

# Cambridge Bowling and Recreation Club Incorporated

## Constitution and Rules

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## PART 1 – PRELIMINARY

### (1) Name

The name of the Club shall be The Cambridge Bowling and Recreation Club Incorporated.

### (2) Terms Used

In these rules, unless the contrary intention appears:

**Act** means the *Associations Incorporation Act 2015*;

**Associate member** means a member with the rights referred to in **rules 10 (7) (8) (9)**;

**Association** means the Cambridge Bowling & Recreation Club Incorporated.

**Books**, of the Club, includes the following: -

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information.

**Bowls W.A.** means the *Royal Western Australian Bowling Association Inc*;

**By laws** means by-laws made by the Club under rule 75;

**Chairperson** means the committee member holding office as the chairperson of the Club;

**Club** means the Cambridge Bowling & Recreation Club Incorporated;

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

**Committee** means the Executive committee of the Club unless specified otherwise;

**Committee meeting** means a meeting of the Executive committee;

**Committee member** means a member of the Executive committee;

**Disputes and Conduct committee** means the committee as described in part 4 (17) of the rules.

**Financial records** include: -

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

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

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

**Financial year**, of the Club has the meaning given in rule 3;

**Football Fives** means the company that operate a soccer competition on Club property under a sub-lease in the name of Fox Football Fives Pty. Ltd.

**General meeting**, of the Club, means a meeting of the Club that all ordinary members are entitled to receive notice of and to attend;

**Member** means a person who is an ordinary member with the rights referred to in 10(5);

**Ordinary committee member** means a committee member who is not an Office Holder of the Club under rule 32(3);

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

**Rules** means these rules of the Club as in force for the time being;

**Secretary** means the committee member holding office as the Secretary of the Club;

**Special general meeting** means a general meeting of the Club other than the annual general meeting;

**Special resolution** means a resolution passed by the members at a general meeting accordance with section 51 of the Act;

**Subcommittee** means a subcommittee appointed by the committee under rule 59(1)(a);

**Tier 1 association** means an incorporated association to which section 64(1) of the Act applies;

**Tier 2 association** means an incorporated association to which section 64(2) of the Act applies;

**Tier 3 association** means an incorporated association to which section 64(3) of the Act applies;

**Treasurer** means the committee member holding office as the treasurer of the Club.

### (3) Financial Year

The financial year of the Club shall commence in the 1<sup>st</sup> day of May each year and end on the 30<sup>th</sup> day of April each year.

Each subsequent financial year of the Club is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.

### (4) Objects

The objects of the Club shall be,

- (a) To foster the game of lawn bowls, and promote social and recreational fellowship amongst members;
- (b) To affiliate with the Royal Western Australian Bowling Association (Inc) (RWABA) trading as Bowls W.A. The members shall recognise and accept the RWABA Constitution, Rules and By-laws and shall make all decisions consistent therewith. All games of lawn bowls shall be played according to the Constitution, By-laws and laws of the game currently recognised by the RWABA.

## **PART 2 — CLUB TO BE NOT FOR PROFIT BODY**

### **(5) Not-for-Profit Body**

- (1) 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, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Club only if it is authorised under sub rule (3).
- (3) A payment to a member out of the funds of the Club is authorised if it is: -
  - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
  - (b) the payment of interest, on money borrowed by the Club from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia plus 3%; or
  - (c) the payment of reasonable rent to the member for premises leased by the member to the Club; or
  - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

## **PART 3 — MEMBERS**

### **Division 1 — Membership**

#### **(6) Eligibility for membership**

- (1) Any person who supports the objects or purposes of the Club is eligible to apply to become a member.
- (2) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

#### **(7) Applying for membership**

- (1) A person who wants to become a member must apply in writing to the Club.
- (2) The application must include a member's nomination of the applicant for membership.
- (3) The application must be signed by the applicant and the member nominating the applicant.
- (4) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

## (8) Dealing with membership applications

- (1) The committee must consider each application for membership of the Club and decide whether to accept or reject the application.
- (2) When the application form and all subscriptions have been received, the person shall be a provisional member of the club and exercise all privileges of a member excluding voting rights until such time as the person's membership is accepted or rejected by the Management Committee.
- (3) Subject to sub rule (4), the Committee must consider applications in the order in which they are received by the Club.
- (4) The committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (5) The Committee must not accept an application unless the applicant: - (a) is eligible under rule 6; and (b) has applied under rule 7.
- (6) The Committee may reject an application even if the applicant: - (a) is eligible under rule 6; and (b) has applied under rule 7.
- (7) The Committee must notify the applicant of the Committee's decision to accept or reject the application as soon as practicable after making the decision.
- (8) If the Committee rejects the application, the Committee is not required to give the applicant its reasons for doing so.
- (9) On election of each candidate, the Secretary shall notify the same of them, and shall on payment of their subscription, as determined by the Committee, be enrolled as a Member of the Club, and become entitled to the privileges and be bound by its rules and by the 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.

## (9) Becoming a member

An applicant for membership of the Club becomes a member when: -

- (a) the committee accepts the application; and
- (b) the applicant pays any membership fees payable to the Club under rule 15.

## (10) Classes of membership

- (1) The Club consists of Ordinary members and any Associate members provided for under sub rule (2).
- (2) The Clubs classes of membership are:- x Club Patron x Ordinary Member x  
Honorary Life Member x Honorary Member  
x Associate Member  
- Social bowling  
- Financial member of football fives

- Social
- Junior / Student
- Dual
- Temporary

and can have any other class of membership approved by resolution at a general meeting.

- (3) An individual who has not reached the age of 18 is only eligible to be to be a junior/student member.
- (4) A person can only be an Ordinary member or belong to one class of Associate membership.
- (5) An Ordinary member shall be over the age of eighteen (18), have full voting rights and be entitled to exercise all the privileges of the Club and any other rights conferred on members by these rules or approved by resolution at any general meeting or determined by the committee.
- (6) Club Patron, Honorary Life membership and Honorary membership may be granted to such persons as the Committee shall determine from time to time and have the same rights and entitlements as an Ordinary member and no fees shall be payable to the Club with the exception of fees and levies including any additional fees and levies imposed by Bowls W.A.
- (7) An Associate member – social bowling, shall be over the age of eighteen, have the rights referred to in sub rule (5) but shall not be eligible
  - (i) to stand for any office in the Club, propose or second any application for membership or vote in any ballot or at any general meeting of the Club.
  - (ii) to play in pennants Club championships, or open events at this or any other Club unless entitled to under the rules of that Club.
- (8) An Associate member – football fives, shall be a financial member of football fives and have the same privileges and restrictions that apply to an Associate member- social as in sub rule (9).
- (9) An Associate member - social shall be over the age of eighteen (18) be entitled to the privileges of the Club but shall not be eligible,
  - (i) to stand for any office of the Club, propose or second any application for membership or vote in any ballot or at any general meeting of the Club.
  - (ii) to use the greens except with the specific invitation and/or approval of the committee.
  - (iii) to play in pennants, Club championships, or open events at this or any other club unless entitled to under the rules of that Club.
- (10) An Associate member - junior/student, who is under the age of eighteen (18) or if a student over the age of eighteen (18) engaged in full time studies at a recognised tertiary institution, shall be entitled to access all Club facilities but shall not be eligible,
  - (i) to stand for any office of the Club, propose or second any application for membership or vote in any ballot or at any general meeting of the Club

