



Geraldton

Golf Club

CONSTITUTION AND RULES OF GERALDTON GOLF CLUB INC

With effect from 16/10/2023

[Job No. 1]

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PART 1 — PRELIMINARY

Division 1 — Terms Used

1. 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) the Register of Members;
- (b) the Record of Office Holders;
- (c) the Club Constitution and Rules.

By-laws means By-Laws made by the Club;

President means the Committee Member holding office as the President of the Club;

Club means the Geraldton Golf Club Inc;

Club House means all public areas within the building situated upon the Club's land at 30 Pass Street, Geraldton;

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;

Committee Meeting means a meeting of the Committee;

Committee Member means a member of the Committee;

Eligible Members means members who are eligible to vote at General Meetings of members and who are eligible for election as officers of the Club or for election as members of the Committee, i.e. those classified as Ordinary Members, Life Members, Senior Members and members who are not members of other affiliated Golf Clubs nominated as their home Club;

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

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

financial year, of the Club, has the meaning given in Rule 3;

Full Playing Rights means those conditions upon which Ordinary Members may play on the golf course, and the times and days of such play, as determined from time to time by the Management Committee;

General Manager means the person appointed by the Management Committee in accordance with Rule 33 Sub Rule 3(c)

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

Golf Course means the 18 hole golf course, land for future development and practice fairway adjoining the Club House on Location Nos 9787, 8956 & 6854;

levies are demands for payment of a nonrecurring nature for the purposes determined by the Management Committee;

Liquor Act means the Liquor Control Act 1988, its amendments and any other legislation that may come into force to replace or supplement this Act, and shall form part of these Rules;

Management Committee means the Committee of the Club having the power to manage the Club by virtue of Rule 31;

member unless otherwise qualified, means a member of any category/class of membership, male or female, as set out in this Constitution;

ordinary committee member means a Committee Member who is not an office holder of the Club under Rule 31(3);

privileges of the Club means full playing rights, the right of access to the Club House and practice facilities, voting rights and the right to hold office in the Club;

Register of Members means the Register of Members referred to in Section 53 of the Act;

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

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;

subcommittee means a subcommittee appointed by the Committee under Rule 50(1) & (2);

Treasurer means the Committee Member holding office as the Treasurer of the Club;

venue means the Club House and Golf Course

Voting Rights means the ability for a financial member to propose or second an application for membership; move or second a motion or special motion; speak at all General Meetings; nominate for a position on the Management Committee; vote at all General Meetings; and petition for a Special General Meeting.

Division 2 — Name of Association

2. Name of Association

Geraldton Golf Club Inc, hereinafter called the “Club”.

3. Financial Year

The 1st July each year, until the following 30th June.

PART 2 —OBJECTS OF THE CLUB AND NOT FOR PROFIT

4. Objects of the Club

- (1) **The principal objects:** To establish, maintain and conduct a club for the game of golf 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 literary, scientific, athletic, and professional and any other lawful purpose that provides benefits and enjoyment for the members of the Club.
- (2) To provide a Golf Course, Golf practice facilities and Club House in the Geraldton District for the use of the members and guests.
- (3) To further the financial security and independence of the Club and to do all acts incidental and conducive to the attainment of these objectives.
- (4) **Secondary Object:** To foster community partnerships by making the Club premises available to the community for gatherings including meetings, educational/curriculum events and social functions

5. Interpretation

The Management Committee has sole authority for the interpretation of the Rules, and of By-Laws made under the Rules, and its decision shall be final and binding on members.

6. Not-for-profit Body

- (1) The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Club only if it is authorised under sub rule (3).
- (3) A payment to a member out of the funds of the Club is authorised if it is —
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Club from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Club; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

PART 3 — MEMBERS

Division 1 — Terms Used

7. Terms Used

In this Part –

Annual membership fee means for the period 1st March in any given year to the last day of February of the following year.

Associated Member means a person other than an Ordinary Member, who is entitled to playing rights as per their membership class, shall have no voting rights, hold office of the Club, win Honour Board events or have access to Reciprocal Clubs.

Casual Member means a person who wishes to become a member of the Club for a short period of time, not exceeding 3 months, although the Management Committee may extend this term upon request. Casual Members shall be entitled to full playing rights but shall have no voting rights, hold office of the Club, win Honour Board events or have access to Reciprocal Clubs.

Corporate Member means an organisation, conducting business in Geraldton and it's surrounds that have made a contribution to the Club through business, sponsorship or donations. A Corporate Member may also, on payment of the applicable fees nominate one or more of its staff as a Temporary, Lifestyle or Ordinary Member to represent the organisation at the Club. Corporate 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.

Honorary Member means a person elected and approved by the Management Committee. Membership 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. Honorary Members shall be entitled to full playing rights but shall have no voting rights, hold office of the Club, win Honour Board events or have access to Reciprocal Clubs. Honorary Membership will be restricted at any one time to a level deemed appropriate by the Committee or as may be suggested by the Liquor Licensing Authority.

Junior Member means a person who on the last day of February of any year has not attained the age of 18 years. A Junior Member cannot vote or stand for Office.

Life Member means an Ordinary Member who, on the decision of the Management Committee be granted a Life Membership of the Club in recognition of services rendered by such member to the Club or for any other reason deemed sufficient.

Lifestyle Member means a person who pays an annual fee for membership and then pays a Green Fee for every time they access the course as determined by the Management Committee, with the rights referred to in Rule 13.

Ordinary Member means a person who is entitled to full playing rights and voting rights and shall be eligible to hold office of the Club.

Promotional Member means a person who wishes to become a member of the Club on a trial period that the Club may offer from time to time. A Promotional Member shall be entitled to full playing rights but shall have no voting rights, hold office of the Club, win an Honour Board event or have access to Reciprocal Clubs.. Terms and Conditions of a Promotional Membership are at the discretion of the Management Committee.

Reciprocal Member is a visiting member from Golf Clubs with whom the Management Committee has entered into a reciprocal agreement.

Seasonal Member means a person who pays a fee for a defined membership period – less than an Ordinary Membership period - has access to Reciprocal Clubs during the term of their membership.

Senior Member means an Ordinary Member who has attained the age of 65 as at the last day of February in any year and has a valid Australian Government Pension Card. With the rights referred to in Rule 13.

Special Circumstances Member means:

- (i) any Ordinary, Life, Social, Transitional or Junior Member who, through absence; illness; financial difficulties; unemployment; physical disability or other distressful circumstances is unable to pay their full subscription but desires to retain participation with the Club.
- (ii) a Member holding a Department of Veterans' Affairs (DVA) white or gold card holder, the Disability Support Pension (DSP) card holder, or a holder of a Healthcare Card.

Social Member means a person who may use only the facilities of the Club House with the rights referred to in Rule 13.

Temporary Member means a person who is on any day visiting the Club as a member or an official of another Club, including those persons who are assisting a visiting Club to:

- a) Engage in a pre-arranged event with the Club as per the Club's objects;
or
- b) Hold a pre-arranged function at the Club involving the use of the Club's facilities.

Transitional Member means an Ordinary Member, in the first instance, who on the last day of February of any year has attained the age of 18 years but has not attained the age of 24 years and in the second instance, has attained the age of 24 years but has not attained the age of 45 years.

