



BYFORD
& DISTRICTS
COUNTRY CLUB

PASSED AS SPECIAL RESOLUTION AT ANNUAL GENERAL MEETING: 17TH JULY 2021

**LODGED WITH DEPARTMENT OF MINES, INDUSTRY REGULATION
AND SAFETY – EFFECTIVE: 17TH AUGUST 2021**

Table of Contents

- 1. NAME5
- 2. FINANCIAL YEAR6
- 3. GENERAL6
 - 3.1 Objects of the Club6
 - 3.2 No distribution to Members6
- 4. MEMBERSHIP7
 - 4.1 Eligibility for Membership7
 - 4.2 Consideration of Membership Applications7
 - 4.3 Classes of Members7
 - 4.4 Life Member8
 - 4.5 Ordinary Member8
 - 4.6 Social Member8
 - 4.7 Honorary and Temporary Member8
 - 4.8 Corporate Member9
 - 4.9 Pool Club Member9
 - 4.10 Bowling Club Member9
 - 4.11 When a membership ceases9
 - 4.12 Resignation10
 - 4.13 Rights not Transferrable10
- 5. MEMBERSHIP FEES10
 - 5.1 Membership Fees10
- 6. REGISTER OF MEMBERS11
 - 6.1 Register of Members11
- 7. DISCIPLINARY ACTION, DISPUTES AND MEDIATION FOR MEMBERS11
 - 7.1 Suspension or Expulsion11
 - 7.2 Consequences of Suspension12
- 8. RESOLVING DISPUTES13
- 9. OFFENDING MEMBERS14
 - 9.1 Offending Members14
- 10. THE BOARD14
 - 10.1 Board Composition15
 - 10.2 Appointment of Member Elected Board Members15
 - 10.3 Appointment of Board Appointed Board Members15
 - 10.4 Retirement and re-appointment of Board Members15
 - 10.5 No Alternate Board Member16
 - 10.6 Payment to Board Member16
 - 10.7 Skills, experience and attributes of a Board Member16
 - 10.8 Background Information on proposed Member Elected Board Member and Board Appointed Board Member .17
 - 10.9 General Manager17
 - 10.10 Consents and Undertakings17
- 11. POWERS OF THE BOARD17

11.1	Powers of the Board	17
12	ELECTION OF BOARD MEMBERS AND TENURE	19
12.1	Must be a Member	19
12.2	Nomination of Board Members	19
12.3	Election of Board Members	20
12.4	Returning Officer	20
12.5	Term of Office	20
12.6	Resignation and Removal of Office	21
12.7	When Membership of Board Ceases	21
12.8	Retirement from Board	21
12.9	Filling Casual Vacancies	21
12.10	Validity of Acts	22
12.11	Executive Positions	22
13	BOARD MEETINGS	22
13.1	Board Meetings	22
13.2	Notice of Board Meetings	22
13.3	Procedure and Order of Business	23
13.4	Use of Technology to be Present at Board Meeting	23
13.5	Quorum for Board Meetings	23
13.6	Resolutions of the Board	23
13.7	Minutes of Board Meeting	24
14	SUBCOMMITTEES AND SUBSIDIARY OFFICES	24
14.1	Board May Establish	24
14.2	Terms of Reference and Governance	24
14.3	Review	24
15	BY-LAWS	24
15.1	By-Laws Matters	24
15.2	No conflict with Constitution	25
15.3	Making of By-Laws	25
15.4	Force and Effect of By-Laws	25
16	GENERAL MEETINGS OF THE CLUB	25
16.1	Annual General Meeting	25
16.2	Special General Meeting	26
16.3	Notice of General Meeting	26
16.4	Proxies	27
16.5	Presiding Member and Quorum for General Meetings	27
16.6	Adjournment of General Meeting	28
16.7	Voting at General Meeting	28
16.8	Determining Whether Resolution Carried	28
16.9	Minutes of Meetings	29
17	FINANCIAL MATTERS	29
17.1	Source funds	29
17.2	Control of Funds	29

17.3 Financial Statements and Financial Reports.....30

17.4 Auditors30

18 LIQUOR30

18.1 Supply of Liquor30

18.2 Trading Hours.....31

18.3 GUESTS31

19 GENERAL.....31

19.1 Indemnity31

19.2 Executing Documents Using a Common Seal.....31

19.3 Giving Notices to Members31

19.4 Custody of Books and Securities.....32

19.5 Record of Office Holders32

19.6 Inspection of Records and Documents.....32

19.7 Publication by Board Members of Statements about Club Business prohibited32

20 DISOLUTION33

21 ALTERATION AND REPEAL OF RULES33

RULES OF THE ASSOCIATION

BYFORD AND DISTRICTS COUNTRY CLUB INCORPORATED

1. NAME

The name of the Club is the Byford and Districts Country Club (Incorporated).

TERMS USED

Definitions

In these Rules, unless the contrary intention appears –

Act means the Associations Incorporation Act 2015;

Board means the Board of Management of the Club;

Board Meeting means a meeting of the Board of Management;

Board Member means a Member of the Board of Management;

Books, of the Club, includes the following –

a register;

financial reports, however compiled, recorded or stored;

any other record of information;

By-Laws means By-Laws made by the Association under Rule 15;

General Manager means the person appointed for the time being under Rule 10.9, being an employee (whether full-time or part-time) of the Club or a related body corporate of the Club.

Chairperson means the Board Member holding office as the Chairperson of the Board of Management;

Club means the incorporated association known as the Byford and Districts Country Club (Incorporated), to which these Rules apply;

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

Corporate Members means an entity other than an individual so long as they meet the requirements under the Act and their purpose of becoming a Member is in accordance with the Clubs objects and they won't be in breach of the Clubs legal arrangements, including but not limited to leases, insurances, third party regulations etc.;

Deputy Chairperson means the Board Member holding office as the Deputy Chairperson of the Board of Management;

Executive Position means a position on the Board other than an ordinary Board Member role comprising of Chairperson, Deputy Chairperson, Secretary and Finance Officer.

Financial Records includes –

invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and

documents of prime entry; and

working papers and other documents needed to explain –

the methods by which Financial Statements are prepared; and

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;

General Meeting, of the Club, means a meeting of the Club that all Members are entitled to receive notice of and to attend, including the Annual General Meeting (AGM);

Liquor Control Act means the Liquor Control Act 1988 as amended from time to time;

Member means a person who is a financial ordinary Member with the rights referred to in Rule 4.5;

Premise means the property at where the Club is located or operates its business from time to time and extends to its intellectual property such as its members portal;

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, otherwise referred to as the constitution;

Secretary means the Board Member holding office as the Secretary of the Board of Management;

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 Special General Meeting in accordance with section 51 of the Act;

Sub-committee means a sub-committee appointed by the Board under Rule 14.1;

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

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

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

2 FINANCIAL YEAR

The Financial Year of the Club is for the period of twelve (12) months commencing 1st April each year and expiring on the 31st March the following year.

3 GENERAL

3.1 Objects of the Club

- a. To establish, maintain and conduct a Club of a social, cultural, health and community welfare educational and recreational character and for the purposes of accommodating Members of the Club and their guests upon Club premises.
- b. To encourage sporting activity and to promote and hold and participate in, all kinds of competition, tournaments and matches.
- c. The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association 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.

3.2 No Distribution to Members

- a. The Club must not make any payment or distribution or apply any part of the income or property of the Club, to any Member, including by way of dividend, surplus on winding up or otherwise.
- b. Rule 3.2 (a) does not prevent the Club, with the approval of the Board acting in good faith (including through delegation of power to the General Manager and to management), paying:

- i) Reasonable remuneration to a Member who is an employee of the Club;
- ii) Subject to Rule 10.6(a), reasonable reimbursement to a Member who is a Board Member of the Club;

4 MEMBERSHIP

4.1 Eligibility for Membership

- a. Any person who supports the objects or purposes of the Club is eligible to apply to become a Member.
- b. No application for Membership shall be made by any candidate who has been rejected by the Committee until the expiry of twelve (12) months from the date of such rejection.
- c. A member who has been expelled from the club shall not be eligible to reapply for membership for a minimum period of three (3) years.

