

2022

CONSTITUTION

of

**LEEDERVILLE SPORTING CLUB
INC.**

May 2022

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1. Name of Club

The name of the Club is “Leederville Sporting Club Inc.”

2. Objects

The principal objects of the Club are the promotion of and the provision of facilities for:

- (a) lawn bowling;
 - (b) recreational, social, sporting, cultural and community amenity;
 - (c) literary, scientific and professional knowledge sharing,
- for the benefit and/or use and amenity of Members.

3. Not for Profit

The property and income of the Club shall be applied solely towards the promotion of the objects of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects and otherwise within the constraints imposed by the Act.

4. Definitions

(a) In reading this Constitution, unless the context otherwise requires:

- (i) “Act” means the *Associations Incorporation Act 2015* (WA) as amended from time to time and includes any regulations under it.
- (ii) “Amenity Privileges” means the opportunity to utilise and have the benefit of facilities, services and amenity offered by the Club, as determined from time to time by the Committee, subject to compliance with any conditions imposed incidental to that use and enjoyment.
- (iii) “Annual General Meeting” means an annual General Meeting.
- (iv) “Books of the Association” mean the Members Register, the Record of Office Holders, the Constitution and otherwise within the meaning of “books” under the Act.
- (v) “By-Laws” means the codes of rules made and adopted by the Club in accordance with Rule 15(b)(xii).
- (vi) “Club” means Leederville Sporting Club Inc.
- (vii) “Club Premises” means all land, buildings, improvements and facilities of the Club.
- (viii) “Commissioner” has the meaning prescribed in the Act.
- (ix) “Committee” means the management committee for the Club, duly elected for the time being in accordance with these Rules.
- (x) “Constitution” means the document of which this sentence is a part.
- (xi) “Financial Records” includes: invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; documents of prime entry; working papers and other documents needed to explain the methods by which financial statements are prepared; and adjustments to be made in preparing financial statements.

- (xii) "Financial Report" has the meaning given in Part 5 of the Act.
- (xiii) "Financial Statements" means the financial statements in relation to The Club required under Part 5 of the Act.
- (xiv) "Financial Year" means the annual period from the first of July each year, until the thirtieth of June in the following year.
- (xv) "General Meeting" means a general meeting of the Members, whether annual or special.
- (xvi) "Liquor Act" means the *Liquor Control Act 1988* (WA) as amended from time to time and includes any regulations under it, and any other legislation that may come into force to replace or supplement the Liquor Act.
- (xvii) "Member" means a member of the Club.
- (xviii) "Month" means a calendar month.
- (xix) "Rule" means a rule of this Constitution.
- (xx) "Special General Meeting" means a General Meeting, called in accordance with Rule 10.
- (xxi) "Special Resolution" means a resolution passed by the Members at a General Meeting in accordance with Section 51 of the Act.
- (xxii) "Subscription Fees" means fees payable by a Member as determined from time to time by the Committee including entrance or application fees on initial membership.
- (xxiii) "Club Premises" means all land, building and improvements of the Club.
- (xxiv) "Voting Rights" means the ability for a Member to propose or second an application for membership; move or second a motion or special motion at General Meetings; speak at General Meetings; nominate for a position on the Committee; vote at General Meetings; and petition for a Special General Meeting.

5. Membership

- (a) The Club shall keep an up to date register of Members (other than Temporary Members and Reciprocal Members) including their names, addresses and contact details. This register must be available for inspection by Committee members and Members in accordance with the Act.
- (b) Categories of Membership of the Club and qualifications/rights/obligations to each category of membership are as follows:
 - (i) Ordinary Member
 1. Persons over 18 years of age.
 2. Entitled to Voting Rights.
 3. Entitled to Amenity Privileges.
 4. Obligated to pay Subscription Fees.
 - (ii) Life Member