Division 2 — Membership

8. Eligibility for Membership

- (1) Any person who supports the objects or purposes of the Club is eligible to apply to become a member.

- (2) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

9. Applying for Membership

- (1) Any person desiring to become a member of the Club shall sign a nomination form as provided. The nomination form must contain the following:
 - (a) Such applications for membership shall be duly proposed and seconded in writing by financial members with voting rights.
 - (b) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.
 - (c) The names and preferred address of persons proposed as members of the Club and the names of proposers and seconders shall be displayed in a conspicuous place in the Club premises for at least 7 days before their election.
- (2) When the nomination form has been received, the person shall be a provisional member of the Club and exercise all of the privileges of a member excluding voting rights until such time as the next Management Committee meeting.
- (3) At the next Management Committee Meeting, the applicant will then be accepted or denied membership.
- (4) If membership is denied, any subscriptions that have been paid shall be refunded.
- (5) A candidate who has been rejected cannot again be proposed as a member until after an interval of 6 months, provided that any candidate whose election has been rendered void by irregularity in the ballot may with the consent of the Management Committee be proposed again at once.
- (6) No person shall be entitled to exercise any of the privileges of a member until they have paid all subscriptions due by them.
- (7) On the election of each candidate, the General Manager shall notify the same to 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.

10. Dealing with Membership Applications

- (1) The Committee must consider each application for membership of the Club and decide whether to accept or reject the application.
- (2) Subject to sub rule (3), the Committee must consider applications in the order in which they are received by the Club.

- (3) The Committee may delay its consideration of an application if the Committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The acceptance of all members shall be by ballot. Two adverse votes shall exclude the applicant from membership. Such elections shall take place at either monthly Management Committee meetings, or via email and recorded in the minutes.
- (5) The Committee must not accept an application unless the applicant —
 - (a) is eligible under Rule 8; and
 - (b) has applied under Rule 9.
- (6) The Committee may reject an application even if the applicant —
 - (a) is eligible under Rule 8; and
 - (b) has applied under Rule 9.
- (7) The General Manager must notify the applicant of the Committee's decision to accept or reject the application as soon as practicable after making the decision.
- (8) If the Committee rejects the application, the Committee is not required to give the applicant its reasons for doing so.

11. Becoming a Member

- (1) An applicant for membership of the Club becomes a member when —
 - (a) the Committee accepts the application; and
 - (b) the applicant pays any membership fees payable to the Club under Rule 18.
- (2) All members, upon successful registration, will be supplied with an electronic copy of the Club's Constitution and Rules or will be directed to obtain a copy of the Club Constitution and Rules from the Club's website.
- (3) 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) A Committee Meeting may, upon majority vote, confer Life Membership on a member who has rendered special and outstanding services to the Club.
 - (b) 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 and capitation fees.

12. Classes of Membership

- (1) The Club consists of the following memberships:
 - (a) Ordinary
 - (b) Senior
 - (c) Life
 - (d) Temporary (Associated Member)
 - (e) Transitional
 - (f) Lifestyle (Associated Member)
 - (g) Corporate
 - (h) Special Circumstance
 - (i) Honorary
 - (j) Junior
 - (k) Reciprocal
 - (l) Social (Non Playing membership)
 - (m) Casual (Associated Member)
 - (n) Promotional (Associated Member)
 - (o) Seasonal
- (2) The Club may have any class of Associated Membership approved by resolution at a General Meeting.
- (3) No individual under the age of 12 years is eligible to be on the golf course unaccompanied.
- (4) A person can only be an Ordinary Member or belong to one class of Associated Membership.
- (5) Only Ordinary, Senior, Transitional and Life Members have full voting rights and any other rights conferred on members by these Rules or approved by resolution at a General Meeting or determined by the Committee.
- (6) Lifestyle and Honorary Members may attend meetings but shall have no input into the meeting unless requested.
- (7) Temporary or Reciprocal Members 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 property of the Club. Membership would be subject to withdrawal by any Club official, including bar persons, acting on the best interests of the Club.
- (8) Social Members shall not have any right, title or interest in or to any of the property of the Club.
- (9) Junior membership levels:
 - (a) **Entry level** – allows the member to learn the game of golf and be involved in all activities run by the Junior Sub Committee;
 - (b) **Playing rights level – Junior Competition** – allows the member, upon achieving the appropriate skill level, to compete in Junior events once an official GA handicap has been attained.
 - (c) **Playing rights level – Open Competition** - allows the member, upon achieving the appropriate skill level, an official GA handicap, and displaying exemplary behaviour and etiquette may also compete in Senior, as well as Junior events.

13. Privileges, Rights and Obligations

- (1) A member shall on payment of the prescribed nomination fee (if any) and subscription be deemed to have notice of and agreed to, the Rules and By-Laws of the Club and on these occasions is entitled to enjoy the advantages and privileges of membership.
- (2) A member may purchase liquor from the Club for consumption elsewhere than in the Club House, provided that such liquor is removed from the Club House by the member. Liquor shall not be stored or kept in Member's lockers in the Club House.
- (3) A member shall not carry out his/her business or profession in the Club House and shall not make use of the name or facilities of the Club for the purpose of advertising privately or publicly unless with the permission of the Management Committee.
- (4) A member shall not place a paper or written or printed notice on the tables or on the Club notice board on anywhere in or about the Club House unless the permission of the General Manager has first been obtained.
- (5) 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.
- (6) Employees – members who are employees of the Club are entitled to all the rights and privileges of membership excluding those rights concerned with the selection, election and holding of office with the Club.
- (7) Upon acceptance to membership all members agree to be bound by the Member's Code of Conduct.
- (8) A member may hold private family and business functions without limit to number of guests, providing that the sale of liquor shall be:
 - (a) Ancillary to a meal supplied at the Club by or on behalf of the Club to a member and to each of the guests of that member being guests of whose attendance was given prior notice to the Club; or
 - (b) 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.
- (9) Functions – Ordinary, Social, Corporate and Life Members are entitled to host a function on the Club premises after written application for said function has been considered and approved by the General Manager and/or Committee.
 - (a) The General Manager shall furnish the applicant with a written copy of Club Rules relating to functions after the application has been approved and any additional conditions and restrictions it shall see fit.

14. When Membership Ceases

- (1) A person ceases to be a member when any of the following takes place —
 - (a) for a member who is an individual, the individual dies;
 - (b) for a member who is a body corporate, the body corporate is wound up;

- (c) the person resigns from the Club under Rule 15;
 - (d) the person is expelled from the Club under Rule 21;
 - (e) the person ceases to be a member under Rule 18(8).
- (2) The General Manager 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.

15. Resignation

- (1) A member may resign from membership of the Club by giving 1 month's written notice of the resignation to the General Manager.
- (2) The resignation takes effect —
- (a) when the General Manager receives the notice; or
 - (b) 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) Resignation within 1 month of the 1st March in any year shall not incur any indebtedness of his/her current subscription.
- (4) The owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

16. Transfer of Membership

- (1) The rights of a member are not transferable and end when membership ceases.
- (2) Subject to these Rules and following an application from a member, the Management Committee may at its discretion transfer his/her membership from one classification to another upon such terms and conditions as the Committee may from time to time determine.