4.2 Consideration of Membership Applications

- a. The Board, including on recommendation of management or a sub-committee of the Board constituted with terms of reference including such purpose, may determine whether an applicant may become a Member.
- b. The Board is not required to give any reason for the approval or rejection of any application to become a Member.
- c. If an application to become a Member is accepted, the Club must:
 - i) Give written notice of the acceptance to the applicant including details of the Class of Membership and the rights that are then attached to that Class;
 - ii) Request payment of any outstanding amount owing for any Fees incidental to such Membership; and
 - iii) Upon payment in full of fees, enter the applicants name in the Register as a Member of the relevant class.
- d. If an application to become a Member is rejected, the Club must:
 - i) Give written notice of the rejection to the applicant; and
 - ii) Refund in full any fees paid to the Club by the applicant when applying for membership.
- e. The Board may, at its discretion, determine to close offering Membership, either generally or with respect to any particular class or classes, to new applicants, in which case the Club may keep the names and particulars of any new applicants on a waiting list, but without assurance of Membership becoming available within any timeframe or priority being given to those on such a waiting list.

4.3 Classes of Members

- a. The Club must at all times be a bone fide body of not less than fifty (50) Members. The Club shall consist of Members and such Members as may be admitted from time to time by the Board.
- b. The Club shall consist of the following classes of Members:
 - i) Ordinary Members;
 - ii) Social Members;
 - iii) Life Members;
 - iv) Honorary and Temporary Members; and
 - v) Corporate Members

vi) Bowling Club Member

vii) Pool Club Member

- c. An individual who has not reached the age of 18 years is not eligible to be a Member.
- d. A Member has 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 Board.

4.4 Life Member

- a. The Club in a General Meeting upon the recommendation of the Board, or upon the motion of any financial Member of which due notice has been given may confer a Life Membership of the Club upon any Member whose diligence and faithful service in the interests and well-being of the Club merit special recognition or approval.
- b. A Life member has the same rights conferred on Ordinary Members by these Rules or approved by resolution at a General Meeting or determined by the Board.
- c. Life members shall pay no ordinary or social membership fees. They shall pay any affiliate and/or sporting clubs fees as applicable.
- d. Any nominee for life membership should meet the following criteria:
 - 1. Minimum of 15 years Club membership;
 - 2. Minimum of 10 years in specific roles that contribute to the benefit of the Club. These roles may include, but are not limited to, service on boards/committees, fundraising activities, participation in sporting and/or social activities, maintenance, coaching, volunteering or any activities that promote and benefit the club's interests.
 - 3. Demonstrated attitude and demeanour that reflects dedication to the core values of the Club as set down in the Members Code of Conduct.
- e. Any nomination of a life member must be approved by at least three quarters of members in attendance at a general meeting of the Club.

4.5 Ordinary Member

- a. An Ordinary Member shall be one whose subscription for the Financial Year then current has been paid and who in all respects complies with the Rules and By-Laws of the Club.
- b. An Ordinary Member wishing to use engage in any other pursuit offered by the Club from time to time must also pay the additional privileges subscription fee as determined by the Board.

4.6 Social Member

- a. A Social Member is a member who is interested in promoting the objects of the Club but does not wish to participate in any sporting activities.
- b. A Social Member shall be entitled to voting rights.

4.7 Honorary and Temporary Member

- a. A person may be an Temporary Member of the Club who is on any day visiting the Club as a Member or an official of, or a person assisting a team that is to contest a prearranged event, or a person who is attending a function or sporting event or any other reason approved by the General Manager.
- b. No person shall be allowed to be a Temporary Member of the Club –
 - i) Who has been suspended or expelled from the Club under rule 7.1; or
 - ii) Who has had an application for membership rejected by the Board in accordance with rule 4.1(d); or

- iii) Who is under the age of eighteen (18) years.
- c. Temporary Members are permitted to:
 - i) Engage in a pre-arranged event with the Club as per the Club's objects; or
 - ii) Hold a pre-arranged function at the Club involving the use of the Club's sporting facilities.
- d. Honorary Member – membership that may be granted to Club patrons, sponsors, selected government offices and any other such persons as the board may decide from time to time based on their relationship to the Club or community.
 - 1. Honorary membership will be restricted at any one time to a level deemed appropriate by the board or as may be suggested by the liquor licensing authority.
- e. Honorary and Temporary Members shall not be entitled to be present at any meeting of the members of the Club, nor have any voting rights or any right, title or interest in or to any of the property of the Club.

4.8 Corporate Member

- a. Corporate Membership may be afforded by the Board to any organisation they deem fit to hold a Corporate Membership.
- b. Shall be entitled to exercise every privilege open to a Social Member (other than the holding of an office or Board Member), either in the name of the body corporate or through their designated representative(s) of the Corporate Member subject nevertheless to such regulation and conditions that may be specifically expressed by the Board at the time of admission to the Club as a Corporate Member, or at the time of renewal of Membership subscription by a Corporate Member.
- c. The Board is empowered to promulgate regulations or impose conditions with respect to the membership of Corporate Members including but not limited to:
 - i) The number of designated representatives of Corporate Members;
 - ii) Nomination and approval of the designated representatives of Corporate Members and variations to the identity of designated representatives;
 - iii) The fee payable by a Corporate Member with respect to each designated representative;
 - iv) The rights and entitlements of designated representatives with respect to the Club's facilities and events;
 - v) Exclusion or suspension of designated representatives; and
 - vi) The manner of exercise of voting rights by Corporate Members and the status of designated representatives at meetings of Members of the Club.

4.9 Bowling Club Member

A Bowling Club member will be 18 years and older and a member of Byford Bowling Club Inc. who has paid the appropriate subscription. Bowling Club members are entitled to vote and hold office.

4.10 Pool Club Member

A Pool Club member will be 18 years and older and a member of Byford Pool Club Inc. who has paid the appropriate subscription. Pool Club members are entitled to vote and hold office.

4.11 When a Membership Ceases

- a. A person ceases to be a Member when any of the following takes place —

- i) For a Member who is an individual, the individual dies;
 - ii) The person resigns from the Club under Rule 4.12;
 - iii) The person is expelled from the Club under Rule 5.1(g);
 - iv) The person ceases to be a Member under Rule 7.1 (g);
 - v) In the case of a body corporate on liquidation or winding up of that Corporate Member or when the Corporate Member ceases to trade under the entity afforded by Corporate Membership.
- b. The General Manager must keep a record, for at least one year after a person ceases to be a Member, of —
- i) The date on which the person ceased to be a Member;
 - ii) In case of the suspension or expulsion that the Member has been suspended or expelled.

4.12 Resignation

- a. A Member may resign from Membership of the Club by giving written notice of the resignation to the General Manager
- b. The resignation takes effect —
 - i) When the General Manager receives the notice; or
 - ii) If a later time is stated in the notice, at that later time.
- c. 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.
- d. The owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.
- e. Ex-Members of the Club whose resignation has been duly received and accepted by the Board may re-join on payment of the annual membership fee in advance provided an application form is submitted to the Board, who shall have power to accept or reject any candidate under this Rule.

4.13 Rights not Transferable

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

5 MEMBERSHIP FEES

5.1 Membership Fees

- a. The Board must determine the nomination fee (if any) and the annual Membership fee (if any) to be paid for Membership of the Club.
- b. The membership fees determined under Rule 5.1(a) may be different for different classes of membership pursuant to Rule 4.3(b).
- c. A Member must pay the annual membership fee to the Club, or another person authorised by the General Manager to accept payments, by the date (the due date) determined by the Board.
- d. All candidates for full membership shall pay a nomination fee of an amount the Board may from time to time appoint.
- e. The annual membership fee shall be an amount as the Board may from time to time appoint and shall be payable annually, due on the first (1st) day of April each year.

