

CONSTITUTION AND RULES

DALKEITH-NEDLANDS BOWLING CLUB INC.

**APPROVED BY CLUB MEMBERS AT
SPECIAL GENERAL MEETING**

Adopted by members on 2nd May 2019

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Constitution and Rules of the Association of Dalkeith-Nedlands Bowling Club Inc.

1. Name of Club

The name of The Club shall be Dalkeith-Nedlands Bowling Club Inc.

2. Objects

- (a) The principal objects are to establish, maintain and conduct a club for bowls and to support the recreational, social, sporting, cultural and community dimensions of that interest. These objects include the provision of facilities for the pursuit of sporting, professional and any other lawful purpose that provides benefits and enjoyment for the members of The Club.
- (b) To borrow, raise or secure the payment of money for the purpose of The Club in such manner as the members think fit.
- (c) To provide and maintain a clubhouse and sporting amenities for the use of the members and make such arrangements as may be necessary for the lease or maintenance of land on which The Club is situated.
- (d) Secondary object, to maintain a club license under the current Liquor Act and its amendments.

3. Not for Profit

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

4. Definitions

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

- (i) “The Club” means the Dalkeith-Nedlands Bowling Club Inc.;
- (ii) “The Club Premises” means all land, buildings and structures thereon of which The Club is the bona fide occupier;
- (iii) “The Committee” means the Management Committee for The Club, duly elected for the time being in accordance with this Constitution;
- (iv) “Annual Meeting” means an Annual General Meeting;

- (v) "Special General Meeting" means a General Meeting as defined below, called in accordance with Section 11 hereunder, at which only business that has been described in the notice may be transacted;
- (vi) "General Meeting" means the General Meeting of The Club whether Annual or Special;
- (vii) "Month" means a calendar month;
- (viii) "Financial Year" means from the 1st of April each year, until the following 31st of March;
- (ix) "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 the Constitution;
- (x) "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 the Constitution;
- (xi) "The By-Laws" means the codes or rules made and adopted by The Club in accordance with Section 18;
- (xii) "Books of the Association" means the Members' Register, the Record of Office Holders and the Club Constitution;
- (xiii) "Commissioner" means the person for the time being designated as the Commissioner under Section 153 of the Associations Incorporation Act;
- (xiv) "Voting Rights" means the ability for a financial Member or Life 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 Committee, vote at all general meetings and petition for a Special General Meeting;
- (xv) "Auditor" also means Reviewer of all Club finances;
- (xvi) "Financial records" includes: invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; documents of prime entry; working papers and other documents needed to explain the methods by which financial statements are prepared and adjustments made in preparing financial statements;
- (xvii) "Financial report" has the meaning given in Part 5 of The Act;
- (xviii) "Financial statements" means the financial statements in relation to The Club required under Part 5 of The Act;

- (xix) “Special Resolution” means a resolution passed by the members at a general meeting in accordance with Section 51 of The Act; and
- (xx) Words importing the masculine gender shall include the feminine gender and words importing the singular shall include the plural.

5. Membership

- (a) The Club shall keep an up to date register of members in respect of Ordinary, Life, Junior, Social, Dual, Temporary, Reciprocal, Corporate 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.
- (b) Membership of The Club shall consist of the following:
 - (i) Ordinary Member – Persons over 18 years of age;
 - (ii) Life Member – the Members may elect persons who have rendered meritorious service to The Club as Life Members for such service;
 - (iii) Junior Member – Persons under the age of 18 years may make application to The Club as a Junior Member and if accepted shall pay the prescribed subscription;
 1. Persons granted this category of membership will require a sporting affiliation but shall have no voice in the management of The Club and shall not be entitled to hold any office or hold voting rights.
 2. This category of Member may not propose or second any application for membership of The Club or have the authority to invite guests to The Club.
 3. 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.
 - (iv) Social Member – a Member who is interested in promoting the objects of The Club but does not participate in any sporting activities. Social Members shall not be entitled to hold any office or hold any voting rights;

- (v) Dual Member – Persons who are current members of another bowling club affiliated with Bowls Australia or with a similar association in any other Australian state or territory. Dual Members shall be entitled to all the privileges of the Club but shall not be eligible to:
 1. stand for any office in the Club, propose or second any application for membership of the Club or have voting rights; and
 2. play pennant matches for the Club, represent the Club or play in Club Championship events. However, Dual Members who are members of country clubs may be permitted to play Midweek Pennants for the Club.