Division 3 — Membership Fees

17. Playing Categories

- (1) The following classes of playing categories of membership maybe entitled to reduced annual subscriptions:
- (a) Life Members shall not be liable for payment of annual subscriptions but shall be liable for any call under Rule 64 (1)
 - (b) Senior Members may be entitled to a reduction of subscriptions of Ordinary Members to be determined by the Management Committee
 - (c) Transitional Members may be entitled to a reduction of subscriptions of Ordinary Members to be determined by the Management Committee as per Rule 18, (10)
 - (d) Junior Members shall be entitled to a graduated reduction in annual subscriptions upon the discretion of the Management Committee.
 - (e) Lifestyle Members may be entitled to a reduction of subscriptions of Ordinary Members, to be determined by the Management Committee.

- (f) Special Circumstances Members Senior Members may be entitled to a reduction of subscriptions of Ordinary Members to be determined by the Management Committee.
- (2) The fees determined under sub rule (1) may be different for different classes of membership.

18. Membership Fees

- (1) The Committee must determine the entrance fee and the annual membership fee to be paid for membership of the Club and any reduction to fees that may apply.
- (2) A member who is considered by the Management Committee to be going through a genuine hardship may be eligible for consideration for their membership category to be converted to Special Circumstance. The Committee may relieve Special Circumstance Members of part of their liability but not so as to make their total liability less than one third of the applicable subscription.
- (3) In exceptional circumstances the Management Committee may grant a rebate of the entrance fee as long as the member concerned has not been a member of the Club for over 12 months.
- (4) The fees determined under sub rule (1) may be different for different classes of membership.
- (5) A member must pay the annual membership fee to the Treasurer, or another person authorised by the Committee to accept payments. Annual membership fees become due and payable in advance on the 1st day of March in any given year.
- (6) Notwithstanding sub rule (5), a member may elect to pay by direct debit monthly moieties which at the Management Committees discretion may also include an additional administration and interest fee.
- (7) The first moiety shall be payable by the 15th day of March and monthly in advance thereafter until February the following year.
- (8) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- (9) Any member elected during the currency of any year, shall pay such proportionate subscription as the Management Committee may determine.
 - (a) Subscriptions must be paid within two weeks of election and shall be paid as follows:
 - i. As at their date of election, the member will pay a pro rata fee calculated at 1/12th of the full annual fee of the applicable class of membership for each month remaining in the membership year.

- ii. A member that is elected after the 15th of any month are deemed to have been elected as at the 1st of the following month for the calculation of their fee
 - iii. A member converting from a Promotional or Trial membership to any other level of Membership is to have their fee calculated using the same method for the period remaining in the Membership year.
- (10) Transitional members, based on age on the last day of February, and as per sub rule (9):
- | | |
|---------------------|------|
| i. 18–23 Years old | 50% |
| ii. 24-44 years old | 80% |
| iii. 45 years old | 100% |
- (11) If a person who has ceased to be a member under sub rule (8) offers to pay the annual membership fee after the period referred to in that sub rule has expired —
- (a) the Committee may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person’s membership is reinstated from the date the payment is accepted.

Division 4 — Register of Members

19. Register of Members

- (1) The General Manager, or another person authorised by the Committee, is responsible for the requirements imposed on the Club under Section 53 of the Act to maintain the Register of Members and record in that register any change in the membership of the Club.
- (2) In addition to the matters referred to in Section 53(2) of the Act, the Register of Members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) Residential, postal, email address or information by means of which contact can be made with the member can be nominated for the Register of Members.
- (4) This register must be continually available for inspection at the Club premises by authorised officers.
- (5) A member who wishes to inspect the Register of Members must contact the General Manager to make the necessary arrangements.
- (6) If —
 - (a) a member inspecting the Register of Members wishes to make a copy of, or take an extract from, the register under Section 54(2) of the Act; or
 - (b) a member makes a written request under Section 56(1) of the Act to be provided with a copy of the Register of Members,
 the Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Club.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Disciplinary Action

20. Suspension or Expulsion

- (1) The Committee shall have the power to reprimand, suspend or expel any member of the Club.
- (2) The President, Committee or authorised employees/volunteers in receiving a complaint of member's behaviour which is considered a serious breach of acceptable member behaviour or where police involvement is required, may suspend a member for a period of time until disciplinary action under sub rule (6) can be taken.
- (3) The Committee is required to exempt any member of that Committee from hearing a charge in which he or she has an interest.
- (4) If a responding member or a representative of the responding member does not attend within 30 minutes of the time stated on the hearing notice, the hearing may start without that member or his or her representative and determination will be made at the hearing.
- (5) The Committee shall apply the power to reprimand, suspend or expel any member of the Club who:
 - (a) fail in the observance or commit any breach of a Rule of the Club, Member's and/or Committee Code of Conduct, or any By-Law of the Club or of any order or direction of the Management Committee or of any General Meeting; and/or
 - (b) in the sole judgement of the Committee have been guilty in or out of the Club's premises of any act, conducted matter or thing calculated to bring discredit on the Club or its members, or to impair or affect the enjoyment of the Club by other members.
- (6) 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 7 days' notice:
 - (a) the Committee shall after hearing the accuser and accused and taking such evidence as they may consider proper, if they find the charge proved, inflict a penalty of suspension from all or any of the privileges of membership.
 - (b) If the Committee consider that on a charge of gross misconduct suspension as above is insufficient, they may call on the member to resign, and if he or she neglects to resign with 10 days they may declare him or her to be expelled.
 - (c) If a member is suspended or expelled under sub rule (6)(a) or (b), the person may appeal the Committee's decision through a Special General Meeting by giving written notice to the General Manager with 14 days of receiving notice of the Committee's decision under sub rule (6)(a) or (b).

- (7) Members are not permitted to have legal representation attend any disciplinary matters but may bring another member to act in a support capacity only.

21. Consequences of Suspension

- (1) If a member's membership is suspended under Rule 20(6)(a), the General Manager must record in the Register:
- (a) The name of the member that has been suspended from membership;
 - (b) The date on which the suspension takes effect; and
 - (c) The length of the suspension as determined by the Committee under Rule 20(6)(a).
- (2) 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.
 - (c) Cannot attend the Club as a Guest of a member, unless prior written authorisation is received from the Committee.
- (3) Upon the expiry of the period of a member's suspension, the General Manager must record in the Register that the member is no longer suspended.
- (4) If the Committee's decision to suspend or expel a member is revoked under these Rules, any act performed by the Committee or members in a General Meeting during the period that the member was suspended or expelled from membership under Rule 20(6), is deemed to be valid, notwithstanding the member's inability to exercise their rights or privileges of membership, including voting rights, during that period.

Division 2 — Resolving Disputes

22. Terms Used

In this Division —

grievance procedure means the procedures set out in this Division;

23. Application of Division

- (1) Disputes arising under the Rules:
- (a) Rule 23(1) applies to;
 - i. Disputes between members; and
 - ii. Disputes between the Club and one or more members that arise under the Rules or relate to the Rules of the Club. This does not include disciplinary matters undertaken with Club members, which are covered only under Rule 20 of the Club Constitution.

