

Melville Bowling Club Inc.

(Founded 1957)

Constitution

Last Amended from motions passed at Special General Meeting on 13 April 2024

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PART A - PRELIMINARY

1. Name

The name of the Club shall be the MELVILLE BOWLING CLUB (INC.)

2. Objectives

(a) The principal object of the Club is to encourage and increase participation in bowling activities and to promote other recreational, cultural and social activities conducive to the wellbeing of the members and the local community as follows;

- (i) Maintaining the financial security and stability of the Club through the sound direction of the resources and activities of the Club by the Management Committee.
 - (ii) To maintain the quality of the buildings, amenities, bowling greens and grounds on premises lawfully occupied by the Club.
 - (iii) To encourage the use of the Clubhouse and grounds for social events and any other recreational activity.
 - (iv) To provide Coaching resources for Members and prospective Members.
 - (v) To organise and promote competitive inter club and intra club bowling events for Members.
 - (vi) To promote the Club and the game of lawn bowls as an enjoyable year round activity to those outside the Club.
- (b) The secondary object is to operate its facilities in accordance with the Liquor Act and its amendments

3. Definitions of terms used

In reading this Constitution, unless the context or such otherwise indicates or requires:

“**AGM**” means the Annual General Meeting convened under Rule 25

“**Books of the Club**” means: the Members Register; the Record of Office Holders; and the Club Constitution.

“**By-Laws**” means rules made and adopted by The Club in accordance with Rule 36 “**By Lot**” means a determination through a random draw.

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

“**Committee**” means the Management Committee of the Club;

“**Committee Meeting**” means a meeting of the Management Committee;

“**Committee Member**” means a member of the Management Committee;

“**Financial Records**” has the meaning given to it in section 62 of the Act and includes: Invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; documents of prime entry; 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 Statements**” has the meaning given to it in Part 5 of the Act;

“**Financial Year**” means from January 1 each year, until December 31.

“**General Meeting**” means a General meeting of The Club whether Annual or Special

“**Greens**” means the bowling greens, at the Club’s premises, where the sport of lawn bowls is played.

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

“Notice Board” means the Club Notice Board, situated at the Club’s premises for the display of notices and other information of general interest to Members.

“Ordinary Resolution” means a resolution to decide a question, matter or resolution at a General Meeting that is not a Special Resolution;

“President” means the Management Committee Member holding office as the President of the Club;

“Returning Officer” means a person who is appointed by the Committee to co-ordinate and conduct all elections for the Club in accordance with Rule 20

“Rules” mean these Rules of the Club as amended from time to time.

“Special General Meeting or SGM” means a general meeting of the Club other than the annual general meeting in accordance with Rule 26,

“Special Resolution” means a resolution passed by the members at a general meeting in accordance with Section 51 of The Act.

“Sub Committee” means a Sub Committee of the Management Committee chaired by a member of the Management Committee in accordance with Rule 22,

“The Act” means the Clubs Incorporation Act 2015, as amended from time to time;

“The Club” means Melville Bowling Club Inc

“Voting rights” means a Life Member or a Full Member who is financial.

4. Not for Profit

The property and income of the Club shall be applied solely towards promoting the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in promoting those objects or purposes.

5. Powers of the Club

Subject to the Act, the Club may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner. In conformity with the Objectives, the Committee may;

1. Make arrangements with local authorities and other organisations for the purchase, lease or hire of suitable properties for the purposes of the Club.
2. Borrow money by way of loan, credit card, overdraft, debenture or other financial instruments.
3. Open bank accounts and other deposit accounts in the name of the Club and manage the Club’s funds and accounts as it deems necessary and in accordance with Rule 29
4. Enter into such arrangements as are reasonable and necessary, or are considered advisable in conducting the Club’s business.

5. Arrange for the construction and maintenance of the Greens, buildings and other facilities for the use and accommodation of the Members.
6. Commit expenditure on behalf of the Club subject to the by-laws.
7. Employ staff as it deems necessary to achieve the Objects of the Club.
8. To hold a club licence pursuant to the Liquor Licensing Act 1988 and any amendments thereto, or any other Legislation that may come into force to replace or supplement the Act and shall form part of this Constitution.
9. To appoint a manager to hold the club licence
10. To appoint, employ and pay officers and servants and to dismiss any officer or servant.
11. To draw, make, accept, endorse and issue negotiable securities or instruments of whatsoever kind or nature and to determine by which officers of the Club such negotiable securities or instruments shall be signed.
12. To provide insurance protection for club property, employees, committee and members and public liability.

PART B - MEMBERSHIP

6. Membership year

The Membership year of the Club shall commence on the first day of May each year.

7. Categories of membership

Membership of The Club shall consist of the following **categories, of which no member can belong to more than one category.**

(a) **Full Members**, who shall pay full subscriptions and fees as determined annually by the

Committee under Rule 10(a) shall have full use of the Club facilities, may represent the Club in Pennant competition, play in the Club Championships, represent the Club in any event away from the Club's own Greens, be a member of any Club Committee, hold office in the Club, speak in any General Meeting and vote on any matter affecting the Club.

