



Pemberton Community Sports Club Inc.

Constitution

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Approved J Bendish

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RULES OF THE PEMBERTON COMMUNITY SPORTS CLUB Inc.

PART 1 - PRELIMINARY

1.1 Name of Association

The name of the Association is the Pemberton Community Sports Club Inc., hereafter referred to as the Club.

1.2 Objects of the Association

- (1) The principal objects are:
- (a) To lead the successful management and operations of the Club;
 - (b) To maximise the access and use of the Club by the local community;
 - (c) To maintain the community and sport facilities to the highest standard;
 - (d) To encourage and support all current and future sport and community user groups to make use of the community and sport facilities;
 - (e) To facilitate communication and liaise between all members and users;
 - (f) To support volunteers to assist in the management and operations of the Club; and
 - (g) To promote and foster a sense of pride in the Club, its facilities, and the Pemberton community.
- (2) A secondary 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. This liquor service is ancillary to the principal objects of the Association.

1.3 Terms Used

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*; its amendments and any other legislation that may come into force to replace or supplement this Act, and shall form part of these Rules.

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;

Chairperson means the Executive member chairing the meetings of the Club;

Club means the Pemberton Community Sports Club Inc.

Club facilities mean the buildings, structures and equipment within the Pemberton Sports Complex, which the Club is the bona fide occupier and lease holder as set out in the Lease Agreement with the Shire of Manjimup;

Combined Management Committee means the Executive and Combined Management Committee members appointed and as set out in rule 6.8;

Combined Management Committee meeting means a meeting of the Combined Management Committee as set out in rule 6.8;

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

Executive means the Executive members as set out in rule 5.2;

Executive meeting means a meeting of the Executive members as set out in rule 6.1;

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; 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 Association required under Part 5 Division 3 of the Act;

financial year of the Club means from the first of July each year until the following 30th June;

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

“Liquor Act” means the Liquor Licensing Act 1988, its amendments and any other legislation that may come into force to replace or supplement this Act and shall form part of these Rules.

ordinary member means a member with the rights referred to in rule 3.2(3);

Pemberton Sports Complex means all the buildings, structures, sporting grounds and equipment, owned by the Shire of Manjimup and in which the Pemberton Community Sports Club Inc. is the bona fide occupier and lease holder as set out in the Lease Agreement with the Shire of Manjimup;

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

rules mean these rules of the Pemberton Community Sports Club, as in force for the time being;

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 passed by three-fourths of the members at a General meeting in accordance with section 51 of the Act;

subcommittee means a subcommittee appointed by the Executive under rule 5.16;

tier 1 association means an incorporated association to which section 64(1) of the Act applies;

tier 2 association means an incorporated association to which section 64(2) of the Act applies;

tier 3 association means an incorporated association to which section 64(3) of the Act applies;



PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

2.1 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 or purposes.
- (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.

2.2 Powers of the Club

- (1) Subject to the Act, the Club may do 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

3.1 Membership

- (1) Membership of the Club is open to any person who supports the objects of the Club.
- (2) An individual who has not reached the age of 18 is not eligible to apply for a class of membership that confers full voting rights.
- (3) The maximum number of persons who may be admitted to membership of the Club, under the Liquor Control Act, is eight hundred and fifty (850).

3.2 Classes of Membership

The Pemberton Community Sports Club consists of the following classes of membership:

- (1) **Ordinary Members**, who are aged 18 and over and have voting rights as set out in the membership categories under subrule (3); and
- (2) **Associate Members**, as set out in the membership categories under subrule (4) and do not have voting.
- (3) **Ordinary Membership classes are:**
 - (a) **Sport Club Member**, who support the objects of the Club and are financial members of an affiliated Sport Club, based at the Pemberton Sports Complex. Sport Club members have voting rights and can attend all general meetings and be nominated or appointed to Committees.
 - (b) **Community User Group Member**, who support the objects of the Club and are financial members of an affiliated Community User Group or Club, based at the Pemberton Sports Complex. Community User Group members have voting rights and can attend all general meetings and be nominated or appointed to Committees.



(c) **Social member**, who are not members of an affiliated Sport Club or Community User Group but are a regular user of the Pemberton Sports Complex and support the objects of the Club. Social members have voting rights and can attend all general meetings and be nominated or appointed to Committees.

(d) **Life Members** – shall be entitled to all the privileges of membership, shall not be require to pay any subscriptions, and shall have voting rights.

(4) **Associate** Membership classes are:

(a) **Junior Member** – who are aged under 18, must be affiliated with a Sport Club, Community User Group or a regular user of the Pemberton Sports Complex and must be nominated by a parent or guardian.

- i. Junior members may attend general meetings but have no voting rights.
- ii. Any junior member on attaining the age of 18
- iii. wishing to remain member of the Club, shall be granted the appropriate Ordinary membership and shall pay the full subscriptions as set down from time to time.

(b) **Temporary Member** – who on any day visiting the Pemberton Sports Complex as a member or official of an Affiliated Sport Club or Community User Group to:

- i. engage in a pre-arrange event conducted in accordance with the Clubs objectives, or
- ii. To hold a pre-arranged function involving the use of the Pemberton Sports Complex.
- iii. Temporary members do not have voting rights and are not entitled to speak at meetings.

