



Geraldton Golf Club

CONSTITUTION AND RULES OF GERALDTON GOLF CLUB INC

Approved by
Special General Meeting held on
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PART 1 — PRELIMINARY

1. Terms used

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

Association means the Geraldton Golf Club Inc hereinafter called the “Club”;

books, of the Club, includes the following —

- (a) the members register;
- (b) the Record of Office Holders;
- (c) the Club Constitution.

by laws means by-laws made by the Club under rule 32 (3);

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 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 2;

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 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 30;

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(2);

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;

secretary means the Committee member holding office as the secretary of the Club, where the incumbent is a paid employee of the Club, that incumbent referred to as “the Secretary” in these rules shall be styled the “Manager” of the Club;

Special General Meeting means a General Meeting of the Club other than the annual General Meeting;

special resolution means a resolution passed by the members at a General Meeting in accordance with section 51 of the Act;

subcommittee means a subcommittee appointed by the Committee under rule 52(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.

2. Financial year

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

PART 2 — OBJECTIVES OF THE CLUB AND NOT FOR PROFIT

3. Objectives of the Club

- (1) **The principal objects** are 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, Greens and Club House in the Geraldton District for the use of the members.
- (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 maintain a Club License under the current Liquor Act and its amendments.

4. 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.

5. Not-for-profit body

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

6. Terms used

In this Part –

annual membership fee means for the period 1st March in any given year to 28th February of the following year

Corporate Member means an organisation, restricted to senior management, conducting community or tourism related business in Geraldton and its surrounds that have made a contribution to the Club through business, sponsorship or donations. 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 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 28th February of any year has attained the age of 15 years but has not attained the age of 18 years.

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 a set number of golf entitlement points as determined by the Management Committee, with the rights referred to in rule 11

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.

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

Registered Sub Junior means a person aged 14 years or younger. Are not members of the Club and are not entitled to any of the privileges of the Club.

Senior Member means a member who has attained the age of 65 as at 28th February in any year and has a valid government pension card. With the rights referred to in rule 11

Special Circumstances member means 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.

Social Member means a person who may use only the facilities of the Club House with the rights referred to in rule 11

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 a person who on the 28th February of any year has attained the age of 18 years but has not attained the age of 24 years.

Division 2 — Membership

7. Eligibility for membership

- (1) Any person who supports the objectives 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.

8. Applying for membership

- (1) Any person desiring to become a Member of the Club shall sign an application form as may be prescribed by the Management Committee which the Management Committee shall have power to modify.
- (2) The application must include a member's nomination of the applicant for membership.
- (3) Such applications for membership shall be duly proposed and seconded in writing by financial members with voting rights.
- (4) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.
- (5) 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, provided also that an interval of not less than two weeks shall elapse between nomination and election.

- (6) 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.

9. 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 Association.
- (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 monthly Management Committee meetings and recorded in the minutes.
- (5) The Committee must not accept an application unless the applicant —
 - (a) is eligible under rule 7; and
 - (b) has applied under rule 8.
- (6) The Committee may reject an application even if the applicant —
 - (a) is eligible under rule 7; and
 - (b) has applied under rule 8.
- (7) The Secretary/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.

10. 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 17.
- (2) All members, upon successful registration, will be supplied with an electronic copy of the Club's constitution or will be directed to obtain a copy of the Club constitution 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.

11. Classes of membership

- (1) The Club consists of the following memberships:
 - (a) Ordinary
 - (b) Senior
 - (c) Life
 - (d) Temporary
 - (e) Transitional
 - (f) Lifestyle
 - (g) Corporate
 - (h) Special Circumstance
 - (i) Honorary
 - (j) Junior
 - (k) Reciprocal
 - (l) Registered Sub Junior
 - (m) Social (Non Playing membership)
- (2) The Club may have any class of associated membership approved by resolution at a General Meeting, including junior membership, lifestyle and honorary membership and a non-playing membership Social.
- (3) An individual who has not reached the age of 18 years is only eligible to be an associated member.
- (4) No individual under the age of 12 years is eligible to be on the golf course unaccompanied.
- (5) A person can only be an ordinary member or belong to one class of associated membership.
- (6) 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.
- (7) An associated member has the rights referred to in sub rule (6) other than full voting rights, hold office of the Club or win honour board events.
- (8) Temporary, Reciprocal or Honorary 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.
- (9) Social Members shall not have any right, title or interest in or to any of the property of the Club.