(b) **Social Bowling Members**, who shall pay subscriptions and fees as determined annually by the Committee under Rule 10(a), shall have use of the clubhouse facilities, shall be entitled to use the Greens at the Club, may be appointed to a member of a club Sub-

Committee but shall not hold the office of Director or Chairperson on any Sub-Committee, shall not be eligible to play at Club Championships or associated events, shall not hold office in the Club and shall not vote at any General Meeting, but may be permitted to speak.

Social Bowling Members may only play for the Club in Pennant competition;

- (i) if the Club has a shortage of players for Pennant competition on a particular day and approval is first given by a Committee member; and
 - (ii) for a limited number of games, as determined by the Management Committee before being required to apply for Full Membership.
- (c) **Social Members**, who shall pay subscriptions and fees as determined annually by the Committee under Rule 10(a) shall be afforded use of all amenities within the clubrooms but shall *not* be entitled to use the Greens, may be appointed to a member of a club subcommittee (excepting Men's or Women's sub-committees) but shall not hold the office of Director or Chairperson on any sub-committee, shall not speak at any General Meeting or vote on any matter affecting the Club.
- (d) **Junior Members**, who are under the age of 18 years and make a successful application to The Club as a Junior Member shall pay the prescribed annual 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 hold voting rights.
 - (ii) This category of member does not 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.
- (e) **Life Members**, who have rendered especially meritorious direct services to the Club over a period exceeding ten years may, on an eighty percent (80%) majority of the Management Committee, be elected Life Member of the Club. Life Members who shall not be required to pay subscriptions, and shall be entitled to the same privileges as Full Members. The method of election of Life Members shall be as follows:-
- (i) The Management Committee or any life or financial full member of the Club may nominate a person for Life Membership. All nominations must be in writing and delivered to the Club Secretary not less than twenty-eight days before the AGM.
 - (ii) The Management Committee shall consider all nominations.
 - (iii) The name of any person or persons elected will be announced at the AGM.
- f) **Temporary Members** are those who on any day are visiting The Club, as a participant or official, or a person assisting in a pre-arranged event in bowling or Associated Sport or other competition that day, or at the invitation of a member to engage in that sport on that day, may be taken to be persons who are afforded temporary membership on that day. Temporary Members shall not be entitled to be present at any meeting of the

members of The Club. *Temporary Membership is a right, not a privilege and may be terminated at any time by The Board.*

(g) **Honorary Members**, who are Patrons, Sponsors, selected Government Officers and any other like persons as the Committee may decide from time to time based on their relationship to the Club or the community provided that;

- (i) Honorary Members shall be nominated by at least two Committee Members;
- (ii) The Secretary shall post the details of the nomination on the Notice Board for at least fourteen (14) days before consideration by the Committee;
- (iii) The Committee shall consider and decide whether to approve or reject any nomination for Honorary Membership;
- (iv) The number of Honorary Members shall be restricted to a level deemed appropriate by the Committee from time to time;
- (v) Honorary Members may be admitted for a term, as determined by the Committee, of up to one 1 year.

(h) Any new category as prescribed by By-Law

8. Register of Members

The Club shall keep an up to date register of members in respect of Full, Life, Social Bowling, Social, Junior, and Honorary members.

- (a) This register must be continually available for inspection at The Club premises by authorised officers.
- (b) Residential, postal OR email address; or information by means of which contact can be made with the member, can be nominated for the members register.

9. Membership - Eligibility, Application process, and status to start and cease

(a) Eligibility for membership

Any person who supports the objects or purposes of the Club is eligible to apply to become a member. An individual who has not reached the age of 15 years is not eligible to apply for a class of membership that confers full voting rights.

(b) Membership Application Process

- (i) Full, Social Bowling, Junior, and Social Member Applicants shall sign an application form provided and such form must bear the signatures of two members of The Club who are entitled to voting rights. The committee must consider each application for membership of the Club and decide whether to accept or reject the application. The Committee shall have the right to refuse any application for membership at its

discretion without prejudice or right of the applicant to require an explanation. A majority of negative votes shall exclude the applicant from admission.

(ii) 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.

(c) When Membership Starts

(i) When an application form for membership and all subscriptions have been received, the person shall be a provisional member of the Club and must comply with all the obligations of membership under the rules and is entitled to exercise all the rights and privileges of membership, excluding voting rights until such time as the next Management Meeting. A simple majority of the votes cast shall be required for approval. At the next Management Committee meeting, the applicant will then be accepted or denied membership.

(ii) If membership is denied, all subscriptions shall be refunded.