- f. A Life Member when so appointed shall not be required thereafter to pay annual membership fee but must continue to pay any additional privileges subscription applicable should they wish to engage in additional pursuits offered by the Club.
- g. If a Member has not paid the annual membership fee within the period of one (1) month after the due date, the Member ceases to be a Member on the expiry of that period.
- h. If a person who has ceased to be a Member under Rule 5.1 (g) offers to pay the annual membership fee after the period referred to in that Rule 5.1 (g) has expired —
 - i) The Board may, at its discretion, accept that payment; and
 - ii) If the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

6 REGISTER OF MEMBERS

6.1 Register of Members

- a. The General Manager, or another person authorised by the General Manager, 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.
- b. 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.
- c. The register of Members must be kept at the Clubs place of business and may not be removed from the premises for any reason.
- d. A Member who wishes to inspect the Register of Members must contact the General Managers authorised representative in writing to make the necessary arrangements.
- e. If —
 - i) A Member makes a written request under section 56(1) of the Act to view a copy of the Register of Members, the Board will 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.

7 DISCIPLINARY ACTION, DISPUTES AND MEDIATION FOR MEMBERS

Terms used

In this Part —

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

7.1 Suspension or Expulsion

- a. The Board in receiving a complaint from the General Manager, of a members behaviour which is considered a serious breach of the Liquor Act or acceptable Member behaviour or where police involvement is required, may suspend a Member for a period of time until disciplinary action under Section 7.1 can be taken.
- b. The Board may decide to suspend a Member's Membership or to expel a Member from the Club if —
 - i) The Member contravenes any of these Rules; or
 - ii) The Member acts detrimentally to the interests of the Club;
 - iii) The Member contravenes any By-Laws of the Club.

- c. The General Manager must give the Member written notice of the proposed suspension or expulsion at least fourteen (14) days before the Board Meeting at which the proposal is to be considered by the Board.
- d. The notice given to the Member must state —
 - i) When and where the Board Meeting is to be held; and
 - ii) The grounds on which the proposed suspension or expulsion is based; and
 - iii) That the Member, or the Member’s representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion.
- e. At the Board Meeting, the Board must —
 - i) Give the Member, or the Member’s representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
 - ii) Give due consideration to any submissions so made; and
 - decide -
 - (a) Whether or not to suspend the Member’s membership and, if the decision is to suspend the membership, the period of suspension; or
 - (b) Whether or not to expel the Member from the Club.
- f. A decision of the Board to suspend the Member’s Membership or to expel the Member from the Club takes immediate effect.
- g. The Board must give the Member written notice of the Board decision, and the reasons for the decision, within fourteen (14) days after the Board Meeting at which the decision is made.

7.2 Consequences of Suspension

- a. During the period a Member’s membership is suspended, the Member —
 - i) Loses any rights (including voting rights) arising as a result of membership; and
 - ii) Is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Club;
 - iii) Shall irrevocably vacate any positions on the Board or any Sub-Committees.
- b. When a Member’s Membership is suspended, the General Manager must record in the Register of Members —
 - i) That the Member’s Membership is suspended; and
 - ii) The date on which the suspension takes effect; and
 - iii) The period of the suspension.
- c. When the period of the suspension ends, the General Manager must record in the register of Members that the Member’s Membership is no longer suspended.

a. Disputes arising under the Rules

- i) Section 8(a) of the constitution applies to:
 - 1. Disputes between Members; and
 - 2. Disputes between the Club and one or more Members that arise under the Rules or relate to the Rules of the Club.
- ii) The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.
- iii) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this Rule by giving written notice to the General Manager with details of the dispute.
- iv) The General Manager must convene a Board Meeting within twenty-eight (28) days after the General Manager receives notice of the dispute under Section 8(a)(iii) for the Board to determine the dispute.
- v) At the Board Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing, or both.
- vi) The General Manager must inform the parties to the dispute of the Board's decision and the reasons for the decision within seven (7) days after the Board Meeting referred to in Section 8(a)(v) of the Rules.
- vii) If any party to the dispute is dissatisfied with the decision of the Board, they may elect to initiate further dispute resolution procedures as set out in the Rules.

b. Mediation

- i) Section 8(b) applies:
 - 1. Where a person is dissatisfied with a decision made by the Board under Section 7.1(f) or Section 8(a) of the Rules; or
 - 2. 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 Board.
- ii) Where the dispute relates to a proposal for the suspension or expulsion of a Member, this rule does not apply until the procedure under section 7.1 of the Constitution in respect of the proposed suspension or expulsion has been completed.
- iii) If the parties of a dispute are unable to resolve the dispute between themselves within the time required by Section 8(a)(ii), or a party to the dispute is dissatisfied with a decision made by the board under Section 8(a)(vi) a party to a dispute may:
 - 1. Provide written notice to the General Manager of the parties to, and the details of, the dispute;
 - 2. Agree to, or request the appointment of, a mediator.
 - iv) Party, or parties requesting the mediation must pay the costs of the mediation.
 - v) The mediator must be:
 - 1. A person chosen by agreement between the parties; or
 - 2. In the absence of an agreement:
 - a. If the dispute is between a Member and another Member – a person appointed by the board; or
 - b. If the dispute is between a Member or more than one Member and the Club, the Board or a Board Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.

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

9 OFFENDING MEMBERS

9.1 Offending Members

- a. In the case of expulsion, the name of the expelled Member shall be excised from the Register of Members, and that Member shall cease to enjoy the privileges of the Club immediately.
- b. The Board may extend from time to time any period of suspension.
- c. The General Manager, or any two (2) Members of the Board shall have power to suspend an offending Member pending a full enquiry.
- d. No person who having been a Member of the Club, has ceased to be a Member by default or expulsion and no Member who is serving a period of suspension shall be allowed on any part of the Club premises.
- e. Any fine may be recovered in a court of Law as money due and owing by a Member of the Club.
- f. Any Member who contravenes any of the provisions of the Liquor Control Act relating to Club or any of these Rules or the By-Laws of the Board relating to liquor may be disciplined.
- g. Any member who attends the Club premises in a state of intoxication or who conducts themselves in an indecent or disorderly manner will be refused entry and will be asked to leave the Club.
- h. Any member who participates in the illegal sale of liquor on or about the premises will be disciplined and reported to the authorities.
- i. Any Member who removes from the Club premises, loses, wilfully destroys, injures or damages any article or thing owned by the Club shall make good the loss or damage. The Board, upon recommendation from the General Manager shall determine the amount to be paid.
- j. The General Manager or any person authorised by the General Manager may exclude a member from accessing or being present on Club premises for displaying a behaviour which is considered a serious breach of the Liquor Act or acceptable Member behaviour or where police involvement is required. The member may be suspended for a period of time until disciplinary action under Rule 7.1 can be taken.

10 THE BOARD

10.1 Board Composition

- a. The Board may comprise a combination of Member Elected Board Members and Board Appointed Board Members.
- b. The Club Board shall consist of Seven (7) Member Elected Board Members.
- c. A person must meet the criteria as determined by the Board from time to time when nominating for election to the Board.
- d. The majority of the Board must be comprised of Member Elected Board Members and if for any reason at any time it does not, then the Board and the Club must promptly do all things reasonably within their powers in accordance with this Constitution to deliver that outcome.
- e. The board may comprise of a maximum of one (1) elected board member from any BDCC affiliate club.

10.2 Appointment of Member Elected Board Members

- a. Member Elected Board Members are announced at the AGM of the Club.
- b. A Member entitled to vote at a General Meeting of Members may nominate a Member who is eligible under Rule 10.1 (c) to be a Member Elected Board Member.
- c. The By-Laws may prescribe the form and procedure to be followed with respect to:
 - i) The nomination of a Member Elected Board Member;
 - ii) The manner in which voting for Member Elected Board Members will occur, subject nevertheless to the Incorporated Associations Act.
- d. A Member Elected Board Member will be appointed for a term commencing on the date of the General Meeting at which they were elected and ending on the date determined in accordance with Rule 10.4 (a) (i).
- e. Where a Member nominates for election to the Board and becomes a Board Member without an election being held due to insufficient eligible nominations, that Board Member for all intents and purposes shall be considered a Member Elected Board Member.