1. Persons who would qualify for Ordinary Membership and who have provided meritorious service to the Club and who, the Committee by 75% resolution of all Committee members in response to a written proposal from an Ordinary Member, has resolved for that status to be afforded.
 2. Entitlement to Voting Rights and Amenity Privileges.
 3. Exemption from annual Member Subscription Fees.
- (iii) Junior Member
1. Persons under 18 years of age.
 2. Entitled to Amenity Privileges (subject to Liquor Act restrictions) but no right to invite guests to the Club.
 3. Not entitled to Voting Rights.
 4. Obligated to pay Subscription Fees.
 5. Entitled to apply to convert membership to Ordinary Member status on attaining 18 years of age.
- (iv) Temporary Member – a person who is on any day visiting the Club as a member or an official of another club or team, or a person assisting a member of or an official of another club or team in a pre-arranged event with the Club or a pre-arranged function being held at the Club.
1. No entitlement to Voting Rights.
 2. Entitlement to Amenity Privileges on the relevant day at the discretion of the Club.
- (v) Reciprocal Member – a visitor who is a full financial member of any like club in Western Australia or any licensed club located outside of Western Australia.
1. No entitlement to Voting Rights.
 2. Entitlement to Amenity Privileges at the discretion of The Club.
- (vi) Corporate Member – incorporated organisations, conducting community or tourism related business in Perth and its surrounds that have made a contribution to the Club through business, sponsorship or donations.
1. Corporate membership will be restricted at any one time to a level deemed appropriate by the Club.
 2. Corporate Members may nominate from time to time up to 2 executive/senior management personnel to exercise Amenity Privileges.
 3. Obligated to pay Subscription Fees.
 4. Entitled to Voting Rights.
- (vii) Honorary Member – Membership that may be granted to Club patrons, sponsors, selected distinguished personnel and other such persons as the Committee may decide from time to time based on their relationship to the Club or community.
1. Honorary membership will be restricted at any one time to a level deemed appropriate by the Committee.
 2. No entitlement to Voting Rights.

3. Entitled to Amenity Privileges at the discretion of The Club.
 4. No obligation to pay annual Member Subscription Fees.
- (c) Cessation of Membership:
- (i) A person ceases to be a Member when any of the following takes place:
 1. For a Member who is an individual, the individual dies;
 2. For a person who is a nominee of a Corporate Member, the body corporate is wound up;
 3. The person resigns from the Club;
 4. The person is expelled from the Club;
 5. The person ceases to be a Member under this Constitution.
 - (ii) The Secretary will keep a record on file of the date on which the person ceased to be a Member;
 - (iii) A Member may resign from membership of the Club by giving written notice of the resignation to the Secretary:
 1. The resignation takes effect when the Secretary receives the notice or if a later time is stated in the notice, at that later time.
 2. A person who has resigned from membership of the Club remains liable for any Subscription Fees or other amounts that are owed to the Club (the "Owed Amount") at the time of resignation.
 3. The Owed Amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

6. Application to Become a Member

- (a) Any person desiring to become a Member (other than a Temporary or a Reciprocal Member) of the Club shall complete an application form provided and such form must be supported either by the Committee or by two Members entitled to Voting Rights.
 - (i) When the application form and all Subscription Fees (as applicable) have been received, the person shall be a provisional Member of the Club and exercise Amenity Privileges but not Voting Rights until such time as the next Committee meeting is held.
 - (ii) At the next Committee meeting, the applicant will then be accepted or denied membership.
 - (iii) If membership is denied, all Subscription Fees paid shall be refunded.
- (b) No Member shall be entitled to exercise Voting Rights or Amenity Privileges if they have not paid all Subscription Fees due by them.
- (c) The Committee shall have the right to refuse to admit any person to membership without assigning any reason for doing so.
- (d) On the acceptance to membership of a candidate, and subject to Subscription Fees due having been paid, the Club shall notify them, and they shall be enrolled as a Member, with the privileges of their membership category and be bound by the Rules.

7. Member's Rights

- (a) The rights and privileges of every Member shall be personal and shall not be in any manner transferable by their own act or through any other person on their behalf or by operation of law.
- (b) Members who are employees of the Club are not entitled to exercise Voting Rights while they are an employee.
- (c) All Members, upon successful registration, will be provided with access to an electronic copy of the Constitution including via the Club's website.
- (d) Upon acceptance to membership, all Members agree to be bound by the Club's code of conduct which is available on the Club's website.
- (e) Members with Voting Rights shall be at liberty to invite guests (who may be persons under 18 years of age) to the Club, but the number of guests shall not exceed the maximum number prescribed under the Liquor Act or such lesser number as set by the Committee.
- (f) By prior arrangement with the Club a Member may host functions as part of exercise of a Member's Amenity Privileges provided that if alcohol is served the requirements of the Liquor Act are complied with.
- (g) A Member with Voting Rights is able to inspect the Books of the Association at such time and place as is mutually convenient to the Club and the Member.
 - (i) A Member must contact the Secretary in writing to request to inspect the Books of the Association.
 - (ii) The Member may extract details from the Members Register but has no right to remove the Members Register for that purpose.
 - (iii) A Member may make a request in writing for a copy of the Members Register.
 - (iv) The Club may charge a reasonable fee to the Member for providing a copy of the Members Register, the amount to be determined by the Committee from time to time.
 - (v) A Member must not use or disclose the information on the Members Register:
 - 1. To gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
 - 2. To contact, send material to the Club or a Member for the purpose of advertising for political, religious, charitable or commercial purposes, or
 - 3. For any other purpose unless the use of the information is approved by the Committee and for a purpose:
 - a. That is directly connected with the affairs of the Club; or
 - b. Related to the provision of the information to the Commissioner in accordance with a requirement of the Act.
 - (vi) The Committee may require a Member who requests a copy of the Members Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Club.

