

**MANDURAH BOWLING AND
RECREATION CLUB**

CONSTITUTION

23RD MARCH 2020



MANDURAH BOWLING and RECREATION CLUB Inc.

CONSTITUTION

Contents

1) NAME	4
2) OBJECTS	4
3) NOT FOR PROFIT	4
4) DEFINITIONS.....	4
5) ALTERATION AND REPEAL OF RULES.....	6
6) COMMON SEAL	6
7) FINANCIAL MATTERS.....	6
7.1 SOURCE OF FUNDS.....	6
7.2 CONTROL OF FUNDS	6
8) GENERAL PROVISIONS.....	6
8.1 BY-LAWS AND CLUB REGULATIONS.....	6
8.2 CUSTODY OF BOOKS AND SECURITIES	6
8.3 RECORD OF OFFICE HOLDERS	6
8.4 INSPECTION OF RECORDS AND DOCUMENTS	7
9) PROPERTY AND INCOME	7
10) DISSOLUTION OF THE CLUB.....	8
11) DISPOSITION OF ASSETS	8
12) REGISTER OF MEMBERS	8
13) APPLICATION FOR MEMBERSHIP	9
14) MEMBERSHIP	9
15) MEMBERS RIGHTS.....	10
16) NOMINATIONS/SUBSCRIPTIONS	11
17) CESSATION OF MEMBERSHIP	11
18) LIABILITY FOR SUBSCRIPTION	12
19) LEVIES.....	12
20) MANAGEMENT.....	12
21) ELECTION/ APPOINTMENT OF COMMITTEE MEMBERS	13
22) THE COMMITTEE AND TERMS.....	14

23) POWERS OF THE COMMITTEE.....	16
24. ROLE AND RESPONSIBILITIES OF COMMITTEE MEMBERS.....	17
25) GENERAL PROVISIONS.....	18
26) VACANCY ON THE COMMITTEE.....	19
27) SUB COMMITTEES.....	20
28) DUTIES OF EXECUTIVE COMMITTEE.....	20
a) PRESIDENT.....	20
b) DEPUTY PRESIDENT.....	20
c) TREASURER/FINANCE MANAGER.....	20
29) CLUB MANAGER/SECRETARY.....	21
30) ANNUAL GENERAL MEETINGS.....	21
31) SPECIAL GENERAL MEETINGS.....	22
32) PROCEDURES AT GENERAL MEETING.....	22
33) GENERAL PROVISIONS FOR GENERAL MEETINGS.....	23
34) SUPPLY OF LIQUOR – LIQUOR ACT TO BE OBSERVED.....	23
35) DICIPLINARY ACTION.....	24
35.1 SUSPENSION OR EXPULSION OF MEMBERS.....	24
35.2 CONSEQUENCE OF SUSPENSION.....	25
36) DISPUTE RESOLUTION.....	25
(a) DISPUTES ARISING.....	24
(b) MEDIATION.....	25
(c) INABILITY TO RESOLVE DISPUTES.....	27

1) NAME

The name of The Club shall be Mandurah Bowling & Recreation Club Inc.

2) OBJECTS

- (a) The principal object of the club is to establish, maintain and conduct a club devoted to fostering the game of lawn bowls and any other sporting, recreational, cultural and community pursuits that may be lawfully, compatibly and conveniently carried on, in or at the club premises. These objects include the promotion of social fellowship and the provision of facilities for social, literary, scientific, athletic and professional and any other lawful purpose that provides benefits and enjoyment for the members of the club.
- b) To affiliate with Bowls WA, to recognise its constitution, rules and regulations and to conduct all games in accordance with these regulations.
- c) To provide and maintain a clubhouse and sporting amenities for the use of the members.

3) NOT FOR PROFIT

The property and income of the club must be applied solely towards the promotion of the objects or purposes of the club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the club, except in good faith in the promotion of those objects or purposes.

4) DEFINITIONS

In reading this Constitution, unless the context or such otherwise indicates or requires:

- a) 'The Club' means the Mandurah Bowling & Recreation Club Inc.
- b) 'The Club Premises' means all land building and structures thereon of which The Club is the bona fide occupier.
- c) 'The Committee' means the Managing Committee of The Club, duly elected for the time being in accordance with these Rules.
- d) 'The Club Manager' means the Manager or Administrative Secretary of The Club for the time being and includes any deputy or person temporarily fulfilling the office of manager or secretary.
- e) 'Bar Manager' means the manager or supervisor of the bar.
- f) 'The Treasurer' means the treasurer of the club for time being and includes any deputy or person temporarily fulfilling the office of treasurer.
- g) 'Rules' means this constitution.

