

# BUSSELTON CITY FC INC.

## Constitution

Draft for Adoption

Date - 6 MAY 2019

*Proposed by: Steve Gibson*

*Seconded by: Bryan Caddick*

*For members to consider and pass as a Special Resolution:*

*“That in accordance with the obligations arising from the Associations Incorporation Act 2015 (WA) the Constitution contained in this draft be approved and adopted as the Constitution of Busselton City FC Inc. in substitution for, and to the exclusion of the existing Constitution of Busselton City FC Inc.”*

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## PART 1 - PRELIMINARY

### 1. Name of Association

The name of the Association is the **BUSSELTON CITY FC (Inc)**. The colours of the Club shall be black, red and white.

### 2. Objects

- (1) The principal objects are to;
- (a) promote, develop and manage the game of football in the City of Busselton region;
  - (b) acquire, develop and maintain premises for the benefit of all members;
  - (c) promote and conduct competitions and events at Club level;
  - (d) promote, protect and represent the interests of all members;
  - (e) maintain a strong affiliation with South West Soccer Association, Leeuwin Naturaliste Junior Soccer Association, Football Federation South West, Football West and Football Federation of Australia and any other association whose objects are similar;
  - (f) promote the health, social and community benefits of playing, coaching and administrating the sport of football.
- (2) An ancillary object is to maintain a club liquor licence, in accordance with the Liquor Act and its amendments to enable the club to provide an additional service to its members.

### 3. Quorum for Committee Meetings

At a committee meeting 5 committee members constitute a quorum for the conduct of the business of a committee meeting.

### 4. Quorum for General Meetings

At a general meeting 5 financial members constitute a quorum for the conduct of the business of a general meeting.

### 5. Financial Year

The financial year shall commence on 1 December each year and shall conclude on the 30<sup>th</sup> November of the following year.

### 6. Terms Used

In these rules, unless the contrary intention appears —

**Act** means the *Associations Incorporation Act 2015*;

**AGM** means the Annual General Meeting;

**books**, of the Club, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

**by-laws** means the operational guidelines, policies and procedures as determined by the SWSA and LNJSA

**club** means the Busselton City FC Inc.;

**Club Premises** means all land, building and structures thereon of which The Club is the bona fide occupier;

**committee** means the management committee of the Club;

**delegate** means the person/s elected or appointed from time to time by a team to act for and on behalf of that team and represent the team at General Meetings or otherwise;

**financial records** include:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (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 statements** mean the financial statements in relation to the Club required under Part 5 Division 3 of the Act;

**financial year** means from 1 November in any year;

**FFA** means Football Federation Australia;

**FFSW** means Football Federation South West;

**FW** means Football West;

**general meeting** means a meeting of the Club that all members are entitled to receive notice of and to attend;

**Liquor Act** means the Liquor Control Act 1988, its amendments and any other legislation that may come into force to replace or supplement this Act;

**LNJSA** means Leeuwin Naturaliste Junior Soccer association

**member** means a person who is an ordinary member of the Club;

**register of members** means the register of members referred to in section 53 of the Act;

**rules** mean the section of this Constitution;

**SWSA** means South West Soccer Association;

**special general meeting** means a meeting convened in accordance with rule 60, at which only business that has been described in the notice may be transacted;

**special resolution** means a resolution passed by three-fourths of the members present and eligible to vote at a general meeting in accordance with section 51 of the Act;

**subcommittee** means a subcommittee appointed by the committee under rule 57.

## **PART 2 - ASSOCIATION TO BE NOT FOR PROFIT BODY**

### **7. Not-For-Profit Body**

- (1) The property and income of the Club must be applied solely towards the promotion of the objects 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.
- (2) A payment may be made to a member out of the funds of the Club only if it is authorised under subrule (3).
- (3) A payment to a member out of the funds of the Club is authorised if it is —
  - (a) 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
  - (b) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

## 8. Powers of the Club

Subject to the Act, the Club may do all things necessary to carry out its objects in a lawful manner, including but not limited to:

- (a) raise money by affiliation fees, registration fees, subscriptions, levies, grants, sponsorship or otherwise;
- (b) acquire, hold, deal with, lease, exchange, hire or dispose of any real or personal property;
- (c) contract, pay and dismiss employees as deemed necessary to further the objects of the Club;
- (d) open and operate bank accounts;
- (e) enter into any contract it considers necessary or desirable;
- (f) make charges for services and facilities it supplies; and
- (g) do other things necessary or incidental to carrying out the objects.

## PART 3 - MEMBERSHIP

### 9. Membership Classes

- (1) The Ordinary Members of the Club shall consist of:
  - (a) **Senior Members:** Registered players, aged 18 or older, who will be entitled to vote and to hold any office position;
  - (b) **Junior Members:** Registered players under the age of 18 years. Junior members shall have no voting rights nor be entitled to hold office position. Junior Members will automatically become Senior Members upon turning the age of 18. One parent or guardian of a junior member may vote on behalf of the Junior Member.
  - (c) **Non-Playing Members:** Coaches, managers and committee members who represent the Club in an official capacity. Non-playing members shall be entitled to vote and to hold any office.
  - (d) **Life Members:** may attend General Meetings, shall be entitled to vote and to hold any office position.
  - (e) **Honorary Members** – Membership that may be granted to Club Patrons, Sponsors and any other such persons as the Committee may decide from time to time. Honorary members shall not be entitled to vote and to hold any office.
- (2) No member can belong to more than one class of membership.

