

# The Rules of the Association of the Dunsborough and Districts Country Club Inc.

Delete

The words highlighted in yellow

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**Change the titles as agreed to at the SGM and page numbers accordingly**

## 1. THE NAME OF THE CLUB

### Delete Highlighted words

shall be the Dunsborough **and Districts** Country Club Inc.

## 2. OBJECTS

The objects of the Club are:

- a. Principal Objects:
  - b. Delete highlighted words and replace with “competitive sporting pursuits”
  - c. **Add** “Management” before Committee
    - i. To establish, maintain and conduct a club for social interaction and **competition in bowls, golf, croquet, tennis, cycling, adventure sports** and other activities and interests as agreed from time to time by the Committee and to promote and support the recreational, social, sporting, cultural and community dimensions of that interest.
    - ii. To provide 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.
    - iii. To provide sport, recreation and social opportunities to the community in a sustainable and healthy manner.
    - iv. To develop a club that appeals to every generation of the community through beliefs in:
      1. the strong benefits of participation in sporting activity,
      2. a healthy lifestyle,
      3. social harmony and respect for others,
      4. a sense of belonging,
      5. pride in the community.
    - v. To establish relations with groups having similar objects and to encourage exchanges with groups of a like nature.
    - vi. To borrow, raise or secure the payment of money for the purpose of The Club in such manner as the members think fit.
    - vii. To provide and maintain a clubhouse and sporting amenities for the use of the members.

(a) Secondary Objects:

- i. To maintain a club license under the current Liquor Control Act and its amendments.

Delete Club

Replace and add tavern

Replace with Liquor Control Act 1988

Replace and add as amended

The property and income of The Club shall 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 members of the Club, except in good faith in the promotion of those objects.

**ADD new clause 3**

### **3. NOT FOR PROFIT BODY**

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.

A payment may be made to a member out of the funds of the Association only if it is authorised under sub-rule (c and d).

A payment to a member out of the funds of the Association is authorised if it is:

- (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
- (b) the payment of interest, on money borrowed by the Association 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 Association; or
- (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

### **4. DEFINITIONS**

Delete highlighted words

In reading the Rules of Association, unless the context or such otherwise indicates or requires:

- (a) "The Club" means the Dunsborough and Districts Country Club Inc.
- (b) "The Club Premises" means all land, building and structures thereon of which The Club is the bona fide occupier.
- (c) "The Committee" means the Managing Committee for The Club, duly elected for the time being in accordance with these Rules.
- (d) "Member" means an Ordinary Member or a Life Member.
- (e) "Annual Meeting" means an Annual General meeting.

- (f) “Special General Meeting” means a General Meeting other than an Annual General Meeting called in accordance with Rule 11 hereunder, at which only business that has been described in the notice may be transacted.
- (g) “General Meeting” means the General meeting of The Club whether Annual or Special.
- (h) “Month” means a calendar month.
- (i) “Financial year” means from the first of July each year, until the following 30<sup>th</sup> of June.
- (j) “The Act” means the Associations Incorporation Act 2015, its amendments and any other legislation that may come into force to replace or supplement this Act, and shall form part of these Rules.
- (k) “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.
- (l) “The By-Laws” means the codes of rules made and adopted by The Club in accordance with Rule 10.
- (m) Words importing the masculine gender shall include the feminine gender and words importing the singular shall include the plural.
- (n) “Books of the Association” means: the Members Register; the Record of Office Holders; and the Club Rules of Association.

**Add**

- (o) **The Secretary will also be the Returning Officer for any election conducted at the Club**

## 5. MEMBERSHIP

**Delete** highlighted words and move the word “and” in the 1st para  
**Delete** highlighted words

The Club shall keep an up to date register of members in respect of Ordinary, **Social**, Life, Junior, and **Honorary members**. This register must be continually available for inspection at The Club premises by authorised officers. Residential, postal, or email address can be nominated for the members register.

Membership of The Club shall consist of the following:

- (a) Ordinary Member - Persons 18 years of age and over shall be eligible for election.
- (b) Life Member - any member who has rendered outstanding meritorious service to The Club may be nominated and seconded by two other members of the Club for election as a Life Member. Such nomination shall be forwarded to the Committee who will advise of the acceptance at the next General Meeting.

- (c) Junior Member - Persons under the age of 18 years on the 1<sup>st</sup> of July of that financial year may make application to The Club as a Junior Member, and if accepted, shall pay the prescribed subscription.
- i. Persons granted this category of membership, will require a sporting affiliation, but shall have no voice in the management of The Club and shall not be entitled to hold any office or vote at any meeting of The Club.
  - ii. This category of member may not propose or second any application for membership of The Club or have the authority to invite guests to The Club.
  - iii. Any Junior Member on attaining the age of 18 years, wishing to remain a member of The Club, shall be granted the appropriate club membership and shall pay the full subscription as set down from time to time.
- (d) Social Member - any person age 18 years and over who does not participate in any of the sporting or group activities of the Club shall be eligible for election as a Social Member of the Club, subject to the current membership structure, such conditions and payment of such fees, subscriptions and other amounts as the Committee may from time to time determine.
- i. 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.
  - ii. Social Members shall not be entitled to hold any office or to vote at any meeting.
- (e) Temporary Member - any person who is on any day visiting The Club as a member or an official of another club (which includes people who are assisting a visiting club) -
- i. To engage in a pre-arranged event with The Club as per The Club's objects; or
  - ii. To hold a pre-arranged function at The Club involving the use of The Club's sporting facilities.
- (f) Provisional Member - any person awaiting confirmation of their 'Ordinary Member' membership application -
- i. To engage in a pre-arranged event with The Club as per The Club's objects; or
  - ii. To hold or participate in a pre-arranged function at The Club involving the use of The Club's sporting facilities.
- (g) Honorary Member - Membership that may be granted to Club Patrons, Sponsors, Selected Government Officers and any other such persons as the committee may decide from time to time based on their relationship to The Club or community. Honorary membership will be restricted at any one time to a level deemed appropriate by the Committee or as may be suggested by the liquor licensing authority.
- (h) Reciprocal Member - is a visitor who is a full financial member of any like club in Western Australia or any Licensed Club located outside of Western Australia.
- (i) Special Circumstances Member - Special Circumstances Member - any Ordinary, Life, Social 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. The