(d) When membership ceases

(i) A person ceases to be a member when any of the following takes place:

1. the person dies;
2. the person resigns from the Club
3. the person is expelled from the Club under Rule 31
4. the person ceases to be a financial member under Rule 10(g)

(ii) The Secretary shall keep a record for a period of one year after a person's membership ends, of the reason why the person ceases to be a Member and the date of membership cessation.

(e) Resignation from membership

Resignations of members of the Club are deemed to effective from the time they are received by and duly accepted by the Committee at a formal meeting of the Committee. No member resigning from the Club, or ceasing for any cause, shall be entitled to have any claim upon any portion whatsoever of the property or funds of the Club. However, any such member shall be liable for the payment of any subscriptions or other monies due or payable by them at the time of such resignation

10. Annual Subscriptions and Entrance fees

(a) The entrance fees and annual subscription fees for each category of membership shall be an amount set by the Committee prior to the start of the financial year. Full members over the age of 80 at the 1st day of May each year will be granted a 25% subscription reduction.

- (b) Notice of the subscriptions shall be notified to members via the notice board.
- (c) Annual subscriptions shall become due for payment on May 1 and are to be paid in full before June 1.
- (d) A member who has not paid their annual subscription as per Rule 10(c) will be classified as un-financial, unless specifically exempted by the Committee.

(d) Entrance fees for New Members

Entrance fees must be paid within two weeks of election. For new Full, Social Bowling, Social and Junior members, entrance fees shall be paid as follows:

- | | |
|--|-------------------------------|
| If elected between May 1 and July 31 | - Full of annual subscription |
| If elected between August 1 and October 31 | - 75% of annual subscription |
| If elected between November 1 and January 31 | - 50% of annual subscription |
| If elected between February 1 and April 30 | - 25% of annual subscription |

(e) Levies for any special project may be recommended by the Committee and adopted or amended at a General Meeting of the Club. Such levies shall be additional to annual fees imposed by the Club and shall not exceed 25% of the Full Membership fee in any one year.

(f) Bowlers transferring from other Clubs:

- (i) between May 1 and October 31, shall pay 100% of the annual fee.
- (ii) between November 1 and April 30, shall pay 50% of the annual fee.

(g) Liability for Subscription

- (i) Any member who does not notify the Secretary in writing before the date of the Annual Meeting of his or her withdrawal from The Club shall be liable for the subscription for the current club year.
- (ii) The Committee shall have the power by resolution to remove from the roll of members the name of any new member who fails to pay his or her entrance fee within two weeks from the date of his or her election.
- (iii) Any member who has not paid their annual subscription as per Rule 10(c) shall cease to be a member.

11. Members 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.
- (b) Only Full Members and Life Members shall be entitled to voting rights.
- (c) Employees - Members who are employees of The Club are entitled to all the rights and privileges of membership excluding those rights concerned with the selection, election and holding of office with The Club.

- (d) All members, upon successful registration, will be supplied with an electronic copy of The Club constitution or will be directed to obtain a copy from The Club's website.
- (e) Upon acceptance to membership, all members agree to be bound by The Club Code of Conduct as stated in the Club By-Laws.
- (f) Guests - Full, Life, Social Bowling and Social Members shall be at liberty to invite guests to The Club, but the number of guests shall not exceed the maximum number as contained in Section 48(4)(b) of the Liquor Act.
- (g) Functions- Club Members are entitled to host or hold functions without limit to the number of guests, provided that:
 - (i) Written application is considered and approved by the Committee.
 - (ii) 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.
 - (iii) The sale of liquor shall be in compliance with Liquor Act.
- (h) Upon request, a member is able to inspect the Books of the Club at such time and place as is mutually convenient to the Club and the Member.
- (i) A Member must contact the Secretary to request to inspect the Member Register.
 - (ii) The Member may make a copy of details from the Member 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 Member Register.
 - (iv) The Club may charge a reasonable fee to the Member for providing a copy of the Member Register, the amount to be determined by the Committee from time to time.
- (v) A Member must not use or disclose the information on the Member Register:
 - 1. 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);
 - 2. To contact, send material to The Club or a Member for the purpose of advertising for political, religious, charitable or commercial purposes, or
 - 3. For any other purpose unless the use of the information is approved by the Committee and for a purpose:
 - a. That is directly connected with the affairs of The Club; or
 - b. Related to the provision of the information to the Commissioner in accordance with a requirement of the Act.
- (vi) The Committee may require a Member who requests a copy of the Member 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.