24. Parties to Attempt to Resolve a Dispute

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

25. How Grievance Procedure is Started

- (1) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this Rule by giving written notice to the General Manager of the parties, to and details of, the dispute.
- (2) The General Manager must convene a Committee Meeting within 28 days after the General Manager receives notice of the dispute under sub rule (1) for the Committee to determine the dispute.

26. Determination of Dispute by Committee

- (1) 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.
- (2) The General Manager must inform the parties to the dispute of the Committee's decision and the reasons for the decision within 7 days after the Committee Meeting referred to in sub rule (1)
- (3) If any party to the dispute is dissatisfied with the decision of the Committee they may elect to initiate further dispute resolution procedures as set out in the Rules.

Division 3 — Mediation

27. Application of Division

- (1) This Division applies:
 - (a) Where a person is dissatisfied with a decision made by the Committee under Rule 23(1); or
 - (b) Where a dispute arises between a member or more than one member and the Club and any party to the dispute elects not to have the matter determined by the Committee.
- (2) Where the dispute relates to a proposal for the suspension or expulsion of a member this Rule does not apply until the procedure under Rule 20(6) in respect of the proposed suspension or expulsion has been completed.

28. Appointment of Mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 24, or a party to the dispute is dissatisfied with a decision made by the Committee under Rule 26(3) a party to a dispute may:
 - (a) Provide written notice to the General Manager of the parties to, and the details of, the dispute;
 - (b) Agree to or request the appointment of a mediator.
- (2) Party or parties requesting the mediation must pay the costs of the mediation.

- (3) The mediator must be:
 - (a) A person chosen by agreement between the parties; or
 - (b) In the absence of agreement:
 - i. If the dispute is between a member and another member – a person appointed by the Committee; or
 - ii. If the dispute is between a member or more than one member and the Club, the Committee or a Committee Member then an independent person who is a mediator appointed to, or employed with, a not-for-profit organisation.
- (4) A member can be a mediator, but the mediator cannot be a member who is a party to the dispute.

29. Mediation Process

- (1) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (2) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (3) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow all parties to consider any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (4) 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.

30. Inability to Resolve Disputes

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

PART 5 — COMMITTEE

Division 1 — Composition and Duties of the Management Committee

31. Composition of the Management Committee

- (1) The Committee Members consist of —
 - (a) the office holders of the Club;
 - (b) Captain of Men's Golf Division;
 - (c) Captain of Women's Golf Division; and
 - (d) at least six Ordinary Committee Members.
- (2) The Committee must determine the maximum number of members who may be Ordinary Committee Members.
- (3) The following are the office holders of the Club —
 - (a) the President;
 - (b) the Vice President;
 - (c) the Treasurer as appointed or elected.
- (4) A person may be a Committee Member if the person is —
 - (a) an individual who has reached 18 years of age; and
 - (b) an eligible member.
- (5) A person must not hold 2 or more of the offices mentioned in sub rule (3) at the same time.

32. Responsibilities of Management Committee

- (1) Obligations of the Committee -
 - (a) the Committee must take all reasonable steps to ensure the Club complies with its obligations under the Act and these Rules.
- (2) Responsibilities of the Management Committee —
 - (a) a Committee Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances;
 - (b) a Committee Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Club and for a proper purpose;
 - (c) a Committee Member or former Committee Member must not improperly use information obtained because he or she is a Committee Member to:
 - (i) gain an advantage for himself or herself or another person; or
 - (ii) cause detriment to the Club.
 - (d) a Committee Member or former Committee Member must not improperly use his or her position to:
 - (i) gain an advantage for himself or herself or another person; or
 - (ii) cause detriment to the Club.
- (3) A Committee Member having any material personal interest, i.e. financial or non-financial interests, in a matter being considered at a Committee Meeting must;

- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
 - (b) disclose the nature and extent of the interest at the next General Meeting of the Club; and
 - (c) not be present while the matter is being considered at the Committee Meeting or vote on the matter.
- (4) Sub rule (3) does not apply in respect of a material personal interest that:
 - (a) exists only because the Committee Member belongs to a class of persons for whose benefit the Club is established; or
 - (b) the Committee Member has a common with all, or a substantial proportion of, the members of the Club.
- (5) The General Manager must record every disclosure made by a Committee Member under sub rule (3) in the minutes of the Committee Meeting at which the disclosure is made.
- (6) No Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Club unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.
- (7) No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous 5 years for;
 - (a) an indictable offence in relation to the promotion, formation or management of a body corporate;
 - (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than 3 months; or
 - (c) an offence under Part 4 Division 3 or Section 127 of the Act.
- (8) No person shall be entitled to hold a position on the Committee if the person is, according to the Interpretation Act Section 13D, a bankrupt person or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.
- (9) The Club may pay a Committee Member's travelling and other expenses as properly incurred:
 - (a) in attending Committee Meetings or subcommittee meetings;
 - (b) in attending any General Meetings of the Club; and
 - (c) in connection with the Club's business.
- (10) Committee Members must not receive any remuneration for their services as Committee Members other than as described in sub rule (9) unless agreed to at an Annual General Meeting or Special General Meeting.

33. Powers of Management Committee

- (1) The business of the Club shall be managed by the Management Committee who shall exercise all powers of the Club in accordance with these Rules. Any interpretation of these Rules or regulations may be dealt with by the Club in a General Meeting and may alter any decision of the Management Committee. No regulation made by the Club in a General Meeting shall invalidate any prior act of the Management Committee which would have been valid if such regulation had not been made.
- (2) The Committee Members are the persons who, as the Management Committee of the Club, have the power to manage the affairs of the Club.
- (3) Without prejudice to the powers conferred in sub rule (1) the Committee shall, subject to the By-Laws, have the power to do the following things -
 - (a) to determine from time to time the conditions on which and time when members may use the property of the Club or any part or parts thereof, and when and under what conditions the premises of the Club or any part or parts thereof, shall be used by members;
 - (b) to determine what person, if any, not being members of the Club shall be permitted to use the premises of the Club 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;
 - (c) To appoint any other officials or servants of the Club and to remove them as occasions may require at their discretion and to define their respective duties. Persons appointed to paid positions shall be engaged under a contract, award or classification of work in the Registered and Licensed Clubs Award (2010) and its amendments. To appoint a salaried General Manager and to dismiss him or her and appoint another person to the position. Other paid servants, in a Management role, (e.g. Bar Manager, and Course Superintendent) may be invited to attend Management Meetings in a non-voting capacity at the discretion of the Management Committee;
 - (d) To delegate, subject to such conditions as it thinks fit any of its powers to subcommittees 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 subcommittees as may be thought desirable;
 - (e) To regulate and control their own meeting and the transaction of business;
 - (f) To reimburse expenses of any servant of the Club for faithful and diligent service as deemed fit;
 - (g) In accordance with the rules, to suspend, or expel any member;
 - (h) to enter into or accept any lease or tenancy of the premises where on the Club shall conduct its affairs or of any furniture, goods and effects, which may be required for the use of the Club on such terms and on such conditions as the Club, may deem expedient;
 - (i) to take and defend all legal proceedings by or on behalf of the Club and to appoint all necessary Attorneys for any such purpose;
 - (j) To borrow or to raise money and to give security for the same by the issue of or upon bonds, debentures or other obligations or securities of the Club, or by mortgage or charge upon all or any part of the property of the Club, as the Management Committee shall see fit, provided that

the Management Committee shall not borrow a sum exceeding 35 times the current annual subscription of an Ordinary Member in any year without the sanction of a General Meeting. Notwithstanding the foregoing, the Management Committee shall not have the power to alter, change, or re-develop any property of the Club whether owned or leased, in excess of over 35 times the current annual subscription of an Ordinary Member on any one project, without the sanction of the members in General Meeting;