- h) 'Liquor Act' means the *Liquor Control Act 1988*, its amendments and any other legislation that may come into force to replace or supplement this Act, and shall form part of these Rules.
- i) "The Act" means the Associations Incorporation Act 2015, its amendments and any other legislation that may come into force to replace or supplement this Act, and shall form part of these Rules.
- j) 'Bank' means any bank as defined by the Banking Act or any recognised financial institution.
- k) 'Annual Meeting' means any Annual General meeting.
- l) 'Special General Meeting' means a General Meeting, called in accordance with Rule 31 hereunder, at which only business that has been described in the notice may be transacted.
- m) 'General Meeting' means the General meeting of The Club whether Annual or Special.
- n) 'Month' means a calendar month.
- o) 'Financial Year' means from 1 April each year, until the following 31 March.
- p) 'Club Regulations' or 'By-laws' means the codes of rules made and adopted by the management Committee in accordance with Rule 8.1.
- q) 'Member' means a fully paid up person registered under the membership categories in rule 14
- r) 'Financial Member' means a member who has paid all fees and dues for the current year by the dates and times detailed in rule 16c
- s) 'Executive Officers' are those office holders specified in rule 22
- t) 'Servant' means any employee, office holder or member of the Club.
- u) 'Voting Rights' means the ability for a financial member to propose or second an application for membership; move or second a motion or special motion; speak at all general meetings; nominate for a position on the Management Committee; vote at all general meetings; and petition for a special general meeting.
- v) "Books of the Association" means the Members Register; the Record of Office Holders; and any other record or document of the club.
- w) 'Club Patron' means a long-standing member of high distinction within the club and bowling community, usually a life member. That person is elected at an Annual General Meeting to lend their name to the club as an advocate in supporting and promoting the club to the greater region.

5) 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/Manager at least twenty-one (21) days preceding the Annual or Special General Meeting at which the motion shall be presented. The Secretary/Manager 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 Management Committee shall submit the required documents to the Commissioner. No effect will be given to the amendments without the approval of the Commissioner.

6) COMMON SEAL

The Club shall not have a common seal.

7) FINANCIAL MATTERS

7.1 SOURCE OF FUNDS

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

7.2 CONTROL OF FUNDS

The funds of the Club shall be placed to the credit of the Club in such Bank Accounts and Authorised Trustee Investments as the Committee may from time to time determine.

8) GENERAL PROVISIONS

8.1 BY-LAWS AND CLUB REGULATIONS

The Committee has the power 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 its affairs generally.

8.2 CUSTODY OF BOOKS AND SECURITIES

- 1) The Secretary/Manager shall ensure the safe custody of the Books, with the exception of the Accounting Records of the Club.
- 2) The Accounting Records (financial records and, as applicable, the financial statements or financial reports) of the Club must be kept in the treasurer's custody or under the treasurer's control.
- 3) The books of the Club must be retained for at least seven (7) years.

8.3 RECORD OF OFFICE HOLDERS

The record of committee members and officers and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.

8.4 INSPECTION OF RECORDS AND DOCUMENTS

- 1) Upon request, a member is able to inspect the Books of the Association at such time and place is mutually convenient to the Club and the Member.
 - a. The member must contact the secretary to make the necessary arrangements for the inspection.
 - b. The inspection must be free of charge.
 - c. If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- 2) Member Register
 - a) A Member must contact the Secretary/Manager to request to inspect the Member Register.
 - b) The Member may make a copy of details from the Member Register but has no right to remove the Register for that purpose.
 - c) A Member may make a request in writing for a copy of the Member Register.
 - d) The Club may charge a reasonable fee to the Member for providing a copy of the Member Register, the amount to be determined by the Committee from time to time.
 - e) A Member must not use or disclose the information on the Member Register:
 - a. 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);
 - b. To contact, send material to The Club or a Member for the purpose of advertising for political, religious, charitable or commercial purposes, or
 - c. For any other purpose unless the use of the information is approved by the Committee and for a purpose:
 - i. That is directly connected with the affairs of The Club; or
 - ii. Related to the provision of the information to the Commissioner in accordance with a requirement of the Act.
 - f) The Committee may require a Member who requests a copy of the Member 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.

9) PROPERTY AND INCOME

- a) The Club shall provide and maintain bowling greens, buildings, grounds and such amenities as shall be deemed necessary from time to time for the use, accommodation and enjoyment of its members in accordance with the objectives of The Club.
- b) The Club shall make such arrangements as may be necessary for the purchase, lease or maintenance of land on which The Club is situated.
- c) The Club may, as deemed necessary by a resolution at a General meeting, borrow money by way of a loan or overdraft or by the issue of debentures to carry out the activities of The Club, and to invest any surplus funds.