Management Committee may relieve them of a part or all of their subscription liability.

- (j) Only Ordinary Members and Life Members shall be allowed to vote and Junior, Temporary, Social, Provisional, Reciprocal, Special Circumstance and Honorary Members shall not be entitled to vote.
- (k) Temporary, Reciprocal and Provisional 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 of the property of The Club, nor propose or second any candidate for admission as a member.
- (l) Junior, Social and Honorary members shall not have any right, title or interest in or to any of the property of The Club, nor propose or second any candidate for admission as a member.
- (m) Temporary, Reciprocal, Provisional and Honorary membership shall be subject to withdrawal by any club official (including bar persons) acting on the best interests of The Club.

A person will cease to be a member when any of the following takes place:

- (a) The person dies;
- (b) The person resigns from The Club;
- (c) The person is expelled from The Club under Section 28;
- (d) The person ceases to be a member under Section 9(b).

## 6. APPLICATION TO BECOME A MEMBER

Delete highlighted words

Add “reasons for the refusal must be provided to the applicant.”

- (a) Ordinary Member - Any person desiring to become such a member of The Club shall sign an application form provided and such form must bear the signature of one member of The Club who is entitled to vote, as a proposer. When the membership secretary receives the application form, it shall then be posted on the noticeboard of The Club for a period of not less than seven days before election, provided also that an interval of not less than two weeks shall elapse between nomination and election. The applicant, subject to the payment of such fees, subscriptions and other amounts as the Committee may from time to time determine, will become a Provisional Member until the Committee makes a determination at the ensuing meeting. The applicant will then be accepted or denied membership.
- (b) No person shall be entitled to exercise any of the privileges of a member until they have paid all subscriptions due by them.
- (c) The Committee shall have the right to refuse to admit any person to membership without assigning any reason for doing so. Should the Committee deny membership the Provisional Membership will be withdrawn.
- (d) On the election of each candidate, the Secretary shall notify the same to them, and they shall on payment of their subscription be enrolled as a Member of The Club, and become entitled to the privileges and be bound by its rules and by all consequences resulting from breach or non-performance thereof, and shall thereby

absolve every person concerned in carrying out enforcing such rules from all personal responsibility or legal liability on such account.

- (e) Life Member - two members may nominate, and second, another member for Life Membership to the Committee in writing giving reasons that Life Membership should be granted. Such nomination shall be forwarded to the Committee who will decide on successful candidates and present the membership to the successful candidates at the next General Meeting. 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.

## 7. MEMBER'S RIGHTS

(a) The rights and privileges of every member shall be personal and shall not be in any manner transferable by their own act or through any other person on their behalf or by operation of law, and on any member ceasing by death (or otherwise) to be a member all their interest shall go to the estate.

### (b) Delete highlighted words

- (c) The Committee or approved staff may revoke the membership of any honorary, temporary or provisional member at any time without notice.
- (d) Members who are permanent 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.

### Add new clause

- (e) Casual employees of the Club are entitled to all the rights and privileges of membership including those rights concerned with the selection, election and holding of office with the Club. Only one casual staff member can be elected to the Committee.

### Delete highlighted words

- (f) All members, upon successful registration, will be supplied with an electronic copy of The Club Rules of Association or will be directed to obtain a copy of The Club Rules of Association from The Club's website.

### Delete highlighted words

- (g) Upon acceptance to membership, all members agree to be bound by The Club Code of Conduct.
- (h) Guests - any Ordinary, Social, and Life Members of The Club are entitled 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.

### Delete highlighted words

- (i) A member may hold private family and business functions without limit to number of guests, providing that the sale of liquor shall be:
  - i. ancillary to a meal supplied at The Club by or on behalf of The Club to a member and to each of the guests of that member being guests of whose attendance was given prior notice to The Club.



### Delete highlighted words

- ii. to a member, for consumption by the guests of that member at a function held by or on behalf of that member at The Club.

(j) Functions - Ordinary, Social, and Life Members are entitled to host functions on The Club premises after written application for said function has been considered and approved by the Committee. The Secretary will furnish the applicant with a written copy of Club rules relating to functions, after the application has been approved and any additional conditions and restrictions it shall see fit.

### (k) Delete highlighted words

(l) The Club may seek an Extending Trading Permit - Associations to add local Associations as users of The Club facility to hold their functions.

(m) Upon request, a Member is able to inspect the Books of Association free of charge.

- i. A Member must contact the Secretary to request to inspect the Member Register and arrange a time mutually convenient to The Club and the Member.
- ii. The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.
- iii. A Member may make a request in writing for a copy of the Register.
  - a. The Club may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Committee from time to time.