- (vi) Temporary Member – a person who is visiting The Club on any day as a member or an official of another club or team, including those persons who are assisting a visiting club or team to:
 1. engage in a pre-arranged event with The Club as per The Club's objects; or
 2. hold a pre-arranged function at The Club involving the use of The Club's sporting facilities.

- (vii) Reciprocal Member – is a visitor who is a full financial member of any like club in Western Australia or any licensed club located outside of Western Australia.

- (viii) Corporate Member –
 1. organisations, restricted to senior management, conducting community related business or tourism in the local area that have made a contribution to The Club through business, sponsorship or donations.
 2. membership will be restricted at any one time to a level deemed appropriate by The Club or as may be required by the liquor licensing authority.

- (ix) 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 based on their relationship to The Club or community. Honorary membership will be restricted at any one time to a level deemed appropriate by The Committee or as may be required by the liquor licensing authority;

- (c) Only Ordinary Members and Life Members shall be entitled to voting rights. Junior, Social, Dual, Temporary, Reciprocal, Corporate and Honorary Members shall not be entitled to voting rights;

- (d) Junior, Social, Dual, Temporary, Reciprocal, Corporate or Honorary Members shall be entitled to be present at any meeting of the members of

The Club, but not have any right, title or interest in or to any of the property of The Club, nor propose or second any candidate for admission as a member;

(e) Cessation of Membership:

(i) A person ceases to be a member when any of the following takes place:

1. for a member who is an individual, the individual dies;
2. for a person whose title represents a corporate member, the body corporate is wound up;
3. the person resigns from The Club;
4. the person is expelled from The Club under Section 27; or
5. the person ceases to be a member under Section 27.

(ii) The Secretary will keep a record on file of the date on which the person ceased to be a member and the reason why the person ceased to be a member; and

(iii) A member may resign from membership of The Club by giving written notice of the resignation to the Secretary.

1. The resignation takes effect when the Secretary receives the notice; or if a later time is stated in the notice, at that later time.
2. A person who has resigned from membership of The Club remains liable for any fees that are owed to The Club (the owed amount) at the time of resignation.
3. The owed amount may be recovered by The Club in a court of competent jurisdiction as a debt due to The Club.

6. Application to become a Member

(a) Ordinary Member – any person desiring to become such a member of The Club shall sign an application form provided. Such form must bear the signatures of two members of The Club who are entitled to voting rights.

The applicant will then be accepted or denied membership at the next Management Committee meeting.

(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 so doing.

- (d) On the election of each candidate, the Secretary shall notify them and they shall, on payment of their 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. A General Meeting may, 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 an Ordinary Member, be exempt from subscriptions but shall pay any levies.

7. Member's Rights

- (a) The rights and privileges of every member shall be personal and shall not be in any manner transferable by their own act or through any other person on their behalf or by operation of law.
- (b) Members who are employees of The Club are entitled to all the rights and privileges of membership excluding those rights concerned with bowls selection, election and holding of office with The Club.
- (c) All members, upon successful registration, will be supplied with an electronic copy of The Club Constitution or can obtain a copy of The Club Constitution from The Club's website.
- (d) Upon acceptance to membership, all members agree to be bound by the Member's Club Code of Conduct.
- (e) Guests – Ordinary, Social, Corporate 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.
- (f) A member may hold private family and business functions, 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 whose attendance was given prior notice to The Club; and
 - (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.
- (g) Functions – Ordinary, Social, Corporate 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.

The Secretary will furnish the applicant with a written copy of The Club rules relating to functions after the application has been approved and any additional conditions and restrictions The Committee shall see fit;

- (h) The Club may seek an Extending Trading Permit – Associations to add local Associations as users of The Club facility to hold their functions.
- (i) Upon request, a member is able to inspect the Books of the Association at such time and place as is mutually convenient to The Club and the member.
 - (i) A member must contact the Secretary to request to inspect the Members' Register.
 - (ii) The member may make a copy of details from the Members' Register but has no right to remove the Members' Register for that purpose.
 - (iii) A member may make a request in writing for a copy of the Register.
 - (iv) The Club may charge a reasonable fee to the member for providing a copy of the Register, the amount to be determined by The Committee from time to time.
 - (v) A member must not use or disclose the information on the Register:
 - 1. to gain access to information that a member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
 - 2. to contact, send material to The Club or a member for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - 3. for any other purpose unless the use of the information is approved by The Committee for a purpose:
 - a. that is directly connected with the affairs of The Club; or
 - b. related to the provision of the information to the Commissioner in accordance with a requirement of The Act.
 - (vi) The Committee may require a member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of The Club.