10) DISSOLUTION OF THE CLUB

The Club may be dissolved or wound up by a special resolution at a general meeting called for such a purpose.

11) DISPOSITION OF ASSETS

- (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 resolve 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 resulting in or from:
 - 1. being party to any current legal proceedings; or
 - 2. any other outstanding legal obligations
- (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 (Cwth);
 - (iv) a company holding a licence that continues in force under section (151) of the Corporations Act 2001 (Cwth);
 - (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; or
 - (vii) a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.

12) REGISTER OF MEMBERS

- 1) The Club shall keep an up to date register of members in respect of Full, Life, Junior, Social, Special Circumstances and Honorary members.
 - (i) This register must be continually available for inspection at The Club premises by authorised officers.

- (ii) Residential, postal or email address; or information by means of which contact can be made with the member, can be nominated for the members register.
- 2) In addition, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.

13) APPLICATION FOR MEMBERSHIP

- a) Any person desiring to become a member of The Club shall sign an application form provided and such form must bear the signatures of two members of The Club who are entitled to voting rights.
 - (i) When the application form and all subscriptions have been received, the person shall be a provisional member of the club and exercise all of the privileges of a member excluding voting rights until such time as the next Management Committee meeting.
 - (ii) At the next Management Committee meeting, the applicant will then be accepted or denied membership.
 - (iii) If membership is denied, all subscriptions shall be refunded
- b) No person shall be entitled to exercise any of the privileges of a member until they have paid all subscriptions 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 election of each candidate, the Secretary/Manager shall notify the same to them, and they shall on payment of the subscription be enrolled as a Member of The Club, and become entitled to the privileges and be bound by its rules and by all consequences resulting from breach or non-performance thereof, and shall thereby absolve every person concerned in carrying out enforcing such rules from all personal responsibility or legal liability on such account.
- e) Life Member – A member may propose another member for Life Membership to the Committee in writing giving reasons that Life Membership should be granted. At an Annual General Meeting, upon a 75% majority vote, confer Life Membership on a member who has rendered special and outstanding services to The Club. The holder of a Life Membership shall be entitled to all privileges of a full member, be exempt from subscriptions but shall pay any levies and association capitation fees.

14) MEMBERSHIP

Membership of The Club shall consist of the following categories:

- a) Full Member – Persons over 18 years of age with access to all club facilities including bowling and shall have full voting rights.
- b) Life Member – the Members may elect, as Life Members, persons who have rendered meritorious service to the Club over a period in excess of ten years. Life

members shall enjoy the rights and privileges of a full member and shall be elected at an AGM. The total number of Life Members shall not exceed 21 members.

- c) Social Member – Persons over the age of eighteen years who wish to enjoy limited privileges of membership. Social members may not use the bowling greens except on invitation from the committee, but may use the premises for social or other sporting pursuits. Social Members shall not be entitled to voting rights.
- d) 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 or an official of another club or team to:
 - a. Engage in a pre-arranged event with The Club as per The Club’s objects; or
 - b. Hold a pre-arranged function at The Club involving the use of The Club’s sporting facilities.
 - c. Temporary Members shall not be entitled to be present at any meeting of the members of The Club, nor have voting rights or any right, title or interest in or to any of the property of The Club.
- e) Junior Member – Persons over the age of 12 but under the age of 18 years may make application to the Club as a Junior Member, and if accepted shall pay the prescribed subscription. Junior members shall not be entitled to voting rights or have the authority to sign in guests to the club. Any Junior Member on attaining the age of 18 years, wishing to remain a member of the Club, shall be granted the appropriate club membership and shall pay the full subscription as set down from time to time.
- f) Special Circumstances Member – any Full, Life, Social or Junior Member who, through absence; illness; financial difficulties; unemployment; physical disability or other distressful circumstances is unable to pay their full subscription but desires to retain participation with The Club.
 - 1. The Management Committee may relieve them of part of their liability but not so as to make their total liability less than one third of the applicable subscription.
 - 2. Special Circumstances Members shall have no voting rights.
- g) Honorary Member – Membership that may be granted to Club Patrons, Sponsors, Selected Government Officers and any other such persons as the Committee may decide from time to time. Such honorary memberships are to be proposed in writing by a full member and decided by a vote at the committee.

15) MEMBERS 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) Voting rights for each membership category are as detailed in Section (14).
- (c) Employees – Members who are employees of The Club are entitled to all the rights and privileges of membership excluding those rights concerned with the selection, election and holding of office with The Club.

