

CONSTITUTION OF
Como Bowling and
Recreation Club
(Inc)

ABN 60 497 149 264

An Association incorporated pursuant to the
Associations Incorporation Act 2015 (WA)

Contents

| | |
|--|----|
| PART 1 - PRELIMINARY..... | 4 |
| 1) Name..... | 4 |
| 2) Type of entity..... | 4 |
| 3) Terms used..... | 4 |
| 4) Relationship between Constitution and Associations Act..... | 5 |
| 5) Interpretation..... | 5 |
| 6) Financial year..... | 5 |
| PART 2 – OBJECT, PURPOSES AND POWERS..... | 6 |
| 7) Object and purposes..... | 6 |
| 8) Powers..... | 6 |
| 9) Not-for-profit body..... | 6 |
| 10) Affiliation with Bowls Western Australia..... | 6 |
| PART 3 - MEMBERS..... | 7 |
| Division 1 – Membership..... | 7 |
| 11) Number of members..... | 7 |
| 12) Classes of membership and eligibility..... | 7 |
| 13) Rights of members..... | 8 |
| 14) Guests..... | 8 |
| 15) Applying for membership..... | 8 |
| 16) Dealing with membership applications..... | 8 |
| 17) Becoming a member..... | 9 |
| 18) When membership ceases..... | 9 |
| 19) Resignation..... | 9 |
| 20) Rights not transferable..... | 10 |
| Division 2 – Membership fees & register of members..... | 10 |
| 21) Membership fees..... | 10 |
| 22) Register of members..... | 10 |
| PART 4 – DISCIPLINARY ACTION, DISPUTES AND MEDIATION..... | 11 |
| Division 1 – Term used..... | 11 |
| 23) Terms used..... | 11 |
| Division 2 – Disciplinary action..... | 11 |
| 24) Suspension or expulsion..... | 11 |

| | |
|---|----|
| 25) Consequences of suspension..... | 12 |
| Division 3 — Resolving disputes..... | 12 |
| 26) Application of Division | 12 |
| 27) Grievance process | 12 |
| 28) Right of appeal | 13 |
| 29) Inability to resolve dispute..... | 13 |
| PART 5 — EXECUTIVE..... | 13 |
| Division 1 — Powers of Executive | 13 |
| 30) Executive..... | 13 |
| Division 2 — Composition of Executive and duties of members | 13 |
| 31) Membership of Executive..... | 13 |
| 32) Qualifications of Executive members..... | 14 |
| 33) Executive members duties | 14 |
| 34) President..... | 15 |
| 35) Vice-President..... | 15 |
| 36) Secretary..... | 16 |
| 37) Treasurer | 16 |
| Division 3 — Election of Executive members and tenure of office | 17 |
| 38) How members become Executive members | 17 |
| 39) Nomination of Executive members..... | 17 |
| 40) Term of office..... | 17 |
| 41) Election of the Executive | 17 |
| 42) Resignation and removal from office..... | 18 |
| 43) When membership of Executive ceases | 19 |
| 44) Filling casual vacancies | 19 |
| 45) Validity of acts..... | 19 |
| Division 4 — Executive meetings..... | 19 |
| 46) Executive meetings..... | 19 |
| 47) Notice of Executive meetings | 19 |
| 48) Procedure and order of business | 20 |
| 49) Use of technology to be present at Executive meetings | 20 |
| 50) Quorum for Executive meetings | 20 |
| 51) Voting at Executive meetings | 21 |
| 52) Minutes of Executive meetings..... | 21 |

| | |
|--|----|
| Division 5 — Standing Committees, Sub Committees and subsidiary offices..... | 21 |
| 53) Standing Committees | 21 |
| 54) Sub Committees and subsidiary offices | 22 |
| 55) Delegation to Sub Committees and holders of subsidiary offices | 22 |
| PART 6 — GENERAL MEETINGS OF CLUB..... | 23 |
| 56) General meeting..... | 23 |
| 57) Annual general meeting..... | 23 |
| 58) Special general meetings | 24 |
| 59) Proxies..... | 24 |
| 60) Notice of general meetings | 25 |
| 61) Presiding member and quorum for general meetings | 25 |
| 62) Adjournment of general meeting | 25 |
| 63) Voting at general meeting..... | 26 |
| 64) When special resolutions are required..... | 26 |
| 65) Determining whether resolution carried..... | 26 |
| 66) Minutes of general meeting..... | 27 |
| PART 7 — FINANCIAL MATTERS | 28 |
| 67) Source of funds | 28 |
| 68) Control of funds..... | 28 |
| 69) Use of common seal..... | 28 |
| 70) Financial statements and financial reports | 29 |
| PART 8 — GENERAL MATTERS | 29 |
| 71) Sale of Liquor | 29 |
| 72) Notice Board | 29 |
| 73) By-laws | 29 |
| 74) Giving notices to members | 29 |
| 75) Custody of books and securities | 30 |
| 76) Inspection of documents | 30 |
| 77) Prohibited use of information on members register | 30 |
| 78) Publication by Executive members of statements about Club business prohibited .. | 31 |
| 79) Distribution of surplus property on cancellation of incorporation or winding up..... | 31 |
| 80) Changes to the Constitution..... | 31 |

PART 1 - PRELIMINARY

1) Name

The name of the Association is Como Bowling and Recreation Club (Inc)

2) Type of entity

The Club is a not-for-profit Association incorporated under the Associations Incorporation Act 2015 (WA).

3) Terms used

In this Constitution, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

Books means the Club's registers, minutes, documents, securities, financial records, financial statements and financial reports as defined in Section 62 of the Associations Act, however compiled, stored or recorded;

Clause means a clause of this Constitution;

Club means the Como Bowling and Recreation Club Incorporated;

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

Constitution means this document as amended from time to time;

Delegate means a person appointed by the Executive to represent the Club at Bowls WA or other meetings

Executive means the group of people, called Executive members, who are responsible for the management of the affairs of the Club;

Executive meeting means a meeting of the Executive members;

Executive member means a member of the Executive appointed under clause 41);

Financial records includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry, such as sales day books, purchase day books, sales returns day books, purchases returns day books, bank books, cash receipts books, cash payments books, petty cash receipts books, petty cash payments books and journals; 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 statements means:

- (a) if the Club uses the cash basis of accounting:
 - (i) a statement of receipts and payments for the financial year,
 - (ii) a reconciled statement of bank account balances as at the end of the financial year, and
 - (iii) a statement of assets and liabilities as at the end of the financial year.
- (b) if the Club uses the accrual basis of accounting:
 - (i) a statement of income and expenditure for the financial year, and
 - (ii) a balance sheet;