- (ii) to invite guests into the Club except with the specific invitation or approval of an Office Holder of the Club
- (11) A Dual member - shall be an ordinary or full capitated member of another club affiliated with Bowls W.A. or with a similar Association in any other Australian state or territory. They shall be entitled to all privileges of the Club but shall not be eligible.
- (i) to stand for any office of the Club, propose or second any application for membership or vote in any ballot or at any general meeting of the Club.
  - (ii) to play in any pennant matches for the Club unless the member's home club does not enter a side in a defined Bowls W.A. pennant competition and has Bowls W.A. permission to play.
  - (iii) to represent the club or play in Club championship events.
- (12) Temporary Member – a person who is on any day visiting the Club as a member or an official of another club,
- (i) that is to engage in a pre-arranged event with the Club conducted for the purposes of one of the Clubs principle objects or,
  - (ii) that is to hold a pre-arranged function at the Club involving the use of the Clubs sporting facilities or,
  - (iii) a person invited by a member to play bowls on a particular occasion may be taken to be a person who is accorded temporary membership of the Club on that day in accordance with rules approved by the Liquor Act.

#### (11) When membership ceases

- (1) A person ceases to be a member when any of the following takes place: - (a)
- When the member dies.
  - (b) the person resigns from the Club under rule 12;
  - (c) the person is expelled from the Club under rule 19;
  - (d) the person ceases to be a member under rule 15(4).
  - (e) The person who is an Associate member – football fives, ceases to be a financial member of football fives.
- (2) The Secretary must keep a record, for at least one year after a person ceases to be a member, of: -
- (a) the date on which the person ceased to be a member; and
  - (b) the reason why the person ceased to be a member.

#### (12) Resignation

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



- (3) 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.
- (4) The owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

### (13) Guests

Ordinary, Honorary Life members, Honorary members, Social bowling, Social and Dual members may introduce guests to the Club at any time provided that,

- (a) other than as provided for under (e) below, the number of guests shall not exceed five (5) in any number at any one time,
- (b) a guest shall not be supplied with liquor in the club premises except on the invitation and in the company of the member,
- (c) a guest shall be supplied with liquor to be consumed only on the Club premises,
- (d) a member introducing a guest shall be responsible for the proper conduct of the guest(s) whilst on Club premises,
- (e) at the expense of the member and with approval of the Committee, a member may supply liquor to guests, without limitation as to number, at a private function held by or on behalf of that member at the Club premises,
- (f) any member who has been refused membership of the Club or who is under suspension or expulsion from the Club or any affiliated bowling club shall not be admitted as a guest of any member of the Club. However, a person refused membership of the Club, but who is a member of another club competing in a competition at the Cambridge Bowling and Recreation Club shall be accorded the same privileges as other visiting competitors for the duration of that competition.

### (14) Rights not transferable

The rights of a member are not transferable and end when membership ceases.

## Division 2 — Membership fees

### (15) Membership fees

- (1) The committee must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Club.
- (2) The fees determined under sub rule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to the Treasurer, or another person authorised by the committee to accept payments, by the date (the **due date**) determined by the committee.
- (4) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- (5) If a person who has ceased to be a member under sub rule (4) offers to pay the annual membership fee after the period referred to in that sub rule has expired: -
  - (a) the Committee may, at its discretion, accept that payment; and

- (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.
- (6) The Secretary at his discretion may apportion the membership fee for new members joining during the financial year.
- (7) Any levy imposed at any general or special meeting of members shall be additional to the annual membership fee.

### Division 3 — Register of members

#### (16) Register of members

- (1) The Secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Club under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Club.
- (2) In addition to the matters referred to in section 53(2) of the Act, 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.
- (3) The Club shall keep an up to date register of members in respect of each class of membership. This register must be continually available for inspection at the club premises.
- (4) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
- (5) If: -
  - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
  - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Club.

## PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

### Division 1 — Term Used

#### (17) Terms Used

In this Part: - **member**, in relation to a member who is expelled from the Club, includes former member. **Committee** means the Disputes and Conduct Committee

**the Disputes and Conduct Committee** means the committee which will consist of the President, Secretary and one (1) other who will be a member of the Executive committee and be appointed by the President from time to time.

## Division 2 — Misconduct

### (18) Power to investigate

The committee shall exercise full power to investigate, review, suspend, reprimand, expel or impose penalties on any member of the Club who shall, in the sole and absolute judgement of the Committee, have been guilty, either in or out of the Club premises, of any act, practice, conduct, matter or thing, calculated to bring discredit on, or in any manner prejudice the reputation of the Club, or in any manner impair or affect the enjoyment of the Club facilities and premises by members thereof or to cause any ill feeling or friction between or among members.

## Division 3 — Disciplinary action

### (19) Suspension or expulsion

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

- (8) If notice is given under sub rule (7), the member who gives the notice and the Committee are the parties to the mediation.

(20) **Consequences of suspension**

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

**Division 4 — Resolving disputes**

(21) **Terms used**

In this Division: -

***grievance procedure*** means the procedures set out in this Division;

***party to a dispute*** includes a person – (a) who is a party to the dispute; and

(b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

**Committee** means the Disputes and Conduct committee.

(22) **Application of Division**

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

- (a) between members; or
- (b) between one or more members and the Club.

(23) **Parties to attempt to resolve dispute**

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

(24) **How grievance procedure is started**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 23, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of: -
- (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.

- (2) Within 28 days after the Secretary is given the notice, a Committee meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state: - (a) when and where the Committee meeting is to be held; and
  - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- (5) If: -
  - (a) the dispute is between one or more members and the Club; and
  - (b) any party to the dispute gives written notice to the Secretary stating that the party:
    - 
    - (i) does not agree to the dispute being determined by the committee; and
    - (ii) requests the appointment of a mediator under rule 28,
 the committee must not determine the dispute.