- (d) All members, upon successful registration, will be supplied with an electronic copy of The Clubs Constitution or will be directed to obtain a copy of the Club Constitution from the Club's website.
- (e) Upon acceptance to membership, all members agree to be bound by The Club Code of Conduct.
- (d) Guests – Full, Social and Life Members shall be at liberty to invite guests to The Club, but the number of guests shall not exceed the maximum number as contained in Section 48(4)(b) of the Liquor Act.
 - (i) A guest may attend the club a maximum of five [5] times per annum before they must apply for membership.
- (e) A member may hold private family and business functions without limit to number of guests, providing that the sale of liquor shall be:
 - (i) ancillary to a meal supplied at The Club by or on behalf of The Club to a member and to each of the guests of that member being guests of whose attendance was given prior notice to The Club; or
 - (ii) to a member, for consumption by the guests of that member at a function held by or on behalf of that member at The Club
- (f) Functions – Ordinary, Social, and Life Members are entitled to host functions on The Club premises after written application for said function has been considered and approved by the Committee.
 - (i) The Secretary/Manager will furnish the applicant with a written copy of Club rules relating to functions after the application has been approved and any additional conditions and restrictions it shall see fit.

16) NOMINATIONS/SUBSCRIPTIONS

- a) The entrance (nomination) fee and annual subscription of The Club shall be set by majority vote of the Management Committee in January prior to the commencement of the new financial year.
- b) Notice of the new fees and subscriptions shall be advertised on the Club notice board and invoiced to the member in February.
- c) All subscriptions are due on the first day of April each year and must be paid in full before the date of the Annual General Meeting.
- d) New Members Subscriptions must be paid within two weeks of election.

17) CESSATION OF MEMBERSHIP

- (a) A person ceases to be a member when any of the following takes place:
 - (i) For a member who is an individual, the individual dies;
 - (ii) For a person whose title represents a corporate member, the body corporate is wound up;
 - (iii) The person resigns from The Club;
 - (iv) The person is expelled from The Club under Section (35).

- (b) The Secretary/Manager will keep a record on file of the date on which the person ceased to be a member; and
- (c) The reason why the person ceased to be a member
- (d) A member may resign from membership of The Club by giving written notice of the resignation to the Secretary/Manager:
 - (i) The resignation takes effect when the Secretary/Manager receives the notice; or if a later time is stated in the notice, at that later time.
 - (ii) A person who has resigned from membership of The Club remains liable for any fees that are owed to The Club (the owed amount) at the time of resignation.
 - (iii) The owed amount may be recovered by The Club in a court of competent jurisdiction as a debt due to The Club.

18) LIABILITY FOR SUBSCRIPTION

- a) Any member who does not notify the Manager in writing or otherwise before thirtieth (30) April of his/her withdrawal from the club shall be liable for the subscription for the current club year.
- b) The Committee shall have the power by resolution to remove from the roll of members the name of any new member who fails to pay his/her subscription within two weeks from the date of his/her election.
- c) Any member whose subscription is in arrears at the AGM shall cease to be a member, unless the Committee upon receiving an explanation from that member shall otherwise decide.

19) LEVIES

The committee has the power to recommend for approval by the members, special levies for special projects, as it may think appropriate. Such levies must be approved at a Special or Annual General meeting of members.

20) MANAGEMENT

- a) Management of the Club shall be vested in the Management Committee and shall consist of the following office holders:
 - 1. President
 - 2. Deputy President
 - 3. Ladies Director of Bowls
 - 4. Men's Director of Bowls
 - 5. Treasurer (Finance Manager)
 - 6. Ladies Captain (Ladies Bowls Committee)
 - 7. Men's Captain (Men's Bowls Committee)

8. Green's Manager
 9. Member Services Manager
 10. House Facilities Manager
 11. Marketing Manager
 12. Club Secretary (non-voting position appointed by the Committee)
- b) The Committee may co-opt up to three (3) additional members to serve on the Management Committee, in the interests of furthering the objects of the Club. These members shall have no voting rights and act in an advisory capacity only.

