



BAYSWATER BOWLING AND RECREATION CLUB

CONSTITUTION

September 2024

Version Control

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TABLE OF CONTENTS

1	NAME	6
2	DEFINITIONS	6
3	INTERPRETATION	7
4	OBJECTS OF THE ASSOCIATION	9
	4.1 Objects	9
	4.2 Promotion of objects	9
	4.3 Club colours and insignia	9
	4.4 Association year	9
5	POWERS OF THE ASSOCIATION	10
6	MEMBERSHIP	11
	6.1 Membership categories	11
	6.2 Creation of new membership categories	12
	6.3 Application for membership	12
	6.4 Guests	12
	6.5 Minimum number of members	12
7	REGISTER OF MEMBERS OF THE ASSOCIATION	12
	7.1 Membership register	12
8	SUBSCRIPTIONS, FEES AND LEVIES	13
	8.1 Membership fees	13
	8.2 Affiliation subscriptions, fees and levies	13
	8.3 Non-financial members	13
	8.4 Special circumstances	14
	8.5 Resignation from membership	14
9	SUSPENSION OR EXPULSION OF MEMBERS	15
	9.1 Charge of misconduct	15
	9.2 Appeals	15
	9.3 Penalties	16
	9.4 Consequences of suspension	16
10	DISPUTES	17
	10.1 Parties to attempt to resolve dispute	17
	10.2 Grievance process	17
	10.3 Determination of dispute by committee	17
11	MANAGEMENT OF THE ASSOCIATION	18
	11.1 Management committee	18
	11.2 Standing committees	18

12	COMPOSITION OF THE MANAGEMENT COMMITTEE	18
13	DUTIES OF THE MANAGEMENT COMMITTEE MEMBERS	19
13.1	President	19
13.2	Vice president	19
13.3	Secretary	19
13.4	Treasurer	19
14	ELECTED COMMITTEE MEMBERS	21
14.1	Entitlement to be a committee member	21
14.2	Election of management committee	21
14.3	Term of appointment	22
14.4	Co-opt members:	22
15	INDEPENDENT COMMITTEE MEMBER	22
15.1	Qualifications for appointed committee member	22
15.2	Term of appointment	22
16	VACANCIES OF THE MANAGEMENT COMMITTEE	23
16.1	Grounds for termination of appointment	23
16.2	Removal of a committee member	23
16.3	Casual vacancies	24
16.4	Remaining committee members may act	24
17	STANDING COMMITTEES AND SUBSIDIARY OFFICES	24
17.1	Delegation to standing committees and holders of subsidiary offices	24
18	MEETINGS OF THE MANAGEMENT COMMITTEE	26
18.1	Management committee to meet	26
18.2	Notice of management committee meetings	26
18.3	Resolutions not in meeting	26
18.4	Quorum	26
18.5	Chair of management committee meeting	26
18.6	Minutes	27
18.7	Honorarium	27
18.8	Decisions of management committee	27
18.9	Validity of management committee decisions	27
19	CONFLICTS	28
19.1	Committee members' interests	28
19.2	Conflict of interest	28
19.3	Disclosure of Interests	28
20	GENERAL MEETINGS	29
20.1	Annual general meeting	29

20.2	Half-yearly general meeting	29
20.3	Special general meeting	29
20.4	Notice of general meetings	29
21	PROCEEDINGS AT GENERAL MEETINGS	30
21.1	Quorum	30
21.2	Conduct of meeting	30
21.3	Chair of general meetings	30
21.4	Adjournment of meeting	30
21.5	Voting	31
	<i>a. At any General Meeting a resolution put to the vote shall be decided by a show of hands.</i>	31
	<i>b. Subject to this constitution, eligible Members shall be entitled to one (1) vote at General Meetings in accordance with Rule 6.</i>	31
	<i>c. Eligible Members will have the option of casting their vote by Postal or Electronic Means</i>	31
21.6	Recording of determinations	31
21.7	Minutes	31
22	RULES OF THE ASSOCIATION	32
22.1	Amendment of rules	32
22.2	By-laws of the Association	32
23	THE ASSOCIATION'S BOOKS AND RECORDS	33
23.1	Custody of the books of the Association	33
23.2	Inspecting the books of the Association	33
23.3	Returning the books of the Association	33
24	FUNDS AND ACCOUNTS	34
24.1	Bank	34
24.2	Source of Association funds	34
24.3	Financial records	34
24.4	Financial statements and reports	34
24.5	Review or audit of financial statements	34
24.6	Financial year of the association	34
25	COMMON SEAL	34
26	CLUB LICENSE	35
27	EMPLOYEES	35
28	INDEMNITY	35
29	DISSOLUTION	35
29.1	Disposition of assets:	35

1 NAME

The name of the association is the **BAYSWATER BOWLING AND RECREATION CLUB**, which, with Management Committee approval, may adopt a trading name without affecting the powers or interpretation of this constitution.