10.3 Appointment of Board Appointed Board Members

- a. The Board may resolve to appoint, up to 2 Board Appointed Board Members from time to time for a period as determined by the Board.
- b. A Board Appointed Board Member will be appointed for a term commencing on the date of appointment in accordance with Rule 10.4 (b)(i).
- c. A Board Appointed Board Member appointed at a meeting of the Board will be taken to have been appointed on the date of that meeting or such other date shall be the resolve of that meeting of the Board.
- d. A Board appointed Board Member shall have equal powers under this Constitution as a Members Elected Board Member.

10.4 Retirement and Re-Appointment of Board Members

- a. Member Elected Board Member
 - i) A Member Elected Board Member must retire at the third AGM after the date of their election by the Members.

b. Board Appointed Board Member

- i) A Board Appointed Board Member must retire by at least the closure of the next meeting of the Board following the third (year) anniversary of their appointment by the Board, or at the expiration of the term set out by the Board upon appointment

c. Subject to this Rule, if a Member Elected Board Member vacates or is removed from office for any reason, then the Board may resolve to appoint another person as a Member Elected Board Member in the place of that Member Elected Board Member who is no longer continuing in office provided that the term of that appointment will only be until the next AGM following the appointment, at which AGM the appointee must retire from office.

d. Subject to Rule 12.7 and Rule 10.4(b)(i), a Board Member (including a Member Elected Board Member appointed under Rule 10.3 will be eligible for re-appointment (as applicable) at the expiration of their term of office.

10.5 No Alternate Board Member

A Board Member may not appoint a person as his or her alternate Board Member.

10.6 Payment to Board Member

a. A Board Member may be reimbursed for reasonable expenses occurred in the course of their tenure on the Board, providing that such expense has the approval of the Board or the General Manager prior to the expense being incurred, and the Board Member submits relevant receipts and proof of purchase to the General Manager in the manner required by the General Manager.

a. A payment of the kind referred to in Rule 10.6 (a) may be made to a Board Member if that payment has been approved by the Board or General Manager.

b. No Board Member may be an employee of the Club and continue to hold a position on the Board.

c. A Board Member is not eligible to become an employee of the Club for a period of eighteen (18) months after that Board Member has ceased to be a member of the Board.

d. The Club may not make any payment or distribution of funds to any business, company or partnership in which a Board member, or a member of their immediate family, has a direct financial interest unless:

- i) The engagement has been approved by resolution of the Board prior to; and
- ii) Any payment due on completion of any works is made only after resolution of the Board, to accept and release the funds due, at the next Board Meeting.

e. Rule 10.6 (d) shall apply only to businesses that are not of a regular nature and shall not impact ongoing and necessary arrangements where a Board Member is an Employee, Director or Shareholder of a business such as banking, telephone, internet, utility providers or similar.

f. Any payments made under rule 10.6 (e) must be recorded on a register of the Board and be presented along with the financial statement of the Club at the Clubs AGM.

10.7 Skills, Experience and Attributes of a Board Member

a. When Members are nominating Member Elected Board Members, and when the Board is making casual appointees under Rule 10.4 (b) or appointing Board Appointed Board Member, they must have regard to the skills, experience and attributes of the Board as a whole, and those skills, experience and attributes that are best likely to lead the Club in the pursuit of its strategies and objects and to assure the proper governance oversight of management. Without limitation or prescription, those skills, experience and attributes of the Board as a whole to which Members and the Board must have regard include:

- i) Relevant business, professional, financial and governance experience, skills and acumen;
- ii) An understanding of and empathy with relevant stakeholder interests of the Club including without limitation being currently active and engaged;

- iii) An understanding of the Club;
 - iv) Experience in the governance and management of sporting or community-based organisations; and
 - v) Diversity of experience and perspective.
- b. The Board must determine nominees who are eligible to be nominated for a position to the Board and **must** have regard for Rule 10.1 (c) and Rule 10.7 when approving the nomination of a Member nominated to be elected to the Board.
- c. The Board must refuse the nomination of a Member who does not meet the strict criteria outlined by the Board for eligibility to join the Board.

10.8 Background Information on proposed Member Elected Board Member and Board Appointed Board Member

Any proposed nominee for the election or appointment as a Board Member must provide background career and personal information as to their skills, experience and attributes to the Board (including via a Board Committee with delegated authority for that purpose) as provided for in the By-Laws. This information, or a succinct summary of it, is to be provided by the Board (or its committee) to the Members, including at or about the time of election of Member Elected Board Member so as to assist Members in the exercise of their voting for Member Elected Board Member.

10.9 General Manager

- a. The Board may appoint a person as the General Manager (or similar role), for any period and on any terms (including as to remuneration) as the Board resolves.
- b. The General Manager shall take direction from the Clubs Board of Management, but will be responsible for the day-to-day operations, finances (as set out through delegated authority) and the like that is not required by the Rules of the Club to be performed by the Board.
- c. The Board may delegate their powers as described in Rule 11.1 (c), including the power to delegate, to the General Manager.
- d. Subject to the terms of any agreement between the Club and the General Manager and giving due regard to any relevant employment legislation, the Board may:
 - i) Revoke or vary the appointment of the General Manager;
 - ii) Revoke or vary any power delegated to the General Manager; and/or
 - iii) Suspend the appointment of the General Manager or suspend the delegation of powers to the General Manager for such period and on such terms as the Board may determine in good faith.
- e. The General Manager must exercise the powers delegated to him or her in accordance with any lawful directions of the Board.
- f. The exercise of a delegated power by the General Manager is as effective as if the Board exercised the power.

10.10 Consents and Undertakings

Each Board Member must sign, complete and deliver to the Club such forms of consent, contact information and undertakings to observe and comply with the Incorporated Associations Act, the Constitution and the By-Laws, as may be prescribed in the By-Laws, as a precondition to their taking office as a Board Member.

11 POWERS OF THE BOARD

11.1 Powers of the Board

- a. The Board Members are the persons who, as the management committee of the Club, have the power to

manage the affairs of the Club.

- b. Subject to the Act, these Rules, the By-Laws, and any resolution passed at a General Meeting, the Board has power to do all things necessary or convenient to be done for:
- i) The proper management of the affairs of the Club;
 - ii) The support or work towards the objects of the Club;
 - iii) The arrangement for the supply to the Club of all goods and services as may be required and to obtain same on credit or otherwise;
 - iv) Determining from time to time the conditions on which and times when Members may use the property of the Club or any part thereof;
 - v) Determining what persons not being Members of the Club shall be allowed to use the premises of the Club or any part thereof, and during what times and subject and under what conditions such persons may do so;
 - vi) Taking and defending all legal proceedings by and on behalf of the Club, and to appoint all necessary contractors for such purposes.
 - vii) Regulating and controlling their own meetings and the transaction of business thereat, and to delegate, subject to such conditions as they think fit, any of their powers to Sub-Committee consisting of such Members of the Board or financial Members of the Club or both as they think fit, and to make such regulations as to the proceedings of such Sub-Committees as may be thought desirable; provided that every such Sub-Committee shall report and shall be responsible to the Board and no action of any such Sub-Committee shall be binding upon the Board or the Club until ratified by the Board.
 - viii) Doing any other business not required to be done at a General Meeting;
 - ix) Maintaining the integrity of the Club and its brand.
- c. The General Manager, as directed by the Board, shall be responsible for the execution of the day-to-day operations of the Club.
- d. The Board shall have power from time to time to make, alter or repeal By-Laws for the proper regulation, management, and well-being of the Club, provided that no By-Law shall be inconsistent with or shall repeal anything contained in the Rules of the Club.
- e. The Board must take all reasonable steps to ensure that the Club complies with the Act, these Rules and the By-Laws (if any).