PART C - COMMITTEE: POWERS, DUTIES, ELECTION, AND MEETINGS

12. Powers of the Management Committee

- (a) 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 at a General Meeting.
- (b) Without prejudice to the powers conferred by Rule 12(a), the Management Committee shall, subject to the By-Laws, have power to do the following things:
- (i) To regulate and control their own meeting and the transaction of business.
 - (ii) To purchase or otherwise acquire any books, newsletters or periodicals and dispose of them as it may see fit.
 - (iii) To borrow, raise or secure the payment of money, and to sell and dispose of the assets of the Club.
 - (iv) To fill any vacancy on the Management Committee or any Sub-Committee.
 - (v) To determine from time to time the conditions on which, and the 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.
 - (vi) To determine what persons, 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 under what conditions such persons shall be supplied with liquor.
 - (vii) To sanction, fine, suspend, or expel any member in accordance with these Rules.
 - (viii) To make, alter and repeal by-laws not inconsistent with these rules regulating the use and management of The Club premises, the admission of members and the conduct of activities of The Club and its affairs generally. The Committee will notify members of any changes made in such by-laws.
 - (ix) To appoint any other officials, employees, consultants or contractors to the Club and at their discretion, to remove them as occasions may require and to define their respective duties. Persons appointed to paid positions shall be engaged under a contract, award or classification of work under such industrial award as the Committee deems appropriate for the position.
 - (x) To delegate, subject to such conditions as it thinks fit, any of its powers to subcommittees consisting of such members of the Management 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 it deems necessary.
 - (xi) To pay employees, service providers and suppliers, from the funds of the Club.

- (xii) To regulate and control Management Committee meetings and the transaction of business.
 - (xiii) To reimburse expenses of any servant of the Club properly incurred in connection with the Club's business.
 - (xiv) To enter into or accept any lease or tenancy of the premises where on the Club shall conduct its affairs or of any furniture, equipment, 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.
 - (xv) To take and defend all legal proceedings by or on behalf of The Club and to appoint all necessary Attorneys for any such purpose.
 - (xvi) To appoint such number of delegates or members to sporting bodies and Clubs 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 Clubs respectively.
- (d) No member of the Management Committee shall undertake to arrange anything to which it is necessary to couple with the name of the Club or fix his/her name to any printed form or document of any kind affecting the Club without the concurrence and approval of the Management Committee.
 - (e) No member of the Committee other than the Club President shall carry out any resolution of the Committee unless requested by the Committee to do so.
 - (f) No paid servant of the Club shall be eligible to be a member of the Committee.
 - (g) 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.

13. Composition of the Committee

(a) **The Executive members:**

- (i) the President;
- (ii) the Vice President; (iii) the Secretary; and (iv) the Treasurer.

(b) **Other members of the Committee consisting of:**

- (i) the Captain of Men's Bowls.
- (ii) the Captain of Womens's Bowls.
- (iii) the Chairperson of Bar.

- (iv) the Chairperson of Greens
 - (v) the Chairperson of House
 - (vi) the Chairperson of Public Relations
 - (vii) the Chairperson of Club Functions
 - (viii) the Chairperson of Club Website
- (c) A Committee Member shall be a Full or Life Member.
- (d) No person shall be entitled to hold more than one positions at any time.

14. Role and Responsibilities of Committee Members

(a) Obligations of the Committee

The Committee must take all reasonable steps to ensure The Club complies with its obligations under the Act, the Liquor Act and these Rules. (b) 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:
 1. gain an advantage for himself or herself or another person; or
 2. cause detriment to The Club.
- (c) A Committee Member having any material personal interest, i.e.: financial or nonfinancial 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; and
 - (iii) not be present while the matter is being considered at the Committee Meeting or vote on the matter.
- (d) Rule 14(c) above 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 each disclosure made by a Committee Member under Rule 14(c) above 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.

15. President

The President shall:

- (a) Oversee the overall management of the Club.
- (b) Preside at general and Committee meetings. In the absence of the President the Vice President shall preside. If none of the aforementioned officers are present, the meeting shall elect a Chairperson. At all General Meetings of The Club and all meetings of the Committee, if the President is absent the Presiding Chairperson shall have a deliberate vote and a casting vote where necessary to retain the status quo, and shall decide on the voices or by a show of hands as the Presiding Chairperson thinks fit, but any member may demand a division or a secret ballot.
- (c) Consult with the secretary regarding the business to be conducted at each Committee meeting and General meeting.
- (d) shall be an ex-officio member of all Club Sub-Committees and may attend their meetings.

16. Vice President

The Vice President shall:

(a) shall consult and assist the President in the overall management of the Club. (b) shall in the President's absence assume the duties and responsibilities of the President.

(c) shall be an ex-officio member of all Club Sub-Committees and may attend their meetings.

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17. Secretary

The Secretary has the following duties – (a) dealing with the Club's correspondence;

(b) consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;

(c) preparing the notices required for meetings and for the business to be conducted at meetings;

(d) unless another member is authorised by the committee to do so, maintaining on behalf of the Club the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;

(e) maintaining on behalf of the Club an up-to-date copy of these rules, as required under section 35(1) of the Act;

(f) unless another member is authorised by the committee to do so, maintaining on behalf of the Club a record of committee members and other persons authorised to act on behalf of the Club, as required under section 58(2) of the Act;

(g) ensuring the safe custody of the books of the Club, other than the financial records, financial statements and financial reports, as applicable to the Club;

(h) maintaining full and accurate minutes of committee meetings and general meetings;

(i) carrying out any other duty given to the secretary under these rules or by the committee.