8. Subscription Fees

- (a) Subscription Fees shall be set from time to time by the Committee.
- (b) Notice of Subscription Fees shall be notified to the Members via the Club notice board, website and/or by email.
- (c) All annual Subscription Fees are due from the anniversary of the Member's membership approval and are payable in advance within 45 days of such anniversary.
- (d) The Committee shall have the power by resolution to remove from the Members Register the name of any Member who fails to pay his or her Subscription Fees when due and payable PROVIDED THAT the Committee shall not declare a Member non-financial if the Committee, at its discretion, determines otherwise for a Member due to special circumstance or hardship concerns that may apply.
- (e) Any Member who does not notify the Secretary in writing before the anniversary date of their membership of his or her resignation from the Club shall be liable for the Subscription Fees for the ensuing 12 month period.

9. General Meetings

- (a) An Annual General Meeting of Members shall be held every calendar year within six months after the end of the Financial Year, with the Committee to determine the date, time and place.
- (b) All Notices of Motion for consideration at a General Meeting must be handed to the Secretary in writing by 5pm no less than twenty one (21) days prior to the date set for the General Meeting.
- (c) Notice of a General Meeting (including date, time and location) and agenda items, including wording of Notices of Motion or proposed resolutions, must be posted on the Club notice board for fourteen (14) days before the date of the General Meeting for all Members to read. If the resolution is intended to be proposed as a Special Resolution this will also be stated in the notice with the wording of the proposed Special Resolution.
- (d) Members who have provided an email address will also be emailed a copy of the notice of the meeting, agenda items and any Notices of Motion.
- (e) Fifteen Members with Voting Rights shall constitute a quorum at a General Meeting.
- (f) In the case of insufficient qualifying Members to form a quorum being present after 30 minutes following the advertised start time for a General Meeting, the General Meeting will be automatically adjourned to re-convene at the same time seven days later when it shall proceed with or without a quorum.
- (g) The Chair of a General Meeting shall be the Club President, or if not available, a person nominated by the Committee, or if no-one is so nominated, a person elected by the Members present with Voting Rights.
- (h) Only Members with Voting Rights will be permitted to speak and/or vote on matters at the Annual General Meeting.
- (i) The Chair of a General Meeting shall have only a casting vote (and no deliberative vote) to be exercised in the case of an equality in votes cast and shall decide all questions of order unless otherwise provided by these Rules.
- (j) General Meetings may take place:

- (i) where the Members are physically present together; or
 - (ii) where the Members are able to communicate by using any technology that reasonably allows the Member to participate fully in discussions as they happen in the Meeting and in making any decisions, provided that the participation of the Member in the General Meeting must be made known to all other Members.
- (k) A Member who participates in a General Meeting as set out in Rule 9(j)(ii):
- (i) is deemed to be present at the General Meeting; and
 - (ii) continues to be present at the General Meeting for the purposes of establishing a quorum;
- until the Member notifies the other Members that he or she is no longer taking part in the General Meeting.
- (l) The order of business at the Annual General Meeting shall be as follows:
- (i) Tabling notice of meeting.
 - (ii) Tabling minutes of the last Annual General Meeting and any other General Meeting not yet confirmed and confirming or amending same.
 - (iii) Presentation of President's Report, discussion and adoption or otherwise.
 - (iv) Presentation of Statement of Accounts and Balance Sheet to be received or otherwise.
 - (v) Election of Committee.
 - (vi) Special Business of which Notice of Motion has been given.
 - (vii) Other Business.

10. General Meetings – Special General Meeting

- (a) The Committee may at any time call a Special General Meeting.
- (b) A Special General Meeting shall also be called by the Committee on a requisition signed by no less than 10% of Members with Voting Rights, stating in detail the purpose of the Special General Meeting.
- (c) The provisions of Rule 9(c) to (k) (General Meetings) shall apply mutatis mutandis to Special General Meetings.

11. General Provision

- (a) No member shall be entitled to take any legal action against the Club, other than a claim for goods sold and delivered and services rendered, and must conform to the decisions of the Committee and in the case of an appeal, to the decision of the General Meeting to which he or she may appeal if dissatisfied with the Committee's decision.
- (b) These rules shall be the rules of the Club and shall be binding on members.
- (c) The interpretation of these rules and any by-laws of the Club shall, unless set aside by a general meeting called for that purpose, be in the sole determination of the Committee whose decision shall be binding on all members.
- (d) Correct accounts and books shall be kept showing the financial affairs of the Club and the particulars usually shown in books of accounts of a like nature.