### 10. Creation of New Categories

- (1) The Committee has the right and power to create new categories of Associate membership with such rights, privileges and obligations as are determined applicable.

### 11. Life Members

- (1) The criteria for life membership shall be set out in accordance with the club document entitled 'Criteria for BCFC Life Membership'
- (2) The Club may upon recommendation of the Committee consider the nomination for Life Member at the AGM;
- (3) A resolution of the AGM Meeting to confer life membership must be passed by a special resolution with a 75% majority vote.
- (4) In the exceptional circumstances that a Life Member joins or forms a competing Club, they are deemed to have created a conflict of interest and hereby rescind all rights to vote on matters associated with The Club of which they have been a Life Member.
- (5) To be eligible for Life Membership, a member must have provided outstanding service to the Club for at least 10 years, in promoting the objects.

## **12. Deeming Provisions**

All persons who were individual members or life members of the Club prior to the time of approval of this Constitution under the Act, shall continue to be acknowledged as individual members and Life Members, and will be entitled to such benefits as was conferred on them by the Club.

## **13. Application for Membership**

- (1) An application for new membership by individuals must:
  - (a) support the objects of the club;
  - (b) register with the club via the prescribed registration process as advised annually by the Committee
  - (c) be accompanied by the appropriate fee prior to the commencement of the season unless approved by Committee.

## **14. Discretion to Accept or Reject Applications**

- (1) The Committee must consider each application for membership to the Club and decide whether to accept or reject the application, without giving reason.
- (2) The Committee must not accept an application unless the applicant —
  - (a) meets the eligibility and application requirements under rule 13;
- (3) The Committee may reject an application even if the applicant —
  - (a) is eligible and has applied under rule 13.
- (4) The Secretary or Registrar must notify the applicant of the outcome of their application within a reasonable time period.
- (5) Where the Committee rejects an application, the Club shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club.
- (6) If the Committee approves the membership application, the Secretary or Registrar must:
  - (a) notify the applicant; and
  - (b) within 28 days after the person becomes a member, enter the person's name in the register.

## **15. Membership Obligation and Rights**

- (1) Each person admitted to membership shall be:
  - (a) bound by the Club constitution and rules;
  - (b) entitled to all privileges of the specified membership;
  - (c) bound by all resolutions passed at a General meeting, whether they are present or not at the meeting;
  - (d) provided with a copy of the Club's constitution and rules or directed to the club website to be able to access the documents on-line.
- (2) Senior, Junior and Non-Playing members have all the rights provided to members under this constitution, including (but not limited to) the right to:
  - (a) receive notices from the Club;
  - (b) attend, request the convening of and vote at all General meetings of the club (a parent of a junior player); and
  - (c) be elected or appointed to the committee or any sub-committee of the club (a parent of a junior player);.
- (3) Life Members are not required to pay membership fees.
- (4) Any other class of Associate membership created will have the rights given to them in accordance with rule 10.

## **16. When Membership Ceases**

- (1) A person ceases to be a member when any of the following takes place —
  - (a) the individual dies;
  - (b) the person resigns from the Club under rule 17;
  - (c) the person is expelled from the Club under rule 23;
  - (d) the person ceases to be a member under rule 19(4).

## **17. Resignation**

- (1) A member may resign from the Club by giving written notice to the committee of such intention to withdraw or resign;
- (2) Upon the date the notice is received by the Secretary or President, the member shall cease to be a member.
- (3) The Secretary must keep a record, for at least one year after a person ceases to be a member, of —
  - (a) the date on which the person ceased to be a member; and
  - (b) the reason why the person ceased to be a member.

## **18. Rights Not Transferable**

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

## **19. Membership Fees**

- (1) The annual membership subscription, fees and any levies payable by members (or any category of members) to the Club shall be as determined by the Committee from time to time.
- (2) Each member must pay the membership subscription, fees and any levies payable to the Treasurer, or another person authorised by the committee to receive payments, as and when decided by the committee.
- (3) The Committee may:
  - (a) set different Membership Fees for different Members; and
  - (b) in its absolute discretion may waive all or part of a Membership Fee payable by any particular member.
- (4) Any member who has not paid all monies due and payable to the Club by the advised date shall have all rights immediately suspended;
- (5) Such rights will be suspended until the monies are fully paid or otherwise, at the Committee's discretion.
- (6) If a person who has ceased to be a member under subrule (4), offers to pay the membership fee after the period referred to in subrule (4) —
  - (a) the committee may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## **20. Register of Members**

- (1) The Secretary (or another person authorised by the Committee) shall maintain the register of members and record in that register any change in the membership within 28 days of the change occurring.
- (2) Under section 53(2) of the Act the register must include each member's name and —
  - (a) A contact, postal, residential or email address of each member,
  - (b) The class of membership held by the member, and
  - (c) The date on which the person became a member.
- (3) A record of committee members and other persons authorised to act on behalf of the Club is required to be maintained by the Secretary.
- (4) The register of members and committee must be kept at the Secretary's place of residence, or at another place determined by the committee.

