

RULES OF WEMBLEY WHACKERS GOLF CLUB 1954 Inc.

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RULES OF WEMBLEY WHACKERS GOLF CLUB 1954 Inc

PART 1 — PRELIMINARY

1. Name of Association

The name of the Association is Wembley Whackers Golf Club 1954 Inc. hereinafter referred to as the Club.

2. Terms used

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

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;

by laws means by-laws made by the Club under rule 55;

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

committee means the management committee of the Club, referred to as Top Table;

committee meeting means a meeting of the committee;

committee member means a member of the committee;

financial records includes —

- (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
 - (ii) adjustments to be made in preparing financial statements;

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

financial year, has the meaning as described under rule 3;

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

Golf WA means the body acknowledged as the peak association for the sport of golf in WA.

member means a person who is a current registered member of the Club in accordance with rule 12;

president means the committee member holding office as the president of the Club and who is responsible for chairing all committee, general and regular meetings of the Club;

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

regular meeting means the weekly, or other time frame as may be agreed by members at a regular meeting, at which incidental matters of the Club and acceptance or otherwise of new members are considered;

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

secretary/treasurer means the committee member holding office as the secretary/treasurer 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 in accordance with section 51 of the Act, in that it is passed by a not less than three fourths majority of the members present and entitled to vote.

3. Financial year

The financial year of the Club is the period of 12 months commencing at January 1 in a calendar year.

4. Interpretation

In these rules unless the context requires otherwise –

- (1) Words importing the singular include the plural and vice versa.
- (2) Any reference to a member includes honorary life members and life members, unless otherwise specified.
- (3) A reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).
- (4) A reference to 'writing' shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

5. The Act

- (1) In these rules, unless the context requires otherwise, an expression has, in a provision of the rules that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (2) The model rules created under the Act are displaced by these Rules and accordingly do not apply to the Club.

6. Objects

The Club is established solely for the objects. The objects are to –

- (1) Affiliate and or otherwise liaise with Golf WA to do all things necessary to promote and advance the conduct of golf for its members.
- (2) Encourage members to meet and play golf on a regular basis.
- (3) Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of the Club, the game of golf and these objects.

7. Powers of the Club

Solely for furthering the objects, the Club, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act 2001 (Cwlth)*

PART 2 — CLUB TO BE NOT FOR PROFIT BODY

8. 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 subrule (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; 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

9. Membership

- (1) The Club must have at least six (6) voting members.
- (2) The membership of the Club shall be limited to a maximum of 50 members across all categories of membership.

10. Applying for membership

- (1) A person who wants to become a member must be invited or introduced by a current member.
- (2) The applicant will then be invited to play three (3) games with the Top Table.
- (3) Following the playing of three (3) games, the applicant will be put to the next regular meeting for acceptance or otherwise as a member.

11. Dealing with membership applications

- (1) A vote of acceptance of a new member must be passed by a simple majority of those present and entitled to vote at the regular meeting.
- (2) Upon acceptance, a new member will receive a Club handicap after submitting the three (3) game cards from the games he has played with the Top Table, prior to which and subject to the discretion of the club handicapper, the maximum handicap he is entitled to play on is 18.

- (3) If the application is rejected, the Club has no obligation to give the applicant any reasons for the rejection of his application.
- (4) An applicant for membership of the Club becomes a member when the application is accepted at a regular meeting.

12. Categories of membership

Categories of membership shall include –

- (1) Ordinary members:
 - (a) Any person over the age of 18 years who supports the objects or purposes of the Club is entitled to seek membership of the Club;
 - (b) ordinary members are entitled to vote at regular and general meetings.
- (2) Honorary Life Members:
 - (a) Honorary life membership may be awarded to any current member who is considered to have rendered special and outstanding service of a conspicuous nature to the benefit of the Club;
 - (b) Honorary life membership shall only be awarded by special resolution at a general meeting;
 - (c) Honorary life members are entitled to vote at regular and general meetings.
- (3) Life Members:
 - (a) Life membership shall be granted to any current member who has served a minimum of 30 years as a member;
 - (b) the granting of life membership shall only be endorsed by the committee following confirmation of the member's status;
 - (c) Life members are entitled to vote at regular and general meetings.

13. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
 - (a) when the person dies;
 - (b) the person resigns from the Club under rule 14;
 - (c) the person is expelled from the Club under rule 19;
 - (d) the person ceases to be a member under rule 16(4).
- (2) The secretary/treasurer 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.

14. Resignation

- (1) A member may resign from membership of the Club by giving written notice of the resignation to the secretary/treasurer.
- (2) The resignation takes effect —
 - (a) when the secretary/treasurer 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.

15. Rights not transferable

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

16. 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 subrule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to the secretary/treasurer, or another person authorised by the committee to accept payments, by March 31.
- (4) If a member has not paid the annual membership fee by April 28, without being granted an extension of payment by the committee under subrule (5), the member ceases to be a member at that time.
- (5) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule 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.

17. Register of members

- (1) The secretary/treasurer, 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) The register must include the members' name, an address by which the member can be contacted, the class of membership to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the secretary/treasurer's place of residence, or at another place determined by the committee.
- (4) A member who wishes to inspect the register of members, or take a copy of or extract from the register under section 54(2) of the Act, must first contact the secretary/treasurer to make the necessary arrangements.
- (5) The committee is entitled to require the member seeking to inspect the register and take a copy or extract from the register, 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 GRIEVANCE

18. Terms used in this part

member, in relation to a member who is expelled from the Club, includes former member.

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.

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.
- (2) The secretary/treasurer must give the member written notice of the proposed suspension or expulsion at least 21 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 seven (7) days after the committee meeting at which the decision is made.

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/treasurer 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/treasurer must record in the register of members that the member's membership is no longer suspended.

21. Grievance procedure

- (1) The procedure set out in this rule (grievance procedure) applies to disputes related to these rules —
 - (a) between members; or
 - (b) between one or more members and the Club.
- (2) The parties to a dispute must meet (which may, if agreed by the parties, take place by using any technology that allows the parties to clearly and simultaneously communicate with each

other) and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties

- (3) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by subrule (1), any party to the dispute may start the grievance procedure by giving written notice to the secretary/treasurer of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (4) Within 21 days after the secretary/treasurer is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (5) The secretary/treasurer 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 seven (7) days before the meeting is held.
- (6) 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.
- (7) 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.
- (8) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties may, within 10 days, refer the dispute to the State Administration Tribunal (SAT), (or such other similar body in circumstances where the SAT is no longer in existence) for resolution.

PART 5 — COMMITTEE and OFFICERS

22. Officers

- (1) Honorary Officers
 - (a) the Honorary Officers of the Club, without power to vote, shall be Patron, Vice Patrons, Solicitor/s, Medical Adviser/s;
 - (b) nominations for any or all of the Honorary Officers shall be solicited by the Committee as it may determine and shall be put to the AGM for election.
 - (c) Honorary Officers shall hold the office to which they are elected until —
 - (i) the conclusion of the next following AGM; or,
 - (ii) they resign or by whatever means are unable to continue as an Honorary Officer and are replaced by an appointment made by the Committee as it may determine.
- (2) Committee Members
 - (a) The committee members consist of —
 - (i) President – who shall chair the committee and has the powers and duties relating to convening and presiding at committee meetings, regular meetings and general meetings of the Club;
 - (ii) Vice President – who shall, in the absence of the president, preside at meetings of the Club;
 - (iii) Secretary/Treasurer – who shall, in addition to other duties as may be set out in the By-Laws undertake the duties as set out in the relevant sections of the Act being:

- (i) Maintain the register of members as per section 53(1);
- (ii) Maintain and up-to-date copy of these rules as per section 35(1);
- (iii) Maintain a record of committee members and other persons authorised to act on behalf of the Club, as required under section 58(2);
- (iv) Maintain the financial statements of the Club as per part 5 of the Act.
- (iv) Club Captain; and
- (v) Club Handicapper.