**(25) Determination of dispute by committee**

- (1) At the committee meeting at which a dispute is to be considered and determined, the committee must: -
  - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
  - (b) give due consideration to any submissions so made; and (c) determine the dispute.
- (2) The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the Committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Committee's determination under sub rule (1)(c), give written notice to the Secretary requesting the appointment of a mediator under rule 28.
- (4) If notice is given under sub rule (3), each party to the dispute is a party to the mediation.

## Division 5 — Mediation

### (26) Term Used

**Committee** means the Disputes and Conduct committee.

### (27) Application of Division

- (1) This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator: -
  - (a) by a member under rule 19(7); or
  - (b) by a party to a dispute under rule 24(5)(b)(ii) or 25(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 28.

### (28) Appointment of mediator

- (1) The mediator must be a person chosen: -
  - (a) if the appointment of a mediator was requested by a member under rule 19(7) — by agreement between the member and the Committee; or
  - (b) if the appointment of a mediator was requested by a party to a dispute under rule 24(5)(b)(ii) or 25(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of sub rule (1) (a) or (b), then, subject to sub rules (3) and (4), the committee must appoint the mediator.
- (3) The person appointed as mediator by the Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by: -
  - (a) a member under rule 19(7); or
  - (b) a party to a dispute under rule 24 (5)(b)(ii); or
  - (c) a party to a dispute under rule 25(3) and the dispute is between one or more members and the Club.
- (4) The person appointed as mediator by the committee may be a member or former member of the Club but must not: -
  - (a) have a personal interest in the matter that is the subject of the mediation; or (b) be biased in favour of or against any party to the mediation.

### (29) Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must: -
  - (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and

- (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

**(30) If mediation results in decision to suspend or expel being revoked**

If: -

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Club gives notice under rule 19(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a Committee meeting or general meeting during the period of suspension or expulsion.

## **PART 5 — COMMITTEE**

### **Division 1 — Powers of Committee**

**(31) Committee**

- (1) The committee members are the persons who, as the Executive committee of the Club, have the power to manage the affairs of the Club and such powers include: -
  - (a) Elect members within the terms of these rules
  - (b) Frame By- laws for the management of the Club, consistent with these rules and to alter, amend or rescind such By-laws as occasion may require, and such Bylaws shall be equally as binding as, but shall not be opposed to, the rules.
 

Such By-laws shall be binding on all members until repealed or amended by the committee, or by any general meeting of members and may impose penalties for any breach of these rules. The Secretary shall post a certified copy of all By-laws on the Club notice board.
  - (c) Fill any vacancy on the Committee or any other committee of the Club
  - (d) Refuse to admit any person to membership of the Club without assigning any reason for doing so,
  - (e) Limit the number of members of the various categories of membership,
  - (f) Delegate any portion of their powers to any special sub-committee not otherwise provided in these rules,
  - (g) Engage and dismiss employees of the Club,

- (h) Establish and control all matters of conduct, policy, finance, promotion, publicity and planning relative to sporting and cultural activities within the Club and adjudicate on all matters impinging on the objects of the Club,
  - (i) Hear and determine charges of misconduct lodged against any member under these rules and to impose penalties accordingly.
- (2) Subject to the Act, these rules, the By-laws (if any) and any resolution passed at any general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Club.
  - (3) In the event that an urgent decision is required regarding the management of the Club and the emergency deems it impractical to call a meeting of the Committee, the powers contained in clause 31 (1) and (2) shall be vested in the Office Holders of the Club who shall be competent to exercise all powers vested in the Committee. Any decisions made under this clause must be ratified by the next meeting of the Committee.
  - (4) The Committee must take all reasonable steps to ensure that the Club complies with the Act, these rules and the by-laws (if any).

## **Division 2 — Composition of Committee and duties of members**

### **(32) Committee members**

- (1) The Committee members will be elected annually at the annual general meeting and consist of: -
  - (a) the Office holders of the Club; and
  - (b) Chairperson, men's bowls committee, and
  - (c) Chairperson, ladies' bowls committee and
  - (d) Chairperson, men's selection committee
  - (e) Chairperson. ladies selection committee
  - (f) Chairperson of each standing committee
- (2) The Committee must determine the maximum number of members who may be ordinary committee members.
- (3) The following are the Office Holders of the Club: -
  - (a) the President
  - (b) the Vice President
  - (c) the Secretary;
  - (d) the Treasurer.
- (4) A person may be a committee member if the person is: - (a) an individual who has reached 18 years of age; and (b) an ordinary financial member.
- (5) A person must not hold 2 or more of the offices mentioned in sub rule (3) at the same time.
- (6) All Office Holders of the Club and Chairpersons of committees and Standing committees shall be elected annually, except the Chairpersons described in sub rules (7) and (8), at the annual general meeting by all members entitled to attend and vote at the meeting.



- (7) The Chairperson of men's bowls and Chairperson of men's selection committees shall be elected annually at the annual general meeting by all male members entitled to attend and vote at the meeting.
- (8) The Chairperson of ladies' bowls and Chairperson of ladies' selection committees shall be elected annually at the annual general meeting by all female members entitled to attend and vote at the meeting.
- (9) Standing committees, such as Bar, House & Grounds, Social, Membership and any other as may be required from time to time to carry out the functions of the Club shall be selected annually by the Chair of each of each of the standing committees. The Executive committee must be advised in writing of those members selected for each standing committee.
- (10) An employee of the Club may not act on any committee nor propose or second any nomination for election to any committee.

### (33) Chairperson/President

- (1) It is the duty of the President to consult with the Secretary regarding the business to be conducted at each Committee meeting and general meeting.
- (2) The President has the powers and duties relating to convening and presiding at Committee meetings and presiding at general meetings provided for in these rules.

### (34) Secretary

The Secretary has the following duties: -

- (1) dealing with the Clubs correspondence;
- (2) consulting with the Chairperson regarding the business to be conducted at each committee meeting and general meeting;
- (3) preparing the notices required for meetings and for the business to be conducted at meetings;
- (4) unless another member is authorised by the Committee to do so, maintaining on behalf of the Club the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (5) maintaining on behalf of the Club an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (6) unless another member is authorised by the Committee to do so, maintaining on behalf of the Club a record of Committee members and other persons authorised to act on behalf of the Club, as required under section 58(2) of the Act;
- (7) ensuring the safe custody of the books of the Club, other than the financial records, financial statements and financial reports, as applicable to the Club;
- (8) maintaining full and accurate minutes of Committee meetings and general meetings;
- (9) carrying out any other duty given to the Secretary under these rules or by the committee.