## **21. Inspection of Register**

- (1) Any member can inspect the register free of charge, at a time and place mutually convenient to the club and member.
- (2) A member must contact the Secretary and President to request the inspection.

- (3) The member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (4) 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 the purpose is connected with the affairs of the Club.

## **PART 5 - DISCIPLINARY ACTION, DISPUTES AND MEDIATION**

### **22. Disciplinary Action**

- (1) Where the Committee is advised or considers that a member has allegedly:
  - (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the rules of the Club, the code of conduct or any resolution or determination of the committee or any duly authorised committee; or
  - (b) acted in a manner unbecoming of a member or prejudicial to the objects and interests of the Club and/or the sport of football; or
  - (c) brought the Club or the sport of football into disrepute;the Committee may commence or cause to be commenced disciplinary proceedings against that Member.
- (2) The member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms as set out in these rules.
- (3) The Secretary must give the member written notice of the proposed suspension or expulsion at least 14 days before the Committee meeting at which the proposal is to be considered by the Committee.
- (4) The notice given to the member must state:
  - (a) when and where the Committee meeting is to be held; and
  - (b) the grounds on which the proposed suspension or expulsion is based; and
  - (c) that the member or the member's representative, may attend the meeting and
  - (d) be given reasonable opportunity to make written or oral (or both) submissions to the Committee about the proposed suspension or expulsion.
- (5) At the committee meeting, the committee must:
  - (a) give due consideration to any submissions so made; and
  - (b) decide whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
  - (c) whether or not to expel the member from the Club.
- (6) A decision of the Committee to suspend the member's membership or to expel the member from the Club takes immediate effect.
- (7) The Committee must give the member written notice of the Committee's decision, and the reasons for the decision, within 7 days after the Committee meeting at which the decision is made.
- (8) A member whose membership is suspended or who is expelled from the Club may, within 7 days after receiving notice of the Committee's decision, give written notice to the Secretary requesting:
  - (a) an appeal hearing on the condition that only new information not available at the time of the original meeting is presented. If no new information is available an appeals hearing cannot be requested; and/or
  - (b) request the appointment of an independent mediator under Rule 29.
- (9) If notice is given under sub-rule (7), the member who gives the notice and the Committee are the parties to the mediation.

### **23. Suspension or Expulsion**

- (1) A member whose membership is suspended or who is expelled from the Club, will be given written notice of the outcome.
- (2) During the period a member's membership is suspended the member —
  - (a) loses any rights (including voting rights) arising as a result of membership; and
  - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Club.
- (3) When a member's membership is suspended, the secretary must record in the register —
  - (a) that the member's membership is suspended; and
  - (b) the date on which the suspension takes effect; and
  - (c) the period of the suspension.
- (4) 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.

### **24. Resolving Disputes**

- (1) This rule applies to:
  - (a) disputes between members; or
  - (b) disputes between the club and one or more member;that arise under the rules or relate to the rules of the Club.
- (2) In this rule '*member*' includes any former member whose membership ceased not more than three months before the dispute occurred.

### **25. Parties to Attempt to Resolve Disputes**

- (1) 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.

### **26. How the Grievance Procedure is Started**

- (1) If the parties are unable to resolve the dispute between themselves within the time required, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of —
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- (2) Within 7 days after the Secretary is given the notice, a Disputes Committee meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give each party to the dispute written notice of the Disputes Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
  - (a) when and where the Disputes Committee meeting is to be held; and
  - (b) that the party may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Disputes Committee about the dispute.
- (5) If —
  - (a) the dispute is between one or more members and the Club; and
  - (b) any party to the dispute gives written notice to the Secretary stating that the party —
    - (i) does not agree to the dispute being determined by the Disputes Committee; and
    - (ii) requests the appointment of a mediator under rule 29,the committee must not determine the dispute.

### **27. Determination of Dispute by Committee**

- (1) At the Disputes Committee meeting at which a dispute is to be considered and determined, the Committee must —
  - (a) give each party to the dispute a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute; and
  - (b) give due consideration to any submissions so made; and

- (c) determine the dispute.
- (2) The Committee must give each party to the dispute written notice of the Disputes Committee's determination, and the reasons for the determination, within 7 days after the meeting at which the determination is made.
- (3) A party to the dispute may, within 7 days after receiving notice of the Committee's determination request the appointment of a mediator under rule 29.
- (4) If notice is given under sub-rule (3), each party to the dispute is a party to the mediation.

## **28. Application of Mediation Rule**

- (1) This section applies if written notice has been given to the Secretary requesting the appointment of a mediator —
  - (a) by a member; or
  - (b) by a party to a dispute under rule 26(5)(b)(ii) or rule 27(3).
- (2) If this section applies, a mediator must be chosen or appointed under rule 29.

## **29. Appointment of a Mediator**

- (1) The mediator must be a person chosen —
  - (a) if the appointment of a mediator was requested; and
  - (b) by agreement between the member and the Committee; or
  - (c) by agreement between the parties to the dispute.
- (2) If there is no agreement, then the Committee must appoint the mediator.
- (3) The person appointed as mediator by the Committee must be
  - (a) a person who acts as a mediator for a similar not-for-profit body or is recommended by FW; and
  - (b) must not have a personal interest in the matter that is subject of the mediation; and
  - (c) must not be biased in favour of or against any party of the mediation.