(b) Any current voting member may be a committee member.

(c) A person must not hold more than one (1) office as a Committee Member at the same time.

23. Committee (known as Top Table)

- (1) The management committee of the Club, (known as Top Table) has the power to manage the affairs of the Club.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a 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) The committee must take all reasonable steps to ensure that the Club complies with the Act, these rules and the by-laws (if any).

24. 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 30.

25. Nomination of committee members

- (1) At least 21 days before an annual general meeting, the secretary/treasurer must send written notice to all the members notifying them that nominations for election as a committee member will be called for at the AGM.
- (2) A member who wishes to nominate for election as a committee member at the annual general meeting must be currently financial and not in any debt to the Club.

26. Election of committee members

- (1) At the annual general meeting, a separate election must be held for each position of committee member.
- (2) If there is no nomination for a position, the Committee will consider an appointment to the vacancy at its next 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 members at the meeting, entitled to vote, 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 member present at the meeting and entitled to vote may vote for one member who has nominated for the position.
- (6) A member who has nominated for the position may vote for himself.

27. 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 subrule 28(3)(b); or
 - (b) is appointed to fill a casual vacancy under rule 30.
- (2) Subject to rule 29, 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.

28. Resignation and removal from office

- (1) A committee member may resign from the committee by written notice given to the secretary/treasurer 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/treasurer 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 24(a) to fill the vacant position.
- (4) A committee member who is the subject of a proposed resolution under subrule (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/treasurer 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.

29. 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 28; 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.

30. Filling casual vacancies

- (1) The committee may appoint a member who is eligible under rule 24(4) to fill a position on the committee that —
 - (a) has become vacant under rule 29; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 28(3)(b).
- (2) If the position of secretary/treasurer becomes vacant, the committee must appoint a member who is eligible under rule 24(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 37, 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 37, the committee may act only for the purpose of —

- (a) appointing committee members under this rule; or
- (b) convening a general meeting.

31. 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.

32. Payments to committee members

- (1) In this rule —
 - committee member** includes a member of a subcommittee;
 - 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.

33. Committee meetings

- (1) The committee must meet at least 6 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 chairperson or any 2 committee members.

34. 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 subrule (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.

35. Procedure and order of business

- (1) The president or, in their 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 subrule (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.

36. 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 subrule (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.

37. Quorum for committee meetings

- (1) Three (3) committee members personally present and accountable at a committee meeting shall constitute a quorum.
- (2) Subject to rule 30(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 subrule (2)(b); and
 - (b) at least 2 committee members are present at the meeting,

those members present are taken to constitute a quorum.

38. 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.

39. 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 35(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 Club's 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.

40. Standing Committees

To help the committee in the conduct of the Club's business, the composition and terms of reference for following standing committees will be outlined in the by-laws –

- (a) Finance committee;

41. Subcommittees and subsidiary offices

- (1) In addition to the formation of standing committees, as provided in rule 40, 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) On appointment of either a subcommittee or subsidiary office, the committee will determine the terms of reference, including reporting responsibility and time frame for such appointment.

PART 6 — GENERAL MEETINGS OF CLUB

42. Annual general meeting

- (1) The AGM will be held in March, on a date, time and place, as determined by the committee.
- (2) If it is not possible to hold the AGM in March, then it must be held not more than 6 months after the end of the Club's financial year.

- (3) If it is not possible to hold the AGM within 6 months after the end of the 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.
- (4) 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 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) the report of the review or auditor's report on the financial statements or financial report;
 - (c) to elect the officers of the Club;
 - (d) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (5) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.
- (6) Any other business which may be allowed by the chair.

43. Special general meetings

- (1) The committee may convene a special general meeting.
- (2) The committee must convene a special general meeting if at least 15 voting 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/treasurer; 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 21 days after notice is given under subrule (3)(a).
- (5) If the committee does not convene a special general meeting within that 21 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 subrule (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 subrule (5).

