



# Constitution

## **1. PRELIMINARY**

### **1.1 Name of Association**

The name of the Association is The Albany Golf Club Incorporated.

### **1.2 Objects of Association**

The objects and purposes of the Association are,

- (a) to promote the game of golf;
- (b) to promote and encourage membership of the Club;
- (c) to provide an environment for the enjoyment and welfare of Members; and
- (d) to provide and maintain suitable Club Facilities and associated amenities.

All play shall be conducted in accordance with the Rules of Golf as approved from time to time by the Rules Committee of the Royal and Ancient Golf Club of St Andrews.

The Club will continue to hold and renew the necessary licences, permits and other provision for the sale and disposal of Liquor.

The Club may do anything lawful which is incidental or conducive to the attainment of the Objects, or which may be calculated to advance directly or indirectly the interests of the Club.

### **1.3 Quorum for Committee Meetings**

Any five Committee Members constitute a quorum for the conduct of the business at a Committee Meeting.

### **1.4 Quorum for General Meetings**

Ten percent of Members personally present (being Members entitled to vote under these Rules at a General Meeting) will constitute a quorum for the conduct of business at a General Meeting.

### **1.5 Financial Year**

(a) The Association's Financial Year, will be the period of 12 months commencing on first day of March and ending on the last day of February each year.

## **2. INTERPRETATION**

### **2.1 Definitions**

In these Rules, unless the contrary intention appears:

“Act” means the Associations Incorporation Act 2015;

“AGM” means the annual general meeting convened under rule 23.1;

“Books of the Association” has the meaning given to it in section 3 of the Act and includes all of the registers; financial records, financial statements or financial reports, as each of those terms is defined in section 62 of the Act, however compiled, stored or recorded; minute books and documents and securities of the Association.

“By-laws” are additional arrangements or processes adopted by members by Ordinary Resolution of the Association to supplement these Rules. They do not form part of the Rules and are not required to be lodged with the Commissioner.

**Association** means the incorporated association to which these rules apply;

“Commissioner” means the person designated as the “Commissioner” from time to time under the Act;

“Committee” means the Management Committee required by the Act which is the body responsible for the management of the affairs of the Association;

“Committee Meeting” means a meeting referred to in rule 14.1;

“Financial Records” has the meaning given to it in section 62 of the Act and includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain:
  - (i) the methods by which financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements;

“Financial Report” has the meaning given to it in sections 62 and 63 of the Act;

“Financial Statements” has the meaning given to it in section 62 of the Act;

“Financial Year” has the meaning given to it in Rule 1.5;

“General Meeting” means a meeting of the association which all Members (including secondary Members) are invited to attend;

“Member” means a person who becomes a Member of the Association under these Rules;

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

“Poll” means voting conducted in written form which may include, but is not limited to a secret ballot (as opposed to general agreement or a show of hands);

“Rules” mean these rules of the Association as amended from time to time under Rule 24.2;

“Special Resolution” is a resolution of the Association passed in accordance with rule 19.1;

“Surplus Property” has the meaning given to it in the Act and means the property remaining when the association is wound up or cancelled after satisfying:

- (a) the debts and liabilities of the Association; and

(b) the costs, charges and expenses of winding up the Association, but does not include books pertaining to the management of the Association;

“Tier 3 Association” has the meaning given to it in section 62 of the Act;

### 3. POWERS OF THE ASSOCIATION

#### 3.1 Powers of the Association

Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner.

### 4. NOT FOR PROFIT

The property and income of the Association must be applied solely towards promoting 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 promoting those objects or purposes.

### 5. BECOMING A MEMBER

#### 5.1 Qualifications for Membership

(a) Subject to rules 5.1(b) any person who supports the purposes of the Association is eligible to apply for membership.

(b) A person under the age of 15 years is not eligible to apply for a class of membership that confers voting rights.

#### 5.2 Applying for Membership

(a) A person who wants to become a Member must:

(i) apply in writing to the Association; and

(ii) be nominated for membership by a Member.

(b) All application forms must be signed by the Applicant and the nominee.

(c) If the Association has more than one class of membership, the application form must specify the applicable class of membership.

#### 5.3 Deciding Membership Applications

(a) The Committee will consider and decide whether to approve or reject any membership application.

(b) Subject to rule 5.3(c) applications will be considered and decided in the order they are received by the Association.

(c) When considering a membership application, the Committee may seek clarification of any matter or further information in support of the application, and may delay its decision to allow for that material to be provided and proceed to consider and decide other applications.

(d) The Committee must not approve a membership application unless the Applicant:

(i) meets all the eligibility requirements under rule 5.1; and

(ii) applies under rule 5.2.

(e) The Committee may refuse to accept a membership application even if the Applicant has applied in writing and complies with all the eligibility requirements under rule 5.1.

(f) As soon as is practicable after the Committee has made a decision under rule 5.3(a), the Committee must notify the Applicant in writing of the outcome of their membership application but is not obliged to provide reason/reasons for the decision.

#### **5.4 Becoming a Member**

(a) An Applicant becomes a Member if:

(i) the Applicant is eligible for membership under rule 5.1;

(ii) the Applicant applies in writing to the Association under rule 5.2;

(iii) the Committee approves the Applicant's application for membership; and

(iv) the Applicant pays any /all fees due under rules 9.1 and 9.2.

(b) The Applicant immediately becomes a Member and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with all the obligations of Membership under these Rules, when rule 4.5(a) has been fulfilled.