### Add

(n) A Member must not use or disclose the information on the Register:

- i. To gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
- ii. To contact, send material to The Club or a Member for the purpose of advertising for political, religious, charitable or commercial purposes, or
- iii. For any other purpose unless the use of the information is approved by the Committee and for a purpose:
  - 1. That is directly connected with the affairs of The Club; or
  - 2. Related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

### Add new clause

All membership details held by any sub-committee are not to be disclosed or used for the distribution of any material.

1. Subrule (2) applies to a member who wants to inspect —
  - a. the register of members under section 54(1) of the Act; or
  - b. the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or

- c. any other record or document of the association.
2. The member must contact the secretary to make the necessary arrangements for the inspection.
3. The inspection must be free of charge.
4. If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
5. The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.

(b) The Committee may require a Member who requests to view **a copy of** the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of The Club.

Add “to view”

Delete words highlighted in yellow

Add new clause

## 8. 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.

## 9. SUBSCRIPTIONS

New addition to (a)

Additionally new sub-clauses (c-f)

- (a) The entrance fee and annual subscription of the Club shall be set by majority vote of the Management Committee prior to the commencement of the financial year. Notice of the fees and subscriptions shall be notified to the members, via The Club notice board **and electronically**
- (b) All subscriptions are due from the first day of July in each year and are payable in advance, on or before the date of the Annual General Meeting provided that the Committee shall not declare a member un-financial if at least half of the subscriptions is paid by the 30<sup>th</sup> of September in the current year.
- (c) **The fees determined under sub-rule (a) may be different for different classes of membership.**
- (d) **A member must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, by the date (the *due date*) determined by the committee.**

- (e) 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.
- (f) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired —
  - a. the committee may, at its discretion, accept that payment; and
  - b. if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## 10. NEW MEMBERS

Subscriptions must be paid at the time of nomination and shall be paid as follows:

- (a) If elected between 1 July and 30 September - Full annual subscription
- (b) subscription to be pro rata to the remaining months in the financial year following the 30<sup>th</sup> of September.
- (c) Should the nomination be unsuccessful all such fees, subscriptions and other amounts as the Committee may from time to time determine will be refunded.

## 11. LIABILITY FOR SUBSCRIPTION

- (a) The Committee shall have the power by resolution to remove from the roll of Provisional Members the name of any new member who fails to make good the payment of his/her subscription at the date of his/her nomination.
- (b) Any member whose subscription is in arrears after 30<sup>th</sup> September in each year may cease to be a member, subject to 9(c).
- (c) 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 membership as per Clause 4(i).

New Clause

## 12. RESIGNATION

A member may resign from membership of the Association by giving written notice of the resignation to the secretary.

The resignation takes effect;

- (a) when the secretary receives the notice; or
- (b) if a later time is stated in the notice, at that later time.

A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the *owed amount*) at the time of resignation.

The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

## 13. THE RIGHTS OF A MEMBER NOT TRANSFERABLE

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

## 14. BY-LAWS AND REGULATIONS

The Committee shall have the power to make By-Laws and Regulations for fully and effectively carrying out and giving force to the objects, rights, powers and authorities of the Rules of Association and for the regulation and management of the Club. Such By-Laws and Regulations may from time to time be amended, varied or rescinded by the Committee.

## 15. GENERAL MEETINGS - ANNUAL GENERAL MEETING

Delete highlighted word and replace by a fortnight

- (a) The Annual General Meeting of members shall be held every calendar year within six months of after the end of The Club's financial year. Notice of the meeting and agenda items including special notices of motion must be posted by the Committee on The Club notice board for 14 days before the date of the meeting for all members to read.
- (b) Notices of motion for the Annual Meeting shall be in writing and shall be in the hands of the Secretary at 5pm, **one calendar month** prior to such meeting.

Replace highlighted words with two weeks

Add words highlighted

- (c) Members who have provided an email address will also be emailed a copy of the notice.
- (d) At this meeting a report shall be presented by the President on behalf of the Management Committee, and the Treasurer shall present The Club's statement of accounts and balance sheet for the past year, duly audited, and other business in accordance with these rules may be transacted.
- (e) Thirty financial voting members shall constitute a quorum at a General Meeting or Special General Meeting.
- (f) The Chairman of the meeting shall be the Club President or if not available **a person nominated and elected by the members present.**

Replace highlighted words "one of the two vice presidents"

- (g) In the case of insufficient members to form a quorum being present after 30 minutes following the advertised start time for an Annual General Meeting, said meeting will be automatically adjourned to re-convene at the same time fourteen days later and shall proceed with or without a quorum.
- (h) Only financial voting eligible members as per the Rules of Association, will be permitted to vote on matters at the General Meeting. Voting at a General Meeting shall be by show of hands. All matters shall be decided by a simple majority and in the case of an equality the President shall have a casting vote.
- (i) **The order of business at the Annual Meeting shall be as follows:**

**i. Open meeting**

ii. Apologies

iii. Reading Notice of meeting

**Note the circulation of a Notice of meeting**

iv. Reading minutes of the last Annual Meeting and any other General Meeting not yet confirmed and confirming or amending same.

**Adoption of minutes of the previous Annual General Meeting and seek confirmation and amend the minutes as resolved by this meeting.**

**Delete the highlighted words**

v. Treasurer's Report. To be electronically circulated prior to the meeting.

