial members of the association (the *co-opted board members*) appointed under subrule (2).
- (2) The board may, by resolution, appoint a financial member of the association to be a member of the board for the purposes of subrule (1)(b) for a stated period ending, at latest, at the end of the next annual general meeting after the appointment.
- (3) The elected board members must be elected, by an annual general meeting, to the board in the following positions:
  - (a) the positions of president, vice-president and director of finance (each of which is a position of *special board member*);
  - (b) 4 (or fewer) other positions on the board (each of which is a position of *ordinary board member*).
- (4) A financial member may occupy only one position on the board at any particular time.
- (5) For the purposes of the Associations Act, the board must appoint an ordinary board member to be the public officer of the association.

Note: The public officer must reside in the ACT and be at least 18 years old. See the Associations Act, sections 57 (general), 59 (notice of appointment and change of address) and 64 (vacancy in the office of public officer).

- (6) The board must appoint an ordinary board member to be executive director.

Note: The Associations Act, section 63 prohibits a person from accepting an appointment as a member of an association's committee (the board is this association's committee) if the person has been convicted of certain offences relating to corporations, fraud and dishonesty, or if the person is insolvent under administration. However, the Supreme Court may give the person leave to accept the appointment. These rules apply to both elected and co-opted board members.

## **41 Roles of special board members and executive director**

### *President*

- (1) The president is the nominal head of the association.

Note: The president is responsible for chairing general meetings and board meetings.

### *Vice-president*

- (2) If the president is unavailable to exercise a function on behalf of the association, the vice-president may act as the nominal head of the association in the exercise of that function. The vice-president has all necessary powers to act in that capacity.

### *Director of finance*

- (3) The director of finance is responsible for the financial records of the association.

### *Executive director*

- (4) The executive director is responsible for all other records of the association. These include, but are not limited to, minutes and other records of general meetings and of board meetings.

Note: The executive director also has specific responsibilities for sending and receiving notices under these rules about disciplinary matters, general meetings and the making of by-laws.

## **42 Term of office of elected board members**

- (1) An elected board member holds office until the end of the next annual general meeting after the board member was elected.
- (2) An elected board member is eligible for re-election.

Note 1: Co-opted board members (appointed by the board) hold office for the period stated in the resolution of appointment (but no later than until the end of the next annual general meeting after the appointment) (see rule 40(2)).

Note 2: Board vacancies are dealt with in part 6.

## **43 Board responsibilities**

- (1) The board may allocate other specific responsibilities to board members (whether special or ordinary board members), if the board considers it appropriate. The board may allocate 2 or more responsibilities to a single board member.
- (2) Without limiting subrule (1), the responsibilities the board may allocate include the following:
- (a) director of competitions;
  - (b) director of marketing and communications;

- (c) director of event management (including national and ACT events at which the association is represented by a team or player);
- (d) director of membership services;
- (e) directors of particular speciality services (for example, juniors, seniors and athletes with disabilities).

## **Part 5 The board—elections**

### **Division 5.1 Nominations**

#### **44 Nominations**

- (1) The executive director must give a notice to each ordinary member and life member of the association calling for nominations from among the financial members for each elected board member position.

Note: The notice calling for nominations must be included with the notice of the annual general meeting given to each ordinary member and life member (see rule 26(4)(e)).

- (2) The notice must include a nomination form, and must indicate the closing date for nominations under rule 45.
- (3) A financial member may nominate for any, or all, of the elected board member positions.

Note: However, a member may not be elected to more than 1 position on the board (see rule 40(4)).

#### **45 Nominations—validity and publication**

- (1) A nomination in the form provided by a notice under rule 44 must:
  - (a) be in writing, stating the position (or positions) nominated for; and
  - (b) be signed by a financial member as nominator, and another financial member as seconder; and
  - (c) include a certificate signed by the nominee expressing the nominee's willingness to accept the position (or positions) for which he or she is nominated; and
  - (d) include any other information reasonably required by the form.
- (2) A nomination is valid only if:
  - (a) it is made by a financial member of the association; and
  - (b) it is in the form required by this rule; and
  - (c) it is received by the executive director no later than 21 days before the day fixed for the annual general meeting.
- (3) The executive director must ensure that a list of the valid nominations is published, no less than 14 days before the day fixed for the annual general meeting, so as to be likely to be accessible to a significant proportion of all the members.