21) ELECTION/ APPOINTMENT OF COMMITTEE MEMBERS

- a) The Club Secretary shall be appointed by the Committee at the first Committee meeting after the Annual General Meeting.
- b) All other Committee Members shall be elected for a two (2) year term.
 - a. A Committee Member's term begins when the member is elected at the Annual General Meeting and ends when the position is declared vacant at the Annual General Meeting held in two (2) years.
- c) Only full members with a minimum of twelve (12) months full membership, who are financial, are eligible to nominate as a committee member.
- d) Nominations for all vacant positions must be in writing signed by the proposer and nominee and must be in the hands of the Manager not less than twenty eight (28) days before the Annual General Meeting. The nominations shall be exhibited on the notice board and distributed with voting papers to financial full and life members eligible to vote under Rule (14), at least fourteen (14) days prior to the closure of the ballot which will be no more than two (2) days before said meeting.
- e) The annual election of officers shall be by ballot closing two (2) days before each Annual General Meeting and counted in the presence of the returning officer and two scrutineers elected by the members for that purpose. Members unable to attend the AGM may lodge a vote on the approved ballot paper with the manager prior to the meeting, having also recorded and signed an apology for the meeting in a sealed envelope that contains the ballot paper.
- f) The Club shall provide a ballot box, locked by the returning officer and placed in the club to receive completed ballot papers.
- g) Ballot papers shall show the names of candidates for each position in which an election is necessary and the order of such names shall be in accordance with a draw conducted for the purpose.
- h) If there shall be insufficient nominations to fill all vacancies, those nominated shall be declared elected and shall have power to fill the vacancies and any casual vacancies that may occur.

- i) If two or more candidates receive the same number of votes, the returning officer shall determine the result by lot or simple draw.
- j) The returning officer shall present the results to the Annual General Meeting and post the results on the notice board.
- k) Voting papers which show more candidates marked than the number permitted; which are defaced or mutilated; which do not reveal the identity/membership number of the voter on the outside of the envelope, or which, in the opinion of the returning officer do not constitute a proper vote shall be considered to be informal votes and shall be disregarded.

22) THE COMMITTEE AND TERMS

The Management Committee and Conditions

- (a) The Executive positions on the Management committee shall be President, Vice President, Treasurer and any other as determined by the full committee.
- (b) The Manager of The Club may attend all Committee meetings to give their report and then leave at the discretion of the Committee.
- (c) The quorum at all Committee meetings shall be one (1) member of the Executive Committee and five (5) other financial members present in person. If there should be no quorum after 30 minutes, the meeting shall stand adjourned until the same time seven (7) days later, when those present shall have the power to transact the business of the meeting.
- (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 Members.
- (e) A Committee Member who participates in a meeting:
 - (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 pass a resolution outside a Committee meeting if:
 - (i) Identical copies of a document are circulated to each Committee Member detailing:
 1. Motion
 2. Mover
 3. Seconder
 - (ii) The document shall be circulated:
 1. By email to address on Register of Members
 2. In person

- (iii) All Committee Members shall:
 - 1. Return circulated document through email or in person, indicating acceptance or rejection of the motion; or
 - 2. Reply to email, quoting the motion and indicating acceptance or rejection of the motion.
- (iv) Taken together, all signed copies of the document will constitute the same document.
- (v) The resolution shall be decided by a majority vote after all Committee Members have cast a vote.
- (g) Committee meetings shall be held monthly.
- (h) Special meetings may be called by the President, Secretary or on the request of three (3) members of the Committee.
- (i) Minutes of the Committee Meetings minutes shall be recorded and made available to members.
- (j) All Members, or other guests, may attend Committee Meetings if invited by the Committee but the person shall not have any right to comment without invitation, or vote on any matter, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.
- (k) No member of the Committee shall be held to have resigned his/her seat until his/her resignation, in writing, has been accepted by the Committee.
- (l) Committee Vacancies
 - (i) Any vacancy occurring in the Committee as per Section 26 may be filled at a meeting of the Committee when a member may be elected to fill such a vacancy until the next election provided the member elected at such Committee meeting shall hold office in the place of, and upon the same terms and conditions as their predecessor, had the latter continued in the office.
 - (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 Management Committee.
 - (iv) If vacancies in the Management Committee result in the number being less than the required for a quorum, the continuing Committee Members may act to only:
 - 1. increase the number of Members on the Committee to the number required for a quorum; or
 - 2. convene a General Meeting of The Club
- (m) The President shall preside at all meetings of the Committee of The Club and, in his or her absence the Vice President.
 - (i) Should neither be present, the meeting shall elect a Chairperson.
- (n) All resolutions of the Committee shall be decided by a majority vote of all those present.
- (o) The Chair has a casting vote in addition to their deliberative vote.
- (p) The President or in his or her absence, the acting President shall be authorised to speak on behalf of The Club.
- (q) 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 a subsidiary office was disqualified from being a Committee/sub-committee Member as per Section (24) as a result of bankruptcy or conviction of a relevant criminal offence.