The Board, at the first meeting of the Board after the AGM of which the Club Chairperson's term was retired the Board shall appoint a new Chairperson who shall act as the Clubs Chairperson for two (2) consecutive years unless the Chairperson:

- i) Resigns from the Board under Rule 12.6(a); or
 - ii) Ceases to be a Member of the Club for any period under Rule 4.11(a); or
 - iii) Is suspended or expelled as a Member under Rule 7.1; or
 - iv) Is removed from the position of Chairperson by the Board for any reason; or
 - v) Is removed by the Board by the Members at a General Meeting of the Club under Rule 12.6(b)(i).
- f. The Board, at the first meeting of the Board after the AGM of which the Deputy Chairperson term was retired the Board shall appoint a new Deputy Chairperson who shall act as the Clubs Chairperson in the absence of the Chairperson for 1 year and the position shall be vacated at the AGM each year.
- g. The Board, at the first meeting of the Board after the AGM of which the Club Secretary term was retired

the Board shall appoint a new Secretary who shall act as the Clubs Secretary for one (1) year.

- h. The Board may also nominate individual portfolios to Board Members as required from time to time for the good governance of the Club.
- i. The Board, at the first meeting of the Board after the AGM of which the Club Treasurer term was retired the Board shall appoint a new Treasurer who shall act as the Club Treasurer for one (1) year.

12 ELECTION OF BOARD MEMBERS AND TENURE

12.1 Must be a Member

- a. No person shall be eligible as a Member of the Board who is not a Member of the Club and any Member of the Board who ceases to be a Member of the Club for any reason or any duration or a Member who is suspended from the Club for any reason or any duration, shall immediately vacate their office.
- b. A Board Member who vacates their position on the Board under rule 12.1 (a) does so irreversibly and shall not resume any position held prior to the Members membership ceasing.
- c. A Member becomes a Board Member if the Member —
 - i) Is elected to the Board at a General Meeting; or
 - ii) Is appointed to the Board by the Board to fill a casual vacancy under Rule 10.4 (b).
 - iii) Is appointed to the Board by the Board as a Board Appointed Board Member under Rule 10.3 and Rule 12.9.

12.2 Nomination of Board Members

- a. At least Sixty (60) days before an Annual General Meeting, the General Manager must send written notice to all the Members —
 - i) Calling for nominations for election to the Board; and
 - ii) Stating the date by which nominations must be received by the General Manager.
- b. A Member who wishes to be considered for election to the Board at the Annual General Meeting must be nominated for election by two (2) financial Members of the Club by sending a signed written notice of the nomination in the prescribed form to the General Manager no more than thirty (30) days after nominations are called for.
- a. The names of the nominees for Board Members shall be posted on the Club notice Board on the opening date of the ballot.
- b. If any nominee is desirous that she/he retire from such nomination she/he shall at least seven (7) days before the AGM give notice in writing of such retirement to the General Manager and such nominee shall not be eligible thereon to be elected to the Board.
- c. Where voting has commenced and a nominee retires from the election in accordance with rule 12.2 (e), no change shall be permitted to be made to the ballot however the General Manager must:
 - i) Exclude any votes recorded for the nominee from the final tally of results;
 - ii) Post on the Clubs noticeboard that the nominee has withdrawn from the election; and
 - iii) Omit the total number of votes recorded by the nominee from any declaration of results.
- d. The votes recorded for, if any, a nominee who has retired from election may not be transferred to any other nominee.
- e. Where a Member has cast their vote via ballot for a nominee who subsequently retires from election, that member is not entitled to change, alter, withdraw or cast a new vote.

- f. No Member may nominate for a position on the Board whilst an immediate family member, or similar close relationship, also holds a position on the Board.

Two (2) or more persons from the same family who nominate for election to the Board may be permitted to do so, however should more than one (1) nominee from the same family record enough votes to be elected to the Board, only the nominee who records the highest vote tally shall be elected to the Board and all other nominees from the immediate family shall be withdrawn from the results and the total number of votes received by the withdrawn nominees shall be discarded.

12.3 Election of Board Members

- a. If there is no nomination for a position, the Board may appoint an eligible person to fill that position under Rule 12.9.
- b. If more than one Member has nominated for a position, the Members must vote in accordance with procedures that have been determined by the Board to decide who is to be elected to the position.
- c. Voting shall be conducted by Ballot which shall open for voting at least twenty-one (21) days prior to the AGM and shall close seven (7) Days from the AGM.
- d. Each eligible Member of the Club may cast one vote for each vacant position.
- e. A Member who has nominated for the position may vote for himself or herself.
- f. If the number of Members nominating for the position of Board Member is not greater than the number to be elected, the Returning Officer must provide notice to the Clubs General Manager—
 - i) The names and particulars of each person nominated; and
 - ii) Must declare each of those Members to be elected to the position providing they comply with Rule 10.7.

- g. If —

The number of Members nominating for the position of Board Member is greater than the number to be elected;

- i) Notice shall be given to the Members of the Club stating the nominees and process for election in accordance with the Rules of the Club.

12.4 Returning Officer

- a. At least Sixty (60) days before the day fixed for the Annual General Meeting the Board shall appoint a person who is not standing for election, to act as Returning Officer and may at the same time appoint a Deputy Returning Officer, who is not standing for election, who shall act for and in the place of the Returning Officer if by reason of illness, absence, retirement or other reasonable cause such Returning Officer is unable to or incapable of carrying out the duties imposed on them hereafter.
- b. The Returning Officer and General Manager of the Club shall count all votes simultaneously and record and sign together a notice to the Chairperson on the outcome of the Ballot which shall be handed to the Chairperson and unsealed at the AGM.

12.5 Term of Office

- a. The term of office of a Board Member begins when the Member —
 - i) Is elected at an annual General Meeting; or
 - ii) Is appointed as a Board Appointed Board Member under Rule 10.3
 - iii) Is appointed to fill a casual vacancy under Rule 12.9
- b. Subject to Rule 12.6 a Board Member holds office for 3 years from the date the Board Member was

elected.

- c. A current Board Member, whose term has expired, may nominate and be re-elected to the Board by the Members unless Rule 12.6 (b) (i).

12.6 Resignation and Removal of Office

- a. A Board Member may resign from the Board by written notice given to the General Manager or office-bearer of the Board.

A resignation given pursuant to Rule 12.6 (a) takes effect:

- i) When the notice is received by the General Manager or Chairperson; or
 - ii) If a later time is stated in the notice, at the later time.
- b. At a General Meeting, the Club may by resolution —
 - i) Remove a Board Member from office; and
 - ii) Elect a Member who is eligible under Rule 12.9 to fill the vacant position.
 - c. A Board Member who is the subject of a proposed resolution under 12.6 (b) may make written representations (of a reasonable length) to the General Manager and may ask that the representations be provided to the Members.
 - d. The General Manager may give a copy of the representations to each Member or, if they are not so given, the Board Member may require them to be read out at the General Meeting at which the resolution is to be considered.

12.7 When Membership of Board Ceases

- a. A person ceases to be a Board Member if the person —
 - i) Dies or otherwise ceases to be a Member; or
 - ii) Resigns from the Board or is removed from office under Rule 12.6(b)(i); or
 - iii) Becomes ineligible to accept an appointment or act as a Board Member under section 39 of the Act;
 - iv) Becomes permanently unable to act as a Board Member because of a mental or physical disability; or
 - v) Fails to attend three (3) consecutive Board Meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.
 - vi) Is suspended as a member for any reason under Rule 7.1.

12.8 Retirement from Board

- a. A retiring Member of the Board shall be eligible for re-election.
- b. A retiring Member of the Board shall retain office until the termination of the General Meeting at which the result of the ballot is declared.

12.9 Filling Casual Vacancies

- a. The Board may appoint a Member who is eligible to fill a position on the Board that —
 - i) Has become vacant for any reason; or
 - ii) Was not filled by election at the most recent Annual General Meeting.