- (e) The Club's facilities are to be provided and maintained generally for the benefit of Members and in the terms of the Club's objects.
- (f) Rule 11(e) does not prevent:
 - (i) the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to the Club or for goods supplied in the ordinary and usual course of business;
 - (ii) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on money borrowed from any Member;
 - (iii) the payment of reasonable and proper rent by the Club to a Member for premises leased by the Member to the Club; or
 - (iv) the reimbursement of expenses incurred by any Member or any Committee member on behalf of the Club.
 - (v) the reimbursement of a Committee member's travelling and other expenses as properly incurred:
 - 1. in attending Committee meetings or sub-committee meetings;
 - 2. in attending any General Meetings of the Club; and
 - 3. in connection with the Club's business.

12. Election of Office Bearers

- (a) The governance and management of the Club shall be vested in the Committee consisting of not less than six (6) and up to ten (10) officers each respectively elected for a two (2) year term (other than for casual appointees under Rule 12(f) and 13 (j)), with 50% (rounded down to the next whole integer as applicable) of such Committee members (being the longer serving Committee members) to resign annually.
- (b) The annual election of officers shall be by ballot at each Annual General Meeting in the presence of a returning officer and two scrutineers elected by the Members present at such meeting.
 - (i) Members unable to attend the meeting may lodge a vote on the Club approved ballot paper with the Secretary at least 2 days prior to the meeting, having also recorded and signed an apology for the meeting on an outer sealed envelope that contains the sealed ballot paper. This approved ballot paper must be distributed directly to the Member.
 - (ii) All other votes shall be cast at the Annual General Meeting.
- (c) Nominations for positions on the Committee must be in writing signed by the proposer and nominee and should be in the hands of the Secretary by 5pm not less than fourteen (14) days before the Annual General Meeting PROVIDED THAT if less than six (6) nominations are received by that date, late nominations at the Annual General Meeting may be accepted.
- (d) The nominations shall be exhibited on the Club's notice board and/or website at least seven (7) days prior to the said meeting.

- (e) In case more than the minimum and no more than the maximum required number of officers shall be nominated, those so nominated shall be declared elected.
- (f) If there shall be insufficient nominations to fill the maximum prospective number of officers, those nominated shall be declared elected and the Committee shall have power to fill the vacancies and any casual vacancies that may occur in the terms of Rule 13(j).

13. The Committee

- (a) The executive positions on the Committee shall be President, Vice President, Secretary, Treasurer and any other as determined by the Committee, and shall be elected by the Committee at the first meeting of the elected Committee after the Annual General Meeting. The Committee will promptly notify the Members via the Club's website of the result of that election.
- (b) The Manager of The Club may attend all Committee meetings at the discretion of the Committee to give his/her report.
- (c) Subject to Rule 13(j)(iv) the quorum at all Committee meetings shall be four (4) members of the Committee.
- (d) Committee meetings may take place:
 - (i) where the Committee members are physically present together; or
 - (ii) where the Committee members are able to communicate by using any technology that reasonably allows the Committee Member to participate fully in discussions as they happen in the Committee meeting and in making decisions, provided that the participation of the Committee member in the Committee meeting must be made known to all other Committee members participating.
- (e) A Committee member who participates in a meeting as set out in Rule13(d)(ii):
 - (i) is deemed to be present at the Committee meeting; and
 - (ii) continues to be present at the meeting for the purposes of establishing a quorum, until the Committee member notifies the other Committee members that he or she is no longer taking part in the Committee meeting.
- (f) The Committee may unanimously pass a resolution outside a Committee meeting if:
 - (i) identical copies of a proposed resolution are circulated to each Committee member; and
 - (ii) provided a quorum of Committee is satisfied, all Committee members (except 1) sign or confirm by return email their agreement with the proposed resolution.
- (g) Committee meetings shall be held not less frequently than quarterly.
- (h) Special Committee meetings may be called by the President, Secretary or on the request of two members of the Committee.
- (i) The Committee shall distribute a copy of the meeting minutes to all Committee members and a copy placed on the Club notice board for other Members to view.
- (j) Committee Vacancies

- (i) Any vacancy occurring in the Committee may be filled at a meeting of the Committee when a member may be appointed by resolution of the Committee to fill such a vacancy until the next Annual General Meeting.
- (ii) In the vacancy of the President then the Vice President shall become President.
- (iii) A casual vacancy of Vice President shall be filled by the Committee from a member of the Committee.
- (iv) If vacancies in the Committee result in the number of Committee members being less than the number fixed under Rule 13(c), the continuing Committee members may act to only:
 - 1. increase the number of members on the Committee to at least the number required for a quorum; or
 - 2. convene a General Meeting of the Association.
- (k) The President shall preside at all meetings of the Committee and, in his or her absence the Vice President. Should neither be present, the meeting shall elect a chair.
- (l) Unless prescribed otherwise in these Rules, all resolutions of the Committee shall be decided by a majority vote of all those present including the meeting chair. In the case of equality of votes for the proposal before the Committee, the person chairing the meeting shall have a casting vote in addition to his/her deliberative vote.
- (m) The President or in his or her absence, the Vice President or other person authorised by the Committee shall be authorised to speak on behalf of the Club.
- (n) Any act performed by the Committee, a sub-committee or a person acting as a Committee member is deemed to be valid even if the act was performed when:
 - (i) there was a defect in the appointment of a Committee member, subcommittee or person holding a subsidiary office; or
 - (ii) a Committee member, a sub-committee member or a person holding another office was not qualified from being a Committee/sub-committee member/office holder.