18. Treasurer

The treasurer has the following duties:

(a) ensuring that any amounts payable to the Club are collected and issuing receipts for those amounts in the Club's name;

(b) ensuring that any amounts paid to the Club are credited to the appropriate account of the Club, as directed by the committee;

(c) ensuring that any payments to be made by the Club that have been authorised by the committee or at a general meeting are made on time;

- (d) ensuring that the Club complies with the relevant requirements of Part 5 of the Act; (e) ensuring the safe custody of the Club's financial records, financial statements and financial reports, as applicable to the Club;
- (g) Coordinating the preparation of the Club's financial statements and financial report before its submission to the Club's AGM.
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial report under Part 5 of the Act; (i) carrying out any other duty given to the treasurer under these rules or by the committee.

19. The Management Committee and Conditions

- (a) The executive positions on the Management committee shall be President, Vice President, Secretary, Treasurer, and any other as determined by the full committee.
- (b) The Bar and or Manager of The Club may attend all Committee meetings to give their report and then leave at the discretion of the Committee.
- (c) The quorum at all Committee meetings shall be 7 members.
- (d) 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 Committee Member in the Committee Meeting must be made known to all other Members.
- (e) A Committee Member who participates in a meeting as set out in Rule 19(d)(ii): is deemed to be present at the Committee Meeting; and 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.
- (f) Committee meetings shall be held *monthly*.
- (g) Special meetings may be called by the President, Secretary or on the request of three members of the Committee.
- (h) The Committee must ensure that minutes are taken and kept of each committee meeting and that the minutes record:
 - (i) the names of the committee members present at the meeting;
 - (ii) the name of any person who is not a committee member but has been invited by the committee to attend.
 - (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.

(i) All Members, or other guests, may attend Committee Meetings if invited by the Committee but the person shall not have any right to comment without invitation, or vote on any matter, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.

(j) 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. (k) Committee

Vacancies

(i) Any vacancy occurring in the Committee as per Rule 21 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.

(ii) In the vacancy of the President then the Vice President shall become President.

(iii) A casual vacancy of Vice President shall be filled by the Committee from a Member of the Committee.

(iv) If vacancies in the Committee result in the number of Committee Members being less than the number fixed under Rule 19(c), the continuing Committee Members may act to only:

1. increase the number of Members on the Committee to the number required for a quorum; or

2. convene a General Meeting of the Club or *Voting outside of meetings will only be allowed for the election of office bearers as detailed in Rule 20*

(l) The President shall preside at all meetings of the Committee and, in his or her absence the Vice President. Should neither be present, the meeting shall elect a Chairperson. (m) All resolutions of the Committee shall be decided by a majority vote of those present.

(i) In the case of equality of votes, the proposal before the Committee shall be decided by the Chair.

(ii) The President or in his or her absence, the acting President shall be authorised to speak on behalf of The Club.

(n) 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.

20. Management Committee Elections and Procedures

(a) Annual elections will be held annually by secret ballot for election of the Committee with results announced at the AGM.

The following positions will be elected for a term of one year:

(i) President, Vice-president, Secretary and Treasurer

- (ii) Chairpersons of Bar, House, Greens, Club Functions, Club Website and Public Relations
- (iii) Captain of Men's Bowls and Captain of Women's Bowls

(b) Eligibility to vote in the election of Committee positions:

- (i) Captain of Men's Bowls. All financial Full and Life members, regardless of gender, shall be eligible to nominate or second a candidate, be nominated, or vote for this position.
- (ii) Captain of Women's Bowls. All financial Full and Life members, regardless of gender, shall be eligible to nominate or second a candidate, be nominated, or vote for this position.
- (iii) All other Committee positions. All financial Full and Life members shall be eligible to nominate or second a candidate, be nominated, or vote for any of these positions.

(c) The Committee shall appoint a Returning Officer and two scrutineers, none of whom shall be either a candidate at the elections or a serving member of Management Committee, to scrutinise nominations and conduct the ballot.

(d) Members may be nominated for more than one Committee position, provided that any member elected to a position on Committee shall then be automatically excluded from the ballot for any other position on Committee. Committee members and Full and Life members may sit on more than one Sub-Committee.

(e) **Call for nominations.** Not less than fifty (50) days prior to the date set for the Club AGM, the Secretary shall post or email a notice to all Full and Life Members, calling for nominations for election positions as in Rule 20(a) above. The notice shall state the date for close of nominations which shall be not less than twenty-eight (28) days prior to the date set for the AGM. The notice will be placed on the notice board together with nomination forms. Nominations must be signed by the nominee, the proposer and the seconder, all of which must be *financial* Full or Life members.