President's Report, discussion and adoption **or otherwise.** To be circulated electronically prior to the meeting

**Delete**

vi. **Other reports.**

**Replace with "sub-committees reports to be circulated electronically and placed on the notice board 14 days prior to the meeting. Questions may be asked of these reports. "**

vii. Election of Club Auditor.

viii. Special Business of which Notice of Motion has been given.

ix. Recommendations to the Committee.

x. Other Business.

xi. Declaration of ballot for election of Committee Members

xii. Close meeting

## **16. GENERAL MEETINGS - SPECIAL GENERAL MEETINGS**

(a) The Management Committee may, at any time call a Special General Meeting by posting a notice by 5pm, one calendar month prior, on The Club notice board for all members to read. Members who have provided an email address will also be emailed a copy of the notice.

(b) A Special General Meeting shall also be called by the Management Committee on a requisition signed by no less than 10% of voting members stating in detail the purpose of the meeting.

i. Notice of the meeting and a copy of the requisition shall be posted on The Club noticeboard for at least one calendar month before the date of the said meeting.

- ii. Only business, of which notice shall have been given as above, or in accordance with these rules, shall be transacted at a Special General Meeting.
  - iii. Thirty voting members shall form a quorum. In the case of insufficient members to form a quorum being present after 30 minutes following the advertised start time for a Special General Meeting, said meeting will be automatically adjourned to re-convene at the same time fourteen days later and shall proceed with or without a quorum.
- (c) Only financial voting eligible members as per the Rules of Association will be permitted to vote on matters at the General Meeting.

## **17. PROCEDURE FOR GENERAL MEETINGS**

(a) General Meetings may take place:

- i. where the Members are physically present together; or
- ii. where the Members are able to communicate by using any technology that reasonably allows the Member to participate fully in discussions as they happen in the General Meeting and in making any decisions, provided that the participation of the Member in the General Meeting must be made known to all other Members.

(b) A Member who participates in a meeting as set out in rule 13(a)(ii):

- i. is deemed to be present at the General Meeting; and
- ii. continues to be present at the meeting for the purposes of establishing a quorum, until the Member notifies the other Members that he or she is no longer taking part in the General Meeting.

## **18. 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 ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.

(b) Without limiting sub-rule (a), 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.
- c.

(c) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.

(d) Without limiting sub-rule (a), a meeting may be adjourned –

- d. if there is insufficient time to deal with the business at hand; or
- e. to give the members more time to consider an item of business.

(e) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

- (g) 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 rules.

## 19. GENERAL PROVISION

- (a) No member shall be entitled to take any legal action against The Club (other than a claim for goods sold and delivered and services rendered) and must conform to the decisions of the Committee and in the case of an appeal, to the decision of the General Meeting to which he/she may appeal.
- (b) These rules shall be the rules of The Club and shall be binding on members.
- (c) Correct accounts and books shall be kept showing the financial affairs of The Club and the particulars usually shown in books of accounts of a like nature.
- (d) No liquor shall be sold or supplied for consumption other than on The Club's premises, unless the member purchasing it removes such liquor from the premises of The Club.
- (e) The clubhouse and other club facilities is to be provided and maintained from the joint funds of The Club and no person shall be entitled under these rules to derive any benefit or advantage from The Club which is not shared equally by every member thereof.
- (f) Rule 14(e) does not prevent:
- i. the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to The Club or for goods supplied in the ordinary and usual course of business;
  - ii. the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on money borrowed from any Member;
  - iii. the payment of reasonable and proper rent by The Club to a Member for premises leased by the Member to The Club; or
  - iv. the reimbursement of expenses incurred by any Member or any Committee Member on behalf of The Club.

## ADD NEW CLAUSE

## 20. WHEN SPECIAL RESOLUTIONS ARE REQUIRED

- (a) A special resolution is required if it is proposed at a general meeting —
- a. to affiliate the Association 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.
- (b) Sub-rule (a) does not limit the matters in relation to which a special resolution may be proposed. The Act, stipulates a special resolution is required to do certain things.

## 21. USE OF TECHNOLOGY TO BE PRESENT AT GENERAL MEETING

### ADD new Clause

- (a) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (b) A member who participates in a general meeting as allowed under sub-rule (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.

## 22. ELECTION OF COMMITTEE OFFICE BEARERS

### Add the word "Management" before Committee

- (c) The management of The Club shall be vested in a Management Committee consisting of a minimum of four (4) members to a maximum of 10 committee members.

Delete highlighted words

- a. The minimum number shall be calculated by the number of sporting bodies for which a sub-committee exists plus four

Delete highlighted words

Delete highlighted words and add in front of from "be elected and only ordinary and life members."

- b. Members shall include at least one member of each sporting body for which a sub-committee exists and four be elected from only ordinary and life members, with no sport represented by more than three members.

(b) Ordinary Members and Life Members shall be eligible to be nominated and elected.

(c) Such members shall be nominated by two financial members and such nomination together with the written consent of the candidate shall be in the hands of the Secretary by 5pm, one calendar month prior to the date of the Annual Meeting.

Delete highlighted words and replace 2 with "4" and each with "every two years"

- (d) Committee persons are elected for a 2 year term with half of committee being elected each year.

(e) After the close of nominations as aforesaid and in the event of there being more nominations than the number of vacancies, the Secretary shall cause ballot papers to be prepared setting out in circular order the names of the candidates. The ballot paper will be posted on the Club membership board by 5pm, 14 days



prior to the Annual Meeting. Ballot papers and envelopes will be available at the Club for absentee votes.

#### Add new clause

The Returning Officer will draw for the positions on the ballot paper.

After the close of nominations the nominee's names and order of the ballot draw on the ballot paper will be posted on the Management Notice Board.