#### **5.5 Recording Membership in the Register**

a) The Secretary, or other such person authorised by the committee must enter a person's name in the Register within 14 days after the person becomes a Member.

b) the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.

c) The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.

d) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.

e) If —

(i) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or

(ii) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members, the committee may require the member to

provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association

## 6. LIABILITY AND ENTITLEMENTS OF MEMBERS

### 6.1 Classes of Members

(a) The membership of the Association consists of:

(i) Full Members; and

(ii) may include Secondary Members.

(b) The Association may have any category of secondary membership determined by resolution of Members at a General Meeting, including (but not limited to) junior membership, FIFO membership, country membership, social membership or honorary membership.

(c) A Member under the age of 15 years cannot be a Full Member, but may be a secondary Member.

(d) No member can belong to more than one class of membership.

(e) A Full Member has all rights provided to Members under the Rules, including the right to vote, and other rights and benefits as determined by the Committee or by resolution of Members at a General Meeting.

(f) A secondary Member has no right to vote, but has rights provided to a Member under the Rules and other rights and benefits as determined by the Committee or by resolution of Members at a General Meeting.

(g) The maximum number of Full Members is unlimited.

(h) **Membership for Life** - Thirteen Members have been admitted, on transfer, into this category following a lump sum payment to the Club. These members were admitted on the 1<sup>st</sup> of July 2000 as a one-off special arrangement to assist with the finance for the Golf Club building and received an authorised certificate from the Committee. The membership is neither refundable or transferable and Members for Life enjoy the same rights as Full Members.

(i) **Life Members**- The Committee, with the sanction of the members at a general meeting, shall have the power to elect as Life Members of the Club, such members or persons as shall be deemed to have rendered long and outstanding service to the Club. Life Members enjoy the same rights as Full Members.

### 6.2 Membership Voting Rights of Members

(a) Each Full Member of the Association has one vote at a General Meeting of the Association.

### 6.3 Liability of Members

(a) A Member is only liable for their outstanding membership fees payable under rules 9.1 and 9.2, if any.

(b) Subject to rule 6.3(a), a Member is not liable, by reason of the person's Membership, for the liabilities of the Association or the cost of winding up the Association.

(c) Rule 6.3(b) does not apply to liabilities incurred by or on behalf of the Association by the Member **before** incorporation.

#### **6.4 Payment to Members**

(a) Subject to rule 6.4(b), no portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.

(b) Rule 6.4(a) 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 Association or for goods supplied in the ordinary and usual course of business;

(ii) the payment of reasonable and proper rent by the Association to a Member for premises leased by the Member to the Association; or

(iii) the reimbursement of expenses incurred by any Member or any Committee Member on behalf of the Association.

#### **6.5 Membership Entitlements not Transferable**

(a) A right, privilege or obligation that a person has as a Member of the Association:

- (i) is not capable of being transferred to any other person; and
- (ii) ends when the person's membership ceases.

### **7. CEASING TO BE A MEMBER**

#### **7.1 Ending Membership**

(a) A person's membership ends, if the person:

(i) dies;

(ii) ceases to be a Member under rule 9.2(d);

(iii) resigns as a Member under rule 7.2; or

(iv) is expelled from the Association under rule 7.3.

(b) For a period of one year after a person's membership ends, the Secretary must keep a record of:

- i) the date on which a person ceased to be a Member under rule 7.1(a); and

(ii) the reason why the person ceased to be a Member

## **7.2 Resigning as a Member**

(a) A Member who has paid all amounts payable by the Member to the Association in respect of their membership, may resign from membership by giving written notice of their resignation to the Secretary.(b) The Member resigns:

- (i) at the time the Secretary receives the notice; or
- (ii) if a later time is stated in the notice, at that later time.

(c) Any Member who resigns from the Association remains liable to pay to the Association any outstanding fees which may be recovered as a debt due to the Association by the Member.

## **7.3 Suspending or Expelling Members**

(a) The Committee may, by resolution, suspend or expel a Member from membership if:

- (i) the Member refuses or neglects to comply with these Rules; or
- (ii) the Member's conduct or behaviour is detrimental to the interests of the Association.

(b) The Committee must hold a Committee Meeting to decide whether to suspend or expel a Member.

(c) The Secretary must, not less than 28 days before the Committee Meeting referred to in rule 7.3(b), give written notice to the Member:

- (i) of the proposed suspension or expulsion and the grounds on which it is based;
- (ii) of the date, place and time of the Committee Meeting;
- (iii) that the Member may attend the Committee Meeting; and
- (iv) that the Member may address the Committee at the meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both.

(d) At the Committee Meeting referred to in rule 7.3(b) the Committee must:

- (i) give the Member a full and fair opportunity to state the Member's case orally;
- (ii) give due consideration to any written statement submitted by the Member; and
- (iii) determine whether or not the Member should be:

A. expelled from the Association; or

B. suspended from membership, and if so, the period that the Member should be suspended from membership.

(e) Once the Committee has decided to suspend or expel a Member under rule 7.3(d), the Member is immediately suspended or expelled from membership.

(f) The Secretary must inform the Member in writing of the decision of the Committee and the reasons for the decision, within 7 days of the Committee Meeting referred to in rule 7.3(d).

#### **7.4 Right of Appeal of against Suspension or Expulsion**

(a) If a Member is suspended or expelled under rule 7.3, the person may appeal the Committee's decision by giving written notice to the Secretary within 14 days of receiving notice of the Committee's decision requesting the appointment of a mediator under rule 29?

b) If notice is given under sub-rule (7.4), the member who gives the notice and the committee are the parties to the mediation.

