

## **1. NAME**

1.1. The name of the Association will be the Australian Flying Disc Association Incorporated (or Inc.), hereafter referred to as "the AFDA" or "the Association".

## **2. DEFINITIONS**

2.1. In these rules, unless the contrary intention appears

- 2.1.1. "the Act" means the Western Australian Associations Incorporation Act 1987;
- 2.1.2. "AGM" means an Annual General Meeting of the Association;
- 2.1.3. "the Board" means the Board of Directors of the Association, equivalent to the term "committee" in the Act;
- 2.1.4. "Director" means a member of the Board of Directors of the Association;
- 2.1.5. "financial year" has the meaning given in section 3 of the Act;
- 2.1.6. "flying disc" means any plastic disc which generates lift when thrown;
- 2.1.7. "flying disc sports" means any physical activity involving flying discs;
- 2.1.8. "general meeting" means a meeting of the members of the Association;
- 2.1.9. "member" means a member of the Association;
- 2.1.10. "resolution" means a decision made or to be made by a general meeting or board meeting;
- 2.1.11. "special resolution" is a resolution that has the meaning given in section 24 of the Act;
- 2.1.12. "voter" mean a person with voting rights at a particular meeting.

## **3. AIMS AND OBJECTS**

3.1. The aims of the Association are:

- 3.1.1. Make the community aware of the nature and benefits of flying disc sports.
- 3.1.2. Promote a spirit of goodwill and friendship for all people involved in flying disc sports.
- 3.1.3. Lobby government organisations on behalf of flying disc sports.
- 3.1.4. Maintain rules of competition for flying disc sports.
- 3.1.5. Assist in the administration of regional or special interest flying disc sport associations with similar aims.
- 3.1.6. Facilitate and oversee annual Australian championships in flying disc sports.
- 3.1.7. Select Australian representatives for World championships in flying disc sports.

3.2. The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of the objects to purposes, as specified in section 4 of the Act.

## **4. MEMBERSHIP**

4.1. Any person who is interested in flying disc sports shall be eligible for membership of the Association.

4.2. The Board shall determine the categories of membership, conditions of membership, fees to be charged for each membership category and the duration of that membership.

4.3. A person ceases to be a member of the Association if that person

- 4.3.1. dies;
- 4.3.2. resigns by notice in writing delivered to the Board;
- 4.3.3. fails to satisfy the conditions of membership set by the Board;
- 4.3.4. acts against the interests of the Association, to the satisfaction of the Board, following an inquiry process of natural justice;

4.4. The Board shall keep and maintain a register of members in accordance with section 27 of the Act.

4.5. For the purposes of general meetings, board meetings, decision-making, membership of the Board or holding other offices that require membership of the Association, a member is considered to remain a member for thirty (30) days after their membership has expired through lack of payment of membership fees.

## **5. BOARD OF DIRECTORS**

5.1. Outside of General Meetings, the affairs of the Association shall be managed exclusively by the Board of Directors, hereafter "the Board", consisting of not fewer than five (5) Directors and not greater than nine (9) Directors, including a President.

5.2. Each Director shall be a member of the Association.

5.3. Directors shall be elected at an AGM by the members of the Association or appointed by the Board to fill a casual vacancy.

5.4. Each Director shall have a term of office commencing at their appointment, and concluding at the subsequent AGM.

5.5. A casual vacancy occurs in the office of a Director if that Director

- 5.5.1. dies;
  - 5.5.2. resigns by notice in writing delivered to the Board;
  - 5.5.3. is convicted of an offence under the Act;
  - 5.5.4. is permanently incapacitated by mental or physical ill-health;
  - 5.5.5. fails to participate in the management of the Association, to the satisfaction of the Board, following an inquiry process of natural justice;
  - 5.5.6. ceases to be a member of the Association.
- 5.6. When a casual vacancy on the Board occurs, the Board may appoint a member to fill that vacancy until the subsequent AGM.
- 5.7. The Board has powers as outlined in section 13 of the Act.
- 5.8. The Board has responsibilities as outlined in sections 14, 15, 21 and 22 of the Act.
- 5.9. The Board shall
- 5.9.1. keep a record of Directors, officers and trustees in accordance with section 29 of the Act.
  - 5.9.2. keep a record of minutes of board and general meetings and decisions made by the Board.
  - 5.9.3. coordinate the correspondence of the Association;
  - 5.9.4. create and maintain policies for the day-to-day running of the Association.
- 5.10. Each Director will make himself or herself aware of their responsibilities and duties under the Act, these Rules, and the policies and resolutions of the Association, including sections 31, 39, 40, 41, 42, 43, 44, 45 and 46 of the Act.