(c) **Guests** – Ordinary members may introduce guests to the Pemberton Sports Complex at any time provided that;

- i. No member may introduce more than 5 guests at any one time,
- ii. A guest shall not be supplied with liquor on the premises except by invitation and in the company of that member,
- iii. A guest shall only be supplied with liquor to be consumed on the premises only,
- iv. Any person who has been refused membership or who is under suspension or expulsion from the Club shall not be admitted as a guest by any member.
- v. A member may, at their expense, and with the approval of the Executive, supply liquor to guests, without limitations as to number, at a function held by or on behalf of that member, at the Club premises.

(d) Any other class of Associate membership, with such rights, privileges and obligations, other than voting rights as determined by a special resolution at a General Meeting.

3.3 Applying for Membership

(1) **Ordinary Members** – an individual who want to become a member must:

- (a) be aged eighteen years (18) or over and apply for membership to the Executive in writing in such form as the Executive from time to time directs; and
- (b) be nominated for membership by an existing member; and
- (c) have their application signed by the nominee and themselves; and
- (d) specify in the application form the class of membership they are applying for.

(2) **Affiliated Sport Club Members**

(a) A financial member of an Affiliated Sport Club may automatically become a Sport Club Member of the Pemberton Community Sports Club on acceptance of the Affiliation Club nomination and payment of the membership fees (as set out in the bylaws).

(3) **Community User Group Members**

(a) A financial member of an Affiliated Community User Group may automatically become a Community User Group Member of the Pemberton Community Sports Club on acceptance of the Affiliation Club nomination and payment of the membership fees (as set out in the bylaws)

(4) **Associate Members** – an individual who want to become an Associate member must:



- (a) apply for membership to the Executive in writing in such form as the Executive from time to time directs; and
- (b) be nominated for membership by an existing member, parent or guardian (in the case of a junior member); and
- (c) have their application signed by the nominee and themselves; and
- (d) specify in the application form the class of membership they are applying for.

3.4 Dealing with Membership Applications

- (1) Every application for membership must:
 - (a) be on a written form, approved by the Executive for that purpose and signed by the applicant;
 - (b) be submitted to the Secretary or in any other way approved by the Executive.
- (2) The Executive must consider each application for membership; and
 - (a) decide whether to accept or reject the, without giving reason; and
 - (b) notify the member of the outcome of their application within a reasonable time.
- (3) The Executive shall have the right to refuse to admit any person to membership without assigning any reason for doing so.

3.5 Membership Rights

- (1) Each person admitted to membership shall be:
 - (a) Bound by the constitution and bylaws of the Club; and
 - (b) Liable for fees and subscriptions as may be fixed by the Club from time to time; and
 - (c) Entitled to all advantages and privileges associated with the category of membership under which the member is admitted, and
 - (d) Bound by all resolutions passed by members at a General meeting, whether they are present or not at the meeting, and
 - (e) Directed to where they can view or receive an electronic copy of the constitution, at any time.
- (2) The rights of a member are not transferable and end when membership ceases.
- (3) Members who are employees of the Club are entitled to all the rights and privileges of membership, excluding those rights concerned with selection, appointment or holding of office with the Club.
- (4) The Executive or an approved staff may revoke the membership of any Associate member at any time without notice.

3.6 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 3.5;
 - (c) the person is expelled or suspended from the Club under rule 4.4;
 - (d) the person ceases to be a financial member under rule 3.6(6).
- (2) 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.

3.7 Resignation

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

3.8 Membership Fees

- (1) The Executive must determine the annual membership fee to be paid for membership of the Club.
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) Each **Affiliated Sport Club** must pay annually, or at other such date as the Executive from time to time determines, the amount of annual **Affiliated Sport Club** fees to the Treasurer, or another person authorised by the Executive to accept payments.



- (4) Each **Community User Group** must pay annually, or at other such date as the Executive from time to time determines, the amount of annual **Community User Group** fees to the Treasurer, or another person authorised by the Executive to accept payments.
- (5) Each **Social and Associate member** must pay annually, or at other such date as the Executive from time to time determines, the amount of membership fees to the Treasurer, or another person authorised by the Committee to accept payments.
- (6) If a member has not paid the membership fee within the period of two (2) months after the due date, the member ceases to be a member on the expiry of that period.
- (7) If a person who has ceased to be a member under subrule (5) offers to pay the membership fee after the period referred to in that subrule has expired —
 - (a) the Executive 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.
- (8) New members, paying fees after the annual due date, will be required to pay a percentage of the annual membership fee, as determined and set by the Executive.
- (9) A member who is considered by the Executive to be going through genuine hardship may be eligible for consideration of membership category and any membership fee to be waived.