Financial year, of the Club, means the 12 months commencing on 1st March and ending on the last day of February each year;

General meeting, of the Club, means a meeting of the Club that all members are entitled to receive notice of and to attend, and is either

- (a) an annual general meeting, or
- (b) a special general meeting;

Liquor Control Act 1988 (WA) means the Act and all subordinate legislation, as varied from time to time, which regulates the sale, supply and consumption of alcohol within Western Australia

Member means a person who is an ordinary or life member of the Club;

Ordinary resolution means a resolution at a meeting that:

- (a) is not a special resolution, and
- (b) is passed by the votes of more than 50% of the persons who are entitled to cast a vote at that meeting;

President means the Executive member holding office as the President of the Club;

Quorum means the number of persons required to be present in order to conduct a meeting;

Secretary means the Executive member holding office as the Secretary of the Club;

Special general meeting means a general meeting of the Club other than the annual general meeting;

Special resolution means a resolution proposed at a meeting and passed by the votes of not less than 75% of the persons who are entitled to cast a vote at that meeting;

Tier 1 Association means an Association that, in a financial year:

- (a) has a revenue of less than \$250,000 or such other amount that is prescribed from time to time under section 64(1) of the Associations Act 2015, or
- (b) has been declared by the Commissioner to be a tier 1 Association.

A tier 1 Association can also elect to prepare basic financial statements with no independent review or audit;

Treasurer means the Executive member holding office as the Treasurer of the Club.

4) Relationship between Constitution and Associations Act

The Associations Act 2015 overrides any provision in this Constitution which is inconsistent with the Associations Act 2015.

5) Interpretation

In this Constitution:

- a) The words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- b) Reference to an 'act' includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as the Associations Regulations).

6) Financial year

The Club's financial year will be the period of 12 months commencing on 1st March and ending on last day of February each year.

PART 2 – OBJECT, PURPOSES AND POWERS

7) Object and purposes

The aim of the Club is to fulfil the following objectives:

- a) to maintain and conduct a club of a non-political and non-sectarian nature for the benefit and comfort of the members of the club and their friends;
- b) to foster the game of lawn bowls and any other sporting or recreational activity as may be decided from time to time;
- c) to provide a clubhouse and other facilities to afford to the members and their guests the usual privileges, advantages and conveniences associated with a recreational and sporting club; and
- d) to foster, encourage and control activities within the Club subject to the provisions and requirements of the Liquor Control Act, 1988, as amended from time to time and to support the recreational, social, sporting, cultural and community dimensions that enhance these objectives.

8) Powers

Subject to the Associations Act 2015, the Club may do all things necessary to lawfully pursue its objects and purposes. Additionally, the Club may apply for, hold, and renew from time to time, a license as a Club under the Liquor Control Act 1988, in order to sell and supply liquor to members and their guests.

9) Not-for-profit body

- a) The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- b) A payment may be made to a member out of the funds of the Club only if it is authorised under clause 9)c).
- c) A payment to a member out of the funds of the Club is authorised if it is —
 - i) the payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
 - ii) the payment of interest, on money borrowed by the Club from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - iii) the payment of reasonable rent to the member for premises leased by the member to the Club; or
 - iv) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

10) Affiliation with Bowls Western Australia

- a) The Club shall be affiliated with Bowls Western Australia. The members shall recognise and accept the Rules and By-Laws of Bowls W.A.
- b) Bowls Western Australia shall be advised of any changes to this Constitution.
- c) All games of bowls shall be played according to the Constitution and By-Laws of the game of bowls approved by the Australian Women's Bowling Council and Bowls Australia. For domestic play within Western Australia due accord will be given to any specific requirements of the two State Associations.

- d) Delegate(s)
 - i) The Executive shall appoint Delegates to attend meetings and events on its behalf from time to time. This shall include, but not be limited to, Bowls WA meetings and Region and Division meetings.
 - ii) The Club shall advise Bowls WA prior to a relevant meeting or event who its Delegates will be.

PART 3 - MEMBERS

Division 1 — Membership

11) Number of members

The Club will have a minimum of six (6) members with full voting rights.

12) Classes of membership and eligibility

- a) The Club consists of Full Members (Playing), Full Members (Non Playing), Life, Honorary, Junior, Social, Temporary, and Associate members.
- b) A person can only belong to one class of membership.
- c) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.
- d) With the exception of Life and temporary members, application to join the Club is open to persons who agree to be bound by this Constitution.
- e) **Life members**
 - i) Any member may nominate a member to the Executive for consideration for Life Membership.
 - ii) The Executive may elect to award Life membership to any member for outstanding service to the association. The award shall be granted on a simple majority vote.
 - iii) Such nominations will be put to the members and voted upon at the next Annual General Meeting. No annual subscription shall be required from an Honorary Life member. All privileges and responsibilities of membership as defined in this constitution also apply to Life members.
- f) **Honorary Members.** Persons whose membership would be of advantage or credit to the Club may be made an Honorary member on the submission of their name, qualifications and position, for approval by the Executive. Honorary membership shall be for a period not exceeding twelve months but may be renewed upon expiry.
- g) **Full Member (Playing)** full privileges, affiliated with Bowls WA, Club Championships and full voting rights.
- h) **Full Member (Non Playing)** with full privileges, non affiliated with Bowls WA, full voting rights, but chooses to play socially only.
- i) **Dual members** means an Ordinary member of another Club and that club is affiliated with Bowls W.A. Such persons shall pay fees as prescribed by clause 21)a).
- j) **Social Members** shall be afforded use of all amenities including limited use of the greens a maximum of three (3) games or at the discretion of the Executive.

- k) **Associate Member** is any person who wishes to play bowls on a regular social basis but does not want to participate in competition play or in Club championships. Such persons shall pay fees as per clause 21)a).
- l) **Junior Members** are members between the ages of 13 and 18 who are entitled to the same privilege, with some limitation, as an Ordinary member. Such persons shall pay fees as per clause 21)a).
- m) **Temporary Member** is a person who is visiting the Club for the purpose of a pre arranged function or bowling competition or event, and may for the purpose of the Liquor Control Act be taken as a person who is accorded Temporary membership for the day.

13) Rights of members

Full member (Playing) Full member (Non playing) and Life members have rights of a member, including:

- a) the right to vote,
- b) other rights and benefits determined by the Executive, or
- c) other rights and benefits determined by resolution of the members at a general meeting.