Examples of publication:

1. posting on the club-house notice board
2. publication in a newsletter of the association
3. posting on the association's website

### **Division 5.2 Conduct of board elections**

#### **46 Conduct of board elections—order of elections**

Elections for board members are to be conducted at an annual general meeting in the following order:

- (a) president;
- (b) vice-president;
- (c) director of finance;
- (d) ordinary board members.

Note: A member may not be elected to more than 1 position on the board (see rule 40(4)). If, for example, a member nominates for the positions of both president and ordinary board member, and is elected to the position of president, the member's nomination for the position of ordinary board member becomes invalid as a result of his or her election as president.

#### **47 Conduct of board elections—uncontested**

- (1) If only 1 valid nomination is received for election to a position of special board member at an annual general meeting, the chairperson must declare the nominee to be elected to the position.

Note: The special board members are the president, vice-president and director of finance.

- (2) If no more than 4 valid nominations are received for election to positions of ordinary board member at an annual general meeting, the chairperson must declare the nominees all to be elected to the positions.

#### **48 Conduct of board elections—contested (general)**

- (1) An election (a *contested election*) must be held at an annual general meeting for a position of board member if:
  - (a) for a position of special board member—more than 1 valid nomination is received for election to the position; or
  - (b) for the 4 positions of ordinary board member—more than 4 valid nominations are received for election to the positions.

Note: The special board members are the president, vice-president and director of finance.

- (2) A contested election must be held by secret ballot at the annual general meeting, from among the financial members present at the meeting, using the first-past-the-post voting system.

#### **49 Conduct of board elections—contested (returning officer)**

- (1) If a contested election is to be held at an annual general meeting, for the purposes of all contested elections at the meeting, the meeting must appoint a returning officer from the financial members present.
- (2) The returning officer cannot be:
  - (a) a current board member; or
  - (b) a nominee for election to a position on the board; or
  - (c) a nominator or seconder of any nominee for election to a position on the board; or
  - (d) already declared elected as a board member by the chairperson under rule 47.
- (3) After the returning officer is appointed, until the election (or all the elections) are declared under rule 51:
  - (a) the chairperson at the annual general meeting must stand down; and
  - (b) the returning officer must chair the meeting.

## **50 Conduct of board elections—contested (procedure)**

### *Ballot papers*

- (1) The board must arrange for the preparation of ballot papers for each contested election including the names of each valid nominee for the relevant board member position.
- (2) A ballot paper for a contested election must include directions on how to vote, indicating as follows:
  - (a) that only financial members of the association are eligible to cast a vote;
  - (b) that the election is conducted using the first-past-the-post voting system, and that the voter must not mark any preferences on the ballot paper;
  - (c) for a position of special board member—that the voter must put a cross in the box opposite the name of the nominee for which the voter wishes to vote;
  - (d) for the 4 positions of ordinary board member—that the voter must put a cross in the box opposite the name of 4 or fewer nominees for whom the voter wishes to vote.

### *Casting a vote*

- (3) A financial member casts a vote in a contested election by:
  - (a) completing the ballot paper in accordance with the directions indicated on the ballot paper under subrule (2); and
  - (b) placing the ballot paper in a locked box for that election provided by the returning officer, under the supervision of the returning officer.

### *Refusal to accept ballot papers*

- (4) The returning officer must refuse to accept a ballot paper from a person for a contested election if:
  - (a) the person is not a financial member of the association; or
  - (b) the person has already cast a vote for that election.

### *Validity of votes*

- (5) A vote for a contested election is valid unless:
  - (a) under subrule (4), the returning officer refuses to accept the ballot paper containing the vote; or
  - (b) the vote is not cast in accordance with the directions indicated in the ballot paper under subrule (2).