3.9 Register of Members

- (1) The Secretary, or another person authorised by the Executive, is responsible for the requirements imposed on the Club under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Club 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 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) The register of members must be kept at the Secretary's place of residence, or at another place determined by the Executive.
- (4) A record of Executive and Management Committee members and other persons authorised to act on behalf of the Club is required to be maintained by the Secretary.
- (5) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
- (6) The Executive may in its discretion require the member to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Club.
- (7) The Club in its discretion may charge a reasonable fee for providing a copy of the Register.
- (8) A member must not use or disclose any information in the register for any purpose other than a purpose that:
 - (a) is directly connected with the affairs of the Club; or
 - (b) relates to the administration of the Act.

3.10 Life Members

- (1) Any Ordinary or Life Member may submit nominations in writing, for consideration for Life Membership, with details of the nominee's contribution, to the Executive within two (2) months of the Annual General Meeting, provided that such nominee shall have:
 - (a) provided outstanding and continuous service, in excess of 10 years to the Club; and/or
 - (b) any other considerations, as set out in the by-laws.
- (2) The Executive shall consider the nomination and recommend any approved Life Membership nominations to the Annual General Meeting for consideration.
- (3) A resolution of the Annual General Meeting to confer Life Membership must be passed by a Special resolution, with at least three-fourths of voting Members approving the nomination.



PART 4 — MISCONDUCT, DISPUTES AND MEDIATION

4.1 Misconduct

- (1) In the event of an alleged misconduct involving a member or members of an Affiliated Sports Club or Affiliated Community User Group, the matter shall be determined in accordance with the rules of the Affiliated Sports Club or Affiliated Community User Group.
- (2) The Combined Management Committee may cause written notice to be given to the Affiliated Sports Club or Affiliated Community User Group and to the parties involved that the matter is to be determined by the Club under these rules.
- (3) Any decision made by the Affiliated Sports Club or Affiliated Community User Group to suspend or terminate the membership of a member, or to impose any other penalty shall take effect as though it was the determination of the Pemberton Community Sports Club.
- (4) Where the Combined Management 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 by-laws of the Club, the Code of Conduct or any resolution or determination of the Committee; or
 - (b) acted in a manner unbecoming of a member or prejudicial to the objects and interests of the Club; or
 - (c) places at risk, the physical well-being of other members or staff of the Club, or
 - (d) impairs or affects the enjoyment of the Club premises by members; or
 - (e) acts in any way detrimentally to the interests of the Club;the Combined Management Committee may decide to suspend, expel or impose a penalty on any member.
- (5) The member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms as set out in these rules and any bylaws.
- (6) Where, in the opinion of the Combined Management Committee, or any member of the Combined Management Committee present at the time of the incident, the behaviour of a member places at risk the physical well-being of other members or staff of the Club, that member may be suspended immediately, pending a misconduct procedure be implemented, as set out in rule 4.3.

4.2 Mediation

- (1) Where the Combined Management Committee is to determine a dispute between the Club and a member or a dispute between members of the Club, a member who is party to the dispute may request the matter is referred to mediation.
- (2) If the Combined Management Committee determines the matter is appropriate to be referred to mediation, they shall appoint a mediator for that purpose.
- (3) The person appointed by the Combined Management committee as a mediator must be:
 - (a) a person who acts as a mediator for a similar not-for-profit body or is recommended by a key stakeholder agency; and
 - (b) must not be a member of the Club' and
 - (c) must not have a personal interest in the matter that is subject of the mediation; and
 - (d) must not be biased in favour of or against any party of the mediation.
- (4) The parties to the mediation must attempt in good faith to settle the matter that is subject of the mediation.
- (5) 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 five (5) days before the mediation takes place.
- (6) 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.
- (7) The mediator cannot determine the matter that is the subject of the mediation.



- (8) The mediation and any information given at the mediation is confidential and cannot be used in any other proceedings relating to the subject of the mediation.
- (9) Any costs of the mediation are to be equally borne by the parties to the mediation.
- (10) The decision of the mediator shall be final and is not subject to any internal appeal.
- (11) The Executive shall be informed of the decision by the mediator and must give the member written notice of the decision and brief reasons for the decision within 7 days of the meeting at which the decision was determined.
- (1) 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.

4.3 Resolution by Combined Management Committee

- (1) If the Combined Management Committee decides they will determine a matter and mediation is not appropriate, the Secretary must give written notice of any intention to consider possible sanctions at least seven (7) days before the Combined Management Committee meeting at which the matter is to be determined.
- (2) The notice must state:
 - (a) The time and place of the meeting;
 - (b) The grounds on which the consideration of sanctions is based; and
 - (c) The member may attend the meeting and be given reasonable opportunity to make written or oral (or both) submissions to the Combined Management Committee.
- (3) The Combined Management Committee must give due consideration to any submissions made at the meeting and decide whether sanctions are appropriate and what the sanctions shall be.
- (4) A decision of the Combined Management Committee under rule 4.3 (3) shall be final and is not subject to any appeal.
- (5) The Combined Management Committee must give the member written notice of their decision and brief reasons for the decision within 7 days of the meeting at which the decision was determined.

4.4 Suspension or Expulsion

- (1) A member who is suspended or expelled from the Club, will be given written notice of the outcome.
- (2) During the period of suspension 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 fees paid, or payable, to the Club.
- (3) When a member is suspended, the Secretary must record in the register —
 - (a) that the member 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 that the member is no longer suspended.