14) Guests

All members, except for Junior and Temporary members, may introduce guests to the club at any time provided that:

- a) No member may introduce more than five (5) guests to the club at any one time.
- b) A guest shall not be supplied with liquor in the club premises except on the invitation and in the company of that member.
- c) A guest shall be supplied with liquor to be consumed on the club premises only.
- d) The member introducing the guest shall be responsible for the proper conduct of that guest whilst on the club premises.
- e) Any person who has been refused membership of the club or who is under suspension or expulsion from the club, shall not be admitted as a guest of any member of the club.
- f) A member may, at their expense, and with the approval of the Executive, supply liquor to guests, without limitation as to number, at a function held by or on behalf of that member, at the club premises. Members wishing to avail themselves of this facility must give at least fourteen (14) days notice to the Executive.

15) Applying for membership

- a) A person who wishes to become a member, other than a Life, Honorary, dual or temporary member, under clause 12)d) must apply in writing to the Executive on the Clubs' proforma nomination form.
- b) The nomination form must be signed by two Full members (Playing/Non Playing) or Life members of the Club in support of the nomination.

16) Dealing with membership applications

- a) All applications for membership shall be posted on the noticeboard of the Club for a period of not less than seven days before acceptance of the application, provided also that an interval of not less than two weeks shall elapse between application and acceptance.
- b) The Executive must consider each application for membership of the Club and decide whether to accept or reject the application.
- c) Subject to clause 16)d), the Executive must consider applications in the order in which they are received by the Club.
- d) The Executive may delay its consideration of an application if the Executive considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- e) The Executive must not accept an application unless the applicant —
 - i) is eligible under clause 12)d); and
 - ii) has applied under clause 15).
- f) The Executive may reject an application even if the applicant —
 - i) is eligible under clause 12)d); and
 - ii) has applied under clause 15).
- g) The Executive must notify the applicant of the Executive's decision to accept or reject the application as soon as practicable after making the decision.
- h) If the Executive rejects the application, the Executive is not required to give the applicant its reasons for doing so.

17) Becoming a member

An applicant for ordinary membership of the Club becomes a member when —

- a) the Executive accepts the application; and
- b) the applicant pays any membership fees payable to the Club under clause 21).

18) When membership ceases

- a) A person ceases to be a member when any of the following takes place —
 - i) The person dies;
 - ii) the person resigns from the Club under clause 19);
 - iii) the person is expelled from the Club under clause 24);
 - iv) the person ceases to be a member under clause 21)c).
- b) The Secretary must keep a record, for at least one year after a person ceases to be a member, of-
 - i) the date on which the person ceased to be a member; and
 - ii) the reason why the person ceased to be a member.

19) Resignation

- a) A member may resign from membership of the Club by giving written notice of the resignation to the Secretary.
- b) The resignation takes effect —
 - i) when the Secretary receives the notice; or
 - ii) if a later time is stated in the notice, at that later time.

- c) A person who has resigned from membership of the Club remains liable for any fees that are owed to the Club (the **owed amount**) at the time of resignation.
- d) The owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

20) Rights not transferable

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

Division 2 — Membership fees & register of members

21) Membership fees

- a) All members except Life, Honorary, Dual and Temporary members shall pay a membership fee.
- b) The Executive shall recommend a scale of fees to the Annual General Meeting and the fees for the ensuing year shall be endorsed by that meeting. Such fees shall be exclusive of any levy due to Bowls Western Australian. Fees shall be payable in advance.
- c) Subject to clause 21)d), if a person fails to pay the annual membership fee to the Club within 30 days after the due date, or 48 hours prior to the annual general meeting, whichever comes first, the person ceases to be a member.
- d) If a person ceases to be a member under clause 21)c) and subsequently pays all the member's outstanding fees to the Club, the Executive may, if it considers fit and at its sole discretion, reinstate the member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.
- e) Members are not liable to pay, by reason of the person's membership, any other debts incurred by or on behalf of the Club, including the costs of winding up of the Club.

22) Register of members

- a) The Club shall maintain and keep updated a members' register which shall contain:
 - i) the full names of each member,
 - ii) the contact postal, residential or email addresses of each member,
 - iii) the class of membership held by each member, and
 - iv) the date upon which a person became a member.
- b) This register must be continually available for inspection at the club premises.
- c) Within 28 days after a change in membership the Secretary shall ensure that a membership change is recorded in the members register.
- d) The Secretary shall ensure that the members register is kept and maintained at such place as the Executive decides.
- e) A member may request to inspect the register of members, subject to the provisions of clause 76).

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

23) Terms used

In this Part —

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

party to a dispute includes a person:

- a) who is a party to the dispute; and
- b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

Division 2 — Disciplinary action

24) Suspension or expulsion

- a) The Executive may decide to suspend a member's membership or to expel a member from the Club if —
 - i) the member refuses or neglects to comply with this Constitution; or
 - ii) the member acts detrimentally to the interests of the Club.
- b) The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Executive meeting at which the proposal is to be considered by the Executive.
- c) The notice given to the member must state —
 - i) when and where the Executive meeting is to be held; and
 - ii) the grounds on which the proposed suspension or expulsion is based; and
 - iii) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive about the proposed suspension or expulsion;
- d) At the Executive meeting, the Executive must —
 - i) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Executive about the proposed suspension or expulsion; and
 - ii) give due consideration to any submissions so made; and
 - iii) decide whether or not the member should be —
 - (1) expelled as member; or
 - (2) suspended as a member and if so the period of the member's suspension or the member's membership.
- e) A decision of the Executive to suspend the member's membership or to expel the member from the Club takes immediate effect.
- f) The Executive must give the member written notice of the Executive's decision, and the reasons for the decision, within 7 days after the Executive meeting at which the decision is made.
- g) A member whose membership is suspended or who is expelled from the Club may, within 14 days after receiving notice of the Executive's decision under clause 24)f), give written notice

to the Secretary seeking to appeal the Executive's decision to suspend or expel the member and requesting the appointment of a mediator.

- h) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- i) If notice is given under clause 24)g), the member who gives the notice and the Executive are the parties to the mediation.

25) Consequences of suspension

- a) During the period a member's membership is suspended, the member —
 - i) loses any rights (including voting rights) arising as a result of membership; and
 - ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Club.
- b) When a member's membership is suspended, the Secretary must record in the register of members —
 - i) that the member's membership is suspended; and
 - ii) the date on which the suspension takes effect; and
 - iii) the period of the suspension.
- c) When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

Division 3 — Resolving disputes

26) Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes:

- a) between members; or
- b) between one or more members and the Club.