44. Notice of general meetings

- (1) The secretary/treasurer or, in the case of a special general meeting convened under rule 43(5), the members convening the meeting, must give to each voting member at least 21 days notice of the meeting in accordance with rule 57 and the Act.
- (2) The notice must —
 - (a) specify the date, time and place of the meeting;
 - (b) indicate the general nature of each item of business to be considered at the meeting;

- (c) if the meeting is the annual general meeting or is called in accordance with rule 43(1), include a request for any notices of motion for consideration at the meeting, which must be received by the secretary/treasurer not less than 14 days before the meeting.
- (3) At least 10 days before a general meeting called other than in accordance with rule 43(2), the secretary/treasurer will give to each voting member an agenda which shall set out the business of the meeting, including any notice of motion received.

45. Proxies

Proxies will not be permitted at any general meeting.

46. Presiding member and quorum for general meetings

- (1) The president or, in the president's absence, the vice president shall 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 at a general meeting is 15 voting members. No business is to be conducted at a general meeting unless a quorum is present.
- (4) 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.
- (5) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (4)(b); and
 - (b) at least 10 voting members are present at the meeting,those members present are taken to constitute a quorum.

47. Adjournment of general meetings

- (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 subrule (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 44.

48. Voting at general meetings

- (1) On any question arising at a general meeting subject to subrule (6), each voting member has one vote.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the voting 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 the member must have paid any fees or other money payable to the Club by the member.

49. 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.
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.
- (3) Where a special resolution is proposed –
 - (a) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (b) state that the resolution is intended to be proposed as a special resolution.

50. Determining whether resolution carried

- (1) 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.
- (2) If the resolution is a special resolution, the declaration under subrule (1) must identify the resolution as a special resolution.
- (3) A declaration under subrule (2) 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.

51. Minutes of general meetings

- (1) The secretary/treasurer, 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 voting members attending the meeting; and
 - (b) the financial statements or financial report presented at the meeting, as referred to in rule 42(4)(b)(ii) or (iii); and

- (c) 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 42(4)(b)(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

52. 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.

53. 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 secretary/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) Under normal circumstances all financial transactions of the Club shall be undertaken by electronic means. However, in any requirement of a financial or negotiable instrument, then such instrument must be signed by —
 - (a) 2 committee members; or
 - (b) one committee member and a person authorised by the committee.
- (5) All funds of the Club must be deposited into the Club's account within 5 working days after their receipt.

54. 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 subrule (1), those requirements include —
 - (a) the preparation of the financial statements; and
 - (b) the review or auditing of the financial statements or financial report, as applicable; and
 - (c) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and

- (d) 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

55. By-laws

- (1) The Club may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may —
 - (a) impose restrictions on the committee's powers, including the power to dispose of the Club's assets; and
 - (b) provide terms of reference for certain standing committees to assist in the ongoing conduct of the Club's activities; 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 subrule (3), a by-law made for the purposes of subrule (2)(d) 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.

56. Executing documents and common seal

- (1) The Club may execute a document without using a common seal if the document is signed by —
 - (a) any 2 committee members; or
 - (b) one committee member and a person authorised by the committee.
- (2) If the Club has a common seal —
 - (a) the name of the Club must 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 —
 - (i) any 2 committee members; or
 - (ii) one committee member and a person authorised by the committee,and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The secretary/treasurer 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/treasurer or another committee member authorised by the committee.

57. 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.

58. Custody of books and securities

- (1) Subject to subrule (2), the books and any securities of the Club must be kept in the secretary/treasurer'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 secretary/treasurer's control.
- (3) Subrules (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.

59. 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/treasurer's custody or under their control.

60. Inspection of records and documents

- (1) Subrule (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/treasurer 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 subrule (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 subrule (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.

61. Publication by committee members of statements about Club 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.

62. 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.

63. Alteration of rules

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 following a notice of motion to a general meeting in accordance with rule 44 (2)(c) and by otherwise complying with Part 3 Division 2 of the Act, in that any amendments made must be submitted to the Commissioner of the government agency responsible for administration of the Act within one month of the adoption of any such amendments made.

Ends.....