## **51 Conduct of board elections—contested (declaration)**

### *Declaration of election*

- (1) The returning officer, and another financial member appointed by the meeting, must jointly:
  - (a) determine the number of valid votes received by each nominee for a contested election; and
  - (b) for a position of special board member—declare elected the nominee with the highest number of valid votes; and

- (c) for the positions of 4 ordinary board members—declare elected the 4 nominees with the highest number of valid votes.

*Equality of votes*

- (3) If there are 2 or more nominees with the same number of valid votes, the returning officer must decide by lot which of those nominees is elected.

*Recount*

- (4) The returning officer, together with another financial member appointed by the meeting, must recount the votes if the returning officer, or the meeting, so directs.

**52 Conduct of board elections—position not filled**

If there are insufficient (or no) valid nominations for election to a position of board member at an annual general meeting, there is a casual vacancy in that position for the purposes of Part 6.

## **Part 6 The board—casual vacancies**

### **53 Casual vacancies—how arising**

There is a casual vacancy in the position of a board member in the following circumstances:

- (a) if there are insufficient (or no) valid nominations for election to a position of board member at an annual general meeting, as mentioned in rule 52;
- (b) if the board member resigns from the position in writing to the association;
- (c) if the board member dies;
- (d) if the board member becomes bankrupt or makes an arrangement or composition with his or her creditors generally;
- (e) if the board member becomes of unsound mind, or if the person (or his or her estate) is liable to be dealt with in any way under the law relating to mental health;
- (f) if the board member is absent without the consent of the board from 3 consecutive meetings of the board;
- (g) if the board member, without the prior consent, or the later ratification of the association in a general meeting, holds any office of profit under the association;
- (h) if the board member is directly or indirectly interested in any contract or proposed contract with the association, and fails to declare the nature of the interest within a reasonable time after becoming aware of the contract or proposed contract with the association;
- (i) if the board member stops being a financial member of the association, or is suspended from membership;
- (j) if the board member is removed from the position by a general meeting;
- (k) if the board member would be prohibited from being a director of a corporation under the *Corporations Act 2001* (Commonwealth);
- (l) if circumstances exist that would prohibit the board member from accepting an appointment to the board under the Associations Act.

Note: The Associations Act, section 63 prohibits a person from accepting an appointment as a member of an association's committee (the board is this association's committee) if the person has been convicted of certain offences relating to corporations, fraud and dishonesty, or if the person is insolvent under administration. However, the Supreme Court may give the person leave to accept the appointment. These rules apply to both elected and co-opted board members.

### **54 Casual vacancies—how filled**

- (1) A casual vacancy in the position of a board member (other than the president) may be filled on the vote of the remaining board members from among the financial members of the association.
- (2) A casual vacancy in the office of president may be filled by the vote of the remaining board members from among the elected board members. The resulting vacancy in the office of an elected board member is taken to be a further casual vacancy.

### **55 Casual vacancies—effect on functions of the board**

- (1) A casual vacancy in a position of board member does not prevent the board from performing its functions.

- (2) However, if the number of remaining board members is not sufficient to constitute a quorum at a board meeting, the remaining members of the board must, before performing any other function, fill sufficient casual vacancies to constitute a quorum.

## Part 7 The board—removal of board members

### 56 Removal—elected board members

- (1) This rule applies if:
  - (a) a financial member of the association submits a notice of motion to the board for the removal of an elected board member on any of the following grounds:
    - (i) the board member has wilfully acted in a way unbecoming or prejudicial to these rules, or the purposes or interests of the association;
    - (ii) the board member has wilfully acted in a way unbecoming or prejudicial to the interests of the sport of table tennis;
    - (iii) the board member has wilfully brought the association or the sport of table tennis into disrepute;
    - (iv) the board member is otherwise unsuitable or unable to continue to fill the position of board member; and
  - (b) the board considers, on reasonable grounds, that the notice of motion is not vexatious, trifling or frivolous.

Note: Rule 68 (conflict of interest) applies to the elected board member's participation in the board's consideration of the notice of motion.