## **30. Mediation Process**

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
  - (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **31. If Mediation Results in Decision to Suspend or Expel Being Revoked**

- If —
  - (a) mediation takes place because a member whose membership is suspended or who is expelled from the Club gives notice under rule 28; and
  - (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a Committee meeting or General meeting during the period of suspension or expulsion.

## **PART 6 - EXECUTIVE COMMITTEE**

### **32. Executive Committee Members**

The affairs of the Club will be managed by a committee consisting of:

- (1) The following office holders:
  - (a) the President;
  - (b) Vice President
  - (c) the Secretary;
  - (d) the Treasurer;
  - (e) the Registrar
  - (f) Junior Representative and
  - (g) any other office holders designed by the committee from time to time; and
- (2) such number of ordinary Committee members as the Committee thinks fit.
- (3) The minimum number of Committee members shall be seven (7)

### **33. Powers of the Committee**

- (1) The Executive Committee of the Club has the power to manage the affairs of the Club.
- (2) Subject to the Act, the Constitution, club rules and any resolution passed at a general meeting, the committee has the power to do all things necessary or convenient for the proper management of the affairs of the Club.
- (3) The Committee must take all reasonable steps to ensure that the Club complies with the Act, the Constitution and club rules
- (4) To determine from time to time the conditions on which and time when, members may use the property of The Club or any part or parts thereof, and when and under what conditions
- (5) To determine what person (if any) not being members of The Club shall be permitted to use the premises of The Club or any part or parts thereof and during what time and under what conditions.

### **34. Responsibilities of Committee Members**

- (1) A Committee Member must exercise their powers and discharge their duties:
  - (a) with a degree of care and diligence that a reasonable person would exercise in the circumstances;
  - (b) in good faith in the best interests of the Club and for a proper purpose.
- (2) A Committee member or former Committee member must not improperly use information obtained because they are a Committee Member to:
  - (a) gain an advantage for themselves, their team or another person; or
  - (b) cause detriment to the Club.
- (3) A Committee member having any material personal interest in a matter being considered at a Committee meeting must:
  - (a) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Committee; and
  - (b) agree with the Committee on the most appropriate manner to handle the disclosure of interest as set out in the by-laws;
  - (c) not be present while the matter is considered at the meeting or vote on the matter; and
  - (d) ensure the nature and extend of the interest is disclosed at the next General meeting.

- (4) The Secretary or delegated officer must record every disclosure made by a Committee member under rule 34(3) in the minutes of the Committee meeting at which the disclosure is made.
- (5) No Committee member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Club unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee meeting.
- (6) 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:
  - (a) an indictable offence in relation to the promotion, formation or management of a body corporate; or
  - (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
  - (c) an offence under Part 4 Division 3 or section 127 of the Act; unless the person has obtained the consent of the Commissioner; or
  - (d) an indictable offence involving inappropriate dealings and interaction with children.
- (7) 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.

### **35. Payment to Executive Committee Members**

- (1) The Club must not pay fees to a Committee member for acting as a Committee Member.
- (2) The Committee may consider out-of-pocket travel and accommodation expenses incurred in connection with the attendance at Committee meetings and General meetings.

### **36. Duty of President**

- (1) It is the duty of the President, or in the absence of the President, then the Vice President to
  - (a) consult with the Secretary regarding the business to be conducted at each committee meeting and general meeting;
  - (b) convene and preside at Committee meetings and preside at special and general meetings provided for in these rules;
  - (c) ensure that the minutes of a General meeting or Committee meeting are reviewed and signed as correct;
  - (d) report activities to the members at the AGM;
  - (e) carry out any other duty under these rules or by the Committee.
- (2) In the absence of the President from a committee or general meeting, the Vice President will chair the meeting.

### **37. Duty of Secretary**

- (1) The Secretary has the following duties —
  - (a) unless another member is authorised by the committee to do so, maintain on behalf of the Club the register of members, and record in the register any changes in the membership;
  - (b) co-ordinate the Club's correspondence;
  - (c) consult with the President regarding the business to be conducted at each committee meeting and general meeting;
  - (d) prepare the notices required for meetings and for the business to be conducted at meetings;
  - (e) recording in the minutes disclosures of material personal interest of Committee members made at Committee meetings and General meetings;
  - (f) maintain on behalf of the Club an up-to-date copy of these rules;
  - (g) maintain on behalf of the Club a record of Committee members and other persons authorised to act on behalf of the Club;
  - (h) in conjunction with the Registrar enter in an Excel spreadsheet provided for that purpose, the name in full and the addresses of all members of The Club for the time being and the date of the last payment by each member of his/her subscription
  - (i) ensure the safe custody of the books of the Club, other than the financial records, financial statements and financial reports;
  - (j) maintain full and accurate minutes of Committee meetings and General meetings;
  - (k) carry out any other duty given to the Secretary under these rules or by the committee.