#### **7.5 Reinstatement of a Member**

a) 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 General Meeting during the period that the Member was suspended or expelled from Membership under rule 7.3(e), is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

#### **7.6 When a Member is Suspended**

(a) If a Member's membership is suspended under rule 7.3(e), 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

(b) A Member that has been suspended under rule 7.3(e) cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended from membership.

(c) 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.

## **8. MEMBERSHIP REGISTER**

### **8.1 Register of Members**

(a) The Secretary or a person authorised by the Committee must maintain a register of Members and make sure that the Register is up to date.

(b) The Register must contain:

- (i) the full name of each Member;
  - (ii) a contact postal, residential or email address of each Member;
  - (iii) the class of membership held by the Member; and
  - (iv) the date on which the person became a Member;
- (c) Any change in membership of the Association must be recorded in the Register within 28 days after the change occurs.
- (d) The Register must be kept and maintained at the Secretary's place of residence, or at such other place as the Committee decides.

## **8.2 Inspecting the Register**

- (a) Any Member can inspect the Register free of charge, at such time and place as is mutually convenient to the Association and the Member.
- (b) A Member must contact the Secretary to request to inspect the Register.
- (c) The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.

## **8.3 Copy of the Register**

- (a) A Member may make a request in writing for a copy of the Register.
- (b) The Committee may require a Member who requests 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 Association.
- (c) The Association 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.

## **8.4 Use of the Register**

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

- (a) 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);
- (b) to contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee, or
- (c) for any other purpose unless the purpose:
  - (i) is directly connected with the affairs of the Association; or

(ii) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

## **8.5 Giving Notices to Member**

(a) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and

- (i) delivered by hand to the nominated address of the addressee; or
- (ii) sent by post to the recorded postal address of the member ; or
- (iii) sent by electronic communication (including facsimile) to the recorded electronic address of the member.

(b) Any notice given to a Member under these Rules, must be sent to Member's address as set out in the Register referred to in Rule 8.1.

## **9. MEMBERSHIP FEES**

### **9.1 Entrance Fee**

(a) The Committee may from time to time determine the amount of the entrance fee, if any, to be paid by each Member or each class of Members upon becoming a Member.

(b) The Committee shall have the power to waive nomination fees during any specified period.

### **9.2 Annual Membership Fee**

(a) The Committee may from time to time determine the amount of the annual membership fee, if any, to be paid by each Member or each class of Members.

**(b) Any increase in excess of 5% per year must be submitted by way of a notice of motion to a general meeting for ratification by the members.**

(c) Each Member must pay the Member's annual membership fee determined under rule 9.2(a) to the Treasurer, or a person authorised by the Committee to receive payments, as and when decided by the Committee.

(d) If a Member pays the annual membership fee within 1 month after the due date, the Member retains all the rights and privileges of a Member for the purposes of these Rules during that time, including the right to vote.

(e) Subject to rule 9.2(e), if a person fails to pay the annual Membership fee within 1 month after the due date, the person ceases to be a Member.

(f) If a person ceases to be a Member under rule 9.2(e), and subsequently pays to the Association all the Member's outstanding fees, the Committee may, if it thinks fit, reinstate the Member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.

## **10. POWERS AND COMPOSITION OF THE COMMITTEE**

### **10.1 Powers of the Committee**

(a) The governing body of the Association is to be called the Committee and it has authority to control and manage the affairs of the Association.

(b) Subject to the Act, these Rules and any by-law or lawful resolution passed by the Association in General Meeting, the Committee:

(i) may exercise all powers and functions as may be exercised by the Association, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members; and

(ii) has power to perform all acts and do all things as appear to the Committee to be necessary or desirable for the proper management of the business and affairs of the Association.

(c) The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

## 10.2 Committee Members

(a) The Committee is to consist of:

(i) the office holders of the Association; and

(ii) not less than one other Member.

(b) The maximum number of other Members of the Committee is to be determined by the Committee.

(c) The office holders of the Association are:

(i) the President;

(ii) the Vice President;

(iii) the Captain;

(iv) the Vice Captain;

(v) the Women's Captain,

(vi) the Treasurer, plus

(vii) one or more Patrons appointed by the Committee.

(d) The Committee may appoint a paid Managing Secretary/Director of Golf (heretofore and hereinafter referred to as "**The Secretary**") who shall hold office for such time and under such conditions, and be paid such salary as the Committee may from time to time determine.

(e) A Committee Member must be:

(i) over 18 years in age; and

(ii) a Full Member.

(f) No person shall be entitled to hold more than one of the positions set out in rule 10.2(c) at any time.

(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.

## 11. ROLE AND RESPONSIBILITIES OF COMMITTEE MEMBERS

### 11.1 Obligations of the Committee

(a) The Committee must take all reasonable steps to ensure the Association complies with its obligations under the Act and these Rules.

### 11.2 Responsibilities of Committee Members

(a) A Committee Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.

(b) A Committee Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Association and for a proper purpose.

(c) A Committee Member or former Committee Member must not improperly use information obtained because he or she is a Committee Member to:

(i) gain an advantage for himself or herself or another person; or

(ii) cause detriment to the Association.

(d) A Committee Member having any material personal interest 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 Association; and

(iii) not be present while the matter is being considered at the Committee Meeting or vote on the matter.

(e) Rule 11.2(d) 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 Association is established; or

(ii) the Committee Member has in common with all, or a substantial proportion of, the members of the Association.