- (2) The board must convene a general meeting to consider the notice of motion. If the board was intending to convene a general meeting for another purpose, the notice of motion may be included in the special business to be conducted at the meeting (see rule 27(2)).
- (3) The notice of the general meeting that is given to the board member concerned must include an invitation:
  - (a) to make submissions in writing to the board responding to the notice of motion no less than 7 days before the day fixed for the meeting; and
  - (b) to appear at the meeting to respond to the notice of motion in person (or by a representative).
- (4) The board must ensure that each financial member of the association present at the general meeting is given a copy of any submissions (the *written responses*) given to the board in response to the invitation under paragraph (3)(a).
- (5) The association must ensure that, before the motion is voted on at the general meeting:
  - (a) sufficient time is devoted to reviewing the written responses of the board member concerned; and
  - (b) the board member concerned is given a sufficient opportunity to respond to the motion, in person or by a representative.
- (6) The decision of the association on the motion at the general meeting is final.

### 57 Removal—co-opted board members

The board may, by resolution, remove a co-opted board member.

## 58 Removal—motion of no confidence in board

### *Motion of no confidence*

- (1) This rule applies if a motion (the ***no-confidence motion***) that the general meeting has no confidence in the board comes before a general meeting.

### *Consideration of motion of no confidence*

- (2) Immediately after the no-confidence motion comes before the meeting:
  - (a) the meeting must appoint an interim chairperson, other than a board member, from among the financial members present; and
  - (b) the chairperson initially presiding at the meeting must stand down.

Note: The no-confidence motion may be passed by a simple majority of financial members present at the meeting (see rule 34).

### *Result of motion of no confidence*

- (3) If the no-confidence motion is passed:
  - (a) each board member immediately stops holding office; and
  - (b) none of the board members is qualified to be elected or appointed as a board member during a period of 2 years starting on the day the motion of no confidence is passed.
- (4) If the no-confidence motion is defeated, the chairperson initially presiding at the meeting may resume the chair.

## 59 Removal—interim board following motion of no confidence

### *Interim board*

- (1) If a no-confidence motion is passed under rule 58, the meeting must appoint an interim board consisting of 5 members (***interim board members***).
- (2) The interim board members must elect an interim president, vice-president, director of finance, executive director and public officer from among their number. Each interim board member has a single vote for the purposes of those elections.
- (3) The interim board continues in existence until the election of a new board at the earlier of the following meetings:
  - (a) a special general meeting convened under subrule (5);
  - (b) the next annual general meeting.
- (4) These rules otherwise apply (to the extent that they can) to the interim board, and the interim board members, as if:
  - (a) the interim board had been elected as the board at an annual general meeting; and
  - (b) the interim board members elected (under subrule (5)) as interim president, vice-president and director of finance were elected at an annual general meeting; and
  - (c) the other 2 interim board members were ordinary board members elected at an annual general meeting.

*Special general meeting to elect new board*

- (5) The interim board may, at any time before the next annual general meeting after the interim board was appointed, convene a special general meeting to elect a new board.
- (6) Part 5 applies to the election of members of the new board as if the special general meeting convened for the election were an annual general meeting.

## **Part 8 The board—procedure**

### **60 Board meetings—when convened**

- (1) The board must meet at least 6 times between annual general meetings.
- (2) The president alone, or any 3 other board members, may convene a board meeting at any time.
- (3) The board may adjourn its meetings, and (subject to these rules) otherwise regulate them as it thinks fit.

Note: The reference to these rules includes the objects of the association and by-laws made by the board (see rule 1, definition *rules*).

### **61 Board meetings—notice**

- (1) The president (or members) convening a meeting must give the other board members at least 7 days notice of the place and time of the meeting, including an agenda for the meeting.

Note: The notice may be given in person (by writing) or by post, email or fax (see rule 80).

- (2) Instead of stating a place for the meeting, the notice may provide for the meeting to be held by remote participation, by a stated method, of all members under rule 65.

Note: Even if the notice fixes a place for the meeting, the meeting may be validly held if all board members participate remotely under rule 65 (see rule 65(3)).