### (35) Treasurer

The Treasurer has the following duties: -

- (1) Ensuring that any amounts payable to the Club are collected and issuing receipts, if required, for those amounts in the Club name;

- (2) ensuring that any amounts paid to the Club are credited to the appropriate account of the Club, as directed by the committee;
- (3) ensuring that any payments to be made by the Club that have been authorised by the committee or at a general meeting are made on time;
- (4) ensuring that the Club complies with the relevant requirements of Part 5 of the Act;
- (5) ensuring the safe custody of the Club's financial records, financial statements and financial reports, as applicable to the Club;
- (6) if the Club is a tier 1 association, coordinating the preparation of the Club's financial statements before their submission to the Clubs annual general meeting;
- (7) if the Club is a tier 2 association or a tier 3 association, coordinating the preparation of the Club's financial report before its submission to the Club's annual general meeting;
- (8) providing any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial report under Part 5 Division 5 of the Act;
- (9) carrying out any other duty given to the Treasurer under these rules or by the committee.

### (36) Bowls Committees

- (1) The men's bowls committee shall comprise the Chairperson men's bowls and any financial Ordinary or Honorary life male members as may be required from time to time to carry out the functions of the men's bowls committee, one of whom will be the male delegate to Bowls W.A.

The Chairperson shall appoint the bowls committee within 14 days of the annual general meeting and notify the Executive Committee in writing of the names of the bowls committee prior to the first meeting of the Executive Committee following the annual general meeting.

- (2) The ladies' bowls committee shall comprise the Chairperson ladies' bowls and any financial Ordinary or Honorary life female members as may be required from time to time to carry out the functions of the bowls committee, one of whom shall be the female delegate to Bowls W.A.

The Chairperson shall appoint the bowls committee within 14 days of the annual general meeting and notify the Executive committee in writing of the names of the bowls committee prior to the first meeting of the Executive Committee following the annual general meeting.

- (3) The bowls committees have the following duties: -
  - (a) Responsible for the organisation and control of all bowls events including Club championships.
  - (b) The recruitment of umpires and match officials
  - (c) Promote fellowship among the members and welcome and introduce new members.
  - (d) Encourage participation of all members old and new in all events held by the Club.
  - (e) Promotion of the correct etiquette and sportsmanship amongst the Clubs players and any other matters deemed appropriate by the Executive Committee from time to time.

### (37) Club Captains

- (1) The duties and responsibilities of the Club Captains include, but are not limited to representing the Club as its senior playing members, to participate in the promotion of the Club, and its playing members and in the sport of bowls in general. They should also ensure, as much as possible, that all members represent the Club at the highest level of fair play and sportsmanship.
- (2) The Executive Committee shall have the power to appoint Club Captain men and Club Captain ladies.
- (3) The Club Captain men shall be a member of the Premier division or if there is no Premier division the highest side fielded by the club in the Bowls W.A. men's pennants Saturday competition.
- (4) The Club Captain ladies will be a member of the highest side fielded by the Club in the Bowls W.A. ladies' pennants Thursday competition.
- (5) The Club Captains will be appointed annually prior to the commencement of the first pennant game.
- (6) The club captains will not be a member of the Executive Committee.

### (38) Selection Committees

- (1) The men's selection committee shall comprise the Chairperson of men's selectors and two male financial Ordinary or Honorary life members who shall be elected annually by all male members entitled to vote at the annual general meeting.
- (2) The ladies' selection committee shall comprise the Chairperson of ladies' selectors and two female financial Ordinary or Honorary life members who shall be elected annually by all female members entitled to vote at the annual general meeting.
- (3) Should the Executive Committee appoint Club Captains, they may direct that they be nominated to assist the selection committee in the selection of the Premier or highest pennant teams to represent the club in all pennant and representative events.

### (39) Standing Committees

May be required from time to time to assist in managing the affairs of the Club. The Office Holders shall decide prior to the annual general meeting as to which standing committees are required and the Chair of each committee to be elected at the annual general meeting.

### (40) Ad- Hoc Committees

May be appointed by the Office Holders as and when required for specific duties. The authority and responsibility of the committee ceases at the next annual general meeting or prior to that meeting if the Office Holders decide.

### (41) Finance Committee

The finance committee shall comprise the Office Holders of the Club and shall meet as and when the President deems it necessary and may review and investigate all financial matters relating to the operations of the club.

## **Division 3 — Election of committee members and tenure of office**

### (42) How members become Committee members

A member becomes a Committee member if the member: -

- (a) is elected to the Committee at a general meeting; or
- (b) is appointed to the Committee by the Committee to fill a casual vacancy under rule 49.

#### (43) Nominations of committee members

- (1) At least 42 days before an annual general meeting, the secretary must send written notice to all the members entitled to vote,
  - (a) calling for nominations for election to the Committee; and
  - (b) stating the date by which nominations must be received by the Secretary to comply with sub rule (2).
- (2) A member who wishes to be considered for election to the Committee at the annual general meeting must nominate for election by sending written notice of the nomination to the Secretary at least 28 days before the annual general meeting.
- (3) The written notice must include a statement by another member in support of the nomination.
- (4) A member may nominate for one specified position of Office Holder of the Club or to be an ordinary Committee member.
- (5) A member whose nomination does not comply with this rule is not eligible for election to the Committee unless the member is nominated under rule 44(2) or 45(2)(b).

#### (44) Election of office holders

- (1) At the annual general meeting, a separate election must be held for each position of Office Holder of the Club
- (2) If there is no nomination for a position, the Chairperson of the meeting may call for nominations from the Ordinary members at the meeting
- (3) If only one member has nominated for a position, the Chairperson of the meeting must declare the member elected to the position
- (4) If more than one member has nominated for a position, the Ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
- (5) Each Ordinary member present at the meeting may vote for one member who has nominated for the position.
- (6) A member who has nominated for the position may vote for himself or herself.
- (7) On the member's election, the new Chairperson of the Club may take over as the Chairperson of the meeting.

#### (45) Election of ordinary committee members

- (1) At the annual general meeting, the Club must decide by resolution the number of ordinary committee members (if any) to hold office for the next year.
- (2) If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the Chairperson of the meeting: - (a) must declare each of those members to be elected to the position; and

(b) may call for further nominations from the Ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).

(3) If: -

(a) the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or

(b) the number of members nominating under sub rule (2)(b) is greater than the number of positions remaining unfilled,

the Ordinary members at the meeting must vote in accordance with procedures that have been determined by the Committee to decide the members who are to be elected to the position of ordinary committee member.