(f) The Secretary must record every disclosure made by a Committee Member under rule 11.2(d) in the minutes of the Committee Meeting at which the disclosure is made.

(g) No Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Association unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.

### **11.3 President**

The President:

(a) must consult with the Secretary regarding the business to be conducted at each Committee Meeting and each General Meeting;

(b) may convene special meetings of the Committee under rule 14.1(c);

(c) may preside over Committee Meetings under rule 14.3;

(d) may preside over General Meetings under rule 17.4; and

(e) must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct under rule 20.1(c).

### **11.4 Secretary**

The Secretary must:

(a) co-ordinate the correspondence of the Association;

(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 in an up to date condition the rules of the Association as required by rule 24.1 and any by-laws of the Association made in accordance with rule 25;

(d) maintain the register of the Members, referred to in rule 8.1;

- (e) maintain the record of office holders of the Association, referred to in rule 10.2
- (f) ensure the safe custody of the books of the Association, other than the financial records, financial statements and financial reports;
- (g) keep full and correct minutes of Committee Meetings and General Meetings; and
- (h) perform any other duties as are imposed by these Rules or the Association on the Secretary.

### **11.5 Treasurer**

The Treasurer must:

- (a) ensure all moneys payable to the Association are collected, and that receipts are issued for those moneys in the name of the Association;
- (b) ensure the payment of all moneys referred to in rule 11.5(a) into the account or accounts of the Association as the Committee may from time to time direct;
- (c) ensure timely payments from the funds of the Association with the authority of a General Meeting or of the Committee;
- (d) ensure that the Association complies with the account keeping requirements in Part 5 of the Act;
- (e) ensure the safe custody of the Financial Records of the Association and any other relevant financial records of the Association;
- (f) coordinate the preparation of the Association's financial report before its submission to the Association's annual general meeting; As the Association is a Tier 3 Association under the Associations Incorporation Act 2015, the Annual Financial Report to members must give a true and fair view of the Associations financial position and performance, and comply with the Australian Accounting Standards;
- (g) The Association must have the Financial Statements independently Audited;
- (h) provide any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) The Annual Financial Report prepared by the Treasurer must include:
  - (i) The Financial Statements of the year, as required by Australian Accounting Standards,
  - (ii) A copy of the Auditors Report,
  - (iii) Notes to the Financial Statements that are required by the Australian Accounting Standards, and..

(iv) A Management Committee declaration stating whether the Association is able to pay its debts when they become due and whether the prepared financial statements and notes comply with the requirements of the Associations Incorporations Act 2015.

### **11.6 Captain**

The Captain shall be:

- (a) the Club's official representative in all matters in relation to golf and golfing for the Club,
- (b) Chairman of the Match Committee and shall report general matters of an irregular nature with respect to play, handicapping, house and course, to the relevant sub-committee, and
- (c) Entitled to preside at meetings and functions in the absence of the President and Vice President.

### **11.7 Record of Office Holders**

- (a) The Secretary or a person authorised by the Committee from time to time must maintain a record of office holders.
- (b) The record of office holders must include:
  - (i) the full name of each office holder;
  - (ii) the office held and the dates of appointment and (if applicable) cessation of the appointment; and
  - (iii) a current contact postal, residential or email address of each office holder.
- (c) The record of office holders must be kept and maintained at the Secretary's place of residence, or at such other place as the Committee decides.

### **11.8 Inspecting the Record of Office Holders**

- (a) Any Member can inspect the record of office holders free of charge, at such time and place as is mutually convenient to the Association and the Member.
- (b) The Member may make a copy of details from the record of office holders but has no right to remove the record for that purpose.

## **12. APPOINTING COMMITTEE MEMBERS**

### **12.1 Appointment to the Committee**

Committee Members are appointed to the Committee by:

- (a) election at an AGM; or

(b) appointment to fill a casual vacancy under rule 13.1(b).

## **12.2 Nominating for Membership of the Committee**

(a) A Full Member who wishes to be a Committee Member must be nominated and seconded by other voting Members as a candidate for election.

(b) Nominations for election to the Committee shall close at least 28 days before the AGM.

(c) The Secretary must send a notice to all members calling for nominations for election to the Committee 42 days before an Annual General Meeting and specifying the date for the close of nominations to all Members at least 28 days before the AGM.

(d) The nomination for election must be:

(i) in writing; and

(ii) delivered to the Secretary on or before the date for the close of nominations.

(e) A Member may only be nominated for one position on the Committee prior to the AGM.

(f) If a nomination for election to the Committee is not made in accordance with Rules 12.2(a)-(e) the nomination is to be deemed invalid and the Member will not be eligible for election unless rule 12.3(c) takes effect.

## **12.3 Electing Committee Members**

(a) If the number of valid nominations received under rule 12.2 is equal to the number of vacancies to be filled for the relevant position on the Committee, the Member nominated shall be deemed to be elected at the AGM.

(b) If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the Committee, elections for the positions must be conducted at the AGM.

(c) If there are not enough valid nominations to fill the number of vacancies for the relevant positions on the Committee, the candidates nominated (if any) shall be deemed to be elected and further nominations may be received from the floor of the AGM.

(d) Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

(e) If an insufficient number of nominations are received from the floor for the number of vacancies on the Committee that remain, each relevant position on the Committee is declared vacant by the person presiding at the AGM and rule 13.1(b) applies.

(f) The elections for office holders or ordinary Committee Member are to be conducted at the AGM in the manner directed by the Committee.