- (3) If all board members agree, less than 7 days notice of the meeting (including an agenda for the meeting) may be given to each board member.
- (4) If a board member takes part in a meeting held with less than 7 days notice, the board member's participation is taken to constitute agreement under subrule (3).

### **62 Board meetings—quorum**

- (1) No business may be transacted at a board meeting unless a quorum of board members is available to take part in the meeting at the time when the meeting proceeds to business.
- (2) A quorum for a board meeting is a simple majority of the board members holding office at the time of the meeting.

### **63 Board meetings—chairperson**

The following must preside as chairperson at a board meeting:

- (a) the president;
- (b) if the president is not present at the meeting, or is unable or unwilling to preside at the meeting—
  - (i) the vice-president; or
  - (ii) if the vice-president is not present, or is unable or unwilling to preside, at the meeting—a board member present at the meeting who is chosen by the board members present at the meeting.

#### **64 Board meetings—decisions**

- (1) Questions arising at a board meeting must be decided by a simple majority of votes of the board members present (except any board member not entitled to vote under rule 68 (conflict of interests)).
- (2) Each board member present (including the chairperson) has 1 vote on any question.
- (3) If voting is equal, the chairperson may exercise a casting vote.
- (4) If the chairperson does not exercise a casting vote, the motion is lost.

#### **65 Board meetings—remote participation by members**

- (1) A board meeting may be held by remote participation, or any individual board member may take part in a board meeting remotely, if:
  - (a) due notice of the meeting is given under these rules to all board members; and
  - (b) the board members taking part in the meeting are able to communicate with each other effectively, simultaneously and instantaneously (for example, by telephone).
- (2) If a failure in communications prevents any board member from taking part in the meeting, the meeting must be suspended. If the failure persists for 15 minutes, the meeting is taken to have ended.
- (3) Even if the notice of a board meeting fixes a place for the meeting, the meeting may be validly held if all board members take part in the meeting remotely under subrule (1).

Note: The notice for a board meeting may also provide for all board members to participate remotely (see rule 61(2)).

#### **66 Board resolutions not at a meeting**

- (1) A resolution in writing, assented to (by signature or other means) by fax or other form of visible or electronic communication by a simple majority of the board members has the same effect as if it had been passed at a board meeting duly convened under this part.
- (2) The resolution may consist of 2 or more documents in identical form each assented to (by signature or other means) by 1 or more of the board members.

#### **67 Board meetings—procedural irregularities**

A resolution of the board cannot be challenged on the ground of procedural irregularity if the text of the resolution is later approved by the board.

#### **68 Board meetings—conflicts of interest**

- (1) A board member must, as soon as is reasonable, declare to the board an interest in any matter arising for consideration by the board if:
  - (a) the member has a conflict of interest in relation to the matter; or
  - (b) the member might in the future have such a conflict of interest; or
  - (c) there is, or there might be in the future, a reasonable perception that the member has (or might have in the future) such a conflict of interest.

- (2) Subrule (1) applies to matters including, but not limited to, the following:
  - (a) contractual matters;
  - (b) selection matters;
  - (c) disciplinary matters;
  - (d) financial matters;
  - (e) the consideration of a notice of motion for the removal of the board member under rule 56.
- (3) However, subrule (1) does not apply to a board member if all members of the association have a similar interest in the matter.
- (4) Unless otherwise determined by the board, the board member:
  - (a) must not take part in discussion in relation to the relevant matter; and
  - (b) is not entitled to vote on any resolution in relation to the matter.
- (5) If a question arises about the application of this rule to a board member in relation to a particular matter:
  - (a) the question must be resolved before the matter is further discussed or any vote taken in relation to the matter (whether at the current board meeting or at a later meeting); and
  - (b) the member must not take part in discussion in relation to the question; and
  - (c) the member is not entitled to vote on any resolution in relation to the question.
- (6) A person *takes part* in discussion in relation to a matter or question if:
  - (a) the person is present at a meeting during the discussion; or
  - (b) if the person is not present at the meeting—the person takes part in the discussion, or monitors the discussion (whether aurally or visually).