(4) A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

#### (46) Term of office

(1) The term of office of a Committee member begins when the member: - (a) is elected at an annual general meeting or under sub rule 47(3)(b); or (b) is appointed to fill a casual vacancy under rule 49.

(2) Subject to rule 49, a Committee member holds office until the positions on the Committee are declared vacant at the next annual general meeting.

(3) A Committee member may be re-elected.

#### (47) Resignation and removal from office

(1) A Committee member may resign from the Committee by written notice given to the Secretary or, if the resigning member is the Secretary, given to the chairperson.

(2) The resignation takes effect: -

(a) when the notice is received by the Secretary or Chairperson; or

(b) if a later time is stated in the notice, at the later time.

(3) At a general meeting, the Club may by resolution: - (a) remove a committee member from office; and

(b) elect a member who is eligible under rule 32(4) to fill the vacant position.

(4) A Committee member who is the subject of a proposed resolution under sub rule (3)(a) may make written representations (of a reasonable length) to the Secretary or Chairperson and may ask that the representations be provided to the members.

(5) The Secretary or Chairperson may give a copy of the representations to each member or, if they are not so given, the Committee member may require them to be read out at the general meeting at which the resolution is to be considered.

#### (48) When membership of committee ceases

A person ceases to be a Committee member if the person: -

(a) dies or otherwise ceases to be a member; or

- (b) resigns from the Committee or is removed from office under rule 47; or
- (c) becomes ineligible to accept an appointment or act as a Committee member under section 39 of the Act;
- (d) becomes permanently unable to act as a Committee member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

(49) **Filling casual vacancies**

- (1) The Committee may appoint a member who is eligible under rule 32(4) to fill a position on the Committee that: -
  - (a) has become vacant under rule 48; or
  - (b) was not filled by election at the most recent annual general meeting or under rule 47(3)(b).
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member who is eligible under rule 32 (4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 56, the Committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer Committee members than required for a quorum under rule 56, the Committee may act only for the purpose of: -
  - (a) appointing Committee members under this rule; or
  - (b) convening a general meeting.

(50) **Validity of acts**

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

(51) **Payments to committee members**

- (1) In this rule: -
  - (a) **committee member** includes a member of a subcommittee; (b) **committee meeting** includes a meeting of a subcommittee.
- (2) 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: -
  - (a) in attending a committee meeting or
  - (b) in attending a general meeting; or
  - (c) otherwise in connection with the Club's business.

## Division 4 — Committee meetings

### (52) Committee meetings

- (1) The Committee must meet at least 10 times in each year on the dates and at the times and places determined by the Committee.
- (2) The date, time and place of the first Committee meeting must be determined by the Committee members as soon as practicable after the annual general meeting at which the Committee members are elected.
- (3) Special Committee meetings may be convened by the President or any 2 Committee members.

### (53) Notice of committee meetings

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

### (54) Procedure and order of business

- (1) The President or, in the Presidents absence, the Vice President must preside as Chairperson of each committee meeting.
- (2) If the President and Vice President are absent or are unwilling to act as Chairperson of a meeting, the Committee members at the meeting must choose one of them to act as Chairperson of the meeting.
- (3) The procedure to be followed at a Committee meeting must be determined from time to time by the Committee.
- (4) The order of business at a Committee meeting may be determined by the Committee members at the meeting.
- (5) A member or other person who is not a Committee member may attend a Committee meeting if invited to do so by the Committee.
- (6) A person invited under sub rule (5) to attend a Committee meeting: -
  - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
  - (b) must not comment about any matter discussed at the meeting unless invited by the Committee to do so; and
  - (c) cannot vote on any matter that is to be decided at the meeting.

### (55) Use of technology to be present at committee meetings

- (1) The presence of a Committee member at a Committee meeting need not be by attendance in person but may be by that Committee member and each other Committee

member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

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

#### (56) Quorum for committee meeting

- (1) The Quorum for a Committee meeting shall be 6 members of the Committee.
- (2) Subject to rule 49(4), no business is to be conducted at a Committee meeting unless a quorum is present.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting: -
  - (a) in the case of a special meeting — the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (4) If: -
  - (a) a quorum is not present within 30 minutes after the commencement time of a Committee meeting held under sub rule (3)(b); and (b)  
at least 2 Committee members are present at the meeting,  
those members present are taken to constitute a quorum.

#### (57) Voting at committee meetings

- (1) Each Committee member present at a Committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Committee members present at the Committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) A vote may take place by the Committee members present indicating their agreement or disagreement or by a show of hands, unless the Committee decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the Chairperson of the meeting must decide how the ballot is to be conducted.

#### (58) Minutes of committee meetings

- (1) The committee must ensure that minutes are taken and kept of each Committee meeting.
- (2) The minutes must record the following: -
  - (a) the names of the Committee members present at the meeting;
  - (b) the name of any person attending the meeting under rule 54(5);
  - (c) the business considered at the meeting;
  - (d) any motion on which a vote is taken at the meeting and the result of the vote.



- (3) The minutes of a Committee meeting must be entered in the Clubs Minute book within 30 days after the meeting is held.
- (4) The Chairperson must ensure that the minutes of a Committee meeting are reviewed and signed as correct by: -
  - (a) the Chairperson of the meeting; or
  - (b) the Chairperson of the next committee meeting.
- (5) When the minutes of a Committee meeting have been signed as correct they are, until the contrary is proved, evidence that: -
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any appointment purportedly made at the meeting was validly made.

## Division 5 — Subcommittees and subsidiary office

### (59) Subcommittees and subsidiary offices

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

### (60) Delegation to subcommittees and holders of subsidiary offices

- (1) In this rule: -
 

**non-delegable duty** means a duty imposed on the Committee by the Act or another written law.
- (2) The Committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Committee other than: -
  - (a) the power to delegate; and
  - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.

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

## **PART 6 — GENERAL MEETINGS OF ASSOCIATION**

### **(61) Annual general meeting**

- (1) The Committee must determine the date, time and place of the annual general meeting subject to the meeting being held no longer than 90 days after the last day of the financial year.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Club's financial year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows: -
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
  - (b) to elect Club Patrons
  - (c) to receive and consider: -
    - (i) the Committee's annual report on the Club's activities during the preceding financial year; and
    - (ii) the financial statements of the Club for the preceding financial year presented under Part 5 of the Act; and
    - (iii) a copy of the report of the review or Auditor's report on the financial statements or financial report;
  - (d) to elect the Office Holders of the Club and other Committee members;
  - (e) if applicable, to appoint or remove a Reviewer or Auditor of the Club in accordance with the Act;
  - (f) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

### **(62) Special general meetings**

- (1) The Committee may convene a special general meeting.