(f) **Ballot Procedures**

- (i) A secret ballot will be held after the Returning Officer scrutinises nominations, except if valid nominations don't exceed the election positions required.
- (ii) Within 3 days of the closing of nominations, ballot papers will be prepared by the Returning Officer and sent to all *financial* Full and Life members:
 1. via email to those with email addresses in the Register of Members, or
 2. by post to those without email addresses in the Register of Members.(iii) Ballot papers shall show separately the surnames and given names of the candidates nominated for the position(s) for which ballot votes are necessary.
- (iii) Members must complete the ballot papers as per the instructions, and seal them in an outer envelope on which their identity, membership number, and signature are clearly shown to allow their identity to be confirmed. All votes shall be made by marking an "X" in the box opposite the name of each candidate of their choice up to the number of candidates to be elected, as per the instructions on the ballot paper. They may submit their ballot paper by either:

1. posting it to the Club Secretary, or
 2. depositing it into the locked ballot box in the Clubrooms.
- (iv) Completed ballot papers must be received seventy two (72) hours before the AGM.
- (v) As soon as possible after the close of ballots, votes will be counted by the Returning Officer in the presence of the two Scrutineers. The Secretary shall supply the Returning Officer with a current register of members with voting rights.
- (vi) Ballot papers shall be declared informal and not included in any count which:
1. shows more candidates marked as voted for than the number permitted;
 2. are defaced or mutilated as to prevent the intentions of the voter being ascertained;
 3. do not clearly reveal the identity of the voter on the outer envelope
 4. have more than one ballot paper in a single ballot paper envelope.
- (vii) Ballots shall be decided by a 'first-past-the-post' system, where highest polling candidate(s) is elected. If two or more candidates receive the same number of votes, the Returning Officer and Scrutineers shall determine, by lot, the successful candidate or candidates.

(g) At the AGM Immediately prior to the commencement of the AGM, the Returning Officer shall hand the ballot results to the Club President who shall announce the results to the members present. Candidates nominated shall be declared elected where:

- (i) Only one nomination is received for any individual vacancy on the Management Committee.
- (ii) Nominations shall be called from the floor if there are insufficient nominations to fill the number of vacancies, and if necessary a secret ballot shall be held.

21. When membership of the Committee ceases

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:

- (a) dies or otherwise ceases to be a member; or
resigns from the committee in writing, and the resignation has been accepted by the Committee; or
- (b) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- (c) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (d) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

22. Sub-Committees

- (a) The Committee may delegate any of its delegable powers to Sub-Committees consisting of such Ordinary Members.
- (b) **Sub-Committees for Men's Bowls, Women's Bowls, Bar, House, Greens, Club Functions, Club Website and Public Relations shall:**
- (i) Be chaired by their respective member of the Committee elected under Rules 20(a) and (b).
 - (ii) Report to and be responsible to the Committee.
 - (iii) Be elected or appointed according to the Club By-Laws, except for the chair of each Sub-Committee who will be elected under Rules 20(a) and (b).
- (c) No act of any Sub-Committee shall be binding on the Committee or Club until ratified by the Committee.

PART D - GENERAL MEETINGS

23. Voting Rights at General Meetings

Only Full and Life Members of the Club who are financial for the current year shall be entitled to vote at the AGM and at all Special General Meetings of the Club.

24. Quorum at a General Meeting.

Thirty (30) members with voting rights shall constitute a quorum at a General Meeting.

25. General Meetings - Annual General Meeting AGM and Special General Meeting SGM

- (a) The AGM of members shall be held every calendar year within six months after the end of The Club's financial year, with the Committee to determine the date, time and place.
- (b) All Notices of Motion for consideration at an Annual General Meeting (AGM) or Special General Meeting (SGM), including motions to repeal or amend any existing rule or add any new rule, shall be given to the Secretary at least twenty-one (21) days preceding the AGM or SGM at which the motion shall be presented. The Secretary shall exhibit the motion on the Club notice board at least fourteen (14) days prior to such meeting. (Refer also sub-clauses (c) and (d) below)
- (c) Notice of the meeting (including date, time and location) and agenda items, including wording of Notices of Motion or proposed resolutions, must be posted on The Club notice board for *14 days* before the date of the meeting for all members to read. If the resolution is intended to be proposed as a special resolution this will also be stated in the notice with the wording of the proposed special resolution.