23) POWERS OF THE COMMITTEE

The business of The Club shall be managed by the Committee, who may exercise all powers of the club except those required to be exercised by The Members at a General Meeting. Without prejudice to the powers conferred by the last preceding rule, the Committee shall be subject to the rules and regulations and have power to do the following things:

- a) To purchase or otherwise acquire any books, newsletters or periodicals and dispose of them as it may see fit.
- b) 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 the members.
- c) 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.
- d) 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 a paid position, such as Club Manager or Bar Manager shall be engaged under a contract, award or Registered and Licensed Clubs Award (2010).
- e) To delegate (subject to such conditions as it thinks fit) any of its delegable powers to sub Committees consisting of such members of the Committee and other members of The Club co-opted for the purpose as it may determine and to make such regulations as to the proceedings of such sub Committees as maybe thought desirables.
- f) To set and monitor all green fees, bar prices and any other costs and charges as they determine to be fair and appropriate for the successful running of the Club.
- g) To regulate and control their own meeting and the transaction of business thereat.
- h) To pay any servant of the Club any gratuity for faithful and diligent service as deemed fit.
- i) In accordance with the rules to suspend, or expel any member.
- j) To enter into or accept any lease or tenancy of the premises where of The Club shall conducts its affairs or of any future, 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.

- k) To take and defend all legal proceedings by or on behalf of the club and to appoint all necessary Attorneys for any such purpose.
- l) To borrow, raise loans or secure the payment of money, and to sell and dispose of the assets of the Club.
- m) Borrowings totalling in excess of \$100,000 must have prior approval by vote at an Annual or Special General Meeting.
- n) To appoint an assistant treasurer or any other assistance officer to assist in the affairs of the Club.
- o) 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 be required to be done by the Club at General Meetings.
- p) 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.
- q) A committee member is entitled to be paid out of the funds of the Club for any out-of-pocket expenses for travel and accommodation properly incurred:
 - i. in attending a committee meeting or
 - ii. in attending a general meeting; or
 - iii. otherwise in connection with the Club's business.

24. 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
 - (ii) 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.
 - (iii) 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.
 - (iv) 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.
- (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:

- (v) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
 - (vi) disclose the nature and extent of the interest at the next General Meeting of The Club; and
 - (vii) not be present while the matter is being considered at the Committee Meeting or vote on the matter.
- (d) Section (24) does not apply in respect of a material personal interest that:
- (viii) exists only because the Committee Member belongs to a class of persons for whose benefit The Club is established; or
 - (ix) the Committee Member has in common with all, or a substantial proportion of, the members of The Club.
- (e) The Secretary/Manager must record every disclosure made by a Committee Member under Section (24) in the minutes of the Committee Meeting at which the disclosure is made.
- (f) No Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of The Club unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.
- (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.
As soon as is practicable after a person has ceased to be a member of the management committee of The Club, all relevant documents, records and security items (including passwords and keys) must be delivered to a member of the management committee of The Club.

25) GENERAL PROVISIONS

- (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.
- (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 clubhouse and other club facilities is to be provided and maintained from the joint funds of The Club and no person shall be entitled under these rules to derive any benefit or advantage from The Club which is not shared equally by every member thereof.
- (f) Section 25(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.
 - (vi) The payment of an honorarium to Committee Members as determined by members by special resolution at an Annual or Special General meeting.

26) VACANCY ON 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 Section 24(g) or 24(h) 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 under Section (26);
 - (vi) is absent from more than:
 - 1. three consecutive Committee Meetings without a good reason; or
 - 2. three Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Committee Meetings,
 - (vii) Is removed from office under by resolution at a General Meeting of The Club if a majority of the Members present and with voting rights at the meeting vote in favour of the removal.
 - 1. The Committee Member who faces removal from the Committee must be given a full and fair opportunity at the General Meeting called to decide the proposed resolution, to state his or her case as to why the Member should not be removed from his or her position on the 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.
3. The interim Committee must, within two months, convene a General Meeting of The Club for the purpose of electing a new Committee.

27) SUB COMMITTEES

The Management Committees may delegate any of its delegable powers to Sub-Committees consisting of such Full Members as it thinks fit, provided that no act or decision of any Sub-Committee shall be binding on the Committee or Club until ratified by the Committee. All Sub-Committees must report to and be responsible to the Committee. The President and Deputy President shall be ex-officio members of all sub committees and may attend all meetings. They shall have no vote at such meetings.