- (k) To declare vacant the position of any member of the Management Committee who is absent from 3 consecutive meetings without reasonable explanation under Rule 39(1)(f);
 - (l) To make, alter and repeal by-laws not inconsistent with these rules and regulate the use and management of the Club House, the admission of members and the conduct of the Club and its affairs in general;
 - (m) To do and perform any other act, matters and things in connection with or relative to the management of the Club as shall not by these rules require to be done by the Club in General Meetings;
 - (n) Every member of the Committee shall be indemnified against any loss, expenses or liability incurred by reason of any act or deed performed by him/her in good faith on behalf of the Committee and the Committee may use the funds of the Club for any such purpose required, together with any reasonable expenses incidental to Committee activities.
- (4) The Committee shall not relocate any tee, fairway or green on the Golf Course without the approval of a General Meeting.
- (5) Subject to the Act, these Rules, the By-Laws, the Liquor Control Act and any other 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.

34. President

- (1) It is the duty of the President to consult with the General Manager regarding the business to be conducted at each Committee Meeting and General Meeting.
- (2) The President has the powers and duties relating to convening and presiding at Committee Meetings and presiding at General Meetings provided for in these rules.
- (3) May convene Special Meetings of the Committee.
- (4) Must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct.
- (5) The President shall preside at all meetings of the Committee of the Club and, in his/her absence the Vice President. Should neither be present, the meeting shall elect an acting President.

35. General Manager

The General Manager will also act in the role of Secretary, and must —

- (a) Co-ordinate the correspondence of the Club
- (b) Consult with the President about all business to be conducted at meetings and convene General Meetings and Management Committee meetings, including preparing notices of meetings and of the business to be conducted at each meeting;
- (c) Keep and maintain an up-to-date condition of the Rules of the Club and any By-Laws of the Club;
- (d) Maintain the Register of Members including the email, street or postal address of each Member or information by means of which contact can be made with the Member;
- (e) Unless another person is authorised by the Committee to do so, ensuring the Register of Members is updated within 28 days of new members acceptance, members resigning, members suspended/expelled and in the latter case, include date in which member ceases and reasons for cessation of membership;
- (f) Maintain a record of office holders of the Club;
- (g) Ensure safe custody of the books, with the exception of the accounting records, of the Club;
- (h) Keep full and correct minutes of Management Committee Meetings for approval at the next Management Committee Meeting, which will then be stored and displayed in the members login area of the Club's website;
- (i) Keep full and correct minutes of General Meetings, which will be distributed to all members within 21 days of the General Meeting via display on the Club's website, in the member's Login area, and will be tabled for adoption at the next General Meeting;
- (j) Performance of such duties, maintenance or such records and rendering such returns as are required by a Club Licensee under the Liquor Licensing Act.
- (k) Perform any other duties as are imposed by these Rules or the Committee.

36. Treasurer

The Treasurer must —

- (a) Ensure all moneys payable to the Club are collected, and that receipts are raised for those moneys in the name of the Club;
- (b) Ensure the deposit of all moneys referred to in Rule 36, Sub Rule 1(a) into the account or accounts of the Club as the Management Committee may from time to time direct;
- (c) Ensure that the Club complies with the account keeping requirements in Part 5 of the Act;
- (d) Ensure that the Club maintains a bank account which shall be operated on conjointly by the President, General Manager and Treasurer, or any 2 of them or such other members of the Management Committee as the Management Committee may from time to time appoint.
- (e) Ensure the safe custody of the Financial Records of the Club and any other relevant records of the Club;
- (f) Coordinate the audit of the Club prior to its submission to the Annual General Meeting of the Club;
- (g) Assist the auditor in performing their duties; and

- (h) Perform any other duties as are imposed by these Rules or the Committee.

Division 2 — Election of Committee Members and Tenure of Office

37. 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 41.

38. Election of Management Committee

- (1) At the Annual General Meeting, all persons shall retire from the Committee. Excepting 3 ordinary committee members under Rule 39(3)
- (2) The Management Committee is to appoint a Returning Officer prior to the Annual General Meeting. No Returning Officer shall be a Management Committee Member or a candidate for election.
- (3) The General Manager shall post the Committee Member positions becoming vacant on the Club Noticeboard and call for nominations not less than 42 days before the Annual General Meeting
- (4) Nominations for President, Vice President, Treasurer, Captain of the Men's Golf Division, Captain of the Women's Golf Division and 3 ordinary committee members of the Committee must be in writing signed by the proposer, seconder and nominee and must be in the hands of the General Manager by 5pm no less than 14 days before the Annual General Meeting.
 - a. Only financial members with voting rights who are not ineligible as per Rules 14 and 21 may submit nominations for a position on the Committee.
 - b. The nominations shall be exhibited on the notice board or electronically posted as the nominations are received by the General Manager.
 - c. Retiring Committee Members are eligible to renominate for the position they have vacated.
 - d. A member may nominate for one specified position of office holder of the Club or to be an ordinary Committee member.
- (5) In the case where no more than the required number of office holders and Committee Members shall be nominated, those so nominated shall be declared elected.
- (6) If there are no nominations for a position, the Returning Officer may call for nominations from the Eligible Members at the Meeting.
- (7) If there shall be insufficient nominations to fill the whole of the vacancies of the list of officers and ordinary committee members, those declared elected shall have power to fill the vacancies as a casual vacancy as per Rule 41.

- (8) If the number of nominations received exceeds the number of vacancies to be filled the General Manager shall prepare a ballot containing the names of the candidates, for each vacancy on the Management Committee and post either electronically in the mail, the ballot to each Eligible Member of the Club to their address stated in the Register of Members not less than 14 days prior to the said meeting.
- a. The order of the candidates on the ballot papers shall be determined by the General Manager drawing the names of the candidates from a ballot box in the presence of either the Returning Officer or at least one other member of the office holders.
 - b. Every Eligible Member entitled to and desiring to vote shall vote for only that number of candidates as there shall be vacancies to be filled by completing the ballot paper in accordance with the voting instructions provided.
 - c. The Eligible Member shall deliver the completed ballot paper to the General Manager, in accordance with the instructions provided, no less than 2 clear days prior to the day of the Annual General Meeting.
 - d. Nominees are permitted to vote for themselves.
 - e. Once the ballot papers have been returned in accordance with Rule 38(8), the Returning Officer, as appointed, and the Scrutineers, as appointed by the Returning Officer, shall count the ballot and the Returning Officer shall present the result in a sealed envelope for the declaration of elections at the Annual General Meeting.
 - i. When in the course of election and as often as it shall happen that 2 or more candidates obtain an equal number of votes and the vacancy or vacancies which remain to be filled are less in number than the said candidates a further ballot or further ballots (as the case may require) shall be taken at the Annual General Meeting upon which the members present shall vote to determine which said candidates shall be elected to fill the vacancy or vacancies from time to time during the election remaining to be filled. If upon the last of such ballots being taken to fill 1 remaining vacancy the 2 candidates left in such ballot again obtain an equal number of votes then the Returning Officer shall decide the impasse by drawing a name from a hat, that person shall then be elected.
 - f. On the completion of the election, the new President of the Club shall take over the meeting.
- (9) The Returning Officer shall retain possession of all Ballot papers and envelopes until the conclusion of the meeting, when, subject to any contrary resolution of the meeting they shall be destroyed.