27) Grievance process

- a) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- b) If the parties to a dispute are unable to resolve the dispute between themselves within the time required pursuant to clause 27)a), then any party to the dispute may, by written notice to the Secretary, request that the dispute be considered and decided in accordance with this Constitution.
- c) A member of the Executive or other appropriate person shall be appointed by the Secretary to investigate and attempt to resolve the dispute with the parties under the Club's Grievance Policy By-law.
- d) Within seven (7) days of the conclusion of the investigation, the investigator shall give each party to the dispute written notice of their findings and decision.

28) Right of appeal

- a) Any party to a dispute may, by written notice given to the Secretary within fourteen (14) days of the party receiving the investigator's decision and reasons for decision, appeal the decision to the Executive.
- b) An Executive meeting shall be convened within 28 days after the Secretary receives the request for appeal and the Secretary shall give no less than seven (7) days written notice to each party to the dispute of that meeting, specifying the date, time and place of the meeting and that each party to the dispute may attend and may present oral or written submissions to the Executive concerning the dispute.
- c) At the Executive meeting to consider and decide the dispute, the Executive shall give each party to the dispute a reasonable opportunity to make written and/or oral submissions to the Executive concerning the dispute, give due consideration to any submissions so made, and decide the dispute.
- d) The Executive shall give each party to the dispute written notice of the Executive's decision and reasons for the decision, within seven (7) days after the Executive meeting at which the decision was made.

29) Inability to resolve dispute

If a dispute cannot be resolved under the procedures set out in clauses 27) and 28), any party to the dispute may apply to the Administrative Tribunal to determine the dispute in accordance with the Associations Act 2015 or otherwise at law.

PART 5 — EXECUTIVE

Division 1 — Powers of Executive

30) Executive

- a) The Executive members are the persons who, as the Executive of the Club, have the power to manage the affairs of the Club.
- b) Subject to the Act, this Constitution and any resolution passed at a general meeting, the Executive has power to do all things necessary or convenient to be done for the proper management of the affairs of the Club.
- c) The Executive must take all reasonable steps to ensure that the Club complies with the Act and this Constitution.
- d) The Executive shall have the power to co-opt up to a maximum of two (2) persons at any one time to sit on the Executive as additional members. Such co-opted members shall have full voting rights.

Division 2 — Composition of Executive and duties of members

31) Membership of Executive

- a) The Executive members consist of —

- i) The Club President
 - ii) The Club Vice-President
 - iii) The Secretary
 - iv) The Treasurer
 - v) The Chairperson of the Bar Committee
 - vi) The Chairperson of the Greens Committee
 - vii) The Chairperson of the Social Committee
 - viii) The Chairperson of the House Committee
 - ix) Ladies Representative
- b) All Executive positions shall hold office for a period of two years.
- c) A person must not hold 2 or more of the offices mentioned in clauses 31)a) at the same time.

32) Qualifications of Executive members

- a) An Executive member shall be:
- i) aged over 18, and
 - ii) a Full member (Playing) and Full member (Non Playing) or Life member.
- b) A person cannot be an Executive member if:
- i) in the previous 5 years, they have been convicted of, or imprisoned for:
 - (1) an indictable offence under the laws of any state or territory of the Commonwealth of Australia in relation to the promotion, formation or management of a body corporate,
 - (2) an offence involving fraud or dishonesty punishable by imprisonment for a period of 3 months or more under the laws of any state or territory of the Commonwealth of Australia, or
 - (3) they are:
 - (a) bankrupt, or
 - (b) unless the person has obtained the consent of the Commissioner, a person whose affairs are under insolvency laws.
 - (4) unless they have obtained the consent of the Commissioner, a person who has committed a breach of the following Executive member's duties:
 - (a) duty of care and diligence,
 - (b) duty of good faith and proper purpose,
 - (c) duty to not improperly use their position,
 - (d) duty to ensure that the Club does not incur a debt while insolvent, or
 - (e) duty to not improperly use information gained while an Executive member.
- c) An Executive member who has been suspended as a member under clause 24) cannot act in the position of an Executive member until their period of suspension as a member has expired.

33) Executive members duties

- a) **General Executive members duties**
- i) Executive members shall comply with their duties as Executive members under legislation and common (judge-made) law:
 - (1) Exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were an Executive member of the Club,
 - (2) Act in good faith in the best interests of the Club,
 - (3) Act for a proper purpose,
 - (4) Act to further the charitable object and purposes of the Club,
 - (5) Act in the best interests of the Club,
 - (6) Not misuse information gained in their role as an Executive member,
 - (7) Disclose any perceived or actual material conflicts of interest,
 - (8) Ensure that the financial affairs of the Club are managed responsibly, and

- (9) Not allow the Club to operate while insolvent.
- (10) Not improperly use:
 - (i) information obtained because they are or were an Executive member, or
 - (ii) their position of Executive member, to:
 - ii) gain an advantage for themselves or another person, or
 - iii) cause detriment to the Club.

b) Executive members conflict of interest

- i) An Executive member shall disclose to all the Executive members present at the Executive meeting the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at the Executive meeting.
- ii) Disclose the nature and extent of the interest at the next general meeting of the Club.
- iii) The disclosure of a conflict of interest by an Executive member shall be recorded in the minutes of the Executive meeting.
- iv) Each Executive member who has a material personal interest in a matter that is being considered at an Executive meeting shall not:
 - (1) be present at the Executive meeting while the matter is being discussed, or
 - (2) vote on the matter.
- v) An Executive member may still be present and vote if:
 - (1) their interest relates to an insurance contract that insures, or would insure, the Executive member against liabilities incurred by the Executive member as an Executive member,
 - (2) the Executive members who do not have a material personal interest in the matter pass a resolution that:
 - (3) identifies the Executive member, the nature and extent of the Executive member's interest in the matter and how it relates to the Club's affairs, and
 - (4) states that those Executive members who do not have a material personal interest in the matter are satisfied that the Executive member's material personal interest in the matter should not prevent the Executive member from being present at the Executive meeting while the matter is being discussed or from voting on the matter.

34) President

The President has the following duties –

- a) consulting with the Secretary regarding the business to be conducted at each and general meeting
- b) convening and presiding at Executive meetings and preside at general meetings as outlined in this Constitution; and
- c) holding all property books and records for which no other officer has responsibility; and
- d) performing any other duty which may be required or is deemed to be necessary, due to urgency, provided always that such action which is taken without prior approval must be consistent with the aims and objectives of the Club and must be subject to ratification by the Executive.