28) DUTIES OF EXECUTIVE COMMITTEE

a) PRESIDENT

- (i) must consult with the Secretary/Manager regarding the business to be conducted at each Committee Meeting and each General Meeting
- (ii) may convene special meetings of the Committee under Section 22
- (iii) may preside over Committee Meetings under Section 22
- (iv) may preside over General Meetings under Sections 30, 31; and
- (v) must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct

b) DEPUTY PRESIDENT

The Deputy President shall act in place of the President in the President's absence and shall represent affiliated groups within the Club. He/she shall supervise the Sub Committees.

c) TREASURER/FINANCE MANAGER

The Treasurer must:

1. ensure all moneys payable to The Club are collected, and that receipts are issued for those moneys in the name of The Club;
2. ensure the payment of all moneys into the account or accounts of The Club as the Committee may from time to time direct;
3. 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 of The Club signed by either:
 - a. 2 committee members; or
 - b. one committee member and a person authorised by the committee
4. ensure that The Club complies with the account keeping requirements in Part 5 of the Act;
5. ensure the safe custody of the Financial Records of The Club and

- any other relevant records of The Club;
- 6. 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;
- 7. assist the reviewer or auditor (if any) in performing their functions; and
- 8. perform any other duties as are imposed by these Rules or The Club on the Treasurer.

29) CLUB MANAGER/SECRETARY

The Secretary/Manager must:

1. co-ordinate the correspondence of The Club;
2. consult with the Chairperson 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;
3. keep and maintain in an up to date condition the rules of The Club and any by-laws of The Club;
4. maintain the register of the Members including the email, street, postal address or information by means of which contact can be made of each member;
5. update the register within 28 days of new members, members resigning, members suspended/expelled and in the latter case, include date in which member ceases and reasons for cessation of membership.
6. maintain the record of office holders of The Club.

Committee members may nominate a business address, post office box address or email address to be used in the record in place of their personal address;

7. ensure the safe custody of the Books, with the exception of the Accounting Records, of The Club;
8. keep full and correct minutes of Committee Meetings for approval at the next Management Committee meeting, which will then be stored and distributed to all Committee members
9. keep full and correct minutes of General Meetings, which will be distributed to all members within thirty (30) days of the General Meeting via email and will be tabled for adoption at the next General Meeting; and
10. perform any other duties as are imposed by these Rules or The Club.

30) ANNUAL GENERAL MEETINGS

- 1) The Annual General Meeting of members shall be held every calendar year, within six (6) months after the end of the financial year. Notice of the meeting and agenda items including special notices of motion must be posted on the club notice board for four (4) weeks before the date of the meeting and sent to every member via electronic mail or post.
- 2) The notice sent to members must:
 - a) specify the date, time and place of the meeting; and

- b) indicate the general nature of each item of business to be considered at the meeting; and
 - c) The names of the members who have nominated for election to the committee under rule 21(d); and
 - d) if a special resolution is proposed:
 - I. set out the wording of the proposed resolution as required by the Act; and
 - II. state that the resolution is intended to be proposed as a special resolution
- 3) 10% of financial Full and Life members present in person shall form a quorum. In the case of insufficient members to form a quorum being present after 30 minutes following the advertised start time for an Annual General Meeting, said meeting will be automatically adjourned to re-convene at the same time seven (7) days later and shall proceed with or without a quorum.
- 4) The order of business at the Annual Meeting shall be as follows:
- a) Reading notice of meeting
 - b) Reading minutes of the last Annual Meeting and any other General Meeting not yet confirmed and confirming or amending same.
 - c) Reading Presidents report, discussion and adoption or otherwise.
 - d) Reading Statement of accounts and Balance Sheet to be received or otherwise.
 - e) Declaration of ballot and election of new Management Committee.
 - f) Election of Club Patrons – see definitions
 - g) Special Business of which Notices of Motion has been given.
 - h) Other Business

31) SPECIAL GENERAL MEETINGS

- a) The Management Committee may, at any time call a Special General Meeting. A Special General Meeting shall also be called by the committee on a requisition signed by no less than 6% members stating in detail the purpose of the meeting. Notice of the meeting, a copy of the requisition and notice of motion shall be posted in the building for at least fourteen (14) days before the date of the said meeting and distributed to all members electronically.
- b) Only business of which notice shall have been given as above, or in accordance with these rules, shall be transacted at a Special General Meeting.
- c) 10% of financial Full and Life members present in person shall form a quorum.
- d) Except in the case of Special General Meeting called by members where the meeting will lapse, if insufficient members to form a quorum being present after thirty (30) minutes following the advertised start time for a Special General Meeting, said meeting will be automatically adjourned to re-convene at the same time seven days later and shall proceed with or without a quorum.

32) PROCEDURES AT GENERAL MEETING

- a) The President shall preside over an AGM or in his/her absence, the Deputy President, or in the case of absence the members present shall elect a chairperson from those present.

- b) The Chairperson shall have a casting vote only and shall decide all questions of order unless otherwise provided by these rules.
- c) All Notices of Motion for consideration at the Annual Meeting must be handed to the Secretary/Manager in writing no less than four (4) weeks prior to the date set for said meeting.