39. 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 Rule 40(h); or
 - (b) is appointed to fill a casual vacancy under Rule 41.
- (2) Subject to Rule 37, a Committee Member holds office until the positions on the Committee are declared vacant at the next Annual General Meeting.

(3) All ordinary Committee persons of the Management Committee shall be elected for a period of 2 years with 3 of the ordinary Committee members retiring from office each alternative Annual General Meeting.

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

40. Ceasing to be a member of the Management Committee

(1) A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:

- (a) Dies:
- (b) Ceases to be a member:
- (c) Becomes disqualified from holding a position under Rule 32(7) or (8) as a result of bankruptcy or conviction of a relevant criminal offence:
- (d) Becomes permanently incapacitated by mental or physical ill-health:
- (e) Resigns from office:
 - i. A Committee member may resign from the Committee by written notice given to the General Manager or, if the resigning member is the General Manager, given to the President.
 - ii. The resignation takes effect —
 - (a) when the notice is received by the General Manager or President; or
 - (b) if a later time is stated in the notice, at the later time.
- (f) Is absent from more than:
 - i. Three consecutive Committee Meetings without a good reason; or
 - ii. Three Committee Meetings in a twelve (12) month period without tendering an apology to the person presiding at each of those Committee Meetings; or
- (g) Is suspended or expelled under Rule 20 of the Constitution:
 - i. All Committee Members shall abide by the Committee Member Code of Conduct as contained in the By-Laws.
 - ii. Committee members found in breach of the Committee Member Code of Conduct shall face disciplinary action as per Rule 20.
- (h) Is removed from office by resolution at a General Meeting of the Club if a majority of the Members present and with voting rights at the meeting vote in favour of the removal.
 - i. The Club in General Meeting may by resolution of which notice shall have been given in the Notice convening the meeting remove any Management Committee person before the expiration of his/her period of office and appoint another person in his/her stead. The person so appointed shall for all purposes be treated as if he/she were appointed to a casual vacancy under Rule 40.
 - ii. The Committee Member who faces removal from the Committee must be given a full and fair opportunity at the General Meeting to decide the proposed resolution, to state their case as to why the Member should not be removed from their position on the Committee.

- (a) The General Manager or President 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.
 - iii. If all Committee Members are removed by resolution at a General Meeting, the members must, at the same General Meeting, elect an interim Committee.
 - iv. The interim Committee must, within two months, convene a General Meeting of the Club for the purpose of electing a new Committee.
- (2) Any casual vacancy referred to under Rule 39(1)(a) to (g) shall be filled by the Management Committee but the person so chosen shall retain his/her office so long only as the Management Committee person whose place he/she is appointed would have retained the same if no vacancy had occurred.

41. Filling Casual Vacancies

- (1) The Committee may appoint a member who is eligible under Rule 37 to fill a position on the Committee that —
 - (a) has become vacant under Rule 39; or
 - (b) was not filled by election at the most recent annual General Meeting or under Rule 38.
- (2) Subject to the requirement for a quorum under Rule 47, the Committee may continue to act despite any vacancy in its membership.
- (3) If there are fewer Committee Members than required for a quorum under Rule 47, the Committee may act only for the purpose of —
 - (a) appointing Committee Members under this Rule; or
 - (b) convening a General Meeting.
- (4) In the vacancy of the President then the Vice President shall become President.
- (5) A casual vacancy of Vice President shall be filled by the Committee from a member of the Management Committee.

42. Validity of Acts

Any act performed by the Management Committee, a subcommittee or a person acting as a Management Committee Member is deemed to be valid even if the act was performed when:

- (a) there was a defect in the appointment of the Management Committee Member, subcommittee or person hold a subsidiary office; or a Management Committee Member, a sub committee member or a person holding a subsidiary office was disqualified from being a Management Committee/subcommittee Member as per Rule 32 sub rule 7 or Rule 32 sub rule 8 as a result of bankruptcy or conviction or a relevant criminal offence.

43. 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.

Division 3 — Committee Meetings

44. Committee Meetings

- (1) The Management Committee shall meet together for the despatch of business so often as the President or in his/her absence the Vice President shall deem necessary but not less than once in every month.
- (2) The date, time and place of the first Committee Meeting must be determined by the Committee Members as soon as practicable after the Annual General Meeting at which the Committee Members are elected.
- (3) Special Committee Meetings may be convened by the President or any 2 Committee Members.
- (4) The minutes of Committee Meetings may be inspected by a member at such time and place as is mutually convenient to the Committee and the member.
- (5) All members, or other guests, may attend Committee Meetings if invited by the Committee but the person shall not have any right to comment without invitation, or vote on any matter, or to be provided with copies of any agenda, minutes of meetings, or documents presented at such meetings.
- (6) Committee Meetings may take place:
 - (a) where the Committee Members are physically present together; or
 - (b) where the Committee Members are able to communicate by using any technology that reasonably allows the Committee Member to participate fully in discussions as they happen in the Committee Meeting and in making decisions, provided that the participation of the Committee Member in the Committee Meeting must be made known to all other members.
- (7) A Committee Member who participates in a meeting as set out in Rule 44(6)(b):
 - (a) is deemed to be present at the Committee Meeting; and
 - (b) continues to be present at the meeting for the purposes of establishing a quorum,until the Committee Member notifies the other Committee Members that he/she is no longer taking part in the Committee Meeting.

- (8) The Committee may pass a resolution outside a Committee Meeting if:
- i. Identical copies of a document are circulated to each Committee Member detailing:
 - i. Motion
 - ii. Mover
 - iii. Seconder
 - (b) The document shall be circulated:
 - i. By email to address on Register of Members
 - ii. In person
 - (c) All Committee Members shall:
 - i. Return circulated document through email or in person, indicating acceptance or rejection of the motion; or
 - ii. Reply to email, quoting the motion and indicating acceptance or rejection of the motion.
 - iv. Taken together, all signed copies of the document will constitute the same document.
 - v. The resolution shall be decided by a majority vote after all Committee Members have cast a vote under Rule 44(8)(c).

45. Notice of Committee Meetings

- (1) At least 3 days' notice shall, if possible, be given to each Management Committee Member and the Management Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless sub rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Committee Members at the meeting unanimously agree to treat that business as urgent.
- (5) The President, Vice-President and any 2 Management Committee Members may at any time summon an emergency meeting of the Management Committee on any notice not being less than 2 hours.