### **38. Duty of Treasurer**

- (1) The Treasurer has the following duties —
  - (a) ensure that any amounts payable to the Club are collected and issuing receipts for those amounts in the Club's name;
  - (b) pay all monies into such account or accounts of the Club, as the Committee from time to time direct;
  - (c) make payments from the funds of the club by cheque or Electronic Funds Transfer (EFT) on the authority of two committee, as approved by the committee;
  - (d) ensure that any payments to be made by the Club have been authorised by the committee or at a general meeting are made on time;
  - (e) in conjunction with the Registrar enter in an Excel spreadsheet provided for that purpose, the name in full and the addresses of all members of The Club for the time being and the date of the last payment be each member of his/her subscription
  - (f) ensure that the Club complies with the relevant requirements of Part 5 of the Act;
  - (g) report to the Committee on the financial status and performance of the club;
  - (h) ensure the safe custody of the Club's financial records, financial statements and financial reports;
  - (i) coordinate the preparation of the Club's financial statements before their submission to the AGM;
  - (j) provide any assistance required by an auditor during the review of the Club's financial statements;
  - (k) carry out any other duty given to the Treasurer under these rules or by the committee.

### **39. Duty of Vice President**

- (1) The Vice President has the following duties -
  - (a) oversee and ensure all sub-committees are responsible and accountable;
  - (b) provide support and assistance to the President;
  - (c) in the absence of the President, undertake all the roles and responsibilities of the President;
  - (d) carry out any other duty given to the Vice President under these rules or by the committee.

### **40. Eligibility for Committee**

- (1) Any person may become an Committee member either:
  - (a) by election at an annual general meeting; or
  - (b) by appointment of the Committee under rule 46.
- (2) A person is eligible for election to the Committee if they:
  - (a) are aged 18 or over; and
  - (b) are a Member or a parent of a junior member; and
  - (c) are not disqualified from being an office holder of the Committee under sections 39 and 40 of the Act; and
  - (d) satisfy any eligibility requirements determined by the Committee from time to time.

### **41. Nomination of Committee Members**

- (1) A member who wishes to be elected to the Committee must send a nomination to the Secretary at least 7 days before the AGM, indicating whether they wish to nominate for an office holder position or as an ordinary Committee member.
- (2) A nomination must be in writing in such form as is approved by the Committee from time to time and signed by the member.
- (3) In the nomination form the member must certify that they are eligible to be elected to the Committee in accordance with rule 34.

### **42. Election of Committee**

- (1) Subject to the Act, the Club may by resolution appoint or remove a Committee member from the Committee.
- (2) At the conclusion of each AGM, each Committee member's term of office ends and all positions on the Committee, whether as office holder or general Committee member, are open for election.

- (3) There must be a separate election for each position on the Committee, whether as office holder or ordinary Committee member.
- (4) A person may be elected to more than one position on the Committee.
- (5) If the number of nominations received for the Committee is equal to the number of vacancies to be filled, the Chairperson must declare the members elected to the position.
- (6) If the number of nominations received for the Committee is less than the vacancies to be filled, the meeting may call for nominations from the members attending the AGM.
- (7) If the number of nominations received for the Committee is greater than the vacancies to be filled, the meeting must vote in accordance with procedures that have been determined by the Committee to decide who is to be elected to the position.
- (8) A member who has nominated for a position may vote for themselves.
- (9) On the member's election, the new President of the Club may take over as the Chairperson of the meeting.
- (10) Any person elected to the Committee who has not completed a nomination in accordance with rule 41 must within 14 days confirm in writing to the Committee their eligibility under rule 34. If the person is not eligible, their appointment to the Committee is deemed not to have taken place.

#### **43. Term of Committee**

- (1) The term of office of an Committee member begins when the member —
  - (a) is elected at the AGM or
  - (b) is appointed to fill a casual vacancy under rule 46.
- (2) The term of office of a committee member ends at the conclusion of the next annual general meeting, or otherwise under rule 44.
- (3) All positions shall be eligible for re-election, subject to being re-elected under rule 40.

#### **44. Vacancy on the Committee**

- (1) A Committee member's term of office ends and that office becomes vacant if the Committee member:
  - (a) resigns from the committee by giving written notice to the Secretary or President;
  - (b) dies;
  - (c) is, or becomes ineligible at act as a Committee member under rule 34(6) or 34(7);
  - (d) becomes physically or mentally incapable of performing the duties and the Committee resolves that their office be vacated for that reason;
  - (e) is absent for more than 3 consecutive meetings without leave of absence;
  - (f) ceases to be a member; or
  - (g) is the subject of a special resolution passed by members to terminate their appointment as a Committee member.

#### **45. Return of Books and Records**

- (1) Under section 41 of the Act the Committee member, as soon as practicable after their term of office ends, must deliver to the Committee all of the relevant documents and records they hold pertaining to the management of the Club's affairs.
- (2) The Committee may require the outgoing Committee member to certify in writing that, having complied with sub-rule(1), they have destroyed all remaining electronic copies of books, records and documents of the Club.

#### **46. Filling Casual Vacancies**

- (1) The Committee may appoint a member who is eligible to fill a position on the committee that —
  - (a) has become vacant under rule 44; or
  - (b) was not filled by election at the AGM.
- (2) The vacancy shall be filled until the next AGM of the Club.
- (3) Subject to the requirement for a quorum under rule 3, the Committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer Committee members than required for a quorum under rule 3, the Committee may act only for the purpose of —

- (a) appointing Committee members under this rule; or
- (b) convening a General meeting.