12. 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 Secretary/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 Club 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 function on the Club premises after written application for said function has been considered and approved by the Secretary/Manager and/or Committee.
 - (a) The Secretary/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.
- (10) The Club may seek an Extended Trading Permit – Associations to add local Associations as users of the Club facility to hold their functions.

13. 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 Association under rule 14;
 - (d) the person is expelled from the Association under rule 20;
 - (e) the person ceases to be a member under rule 17(8).
- (2) The Secretary/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.

14. Resignation

- (1) A member may resign from membership of the Association by giving 1 month's written notice of the resignation to the Secretary/Manager.
- (2) The resignation takes effect —
 - (a) when the Secretary/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.

15. 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

16. 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 66(1)
 - (b) Senior Members may be entitled to a reduction of subscriptions of Ordinary members to be determine by the Management Committee

- (c) Ordinary Members aged between 18 and 24 inclusive on the 1st day of March in any year, may be entitled to a graduated reduction in annual subscriptions upon the discretion of the Management Committee.
 - (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.
- (2) The fees determined under sub rule (1) may be different for different classes of membership.

17. 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. If elected between 1st March and 31st May – full annual subscription
 - ii. If elected between 1st June and 31st August – 75% annual subscription
 - iii. If elected between 1st September and 30th November – 50% annual subscription
 - iv. If elected between 1st December and 28th February – 25% annual subscription
- (10) Transitional members, based on age at 1st March, and as per sub rule (9):
- i. 19 Years old 60%
 - ii. 20 years old 68%
 - iii. 21years old 76%
 - iv. 22 years old 84%
 - v. 23 years old 92%
 - vi. 24 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

18. Register of members

- (1) The Secretary/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 or email address can be nominated for the members register.
- (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 Secretary/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

19. 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) At 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 an rule of the Club, members 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 Secretary/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.

20. Consequences of suspension

- (1) If a member's membership is suspended under rule 19(6)(a), the Secretary/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 19(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.
- (3) Upon the expiry of the period of a Member's suspension, the Secretary/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 19(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

21. Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

22. Application of Division

- (1) Disputes arising under the Rules:
- (a) Rule 22(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 19 of the Club Constitution.

23. Parties to attempt to resolve dispute

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

24. How grievance procedure is started

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

25. 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 Secretary/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

26. Application of Division

- (1) This Division applies:
 - (a) Where a person is dissatisfied with a decision made by the Committee under rule 22(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 19(6) in respect of the proposed suspension or expulsion has been completed.

27. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 23, or a party to the dispute is dissatisfied with a decision made by the Committee under rule 25(3) a party to a dispute may:
 - (a) Provide written notice to the Secretary/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.

28. 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.

29. 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

30. 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 Secretary/Manager as appointed or elected (Non-voting capacity if appointed);
 - (d) 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 (4) at the same time.

31. 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 Secretary/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.

32. 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. A paid Secretary/Manager/Manager or paid Treasurer shall not be a member of the Management Committee, but shall attend Management meetings in a non-voting capacity. Other paid servants, in a Management role, (e.g. Bar Manager, Sponsorship, 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 43(e);
 - (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.

33. President

- (1) It is the duty of the President to consult with the Secretary/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.