PART 5 — EXECUTIVE & COMBINED MANAGEMENT COMMITTEE

5.1 Governance Structure

- (1) The Executive of the Pemberton Community Sports Club has the power to manage the business and affairs of the Club.
- (2) Subject to the Act, these rules, the by-laws and any resolution passed at an Annual 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.
- (3) The Executive must take all reasonable steps to ensure that the Club complies with the Act, these rules and the by-laws (if any).
- (4) A Combined Management Committee shall be appointed to help oversee the management of sporting and community facilities and affiliated memberships within the Club.

5.2 Executive Members

- (1) The Executive consist of the Office holder positions of:
 - (a) the President;
 - (b) the Vice President;



- (c) the Secretary;
 - (d) the Treasurer; and
 - (e) up to two General members; and
- (2) The Facility Manager, who shall sit on the Executive as ex-officio and non-voting.
- (3) A person may be an Executive member if the person is —
- (a) an individual who has reached 18 years of age; and
 - (b) an Ordinary member
 - (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 Executive from time to time.
- (4) A person must not hold 2 or more Executive positions at the same time.
- (5) All Executive members have one vote; except in the case of a tied vote where the motion shall be rescinded.
- (6) There shall be at least four (4) and no more than six (6) members on the Executive.

5.3 Duty of President

- (1) The President has the following duties, or in their absence, then the Vice President to
- (a) consult with the Secretary regarding the business to be conducted at each Executive, Management Committee and General Meeting;
 - (b) convene and preside at each Executive, Management Committee and General Meeting and Special General Meetings provided for in these rules;
 - (c) ensure that the minutes of all meetings are reviewed and signed as correct;
 - (d) report activities to the Members at the Annual General Meeting; and
 - (e) carry out any other duty under these rules or as requested by the Executive Committee.
- (2) In the absence of the President from a Committee or General Meeting, the Vice President will chair the meeting.

5.4 Duty of Secretary

- (1) The Secretary has the following duties, unless another person is authorised by the Executive to do so —
- (a) 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 Executive, Combined Management Committee and General Meeting;
 - (d) prepare the notices required for meetings and for the business to be conducted at meetings;
 - (e) record in the minutes, disclosures of material personal interest of Executive and Combined Management Committee Members made at 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 Executive and Combined Management Committee Members and other persons authorised to act on behalf of the Club;
 - (h) ensure the safe custody of the books of the Club, other than the financial records, financial statements and financial reports;
 - (i) maintain full and accurate minutes of Executive and Combined Management Committee meetings and General Meetings;
 - (j) carry out any other duty given to the Secretary under these rules or as requested by the Executive Committee.

5.5 Duty of Treasurer

- (1) The Treasurer has the following duties, unless another person is authorised by the Executive to do so —
- (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 Executive 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 Executive, as set under rule 7.3
 - (d) ensure that any payments to be made by the Club have been authorised by the Executive or at a General Meeting are made on time;



- (e) ensure that the Club complies with the relevant requirements of Part 5 of the Act;
- (f) table a statement showing the financial position at each Executive meeting and Combined Management Committee meetings;
- (g) report regularly to the Executive and Combined Management 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 report, comprising the Statement of Income and Expenditure (Profit and Loss Statement), the Statement of Financial Position (Balance Sheet) and the Auditors report for submission to the Annual General Meeting;
- (j) provide any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial reports;
- (k) carry out any other duty given to the Treasurer under these rules or as requested by the Executive Committee.

5.6 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 as requested by the Executive Committee.

5.7 Election of Executive Members

- (1) All Executive members shall be elected for a two-year term, with half the Executive being elected each year.
- (2) At least 28 days prior to the AGM, the Secretary will call for nominations for at least three of the Executive positions which will become vacant at the AGM.
- (3) The nomination form shall be in such a form as decided by the Executive.
- (4) Written notice of a nomination must be received by the Secretary at least seven (7) days before the AGM.
- (5) The written notice must include a statement by another member in support of the nomination;
- (6) There must be a separate election for each position on the Executive, whether as Office holder or General Member.
- (7) If the number of nominations received for the Executive is equal to the number of vacancies to be filled, the Chairperson must declare the Member elected to the position.
- (8) If the number of nominations received for the Executive is less than the vacancies to be filled, the meeting may call for nominations from the members attending the AGM.
- (9) If the number of nominations received for the Executive is greater than the vacancies to be filled, the meeting must vote in accordance with procedures that have been determined by the Executive to decide who is to be elected to a position.
- (10) A Member who has nominated for a position may vote for themselves.
- (11) On the Member's election, the new President of the Club may take over as the Chairperson of the meeting.
- (12) Any person elected to the Executive who has not completed a nomination in accordance with rule 5.7 (3) must within 14 days confirm in writing their eligibility under rule 5.2 (3)
- (13) If the person is not eligible, their appointment to the Executive is deemed not to have taken place.