- b. If the position of Secretary becomes vacant, the Board must appoint a Member who is eligible to fill the position within seven (7) days after the vacancy arises giving regard to Rule 12.11(a).
- c. Subject to the requirement for a quorum, the Board may continue to act despite any vacancy in its membership.
- d. If there are fewer Board Members than required for a quorum, the Board may act only for the purpose of -
 - i) Appointing Board Members under this Rule; or
 - ii) Convening a General Meeting.

12.10 Validity of Acts

The acts of the Board or Sub-Committee, or of a Board Member or Member of a Sub-Committee, are valid despite any defect that may afterwards be discovered in the election, appointment or in the qualification of a Board Member or Member of a Sub-Committee.

12.11 Executive Positions

- a. A Board Member may not hold an Executive Position in the first 12 months of their tenure on the Board, unless there are no other eligible or willing Board Members to hold that vacant Executive Position.
- b. A Board Member who wishes to be considered by the Board to hold an Executive Position, may only do so provided the term of the Executive Position as provided for in these rules does not exceed the time remaining on a Board Members tenure, unless there are no other eligible or willing Board Members to hold that vacant Executive Position.
- c. A Board Member appointed to the Board through a casual vacancy in accordance with Rule 12.9 or a Board Appointed Board Member appointed in accordance with Rule 10.3 may not hold an Executive Position on the Board, unless there are no other eligible or willing Board Members to hold that vacant Executive Position.

13 BOARD MEETINGS

13.1 Board Meetings

- a. The Board shall meet once a month on the dates and at the times and places determined by the Board with exception to Rule 13.1 (b)
- b. The Board must meet 10 times per calendar year and may elect to forego its obligation under Rule 13.1 (a) providing seven (7) Days' notice is provided to each Board Member.
- c. The date, and time of the first Board Meeting must be determined by the Board Members as soon as practicable after the Annual General Meeting at which the Board Members are elected.
- d. All Board Meetings are to be held at the Club Premises unless otherwise determined by the Board.
- e. Special Board Meetings may be convened by the Chairperson and one other person or any three (3) other Board Members or the General Manager.

13.2 Notice of Board Meetings

- a. Notice of each Board Meeting must be given to each Board Member at least seven (7) Days before the time of the meeting, unless;
 - i) A standing order is in place;
 - ii) The business or items to be considered by the Board is deemed to be urgent business, in which case, the Chairperson and one other Board Member or, the General Manager or, any three (3) Board Members shall be able to call a Special Meeting of the Board to consider the urgent business, foregoing the requirement in 13.2 (a).
- b. 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.

- c. Unless Rule 13.2 (d) applies, the only business that may be conducted at the meeting is the business described in the notice.
- d. Urgent business that has not been described in the notice may be conducted at the meeting if the Board Members at the meeting agree via majority vote to treat that business as urgent.

13.3 Procedure and Order of Business

- a. The Chairperson or, in the Chairperson's absence, the Deputy Chairperson must preside as Chairperson of each Board Meeting.
- b. If the Chairperson and Deputy Chairperson are absent within fifteen (15) minutes of commencement time of the Board Meeting or if the Chairperson or Deputy Chairperson are unwilling to act as Chairperson of a meeting, the Board Members at the meeting must choose one of them to act as Chairperson of the meeting.
- c. The procedure to be followed at a Board Meeting are as determined from time to time by the Board.
- d. The order of business at a Board Meeting may be determined by the Board Members at the meeting.
- e. A Member or other person who is not a Board Member may attend a Board Meeting if invited to do so by the Board.
- f. A person invited under Rule 13.3 (e) to attend a Board Meeting —
 - i) Has no right to any agenda, minutes or other document circulated at the meeting; and
 - ii) Must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
 - iii) Cannot vote on any matter that is to be decided at the meeting;
 - iv) May not disclose any information heard or obtained during the Board meeting without the written consent of the Board.

13.4 Use of Technology to be Present at Board Meeting

- a. The presence of a Board Member at a Board Meeting need not be by attendance in person but may be by that Board Member and each other Board Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication provided the Board Member is present for the entire Board Meeting.
- b. A Member who participates in a Board Meeting as allowed under Rule 13.4(a) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.
- c. The Board can resolve, ratify and enact decisions made via the use of technology (e.g., email and video-conferencing). If a board member votes via email or video-conferencing (or similar) the member is taken to have voted in person.

13.5 Quorum for Board Meetings

- a. A quorum for Board Meetings shall be half the total number of board members plus one (1).
- b. No business is to be conducted at a Board Meeting unless a quorum is present.
- c. If a quorum is not present within thirty (30) minutes after the notified commencement time of a Board Meeting —
 - i) In the case of a special meeting — the meeting lapses; or
 - ii) Otherwise, the meeting is adjourned to the same time, day and place in the following week.

13.6 Resolutions of the Board

- a. A resolution of the Board, other than a resolution requiring an Absolute Special Majority or a Special Resolution, is passed if more votes are cast in favour of the resolution than against it.
- b. Each Member Elected and Board Appointed Board Member has one vote on each matter arising at a meeting of the Board.
- c. In case of an equality of votes on a resolution at a meeting of the Board, the Chairperson of that meeting has a casting vote on that resolution in addition to any vote the Chairperson of the meeting has already cast.

13.7 Minutes of Board Meeting

- a. The Board must ensure that minutes are taken and kept of each Board Meeting.
- b. The General Manager may appoint a representative to attend who shall enter minutes of all resolutions and proceedings of such Board Meetings.
- c. The minutes must record the following —
 - i) The names of the Board Members present at the meeting;
 - ii) The name of any person attending the meeting under Rule 13.3 (e);
 - iii) The business considered at the meeting;
 - iv) Any motion on which a vote is taken at the meeting and the result of the vote.
 - v) Material Personal Interest

14 SUBCOMMITTEES AND SUBSIDIARY OFFICES

14.1 Board May Establish

- a. The Board may establish Committees and/or Sub-Committees for any purpose they deem fit.
- b. The Board may on its own resolution constitute committees of the Board to assist it in the performance of its responsibilities.

14.2 Terms of Reference and Governance

The terms of reference, governance arrangements, and meeting processes and accountability requirements of Board (and any sub-committees) will be determined by the By-Laws or by the Board at the time of establishment of the relevant committee.

14.3 Review

- a. The Board may from time to time:
 - i) Review and vary the matters referred to in Rule 14.1; and
 - ii) Resolve to terminate the ongoing constitution of a Board Established Committee and/or Sub-Committee.

15 BY-LAWS

In addition to the provisions of this Constitution, By-Laws may from time to time be prescribed to govern and/or regulate By-Law Matters as determined by the Board.

15.1 By-Laws Matters

By-Law matters include:

- a. Any matter of a nature authorised by this Constitution to be capable of being the subject of a By-Law;

b. Any matter pertinent to:

- i) Membership;
- ii) Fees;
- iii) Meetings of Members;
- iv) Rights, responsibilities and conduct of Members;
- v) Procedures concerning nomination, voting on and election of Member Elected Board Members;
- vi) Governance and management of the Club;
- vii) Policies, procedures, protocols and practices of the Club.

15.2 No conflict with Constitution

No By-law may conflict with a provision of this Constitution and if it does:

- a. The By-Law is either void or will be read down to the extent of such conflict; and
- b. The provisions of this Constitution will prevail.

15.3 Making of By-Laws

- a. Other than as provided in Rule 15.2, By-Laws may be made, varied or revoked by resolution of the Board passed with not less than an Absolute Special Majority of the Board.
- b. Other than as provided in Rule 15.2, By-Laws, and any variation to or revocation of them, will become effective on the date so determined by the Board at the time of their making or in the absence of such a determination, 30 days after the Board resolution.
- c. Within 7 days of the Board making, varying or revoking a By-Law, a copy of the By-Law (or its variation or revocation, as applicable) must be published on the Clubs noticeboard in a reasonably prominent location to inform Members thereof.

15.4 Force and Effect of By-Laws

By-Laws will have contractual force and effect between the Club and the Members, and between the Club and its Board, in the same manner as if the By-Laws had constitutional force and effect in their own right.