## Part 9 Miscellaneous

### Division 9.1 Delegations

Note: The Legislation Act, part 19.4 applies in relation to delegations under these rules (see rule 2).

#### 69 Delegations—general

The board may, by instrument (a *delegation instrument*), create or appoint any of the following (a *delegate*) to perform any of the functions of the board:

- (a) a committee constituted in accordance with the delegation instrument;
- (b) a board member, a member of the association or another person.

#### 70 Delegations—limit on delegated functions

- (1) The board must not, by a delegation instrument, delegate any of the following:
  - (a) a function imposed on the board by the Associations Act or any other law;
  - (b) a power directly conferred on the board by these rules, unless otherwise allowed by these rules;
  - (c) a function delegated to the board by resolution of the association in general meeting (unless allowed by the resolution).

Note: The reference to these rules (in paragraph (b)) includes the objects of the association and by-laws made by the board (see rule 1, definition *rules*).

- (2) The board may overrule or vary a decision made by a delegate of the board.

#### 71 Delegations—procedure of delegate committees

- (1) If a delegation instrument delegates any functions of the board to a committee, the committee must manage its business in the same way (with necessary changes) as the board under Part 8, subject to the delegation instrument.
- (2) The quorum for the committee must be as determined by the committee (subject to the delegation instrument), but must be no less than half the members of the committee.
- (3) The committee may otherwise regulate its proceedings as it sees fit.

### Division 9.2 By-laws

#### 72 Power to make by-laws

- (1) The board may make by-laws that are necessary or convenient to support the interests and objects of the association.
- (2) A by-law is binding on the association and its members.
- (3) However, a by-law is not valid to the extent of any inconsistency with the objects or rules of the association.
- (4) The executive director must give each ordinary and life member of the association notice of the making of a by-law (including the text of the by-law and a statement of the reasons for making the by-law) at the member's address appearing in the register.

Note: The notice may be given in person (by writing) or by post, email or fax (see rule 80).

- (5) The executive director must ensure that the notice is published so as to be likely to be accessible to a significant proportion of all the members.

Examples of publication:

1. posting on the club-house notice board
2. publication in a newsletter of the association
3. posting on the association's website

- (6) A by-law may be amended or repealed by the financial members of the association at a general meeting.

Note: The board also has the power to repeal or amend by-laws, but must exercise them subject to the procedures under subrules (4) and (5) (see the Legislation Act, section 46).

## **Division 9.3 Seal**

### **73 Custody of seal**

The board must ensure that the association's seal is kept in safe custody.

### **74 Use of seal**

- (1) A member of the association may use the association's seal only with the authority of the board.
- (2) A document is not duly sealed by the association unless:
  - (a) the seal is affixed to the document; and
  - (b) the document is signed by 2 board members with authority from the board to do so.

## **Division 9.4 Records and finances**

Note: The Associations Act, sections 71 and 73, impose requirements relating to the financial records of the association, in addition to those included in this Division.

### **75 Accounts—conclusive**

The accounts of the association, when approved or adopted by an annual general meeting, are conclusive, except as regards any error discovered in them within 3 months after approval or adoption.

### **76 Accounts—access by members**

The board must ensure that the accounts of the association are open to inspection (but not copying) by any member of the association:

- (a) at any reasonable time, by arrangement with the director of finance; and
- (b) in any reasonable way the director of finance considers appropriate.

### **77 Executing negotiable instruments**

The issue of a negotiable instrument (for example, a cheque) is only authorised by the association if it is executed (or otherwise assented to) by 2 board members authorised by the board for the purpose, in a way authorised by the board.

## 78 Income and property

- (1) The association must apply the income and property of the association solely towards the promotion of the objects of the association.
- (2) The association must not:
  - (a) pay the income or transfer the property of the association (whether directly or indirectly) to a member by way of dividend, bonus or otherwise; or
  - (b) give any remuneration or benefit (whether in money or money's worth) to a board member.
- (3) However, subrule (2) does not prevent a payment to a member in the course of a transaction of an amount no more than the amount ordinarily payable between ordinary commercial parties dealing at arms length in a similar transaction.