- (2) The Committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must: - (a) make the requirement by written notice given to the Secretary; and (b) state in the notice the business to be considered at the meeting; and (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under sub rule (3)(a).
- (5) If the Committee does not convene a special general meeting within that 28-day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under sub rule (5): -
  - (a) must be held within 3 months after the date the original requirement was made; and
  - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Club must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub rule (5).

#### (63) Notice of general meetings

- (1) The Secretary or, in the case of a special general meeting convened under rule 62(5), the members convening the meeting, must give to each member: -
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must: -
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under rule 43(2); and
  - (d) if a special resolution is proposed: -
    - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
    - (ii) state that the resolution is intended to be proposed as a special resolution; and
    - (iii) comply with rule 64(7).

#### (64) Proxies

- (1) Subject to sub rule (2), an Ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.

- (2) An Ordinary member may be appointed the proxy for not more than 5 other members.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (6) If the Committee has approved a form for the appointment of a proxy, the member may use that form or any other form: -
  - (a) that clearly identifies the person appointed as the member's proxy; and (b) that has been signed by the member.
- (7) Notice of a general meeting given to an Ordinary member under rule 62 must: -
  - (a) state that the member may appoint an individual who is an Ordinary member as a proxy for the meeting; and
  - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the Secretary before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Club not later than 24 hours before the commencement of the meeting.

**(65) Use of technology to be present at general meetings**

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

**(66) Presiding member and quorum for general meetings**

- (1) The President or, in the President's absence, the Vice President must preside as Chairperson of each general meeting.
- (2) If the President and Vice President are absent or are unwilling to act as Chairperson of a general meeting, the Committee members at the meeting must choose one of them to act as Chairperson of the meeting.
- (3) A Quorum for a general meeting shall be 20 ordinary members who are entitled to attend and vote at the meeting.
- (4) No business is to be conducted at a general meeting unless a quorum is present.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting: -
  - (a) in the case of a special general meeting — the meeting lapses; or

- (b) in the case of the annual general meeting — the meeting is adjourned to: -
  - (i) the same time and day in the following week; and
  - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (6) If: -
  - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under sub rule (5)(b); and
  - (b) at least 2 Ordinary members are present at the meeting, those members present are taken to constitute a quorum.

**(67) Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the Ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a meeting may be adjourned: -
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 63.

**(68) Voting at general meeting**

- (1) On any question arising at a general meeting: -
  - (a) subject to sub rule (3), each Ordinary member has one vote (b) Ordinary members may vote personally or by proxy.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- (5) For a person to be eligible to vote at a general meeting as an Ordinary member, the Ordinary member: -
  - (a) must have been an Ordinary member at the time notice of the meeting was given under rule 63; and
  - (b) must have paid any fee or other money payable to the Club by the member.

(69) When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting: -
  - (a) to affiliate the Club with another body; or
  - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
  - (c) To change or amend the Constitution and Rules of the Club.
- (2) Sub rule (1) does not limit the matters in relation to which a special resolution may be proposed.

(70) Determining whether resolution carried

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

(71) Minutes of general meeting

- (1) The Secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record: -

- (a) the names of the Ordinary members attending the meeting; and
  - (b) any proxy forms given to the Chairperson of the meeting under rule 64(8); and
  - (c) the financial statements or financial report presented at the meeting, as referred to in rule 61(3)(c)(ii) ; and
  - (d) any report of the review or Auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 61(3)(c)(iii)
- (4) The minutes of a general meeting must be entered in the Club's Minute book within 30 days after the meeting is held.
- (5) The Chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by: -
- (a) the Chairperson of the meeting; or
  - (b) the Chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that: -
- (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any election or appointment purportedly made at the meeting was validly made.

## PART 7 — FINANCIAL MATTERS

### (72) 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.

### (73) Control of funds

- (1) The Club must open an account in the name of the Club with a financial institution from which all expenditure of the Club is made and into which all funds received by the Club are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Committee may approve expenditure on behalf of the Club.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Club up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments including electronic payments of the Club must be signed by any two jointly of the Office Holders.
- (5) All funds of the Club must be deposited into a Club account within 5 working days after their receipt.

### (74) Financial statements and financial reports

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



## PART 8 — GENERAL MATTERS

### (75) By-laws

- (1) The Club may, by resolution at a general meeting, make, amend or revoke By-laws.
- (2) By laws may: -
  - (a) Provide for the rights and obligations that apply to any classes of Associate membership approved under rule 10(2); and
  - (b) impose restrictions on the committee's powers, including the power to dispose of the association's assets; and
  - (c) impose requirements relating to the financial reporting and financial accountability of the Club and the auditing of the Club's accounts; and
  - (d) provide for any other matter the Club considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting sub rule (3), a by-law made for the purposes of sub rule (2)(c) may only impose requirements on the Club that are additional to, and do not restrict, a requirement imposed on the Club under Part 5 of the Act.
- (5) At the request of a member, the Club must make a copy of the by-laws available for inspection by the member.

### (76) Executing documents and common seal

- (1) The Club may execute a document without using a common seal if the document is signed by any 2 office holders jointly.
- (2) The common seal of the Club,
  - (a) Must have the name of the Club appear in legible characters on the common seal; and
  - (b) a document may only be sealed with the common seal by the authority of the Committee and in the presence of two Office Holders and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The Secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the Secretary or another Committee member authorised by the Committee.

### (77) Giving notices to members

- (1) In this rule: - **recorded** means recorded in the register of members.
- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and: - (a) delivered by hand to the recorded address of the member; or

- (b) sent by prepaid post to the recorded postal address of the member; or
- (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

(78) **Custody of books and securities**

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

(79) **Record of office holders**

The record of committee members and other persons authorised to act on behalf of the Club 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.

(80) **Inspection of records and documents**

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

(81) **Publication by committee members of statements about Association business prohibited**

A Committee member must not publish, or cause to be published, any statement about the business conducted by the Club at a general meeting or Committee meeting unless: - (a) the Committee member has been authorised to do so at a Committee meeting; and

- (b) the authority given to the Committee member has been recorded in the minutes of the Committee meeting at which it was given.