5.8 Vacancy on the Executive

- (1) An Executive member's term of office ends and that office becomes vacant if the Member:
 - (a) resigns by giving written notice to the Secretary or President;
 - (b) dies;
 - (c) is or become ineligible to act as an Executive Member under rule 5.14(6);
 - (d) becomes physically or mentally incapable of performing the duties and the Management Committee resolves that their office be vacated for that reason;
 - (e) is absent for more than three (3) consecutive meetings without a leave of absence;
 - (f) ceases to be a financial Member; or
 - (g) is the subject of a Special resolution passed by the Combined Management Committee to terminate their appointment.
- (2) Under section 41 of the Act the person, as soon as practicable after their membership ceases, must deliver to an Executive member all relevant documents and records they hold pertaining to the management of Club's affairs.



5.9 Combined Management Committee

- (1) To support the Executive with the management of the sporting and community facilities within the Pemberton Sports Complex and the management of the Club, a Combined Management Committee shall be established and consist of:
 - (a) The Executive members; and
 - (b) An Independently appointed Chairperson; and
 - (c) One appointed delegate and one substitute delegate from each of the affiliated Sport Clubs; and
 - (d) One appointed delegate and one substitute delegate from each of the affiliated Community User Groups; and
 - (e) A Community Resource Centre representative, to act as a representative for the broader Pemberton community.
- (2) The Combined Management Committee Sport Club Delegates and Community User Group delegates shall be appointed in writing by each of the Sports Clubs and Community User Groups, to hold office for a period of 12 months.
- (3) The Community Resource Centre shall nominate, in advance, their representative for a period of 12 months.
- (4) The Executive Committee shall appoint an Independent Chairperson, at their discretion.
- (5) Any Combined Management Committee delegate can be replaced by an appointed substitute delegate from the same Club or Community User Group for Combined Management Committee meetings.

5.10 Appointment of Combined Management Committee Delegates

- (1) Affiliated Sports Clubs and Community User Groups Delegates will conduct their own elections to determine **two representatives** (delegate and substitute) for the Combined Management Committee and provide the names of these at the AGM or as required under 5.9(4).
- (2) All delegates and substitutes must be a financial Member of the Club they are representing and be appointed by their Club as the recognised delegates.
- (3) If a Combined Management Committee Sport Club or Community User Group delegate resigns mid-term a replacement delegate shall be appointed by the respective Club or group for the duration of the term of office.
- (4) The Secretary must be advised in writing within 28 days of the replacement delegate.

5.11 Term of Office

- (1) The term of office of an Executive member is two years and begins when the member —
 - (a) is elected at an Annual General meeting or under rule 5.7; or
 - (b) is appointed to fill a casual vacancy under rule 5.13.
- (2) All Executive members may serve up to three consecutive terms (6 years) in a position.
- (3) If an Executive member has served three consecutive terms, they must have a minimum one term break from that position, before being eligible for re-nomination.
- (4) The term of office of a Combined Management Committee member is one year and begins when the member -
 - (a) is accepted as the appointed delegate (or substitute) at an Annual General meeting or under rule 5.10 (1); or
 - (b) is appointed to fill a casual vacancy under rule 5.10(3).
- (6) Any Combined Management Committee member may serve any number of terms, so long as they are appointed annually as set out in rule 5.10(1).

5.12 Resignation and Removal from Office

- (1) An Executive member may resign by giving written notice given to the Secretary or, if the resigning member is the Secretary, given to the President.
- (2) The resignation takes effect —
 - (a) when the notice is received; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a Combined Management Committee Meeting, the Club may by resolution —
 - (a) remove an Executive or Combined Management Committee member from office; and
 - (b) elect a member to fill the vacant position.



- (4) An Executive or Combined Management Committee member who is the subject of a proposed resolution under subrule (3)(a) may make written representation (of a reasonable length) to the Combined Management Committee and may ask that a copy of the representation be provided to all members of the Combined Management Committee at which the resolution is to be considered.

5.13 Filling Casual Vacancies

- (1) The Executive may appoint a member who is eligible to fill a position on the Executive that —
 - (a) has become vacant; or
 - (b) was not filled by election at the most recent Annual General meeting (AGM).
- (2) Subject to the requirement for a quorum under 6.4, the Executive may continue to act despite any vacancy in its membership.
- (3) The term of the causal appointment shall be until the next AGM.
- (4) If there are fewer members than required for a quorum, the Executive may act only for the purpose of —
 - (a) appointing committee members under this rule; or
 - (b) convening a general meeting.

5.14 Responsibilities of Executive and Management Committee Members

- (1) An Executive 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; and
 - (b) in good faith in the best interests of the Club and for a proper purpose.
- (2) An Executive member or Combined Management Committee member must not improperly use information obtained because they are an Executive member or Combined Management Committee member to:
 - (a) gain an advantage for themselves or another person; or
 - (b) gain an unfair advantage for their affiliated Sports Club or Community User Group; or
 - (c) cause detriment to the Club.
- (3) An Executive member or Combined Management Committee member having any material personal interest in a matter being considered at a meeting must:
 - (a) as soon as they become aware of that interest, disclose the nature and extent of their interest at the meeting; and
 - (b) agree with the Executive and Combined Management 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 extent of the interest is disclosed at the next General Meeting.
- (4) The Secretary or delegated officer must record every disclosure made by an Executive or Combined Management Committee member under rule 5.14(3) in the minutes of the meeting at which the disclosure is made.
- (5) No Executive or Combined Management 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 to do so and such authority is recorded in the minutes of the meeting.
- (6) No person shall be entitled to hold a position on the Executive or Combined Management 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.