35) Vice-President

The Vice-President has the following duties –

- a) support and assist the President in their duties; and

- b) in the absence of incapacity of the President to exercise all their powers, authorities and duties; and
- c) carrying out any other duty given to the Vice-President under this Constitution or by the Executive.

36) Secretary

The Secretary has the following duties —

- a) dealing with the Club's correspondence; and
- b) consulting with the President regarding the business to be conducted at each Executive meeting and general meeting; and
- c) preparing the notices required for meetings and for the business to be conducted at meetings;
- d) unless another member is authorised by the Executive to do so , maintaining on behalf of the Club-
 - i) the register of members, and recording in the register any changes in the membership; and
 - ii) an up-to-date copy of this Constitution; and
 - iii) a record of Executive members and other persons authorised to act on behalf of the Club,
- e) 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;
- f) maintaining full and accurate minutes of Executive meetings and general meetings;
- g) carrying out any other duty given to the Secretary under this Constitution or by the Executive.

37) 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 Executive;
- c) ensuring that any payments to be made by the Club that have been authorised by the Executive or at a general meeting are made on time;
- d) taking out all necessary insurances;
- e) ensuring the safe custody of the Club's financial records, financial statements and financial reports, as applicable to the Club;
- f) coordinating the preparation of the Club's financial statements before their submission to the Club's annual general meeting;
- g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial report;
- h) carrying out any other duty given to the Treasurer under this Constitution or by the Executive.

Division 3 — Election of Executive members and tenure of office

38) How members become Executive members

A member becomes an Executive member if the member —

- a) is elected to the Executive at a general meeting; or
- b) is appointed to the Executive by the Executive to fill a casual vacancy under clause 44).

39) Nomination of Executive members

- a) At least 30 days before an annual general meeting, the Secretary must post a notice on the Club Notice Board and send written notice to all the members —
 - i) calling for nominations for election to the Executive; and
 - ii) stating the date by which nominations must be received by the Secretary to comply with 39)b).
- b) A member who wishes to be considered for election to the Executive at the annual general meeting must nominate for election by completing the official Executive Nomination form obtained from the Secretary and returned to the Secretary at least 21 days before the annual general meeting.
- c) The written notice must include the name and signature of two Full members (Playing)/Full members (Non Playing) or Life member who support the Nomination and a declaration requiring candidates to confirm eligibility to be elected.
- d) A member may nominate for more than one specified position of office holder of the Club.
- e) A member whose nomination does not comply with this clause is not eligible for election to the Executive unless the member is nominated under clause 41)b).

40) Term of office

- a) The term of office of an Executive member begins when the member-
 - i) is elected at an annual general meeting under clause 41); or
 - ii) is appointed to fill a casual vacancy under clause 44).
- b) Subject to clauses 42) and 43), an Executive member holds office for a period of 2 years.
- c) An Executive member may be re-elected.
- d) No member shall be eligible to be a member of the Executive for more than four (4) consecutive terms unless agreed by the majority of members present at a general meeting.

41) Election of the Executive

- a) At the annual general meeting, a separate election must be held for each position of office holder of the Club which is due for election. The order of election to positions is that shown in clause 31). Any person elected to a position is automatically excluded from the positions being selected after this position.

- b) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the eligible members at the meeting.
- c) If only one member has nominated for a position, the chairperson of the meeting must declare the member elected to the position.
- d) If more than one member has nominated for a position, the voting members at the meeting must vote to decide who is to be elected to the position.
- e) Each voting member present at the meeting may vote for one member who has nominated for the position.
- f) A member who has nominated for the position may vote for himself or herself.
- g) The vote shall be conducted by the chairperson of the meeting. The vote shall be conducted either by a show of hands or poll at the chairperson's discretion.
 - i) Process for election by show of hands**
 - (1) If more than one member has nominated for a position, the members at the meeting must vote to decide who is to be elected to the position.
 - (2) if an election is to be held a member who has nominated for the position may vote for himself or herself or any other nominee by advising the Chairperson of their vote.
 - (3) All candidates for election to the position being voted for are to then leave the meeting.
 - (4) The election shall be by a show of hands and will be conducted by the chairperson of the meeting.
 - (5) Each member present at the meeting may vote for one member who has nominated for the position.
 - (6) Once the votes have been counted the members nominated for the position will return to the meeting.
 - (7) The chairperson will advise on the result of the election on the basis of the vote.
 - ii) Process for election by poll**
 - (1) A poll means a process of voting in relation to a matter that is conducted in writing.
 - (2) The poll will be taken at the meeting in the manner determined by the chairperson.
 - (3) The chairperson must declare the result of the election on the basis of the poll.
- h) On the member's election, the new President of the Club may take over as the chairperson of the meeting.

42) Resignation and removal from office

- a) An Executive member may resign from the Executive by written notice given to the Secretary or, if the resigning member is the Secretary, given to the President.
- b) The resignation takes effect —
 - i) when the notice is received by the Secretary or President; or
 - ii) if a later time is stated in the notice, at the later time.
- c) At a general meeting, the Club may by resolution —
 - i) remove an Executive member from office; and
 - ii) elect a member who is eligible under clause 32) to fill the vacant position.
- d) An Executive member who is the subject of a proposed resolution under clause 42)c)i) may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the members.
- e) The Secretary or President may give a copy of the representations to each member or, if they are not so given, the Executive member may require them to be read out at the general meeting at which the resolution is to be considered.

43) When membership of Executive ceases

A person ceases to be an Executive member if the person —

- a) dies or otherwise ceases to be a member; or
- b) resigns from the Executive or is removed from office under clause 42); or
- c) becomes ineligible to accept an appointment or act as an Executive member under clause 32)b);
- d) becomes permanently unable to act as an Executive member because of a mental or physical disability; or
- e) fails to attend 3 consecutive Executive meetings, of which the person has been given notice, without having notified the Executive that the person will be unable to attend.

44) Filling casual vacancies

- a) The Executive may appoint a member who is eligible under clause 32) to fill a position on the Executive that —
 - i) has become vacant under clause 42); or
 - ii) was not filled by election at the most recent annual general meeting.
- b) Subject to the requirement for a quorum under clause 50), the Executive may continue to act despite any vacancy in its membership.

45) Validity of acts

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

Division 4 — Executive meetings

46) Executive meetings

- a) The Executive must meet at least 10 times in each year on the dates and at the times and places determined by the Executive.
- b) The date, time and place of the first Executive meeting must be determined by the Executive members as soon as practicable after the annual general meeting at which the Executive members are elected.
- c) Special Executive meetings may be convened by the President or any 2 Executive members.