Examples of payments:

1. Payment for services supplied to the association (whether as an employee or otherwise).
2. Payment for goods supplied to the association.
3. Payment of interest on a loan from a member.
4. Payment of rent to a member for leasing premises to the association.
5. Payment of out-of-pocket expenses incurred by a member on behalf of the association.

## 79 Auditor

- (1) The association must, at each annual general meeting, appoint a properly qualified auditor for the current financial year of the association.
- (2) The board must fix the remuneration for the auditor.
- (3) The auditor must (subject to the Associations Act) carry out the auditor's functions in accordance with generally accepted auditing principles, and any applicable code of conduct.

Note: See the Associations Act, sections 74 and 75, for provisions relating to the auditor and the auditor's functions.

## Division 9.5 Notices to members

### 80 How notices may be given

- (1) The board (or a member of the board), or the discipline committee, may give notices to members of the association (including other board members) under these rules in any of the following ways:
  - (a) personally;
  - (b) by pre-paid post to the latest address recorded in the register for the member;
  - (c) by email to the latest email address recorded in the register for the member;
  - (d) by fax to the latest fax number recorded in the register for the member.

Note: The reference to these rules includes the objects of the association and by-laws made by the board (see rule 1, definition *rules*).

- (2) If a notice is sent by post, service of the notice is taken to be effected by properly addressing, prepaying and posting the notice. Service of the notice is taken to have been effected 2 working days after posting.

- (3) If a notice is sent by fax, service of the notice is taken to be effected upon receipt of a confirmation report confirming that the fax was received at the fax number to which it was sent.
- (4) If a notice is sent by email, service of the notice is taken to be effected upon receipt of a confirmation report confirming that the email message was received at the email address to which it was sent.

## **Division 9.6 Alteration of rules**

### **81 Alteration of rules**

As required by the Associations Act, the rules of the association may only be altered by special resolution (see that Act, s 33).

Note: The Associations Act provides that a special resolution is a resolution passed at a general meeting of which 21 days notice was given and which is passed by that meeting by a majority of at least 3/4 of the members present (see that Act, s 70).

That Act requires notice of a special resolution altering the rules to be lodged with the registrar-general within 1 month after the resolution is passed. The alteration does not take effect until the notice is lodged (see that Act, s 33 (2) & (3)).

That Act also requires that notice of the alteration must be accompanied by a declaration by at least 2 committee (ie board) members certifying that the special resolution was duly passed (see that Act, s 33 (2)).

## **Division 9.7 Indemnity**

### **82 Indemnity by association**

- (1) The association must indemnify any member (including any board member), and any employee, in relation to any action of the member or employee on behalf of, and with the authority of, the association.
- (2) The indemnity covers the following:
  - (a) all damages and costs (including legal costs) for which the member or employee may be (or may become) liable to any third party because of any act, omission or advice, except wilful misconduct;
  - (b) any liability incurred defending any proceeding (whether civil or criminal) if:
    - (i) the member or employee is acquitted; or
    - (ii) the proceedings are dismissed; or
    - (iii) a judgement is given in the favour of the member or employee.
- (3) The association must take out and maintain sufficient insurance to enable it to indemnify the members and the employees of the association under this rule.

## **Division 9.8 Dissolution and winding up**

### **83 Members' contributions**

- (1) If the association is dissolved or wound up, a person who was an ordinary member or a life member at that time undertakes to contribute to the assets of the association within 1 year afterwards.
- (2) The contribution may only be used for the following:

- (a) payment of the debts and liabilities of the association contracted before the time at which he or she ceases to be a member;
  - (b) the costs, charges and expenses of winding up;
  - (c) an adjustment of the rights of contributors under this rule among themselves.
- (3) The amount of the contribution must not exceed \$1.00.

#### **84 Surplus property on winding-up or dissolution**

- (1) This rule applies if the association is completely wound up or dissolved.
- (2) The former association's surplus property (within the meaning of the Associations Act, section 92 (6)) is taken to vest in an entity (whether or not incorporated) if:
  - (a) the entity is nominated (before the association was wound up) by special resolution at a general meeting; and
  - (b) the Associations Act, section 92(2) applies to the entity.