Delete highlighted words after the word prepared in a linear order determined by drawing the names of the candidates from a container with the first drawn candidate being on top of the ballot paper and all subsequent candidates

Delete absentee and replace with "early"

Delete highlighted words

Replace two with a scrutineer from each candidate, if they so which.

Add bi-annual in first line above

- (d) The method of election will be by an exhaustive proportional represent ballot.
- (e) Candidates will be invited to submit two election information sheets. One a CV and a short statement of objectives (250 word maximum) and the second detailing their reason for standing (500 word maximum) These statements will be circulated by the manager. One in each week of the last two weeks of the campaign. They will be distributed by email and circulated in a special newsletter to members.
- (f) Other election material can be pinned to the Management Notice Board or any other suitably designated board. Control of this process will rest with the Returning Officer.
- (g) Candidates can circulate any other information or conduct any other election related formats or functions at their own cost.
- (h) Single position ballots will be conducted using a preferential first past the post voting system.

Delete words highlighted

- (i) The bi-annual election of officers shall be by ballot at each Annual General Meeting in the presence of the returning officer and two scrutineers elected by the Committee prior to the meeting. Members unable to attend the meeting may lodge a vote on The Club approved ballot paper with the Secretary at least 2 days prior to the meeting, having also recorded and signed an apology for the meeting on an outer sealed envelope that contains the sealed ballot paper. All other votes shall be cast at the Annual General Meeting.
- (i) In case no more than the required number of officers shall be nominated, those so nominated shall be declared elected.
- (j) If there shall be insufficient nominations to fill the whole of the vacancies of the list of officers, those nominated shall be declared elected and the Committee shall have the power to fill the vacancies and any casual vacancies that may occur.

## 23.PROCEDURES AT ANNUAL GENERAL MEETING

Delete highlighted words and replace with two weeks

- (a) The Chairperson shall have the casting vote only and shall decide all questions of order unless otherwise provided by these rules.
- (b) All Notices of Motion for consideration at the Annual Meeting must be handed to the Secretary in writing by 5pm, **one calendar month** prior to the date set for said meeting and posted on the notice board in the Club pavilion for fourteen days before the meeting.

## 24. THE MANAGEMENT COMMITTEE & TERMS

- (a) The Executive positions on the Management committee shall be President, two Vice Presidents, Secretary/Treasurer and any other as determined by the full committee, and shall be elected at the first meeting of the elected management committee, a date within 21 days to be agreed by the Committee immediately following the Annual Meeting.
- (b) **The President and Vice Presidents may be elected for a maximum of four consecutive years.**

### Delete (b)

- (c) The Manager of The Club may attend all Committee meetings to give their report and then leave at the discretion of the Committee.
- (d) The quorum at all Committee meetings shall be over half of the number of members required by 15(a),
- (e) Committee Meetings may take place:
  - i. where the Committee Members are physically present together; or
  - ii. where the Committee Members are able to communicate by using any technology that reasonably allows the Committee Member to participate fully in discussions as they happen in the Committee Meeting and in making decisions, provided that the participation of the Member in the Committee Meeting must be made known to all other Members.
- (f) A Committee Member who participates in a meeting as set out in rule 17(e)(ii).:
  - i. is deemed to be present at the Committee Meeting; and
  - ii. continues to be present at the meeting for the purposes of establishing a quorum, until the Committee Member notifies the other Committee Members that he or she is no longer taking part in the Committee Meeting.

**Add new (g) All sporting sub-committees will be able to attend and speak at all meetings of the Management Committee and will be required to submit monthly reports on the finances and activities of the sub-committee.**

- (g) Committee meetings shall be held monthly or more regularly as deemed necessary by the President. Special meetings may be called by the President, or on the request of three members of the Committee.
- (h) The Management Committee shall determine the distribution of Committee Meetings minutes at least seven days prior to the next meeting.

- (i) If, without satisfactory explanation, any Committee person shall absent him/herself from three consecutive Committee meetings, his/her office shall be terminated forthwith unless the disqualification shall be dispensed with a resolution of the Committee.
- (j) 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 any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.
- (k) No member of the Committee shall be held to have resigned his/her seat until his/her resignation, in writing, has been accepted by the Committee.
- (l) Any vacancy occurring in the Committee may be filled at a meeting of the Committee when a member may be elected to fill such a vacancy until the next election provided the member elected at such Committee meeting shall hold office in the place of, and upon the same terms and conditions as their predecessor, had the latter continued in the office.
- (m) 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 a Chairperson.
- (n) All resolutions of the Committee shall be decided by a majority vote of all those present. In the case of equality of votes, the President will have an additional casting vote as well as a deliberate vote, as per Rule 22(f).
- (o) The President or, in his/her absence, the acting President shall be authorised to speak on behalf of The Club.
- (p) Voting outside of meetings will only be allowed for the election of office bearers as detailed in section 15.
- (q) Any act performed by the Committee, a sub-committee or a person acting as a Committee Member is deemed to be valid even if the act was performed when:
  - i. there was a defect in the appointment of a Committee Member, subcommittee or person holding a subsidiary office; or
  - ii. a Committee Member, a sub-committee member or a person holding a subsidiary office was disqualified from being a Member.

Re-number as required

Add new clause

## 25. USE OF TECHNOLOGY TO BE PRESENT AT GENERAL MEETING

- (a) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (b) A member who participates in a general meeting as allowed under sub-rule (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.