## **6. GENERAL MEETINGS**

- 6.1. The Board will give to members at least twenty-one (21) days notice of a General Meeting.
- 6.2. Only members are entitled to vote at General Meetings, each member holding one (1) vote.
- 6.3. Quorum for General Meetings shall be twenty (20) members.
- 6.4. A General Meeting may make decisions on any issue not specified as the responsibility of the Board in the Act or these Rules.

## **7. ANNUAL GENERAL MEETINGS**

- 7.1. An Annual General Meeting (AGM) is a General meeting.
- 7.2. AGMs will be held regularly, at the discretion of the Board, at times in accordance with section 23 of the Act.
- 7.3. The order in which business is to be transacted at an AGM is
  - 7.3.1. first, the reports of the Board;
  - 7.3.2. second, consideration of the accounts of the Association, prepared in accordance with section 26 of the Act;
  - 7.3.3. third, the election of the incoming Board; and
  - 7.3.4. fourth, any other business requiring consideration by the Association in a general meeting.

## **8. BOARD MEETINGS**

- 8.1. The Board of Directors shall meet as often as it sees fit to manage the affairs of the Association, being not less than once per calendar year.
- 8.2. The Board will give to the Directors at least fourteen (14) days notice of a Board Meeting.
- 8.3. Only Directors are entitled to vote at Board Meetings, each Director holding one (1) vote.
- 8.4. Quorum for Board Meetings shall be three (3) Directors.
- 8.5. The Board may make decisions outside of Board Meetings, using technology to connect Directors remotely, provided that the conditions of quorum, voting rights, proxy votes and decision-making for Board Meetings are adhered to in that forum.

## **9. MEETING PROCEDURE**

- 9.1. General Meetings and Board Meetings will be chaired by the President.
- 9.2. In the absence of the President, a person will be elected by the meeting to preside at the meeting.
- 9.3. Except where otherwise provided in these rules or in the Act, a question arising at a meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding shall have a casting vote in addition to their deliberative vote.
- 9.4. A voter may appoint in writing another member who is a natural person to be the proxy of the voter and to attend, and vote on behalf of the voter at, any meeting.
- 9.5. Notice of meetings or resolutions to be considered at meetings must be sent over email and advertised on the Association's website by the Board. Additionally, notice may be included in the Association's newsletter.

## **10. FINANCIAL**

- 10.1. The funds of the Association, together with its income and any property will be under the management control of the Board of Directors.
- 10.2. The Board will maintain proper books of accounts of the Association, in accordance with section 25 of the Act.
- 10.3. The accounts of the Association will be closed annually as at 31st December.
- 10.4. The accounts of the Association will be audited annually. The Board will appoint the Auditor.

## **11. COMMON SEAL OF ASSOCIATION**

- 11.1. The Association shall have a Common Seal on which its name shall appear in legible characters.
- 11.2. The Common Seal shall not be used without the express authority of the Board and every use of that Common Seal shall be recorded in the Association's records.
- 11.3. The Common Seal may be used in accordance with section 14 of the Act.
- 11.4. Any two Directors shall witness the affixing of the Common Seal.
- 11.5. The Common Seal shall be kept in the custody of a person appointed by the Board.

## **12. INSPECTION OF RECORDS, ETC. OF THE ASSOCIATION**

- 12.1. Any member may at a reasonable time inspect, without charge, the books, documents, records and securities of the Association.

## **13. RULES**

- 13.1. The Board shall keep and maintain these Rules of the Association in accordance with section 28 of the Act.
- 13.2. Alterations and additions to these Rules may only be made by passing a special resolution as defined in section 24 of the Act, subject to sections 17, 18 and 19 of the Act.
- 13.3. A special resolution must be passed at a general meeting that includes at least twenty-one (21) days notice of that resolution as part of the notice for the meeting.

## **14. DISSOLUTION**

- 14.1. The Association, may be dissolved or wound-up
  - 14.1.1. by a resolution of any general meeting that includes notice of that resolution as part of the notice for the meeting, in accordance with section 30 of the Act; or
  - 14.1.2. by a court in accordance with section 31 of the Act.
- 14.2. If upon the dissolution or winding-up of the Association there remains, after the satisfaction of all its debts and liabilities, any assets whatsoever, the same shall not be paid to or distributed amongst the members of the Association.
- 14.3. Any remaining assets shall be given or transferred to some other association or institution incorporated in Australia having objects similar, wholly or in part to the objects of this Association.
- 14.4. Should no Association be found with similar objectives, the proceeds amounted from remaining assets are to be given to a recognised charity.