(g) A list of candidates, names in alphabetical order, with the names of the Members who nominated each candidate, must accompany the notice of the AGM.

## **12.4 Voting in Elections for Membership of the Committee**

(a) Subject to rule 19.3(e), each Member present and eligible to vote at the AGM may vote for one candidate for each vacant position on the Committee.

(b) A Member who nominates for election or re-election may vote for himself or herself.

## **12.5 Term of Office of Committee Members**

(a) At each AGM of the Association, the appointment of the Committee Members at the AGM will be for a term of two years.

(b) Subject to rule 12.5(a), a Committee Member's term will commence on the date of his or her:

(i) election at an AGM; or

(ii) appointment to fill a casual vacancy that arises under rule 13.1(b).

(c) All retiring Committee Members are eligible, on nomination under rule 12.2, for re-election.

## **13. CEASING TO BE A MEMBER OF THE MANAGEMENT COMMITTEE**

### **13.1 Vacant Positions on the 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 10.2 (f) or (g) 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 13.2;

(vi) is removed from office

(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, where the Member received notice of the meetings, and the Committee has resolved to declare the office vacant.

(b) If a position on the Committee is declared vacant under rule 12.3(e), or there is a casual vacancy within the meaning of rule 13.1(a), the continuing Committee Members may:

- (i) appoint a Member to fill that vacancy until the conclusion of the next AGM; and
  - (ii) subject to rule 13.1(c), act despite the vacant position on the Committee.
- (c) If the number of Committee Members is less than the number fixed under rule 1.3 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.

### **13.2 Resigning from the Committee**

- (a) A Committee Member may resign from the Committee by giving written notice of resignation to the Secretary.
- (b) The Committee Member resigns:
  - (i) at the time the notice is received by the Secretary or President under rule 13.2(a); or
  - (ii) if a later time is stated in the notice, at the later time.

## **14. COMMITTEE MEETINGS**

### **14.1 Meetings of the Committee**

- (a) The Committee must meet at least ten times in each year.
- (b) The Committee is to determine the place and time of all Committee Meetings.
- (c) Special meetings of the Committee may be convened under rule 14.2 by:
  - (i) the President; or
  - (ii) any four Committee Members.

### **14.2 Notice of Committee Meetings**

- (a) The Secretary must give each Committee Member at least 48 hours' notice of each Committee Meeting before the time appointed for holding the meeting.
- (b) Notice of a Committee Meeting must specify the general nature of the business to be transacted at the meeting.

### **14.3 Chairing at Committee Meetings**

- (a) The President or, in the President's absence, the Vice President is to preside as chairperson of each Committee Meeting.

(b) If the President and the Vice President are absent or unwilling to act, the Captain is to preside as chairperson at the Committee Meeting.

#### **14.4 Procedure of the Committee Meeting**

(a) The quorum for a Committee Meeting is any five committee members. The Committee cannot conduct business unless a quorum is present.

(b) If, within half an hour of the time appointed for the meeting, a quorum is not present the meeting is to stand adjourned to the same time, day and place in the following week.

(c) If at a meeting adjourned under rule 14.4(b), a quorum is not present within half an hour of the time appointed for the meeting, the Committee Members personally present will constitute a quorum.

(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 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 14.4(d)(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.

(f) Subject to these Rules, the Committee Members present at the Committee Meeting are to determine the procedure and order of business to be followed at a Committee Meeting.

(g) All Committee Members have the right to attend and vote at Committee Meetings.

(h) A Member, 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.

(i) The Secretary or a person authorised by the Committee from time to time must keep minutes of the resolutions and proceedings of all Committee Meetings together with a record of the names of persons present at each meeting.

#### **14.5 Voting at Committee Meetings**

(a) Each Committee Member present at a Committee Meeting has a deliberative vote.

(b) A question arising at a Committee Meeting is to be decided by a majority of votes, but if there is an equality of votes, the chairperson of the Committee Meeting as set out in rule 14.3 is entitled to exercise a second or casting vote.

(c) Decisions may be made by general agreement or a show of hands.

(d) A poll by secret ballot may be used if the Committee prefers to determine a matter in this way and the person presiding over the Committee Meeting is to oversee the ballot.

## 14.6 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.

## 15. REMUNERATION OF COMMITTEE MEMBERS

(a) The Association may pay a Committee Member's out of pocket expenses as properly incurred in connection with the Association's business.

(b) Committee Members must not receive any remuneration for their services as Committee Members other than as described at rule 15(a).

## 16. SUB-COMMITTEES AND DELEGATION

### 16.1 Appointment of Sub-Committees

(a) The Committee may appoint one or more sub-committees as considered appropriate by the Committee from time to time to assist with the conduct of the Association's operations.

(b) Sub-committees may comprise (in such numbers as the Committee determines) Members and non-members.

(c) Subject to these Rules, the sub-committee members present at the sub-committee meeting are to determine the procedure and order of business to be followed at the sub-committee meeting.

### 16.2 Delegation by Committee to Sub-Committee

(a) The Committee may delegate, in writing, to any or all of the subcommittees, any authority, power or functions and may cancel any authority, powers or functions, as the Committee sees fit from time to time.

(b) Despite any delegation under this rule, the Committee may continue to exercise all its functions, including any function that has been delegated to a sub-committee and remains responsible for the exercise of those functions at all times.