8. Subscriptions

- (a) The nomination fee and annual subscription of The Club shall be set by majority vote of The Committee prior to the membership financial year (from the 1st October each year to the following 30th September).

- (b) Notice of the fees and subscriptions shall be notified to the members via The Club notice board.
- (c) All subscriptions are due on the first day of October in each year and are payable in advance. A member will be declared unfinancial if outstanding subscriptions are not paid by the 31st day of December in each year and any special circumstance which may apply to that member has not been registered.
- (d) New Members

Subscriptions must be paid within two weeks of election and shall be paid as follows if:

1. elected between 1 October and 31 December – Full annual subscription;
2. elected between 1 January and 31 March – 75% annual subscription;
3. elected between 1 April and 30 June – 50% annual subscription; and
4. elected between 1 July and 30 September – 25% annual subscription.

9. Liability for Subscription

- (a) Any member who does not notify the Secretary in writing before 31 October of the current year of their 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 their subscription within two weeks from the date of their election.
- (c) Any member whose subscription is in arrears after 31 December in each year shall cease to be a member.

10. General Meetings – Annual General Meeting

- (a) The Annual General Meeting of members shall be held every calendar year within five months after the end of The Club's financial year.
- (b) All Notices of Motion for consideration at the Annual General Meeting must be handed to the Secretary in writing no less than fourteen (14) days prior to the date set for said meeting.
- (c) Notice of the meeting and agenda items, including Notices of Motion, must be posted on The Club notice board for all members to read for

seven (7) days before the date of the meeting. If the resolution is intended to be proposed as a Special Resolution this will also be stated in the notice with the wording of the proposed Special Resolution.

- (d) Members who have provided an email address will also be emailed a copy of the notice of the meeting, agenda items and any Notices of Motion.
- (e) Thirty (30) financial Ordinary and Life Members shall constitute a quorum at an Annual General Meeting.
- (f) In the case of insufficient members to form a quorum being present after thirty (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.
- (g) The Chair of the meeting shall be The Club President or if not available a person nominated and elected by the members present.
- (h) Only members with voting rights, as per the Constitution will be permitted to vote on matters at the Annual General Meeting.
- (i) The Chairperson shall have the casting vote only and shall decide all questions of order unless otherwise provided by the Constitution.
- (j) The order of business at the Annual General Meeting shall be as follows:
 - (i) Reading notice of meeting;
 - (ii) Reading minutes of the last Annual General Meeting and any other Special General Meeting not yet confirmed and confirming or amending same;
 - (iii) Reading President's Report, discussion and adoption or otherwise;
 - (iv) Reading Statement of Accounts, Balance Sheet and Auditor's Report to be received or otherwise;
 - (v) Election of The Committee;
 - (vi) Election of Men's and Ladies' Selection committees including respective Chairpersons;
 - (vii) Election of Patrons;
 - (viii) Election of Club Auditor/Reviewer;
 - (ix) Special Business of which Notice of Motion has been given;

- (x) Other business.

11. General Meetings – Special General Meeting

- (a) The Committee may at any time call a Special General Meeting.
- (b) A Special General Meeting shall also be called by The Committee on a requisition signed by not less than fifteen (15) per centum of members with voting rights, stating in detail the purpose of the meeting.
- (c) Notice of the meeting and a copy of any resolutions must be posted on The Club notice board for seven (7) days before the date of the meeting for all members to read. If the resolution is intended to be proposed as a Special Resolution this will also be stated in the notice with the wording of the proposed Special Resolution.
- (d) Members who have provided an email address will also be emailed a copy of the notice.
- (e) Only business of which notice shall have been given as above, or in accordance with the Constitution, shall be transacted at a Special General Meeting.
- (f) Thirty (30) members shall form a quorum.
- (g) In the case of 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 reconvene at the same time seven (7) days later and shall proceed with or without a quorum.
- (h) Only members with voting rights, as per the Constitution will be permitted to vote on matters at the Special General Meeting.
- (i) The Chairperson shall have the casting vote only and shall decide all questions of order unless otherwise provided by the Constitution.