## 26. CEASING TO BE A MEMBER OF THE MANAGEMENT COMMITTEE

- (a) A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:
- i. dies;
  - ii. ceases to be a Member;
  - iii. becomes disqualified from holding a position under rule 21(h) or 21(i) as a result of bankruptcy or conviction of a relevant criminal offence;
  - iv. becomes permanently incapacitated by mental or physical ill-health;
  - v. resigns from office under rule 17(k);
  - vi. is removed from office by resolution at a General Meeting of The Club if a majority of the Members present and eligible to vote at the meeting vote in favour of the removal.
    - a. The Committee Member who faces removal from the Committee must be given a full and fair opportunity at the General Meeting to decide the proposed resolution, to state his or her case as to why the Member should not be removed from his or her position on the Committee.
    - b. If all Committee Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Committee.
    - c. The interim Committee must, within two months, convene a General Meeting of the Association for the purpose of electing a new Committee.
  - vii. is absent from more than:
    - a. three consecutive Committee Meetings without a good reason; or
    - b. three Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Committee Meetings,
- (b) If the number of Committee Members is less than the number fixed under rule 17(d) as the quorum for Committee Meetings, the continuing Committee Members may act only to:
- i. increase the number of Members on the Committee to the number required for a quorum; or
  - ii. convene a General Meeting of the Association.

## **27. POWERS OF THE COMMITTEE**

### **Add Management before Committee above**

The business of The Club shall be managed by the Committee, who may exercise all powers of The Club,

except those required to be exercised by the Club at a General Meeting. Without prejudice to the powers conferred by the last preceding rule, the Committee shall, subject to the by-laws, have power to do the following things:

## Add before Committee the word Management

- (a) To purchase or otherwise acquire any books, newsletters or periodicals and dispose of them as it may see fit.
- (b) 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.
- (c) To determine what person (if any) not being members of The Club shall be permitted to use the premises of The Club or any part or parts thereof and during what time and under what conditions and when and at what times and places and under what conditions such persons shall be supplied with refreshments and accommodation.
- (d) 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 a paid position, as Club Manager, shall be engaged under a contract, award or classification of work in the Registered and Licensed Clubs Award (2010) and its amendments.

### Delete servant and replace with employee

- (e) To delegate (subject to such conditions as it thinks fit) any of its powers to sub committees consisting of such members of the Committee and other members of The Club co-opted for the purpose as it may determine and to make such regulations as to the proceedings of such sub committees as may be thought desirable. Such sub-committees are required to report to and be responsible to the Committee.
- (f) At its discretion permit Members interested in particular sports for which the Club provides facilities to elect sub-committees to organise the conduct of such sports. Such sport is to be conducted within the Rules of Association and By-laws of the governing body of that particular sport except when aspects of the body's Rules of Association and By-laws are in conflict with the stated objectives of the Club, as stated in rule 2(a), as decided by the Committee.
- (g) To regulate and control their own meeting and the transaction of business.
- (h) To reimburse expenses of any servant of The Club for faithful and diligent service as deemed fit.
- (i) In accordance with the rules, to suspend, or expel any member.
- (j) 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.
- (k) To take and defend all legal proceedings by or on behalf of The Club and to appoint all necessary Attorneys for any such purpose.
- (l) To manage, regulate, control and conduct all business of the Club, with the power to do all such things as are necessary, incidental or conducive to the attainments of the object of the Club, provided always that the borrowing of money by any means whatsoever shall require the consent of a General Meeting.
- (m) To make, alter and repeal by-laws not inconsistent with these rules regulation the use and management of The Club premises, the admission of members and the conduct of The Club and its affairs generally.
- (n) 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.

- (o) To appoint such number of delegates to sporting bodies and associations with which The Club may from time to time be affiliated as may be required by the rules thereof and such delegates shall hold office in accordance with the rules of such sporting bodies and associations respectively.
- (p) 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.

### Add new clause

## 28. DELEGATION TO SUB-COMMITTEE OR TO SUBSIDIARY OFFICER

In this rule –

- (a) *non-delegable duty* means a duty imposed on the committee by the Act or another written law.
- (b) 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 -
  - the power to delegate; and
  - a non-delegable duty.
- (c) 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.
- (d) 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.
- (e) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- (f) 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.
- (g) The committee may, in writing, amend or revoke the delegation.

## 29. ASSOCIATIONS INCORPORATIONS ACT (2015)

The Committee and Members shall at all times observe and obey The Act insofar as it affects the Club and such provisions shall be deemed to be included in these rules.

## 30. ROLE AND RESPONSIBILITIES OF COMMITTEE MEMBERS

### Add before Committee the word Management

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.

Responsibilities of Committee Members:

- i. 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.
  - ii. 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.
  - iii. A Committee Member or former Committee Member must not improperly use information obtained because he or she is a Committee Member to:
    - a. gain an advantage for himself or herself or another person; or
    - b. cause detriment to The Club.
- (b) 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.
- (c) 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:
  - i. as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
  - ii. disclose the nature and extent of the interest at the next General Meeting of The Club; and
  - iii. not be present while the matter is being considered at the Committee Meeting or vote on the matter.
- (d) Rule 21(c) does not apply in respect of a material personal interest that:
  - i. exists only because the Committee Member belongs to a class of persons for whose benefit The Club is established; or
  - ii. the Committee Member has in common with all, or a substantial proportion of, the members of The Club.
- (e) The Secretary must record every disclosure made by a Committee Member under rule 21(c) in the minutes of the Committee Meeting at which the disclosure is made.
- (f) 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.
- (g) No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for:
  - i. an indictable offence in relation to the promotion, formation or management of a body corporate;
  - ii. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
  - iii. an offence under Part 4 Division 3 or section 127 of the Act, unless the person has obtained the consent of the Commissioner.