### 16.3 Delegation to Subsidiary Offices

- (a) The Committee may create and fill such subsidiary office as may be necessary for the proper and efficient management of the Association's affairs.
- (b) The Committee may delegate, in writing, to any person holding a subsidiary office any authority, power or functions and may cancel any authority, powers or functions, as the Committee sees fit from time to time.
- (c) Despite any delegation under this rule, the Committee may continue to exercise all its functions, including any function that has been delegated to a subsidiary office and remains responsible for the exercise of those functions at all times.

## **17. GENERAL MEETINGS**

### **17.1 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 17.1(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.

### **17.2 Quorum for General Meetings**

- (a) The Quorum for General Meetings is ten percent of members personally present and entitled to vote under these rules, as specified in rule 1.4.
- (b) Subject to rules 17.2(c) and (d), no business is to be conducted at a General Meeting unless a quorum of Members entitled to vote under these Rules is present at the time when the meeting is considering that item.
- (c) If, within half an hour of the time appointed for the commencement of a General Meeting, a quorum is not present:
  - (i) in the case of a Special General Meeting, the meeting lapses; or
  - (ii) in the case of an AGM, the meeting is to stand adjourned to:
    - A. the same time and day in the following week; and

B. the same place unless another place is specified by the Chairperson at the time of the adjournment or by written notice to the Members given before the day to which the meeting is adjourned.

(d) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the Members present are to constitute a quorum.

### **17.3 Notice of General Meetings and Motions**

(a) The Secretary must give at least:

(i) 14 days' notice of a General Meeting to each Member, or

(ii) 21 days' notice of a General Meeting to each Member if a Special Resolution is proposed to be moved at the General Meeting.

(b) The notice convening a General Meeting must specify:

(i) the place, date and time of the meeting; and

(ii) the particulars and order of the business to be conducted at the meeting.

(c) The notice convening a General Meeting or any notice of motion must be issued in the manner prescribed by rule 8.5

### **17.4 Presiding Member**

(a) The President or, in the President's absence, the Vice President is to preside as chairperson of each General Meeting.

(b) If the President and the Vice President are absent or unwilling to act, the Captain is to preside as chairperson at the General Meeting.

### **17.5 Adjournment of General Meetings**

(a) The person presiding over a General Meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of Members present at the meeting.

(b) No business is to be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

(c) When a General Meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting in accordance with rules 8.5 and 17.3 as if that General Meeting was a new General Meeting.

## **18. SPECIAL GENERAL MEETINGS**

### **18.1 Special General Meeting**

(a) The Committee may at any time convene a Special General Meeting of the Association.

(b) The Secretary must convene a Special General Meeting of the Association within 28 days after receiving a written request to do so from at least 10 per cent of the total number of members.

### **18.2 Request for Special General Meeting**

(a) A request by the Members for a Special General Meeting must:

- (i) state the purpose of the meeting;
- (ii) be signed by the required number of Members making the request as specified in rule 18.1(b); and
- (iii) be lodged in writing with the Secretary.

### **18.3 Failure to Convene Special General Meeting**

(a) If the Secretary fails to convene a Special General Meeting within the 28 days referred to in rule 18.1(b), the members who made the request; may convene a Special General Meeting within 3 months after the original request was lodged as if the Members were the Committee.

(b) A Special General Meeting must be convened in the same or substantially the same manner as General Meetings are convened by the Committee and the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

- (a) If the committee does not convene a special general meeting within that 28 day period, the members making the requirement may convene the special general meeting.
- (b) A special general meeting convened by members under rule (18.2)
  - (i) must be held within 3 months after the date the original requirement was made; and
  - (ii) may only consider the business stated in the notice by which the requirement was made.
- (c) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub-rule (18.2).

## **19. MAKING DECISIONS AT GENERAL MEETINGS**

### **19.1 Special Resolutions**

(a) A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under rule 19.1(c).

(b) A Special Resolution of the Association is required to:

- (i) amend the name of the Association;
- (ii) amend the Rules, under rule 24.2;
- (iii) affiliate the Association with another body;
- (iv) transfer the incorporation of the Association;

- (v) amalgamate the Association with one or more other incorporated associations;
- (vi) voluntarily wind up the association;
- (vii) cancel incorporation; or
- (viii) request that a statutory manager be appointed.

(c) Notice of a Special Resolution must:

- (i) be in writing;
- (ii) include the place, date and time of the meeting;
- (iii) include the intention to propose a Special Resolution;
- (iv) set out the wording of the proposed Special Resolution; and
- (v) be given in accordance with rule 8.5

(d) If notice is not given in accordance with rule 19.1(c), the Special Resolution will have no effect.

(e) A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than 75% of the Members present, in person and eligible to cast a vote at the meeting.

## **19.2 Ordinary Resolutions**

(a) Subject to these Rules, a majority of votes will determine an Ordinary Resolution.

## **19.3 Voting at meetings**

(a) Subject to these Rules, each Full Member has one vote at a General Meeting of the Association.

(b) A person casts a vote at a meeting either by:

- (i) voting at the meeting either in person or
- (ii) through the use of technology as under rule 17.1(a)

(c) In the case of an equality of votes at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

(d) A Member is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member to the Association has been paid in accordance with rules 9.1 and 9.2.

(e) A Member is only entitled to vote at a General Meeting if the Member's name is recorded in the Register as at the date the notice of the General Meeting was sent out under rule 17.3.

## **19.4 Manner of Determining Whether Resolution Carried**

(a) Unless a Poll is demanded under rule 19.5, if a question arising at a General Meeting of the Association is determined by general agreement or a show of hands, a declaration must be made by the chairperson of the General Meeting that the resolution has been:

- (i) carried unanimously;
- (ii) carried by a particular majority; or
- (iii) lost.