12. General Provisions for General Meetings

- (a) General Meetings may take place where the Members are:
 - (i) physically present together; or
 - (ii) able to communicate by using any technology that reasonably allows the member to participate fully in discussions as they happen in the General Meeting. In making any decisions, the participation of the member in the General Meeting must be made known to all other participating members.

- (b) A member who participates in a meeting as set out in Section 12(a)(ii):
 - (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 they are no longer taking part in the General Meeting.

13. Proxies

- (a) A member with voting rights and who cannot attend a Special General Meeting or General Meeting may appoint another member with voting rights to be their proxy to attend and vote on their behalf.
- (b) Any member who will be absent from a Special General Meeting or General Meeting must lodge their proxy with the Secretary of the Club not less than forty eight (48) hours prior to the relevant meeting.
- (c) No member attending the relevant meeting can exercise proxies on behalf of more than three (3) absent members.

14. General Provision

- (a) No member shall be entitled to take any legal action against The Club, other than a claim for goods sold and delivered and services rendered, and must conform to the decisions of The Committee and in the case of an appeal to the decision of the General Meeting to which they may appeal.
- (b) The Constitution shall be the rules of The Club and shall be binding on members.
- (c) 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.
- (d) 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.
- (e) The clubhouse and other club facilities are to be provided and maintained from the joint funds of The Club and no person shall be entitled under the Constitution to derive any benefit or advantage from The Club which is not shared equally by every member thereof.
- (f) Section 14(e) does not prevent the:
 - (i) 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) payment of interest on any money borrowed from any member at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia from time to time;
- (iii) payment of reasonable and proper rent by The Club to a member for premises leased by the member to The Club;
- (iv) reimbursement of expenses incurred by any member or any member of The Committee on behalf of The Club; and
- (v) payment of an honorarium to members of The Committee as determined by members by special resolution at a General or Special General meeting.

15. Election of Office Bearers

- (a) The management of The Club shall be vested in a Management Committee ("The Committee") consisting of a minimum of seven (7) and a maximum of nine (9) committee persons elected for a one (1) year term.
- (b) The annual election of officers shall be by ballot (if required) at each Annual Meeting in the presence of the returning officer and two scrutineers elected by the members present at such meeting.
- (c) Members with voting rights but unable to attend the meeting may lodge a vote on The Club approved ballot paper with the Secretary at least two (2) days prior to the meeting, having also recorded and signed an apology for the meeting in an outer sealed envelope that contains the sealed ballot paper.
- (d) The nominations for office bearers shall be exhibited on the notice board at least three (3) days prior to the said meeting.
- (e) If only the required number of officers be nominated, then those nominated shall be declared elected.
- (f) If there shall be insufficient nominations to fill the whole of the vacancies of the list of officers, those nominated shall be declared elected. The Committee shall have power to fill the vacancies and any casual vacancies that may occur.
- (g) The maximum term of service by the President, Vice President, Secretary, Treasurer and other elected members of The Committee is five (5) consecutive years in any one position. When a person has not been an elected member of The Committee for two (2) consecutive years, upon subsequent election, the five (5) year period will recommence.

16. The Committee and Terms

- (a) The Executive positions on The Committee shall be the President, Vice President, Secretary, Treasurer, Facilities Chairperson, Men's Captain, Ladies' Captain and any other as determined by The Committee and shall be confirmed at the first meeting of the elected management committee following the Annual General Meeting.
- (b) A manager of The Club may attend all meetings of The Committee to give their report and then leave at the discretion of The Committee.
- (c) The quorum at all meetings of The Committee shall be five (5) members.
- (d) The Committee meetings may take place where The Committee members are:
 - (i) physically present together; or
 - (ii) 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 member of The Committee who participates in a meeting as set out in Section 16(d) (ii):
 - (i) is deemed to be present at The Committee meeting; and
 - (ii) continues to be present at the meeting for the purposes of establishing a quorum until The Committee member notifies the other members of The Committee they are no longer taking part in The Committee meeting.
- (f) The Committee meetings shall be held monthly with a minimum of ten (10) meetings in any one year.
- (g) Special meetings of The Committee may be called by the President, Secretary or on the request of three members of The Committee.
- (h) Minutes of The Committee meetings may be inspected by a member at such time and place as is mutually convenient to The Committee and the member.
- (i) All members, or other guests, may attend meetings of The Committee if invited by The Committee but the person(s) shall not have a 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.