## **PART 7 - COMMITTEE MEETINGS**

### **47. Committee Meetings**

- (1) The Committee must meet monthly on the dates and at the times and places determined by the Committee.
- (2) The date, time and place of the first Committee meeting must be determined by the Committee members as soon as practicable after the AGM at which the Committee members are elected and appointed.
- (3) Special committee meetings may be convened by the President, Secretary or any 3 committee members.

### **48. Notice of Committee Meetings**

- (1) Notice of each Committee meeting must be given to each Committee member at least one week before the time of the meeting.
- (2) 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.
- (3) Unless sub-rule(4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Committee members at the meeting unanimously agree to treat that business as urgent.

### **49. Procedure and Order of Business**

- (1) The President or, in the President's absence, the Vice-President must preside as Chairperson of each Committee meeting.
- (2) If the President or Vice President is absent or unwilling to act as Chairperson of a meeting, the Committee members at the meeting must choose one of them to act as Chairperson of the meeting.
- (3) The procedure to be followed at a Committee meeting will be determined from time to time by the Committee.
- (4) The order of business at a Committee meeting may be determined by the committee members at the meeting.
- (5) A member or other person who is not a committee member may attend a Committee meeting if invited to do so by the Committee.
- (6) A person invited under sub-rule (5) to attend a Committee meeting —
  - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
  - (b) must not comment about any matter discussed at the meeting unless invited by the Committee to do so; and
  - (c) can't vote on any matter that is to be decided at the meeting.

### **50. Use of Technology at Committee Meetings**

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

### **51. Quorum for Committee Meetings**

- (1) No business is to be conducted at a Committee meeting unless a quorum is present.

- (2) At a Committee meeting 5 members constitute a quorum for the conduct of the business of a Committee meeting.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting —
  - (a) in the case of a Special meeting — the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (4) If —
  - (a) a quorum is not present within 30 minutes after the commencement time of a Committee meeting held under sub-rule (3)(b); and
  - (b) at least 4 committee members are present at the meeting, those members present are taken to constitute a quorum.

## **52. Voting at Committee Meetings**

- (1) Each Committee member present at a Committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Committee members present at the Committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the President (or Chairperson, if not the President) has a second or casting vote.
- (4) A vote may take place by the Committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a decision.
- (5) If a secret ballot is needed, the President or Chairperson must decide how the ballot is to be conducted.

## **53. Minutes of Committee Meetings**

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following —
  - (a) the names of the Committee members present at the meeting;
  - (b) the name of any additional persons attending the meeting under rule 49(5);
  - (c) the business considered at the meeting;
  - (d) any motion on which a vote is taken at the meeting and the result of the vote;
  - (e) the disclosure of a committee member's material personal interest in a matter being considered at a committee meeting.
- (3) The Chairperson must ensure that the minutes of a Committee meeting are reviewed and passed as correct by —
  - (a) the Chairperson of the meeting; or
  - (b) the Chairperson of the next Committee meeting.
- (4) When the minutes of a Committee meeting have been passed as correct they are, until the contrary is proved, evidence that —
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any appointment purportedly made at the meeting was validly made.

## **54. Subcommittees and Subsidiary Offices**

- (1) To help the committee in the conduct of the Club's business the committee may, in writing, do either or both of the following —
  - (a) appoint one or more subcommittees;
  - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) The duties of Secretary or Treasurer may be vested in a subsidiary office of the club who shall hold office as the Committee determines.
- (3) A person appointed to a subsidiary office shall have no voting rights.

- (4) A subcommittee may consist of the number of people, whether or not members, the committee considers appropriate.
- (5) Each subcommittee must include at least one member of the committee.
- (6) Subject to any directions given by the Committee —
  - (a) a subcommittee may meet and conduct business as it considers appropriate; and
  - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

## 55. Delegation to Subcommittees and Holders of Subsidiary Offices

- (1) In this rule —
 

**non-delegable duty** means a duty imposed on the Committee by the Act or another written law.
- (2) The Committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the committee other than —
  - (a) the power to delegate; and
  - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Committee from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Committee.
- (7) The Committee may, in writing, amend or revoke the delegation.

## PART 8 - GENERAL MEETINGS

### 56. Annual General Meeting (AGM)

- (1) The committee must determine the date, time and place of the AGM.
- (2) The AGM must be held within 2 months of the end of the club's financial year.
- (3) A notice convening the AGM shall be sent to all members.
- (4) The ordinary business of the annual general meeting is as follows —
  - (a) to confirm the minutes of the previous Club's AGM and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
  - (b) receive and consider the committee's annual report on the Club's activities during the preceding financial year; and
  - (c) if a Tier 1 Association, receive the financial statements of the Club for the preceding financial year;
  - (d) if a Tier 2 Association or a Tier 3 Association, receive the financial report for the preceding financial year;
  - (e) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
  - (f) elect the office holders and committee members of the Club;
  - (g) vote on any life membership nominations;
  - (h) appoint an auditor/s for the following 12 months in accordance with the Act (if required); and
  - (i) any other business of which notice has been given in accordance with these rules may be conducted at the AGM.
- (5) Any other business of which notice has been given in accordance with these rules may be conducted at the AGM.