33) GENERAL PROVISIONS FOR GENERAL MEETINGS

- (a) 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 General 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.
- (b) A Member who participates in a meeting as set out in Section 15:
 - (i) is deemed to be present at the General Meeting; and
 - (ii) continues to be present at the 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.
- (c) The Chair of the meeting shall be the Club President or if not available a person nominated and elected by the members present.
- (d) Only members with voting rights, as per the constitution will be permitted to vote on matters at the Annual Meeting.
- (e) At any general meeting unless a poll is requested by at least three (3) members with voting rights, a declaration by the Chair that a resolution has been carried or lost, and an entry to that effect in the minutes of The Club shall be sufficient evidence of the decision.

34) SUPPLY OF LIQUOR – LIQUOR ACT TO BE OBSERVED

- (a) The Club will maintain a club license under the current Liquor Act and its amendments.
- (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 the premises, as per the requirements of the Liquor Act.
 - (i) Visitors shall not be entitled to be present at any meeting of the members of The Club, nor have any right, title or interest in or to any of the property of The Club.
 - (ii) Visitors will be subject to withdrawal by any club official, including bar persons, acting on the best interests of The Club.
 - (iii) an up-to-date register of visitors must be continually 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's premises, unless the member purchasing it removes such liquor from the premises of The Club.

- (g) The Club may seek an Extending Trading Permit – Associations to add local Associations as users of The Club facility to hold their functions.

35) DISCIPLINARY ACTION

The President, Committee or approved manager in receiving a complaint from the Approved Manager or Approved Bar Staff, of a member's behaviour which is considered a serious breach of the liquor act or unacceptable member behaviour or where police involvement is required, may suspend a member for a period of time until disciplinary action under rule 35.1(c) & 35.1(d) can be taken.

The Management Committee is required to exempt any member of that Committee from hearing a charge in which he/she has an interest.

35.1 SUSPENSION OR EXPULSION OF MEMBERS

- a) The committee may decide to suspend a member's membership or to expel a member from the Club if:
- I. the member contravenes any of these rules; or
 - II. the member acts detrimentally to the interests of the Club.
- b) The Club Manager/Secretary must give the member written notice of the proposed suspension or expulsion at least fourteen (14) days before the committee meeting at which the proposal is to be considered by the committee.
- c) The notice given to the member must state:
- I. when and where the committee meeting is to be held; and
 - II. the grounds on which the proposed suspension or expulsion is based; and
 - III. that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
- d) At the committee meeting, the committee must:
- I. give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
 - II. give due consideration to any submissions so made; and
 - III. decide:
 - whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - whether or not to expel the member from the Club.
- e) A decision of the committee to suspend the member's membership or to expel the member from the Club takes immediate effect.

- f) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within seven (7) days after the committee meeting at which the decision is made.
- g) A member whose membership is suspended or who is expelled from the Club may, within fourteen (14) days after receiving notice of the Committee's decision give written notice to the secretary requesting the appointment of a mediator under rule 35.
- h) If notice is given, the member who gives the notice and the committee are the parties to the mediation.

35.2 CONSEQUENCE OF SUSPENSION

- 1) During the period a member's membership is suspended, the member:
 - a) loses any rights (including voting rights) arising as a result of membership; and
 - b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Club.
- 2) When a member's membership is suspended, the secretary must record in the register of members:
 - a) that the member's membership is suspended; and
 - b) the date on which the suspension takes effect; and
 - c) the period of the suspension.
- 3) When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

36) DISPUTE RESOLUTION

(a) Disputes Arising under the Rules

- (i) Section 35 (a) 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 of The Club. This does not include disciplinary matters undertaken with club members, which are covered only under Section 35.1 of The Club constitution.
- (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/Manager of the parties to, and details of, the dispute.
- (iv) The Secretary/Manager must convene a Committee Meeting within twenty-eight (28) days after the Secretary/Manager receives notice of the dispute under Section 35.1(a) 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/Manager 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 referred to in Section 35(a).
- (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) Section 35 applies:
 - 1. where a person is dissatisfied with a decision made by the Committee under Section 35 or Section 36(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) Where the dispute relates to a proposal for the suspension or expulsion of a Member this rule does not apply until the procedure under Section 35 in respect of the proposed suspension or expulsion has been completed.

If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Section 35, or a party to the dispute is dissatisfied with a decision made by the Committee under Section 35 a party to a dispute may:

- 3. Provide written notice to the Secretary/Manager of the parties to, and the details of, the dispute;
 - 4. 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:
 - 5. a person chosen by agreement between the parties; or
 - 6. 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:
 - 7. give the parties to the mediation process every opportunity to be heard;

8. allow all parties to consider any written statement submitted by any party;
and
 9. 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

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 to determine the dispute in accordance with the Act or otherwise at law.