(82) **Distribution of surplus property on cancellation of incorporation or winding up**

- (1) In this rule: -

**surplus property**, in relation to the Club, means property remaining after satisfaction of:

-

- (a) the debts and liabilities of the Club; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Club,

but does not include books relating to the management of the Club

- (2) On the cancellation of the incorporation or the winding up of the Club, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

(83) **Alteration of rules**

- (1) If the Club wants to alter or rescind any of these rules, or to make additional rules, the Club may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.
- (2) As soon as is practicable after the making of any proposal for a change to the Constitution or Rules of the Club, the Secretary shall provide to the Director of Liquor Licensing, certified particulars of the change proposed. No effect will be given to the change without the prior approval of the Director.

(84) **Associations Liquor License**

- (1) On any application to the Director of Liquor Licensing for a Club license and whilst the Club shall continue to hold such license, these rules shall be interpreted in all things as being subject to the provisions of the Liquor Act and such provisions shall be deemed to be included in and form part of these rules.
- (2) The maximum number of guests per member per day for the purposes of s 48(4)(b) the Act is five (5).
- (3) No liquor shall be sold or supplied to any juvenile (i.e. any person under the age of 18).
- (4) No liquor shall be sold or supplied for consumption elsewhere than on the club premises unless such liquor is removed from the premises of the club by or on the instructions from the member purchasing the same.
- (5) No payment or part payment to any secretary, treasurer, manager or other officer or servant of the club shall be made by way of commission or allowance from or upon the receipts of the club for liquor.
- (6) No stranger shall be permitted to use the club premises and no member or other person shall admit any stranger to use the club premises.
- (7) The club shall only be open for the sale of liquor during such hours (within the hours permitted under the Act) as the committee shall from time to time determine.
- (8) No liquor shall be sold or disposed of on Christmas Day, Good Friday or before noon on ANZAC Day except as permitted under the provisions of the Act.

(85) Indemnity

Subject to the Act, duly appointed and authorised members of the Committee and sub committees ("Authorised Club Officer") shall at all times be held harmless and indemnified against all reasonable costs, charges, losses and expenses which they or any of them incur on behalf of the Club in or about the due and lawful execution and discharge of their respective authorised and normal duties and offices or in or about any action suit or proceeding at law or in equity in which they or any of them shall or may be plaintiffs or defendants, provided always that the amount of such reasonable costs, charges or expenses for which indemnity is intended to be hereby provided, shall as soon as reasonable after it has been incurred, be paid from the funds of the Club and that none of the other officers of the Club shall be answerable or accountable for the others or any of them or any other person or persons whosoever, but for his or her own acts, deeds and defaults alone. This indemnity shall also apply in relation to injury and/or damages sustained by an Authorised Club Officer, but only if the Club carries current insurance relevant to the particular event or risk, and then only up to the maximum amount of the insurance coverage applicable to the relevant event or risk.

PART 9 – FUTURE FUND

(86) Future Fund

(a) Establishing a Future Fund

The Club shall establish a fund which shall be known as "the Future Fund". The Future Fund shall form part of the assets of The Club, however, it shall be administered pursuant to and shall be subject to the provisions in Part 9 of this constitution. The purpose of the Future Fund is to provide the club with a source of finance for future capital developments and facility improvements.

(b) Separate Account

A separate account with a bank authorised to conduct banking business in Australia shall be established into which payments into and from the Future Fund will be made (Future Fund Bank Account). Only monies to be paid to the Future Fund in accordance with Clause 86(d) shall be paid into the Future Fund Bank Account.

(c) Authorised Signatories

The authorised signatories and the persons authorised to undertake electronic or other transactions in respect of the Future Fund Bank Account shall be the Fund Custodians appointed in accordance with this Section (g) and all transactions in relation to the Future Fund Bank Account must be undertaken by at least two (2) Fund Custodians who are authorised signatories or who are authorised to undertake electronic transactions in the Future Fund.

**(d) Funds to be paid into the Future Fund**

The following funds shall be paid into the Future Fund:

- (i) any Funds arising from Club surpluses in the bank accounts of normal operations which had not been nominated as raised for the Future Fund and that the Committee wished to transfer to the Future Fund must first be approved by members through Special Resolution at a General Meeting;
- (ii) gifts and/or grants which are made to The Club on the express condition that they are paid into the Future Fund;
- (iii) proceeds of fundraising undertaken by The Club where an express statement is made that the funds received will be paid into the Future Fund;
- (iv) gifts by Will other than those which are expressly made for other specific purposes;
- (v) interest on funds held by the Future Fund, proceeds of the sale of investments or returns on investments held by the Future Fund and refunds of franking credits; and
- (vi) rent received under any sub-lease agreement entered into by the Club.

No other funds shall be paid into the Future Fund.

**(e) Fund Custodians**

Not less than three (3) and no more than five persons shall be appointed as Fund Custodians (Fund Custodians) to undertake the functions set out in this Clause 86(n).

**(f) Eligibility to be a Future Fund Custodian**

Subject to Clause 86 (f) (i) and (ii) below a person is eligible to become a Fund Custodian if he or she is an ordinary member of the club as defined under Clause 10 (5) of the club constitution.

**PROVIDED THAT** that person shall not be eligible to become a Fund Custodian:

- (i) if he or she is a Member of the Committee; or
- (ii) he or she would not be entitled to be a Member of a management committee of an association incorporated under the Act by reason of Section 39 of the Act (or any provision which amends or replaces that provision).

Persons who are proposed as Fund Custodians may be required to provide a police clearance certificate.

**(g) Appointment of Fund Custodians**

Fund Custodians shall be appointed by a resolution passed at a General Meeting. Subject as provided in this Clause 86 (h) each Fund Custodian shall hold office for a period of three (3) years.

**(h) Fund Custodian Ceasing to hold Office**

A Fund Custodian shall cease to hold office:

- (i) if he or she becomes subject to any matter or event which would prevent him or her from being a member of a management committee of an association incorporated under the Act by reason of Section 39 of the Act (or any provision which amends or replaces that provision);
- (ii) if he or she becomes a member of The Committee;
- (iii) if he or she resigns by notice in writing to the Club or otherwise ceases to be a member of the Club; or
- (iv) if he or she is removed by a Special Resolution passed at a General Meeting.

**(i) Rotation of Fund Custodians**

The provisions in this clause shall only come into effect three years after this Part 9 has come into effect. At each Annual General Meeting of The Club, if there are no Fund Custodians whose terms have expired, one third of the Fund Custodians who hold office shall retire and shall be eligible for re-election and the following provisions shall apply:

- (i) those who have held office longest shall retire; and
- (ii) if all or some of the Fund Custodians have held office for the same period of time and there are not sufficient Fund Custodians for one third of the Fund Custodians to resign, the Fund Custodians may agree between themselves who shall retire at the Annual General Meeting to ensure that one third of their number retire and are re-elected and if they do not reach agreement the Fund Custodians who retire shall be determined by lots.