47) Notice of Executive meetings

- a) Notice of each Executive meeting must be given to each Executive member at least 48 hours before the time of the meeting.
- b) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- c) Unless 47)d) applies, the only business that may be conducted at the meeting is the business described in the notice.

- d) Urgent business that has not been described in the notice may be conducted at the meeting if the Executive members at the meeting unanimously agree to treat that business as urgent.

48) Procedure and order of business

- a) The President or, in the President's absence, the Vice-President shall preside as chairperson of each Executive meeting.
- b) If the President and Vice-President are absent or are unwilling to act as chairperson of a meeting, the Executive members at the meeting must choose one of them to act as chairperson of the meeting.
- c) The procedure to be followed at an Executive meeting must be determined from time to time by the Executive.
- d) The order of business at an Executive meeting may be determined by the Executive members at the meeting.
- e) A member or other person who is not an Executive member may attend an Executive meeting if invited to do so by the Executive.
- f) A person invited under 48)e) to attend an Executive meeting —
 - i) has no right to any agenda, minutes or other document circulated at the meeting; and
 - ii) must not comment about any matter discussed at the meeting unless invited by the Executive to do so; and
 - iii) cannot vote on any matter that is to be decided at the meeting.

49) Use of technology to be present at Executive meetings

- a) The presence of an Executive member at an Executive meeting need not be by attendance in person but may be by that Executive member and each other Executive member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- b) A member who participates in an Executive meeting as allowed under subclause (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

50) Quorum for Executive meetings

- a) Unless the Executive determines otherwise, the quorum for an Executive meeting shall be a majority (more than 50%) of total Executive members.
- b) Subject to clause 50)e), no business is to be conducted at an Executive meeting unless a quorum is present.
- c) A quorum must be present for the entire Executive meeting.
- d) If a quorum is not present within 30 minutes after the notified commencement time of an Executive meeting —
 - i) in the case of a special meeting — the meeting lapses; or
 - ii) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- e) If —

- i) a quorum is not present within 30 minutes after the commencement time of an Executive meeting held under 50)d)ii); and
- ii) at least 2 Executive members are present at the meeting, those members present are taken to constitute a quorum.

51) Voting at Executive meetings

- a) Each Executive member present at an Executive meeting has one vote on any question arising at the meeting.
- b) A motion is carried if a majority of the Executive members present at the Executive meeting vote in favour of the motion.
- c) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- d) A vote may take place by the Executive members present indicating their agreement or disagreement or by a show of hands, unless the Executive decides that a secret ballot is needed to determine a particular question.
- e) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

52) Minutes of Executive meetings

- a) The Executive must ensure that minutes are taken and kept of each Executive meeting.
- b) The minutes must record the following —
 - i) the names of the Executive members present at the meeting;
 - ii) the name of any person attending the meeting under clause 48)e);
 - iii) the business considered at the meeting;
 - iv) any motion on which a vote is taken at the meeting and the result of the vote.
- c) The minutes of an Executive meeting must be entered in the Club's minute book within 30 days after the meeting is held.
- d) The chairperson must ensure that the minutes of an Executive meeting are reviewed and signed as correct by —
 - i) the chairperson of the meeting; or
 - ii) the chairperson of the next Executive meeting.
- e) When the minutes of an Executive meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - i) the meeting to which the minutes relate was duly convened and held; and
 - ii) the matters recorded as having taken place at the meeting took place as recorded; and
 - iii) any appointment purportedly made at the meeting was validly made.

Division 5 — Standing Committees, Sub Committees and subsidiary offices

53) Standing Committees

- a) The Club shall have four (4) standing committees designated in order of seniority as Bar, Greens, Social and House.

- b) Each committee shall be headed by a Chairperson elected by the members as per clause 41). Each Chairperson shall have the power to appoint or co-opt their own members of committee as they see fit. The duties of each committee are as follows:-
- i) **Bar Committee**
In conjunction with the Approved Manager shall control the activities of the bar in accordance with the terms of the Club License and the provisions of the Liquor Licensing Act, 1988, as amended, and any By-laws from the Executive. No paid staff shall be hired to work at the bar unless approval has been received from the Executive.
 - ii) **Greens Committee**
Shall have full control over the greens with the power to close all or any part thereof by placing a notice on the Greens notice board or by placing an indicating notice on the portion to close.
 - iii) **Social Committee**
Shall arrange and carry out the social fixtures and entertainment of the Club and shall liaise with the Ladies where appropriate.
 - iv) **House Committee**
Shall be responsible for the maintenance of the Club's buildings and property and shall arrange for the regular cleaning of the Club premises.
- c) In the event of the resignation of a committee, the powers vested in that committee shall revert to the Executive pending their appointing a new Chairperson.
- d) Standing Committees will meet when the Chairperson of the relevant committee considers it necessary.

54) Sub Committees and subsidiary offices

- a) To help the Executive in the conduct of the Club's business, the Executive may, in writing, do either or both of the following —
 - i) appoint one or more Sub Committees;
 - ii) create one or more subsidiary offices and appoint people to those offices.
- b) A member of the Executive shall be nominated as an ex-officio member of each Sub-Committee.
- c) A Sub Committee may consist of the number of people, whether or not members, that the Executive considers appropriate.
- d) A person may be appointed to a subsidiary office whether or not the person is a member.
- e) Subject to any directions given by the Executive —
 - i) a Sub Committee may meet and conduct business as it considers appropriate; and
 - ii) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

55) Delegation to Sub Committees and holders of subsidiary offices

- a) In this clause —

non-delegable duty means a duty imposed on the Executive by the Act or another written law.
- b) The Executive may, in writing, delegate to a Sub Committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Executive other than —
 - i) the power to delegate; and

- ii) a non-delegable duty.
- c) A power or duty, the exercise or performance of which has been delegated to a Sub Committee or the holder of a subsidiary office under this clause, may be exercised or performed by the Sub Committee or holder in accordance with the terms of the delegation.
- d) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Executive specifies in the document by which the delegation is made.
- e) The delegation does not prevent the Executive from exercising or performing at any time the power or duty delegated.
- f) Any act or thing done by a Sub Committee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Executive.
- g) The Executive may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF CLUB

56) General meeting

A general meeting is a meeting of the members of the Club.

- a) There are two types of general meetings, namely:
 - i) An annual general meeting, and
 - ii) A special general meeting.