- (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.

5.15 Payment to Committee Members

- (1) The Club must not pay fees to an Executive or Combined Management Committee member for acting as a committee member.
- (2) The Executive may consider out-of-pocket volunteer expenses incurred in connection with the role, responsibilities and attendance at meetings.

5.16 Sub-Committees and Subsidiary offices

- (1) To help the Executive in the conduct of the Club's business they may, in writing, do either or both of the following —
 - (a) appoint one or more sub-committees;
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A sub-committee may consist of the number of financial members, that the Executive considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the Executive —
 - (a) a sub-committee 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.

5.17 Terms of Delegations to Sub-Committees and Subsidiary offices

- (1) In this rule —

non-delegable duty means a duty imposed on the Executive by the Act or another written law.

- (2) The committee 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 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 sub-committee or the holder of a subsidiary office under this rule, may be exercised or performed by the sub-committee 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 Executive specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Executive from exercising or performing at any time the power or duty delegated.
- (6) 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.
- (7) The Executive may, in writing, amend or revoke the delegation at any time.

5.18 Validity of Acts

- (1) The acts of a committee or subcommittee, or of a committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a subcommittee.



PART 6 — MEETINGS

6.1 Executive Meetings

- (1) The Executive must meet not less than ten (10) times in each year, on the dates and at the times and places determined by the Executive.
- (2) The date, time and place of the first meeting must be determined by the Executive within three (3) weeks after the AGM at which the Executive were elected.
- (3) Additional Executive meetings may be convened by the President or any three (3) members, if requested.

6.2 Notice of Executive Meetings

- (1) Notice of each Executive meeting must be given to each 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 subrule (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 Executive members at the meeting unanimously agree to treat that business as urgent.

6.3 Procedure and Order of Business

- (1) If the President is absent or unwilling to act as Chairperson of a meeting, the Vice President shall act as Chairperson.
- (2) The procedure to be followed at an Executive meeting will be determined from time to time by the Executive.
- (3) The order of business at an Executive meeting may be determined by the Executive members at the meeting.
- (4) A member or other person who is not an Executive member may attend an Executive meeting if invited to do so by the Executive.
- (5) A person invited under subrule (4) to attend an Executive 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 Executive to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

6.4 Quorum for Executive Meetings

- (1) Subject to rule 5.13(4) no business is to be conducted at an Executive meeting unless a quorum is present.
- (2) At an Executive meeting 50% plus one Executive members, constitute a quorum for the conduct of the business of an Executive meeting.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a meeting —
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to a time, day and place in the following week.
- (4) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of an Executive meeting held under subrule (3)(b); and
 - (b) at least three (3) Executive members are present at the meeting,
those members present are taken to constitute a quorum.

6.5 Voting at Executive Meetings

- (1) Each Executive member has one deliberate vote.



- (2) A motion is carried if a majority of members present at the meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the motion is rescinded.
- (4) 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.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

6.6 Use of Technology at Executive Meetings

- (1) The presence of an Executive member at a meeting need not be by attendance in person but may be by Executive members at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) An Executive member who participates in a meeting as allowed under subrule (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.

6.7 Minute at Executive Meetings

- (1) The Secretary must ensure that minutes are taken and kept of each meeting.
- (2) The minutes must record the following —
 - (a) the names of the Executive members present at the meeting;
 - (b) the name of any additional persons attending the meeting under rule 6.3(4);
 - (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 an Executive members material personal interest in a matter being considered at a meeting.
- (3) The Chairperson must ensure that the minutes of a 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 an Executive 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.

6.8 Combined Management Committee Meetings

- (1) The Combined Management Committee must meet at least two times (2) times in each year, with the dates, times and places determined at the AGM.
- (2) Additional Combined Management Committee meetings may be convened by at least 50% plus one Combined Management Committee members requesting a meeting.
- (3) The quorum for a Combined Management Committee meeting shall be at least two Executive and at least 50% of the Affiliated Sports Club delegates and 50% of Community User Group Delegates.

6.9 Voting at Combined Management Committee Meetings

- (1) Each Combined Management Committee member has one deliberate vote.
- (2) A motion is carried if a majority of delegates present at the meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the motion is rescinded.
- (4) A vote may take place by the Combined Management Committee members present indicating their agreement or disagreement or by a show of hands, unless the Chairperson decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the Chairperson of the meeting must decide how the ballot is to be conducted.
- (6) In the absence of one of the club delegates on the Combined Management Committee, an affiliated Sport Club or Community User Group may appoint the substitute delegate to attend that meeting.
- (7) The substitute delegate will have full voting rights during that meeting.