- (j) No member of The Committee shall be held to have resigned their seat until their resignation, in writing, has been accepted by The Committee.
- (k) The Committee vacancies:
 - (i) any vacancy occurring on The Committee as per Section 16 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 meeting of The Committee shall hold office in the place of and upon the same terms and conditions as their predecessor had the latter continued in the office; and
 - (ii) if vacancies on The Committee result in the number of members of The Committee being less than the number fixed under Section 16(c), the continuing members of The Committee may only act to:
 1. increase the number of members on The Committee to the number required for a quorum; or
 2. convene a General Meeting of the Association.
- (l) The President shall preside at all meetings of The Committee of The Club and in their absence the Vice President. Should neither be present, the meeting shall elect a Chairperson.
- (m) All resolutions of The Committee shall be decided by a majority vote of all those present.
 - (i) In the case of equality of votes, the proposal before The Committee shall be decided by a casting vote by the Chairperson.
 - (ii) The President or in their absence, the acting Chairperson shall be authorised to speak on behalf of The Club.
- (n) Voting outside of meetings will only be allowed for the election of office bearers as detailed in Section 15.
- (o) Any act performed by The Committee, a sub-committee or a person acting as a member of The Committee is deemed to be valid even if the act were performed when:
 - (i) there is a defect in the appointment of a member of The Committee, sub-committee or person holding a subsidiary office; or
 - (ii) a member of The Committee, a sub-committee member or a person holding a subsidiary office is disqualified from being a

committee/sub-committee member as a result of a conviction of a relevant criminal offence as per Section 19(g) (i) and (ii).

17. Ceasing to be a member of The Committee

- (a) A casual vacancy occurs in the office of a member of The Committee and that office becomes vacant if the member of The Committee:
 - (i) dies;
 - (ii) ceases to be a member of The Club;
 - (iii) becomes disqualified from holding a position under Section 19 (g) (i) and (ii) as a result of the conviction of a relevant criminal offence;
 - (iv) becomes permanently incapacitated by mental or physical ill-health;
 - (v) resigns from office under Section 16(j);
 - (vi) is absent from more than three consecutive meetings of The Committee without good reason; or
 - (vii) is removed from office under resolution at a General Meeting of The Club if a majority of the members with voting rights present at the General Meeting vote in favour of the removal.
- (b)
 - (i) At the General Meeting to decide the proposed resolution The Committee member who faces removal from The Committee must be given a full and fair opportunity to state their case as to why the member should not be removed from their position on The Committee;
 - (ii) if all members of The Committee are removed by resolution at a General Meeting, the members must, at the same General Meeting, elect an interim Committee; and
 - (iii) the interim Committee must, within two months, convene a General Meeting of The Club for the purpose of electing a new Committee.

18. Powers of The Committee

- (a) 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 Club at a General Meeting.

- (b) Without prejudice to the powers conferred by the preceding rule, The Committee shall, subject to The By-Laws, have power to:
- (i) purchase or otherwise acquire any books, newsletters or periodicals and dispose of them as it may see fit;
 - (ii) 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 Club Premises or any part or parts thereof shall be used by members;
 - (iii) determine what person, if any, not being members of The Club shall be permitted to use The Club Premises or any part or parts thereof and during what time and under what conditions and when and at what times and places and under what conditions such persons shall be supplied with refreshments and accommodation;
 - (iv) appoint any other officials or servants of The Club and to remove them as occasions may require at their discretion and to define their respective duties. Persons appointed to paid positions shall be engaged under a contract, award or classification of work in the Registered and Licensed Clubs Award (2010) and its amendments;
 - (v) delegate, subject to such conditions as it thinks fit, any of its 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 may be thought desirable;
 - (vi) regulate and control their own meeting and the transaction of business;
 - (vii) reimburse expenses of any servant of The Club for faithful and diligent service as deemed fit;
 - (viii) suspend, or expel any member in accordance with the Constitution;
 - (ix) enter into or accept any lease or tenancy of The Club Premises whereon it shall conduct its affairs or of any furniture, goods and effects which may be required for the use of The Club on such terms and on such conditions as The Club may deem expedient;
 - (x) take and defend all legal proceedings by or on behalf of The Club and to appoint all necessary attorneys for any such purpose;

- (xi) borrow, raise or secure the payment of money up to \$50,000 and to sell and dispose of the assets of The Club;
- (xii) make and alter The By-Laws consistent with the Constitution and to repeal redundant or inconsistent By-Laws;
- (xiii) do and perform any other act, matters and things in connection with or relative to the management of The Club as shall be required by this Constitution and endorsed by The Club at a General Meeting;
- (xiv) 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 Constitution thereof and such delegates shall hold office in accordance with the rules of such sporting bodies and associations respectively; and
- (xv) every member of The Committee shall be indemnified against any loss, expenses or liability incurred by reason of any act or deed performed by them in good faith on behalf of The Committee. The Committee may use the funds of The Club for any such purpose required, together with any reasonable expenses incidental to The Committee activities.