57) Annual general meeting

- a) The Executive must determine the date, time and place of the annual general meeting.
- b) The Club shall hold an annual general meeting each calendar year:
 - i) within 6 months after the end of the Club's financial year, or
 - ii) within a longer period if the Commissioner so allows.
- c) If the Club requires the approval from the Commissioner to hold its annual general meeting within a longer period under subclause 57)b)ii) the Secretary shall ensure that application is made to the Commissioner for such approval no later than 4 months after the end of the financial year.
- d) The notice calling for an annual general meeting shall specify that it is an annual general meeting of the Club and shall comply with clause 57)e).
- e) The ordinary business of the annual general meeting is as follows —
 - i) confirmation of the minutes of the previous annual general meeting,
 - ii) confirmation of the minutes of any special general meeting held since the previous annual general meeting (if the minutes of that special general meeting have not yet been confirmed),
 - iii) elect or appoint Executive members
 - iv) receive the financial statements for the previous financial year, and
 - v) receive
 - (1) the review report on the financial statements for the previous financial year (if any), or
 - (2) the auditor's report on the financial statements for the previous financial year (if any).

- f) Any other business of which notice has been given in accordance with this Constitution may be conducted at the annual general meeting.

58) Special general meetings

- a) Any meeting of members which is not an annual general meeting is a special general meeting.
- b) The Executive may convene a special general meeting.
- c) The Executive must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- d) The members requiring a special general meeting to be convened must —
 - i) make the requirement by written notice given to the Secretary; and
 - ii) state in the notice the business to be considered at the meeting; and
 - iii) each sign the notice.
- e) The special general meeting must be convened within 28 days after notice is given under clause 58)d)i) and may only consider the business stated in the notice by which the requirement was made.
- f) If the Executive does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- g) The Club must reimburse any reasonable expenses incurred by the members convening a special general meeting under 58)f).

59) Proxies

- a) Subject to clause 59)b), a voting member may appoint an individual who is a member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- b) A member may be appointed the proxy for not more than 5 other members.
- c) The appointment of a proxy must be in writing and signed by the member making the appointment.
- d) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- e) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- f) If the Board has approved a form for the appointment of a proxy, the member may use that form or any other form —
 - i) that clearly identifies the person appointed as the member's proxy; and
 - ii) that has been signed by the member.
- g) Notice of a general meeting given to a member under clause 60) must —
 - i) state that the member may appoint an individual who is a member as a proxy for the meeting; and
 - ii) include a copy of any form that the Executive has approved for the appointment of a proxy.
- h) A form appointing a proxy must be given to the chairperson before the commencement of the general meeting for which the proxy is appointed.

- i) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Foundation not later than 24 hours before the commencement of the meeting.

60) Notice of general meetings

- a) The Secretary or, in the case of a special general meeting convened under clause 58)c), the members convening the meeting, must give to each member —
 - i) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - ii) at least 14 days' notice of a general meeting in any other case.
- b) The notice must —
 - i) specify the date, time and place of the meeting; and
 - ii) indicate the general nature of each item of business to be considered at the meeting; and
 - iii) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the Executive under clause 39)b); and
 - iv) if a special resolution is proposed —
 - (1) set out the wording of the proposed resolution; and
 - (2) state that the resolution is intended to be proposed as a special resolution.

61) Presiding member and quorum for general meetings

- a) The President or, in the President's absence, the Vice-President must preside as chairperson of each general meeting.
- b) If the President and Vice-President are absent or are unwilling to act as chairperson of a general meeting, the Executive members at the meeting must choose one of them to act as chairperson of the meeting.
- c) 10 members personally present and entitled to vote shall constitute a quorum for an annual general meeting or special general meeting.
- d) No business is to be conducted at a general meeting unless a quorum is present.
- e) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - i) in the case of a special general meeting — the meeting lapses; or
 - ii) in the case of the annual general meeting — the meeting is adjourned to —
 - (1) the same time and day in the following week; and
 - (2) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- f) If —
 - i) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under 61)e)ii); and
 - ii) at least 2 ordinary members are present at the meeting, those members present are taken to constitute a quorum.

62) Adjournment of general meeting

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

- b) Without limiting 62)a), a meeting may be adjourned —
 - i) if there is insufficient time to deal with the business at hand; or
 - ii) to give the members more time to consider an item of business.
- c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- d) Notice of the adjournment of a meeting under this clause is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with clause 60).

63) Voting at general meeting

- a) On any question arising at a general meeting —
 - i) each member has one vote; and
 - ii) members may vote personally or by proxy.
- b) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- c) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- d) For a person to be eligible to vote at a general meeting as an ordinary member, the ordinary member —
 - i) must have been an ordinary member at the time notice of the meeting was given under clause 60); and
 - ii) must have paid any fee or other money payable to the Club by the member.

64) When special resolutions are required

- a) A special resolution is required if it is proposed at a general meeting —
 - i) to affiliate the Club with another body; or
 - ii) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- b) Clause 64)a) does not limit the matters in relation to which a special resolution may be proposed.

65) Determining whether resolution carried

- a) In this clause —

poll means the process of voting in relation to a matter that is conducted in writing.
- b) Subject to 65)d), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
 - i) carried; or
 - ii) carried unanimously; or
 - iii) carried by a particular majority; or
 - iv) lost.
- c) If the resolution is a special resolution, the declaration under 65)b) must identify the resolution as a special resolution.

- d) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person—
 - i) the poll must be taken at the meeting in the manner determined by the chairperson;
 - ii) the chairperson must declare the determination of the resolution on the basis of the poll.
- e) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- f) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- g) A declaration under clause 65)b) or 65)d) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

66) Minutes of general meeting

- a) The Secretary, or a person authorised by the Executive from time to time, must take and keep minutes of each general meeting.
- b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- c) In addition, the minutes of each annual general meeting must record —
 - i) the names of the ordinary members attending the meeting; and
 - ii) the financial statements or financial report presented at the meeting, as referred to in clause 57)e)iv); and
 - iii) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in clause 57)e)v).
- d) The minutes of a general meeting must be entered in the Club's minute book within 30 days after the meeting is held.
- e) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - i) the chairperson of the meeting; or
 - ii) the chairperson of the next general meeting.
- f) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - i) the meeting to which the minutes relate was duly convened and held; and
 - ii) the matters recorded as having taken place at the meeting took place as recorded; and
 - iii) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

67) Source of funds

The funds of the Club may be derived from annual fees, donations, fund-raising activities, grants, interest and any other sources approved by the Executive.