46. Procedure and Order of Business

- (1) The President or, in the President's absence, the Vice-President must preside as President of each Committee Meeting.
- (2) If the President and Vice-President are absent from 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.

47. Quorum for Committee Meetings

- (1) Subject to Rule ~~45~~ 41(4), no business is to be conducted at a Committee Meeting unless a quorum is present.
- (2) The quorum at all Committee Meetings shall be 7 members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Committee Meeting —
 - (a) in the case of a Special Meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (4) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of a Committee Meeting held under sub rule (3)(b); and
 - (b) at least 5 Committee Members are present at the meeting,

those members present are taken to constitute a quorum.

48. 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 President of the meeting has a second or casting vote.
- (4) The President or in his/her absence, the acting President shall be authorised to speak on behalf of the Club.
- (5) 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.
- (6) If a secret ballot is needed, the President of the meeting must decide how the ballot is to be conducted.

49. 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 46(5) and (6);
 - (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 shall be stored electronically by the General Manager.
- (4) The President must ensure that the minutes of a Committee Meeting are reviewed and signed as correct by —
 - (a) the President of the meeting; or
 - (b) the President of the next Committee Meeting.
- (5) When the minutes of a Committee Meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

Division 4 — Subcommittees and Subsidiary Offices

50. Subcommittees and Subsidiary Offices

- (1) To help the Committee in the conduct of the Club's business, the Committee shall, in writing, appoint the following subcommittees as a minimum —
 - (a) Finance
 - (b) Course/Greens
 - (c) Men's Golf Division
 - (d) Women's Golf Division
 - (e) Membership
 - (f) House
- (2) Other subcommittees may include:
 - (a) Bar
 - (b) Social
 - (c) Sponsorship
 - (d) Juniors
 - (e) Buildings/gardens
 - (f) Marketing
- (3) The President is ex-officio of each subcommittee
- (4) The Treasurer will automatically be Chairperson of the Finance subcommittee.
- (5) The Captain of the Men's Golf Division will automatically be Chairperson of that Committee.

- (6) The Captain of the Women's Golf Division will automatically be Chairperson of that Committee.
- (7) Each subcommittee will comprise of a minimum of 3 members including the Chairperson.
- (8) No person may sit on more than 3 subcommittees.
- (9) A subcommittee may consist of the number of people, whether or not members, that the Committee considers appropriate. Except for the Men's and Women's Golf Divisions which are governed by their own By-Laws.
- (10) Each subcommittee shall meet regularly and tender a written report at the monthly Management Committee Meeting.
- (11) The General Manager may be co-opted, if required, to attend any subcommittee meeting in a non-voting capacity.
- (12) The quorum for a subcommittee meeting, except the Men's and Women's Golf Divisions shall be 3, with the Chairperson having a casting vote if required.
- (13) A person may be appointed to a subcommittee whether or not the person is a member.
- (14) Subject to any directions given by the Committee —
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

51. Delegation to Subcommittees and Holders of Subsidiary Offices

- (1) In this rule —

non-delegable duty means a duty imposed on the Committee by the Act or another written law.

- (2) The Committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Committee other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this Rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Committee from exercising or performing at any time the power or duty delegated.

- (6) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Committee.
- (7) The Committee may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF CLUB

52. Annual General Meeting

- (1) The Annual General Meeting of the Club shall be held in the month of October in each year on such a date as the Management Committee may determine.
- (2) 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) if the Club is a tier 2 Club or a tier 3 Club, the financial report of the Club for the preceding financial year presented under Part 5 of the Act;
 - (iii) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (c) to elect the office holders of the Club and other Committee Members;
 - (d) to elect;
 - (i) Auditor of the Club
 - (ii) Honorary Solicitor of the Club
 - (iii) When necessary, to endorse Trustees.
- (3) Any other business of which notice has been given in accordance with these rules may be conducted at the Annual General Meeting.

53. Special General Meetings

- (1) The President or the Committee may convene a Special General Meeting other than the Annual General Meeting.
- (2) The Committee must convene a Special General Meeting if at least 20 per cent of Eligible 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 General Manager; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The Special General Meeting must be convened within 28 days after notice is given under sub rule (3)(a).
- (5) If the Committee does not convene a Special General Meeting within that 28 day period, the members making the requirement (or any of them) may convene the Special General Meeting.

- (6) A Special General Meeting convened by members under sub rule (5) —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Club must reimburse any reasonable expenses incurred by the members convening a Special General Meeting under sub rule (5).

54. Notice of General Meetings

- (1) All General Meetings of the Club shall be held in the Club premises.
- (2) The General Manager or, in the case of a Special General Meeting convened under Rule 53(5), the members convening the meeting, must give to each member -
 - (a) at least 7 days' notice of a General Meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a General Meeting in any other case.
- (3) The notice must —
 - (a) specify the date, time of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the Annual General Meeting, include the names of the members who have nominated for election to the Committee under Rule 38 (4); and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by Section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with Rule 57(1).

55. Presiding Member and Quorum for General Meetings

- (1) The President or, in the President's absence, the Vice-President must preside as President of each General Meeting.
- (2) If the President and Vice-President are absent from a General Meeting, the Committee Members at the meeting must choose one of them to act as Chairperson of the meeting.
- (3) No business is to be conducted at a General Meeting unless a quorum is present.
- (4) 35 eligible financial members shall constitute a quorum at an Annual Meeting.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting —
 - (a) in the case of a Special General Meeting — the meeting lapses; or
 - (b) in the case of the Annual General Meeting — the meeting is adjourned to —

- (i) the same time and day in the following week; and
 - (ii) the same place, unless the President 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.
- (c) If, a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting held under sub rule (5)(b), those Eligible Members present are taken to constitute a quorum.

56. Adjournment of General Meeting

- (1) The President of a General Meeting at which a quorum is present may, with the consent of a majority of the Eligible Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 53.

57. Voting at General Meeting

- (1) On any question arising at a General Meeting —
 - (a) subject to sub rule (3), each Eligible Member has one vote;
- (2) Except in the case of a special resolution, a motion is carried if a majority of the Eligible Members present at a General Meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the President of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous General Meeting, only members who were present at that meeting may vote.
- (5) For a person to be eligible to vote at a General Meeting as an Eligible Member, the member —
 - (a) must have been an Eligible Member at the time notice of the meeting was given under Rule 53; and
 - (b) must have paid any fee or other money payable to the Club by the member.

58. 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) Sub rule (1) does not limit the matters in relation to which a special resolution may be proposed.

59. Determining Whether a Resolution is Carried

- (1) In this rule —

poll means the process of voting in relation to a matter that is conducted in writing.

- (2) Subject to sub rule (4), the President 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 70% majority of Eligible Members present; or
 - (d) lost.
- (3) If the resolution is a special resolution, the declaration under sub rule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the President of the meeting or by at least 3 other Ordinary Members present in person —
 - (a) the poll must be taken at the meeting in the manner determined by the President;
 - (b) the President must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the President or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the President.
- (7) Voting by proxy is not allowed at any meeting.
- (8) A declaration under sub rule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

60. Minutes of General Meeting

- (1) The General Manager, 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 members attending the meeting; and
 - (b) the financial statements or financial report presented at the meeting, as referred to in Rule 52(2)(b)(ii); 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 52(2)(b)(iii).
- (4) The minutes of a General Meeting are stored electronically by the General Manager.
- (5) The President must ensure that the minutes of a General Meeting are reviewed and signed as correct by —
 - (a) the President of the meeting; or
 - (b) the President 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

61. 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.