19. Roles and Responsibilities of The 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 the Constitution.
- (b) Responsibilities of The Committee members.
 - (i) A member of The Committee must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
 - (ii) A member of The Committee must exercise their powers and discharge their duties in good faith in the best interests of The Club and for a proper purpose.
 - (iii) A member of The Committee or former member of The Committee must not improperly use their position or any information obtained because they are a member of The Committee to:
 1. gain an advantage for themselves or another person; or
 2. cause detriment to The Club.

- (c) A member of The Committee having any material personal interest, ie. financial or non-financial interest, in a matter being considered at a meeting of The Committee must:
 - (i) as soon as they become aware of that interest, disclose the nature and extent of their interest to The Committee; and
 - (ii) not be present while the matter is being considered at The Committee meeting or vote on the matter.
- (d) Section 19(c) does not apply in respect of a material personal interest that:
 - (i) exists only because The Committee member belongs to a class of persons for whose benefit The Club is established; or
 - (ii) The Committee member has in common with all, or a substantial proportion of, the members of The Club.
- (e) The Secretary must record every disclosure made by a member of The Committee under Section 19(c) in the minutes of The Committee meeting at which the disclosure is made.
- (f) No member of The Committee 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 has been convicted or imprisoned in the previous five years for an:
 - (i) indictable offence in relation to the promotion, formation or management of a body corporate;
 - (ii) offence involving fraud or dishonesty punishable by imprisonment.
- (h) The Club may pay a member of The Committee's travelling and other expenses as properly incurred in:
 - (i) attending The Committee meetings or sub-committee meetings;
 - (ii) attending any General Meetings of The Club; and
 - (iii) connection with The Club's business.

- (i) Members of The Committee must not receive any remuneration for their services as members of The Committee other than as described at Section 19 (h) (i), (ii), (iii) unless agreed to at an Annual Meeting or Special General Meeting.
- (j) As soon as is practicable after a person has ceased to be a member of The Committee of The Club, all relevant documents, records as defined in The By-Laws and security items (including passwords and keys) must be delivered to a member of the management committee of The Club.
- (k) Monetary sanctions may apply for breaches of The Act.

20. President

- (a) The President:
 - (i) must ensure The Club is compliant with all applicable legislation;
 - (ii) must consult with the Secretary regarding the business to be conducted at each meeting of The Committee and each General Meeting;
 - (iii) may convene special meetings of The Committee under Section 16;
 - (iv) may preside over meetings of The Committee under Section 16;
 - (v) may preside over General Meetings under Sections 10 and 11; and
 - (vi) must ensure that the minutes of a General Meeting or meeting of The Committee are reviewed and signed as correct.

21. Vice President

- (a) The Vice President:
 - (i) must support the President in their role; and
 - (ii) assist the other office bearers to carry out their duties as required.

22. Secretary

- (a) The Secretary must:

- (i) co-ordinate the correspondence of The Club;
- (ii) consult with the President about all business to be conducted at meetings and convene General Meetings and meetings of The Committee, including preparing the notices of meetings and of the business to be conducted at each meeting;
- (iii) keep and maintain in an up to date condition The By-Laws of The Club;
- (iv) maintain the Members' Register including phone number, email address, street or postal address of each member; and the record of office holders of The Club;
- (v) allow Committee members to nominate a business address, post office box address or email address to be used in the record in place of their personal address;
- (vi) within twenty-eight (28) days update the register of new members including date they joined The Club, members resigning, members suspended/expelled and in the latter case, include date in which membership ceases and reasons for cessation of membership;
- (vii) ensure the safe custody of The Books of the Association, with the exception of the accounting records of The Club;
- (viii) keep full and correct minutes of all The Committee meetings;
- (ix) keep full and correct minutes of General Meetings which shall be available to all members within 30 days of the General Meeting and shall be tabled for adoption at the next General Meeting; and
- (x) perform any other duties required by the Constitution and The By-Laws of The Club.