- (h) 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 or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.
- (i) The Club may pay a Committee Member's travelling and other expenses as properly incurred:
  - i. in attending Committee Meetings or sub-committee meetings;
  - ii. in attending any General Meetings of The Club; and
  - iii. in connection with The Club's business.

#### **Add before Committee the word Management**

- (j) Committee Members must not receive any remuneration for their services as Committee Members unless agreed to at an Annual General Meeting or Special General Meeting.

### **31.ROLE OF PRESIDENT**

#### **Delete Chairperson and replace with President**

- (a) consult with the Secretary regarding the business to be conducted at each Committee Meeting and each General Meeting.
- (b) prepare an annual report for the Annual General Meeting.
- (c) convene special meetings of the Committee under rule 12.
- (d) preside over Committee Meetings under rule 17(g).
- (e) preside over General Meetings under rules 11 and 12.
- (f) have a casting vote in addition to a deliberative vote at all meetings of the Club.
- (g) ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct.

### **32.ROLE OF SECRETARY**

#### **Delete Chairperson and replace with President**

The Secretary must:

- (a) co-ordinate the correspondence of The Club;
- (b) consult with the President about all business to be conducted at meetings and convene General Meetings and Committee Meetings, including preparing the notices of meetings and of the business to be conducted at each meeting;



- (c) keep and maintain an up to date condition the rules of The Club and any by-laws of The Club;
- (d) coordinate the maintaining of the register of the Members including the email, street or postal address of each member, and update the register within 28 days of new members, members resigning, members suspended/expelled and in the latter case, keep date which member ceases and reasons for cessation of membership;
- (e) maintain the record of office holders of The Club. 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;
- (f) ensure the safe custody of the Books (with the exception of the Accounting Records) of The Club
- (g) keep full and correct minutes of Committee Meetings and General Meetings, and post accepted minutes of the previous meeting to the Club noticeboard; and
- (h) perform any other duties as are imposed by these Rules or The Club on the Secretary.

### **33.ROLE OF TREASURER**

Add anew clause (h)

The Treasurer must:

- (a) ensure all moneys payable to The Club are collected, and that receipts are issued for those moneys in the name of The Club;
- (b) ensure the payment of all moneys referred to in rule 24(a) go into the account or accounts of The Club as the Committee may from time to time direct;
- (c) ensure timely payments from the funds of The Club with the authority of a General Meeting or of the Committee;
- (d) ensure that The Club complies with the account keeping requirements in Part 5 of the Act;
- (e) ensure the safe custody of the Financial Records of The Club and any other relevant records of The Club;
- (f) coordinate the audit of the Financial Report of the Club prior to its submission to the annual general meeting of The Club;
- (g) assist the reviewer or auditor (if any) in performing their functions;
- (h) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt and
- (i) perform any other duties as are imposed by these Rules or The Club on the Treasurer.

### **34.SUB-COMMITTEES**

- (a) The Committee may delegate any of its delegable powers to Sub-Committees consisting of such Ordinary Members as it thinks fit, provided that no act of any Sub-Committee shall be binding on the Committee or Club until ratified by the Committee.
- (b) Such Sub-Committee must report to and be responsible to the Committee.

## Add

Sub-committees should report to the Management Committee on a monthly basis regarding their planning and progress. Their main roles and tasks are to act as specialist sub-committees designed to relieve the Management Committee of certain tasks and to provide detailed and professional or expert advice. The size of a sub-committee can vary according to its objectives.

Sub-committees cannot delegate any of their delegated power to any member, or sub-committee.

## 35.AUDITOR

- (a) There shall be an Auditor not a member of the Committee, who shall be elected at the Annual General Meeting.
- (b) 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.
- (c) The Auditor shall be entitled to receive such remuneration as the Committee may from time to time determine. The Auditor need not necessarily be a member of The Club.
- (d) If any casual vacancy occurs in the office of any Auditor appointed by The Club, the Committee should fill the appointment until the next Annual General Meeting.

## 36.ALTERATION AND REPEAL OF RULES OF THE ASSOCIATION

- (a) No repeals of any existing rules and any new rules or alteration, amendments or suspensions of a rule shall be valid unless a motion therefore is carried by a three quarters majority of members present and voting at a General or Special General Meeting.
- (b) Notices of motions to repeal, alter or suspend any rule shall be given to the Secretary at least 21 days preceding the Annual or Special General Meeting at which the motion shall be presented. The Secretary shall exhibit the proposal on The Club notice board at least fourteen days prior to such meeting.
- (c) As soon as is practicable after the making of any proposal for a change to the rules of The Club, the club shall provide to the Director of Liquor Licensing the proposed changes. No effect will be given to the changes without the prior approval of the Director.

- (d) 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 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.

### **37.SUSPENSION OR EXPULSION OF MEMBERS**

- (a) The Committee shall have the power to reprimand, suspend or expel any member of The Club.
- (b) The President, Committee or Approved Manager in receiving a complaint from the Approved Manager or Approved Bar Staff, of a member's 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 28(f) can be taken.
- (c) The Committee is required to exempt any member of that Committee from hearing a charge in which he or she has an interest.
- (d) 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.
- (e) The Committee shall apply the power to reprimand, suspend or expel any member of The Club who:
- i. fail in the observance or commit any breach of any rule of The Club, members Code of Conduct [Clubs WA template is available upon request], or any by-law of The Club or of any order or direction of the Management Committee or of any General Meeting; and/or
  - ii. 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
- (f) Any member charged with misconduct as above shall be furnished with a written copy of the charge and summoned before the Committee with no less than seven (7) days' notice.
- i. The Committee shall after hearing the accuser and accused and taking such evidence as they may consider proper, if they find the charge proved, inflict a penalty of suspension from all or any of the privileges of membership.
  - ii. if the Committee consider that on a charge of gross misconduct suspension as above is insufficient, they may call on the member to resign, and if he or she neglects to resign within ten (10) days they may declare him or her to be expelled.