6.10 Use of Technology at Combined Management Committee Meetings

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

6.11 Minute at Combined Management Committee Meetings

- (1) The Secretary must ensure that minutes are taken and kept of each meeting.
- (2) The minutes must record the following —
 - (a) the names of the members present at the meeting;
 - (b) the name of any additional persons attending the meeting;
 - (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 members material personal interest in a matter being considered at a meeting.
- (3) The minutes of the Combined Management Committee meeting shall be distributed within 28 days to all Combined Management Committee members.

6.12 Annual General Meeting (AGM)

- (1) The Executive must determine the date, time and place of the Annual General meeting.
- (2) The AGM must be held within six (6) months of the end of the Club's financial year.
- (3) A notice convening the AGM shall be sent to all members 28 days prior to the AGM.
- (4) The ordinary business of the AGM is as follows —
 - (a) to confirm the minutes of the Club's previous 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 Executive Annual report on the Clubs activities and performance 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 Executive Members (as required);
 - (g) vote on any Life Membership nominations;
 - (h) Accept delegates from the Affiliated Sports Clubs and Community User Groups onto the Combined Management Committee;
 - (i) appoint an auditor/s for the following 12 months in accordance with rule 7.5; and
- (5) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

6.13 Special General Meeting

- (1) The Executive may convene a Special General meeting;
- (2) The Executive must convene a Special General meeting if at least 20% of the members request a Special General meeting to be convened.
- (3) The members requiring a Special General meeting to be convened must —
 - (a) make the requirement by written notice given 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 is given under subrule (3).



- (5) 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.
- (6) A Special General meeting convened by members under subrule (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 subrule (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 28-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 members of the Club who can cast a vote at the meeting.

6.14 Notice of General Meetings

- (1) A General meeting may be held on the dates and at the times and places determined by the Executive.
- (2) The Secretary or, in the case of a Special General meeting convened under rule 6.13(6), the members convening the meeting, must give to each member —
 - (a) at least 28 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 Annual General meeting, include the names of the members who have nominated for election to the Executive; 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.

6.15 Presiding Member and Quorum for General Meetings

- (1) The President or, in their absence, the Vice President will preside as the 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 25 financial Ordinary members 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) where the meeting is convened on the requisition of Members, the meeting will be dissolved; and
 - (b) in any other case:
 - (i) the meeting stands adjourned to a day, time and place as the Executive decides, or at the same time and day in the following week; and
 - (ii) if no quorum is present at the resumed meeting, provided at least 20 Members are present at the resumed meeting, they will be taken to constitute a quorum.

6.16 Adjournment of General Meetings

- (1) 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.
- (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.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 6.14(2).

6.17 Voting at General Meetings

- (1) On any motion arising at a General Meeting each eligible financial Ordinary members has one deliberate vote.
- (2) A motion is carried if a majority of members present at the meeting vote in favour of the motion.
- (3) If the votes are divided equally on a motion, the motion is rescinded.

6.18 Proxies

- (1) No proxy votes will be considered at any meetings.

6.19 General Provisions for General Meetings

- (1) General Meetings may take place:
 - (a) where the members are physically present together; or
 - (b) where the members are able to communicate by using any technology that reasonably allows the member to participate fully in discussions as they happen and make any decisions;
 - (c) the participation of a member via technology must be made known to all other members.
- (2) A member who participates in a meeting as set out in sub-rule (1)(b):
 - (a) is deemed to be present at the meeting; and
 - (b) continues to be present at the meeting for the purpose of establishing a quorum, or
 - (c) until the member notifies the other members that they are no longer taking part in the meeting.

6.20 Minutes of General Meetings

- (1) The Secretary, or a person authorised by the Executive, 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
- (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.

6.21 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.

6.22 Determining When Resolutions are 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-rules (3) and (4)
- (3) 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 —
- (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; and
 - (c) the poll must be taken immediately.

PART 7 — FINANCIAL MATTERS

7.1 Financial Year

- (1) The Club's financial year will be the period of 12 months commencing on 1 July and ending on 30 June of each year.

7.2 Source of Funds

- (1) The funds of the Club may be derived from Membership fees, levy's, donations, sponsorship, fundraising activities, grants, interest and any other sources approved by the Executive.

7.3 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 Executive may approve expenditure on behalf of the Club.
- (3) 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, as set out in the by-laws.
- (4) All expenditure above the maximum set by the Executive from time to time, in subrule (3) must be approved and ratified at an Executive meeting.
- (5) The authorised signatories to the Club financial account are to be:
- (a) President, Treasurer and
 - (b) one other person authorised by Executive.
- (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 subrule (5)



- (7) All funds of the Club must be deposited into the Club's account within five (5) working days after their receipt.

7.4 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; or
 - (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.

7.5 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 be independent of the Club.
- (3) The Auditor shall be entitled to receive such remuneration as the Executive determine from time to time.
- (4) The auditor shall examine the books, accounts, receipts and other financial records of the Club and report thereon to the next AGM.

PART 8 — GENERAL MATTERS

8.1 Giving Notice

- (1) In this rule —
recorded means recorded in the register of members.
- (2) 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 recorded electronic address of the member.
- (3) The responsibility lies with the member to ensure that a current address is provided to the Club.