23. The Treasurer

- (a) The Treasurer must ensure:
 - (i) all monies payable to The Club are collected;
 - (ii) payment of all monies referred to in Section 23(a)(i) into the account or accounts of The Club as The Committee may from time to time direct;
 - (iii) 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 Association signed or authorised by either:

1. Two (2) committee members; or
 2. one (1) committee member and a person authorised by the committee.
- (iv) The Club complies with the account keeping requirements in Part 5 of The Act;
- (v) safe custody of the financial records of The Club and any other relevant records of The Club;
- (vi) that pursuant to the accounting standards, the financial statements must include statements of:
- (a) The Club's financial position (ie. balance sheet);
 - (b) comprehensive income (ie. income statement/profit and loss);
 - (c) changes in equity;
 - (d) cash flows for the period;
 - (e) notes to the statements; and
 - (f) The Committee's declaration as to solvency and compliance with Part 5 of The Act.
- (vii) that the audited/reviewed financial statements must be produced at the Annual General Meeting;
- (viii) assistance for the Auditor/Reviewer in performing their functions; and
- (ix) performance of any other duties as are imposed on the Treasurer by the Constitution, The By-Laws and The Club.

24. Sub-Committees

- (a) The Committee may delegate any of its powers to Sub-Committees consisting of such Ordinary Members as it thinks fit.
- (b) Such Sub-Committee must report to and be responsible to The Committee.
- (c) No act of any Sub-Committee shall be binding on The Committee or The Club until ratified by The Committee.
- (d) The Chair must be an existing member of The Committee.
- (e) The President of The Club must be an ex-officio member.

25. Auditor/Reviewer

- (a) There shall be an Auditor/Reviewer, not a member of The Committee, who shall be elected at the Annual General Meeting.
- (b) The Auditor/Reviewer shall be independent to The Club.
- (c) Such Auditor/Review shall audit/review the accounts as necessary and have power at any time to call for all books, papers, accounts, etc. relating to the affairs of The Club.
- (d) The Auditor/Reviewer shall be entitled to receive such remuneration as The Committee may determine from time to time.
- (e) If any casual vacancy occurs in the office of any Auditor/Reviewer appointed by The Club, The Committee will fill the appointment with a qualified accountant until the next Annual General Meeting.

26. Alteration and Repeal of the Constitution

- (a) No amendments or suspensions of any section of the Constitution shall be valid unless a motion is carried by a three quarters 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 section of the Constitution shall be given to the Secretary at least twenty-one (21) days preceding the Annual or Special General Meeting at which the motion shall be presented. The Secretary shall exhibit the proposal on The Club notice board at least fourteen (14) days prior to such meeting.

27. Suspension or Expulsion of Members

- (a) The Committee shall have the power to reprimand, suspend or expel any member of The Club.
- (b) The Committee is required to exempt any member of that Committee from hearing a charge in which they have an interest.
- (c) If a responding member or their representative does not attend within thirty (30) minutes of the time stated on the hearing notice, the hearing may start without that member or their representative and determination will be made at the hearing.
- (d) The Committee shall apply the power to reprimand, suspend or expel any member of The Club who:

- (i) fails in the observance or commits any breach of any Rule of The Club, Member's Code of Conduct, or any of The By-Laws of The Club or of any order or direction of The Committee or of any General Meeting; and/or
 - (ii) in the sole judgement of The Committee has been guilty in or out of The Club's Premises of any act, matter of conduct or thing calculated to bring discredit on The Club or its members, or to impair or affect the enjoyment of The Club by other members.
- (e) Any member charged with misconduct as above shall be furnished with a written copy of the charge and summoned before The Committee with no less than seven (7) days' notice.
- (i) The Committee shall, after hearing the accuser and accused and taking such evidence as they may consider proper, if they find the charge proved, impose a penalty of suspension from all or any of the privileges of membership.
 - (ii) If The Committee consider that on a charge of gross misconduct suspension as above is insufficient, they may call on the member to resign, and if the member neglects to resign within ten (10) days they may declare them to be expelled.
 - (iii) If a member is suspended or expelled under Section 27(e)(i) or 27(e) (ii), the person may appeal The Committee's decision through a Special General Meeting by giving written notice to the Secretary within fourteen (14) days of receiving notice of The Committee's decision under Section 27(e) (i) or 27(e) (ii).
- (f) Members are not permitted to have legal representation attend any disciplinary matters, but may bring another member to act in a support capacity only.
- (g) If a member's membership is suspended under Section 27(e) (i), the Secretary must record in the Register the:
- (i) name of the member who has been suspended from membership;
 - (ii) date on which the suspension takes effect; and
 - (iii) length of the suspension as determined by The Committee under Section 27 (e) (i).
- (h) During the period a member's membership is suspended, the member:
- (i) loses any rights (including voting rights) arising as a result of membership; and