Note: The Associations Act, part 7 applies generally to the winding up (or dissolution) of the association. This rule describes the effect of that Act, section 92(1)(a)(ii), but is not intended to have any substantive effect in itself.

That Act, section 92(2) also provides that for a body to be eligible for the transfer of an association's funds, the body must have substantially similar objects to those of the association, must not be carried on for trading or pecuniary gain, and must have a similar provision in its rules relating to the distribution of surplus property.

## Part 10 Transitional

### 85 Members and financial members under the old rules

- (1) If a person was, immediately before the time (the *new rules time*) these rules come into force, a member of the association, at and after that time the person continues to be a member of the association (subject to these rules).
- (2) If a person was, immediately before the new rules time, a financial member of the association (other than a life member), at and after that time, the person continues to be a financial member of the association (subject to these rules).
- (3) If a person was, immediately before the new rules time, not a financial member of the association, at and after that time, the person continues not to be a financial member of the association (subject to these rules).

Note: The references to these rules include the objects of the association and by-laws made by the board (see rule 1, definition *rules*).

### 86 Life members under the old rules

- (1) The board may declare a person to be a life member of the association if the board considers on reasonable grounds that the person was, immediately before the new rules time, a life member of the association.
- (2) The board may make a declaration under subrule (1):
  - (a) at the initiative of the board; or
  - (b) on the written application of the person.
- (3) The board must:
  - (a) give written notice of the declaration to the person concerned; and
  - (b) enter the details of the person on the register.
- (4) From the time of entry on the register, the person is a life member of the association, (subject to these rules).

Note 1: For the nomination and appointment of life members after these rules come into force, see rule 4.

Note 2: The reference to these rules includes the objects of the association and by-laws made by the board (see rule 1, definition *rules*).

### 87 Board members under the old rules

#### *Board members in general*

- (1) If a person was, immediately before the new rules time, a member of the board of the association, at and after that time the person continues to be a member of the board (subject to these rules).

#### *Special positions*

- (2) The persons occupying the following positions on the board of the association immediately before the new rules time continue to hold the same positions at and after that time (subject to these rules):
  - (a) the President;
  - (b) the Vice-president;

- (c) the Director of Finance;
- (d) the Executive Director.

*Ordinary board members*

- (3) The persons occupying the following positions on the board of the association immediately before the new rules time are taken to hold positions as ordinary board members at and after that time (subject to these rules):
  - (a) the elected Directors of the board, other than those mentioned in subrule (2);
  - (b) the Executive Director.

*Non-elected board members*

- (4) A person occupying a position as a non-elected Director of the board immediately before the new rules time is taken to be a co-opted board member at and after that time (subject to these rules).

*Board members occupy positions until next annual general meeting*

- (5) A member of the board of the association immediately before the new rules time continues to be a member of the board of the association, and to occupy a position as provided by this rule, from that time until the end of the next annual general meeting after the new rules time (unless the person stops holding the position earlier under these rules).

Note: The references to these rules include the objects of the association and by-laws made by the board (see rule 1, definition *rules*).

## **88 Matters arising under the old rules**

- (1) If, immediately before the new rules time, there is a matter arising under the rules of the association that had not been completely finalised under those rules, these rules apply to that matter as if it had arisen under these rules.
- (2) The board may do anything necessary to ensure that such a matter is fairly and efficiently dealt with under these rules.

Note: The references to these rules include the objects of the association and by-laws made by the board (see rule 1, definition *rules*).

## **89 Change of name of association not approved**

- (1) This rule applies if:
  - (a) the Australian Capital Territory Table Tennis Association Incorporated applies to the registrar-general under the Associations Act for approval to adopt the name 'Table Tennis ACT Incorporated'; but
  - (b) the registrar-general has not approved the adoption of the new name.
- (2) Despite rule 1, definition of *association*, in these rules:

*association* means the Australian Capital Territory Table Tennis Association Incorporated.