62. Control of Funds

- (1) The Club must open an account in the name of the Club with a financial institution from which all expenditure of the Club is made and into which all funds received by the Club are deposited.
- (2) Subject to any restrictions imposed at a General Meeting, the Committee may approve expenditure on behalf of the Club.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Club up to 5 times the Ordinary Membership fee without requiring approval from the Committee in any year.
- (4) All funds of the Club must be deposited into the Club's account on a weekly basis.

63. 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 reports of the Club are met.
- (2) Without limiting sub rule (1), those requirements include —
 - (a) if the Club is a tier 2 Club or tier 3 Club, the preparation of the financial report; and
 - (b) if required, 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) if required, the presentation to the Annual General Meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

64. Levies

- (1) The Management Committee may from time to time, on the authority of a special resolution at a Special General Meeting called for the purpose, make a levy on the members of the Club at such rate or of such amount as may be authorised by such resolution to meet the requirements of the Management Committee or to meet the capital cost of carrying out works of a capital nature (other than ordinary maintenance) which this Management Committee proposed to carry out and for which the ordinary revenue after allowing for ordinary costs or administration may not be sufficient.

- (2) The notice call for a Special General Meeting shall state clearly the reason for making the proposed levy and the rate or amount thereof.
- (3) No member shall be liable in any 1 year to pay by way of levy an amount in excess of one half of the annual subscription payable by him/her in respect of the year.

PART 8 — GENERAL MATTERS

65. Trustees

- (1) At the discretion of the Management Committee there may be up to 3 Trustees of the Club who shall be endorsed by a General Meeting.
- (2) Every Trustee shall hold office during his/her life or until he/she resigns, ceases to be a member of the Club, remains out of Western Australia for a period of 12 months or is removed from office by resolution of a General Meeting.
- (3) The Trustees shall not have any personal control over the property of the Club but shall give effect to the directions lawfully given by the Management Committee.

66. Executing Documents and Common Seal

- (1) The Club may execute a document without using a common seal if the document is signed by —
 - (a) 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) 2 Committee Members; or
 - (ii) 1 Committee Member and a person authorised by the Committee; or
 - (iii) 2 of the 3 Trustees.and each of them is to sign the document to attest that the document was sealed in their presence.
 - (c) The General Manager must make a written record of each use of the common seal.
 - (d) The common seal must be kept in the custody of the General Manager or another Committee Member authorised by the Committee.

67. Giving Notice 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.

68. Guests

- (1) A guest may on the introduction and in the company of a member with full playing rights, and on payment of the fees prescribed by the Management Committee, play on the Golf Course and use the Club's facilities associated therewith, at such times and days as may be determined by the Management Committee.
- (2) A guest shall be entitled to play on the Golf Course in accordance with sub rule (1) on not more than 6 days in any playing year exclusive of Club matches or any day on which an open competition is held.
- (3) A guest may on the introduction and in the company of a Non-playing or a Social Member use the Clubhouse at such times and days as may be determined by the Management Committee
- (4) 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.

69. Employees

- (1) A person who has not attained the age of 18 years shall not be employed in or about the purchase, storage or sale of liquor within the Club.
- (2) The conditions of employment of the Club's employees shall have regard to the relevant industrial law and to the conditions applying to those employed in equivalent occupation in other Western Australian Golf Clubs.
- (3) No payment or part payment shall be made to any officer or employee of the Club which is derived from a commission or allowance on receipts of the Club from subscriptions, competition fees, or sale of liquor.
- (4) Employees maybe co-opted onto subcommittees and have voting rights on that subcommittee.

70. Public Access to the Golf Course

The Management Committee may, from time to time, determine days and times in which members of the public may be permitted to play social golf on the Golf Course on payment of a designated green fee. Such access to the Golf Course shall be conditional on such person being familiar with the rules and etiquette of golf and being dressed to a standard acceptable to the Management Committee.

71. Custody of Books and Securities

- (1) Subject to sub rule (2), the books and any securities of the Club must be kept in the General Manager's custody or under the General Manager's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Club must be kept in the Treasurer's custody or under the Treasurer's control.

(3) Sub rules (1) and (2) have effect except as otherwise decided by the Committee.

(4) The books of the Club must be retained for at least 7 years.

72. 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 General Manager's custody or under the General Manager's control.

73. Inspection of Records and Documents

(1) Sub rule (2) applies to a member who wants to inspect —

- (a) the Register of Members under Section 54(1) of the Act; or
- (b) the record of the names and addresses of Committee Members, and other persons authorised to act on behalf of the Club, under Section 58(3) of the Act; or
- (c) the Books of the Club.

(2) The member must contact the General Manager to make the necessary arrangements for the inspection.

(3) The inspection must be free of charge.

(4) If the member wants to inspect a document that records the minutes of a Committee Meeting, the right to inspect that document is subject to any decision the Committee has made about minutes of Committee Meetings generally, or the minutes of a specific Committee Meeting, being available for inspection by members.

(5) The member may make a copy of or take an extract from a record or document referred to in sub rule (1)(c) but does not have a right to remove the record or document for that purpose.

(6) The member must not use or disclose information in a record or document referred to in sub rule (1)(c) except for a purpose —

- (a) that is directly connected with the affairs of the Club; or
- (b) that is related to complying with a requirement of the Act.

74. 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.

75. 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.

76. Alteration of rules

(1) If the Club wants to alter or rescind any of these rules, or to make additional rules, the Club may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

(2) Notices of motions to repeal, alter or suspend any rule shall be given to the General Manager at least 21 days preceding the Annual or Special General Meeting at which the motion shall be presented. The General Manager shall exhibit the proposal on The Club notice board at least 14 days prior to such meeting.

(3) Within one month after the making of any amendment or addition to the rules of the Club, passed by special resolution, the Management Committee shall send or deliver the required documents and a certified copy of the amendment or alteration to the Consumer Protection Division of The Department of Commerce. No effect will be given to the amendments without the approval of this Department.

77. Liquor Act

(1) The Club will maintain a Club License under the current Liquor Act.

(2) The Club shall ensure an Approved Manager is on the licensed premises for the purposes of observing liquor licensing requirements and regulations, as required under the Liquor Act.

(3) 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.

(4) 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.

(5) Corporate and Honorary 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.

- (6) Liquor shall not be sold or supplied from the Clubhouse to any person who has not attained the age of 18 years.
- (7) The Club may allow visitors onto the premises, as per the requirements of the Liquor Act.
 - (a) 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.
 - (b) Visitors will be subject to withdrawal by any Club official, including bar person, acting on the best interests of the Club.
 - (c) An up-to-date register of visitors must be continually available for inspection at the Club premises by authorised officers.
- (8) The Club may seek an Extended Trading Permit – Associations to add local Associations as users of the Club facility to hold their functions.