68) Control of funds

- a) The Club must open an account in the name of the Club with a financial institution from which all expenditure of the Club is made and into which all funds received by the Club are deposited.
- b) Subject to any restrictions imposed at a general meeting, the Executive may approve expenditure on behalf of the Club.
- c) The Executive may authorise the Treasurer to expend funds on behalf of the Club up to a specified limit without requiring approval from the Executive for each item on which the funds are expended.
- d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club must be signed by —
 - i) Two Executive members; or
 - ii) One Executive member and a person authorised by the Executive.
 - iii) Electronic transfer of funds may be effected by one Executive member conditional on two other Executive members authorising payment on paper documents.
- e) All funds of the Club must be deposited into the Club's account within 5 working days after their receipt.

69) Use of common seal

- a) The association may decide to have a common seal on which its corporate name appears in legible characters.
- b) If the association does decide to have a common seal under this rule
 - i) the secretary shall ensure its safe custody, and
 - ii) it shall only be used under resolution of the board.
- c) The association shall sign off on a document without using a common seal (if any) if the document is signed by 2 directors.
- d) The association shall sign off on a document using its common seal (if any), if the fixing of the common seal is witnessed by:
 - i) any 2 directors, or
 - ii) one director and another person authorised by the board.

The secretary shall ensure that every use of the common seal is recorded in the minutes.

70) Financial statements and financial reports

- a) For each financial year, the Executive must ensure that the requirements imposed on the Club under Part 5 of the Act relating to the financial statements or financial report of the Club are met.
- b) Without limiting 70)a), those requirements include the preparation of the financial statements; and —
 - i) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - ii) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - iii) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

PART 8 — GENERAL MATTERS

71) Sale of Liquor

- a) No liquor shall be sold or supplied for consumption elsewhere than on the club premises unless such liquor is removed from the licensed premises by or on the instructions of the member purchasing the liquor.
- b) No liquor shall be sold or supplied to any person under the age of eighteen (18) years and no persons under the age of eighteen years shall be admitted to any portion of the Club premises unless in the company, and under the control of an adult member.
- c) No payment or part payment to any officer or servant of the Club shall be made by way of commission or allowance upon, or out of, money received from the sale of liquor.
- d) No stranger shall be permitted to use the club premises and no member or other person shall admit any stranger to use the club premises.

72) Notice Board

The Club shall have a notice board which shall be affixed to such conspicuous part of the Club premises as the Executive determine.

73) By-laws

- a) Provided that they are not inconsistent with this Constitution or the Associations Act 2015, the Executive may make, amend and repeal By-laws for the management of the Club by way of an ordinary resolution at an Executive meeting.
- b) Any By-laws made under clause 73)a) do not form part of this Constitution and are not required to be lodged with the Commissioner.

74) Giving notices to members

- a) In this clause —

recorded means recorded in the register of members.

- b) A notice or other document that is to be given to a member under this Constitution is taken not to have been given to the member unless it is in writing and —
 - i) delivered by hand to the recorded address of the member; or
 - ii) sent by prepaid post to the recorded postal address of the member; or
 - iii) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

75) Custody of books and securities

- a) Subject to 75)b), the books and any securities of the Club must be kept in the Secretary's custody or under the Secretary's control.
- b) The financial records and, as applicable, the financial statements or financial reports of the Club must be kept in the Treasurer's custody or under the Treasurer's control.
- c) Clauses 75)a) and 75)b) have effect except as otherwise decided by the Executive.
- d) The books of the Club must be retained for at least 7 years.

76) Inspection of documents

- a) A member may request to inspect —
 - i) the register of members; or
 - ii) the record of the names and addresses of Executive members, and other persons authorised to act on behalf of the Club; or
 - iii) any other record or document of the Club.
- b) Despite clause 76)a), the Executive may refuse to permit a member of the Club to inspect or obtain a copy of records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- c) The member must contact the Secretary to make the necessary arrangements for the inspection.
- d) The inspection must be free of charge.
- e) The member may request that a copy of or an extract from a record or document referred to in clause 76)a)iii) is provided, but does not have a right to remove the record or document for that purpose. A reasonable fee, as set by the Executive, may be charged for each page copied.
- f) The member must not use or disclose information in a record or document referred to in 76)a) except for a purpose —
 - i) that is directly connected with the affairs of the Club; or
 - ii) that is related to complying with a requirement of the Act.
- g) The Executive may require a member who requests access to records under clause 76)a) to provide a statutory declaration to the Secretary setting out the purpose of the request and declaring that the purpose is connected with the Club's affairs.

77) Prohibited use of information on members register

A member shall not use or disclose the information on the members register:

- a) To gain access to information that a member has deliberately denied to them (for example, in relation to a social, family or legal difference or dispute involving the latter member),
- b) To contact, send material to the Club or a member for the purpose of advertising for political, religious, charitable or commercial purposes, or
- c) For any other purpose unless the use of the information:
 - i) is approved by the Executive, and
 - ii) for a purpose directly connected:
 - iii) to the Club's affairs, or
 - iv) to the provision of information to the Commissioner under the Associations Act 2015.

78) Publication by Executive members of statements about Club business prohibited

An Executive member must not publish, or cause to be published, any statement about the business conducted by the Club at a general meeting or Executive meeting unless —

- a) the Executive member has been authorised to do so at an Executive meeting; and
- b) the authority given to the Executive member has been recorded in the minutes of the Executive meeting at which it was given.

79) Distribution of surplus property on cancellation of incorporation or winding up

- a) In this clause —

surplus property, in relation to the Club, means property remaining after satisfaction of —

- i) the debts and liabilities of the Club; and
- ii) the costs, charges and expenses of winding up or cancelling the incorporation of the Club,

but does not include books relating to the management of the Club.

- b) On the cancellation of the incorporation or the winding up of the Club, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

80) Changes to the Constitution

- a) No rule shall be amended or repealed, nor shall any new rule be made except by the vote of not less than 75% of the members at a General Meeting. Within 28 days of making the amendments to the Rules, the Secretary shall send or deliver a copy of the Constitution and Special Resolution of the General Meeting to the Commissioner for Consumer Protection, Department of Commerce. Both the office of the Director for Liquor and Licensing and the Western Australian Bowling Association Inc. shall be sent a certified copy.
- b) Changes to the Club's Constitution do not become effective until:
 - i) The required documents are lodged with the Commissioner.
 - ii) The Commissioner's written approval is received by the Club.
- c) Notices of motion to repeal, alter or suspend any Rules shall be given to the Secretary at least 21 days preceding the Annual or Special Meeting, at which the motion shall be presented. The Secretary shall exhibit the proposal on the Club's noticeboard at least 14 days prior to such a meeting.