(b) If the declaration relates to a Special Resolution, then subject to rule 19.1(c), the declaration should state that a Special Resolution has been determined.

(c) The declaration made under rule 19.4(a) must be entered into the minute book of the Association.

(d) The entry in the minute book of the Association under rule 19.4(c) is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

### **19.5 Poll at General Meetings**

(a) At a General Meeting, a Poll on any question may be demanded by either:

- (i) the chairperson of the meeting; or
- (ii) at least three Members present in person or by proxy.

(b) If a Poll is demanded at a General Meeting, the Poll must be taken in a manner as the chairperson of the meeting directs and a declaration by the chairperson of the result of the Poll is evidence of the matter so declared.

(c) If a Poll is demanded at a General Meeting, the Poll must be taken:

- (i) immediately in the case of a Poll which relates to electing a person to preside over the meeting;
- (ii) immediately in the case of a Poll which relates to adjourning the meeting; or
- (iii) in any other case, in the manner and time before the close of the meeting as the chairperson directs.

## **20. MINUTES OF MEETINGS**

### **20.1 Minutes of Meetings**

(a) The Secretary or a person authorised by the Committee from time to time must keep minutes of the resolutions and proceedings of all General Meetings and Committee Meetings together with a record of the names of persons present at each meeting.

(b) The minutes are to be taken and then to be entered within 30 days after the holding of each meeting, into a minute book kept for that purpose.

- (c) The Chairperson must ensure that the minutes of a General Meeting or Committee Meeting under rule 20.1(a) are reviewed and signed as correct by:
- (i) the chairperson of the General Meeting or Committee Meeting to which those minutes relate; or
  - (ii) the chairperson of the next succeeding General Meeting or Committee Meeting.
- (d) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
- (i) the General Meeting or Committee Meeting to which they relate was duly convened and held;
  - (ii) all proceedings recorded as having taken place at the General Meeting or Committee Meeting did in fact take place at the meeting; and
  - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.
- (e) The minutes of General Meetings may be inspected by a Member under rule 28.2.
- (f) The minutes of Committee Meetings may be inspected by a Member under rule 28.2 unless the Committee determines that the minutes of Committee Meetings generally, or the minutes of a specific Committee Meeting are not to be available for inspection.

## 21. FUNDS AND ACCOUNTS

### 21.1 Control of Funds

- (a) The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the Committee.
- (b) The funds of the Association are to be used in pursuance of the objects of the Association.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
- (i) any two of the following Office Holders: President, Vice President, Treasurer and Secretary
- (d) The committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (e) All expenditure above the maximum amount set by the Committee from time to time must be approved or ratified at a Committee Meeting.
- (f) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

### 21.2 Source of Association Funds

(a) The funds of the Association may be derived from entrance fees and annual membership fees of Members, Green Fees, donations, fund raising activities, grants, interest, and any other sources approved by the Committee.

(b) The Association must, as soon as practicable:

(i) deposit all money received by the Association, to the credit of the Association's bank account, without deduction; and

(ii) after receiving any money, issue an appropriate receipt.

### **21.3 Financial Records**

(a) The Association must keep Financial Records that:

(i) correctly record and explain its transactions, financial position and performance; and

(ii) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.

(b) The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

### **21.4 Financial Statements and Financial Reports**

For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met.

### **21.5 Audit of Financial Statements or Financial Report**

The Association must ensure that an Audit is undertaken of the Financial Statements or Financial Report of the Association in accordance of the Associations Incorporations Act 2015.

## **22. FINANCIAL YEAR OF THE ASSOCIATION**

The Association's Financial Year, will be the period of 12 months commencing on first day of March and ending on the last day of February each year, as set out in rule 1.5

## **23. ANNUAL GENERAL MEETING**

### **23.1 Annual General Meeting**

(a) The AGM of the Association is to be convened on a date, time and place as the Committee decides.

(b) The Association must convene an AGM each calendar year:

(i) within 3 months after the end of the Association's Financial Year; or

(ii) within a longer period as the Commissioner may allow.

(c) If the Association requires the approval from the Commissioner to hold its AGM within a longer period under rule 23.1(b)(ii), the Secretary must apply to the Commissioner no later than four months after the end of the Association's Financial Year.

### **23.2 Notice of AGM**

The notice convening an AGM must specify that it is the AGM of the Association and otherwise must comply with rules 8.5 and 17.3 (as applicable).

### **23.3 Business to be Conducted at AGM**

(a) At each AGM of the Association, the Association:

- (i) must confirm the minutes of the last preceding AGM and of any Special General Meeting held since that meeting if the minutes of that Special General Meeting have not yet been confirmed;
- (ii) must receive the Financial Report of the Association for the preceding Financial Year;
- (iii) must appoint or remove an auditor in accordance with the Act;
- (iv) must present a copy of the auditor's report to the Association; and
- (v) must hold elections and make appointments for any vacancies amongst the office holders and ordinary committee members.

## **24. RULES OF THE ASSOCIATION**

### **24.1 Rules of the Association**

- (a) These Rules bind every Member and the Association and each Member agrees to comply with these Rules.
- (b) The Association must provide, free of charge, a copy of the Rules in force, at the time Membership commences, to each person who becomes a Member under rule 5.4.
- (c) The Association must keep a current copy of the Rules.