8.2 Liquor Regulations

- (1) The Club shall appoint and maintain an Approved Manager for the purposes of observing liquor licensing requirements and regulations for all opening times and functions.
- (2) The Club shall be open for sale of liquor during such hours as the Executive shall from time to time determine, and as permitted under the Liquor Act.
- (3) A member may, at their expense, and with the approval of the Executive, supply liquor to guests without limitation to the number, at a function held by or on behalf of that member at the Club premises.



- (4) No payment or part payment to the Executive, or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor.
- (5) No liquor shall be sold or supplied to any juvenile (i.e. any person under the age of 18).
- (6) The Club shall not, without prior written consent of the Shire of Manjimup:
 - (a) Remove or apply to remove the Liquor Licence or allow the Liquor License to be removed from the Club premises to other premises; or
 - (b) Surrender or attempt to surrender the Liquor Licence.

8.3 By-Laws

- (1) The Executive and the Combined Management Committee may, by resolution, make, amend or revoke by-laws.
- (2) Any changes to the by-laws must be passed by resolution and notification in writing must be provided to the Combined Management Committee at least 28 days prior a Combined Management Committee meeting.
- (3) By-laws may:
 - (a) provide for the rights and obligations that apply to any classes of membership approved under rule 3.2; and
 - (b) impose restrictions on the Executive powers, including the power to dispose of the Club's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the Club and the auditing of the Association's accounts; and
 - (d) provide for any other matter the Club considers necessary or convenient to be dealt with in the by-laws.
- (4) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or this Constitution.
- (5) Without limiting sub-rule (4), a by-law made for the purposes of sub-rule (3)(c) may only impose requirements on the Club that are additional to, and do not restrict, a requirement imposed on the Club under Part 5 of the Act.
- (6) At the request of a member, the Club must make a copy of the by-laws available for inspection by the member within 7 days of receipt of the request.

8.4 Custody of Books and Securities

- (1) Subject to subrule (2), the books and any securities of the Club must be kept in the Secretary's custody or under the Secretary's control.
- (2) 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.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the Executive.

8.5 Executing Documents and Common Seal

- (1) The Club may execute a document without using a common seal if the document is signed by:
 - (a) the President, and
 - (b) at least one Executive Member or person authorised by the Executive.
- (2) If the Club has a common seal –
 - (a) the name of the Club must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the Executive and in the presence of —
 - (i) two Executive members, or
 - (ii) one Executive member and a person authorised by the Executive.
- (3) The Secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the Secretary or another person authorised by the Executive.



8.6 Indemnity

- (1) Every Executive, Combined Management 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 Executive, Combined Management 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.

8.7 Inspection of Records and Documents

- (1) Subject to the Act and to this constitution, the Executive 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 Executive members.
- (2) A member, other than an Executive does not have the right to inspect any document of the Club, except as provided by the Act, or otherwise as authorised by the Executive.

8.8 Dissolution of the Association

- (1) The Club may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the Club will:
 - (a) apply to the Commissioner for cancellation of its incorporation; or
 - (b) appoint a liquidator to wind up its affairs.
- (2) The Association must be wound up under Section 30(a) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations or is a party to any current legal proceedings.
- (3) Upon cancellation of the Club, the surplus property must only be distributed to one or more of the following:
 - (a) an incorporated association under the Act;
 - (b) a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;
 - (c) a company limited by guarantee that is registered as mentioned in section 150 of the Corporations Act 2001 (Commonwealth);
 - (d) a company holding a licence that continues in force under section 151 of the Corporations Act 2001(Commonwealth);
 - (e) a body corporate that:
 - (i) is a member or former member of the Association; and
 - (ii) at the time of the Surplus Property is distributed, has rules that prevent the property being distributed to its members;
 - (f) a trustee for a body corporate referred to in rule Section 30(c)(v); or
 - (g) a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.

8.9 Alteration to Rules

- (1) No repeals of any existing rules and no new rules or alteration, amendments or suspensions of a rule shall be valid unless a special resolution is carried by a three-fourths majority of members present and with voting rights at a General or Special General Meeting and by otherwise complying with Part 3 Division 2 of the Act.
- (2) Notices of motions to repeal, alter or suspend any rule shall be given to the Secretary at least forty (40) days preceding the Annual or Special General Meeting.
- (3) The notice shall be given as set out in 8.1(2) and rule 6.14(2)(a).
- (4) In addition to subrule (3) the Secretary shall exhibit the proposal on the notice board at least twenty eight (28) days prior to such meeting.
- (5) As soon as is practicable after the making of any proposal for a change to the rules of the Club, the Club shall provide to the Director of Liquor Licensing the proposed changes. No effect will be given to the changes without the prior approval of the Director.



- (6) Within one month after the making of any amendment or addition to the rules of the Club, passed by special resolution, the Secretary shall send or deliver the required documents and a certified copy of the amendment or alteration to the Associations Branch, Department of Mines, Industry Regulation and Safety. No effect will be given to the amendments without the approval of this Department. In addition, all amendments passed as a special resolution must be noticed to the Director of Liquor Licensing.

END