34. Secretary/Manager

The Secretary/Manager has the following duties —

- (a) dealing with the Club's correspondence;
- (b) consulting with the President regarding the business to be conducted at each Committee meeting and General Meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the Committee to do so, maintaining on behalf of the Club the register of members, and recording in the register any changes in the membership, within 28 days of new members, members resigning, members suspended/expelled and in the latter case, include date in which member ceases and reasons for cessation of membership
- (e) keep and maintain an up to date condition the rules of the Club and any by-laws of the Club;
- (f) unless another member is authorised by the Committee to do so, maintaining on behalf of the Club a record of Committee members and other persons authorised to act on behalf of the Club;
 - i. Committee Members may nominate a business address, post office box address or email address to be used in the record in place of their personal address;
- (g) ensuring the safe custody of the books of the Club, other than the financial records, financial statements and financial reports – unless authorised by the Committee, as applicable to the Club;
- (h) maintaining full and accurate minutes of Committee meetings and General Meetings;
- (i) carrying out any other duty given to the Secretary/Manager under these rules or by the Committee.
- (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.

35. Treasurer

The treasurer has the following responsibilities —

- (a) ensuring that any amounts payable to the Club are collected and issuing receipts for those amounts in the Club's name;
- (b) ensuring that any amounts paid to the Club are credited to the appropriate account of the Club, as directed by the Committee;
- (c) ensuring that any payments to be made by the Club that have been authorised by the Committee or at a General Meeting are made on time;
- (d) ensure that the Club maintains a bank account which shall be operated on conjointly by the President, Secretary/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) ensuring that the Club complies with the relevant requirements of Part 5 of the Act;

- (f) ensuring the safe custody of the Club's financial records, financial statements and financial reports as applicable to the Club;
- (g) if the Club is a tier 2 Club or tier 3 Club, coordinating the preparation of the Club's financial report before its submission to the Club's annual General Meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the treasurer under these rules or by the Committee.

Division 3 — Election of Committee members and tenure of office

36. 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 44.

37. Nomination of Committee members

- (1) At least 42 days before an annual General Meeting, the Secretary/Manager must send written notice to all the members —
 - (a) calling for nominations for election to the Committee; and
 - (b) stating the date by which nominations must be received by the Secretary/Manager to comply with sub rule (2).
- (2) A member who wishes to be considered for election to the Committee at the annual General Meeting must nominate for election by sending written notice of the nomination to the Secretary/Manager on or before 5pm on the last not less than 21 days prior to the Annual General Meeting date. Any nomination which is received by the Secretary/Manager after the said date shall be rejected.
- (3) The written notice must include the names and signatures of 2 members who are eligible members. The candidate shall also sign the nomination as evidence of consent thereto.
- (4) Only members classified as Eligible members who are financial shall be eligible for election to the Management Committee.
- (5) A member may nominate for one specified position of office holder of the Club or to be an ordinary Committee member.
- (6) A member whose nomination does not comply with this rule is not eligible for election to the Committee unless the member is nominated under rules 38(3) or 39(2)(b).

38. Election of office holders

- (1) The Management Committee is to appoint a Returning Officer prior to the Annual General Meeting. The Returning Officer is to conduct the election of Office Bearers as per sub rules (2), (3) & (4). No Returning Officer shall be a Management Committee person or a candidate for election.
- (2) At the Annual General Meeting, a separate election must be held for each position of office holder of the Club.
- (3) If there is no nomination for a position, the Returning Officer may call for nominations from the ordinary members at the meeting.
- (4) If only one member has nominated for a position, the Returning Officer must declare the Member elected to the position.
- (5) If more than one member has nominated for a position, there shall be an election. Such election of the Management Committee persons shall be by ballot and taken in the manner of Rule 40
- (6) Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- (7) A member who has nominated for the position may vote for himself or herself.
- (8) On the completion of the election, the new President of the Club shall take over the meeting.

39. Election of ordinary Committee members

- (1) At the Annual General Meeting, all persons shall retire from the Committee. Excepting 3 ordinary Committee persons under rule 41(3).
- (2) If the number of members nominating for the position of ordinary Committee member is not greater than the number to be elected, the Returning Officer of the meeting —
 - (a) must declare each of those members to be elected to the position; and
 - (b) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- (3) If —
 - (a) the number of members nominating for the position of ordinary Committee member is greater than the number to be elected; or
 - (b) the number of members nominating under sub rule (2)(b) is greater than the number of positions remaining unfilled,there shall be an election. Such election of the Management Committee persons shall be by ballot and taken in the manner of rule 40
- (4) A member who has nominated for the position of ordinary Committee member may vote in accordance with that nomination.