- (d) Members who have provided an email address will also be emailed *14 days* before the date of the meeting with a copy of the notice of the meeting, agenda items and any Notices of Motion.
- (e) In the case of insufficient members to form a quorum as in Rule 24 being present after 30 minutes following the advertised start time for an Annual Meeting, said meeting will be automatically adjourned to re-convene at the same time seven days later and shall proceed with or without a quorum.
- (f) The Chairman of the meeting shall be the Club President or if not available the Deputy President. In the absence of both, the members present will elect a Chairman.
- (g) Only members with voting rights, as per the constitution will be permitted to vote on matters at the AGM.
- (h) The Chairperson shall have the casting vote only and shall decide all questions of order unless otherwise provided by these rules.
- (i) The order of business at the Annual Meeting shall be as follows:
 - (i) Reading notice of meeting.
 - (ii) Reading and confirming minutes of the last AGM and any other General Meeting held since.
 - (iii) Reading President's Report, discussion and adoption or otherwise.
 - (iv) Reading Statement of Accounts and Balance Sheet to be received or otherwise.
 - (v) Receiving and discussing the report of the Club Auditor.
 - (vi) The appointment of Club Patron.
 - (vii) Declaration of ballots for election of officers
 - (viii) To appoint a Club Auditor in accordance with the Act;
 - (ix) Special Business of which Notice of Motion has been given.
 - (x) Other Business.

26. General Meetings - Special General Meeting (SGM)

- (a) The Management Committee may at any time call an SGM.
- (b) A SGM shall also be called by the Committee on a requisition signed by no less than 20% of members with voting rights, stating in detail the purpose of the meeting.
- (c) Notice of the meeting (including date, time and location) and agenda items, including wording of Notices of Motion or proposed resolutions, must be posted on The Club notice board for *ten (10) days* before the date of the meeting for all members to read. If the resolution is intended to be proposed as a special resolution this will also be stated in the notice with the wording of the proposed special resolution.
- (d) Members who have provided an email address will also be emailed *10 days* before the date of the meeting with a copy of the notice of the meeting, agenda items and any Notices of Motion.
- (e) Only business of which notice shall have been given as above, or in accordance with these rules, shall be transacted at a SGM.

(f) In the case of insufficient members to form a quorum as in Rule 24 being present after 30 minutes following the advertised start time for a SGM, said meeting will be automatically adjourned to re-convene at the same time seven days later and shall proceed with or without a quorum.

(g) Only members with voting rights, as per the Constitution will be permitted to vote at the SGM.

(h) The Chairperson shall have the casting vote only and shall decide all questions of order unless otherwise provided by these rules.

PART E - FINANCIAL MATTERS

27. Financial Year

The Club's Financial Year, shall be the period of 12 months commencing on January 1st and ending on December 31st of each year.

28. Source of funds

The funds of the Club may be derived from entrance fees, annual subscriptions, green fees, donations, fund raising activities, bar proceeds, grants, interest and any other sources approved by the committee.

29. Control of Funds

- (a) The funds of the Club shall be kept in an account in the name of the Club in financial institution from which all expenditure of the Club is made, and into which all funds received by the Club are deposited. All funds of the Club must be deposited into the Club's account within 5 working days after their receipt.
- (b) The funds of the Club are to be used in pursuance of the objects of the Club.
- (c) All cheques, electronic funds transfers, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club shall be signed or electronically approved by:
 - (i) any two of the President, Vice President, Secretary or Treasurer; or
 - (ii) any one of the President, Vice President, Secretary or Treasurer and a person authorised by the Committee.
- (d) All expenditure above the authorised limits set by the Management Committee from time to time shall be approved or ratified at an Management Committee Meeting.
- (e) Surplus funds may, at the discretion of the Management Committee, be withdrawn from the Club's bank account and deposited from time to time to the credit of the Melville Bowling Club Inc. in financial institutions as determined by the Committee.
- (f) Withdrawal of funds from such financial institution shall be authorised by the Committee and withdrawn under the signatures of any two of the President, Vice President, Secretary or Treasurer and the funds withdrawn shall be deposited in the Club's bank accounts

30. Accounts and Audit

(a) The Club shall keep such accounting records as required to correctly record the financial transactions and financial position of The Club. Records shall be kept in such manner as will enable true and fair accounts of The Club to be prepared from time to time and to be conveniently and properly audited.

(b) Financial statements that comply with Australian accounting standards.

Pursuant to the accounting standards, the financial statements must include:

- (i) a statement of financial position (i.e. a balance sheet);
- (ii) a statement of comprehensive income (i.e. income statement/profit & loss);
- (iii) a statement of changes in equity; and
- (iv) a statement of cash flows for the period.

(c) The Club shall cause its accounts to be audited by a suitably qualified person who is not a member of the Committee and who shall be elected at a General Meeting. The Auditor shall hold a current *Certificate of Public Practice* issued by Chartered Accountants

Australia and New Zealand; or current *Certificate of Public Practice* issued by CPA Australia; or current *Certificate of Public Practice* issued by the Institute of Public Accountants.

(d) The Auditor shall be entitled to receive such remuneration as the Committee may determine from time to time.

(e) 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.

(f) 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.

(g) The Club shall submit to the members at the Annual Financial Meeting its accounts showing the financial position of The Club at the end of the immediately preceding financial year together with the report of the Auditor on the accounts.