- iii. If a Member is suspended or expelled under Section 28(f)(i) or 28(f)(ii), the person may appeal the Committee's decision by giving written notice to the Secretary within fourteen (14) days of receiving notice of the Committee's decision under Section 28(f)(i) or 28(f)(ii).
- (g) Members are not permitted to have legal representation attend any disciplinary matters, but may bring another member to act in a support capacity only.
- (h) If a Member's membership is suspended under Section 28(f)(i), the Secretary must record in the Register:
  - i. the name of the Member that has been suspended from membership;
  - ii. the date on which the suspension takes effect; and
  - iii. the length of the suspension as determined by the Committee under Section 28(f)(i)
- (i) 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.
- (j) Upon the expiry of the period of a Member's suspension, the Secretary must record in the Register that the Member is no longer suspended.
- (k) 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 Section 28(f), is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

## **38.RESOLVING DISPUTES**

### **1. Disputes Arising under the Rules**

- (a) This rule 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 section 28 of The Club Rules of Association.
- (b) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (c) 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 of the parties to, and details of, the dispute.
- (d) The Secretary must convene a Committee Meeting within 28 days after the Secretary receives notice of the dispute under rule 29.1(c) for the Committee to determine the dispute.

- (e) 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.
- (f) The Secretary 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 rule 29.1(e).
- (g) 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.

## 2. Mediation

- (a) This rule applies:
  - i. where a person is dissatisfied with a decision made by the Committee under rule 28(c) or 29.1(g); or
  - ii. 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.
- (b) 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 28(c) in respect of the proposed suspension or expulsion has been completed.
- (c) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 29.1(b), or a party to the dispute is dissatisfied with a decision made by the Committee under rule 29.1(g) a party to a dispute may:
  - i. Provide written notice to the Secretary of the parties to, and the details of, the dispute;
  - ii. Agree to, or request the appointment of, a mediator.
- (d) The party, or parties requesting the mediation must pay the costs of the mediation.
- (e) The mediator must be:
  - i. a person chosen by agreement between the parties; or
  - ii. in the absence of agreement:
    - a. if the dispute is between a Member and another Member - a person appointed by the Committee; or
    - b. if the dispute is between a Member or more than one Member and The Club, the Committee or a Committee Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- (f) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) 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.
- (i) The mediator, in conducting the mediation, must:
  - i. give the parties to the mediation process every opportunity to be heard;
  - ii. allow all parties to consider any written statement submitted by any party; and
  - iii. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

- (j) 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.

### 3. 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.

## 39.SUPPLY OF LIQUOR - LIQUOR ACT TO BE OBSERVED

### Amend to Liquor Control Act

- (a) The Club shall appoint and maintain an Approved Manager for the purposes of observing liquor licensing requirements and regulations.
- (b) The Approved Manager shall inform the Committee and Members of the provisions of the **Liquor Act** and the Regulations insofar as it affects the Club and such provisions shall be deemed to be included in these rules. The Committee and Members shall at all times observe and obey the provisions.
- (c) 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.
- (d) No liquor shall be sold or supplied to any juvenile (i.e. any person under the age of 18).

## 40.COMMON SEAL

### Delete

Replace with “The Dunsborough Country Club does not have a common seal.”

**Any deed or contract** the DCC enters into must be signed by two members of the Management Committee , one of whom must be a member of the Executive of the Management Committee

The Club shall have a common seal, which shall be kept in the custody of the Secretary and shall not be affixed to any document except by the authority of The Committee and in the presence of one member of the committee. Any document to which the seal is affixed shall be countersigned by the Secretary or an officer appointed by the management committee for that purpose.

The Club may execute a document without using a common seal if the document is signed by:

- (a) any two Committee Members; or
- (b) one Committee Member and a person authorised by the Committee.

## **ADD NEW CLAUSE**

### **41. CUSTODY OF BOOKS AND SECURITIES**

- (a) Subject to sub-rule (b), the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
- (b) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.
- (c) Sub-rules (a) and (b) have effect except as otherwise decided by the committee.
- (d) The books of the Association must be retained for at least 7 years.

### **42. DISSOLUTION OF THE CLUB**

- (a) 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 association is able to pay or meet its debts and liabilities; and
  - ii. The Members resolve by Special Resolution that The Club will:
    - a. Apply to the Commissioner for cancellation of its incorporation; or
    - b. Appoint a liquidator to wind up its affairs.
- (b) The Club must be wound up in accordance with Part 9 of the Act if:
  - i. The Committee has determined the association is unable to pay or meet its debts and liabilities; or
  - ii. Is party to any current legal proceedings; or
  - iii. has any other outstanding legal obligations.
- (c) Upon cancellation of The Club, the Surplus Property must only be distributed to one or more of the following:
  - i. an incorporated association under the Act;
  - ii. a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;
  - iii. a company limited by guarantee that is registered as mentioned in section 150 of the 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:
    - a. is a member or former member of The Club that at the time of the Surplus Property is distributed, has rules that prevent the property being distributed to its members;
    - b. a trustee for a body corporate referred to in rule 32(c)(v).; or

- c. a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.