14. Ceasing to be a member of the Committee

- (a) A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:
 - (i) dies;
 - (ii) ceases to be a Member;
 - (iii) becomes disqualified from holding a position under these Rules as a result of bankruptcy or conviction of a relevant criminal offence;
 - (iv) becomes permanently incapacitated by mental or physical ill-health;
 - (v) resigns from office;
 - (vi) is absent from more than three consecutive Committee meetings without notice of apology, good reason and licence by the Committee; or
 - (vii) Is removed from office by resolution at a General Meeting by a majority of the Members present and with Voting Rights at the meeting voting in favour of the removal PROVIDED THAT at such General Meeting.

1. The Committee Member who faces removal from the Committee must be given a full and fair opportunity at the General Meeting, to state his or her case as to why he/she should not be removed from his or her position on the Committee.
2. If all Committee members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Committee of at least four (4) Members.
3. The interim Committee must, within two months, convene a General Meeting for the purpose of electing a new Committee.

15. Powers of the Committee

- (a) The business of the Club shall be governed and managed by the Committee who may exercise all powers of the Club, except those required to be exercised by the Club at a General Meeting.
- (b) Without prejudice to the powers conferred by the last preceding rule, the Committee shall, subject to the By-laws, have power to do the following things:
 - (i) To purchase or otherwise acquire any books, newsletters or periodicals and dispose of them as it may see fit.
 - (ii) To determine from time to time the conditions on which and time when, Members may use the property of the Club or any part or parts thereof, and when and under what conditions the premises of the Club or any part or parts thereof, shall be used by Members.
 - (iii) To determine what person, if any, not being Members of the Club shall be permitted to use the premises of the Club or any part or parts thereof and during what time and under what conditions and when and at what times and places and under what conditions such persons shall be supplied with refreshments and accommodation.
 - (iv) To appoint any other officials or servants of the Club and to remove them as occasions may require at their discretion and to define their respective duties. Persons appointed to paid positions shall be engaged under a contract, award or classification of work under the applicable industry award terms.
 - (v) To delegate, subject to such conditions as it thinks fit, any of its powers (other than this power to delegate) to sub committees, Members, office holders or servants of the Club as it may determine and to make such regulations as to the exercise of such delegation as may be thought desirable.
 - (vi) To regulate and control their own meeting and the transaction of business.
 - (vii) To remunerate and reimburse expenses of any servant of the Club for service as deemed fit.
 - (viii) In accordance with the Rules, to suspend, or expel any Member.
 - (ix) To enter into or accept any lease or tenancy of the premises where on the Club shall conduct its affairs or of any furniture, goods and effects, which may be required for the use of the Club on such terms and on such conditions as the Club, may deem expedient.

- (x) To take and defend all legal proceedings by or on behalf of the Club and to appoint all necessary attorneys for any such purpose.
- (xi) To borrow, raise or secure the payment of money, and to sell and dispose of the assets of the Club PROVIDED THAT any exercise of power under this provision of value in excess of \$200,000 (or such greater amount as is approved from time to time by Members in General Meeting) shall first be referred to a General Meeting of Members for consultation purposes.
- (xii) To make, alter and repeal By-laws not inconsistent with these Rules regulating the use and management of the Club Premises, the admission of Members and the conduct of the Club, and Members while on Club Premises, and its affairs generally.
- (xiii) To do and perform any other act, matters and things in connection with or relative to the management of the Club as shall not by these Rules require to be done by the Club in General Meetings.
- (xiv) To appoint such number of delegates to sporting bodies and associations with which the Club may from time to time be affiliated as may be required by the Rules thereof and such delegates shall hold office in accordance with the rules of such sporting bodies and associations respectively.
- (xv) Every member of the Committee shall be indemnified against any loss, expenses or liability incurred by reason of any act or deed performed by him/her in good faith without dishonesty on behalf of the Committee and the Committee may use the funds of the Club for any such purpose required, together with any reasonable expenses incidental thereto.

16. Role and Responsibilities of Committee members

(a) Obligations of the Committee

- (i) The Committee must take all reasonable steps to ensure the Club complies with its obligations under the Act and these Rules.