- (ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to The Club.
- (i) Upon the expiry of the period of a member's suspension, the Secretary must record in the Register that the member is no longer suspended.
- (j) If The Committee's decision to suspend or expel a member is revoked under the Constitution, any act performed by The Committee or members in a General Meeting during the period that the member was suspended or expelled from membership under Section 27(e) is deemed to be valid, notwithstanding the member's inability to exercise their rights or privileges of membership, including voting rights, during that period.

28. Resolving Disputes

(a) Disputes Arising Under the Constitution

- (i) Section 28(a) applies to disputes between:
 - 1. Members; and
 - 2. The Club and one or more members that arise under the Constitution or relate to the Constitution of The Club. This does not include disciplinary matters undertaken with The Club members, which are covered only under Section 27 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 the Constitution by giving written notice to the Secretary of the parties to, and details of, the dispute.
- (iv) The Secretary must convene a meeting of The Committee within twenty-eight (28) days after the Secretary receives notice of the dispute under Section 28(a) (iii) for The Committee to determine the dispute.
- (v) At The Committee meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- (vi) The Secretary must inform the parties to the dispute of The Committee's decision and the reasons for the decision within

seven (7) days after The Committee meeting referred to in Section 28(a) (v).

- (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 Constitution.

(b) Mediation

- (i) Section 28(b) applies where a:
 - 1. person is dissatisfied with a decision made by The Committee under Section 28(a); or
 - 2. dispute arises between a member or more than one member and The Club and any party to the dispute elects not to have the matter determined by The Committee.
- (ii) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Section 28(a) (ii), or a party to the dispute is dissatisfied with a decision made by The Committee under Section 28(a) (vii) a party to a dispute may:
 - 1. provide written notice to the Secretary of the parties to, and the details of, the dispute; and
 - 2. agree to or request the appointment of a mediator.
- (iii) Party, or parties requesting the mediation must pay the costs of the mediation.
- (iv) The mediator must be:
 - 1. a person chosen by agreement between the parties; or
 - 2. in the absence of agreement:
 - a. if the dispute is between a member and another member – a person appointed by The Committee; or
 - b. if the dispute is between a member or more than one member and The Club, The Committee or a member of The Committee then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- (v) A member can be a mediator, but the mediator cannot be a member who is a party to the dispute.

- (vi) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (vii) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least five (5) days before the mediation session.
- (viii) The mediator, in conducting the mediation, must:
 1. give the parties to the mediation process every opportunity to be heard;
 2. allow all parties to consider any written statement submitted by any party; and
 3. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (ix) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

(c) Inability to Resolve Disputes

If a dispute cannot be resolved under the procedures set out in the Constitution, any party to the dispute may apply to The Committee to appoint an independent panel to determine the dispute.

29. Supply of Liquor – Liquor Act to be observed.

- (a) The Club shall ensure a Duty Manager is on the licensed premises to comply with the Liquor Act and regulations.
- (b) 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.
- (c) No liquor shall be sold or supplied to any juvenile.
- (d) The Club may allow visitors into 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.

30. Common Seal

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

31. Dissolution of the Club

- (a) The Club may cease its activities and have its incorporation cancelled in accordance with Part 10 of The Act if after the committee has determined the association is able to pay or meet its debts and liabilities and the members resolve by Special Resolution that The Club will:
 - (i) apply to the Commissioner for cancellation of its incorporation; or
 - (ii) appoint a liquidator to wind up its affairs.
- (b) The Club must be wound up in accordance with Part 9 of The Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.
- (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 Commonwealth Corporations Act 2001;

- (iv) a company holding a licence that continues in force under Section 151 of the Commonwealth Corporations Act 2001;
- (v) a body corporate that:
 - 1. is a member or former member of The Club; and
 - 2. at the time the surplus property is distributed the body corporate must have rules that prevent the property being distributed to its members.
- (vi) a trustee for a body corporate referred to in the above Section 31(c)(v); 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.