16. GENERAL MEETINGS OF THE CLUB

16.1 Annual General Meeting

- a. The Board must determine the date, time and place of the Annual General Meeting.
- b. The Annual General Meeting shall be held within 6 (six) months of the end of the Clubs Financial Year
- c. The ordinary business of the Annual General Meeting is as follows —
 - i) 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;
 - ii) To receive and consider —
 - (a) The Boards annual report on the Club's activities during the preceding Financial Year; and
 - (b) If the Club is a Tier 1 Association, the financial statements of the Club for the preceding Financial Year presented under Part 5 of the Act; and
 - (c) If the Club is a Tier 2 Association or a Tier 3 Association, the financial report of the Club

for the preceding Financial Year presented under Part 5 of the Act;

(d) 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;

- d. To announce the results of any election of Board Members in accordance with Rule 12.3;
- e. If applicable, to appoint or remove a reviewer or auditor of the Club in accordance with the Act;
- f. Any other business of which notice has been given in accordance with these Rules may be conducted at the Annual General Meeting.
- g. To comply with Rule 16.3(a), notices of motion or resolutions for consideration at the Annual Meeting must be received by the General Manager in writing by 5pm no less than fifteen (15) days prior to the date set for said meeting.
- h. To comply with Rule 16.3(a), if the resolution is intended to be proposed as a special resolution, notice must be received by the General Manager in writing by 5pm no less than twenty-two (22) days prior to the date set for said meeting.

16.2 Special General Meeting

- a. The Board may convene a Special General Meeting.
- b. The Board must convene a Special General Meeting if at least one percent (1%) of the Members require a Special General Meeting to be convened.
- c. The Members requiring a Special General Meeting to be convened must —
 - i) Make the requirement by written notice given to the General Manager; and
 - ii) State in the notice the business to be considered at the meeting; and
 - iii) Each sign the notice.
- d. The Special General Meeting must be convened within twenty-eight (28) days after notice is given under Rule 16.2 (b).
- e. If the Board does not convene a Special General Meeting within that twenty-eight (28) day period, the Members making the requirement (or any of them) may convene the Special General Meeting.
- f. A Special General Meeting convened by Members under Rule 16.2 (e) —
 - i) Must be held within three (3) months after the date the original requirement was made; and
 - ii) May only consider the business stated in the notice by which the requirement was made.

16.3 Notice of General Meeting

- a. The General Manager or, in the case of a Special General Meeting convened under Rule 16.2, the Members convening the meeting, must give to each Member —
 - i) At least twenty-one (21) days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
 - ii) At least fourteen (14) days' notice of a General Meeting in any other case.
- b. The notice must —
 - i) Specify the date, time and place of the meeting; and
 - ii) Indicate the general nature of each item of business to be considered at the meeting; and

iii) If a Special Resolution is proposed —

(a) State that the resolution is intended to be proposed as a Special Resolution.

c. All General Meetings must be held at the Club premises.

16.4 Proxies

a. A Member may appoint an individual, in writing to the General Manager no less than seven (7) days prior to the meeting, who is a Member as his or her proxy to vote and speak on his or her behalf at a General Meeting or Special General Meeting.

b. A Member may be appointed the proxy for not more than two (2) other Members.

c. The appointment of a proxy must be in writing and signed by the Member making the appointment.

d. The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.

e. If no instructions are given to the proxy, the proxy may vote on behalf of the Member in any matter as the proxy sees fit.

f. If the Board has approved a form for the appointment of a proxy, the Member may use that form or any other form —

i) That clearly identifies the person appointed as the Member's proxy; and

ii) That has been signed by the Member.

g. Notice of a General Meeting given to a Member under Rule 16.3 must —

i) State that the Member may appoint an individual who is a Member as a proxy for the meeting;

h. A form appointing a proxy must be given to the General Manager at least seven (7) days before the commencement of the General Meeting for which the proxy is appointed.

i. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Club not later than seven (7) days before the commencement of the meeting.

16.5 Presiding Member and Quorum for General Meetings

a. The Chairperson of the Board or, in the Chairperson's absence, the Deputy Chairperson must preside as Chairperson of each General Meeting.

b. If the Chairperson and Deputy Chairperson are absent or are unwilling to act as chairperson of a General Meeting, the Board Members at the meeting must choose one of them to act as Chairperson of the meeting.

c. No business is to be conducted at a General Meeting unless a quorum is present.

d. At least twenty-five (25) Members must be present to constitute a quorum;

e. If a quorum is not present within thirty (30) minutes after the notified commencement time of a General Meeting —

i) In the case of a Special General Meeting — the meeting lapses; or

ii) In the case of the Annual General Meeting — the meeting is adjourned to —

a) The same time and day in the following week; and

b) The same place, unless the Chairperson specifies another place at the time of the adjournment or written notice of another place is given to Members before the day to which the meeting is

adjourned.

- c) An adjourned AGM shall proceed with or without the presence of a quorum.

16.6 Adjournment of General Meeting

- a. The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- b. Without limiting Rule 16.6 (a), a meeting may be adjourned —
 - i) If there is insufficient time to deal with the business at hand; or
 - ii) To give the Members more time to consider an item of business.
- c. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

16.7 Voting at General Meeting

- a. On any question arising at a General Meeting —
 - i) Subject to Rule 16.4, each Member has one vote unless the Member may also vote on behalf of a body corporate under Rule 4.8 (c) (vi); and
 - ii) Members may vote personally, by postal or by proxy or any other means provided for in the By-Laws.
- b. A Corporate Member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a Member, to vote on behalf of the body corporate on any question at a particular General Meeting or at any General Meeting, as specified in the document by which the appointment is made.
- c. A copy of the document by which the appointment is made must be given to the General Manager before any General Meeting to which the appointment applies.
- d. The appointment has effect until —
 - i) The end of any General Meeting to which the appointment applies; or
 - ii) The appointment is revoked by the body corporate and written notice of the revocation is given to the General Manager.
- e. Except in the case of a Special Resolution, a motion is carried if a majority of the Members present at a General Meeting vote in favour of the motion.
- f. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- g. 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.
- h. For a person to be eligible to vote at a General Meeting as a Member, or on behalf of a Member that is a body corporate under Rule 16.7 (b), the Member —
 - i) Must have paid any fee or other money payable to the Club by the Member.

16.8 Determining Whether Resolution Carried

In this Rule —

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

- a- The Chairperson of a General Meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
 - i) Carried; or
 - ii) Carried unanimously; or
 - iii) Carried by a particular majority; or
 - iv) Lost.
- b- If a poll is demanded on any question by the Chairperson of the meeting or by at least three (3) other Members present in person or by proxy —
 - i) The poll must be taken at the meeting in the manner determined by the Chairperson;
 - ii) The Chairperson must declare the determination of the resolution on the basis of the poll.
- e- If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the Chairperson.

16.9 Minutes of Meetings

- a. A person authorised by the General Manager from time to time, must take and keep minutes of each General Meeting.
- b. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- c. In addition, the minutes of each Annual General Meeting must record —
 - i) The names of the Members attending the meeting; and
 - ii) Any proxy forms given to the Chairperson of the meeting under Rule 16.4; and
 - iii) The Financial Statements or financial report presented at the meeting;
- d. Any report of the review or Auditor's Report on the Financial Statements or Financial Report presented at the meeting.
- e. The Chairperson must ensure that the minutes of a General Meeting are reviewed and signed as correct by —
 - i) The Chairperson of the meeting; or
 - ii) The Chairperson of the next General Meeting.
- f. 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 —
 - i) The meeting to which the minutes relate was duly convened and held; and
 - ii) The matters recorded as having taken place at the meeting took place as recorded; and
 - iii) Any election or appointment purportedly made at the meeting was validly made.

17 FINANCIAL MATTERS

17.1 Source funds

The funds of the Club may be derived from entrance fees, annual subscriptions, donations, fundraising activities, grants, interest and any other sources approved by the Board.