(b) Responsibilities of Committee members

- (i) A Committee member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- (ii) A Committee member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Club and for a proper purpose.
- (iii) A Committee member or former Committee member must not improperly use information obtained because he or she is a Committee member to:
 - 1. gain an advantage for himself or herself or another person; or
 - 2. cause detriment to the Club.
- (iv) A Committee member or former Committee member must not improperly use his or her position to:
 - 1. gain an advantage for himself or herself or another person; or
 - 2. cause detriment to the Club.

- (c) A Committee member having any material personal interest, i.e.: financial or non-financial interests, in a matter being considered at a Committee meeting must:
 - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
 - (ii) disclose the nature and extent of the interest at the next General Meeting of the Club; and
 - (iii) not be present while the matter is being considered at the Committee meeting or vote on the matter.
- (d) Rule 16(c) does not apply in respect of a material personal interest that:
 - (i) exists only because the Committee member belongs to a class of persons for whose benefit the Club is established; or
 - (ii) the Committee member has in common with all, or a substantial proportion of, the Members of the Club.
- (e) The Secretary must record every disclosure made by a Committee member under Rule 16(c) in the minutes of the Committee meeting at which the disclosure is made.
- (f) Committee members should defer to the President or Vice President concerning any statements to be made on behalf of the Club.
- (g) No person shall be entitled to hold a position on the Committee if the person is, according to the Interpretation Act section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.
- (h) No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for:
 - (i) an indictable offence in relation to the promotion, formation or management of a body corporate;
 - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - (iii) an offence under Part 4 Division 3 or section 127 of the Act;unless the person has obtained the consent of the Commissioner.
- (i) As soon as is practicable after a person has ceased to be a member of the Committee, all relevant documents, records and security items (including passwords and keys) held by them must be delivered to the Secretary of the Club.

17. President

- (a) The President must in accordance with these Rules:
 - (i) consult with the Secretary regarding the business to be conducted at each Committee meeting and each General Meeting
 - (ii) convene special meetings of the Committee
 - (iii) preside over Committee meetings
 - (iv) preside over General Meetings; and

- (v) ensure that the minutes of a General Meeting or Committee meeting are reviewed and signed as correct

18. Secretary

(a) The Secretary must:

- (i) co-ordinate the correspondence of the Club;
- (ii) consult with the President about all business to be conducted at meetings and convene General Meetings and Committee meetings, including preparing the notices of meetings and of the business to be conducted at each meeting;
- (iii) keep and maintain in an up to date condition the rules of the Club and any by-laws of the Club;
- (iv) maintain the Members Register including the name, and the email, street, postal address or information by means of which contact can be made of each member;
- (v) update the register within 28 days of new Members, Members resigning, Members suspended/expelled and in the latter case.
- (vi) maintain the record of office holders of the Club.
- (vii) Subject to Rule 19(a)(v), ensure the safe custody of the Books of the Association.
- (viii) keep full and correct minutes of Committee meetings for approval at the next Committee meeting, which will then be stored and distributed as required.
- (ix) keep full and correct minutes of General Meetings, which will be posted on the Club's website within fourteen (14) days of the General Meeting via email and will be tabled for adoption at the next General Meeting; and
- (x) perform any other duties as are imposed by these Rules or the Club on the Secretary or are determined by the Committee to be performed by the Secretary.

19. Treasurer

(a) The Treasurer must:

- (i) ensure all moneys payable to the Club are collected, and that receipts are issued for those moneys in the name of the Club;
- (ii) ensure the payment of all moneys into the account or accounts of the Club as the Committee may from time to time direct;
- (iii) ensure timely payments from the funds of the Club with the authority of a General Meeting or of the Committee, with all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments or financial authorisations of the Club being signed by either:
 1. 2 Committee members; or
 2. one Committee member and a person authorised by the Committee
- (iv) ensure that the Club complies with the account keeping requirements in Part 5 of the Act;
- (v) ensure the safe custody of the Financial Records in consultation with the Secretary;

- (vi) coordinate the preparation of the Financial Statements or Financial Report, as imposed on the Club under Part 5 of the Act, prior to their submission to the annual general meeting of The Club;
- (vii) assist the reviewer or auditor (if any) in performing their functions; and
- (viii) perform any other duties as are imposed by these Rules or the Club on the Treasurer or as are determined by the Committee to be performed by the Treasurer.

20. Sub-Committees

- (a) The Committee may delegate any of its delegable powers to sub-committees consisting of such Members with Voting Rights as it thinks fit.
- (b) Sub-committees must report to and be responsible to the Committee.
- (c) No act of any sub-committee shall be binding on the Committee or Club until ratified by the Committee.
- (d) The chair of any sub-committee must be an existing member of the Committee.
- (e) The President of the Committee will be an ex-officio member of any sub-committee.