**(j) Casual Vacancies**

Where a vacancy arises because a person has ceased to be a Fund Custodian and a resolution has not been passed at a General Meeting which appoints a replacement to fill the vacancy, the remaining Fund Custodians (provided that they are not less than two (2) in number) may appoint a person to act as a Fund Custodian, who shall hold office until the next Annual General Meeting, when he or she shall be entitled to stand for election as a Fund Custodian.

**(k) Co-opted Members**

The Fund Custodians may co-opt up to two (2) persons who may attend meetings of the Fund Custodians and speak but not vote. The persons co-opted pursuant to this

provision are referred to as "Co-opted Members". The purpose of appointing the Co-opted Members is to obtain the benefit of their experience in particular matters. Co-Opted Members may be appointed and removed by the Fund Custodians.

(l) Ex – Officio Member

The President of the Club can attend meetings of the Fund Custodians and speak but not vote. A summary of the activities and investment strategies of the Future Fund will be provided by the President to the club committee on at least a quarterly basis. Committee proposals for expenditure from the Future Fund will be presented through the President to the Fund Custodians for consideration and in accordance with the requirements of the Fund custodians. The person elected President shall only attend meetings while holding the elected position as President of the club unless co-opted under Clause 86 (k) by the Fund Custodians.

(m) Frequency of Meetings of Fund Custodians

Fund Custodians will meet as necessary to discharge their functions under this Section (n) and shall meet at least once every six (6) months.

(n) Responsibilities of Fund Custodians

The Fund Custodians will be responsible for the development and implementation of a suitable investment strategy for the funds of the Future Fund taking account of the level of funds in the Future Fund. The investment strategy will be detailed and documented and provided to the committee for approval and then to the members for comment.

A summary of annual activity through a detailed report will be presented to members at the Annual General Meeting. The Fund Custodians will apply the principles of good corporate governance in the management of the funds of the Future Fund. Fund Custodians have the obligation to declare any material interest that they may have in regard to particular matter and abstain from voting on a matter in which they have a material interest.

(o) Convening Meetings of Fund Custodians

Any Fund Custodian may convene a meeting of Fund Custodians by not less than 7 days written notice (which can also be by email) to the other Fund Custodians.

(p) Quorum for Meetings of Fund Custodians

There must be a quorum of a majority of Fund Custodians for a meeting of Fund Custodians to be held.

(q) Chair

The Fund Custodians will elect a person to act as Chair of meetings. However that person will not have a deliberate or casting vote.

(r) Procedure at Meetings

The elected Chair shall determine the time and frequency of the meeting provided the timing of such meetings is in accordance with Clause 86 (m) and (o). The Fund Custodians shall cause minutes of meetings to be kept. Minutes of meetings to be available to the Committee on request.

(s) Written Resolutions

If all Fund Custodians have signed a document containing a statement that they agree to a resolution in terms set out in that document, a resolution in those terms shall be deemed to have been passed by the Fund Custodians.

(t) Payments From the Future Fund

Payments from the Future Fund may only be made:

- (i) where The Committee has requested that a payment be made from the Future Fund: and
- (ii) where it has been authorised by the Fund Custodians or by a Special Resolution passed at a General Meeting as provided under Part 6 of this Constitution: or
- (iii) where it relates to a proper expense incurred in connection with the operation of the Future Fund approved by the Fund Custodians; or
- (iv) in connection with the acquisition of investments on behalf of the Future Fund which have been approved by the Fund Custodians.

Payments made from the Future Fund may include, but are not limited to capital works, repairs, maintenance of premises and or equipment. When the Committee makes a request for a payment from the Future Fund it must provide the Fund Custodians with details of how the funds will be expended, together with all relevant quotes of contractors who will be supply goods or services. The Fund Custodians may require The Committee to provide additional or further information before considering the proposal.



(u) Decisions Regarding Payments

- (i) Any decision of the Fund Custodians approving payment from the Future Fund which does not exceed two hundred thousand dollars (\$200,000) requires a simple majority resolution of all of the Fund Custodians and not simply those attending the relevant meeting; and
- (ii) Any decision of the Fund Custodians approving a payment from the Future Fund in excess of two hundred thousand dollars (\$200,000) requires a unanimous resolution of all of the Fund Custodians and not simply those attending the relevant meeting.

Where a project or proposed expenditure from the Future Fund exceeds two hundred thousand dollars (\$200,000) unanimous approval must be obtained from all of the Fund Custodians as above for the aggregate expenditure. Any revisions to proposed expenditure must be approved by the Fund Custodians and where as a consequence of revisions the proposed expenditure exceeds two hundred thousand dollars (\$200,000) unanimous approval must be obtained from all of the Fund Custodians as above.

(v) Review of Decisions of Fund Custodians

- (i) If the Fund Custodians *do not* approve a payment from the Future Fund requested by The Committee, The Committee may request the Fund Custodians to consider the request a second time.
- (ii) If the Fund Custodians have rejected or have not approved the request by The Committee to make the same payment from the Future Fund on two (2) occasions. then the Committee may convene a General Meeting to consider and if considered appropriate approve the payment from the Future Fund by a Special Resolution. If a Special Resolution is passed at the General Meeting, the relevant payment shall be made from the Future Fund.

(w) Decisions on Other Matters

Decisions by the Fund Custodians on matters other than payments from the Future Fund shall be made by a resolution of a majority of the Fund Custodians attending and voting at the relevant meeting.

(x) Expenses

Fund Custodians shall not receive remuneration, however, the Club may pay to a Fund Custodian his or her travelling and other expenses on the same basis as Committee Members are entitled to receive reimbursement as provided in Section 51 of this Constitution.

(y) Books and Records

The Fund Custodians shall keep and maintain books, records and accounts of all payments into and from the Future Fund Bank Account and all dealings with the Future Fund Account. The financial year of the Future Fund will align with the financial year of the club. Financial Statements and financial reports must be in accordance with the requirements of Clause 74 of this constitution.

(z) Investments

The Fund Custodians shall be entitled to invest funds held in the Future Fund and shall have the same powers to do so and shall be subject to the same duties in relation to investments as trustees pursuant to the provisions of the *Trustees Act 1962 (WA)* or any enactment that amends or replaces the *Trustees Act 1962 (WA)*. The Trustees may obtain advice in relation to investments and the costs of that advice shall be paid from the Future Fund.