## **57. Special General Meetings**

- (1) The Committee may convene a Special General meeting.
- (2) The Committee must convene a Special General meeting if at least 20% of the members require a Special General meeting to be convened.
- (3) The members requiring a Special General meeting to be convened must —
  - (a) make the request in writing to the Secretary; and
  - (b) state in the notice the special resolution to be considered at the meeting; and
  - (c) each sign the notice.
- (4) The Special General meeting must be convened within 28 days after notice under sub-rule(3).
- (5) If the committee 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.
- (6) A Special General meeting convened by members under sub-rule(5) —
  - (a) must be held within 3 months after the date the original requirement was made; and
  - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Club must reimburse any reasonable expenses incurred by the members convening a Special General meeting under sub-rule(5).
- (8) A special resolution may be moved either at a Special General meeting or at an AGM, but all members must be given not less than 21 days notice of the meeting in which a special resolution is to be proposed.
- (9) The special resolution must be passed by not less than three-quarters of the eligible and presiding voting members of the Club.

## **58. Notice of General Meetings**

- (1) A General meeting may be held on the dates and at the times and places determined by the Committee.
- (2) The Secretary or, in the case of a Special General meeting convened under rule 57, the members convening the meeting, must give to every member —
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a General meeting in any other case.
- (3) The notice must —
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if the meeting is the AGM, include the names of the members who have nominated for election to the Committee under rule 42 and rule 46; and
  - (d) if a special resolution is proposed —
    - i. set out the wording of the proposed resolution as required by section 51(4) of the Act; and
    - ii. state that the resolution is intended to be proposed as a special resolution; and
    - iii. comply with rule 57.

## **59. Presiding Member and Quorum for General Meetings**

- (1) The President or, in their absence, a Vice President will be appointed from the Committee members, to preside as Chairperson of any General meeting.
- (2) No business is to be conducted at a General meeting unless a quorum is present.
- (3) At a general meeting 5 financial members who are eligible to vote will constitute a quorum for the conduct of business at a General meeting.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
  - (a) the meeting is adjourned to —

- (i) the same time and day in the following week; and
- (ii) 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.

## 60. Proxies

- (1) No proxy votes will be considered at General meeting, Special meetings or Committee meetings.

## 61. Adjournment of General Meetings

- (1) The Chairperson of a General meeting at which a quorum is present may, with the consent of the majority of the members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned —
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

## 62. Voting at General Meetings

- (1) On any question arising at a General meeting each eligible voting member has one vote.
- (2) If votes are divided equally on a question, the President (or in the President's absence, the Vice-President) has a second or casting vote.

## 63. When Special Resolutions are Required

- (1) A special resolution must be moved at a General meeting where notice of the special resolution has been given.
- (2) A special resolution is required if it is proposed at a General meeting —
  - (a) to affiliate the club with another body; or
  - (b) amend the name of the Club; or
  - (c) amend the rules; or
  - (d) voluntarily wind up the Club; and
  - (e) cancel incorporation.
- (3) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.
- (4) Notice of a special resolution must:
  - (a) be in writing;
  - (b) include the place, date and time of the meeting;
  - (c) include the intention to propose a special resolution; and
  - (d) give notice to all members.

## 64. Determining Whether Resolution Carried

- (1) In this rule —  
**poll** means the process of voting in relation to a matter that is conducted in writing.
- (2) At a General meeting:
  - (a) An ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands; and
  - (b) A special resolution put to the vote will be decided in accordance with section 24 of the Act, and if a poll is demanded, in accordance with sub-rule(3).
- (3) If a poll is demanded on any question by the Chairperson of the meeting or by at least 3 other members present in person —
  - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
  - (b) the Chairperson must declare the determination of the resolution on the basis of the poll;
  - (c) the poll must be taken immediately.

## **65. Minutes of General Meeting**

- (1) The Secretary, or a person authorised by the Committee from time to time, must take and keep minutes of each General meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each AGM must record —
  - (a) the names of the members attending the meeting; and
  - (b) the financial statements or financial report presented at the meeting, and
  - (c) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 69.
- (4) The President must ensure that the minutes of a General meeting are reviewed and passed as correct by —
  - (a) the Chairperson of the meeting; or
  - (b) the Chairperson of the next General meeting.
- (5) When the minutes of a General meeting have been passed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any election or appointment purportedly made at the meeting was validly made.

## **PART 9 - FINANCIAL MATTERS**

### **66. Financial Year**

The Club's financial year will be the period of 12 months commencing on 1 November and ending on 31 October of each year.

### **67. Source of Funds**

The funds of the Club may be derived from membership fees, levies, donations, sponsorship, fundraising activities, grants, interest and any other sources approved by the Committee.