21. Auditors

- (a) If required by the Act or by the Club, an Auditor or Reviewer (“Auditor”), not a member of the Committee, shall be appointed by resolution at a General Meeting called for that purpose.
 - (i) Such Auditor shall be independent to the Club.
 - (ii) Such Auditor shall audit the accounts and have power at any time to call for all books, papers, accounts, etc. relating to the affairs of the Club.
 - (iii) Such Auditor shall be entitled to receive such remuneration as the Committee may determine from time to time.
 - (iv) If any casual vacancy occurs in the office of any Auditor appointed by the Club, the Committee will fill the appointment until the next Annual General Meeting.

22. Alteration and Repeal of Rules

- (a) No repeals of any existing Rules and no new Rules or alteration, amendments or suspensions of a Rule shall be valid unless a special resolution is carried by a three-fourths majority of Members present and with Voting Rights at a General or Special General Meeting and by otherwise complying with Part 3 Division 2 of the Act.
- (b) Notices of motions to repeal, alter or suspend any Rule shall be given to the Secretary at least twenty-one (21) days preceding the Annual or Special General Meeting at which the motion shall be presented. The Secretary shall exhibit the proposal on the Club notice board at least fourteen (14) days prior to such meeting.
- (c) Within one month after the making of any amendment or addition to the Rules of the Club, passed by special resolution, the Committee shall submit the required documents to the Commissioner. No effect will be given to the amendments until the provision of the

Act concerning notification and approval (as applicable) of such amendments have been complied with.

23. Suspension or Expulsion of Members

- (a) The Committee shall have the power to reprimand, suspend or expel any Member.
- (b) The President or the Committee on receiving a complaint in writing concerning a Member including as to that Member's behaviour, may temporarily suspend a Members Voting Rights and/or Amenity Privileges for a period of time until disciplinary action under Rule 23(f) can be considered.
- (c) The Committee is required to exempt any member of the Committee from hearing a charge in which he or she has an interest.
- (d) If a responding Member or a representative of the responding Member does not attend within 30 minutes of the time stated on the hearing notice, the hearing may start without that Member or his or her representative and determination will be made at the hearing.
- (e) The Committee shall apply the power to reprimand, suspend or expel any Member who:
 - (i) fails in the observance or commits any breach of any Rule of the Club, Members Code of Conduct, or any By-law of the Club or of any order or direction of the Committee or of any General Meeting; and/or
 - (ii) in the judgement of the Committee has been guilty in or out of the Club's Premises of any act, conducted matter or thing calculated to bring discredit on the Club or its Members, or to materially impair or affect the enjoyment of the Club by other members
- (f) Any Member charged with misconduct as above shall be furnished with a written copy of the charge and summoned before the Committee with no less than seven (7) days notice.
 - (i) The Committee shall after hearing the complainant and the accused Member and taking such evidence as they may consider proper, if they find the charge proved, inflict a penalty of suspension from all or any of the rights and privileges of membership.
 - (ii) If the Committee consider that on a charge of gross misconduct suspension as above is insufficient, they may call on the member to resign, and if he or she neglects to resign within ten (10) days they may declare him or her to be expelled.
 - (iii) If a Member is suspended or expelled under this Rule, the person may appeal the Committee's decision through a Special General Meeting by giving written notice to the Secretary within fourteen (14) days of receiving notice of the Committee's decision under this Rule.
- (g) Members are not permitted to have legal representation attend any disciplinary matters, but may bring another member to act in a support capacity only.
- (h) If a Member's membership is suspended under this Rule, the Secretary must record in the Register:
 - (i) the name of the Member that has been suspended from membership;
 - (ii) the date on which the suspension takes effect; and
 - (iii) the length of the suspension as determined by the Committee

- (i) During the period a Member's membership is suspended, the Member —
 - (i) loses any rights (including Voting Rights and Amenity Privileges) arising as a result of membership;
 - (ii) is not entitled to a refund, rebate, relief or credit for Subscription Fees paid, or payable, to the Club; and
 - (iii) cannot attend the club as a guest of a Member, unless prior written authorisation is conferred by the Committee.
- (j) Upon the expiry of the period of a Member's suspension, the Secretary must record in the Register that the Member is no longer suspended.
- (k) If the Committee's decision to suspend or expel a Member is revoked under these Rules, any act performed by the Committee or Members in a General Meeting during the period that the Member was suspended or expelled from Membership, is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including Voting Rights, during that period.