### **24.2 Amendment of Rules, Name and Objects**

- (a) The Association may alter, rescind or add to these Rules by Special Resolution in accordance with rule 19.1 and not otherwise.
- (b) When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within:
  - (i) one month after the Special Resolution is passed; or
  - (ii) a longer period as the Commissioner may allow.
- (c) Subject to rule 24.2(d), an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under rule 24.2(b).

- (d) An amendment to the Rules that changes or has the effect of changing:
- (i) the name of the Association; or
  - (ii) the objects or purposes of the Association, does not take effect until the required documents are lodged with the Commissioner under rule 24.2(b) and the approval of the Commissioner is given in writing.

## 25. BY-LAWS OF THE ASSOCIATION

### 25.1 By-laws of the Association

(a) The Committee of the Association may make, amend and repeal by-laws for the management of the Association provided that the by-laws are not inconsistent with the Rules or the Act.

(b) The by-laws made under rule 25.1 do not form part of the Rules

(c) The by-laws may make provision for:

- (i) different classes of Membership and the rights and obligations that apply to each class of Membership;
- (ii) requirements for financial reporting, financial accountability or audit of accounts, in addition to those prescribed by the Act and the Rules;
- (iii) restrictions on the powers of the Committee including the power to dispose of assets;
- (iv) any other matter that the Association considers necessary or appropriate;

(c) At the request of a member, the Association must make a copy of the by-laws available for inspection by the members.

## 26. COURSE ALTERATIONS

(a) Course alterations and developments are to be approved by :

- (i) the Heritage Council of Western Australia and
- (ii) by members at a general meeting

(b) Plans for course alterations i.e. bunker placement or withdrawal, lengthening or shortening of holes or development of the golf course, shall be prepared with full details by the Committee and distributed to members along with the advance notice of the appropriate general meeting.

## 27. AUTHORITY REQUIRED TO BIND ASSOCIATION

### 27.1 Executing Documents

(a) The Association may execute a document without using a common seal if the document is signed by:

- (i) any two Committee Members; or

(ii) one Committee Member and a person authorised by the Committee.

## **27.2 Use of the Common Seal**

(a) If the Association has a common seal on which its corporate name appears in legible characters:

(i) the Secretary or any other person as the Committee from time to time decides must provide for its safe custody; and

(ii) it must only be used under resolution of the Committee.

(b) The Association executes a document with its common seal, if the fixing of the seal is witnessed by:

(i) any two Committee Members; or

(ii) one Committee Member and a person authorised by the Committee.

(c) Every use of the common seal must be recorded in the Committee's minute book.

## **28. THE ASSOCIATION'S BOOKS AND RECORDS**

### **28.1 Custody of the Books of the Association**

(a) Except as otherwise decided by the Committee from time to time, the Secretary must keep in their custody or under their control all of the Books of the Association, with the exception of the Financial Records which, except as otherwise directed by the Committee from time to time, are to be kept under the custody or control of the Treasurer.

b) The Books of the Association must be retained for at least 7 years.

### **28.2 Inspecting the Books of the Association**

(a) Subject to these rules, and in particular rule 20.1(f), a Member is able to inspect the Books of the Association free of charge at such time and place as is mutually convenient to the Association and the Member.

(b) A Member must contact the Secretary to request to inspect the Books of the Association.

(c) The Member may copy details from the Books of the Association but has no right to remove the Books of the Association for that purpose.

### **28.3 Prohibition on Use of Information in the Books of the Association**

(a) A Member must not use or disclose information in the Books of the Association except for a purpose:

(i) that is directly connected with the affairs of the Association; or

(ii) related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

## **28.4 Returning the Books of the Association**

(a) Outgoing Committee Members are responsible for transferring all relevant assets and Books of the Association to the new Committee within 14 days of ceasing to be a Committee Member.

## **29. RESOLVING DISPUTES**

### **29.1 Disputes Arising under the Rules**

(a) This rule applies to:

(i) Disputes between Members; and

(ii) Disputes between the Association and one or more Members that arise under the rules or relate to the rules of the Association.

(b) In this rule “Member” includes any former Member whose membership ceased not more than six months before the dispute occurred.

(c) 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.

(d) 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.

(e) The Secretary must convene a Committee Meeting within 28 days after the Secretary receives notice of the dispute under rule 29.1(d) for the Committee to determine the dispute.

(f) 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.

(g) 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).

(h) 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.

### **29.2 Mediation**

(a) This rule applies:

(i) where a person is dissatisfied with a decision made by the Committee under rule 29.1; or

(ii) where a dispute arises between a Member or more than one Member and the Association 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 7.3 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(c), 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 Association, the Committee or a Committee Member then an independent person who is a mediator appointed to, or employed with, a like-minded organisation.

(f) The person appointed as mediator by the committee may be a member or former member of the Association but must not —

- (i) have a personal interest in the matter that is the subject of the mediation; or
- (ii) be biased in favour of or against any party to the mediation

(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.

### 29.3 Inability to Resolve Disputes

(a) 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.

### 30. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

(a) The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the association will:

- (i) apply to the Commissioner for cancellation of its incorporation; or
- (ii) appoint a liquidator to wind up its affairs.

(b) The association must be wound up under rule 30(a)(ii) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.

(c) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by the remaining members.

(d) 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 Association; and
  - B. 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 rule 30(c)(v); or
- (vii) a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.

### 31. FREEHOLD LAND

No freehold land that is the property of the Club, shall be sold or subdivided without the consent of a General Meeting held for that purpose. Provided that such resolution shall not be declared carried unless passed by 75% of the members present and voting.