17.2 Control of Funds

- a. All Club funds must be held in 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.
- b. In accordance with Rule 11.1 (c) the Board shall authorise the General Manager to approve expenditure on behalf of the Club up to a specified limit without requiring approval from the Board for each item on which the funds are expended through delegated authority.
- c. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club must be signed by —
 - i) Two (2) Board Members; or
 - ii) One (1) Board Member and a person authorised by the Board.
 - iii) The General Manager and a person authorised by the Board.

17.3 Financial Statements and Financial Reports

- a. For each Financial Year, the Board must ensure that the requirements imposed on the Club under Part 5 of the Act relating to the Financial Statements or Financial Report of the Club are met.
- b. Without limiting Rule 17.3, those requirements include —
 - i) If the Club is a tier 1 association, the preparation of the Financial Statements; and
 - ii) If the Club is a tier 2 association or tier 3 association, the preparation of the Financial Report; and
 - iii) 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.

17.4 Auditors

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

18 LIQUOR

18.1 Supply of Liquor

- a. A guest shall not be supplied with liquor in the Clubs premises unless on the invitation and in the company of a Member. A guest shall not be supplied with liquor to be consumed other than in the Club premises.
- b. The Board shall enforce, and all Members shall at all times observe and obey the provisions of the Liquor Control Act and its amendments insofar as it affects the Club.

18.2 Trading Hours

- a. Except with the permission of the Dept. Of Racing, Gaming & Liquor the Club may trade the hours prescribed in the Liquor Control Act.
- b. The Clubs General Manager, at the direction of the Board, shall implement the trading hours, times and days of the Club.

18.3 GUESTS

- a. No guests shall be allowed on the Club premises except as a guest of and by invitation of a Member.
- b. Members may invite as their guests to the Club premises juveniles who remain under the supervision of a responsible adult.
- c. No Member shall invite any guest who is visibly affected by liquor to use the Club premises.
- d. A Member shall be permitted to invite guests to the Club. The maximum number of guests per Member per day for the purpose of section 48(4)(b) of the Liquor Control Act is Five (5). A Member shall be held responsible for the conduct of his or her guests.
- e. The General Manager or employees of the General Manager shall have power to exclude any guest found contravening the Club Rules and By-Laws.
- f. Should the Board consider the guest of a Member is, in its opinion, an undesirable person to be introduced into the Club premises, the Board shall have power to request the Member concerned not to introduce such guest and such guest shall not be re-introduced. The General Manager or employees of the General Manager duly authorised, shall have the power to request a Member and his/her guest to leave the Club premises and such Member shall comply forthwith.
- g. A suspended, expelled and/or unsuccessful member applicant, may not be on the premises or be the guest of a member at any time.

19 GENERAL

19.1 Indemnity

Any delegate, officer, Board Member, volunteer or employee of the Club shall be entitled to be indemnified out of the funds of the Club against all liabilities, costs, losses and expenses incurred by such person by reason for any action done in the discharge of such person's duties to the Club, unless such costs, losses, expenses or liabilities have arisen through any negligence, breach of duty or breach of trust on such person's part.

19.2 Executing Documents Using a Common Seal

- a. The Club must retain a registered common seal.
- b. As the Club has a common seal —
 - i) The name of the Club must appear in legible characters on the common seal; and
 - ii) A document may only be sealed with the common seal by the authority of the Board by way of a resolution and in the presence of the General Manager, the Chairperson or Deputy Chairperson; and
 - iii) Each of them is to sign the document to attest that the document was sealed in their presence.
 - iv) The General Manager, or representative of the General Manager must make a written record of each use of the common seal.
- c. The common seal must be kept in the custody of the General Manager or his or her authorised representative.

19.3 Giving Notices to Members

In this Rule —

Recorded means recorded in the Register of Members.

- a. 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 —
 - i) Delivered by hand to the recorded address of the Member; or
 - ii) Sent by prepaid post to the recorded postal address of the Member; or
 - iii) Sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the Member.
- b. Where a Member has not provided accurate or current personal particulars for the delivery of such notices, the Club has no requirement to provide notice to that Member for any item contained in these Rules of the Club.

19.4 Custody of Books and Securities

- a. The Books and any securities of the Club must be kept in the General Managers custody or under the General Managers control. These books must always be stored on Club premises (or nominated secured premises at the discretion of the Board).
- b. The Financial Records and, as applicable, the Financial Statements or Financial Reports of the Club must be kept in the General Managers custody or under the General Managers control. These books must always be stored on Club premises (or nominated secured premises at the discretion of the Board).
- c. The books of the Club must be retained for at least seven (7) years.

19.5 Record of Office Holders

- a. The record of Board 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 Managers custody or under the General Managers control. These books must always be stored on Club premises (or nominated secured premises at the discretion of the Board).

19.6 Inspection of Records and Documents

- a. A Member who wants to inspect —
 - i) The Register of Members under section 54(1) of the Act; or
 - ii) The record of the names and addresses of Board Members, and other persons authorised to act on behalf of the Club, under section 58(3) of the Act; or
 - iii) Any other record or document of the Club.
- b. The Member must contact the General Manager to make the necessary arrangements for the inspection.
- c. If the Member wants to inspect a document that records the minutes of a Board Meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board Meetings generally, or the minutes of a specific Board Meeting, being available for inspection by Members.
- d. The Member may make a copy of or take an extract from a record or document but does not have a right to remove the record or document for that purpose.
- e. The Member must not use or disclose information in a record or document for a purpose —
 - i) That is directly connected with the affairs of the Club; or

ii) That is not related to the Members individual requirement in complying with a requirement of the Act.

iii)

19.7 Publication by Board Members of Statements about Club Business Prohibited

a. A Board Member must not publish, or cause to be published, any statement about the business conducted by the Club at a General Meeting or Board Meeting unless —

i) The Board Member has been authorised to do so at a Board Meeting; and

ii) The authority given to the Board Member has been recorded in the minutes of the Board Meeting at which it was given.

20 DISOLUTION

The Club may cease its activities and have its incorporation cancelled in accordance with Part 10 of the Act:

(i) After the committee has determined the Club is able to pay or meet its debts and liabilities; and

(ii) The Members resolve by Special Resolution that the Club will:

1. Apply to the Commissioner for cancellation of its incorporation; or

2. Appoint a liquidator to wind up its affairs.

The Club shall be wound up in accordance with Part 9 of the Act if:

(i) The Board has determined the Club is unable to pay or meet its debts and liabilities; or

(ii) The Board or members determine by special resolution to wind up the Club as a result of financial difficulty resulting in or from:

1. Being party to any current legal proceedings; or

2. Any other outstanding legal obligations.

Upon cancellation of the Club, the surplus property must only be distributed to one or more of the following:

(i) An incorporated association under the Act;

(ii) A body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;

(iii) A company limited by guarantee that is registered as mentioned in section 150 of the Corporations Act 2001 (Cwth);

(iv) A company holding a licence that continues in force under section 151 of the Corporations Act 2001 (Cwth);

(v) A body corporate that:

1. Is a member or former member of the Club; and

2. At the time of the surplus property is distributed, has rules that prevent the property being distributed to its members;

(vi) A trustee for a body corporate referred to in Section 30(c)(v); or

(vii) A co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution, is a non-distribution co-operative as defined in the Act.

21 ALTERATION AND REPEAL OF RULES

(a) No repeals of any existing rules and no new rules or alteration, amendments or suspensions of a rule shall be

valid unless a special resolution is carried by a three-fourths majority of members present and with voting rights at a General Meeting or Special General Meeting and by otherwise complying with Part 3 Division 2 of the Act.

- (b) Notices of motions to repeal, alter or suspend any rule shall be given to the General Manager at least twenty - one (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 noticeboard at least fourteen (14) days prior to such meeting.

Within one month after the making of any amendment or addition to the rules of the Club, passed by special resolution, the Board of Management shall submit the required documents to the Commissioner. No effect will be given to the amendments without the approval of the Commissioner.