### **68. Control of Funds**

- (1) The funds of the club must be kept in an account in the name of the Club with a financial institution from which all expenditure of the Club is made and into which all funds received by the Club are deposited.
- (2) Subject to any restrictions imposed at a General meeting, the committee may approve expenditure on behalf of the Club.
- (3) The Committee may not authorise the Treasurer to expend funds on behalf of the Club up to a specified limit, without requiring approval from the committee for each item on which the funds are expended.
- (4) All expenditure above the maximum set by the committee from time to time, in sub-rule (3) must be approved and ratified at a committee meeting.
- (5) The authorised signatories to the club financial account are to be:
  - (a) President, Treasurer and
  - (b) one other committee member or a person authorised by Committee.
- (6) All authorised payments or acknowledgement of debt needs to be approved by:
  - (a) the Treasurer; and
  - (b) at least one other of the authorised signatories in sub-rule 5(b).
- (7) All funds of the Club must be deposited into the Club's account within 5 working days after their receipt.

## **69. Financial Statements and Financial Reports**

- (1) The Club must keep financial records that:
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (2) The Club must retain its financial records for at least seven (7) years after the transactions covered by the records are completed.
- (3) For each financial year, the committee 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.
- (4) Without limiting sub-rule(3), those requirements include:
  - (a) if the Association is a tier 1 Association, the preparation of the financial statements; and
  - (b) if the Association is a tier 2 Association or tier 3 Association, the preparation of the financial report; and
  - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
  - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
  - (e) 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.

## **70. Auditor**

- (1) At the AGM of each year, the members shall appoint an auditor/s at such remuneration as they determine.
- (2) The auditor shall examine the books, accounts, receipts and other financial records of the Club for and report thereon to the next AGM.

## **PART 10 - GENERAL MATTERS**

### **71. By-Laws**

- (1) The Club will adopt the by-laws of the SWSA, LNJSA and FW and all future amendments shall apply;
- (2) The Committee may formulate, issue, adopt, interpret and amend additional by-laws for the proper advancement, management and administration of the Club, the advancement of the Objects and as it thinks necessary or desirable from time to time;
- (3) Such by-laws must be consistent with this Constitution and the Act;
- (4) All by-laws shall be binding on the members of the Club;
- (5) At the request of a member, the Secretary must make a copy of the by-laws available for inspection by the member or direct the member to the appropriate electronic site for them to be viewed.

### **72. Giving Notices to Members**

- (1) 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 —
  - (a) delivered by hand to the recorded address of the member; or
  - (b) sent by prepaid post to the recorded postal address of the member; or
  - (c) sent by electronic transmission to an appropriate recorded number or address of the member.
  - (d)

### **73. Liquor Act Requirements**

If the Club has a liquor licence issued under the Liquor Act, the following clauses may apply:

- (1) No liquor may be sold or supplied for consumption elsewhere than on the Club's premises unless such liquor is removed from the licensed premises by or on the instructions of the member purchasing the liquor.
- (2) No payment or part payment to any Committee member or officer or servant of the Club may be made by way of commission or allowance from or upon the receipts of the Club for liquor.
- (3) No liquor may be sold or supplied to any juvenile (ie any person under the age of 18).
- (4) No stranger will be permitted to use the Club premises and no member or other person will admit any stranger to use the Club premises.
- (5) Members may introduce guests to the Club at any time provided that:
  - (a) no member may introduce more than 5 guests to the Club at any one time;
  - (b) a guest will not be supplied with liquor in the Club premises except on the invitation and in the company of that member;
  - (c) A guest will be supplied with liquor to be consumed on the Club premises only;
  - (d) the member introducing the guest will be responsible for the proper conduct of that guest whilst on the Club premises;
  - (e) a member may, at their expense, and with the approval of the Committee, supply liquor to guests, without limitation as to number, at a function held by or on behalf of that Member at the Club premises.
- (6) Any person who has been refused membership of the Club or who is under suspension or expulsion from the Club, will not be admitted as a guest of any member.
- (7) The maximum number of people permitted on the Club's licensed premises cannot exceed the maximum number specified in the Club's liquor licence at any one time.

### **74. Indemnification**

Every Committee member, employee and volunteer of the club shall be indemnified out of the property of the Club, against any liability incurred by that person in the capacity of Committee member, employee or volunteer in defending any proceedings, whether civil or criminal in which judgement is given in favour of that person or in which that person is acquitted.

### **75. Inspection of Records and Documents**

- (1) Subject to the Act and to this constitution, the Committee must determine whether and on what terms the books, records and other documents of the Club will be open to the inspection of members, other than Committee members.
- (2) A member, other than an Committee member does not have the right to inspect any document of the Club, except as provided by the Act under rule 24, or otherwise as authorised by the Committee.

### **76. Distribution of Surplus Property on Winding Up**

- (1) If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the surplus property must be given or transferred to another club or association incorporated under the Act, which has similar objects and which is not carried out for profit or gain to its individual members.
- (2) Such club or association shall be determined by special resolution of the members.

### **77. Alteration of Rules**

- (1) If the Club wants to alter or rescind any of these rules, or to make additional rules, the Club may do so only by a special resolution carried by a three quarters majority of members present.
- (2) The rules do not take effect until required documents are lodged with the Commissioner, even if the amendments do not require the approval of the Commissioner under section 31 or section 33.
- (3) The required documents must be lodged within one month after the special resolution is passed.
- (4) No amendment to the Constitution may come into effect until the Department of Racing, Gaming and Liquor or any successor body has given, or been deemed to give, its consent to the amendment under the Liquor Act.