40. Election of Committee members ballot

- (1) The Secretary/Manager shall arrange for the names of candidates to be printed on typewritten ballot forms. Each eligible member shall be posted one of such forms from which he/she shall strike out the names of any candidates from whom he/she does not wish to vote, leaving the same number of names as there are vacancies.
- (2) The ballot papers may be returned to the Secretary/Manager in a confidential envelope provided for that purpose, they may also be scanned and emailed back to the Secretary/Manager who will then place the ballot in a confidential envelope. A locked ballot box will be provided for ballot envelopes. The ballot box is to remain locked and sealed and only to be opened by the scrutineers appointed for the current election. The poll closes 2 clear days prior to the day of the Annual General Meeting. Informal ballot papers shall be invalid. The Returning Officer, as appointed by the Management Committee and the Scrutineers, as appointed by the Returning Officer, shall count the ballot and the Returning Office shall present the result in a sealed envelope for the declaration of elections at the Annual General Meeting.
- (3) 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.
- (4) In the event of the number of candidates duly nominated being less than the number of vacancies to be filled the Returning Officer at the meeting shall declare the candidates already nominated elected and shall then call for the verbal nomination of candidates for election to fill the remaining vacancies, and an election to fill the said vacancy shall be held in accordance with these provisions so far as the same are applicable to such election.
- (5) 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.

41. Term of office

- (1) The term of office of a Committee member begins when the member —
 - (a) is elected at an Annual General Meeting or under sub rule 42(5)(b); or
 - (b) is appointed to fill a casual vacancy under rule 44.
- (2) Subject to rule 36, 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.

42. Resignation and removal from office

(1) Any casual vacancy in any office or on the Management Committee 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. In the event of any member of the Management Committee failing to attend 3 consecutive ordinary meetings, and not furnishing an explanation in writing, which by resolution of the Management Committee has been accepted, his/her seat shall be declared vacant and the Secretary/Manager shall notify him/her of having ceased to hold office.

(2) 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 sub rule 1.

(3) A Committee member may resign from the Committee by written notice given to the Secretary/Manager or, if the resigning member is the Secretary/Manager, given to the President.

(4) The resignation takes effect —

- (a) when the notice is received by the Secretary/Manager or President; or
- (b) if a later time is stated in the notice, at the later time.

(5) At a General Meeting, the Club may by resolution —

- (a) remove a Committee member from office; and
- (b) elect a member who is eligible under rules 36 and 44 to fill the vacant position.

(6) A Committee member who is the subject of a proposed resolution under sub rule (5)(a) may make written representations (of a reasonable length) to the Secretary/Manager or President and may ask that the representations be provided to the members.

(7) The Secretary/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.

43. When membership of Committee ceases

A person ceases to be a Committee member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the Committee or is removed from office under rule 42; or

- (c) becomes ineligible to accept an appointment or act as a Committee member under section 39 of the Act;
- (d) becomes permanently unable to act as a Committee member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.
- (f) Shall take up permanent residence outside of Western Australia

44. Filling casual vacancies

- (1) The Committee may appoint a member who is eligible under rule 36 to fill a position on the Committee that —
 - (a) has become vacant under rule 42; or
 - (b) was not filled by election at the most recent annual General Meeting or under rule 39.
- (2) If the position of Secretary/Manager becomes vacant, the Committee must appoint a member who is eligible under rule 36 to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 50, the Committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer Committee members than required for a quorum under rule 50, the Committee may act only for the purpose of —
 - (a) appointing Committee members under this rule; or
 - (b) convening a General Meeting.
- (5) In the vacancy of the President then the Vice President shall become President.
- (6) A casual vacancy of Vice President shall be filled by the Committee from a Member of the Management Committee.