24. Resolving Disputes

(a) Disputes Arising under the Rules

- (i) This Rule applies to:
 - 1. Disputes between Members; and
 - 2. Disputes between The Club and one or more Members that arise under the Rules or relate to the Rules. This does not include disciplinary matters undertaken with Members, which are covered under Rule 23.
- (ii) The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.
- (iii) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties to, and details of, the dispute.
- (iv) The Secretary must convene a Committee meeting within twenty-eight (28) days after the Secretary receives notice of the dispute for the Committee to determine the dispute.
- (v) At the Committee meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- (vi) The Secretary must inform the parties to the dispute of the Committee's decision and the reasons for the decision within seven (7) days after the Committee meeting considering the same.
- (vii) If any party to the dispute is dissatisfied with the decision of the Committee they may elect to initiate further dispute resolution procedures as set out in the Rules.

(b) Mediation

- (i) Rule 24(b) applies:
 - 1. where a person is dissatisfied with a decision made by the Committee under Rule 24(a) or

2. where a dispute arises between a Member or more than one Member and The Club and any party to the dispute elects not to have the matter determined by the Committee.
- (ii) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 24(a)(ii), or a party to the dispute is dissatisfied with a decision made by the Committee under Rule 1924(a)(vii) a party to a dispute may:
1. Provide written notice to the Secretary of the parties to, and the details of, the dispute;
 2. Agree to, or request the appointment of, a mediator.
- (iii) Party, or parties requesting the mediation must pay the costs of the mediation.
- (iv) The mediator must be:
1. a person chosen by agreement between the parties; or
 2. in the absence of agreement:
 - a. if the dispute is between a Member and another Member – a person appointed by the Committee; or
 - b. if the dispute is between a Member or more than one Member and The Club, the Committee or a Committee member, then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- (v) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (vi) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (vii) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least five (5) days before the mediation session.
- (viii) The mediator, in conducting the mediation, must:
1. give the parties to the mediation process every opportunity to be heard;
 2. allow all parties to consider any written statement submitted by any party; and
 3. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (ix) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

(c) Inability to Resolve Disputes

- (i) If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal (as applicable) to determine the dispute in accordance with the Act or otherwise at law.

25. Liquor Act

- (a) **The Club may** maintain a club license under the Liquor Act.
- (b) The Club shall ensure a duty manager is on the licensed premises for the purposes of observing liquor licensing requirements and regulations, as required under the Liquor Act.
- (c) The Club shall be open for sale of liquor during such hours as the Committee shall from time to time determine and as permitted under the Liquor Act.
- (d) No liquor shall be sold or supplied to any juvenile.
- (e) The Club may allow visitors onto licensed premises, as per the requirements of the Liquor Act PROVIDED THAT:
 - (i) Visitors' attendance privileges will be subject to withdrawal by any Club official, including bar persons, acting in the best interests of the Club.
 - (ii) an up-to-date register of visitors must be maintained and be available for inspection at the Club Premises by authorised officers.
- (f) No liquor shall be sold or supplied for consumption other than on the Club Premises, unless the Member purchasing it removes such liquor from the premises.
- (g) The Club may seek an Extending Trading Permit – Associations to add local associations as users of the Club facility to hold their functions.

26. Common Seal

- (a) The Club shall have a Common Seal, which shall be kept in the custody of the Secretary and shall not be affixed to any document except by the authority of the Committee and in the presence of one member of the Committee.
- (b) Any document to which the Common Seal is affixed shall be countersigned by the Secretary or an officer appointed by the Committee for that purpose.
- (c) The Club may execute a document without using a Common Seal if the document is signed by:
 - (i) any two Committee members; or
 - (ii) one Committee Member and a person authorised by the Committee.

27. Dissolution of the Club

- (a) The Club may cease its activities and have its incorporation cancelled in accordance with Part 10 of the Act:
 - (i) after the Committee has determined the Club is able to pay or meet its debts and liabilities; and
 - (ii) the Members have resolved by Special Resolution that the Club will:
 1. apply to the Commissioner for cancellation of its incorporation; or
 2. appoint a liquidator to wind up its affairs.
- (b) The Club shall be wound up in accordance with Part 9 of the Act if:
 - (i) the Committee has determined the Club is unable to pay or meet its debts and liabilities; or

- (ii) the Committee or Members determine by special resolution to wind up the Club as a result of financial difficulty.
- (c) Upon cancellation of the Club, the surplus property must only be distributed to one or more of the following:
 - (i) an incorporated association under the Act;
 - (ii) a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;
 - (iii) a company limited by guarantee that is registered as mentioned in section 150 of the *Corporations Act 2001* (Cth);
 - (iv) a company holding a licence that continues in force under section 151 of the *Corporations Act 2001* (Cth);
 - (v) a body corporate that:
 - 1. is a member or former member of the Club; and
 - 2. at the time of the Surplus Property is distributed, has rules that prevent the property being distributed to its members;
 - (vi) a trustee for a body corporate referred to in Section 30(c)(v); or
 - (vii) a co-operative registered under the *Co-operatives Act 2009* (WA) that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.