PART F - SUSPENSION OR EXPULSION and RESOLVING DISPUTES

31. 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 Rule 26(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, 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 Rule 31(f)(i) or 31(f)(ii) above, the person may appeal the Committee's decision through a Special general meeting by giving written notice to the Secretary within fourteen (14) days of receiving notice of the Committee's decision under Rule 31(f)(i) or 31(f)(ii) above.
- (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 Rule 31(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 suspension as determined by the Committee under Section 31(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;
 - (ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to The Club; and

- (iii) Cannot attend the club as a Guest of a member, unless prior written authorisation is received by the Committee.
- (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 under Rule 31(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.

32. Resolving Disputes

(a) Disputes Arising under the Rules (i) Rule 32(a) 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. This does not include disciplinary matters undertaken with club members, which are covered only under Rule 31 of The Club constitution.
- (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 Secretary of the parties to, and details of, the dispute.
 - (iv) The Secretary must convene a Committee Meeting within twenty-eight (28) days after the Secretary receives notice of the dispute under Rule 32(a)(iii) above for the Committee to determine the dispute.
 - (v) 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.
 - (vi) The Secretary must inform the parties to the dispute of the Committee's decision and the reasons for the decision within seven (7) days after the Committee Meeting referred to in Rule 32(a)(v) above.
 - (vii) 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.

(b) Mediation

(i) Rule 32(b) applies:

1. where a person is dissatisfied with a decision made by the Committee under Rule 31(f) or Rule 32(a) 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 Committee.
- (iii) 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 26(f) in respect of the proposed suspension or expulsion has been completed.
- (iv) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 32(a)(ii), or a party to the dispute is dissatisfied with a decision made by the Committee under Rule 32(a)(vii) a party to a dispute may:
1. Provide written notice to the Secretary of the parties to, and the details of, the dispute;
 2. Agree to, or request the appointment of, a mediator.
- (v) Party, or parties requesting the mediation must pay the costs of the mediation.
- (vi) The mediator must be:
1. a person chosen by agreement between the parties; or
 2. 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.
- (vii) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (viii) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (ix) 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.
- (x) 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.

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

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

PART G SALE OF LIQUOR

33. Liquor Act

- (a) The Club shall ensure a Duty Manager is on the licensed premises for the purposes of observing liquor licensing requirements and regulations, as required under the Liquor Act.
- (b) 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.
- (c) No liquor shall be sold or supplied to any juvenile.
- (d) The club may allow visitors into the premises, as per the requirements of the Liquor Act.
 - (i) Visitors shall not be entitled to be present at any meeting of the members of The Club, nor have any right, title or interest in or to any of the property of The Club.
 - (ii) Visitors will be subject to withdrawal by any club official, including bar persons, acting on the best interests of The Club.
 - (ii) an up-to-date register of visitors must be continually available for inspection at The Club premises by authorised officers.
- (e) The Club may seek an Extending Trading Permit - Clubs to add local Clubs as users of The Club facility to hold their functions.

PART H - GENERAL MATTERS

34. 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 or 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) The preceding clause Rule 34(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.
 - (v) the reimbursement of a Committee Member's travelling and other expenses as properly incurred:
 1. in attending Committee Meetings or sub-committee meetings;
 2. in attending any General Meetings of The Club; and
 3. in connection with The Club's business.
 - (vi) The payment of an honorarium to Committee Members as determined by members by special resolution at an Annual or Special General meeting.

35. 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 threefourths majority of members present and with voting rights at a General or Special General Meeting and by otherwise complying with Part 3 Division 2 of the Act.
- (b) Refer to rule 25(b)
- (c) 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 submit the required documents to the Commissioner. No effect will be given to the amendments without the approval of the Commissioner.

36. By-laws

A By-Law must be consistent with the Act, the regulations and these rules. The rules of a Club bind the Club and the members as an enforceable contract between them. By-Law may not have that status. Therefore, the use of By-Laws should be reserved for more procedural or administrative matter.

- (a) The Club may, by resolution at a Management Meeting, make, amend or revoke By-Laws.
- (b) A By-Law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.

37. Executing documents and common seal

- (a) The Club may execute a document without a common seal if the document is signed by:
 - (i) two committee members; or
 - (ii) one committee member and a person authorised by the committee.
- (b) If 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 committee and in the presence of:
 - 1. two committee members; or
 - 2. one committee member and a person authorised by the committee, and each of them is to sign the document to attest that the document was sealed in their presence.
- (c) The secretary must make a written record of each use of the common seal.
- (d) The common seal must be kept in the custody of the secretary or another committee member authorised by the committee.

38. Giving Notices to Members

- (a) A notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:
 - (i) delivered by hand to the nominated address of the addressee; or
 - (ii) sent by post to the nominated postal address of the addressee; or
 - (iii) sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.
- (b) Any notice given to a Member under these Rules, shall be sent to Member's postal or electronic address as set out in the Register.

39. 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 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
- (b) The Club must be wound up in accordance with Part 9 of the Act if:
- (i) the committee has determined the Club 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 Club 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 39(c)(v); or
 - (vii) 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.