45. Validity of acts

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

46. 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 4 — Committee meetings

47. 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.

48. 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.

49. 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 or are unwilling to act as President of a meeting, the Committee members at the meeting must choose one of them to act as President of the meeting.

- (3) The procedure to be followed at a Committee meeting must be determined from time to time by the Committee.
- (4) The order of business at a Committee meeting may be determined by the Committee members at the meeting.
- (5) A member or other person who is not a Committee member may attend a Committee meeting if invited to do so by the Committee.
- (6) A person invited under sub rule (5) to attend a Committee meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

50. Quorum for Committee meetings

- (1) Subject to rule 44(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.

51. 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.

52. 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 49(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 Secretary/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 5 — Subcommittees and subsidiary offices

53. 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 Secretary/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.

54. 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

55. 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.

56. 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 Secretary/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).

57. Notice of General Meetings

- (1) All General Meetings of the Club shall be held in the Club premises.
- (2) The Secretary/Manager or, in the case of a Special General Meeting convened under rule 56(5), the members convening the meeting, must give to each member -
- (a) at least 7 working days' notice of a General Meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 working 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 37(2); and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 60(1).

58. 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 or are unwilling to act as President of a General Meeting, the Committee members at the meeting must choose one of them to act as President 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.

59. 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 ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 56.

60. 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 56; and
 - (b) must have paid any fee or other money payable to the Club by the member.

61. 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.

62. Determining whether resolution carried

- (1) In this rule —

poll means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to sub rule (4), the 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 except a meeting referred to in rule 78.
- (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.

63. Minutes of General Meeting

- (1) The Secretary/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 55(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 55(2)(b)(iii).
- (4) The minutes of a General Meeting are stored electronically by the Secretary/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

64. 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.

65. 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) The Management Committee shall not borrow a sum exceeding 35 times the current Ordinary Membership fee 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 by the Club, in excess of over 35 times the current Ordinary Membership fee on any one project, without the sanction of the members in General Meeting.
- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club must be signed by —
 - (a) 2 Committee members; or
 - (b) 1 Committee member and a person authorised by the Committee.
- (6) All funds of the Club must be deposited into the Club's account within 5 working days after their receipt.

66. 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.

67. 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

68. 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.

69. 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.
- (3) The Secretary/Manager must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the Secretary/Manager or another Committee member authorised by the Committee.

70. Giving notices to members

- (1) In this rule —

recorded means recorded in the register of members.
- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
 - (a) delivered by hand to the recorded address of the member; or
 - (b) sent by prepaid post to the recorded postal address of the member; or

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

71. 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.

72. 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.

73. Public Access to the Golf Course

- (1) 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.

74. Custody of books and securities

- (1) Subject to sub rule (2), the books and any securities of the Club must be kept in the Secretary/Manager's custody or under the Secretary/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.

75. Record of office holders

The record of Committee members and other persons authorised to act on behalf of the Club that is required to be maintained under section 58(2) of the Act must be kept in the Secretary/Manager's custody or under the Secretary/Manager's control.

76. 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 Association.
- (2) The member must contact the Secretary/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.

77. 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.

78. 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.

79. 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 Secretary/Manager at least 21 days preceding the Annual or Special General Meeting at which the motion shall be presented. The Secretary/Manager shall exhibit the proposal on The Club notice board at least 14 days prior to such meeting.
- (3) As soon as is practicable after the making of any proposal for a change to the constitution or rules of the Club, the Secretary/Manager shall provide the Director of Liquor Licensing, certified particulars of the changes proposed. No effect will be given to the change without the prior approval of the Director of Liquor Licensing.
- (4) 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. In addition, all amendments passed as a special resolution must be noticed to the Director of Liquor Licensing.

80. Liquor

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

- (2) 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.
- (3) 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.
- (4) 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.
- (5) Liquor shall not be sold or supplied from the Clubhouse to any person who has not attained the age of 18 years.