2 DEFINITIONS

When interpreting this Constitution unless the context or such otherwise indicates or requires:

Act means the Associations Incorporation Act 2015, its amendments or other legislation that may come into force to replace or supplement this Act shall form part of the Constitution;

Annual General Meeting is the meeting convened under Rule 20.1 and may be abbreviated to AGM;

Association means the incorporated association to which these rules apply;

Association Premises means all land and buildings and structures thereon of which the Association is the bona-fide occupier;

Association Year means from 1st June to 31st May of the following year;

Books has the meaning given to it in Section 3 of the Associations Incorporation Act 2015 and includes all of the register, financial records, financial statements or financial reports, as each of those terms is defined in Section 62 of the Act, however compiled, stored or recorded; minute books and documents and securities of the Association;

Bowls WA means the Royal Western Australian Bowling Association

By-Law means by-laws made by the Association under Rule 22.2;

Club means the Bayswater Bowling and Recreation Club;

Chair means, in relation to the proceedings at the Management Committee Meeting or General Meeting the person presiding at the meeting;

Committee means the Management Committee of the Association;

Committee Meeting means a meeting of the committee;

Committee Member means an appointed Member of the Management Committee;

Constitution includes Rules and by-laws

Equal Opportunity Act means the Equal Opportunity Act 1984, its amendments or other legislation that may come into force to replace or supplement this Act shall form part of this Constitution;

Executive Officers mean the President, Vice President, Secretary and Treasurer;

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;

General Meeting means the Annual General Meeting, Half-Yearly General Meeting, or any Special General Meeting of the Association;

Interpretation Act means the Interpretation Act 1984, its amendments or other legislation that may come into force to replace or supplement this Act shall form part of the Constitution;

Liquor Licensing Act means the Liquor Licensing Act 1988 and any amendments thereto or any other legislation that may come into force to replace or supplement this Act shall form part of this Constitution;

Ordinary Committee Member means a committee member who is not an office holder of the association under Rule 12;

Rules mean these **rules** of the Association, as in force for the time being;

Secretary means the committee member holding office as the secretary of the association and any delegate temporarily fulfilling the duties of Secretary;

Standing committee means a standing committee appointed by the Management Committee under Rule 17;

Treasurer means the committee member holding office as the treasurer of the association and any delegate temporarily fulfilling the duties of treasurer;

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; and

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

3 INTERPRETATION

Any matters of ambiguity relating to this Constitution, Rules and By-Laws shall be resolved by the Management Committee in its sole discretion.

In this constitution:

- a. a reference to a function includes a reference to a power, authority and duty;
- b. a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- c. words importing the singular include the plural and vice versa;
- d. words importing any gender include the other genders;
- e. references to persons include corporations and bodies politic;
- f. references to a person include the legal personal representatives, successors and permitted assigns of that person;
- g. a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and

- h. a reference to “writing” shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

4 OBJECTS OF THE ASSOCIATION

4.1 Objects

The objects for which the Association is established and maintained are to:

- a. promote and foster sporting and recreational activities amongst members and the community in an inclusive environment;
- b. promote and administer bowling competition for participants who are registered with Bowls Western Australia;
- c. work with similar bodies to increase the profile of sport and recreation, including but not limited to bowls, within Western Australia;
- d. to have all bowling members recognise and accept the Association constitution, rules and by-Laws and make all decisions consistent with them, with all games of lawn bowls to be played according to the constitution, rules and by-laws and laws of the game currently recognised by Bowls WA;
- e. to have all members of other recreations recognise and accept the constitution, rules and by-laws of the governing body for which recreation that the member is participating and make all decisions consistent with them, with all games to be conducted according to these constitutions, rules and by-laws and any relevant laws as determined by these governing bodies;
- f. enhance the sustainability of the Association and it's membership; and
- g. align infrastructure development and access to facilities with growth and participation.

4.2 Promotion of objects

The property and income of the Association shall be applied solely towards the promotion of the objects or purpose of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.

4.3 Club colours and insignia

In accordance with the records held at Bowls WA and as amended from time to time.

4.4 Association year

The Association year shall commence on the 1st day of June and end on the 31st May in each year.

5 POWERS OF THE ASSOCIATION

The powers conferred on the Association are the same as those conferred by the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- a. acquire, hold, deal with, and dispose of any real or personal property;
- b. open and operate bank accounts;
- c. invest its money:
 - i. in any security in which trust monies may lawfully be invested; or
 - ii. in any other manner authorised by the rules of the Association;
- d. borrow money upon such terms and conditions as the Association thinks and approved by majority vote of Members with full voting rights and conducted in accordance with Rules 20 and 21;
- e. give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- f. appoint agents to transact any business of the Association on its behalf;
- g. enter into any other contract it considers necessary or desirable; and
- h. may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or this constitution.

6 MEMBERSHIP

6.1 Membership categories

Members of the Association will be elected to the following categories of membership:

- a. Full Member;
- b. Honorary Life Member;
- c. Restricted Member;
- d. Social Member;
- e. Junior Member;
- f. Temporary Member; and
- g. Day Member;
- h. Such new categories of Members, created in accordance with Rule 6.2

The Management Committee retains the authority to impose limits on the number of members of the various categories of membership.

6.1.1 Full member

Persons of or above the age of eighteen (18) years entitled to exercise the full privileges of the Association.

A full member shall not become an employee of the Association unless by a proper arrangement sanctioned at a meeting of the Management Committee and reviewed as necessary.

6.1.2 Honorary life member

Any member recommended by the Management Committee to an Annual General Meeting of the Association and elected at such meeting to be an Honorary Life member for long and conspicuous service to the Association, and shall enjoy all privileges of a Full Member.

Honorary Life members shall not exceed (10) living members at one time and not more than two (2) shall be elected in one year.

6.1.3 Restricted member

Persons of or above the age of eighteen (18) years entitled to exercise the full privileges of the Association, but cannot play in any Bowls Western Australia game, or club championships.

6.1.4 Social member

Persons of or above the age of eighteen (18) years who may enjoy the privileges of the Association but shall not be eligible:

- i. to stand for any office in the Association or vote in any ballot or at a General Meeting of the Association;
- ii. to propose or second any application for membership of the Association; or
- iii. to use the greens except at the specific invitation of an Association Committee Member.

6.1.5 Junior member

Persons under the age of eighteen (18) years, who may enjoy all the privileges of the Association but shall not be eligible:

- i. to stand for any office in the Association or vote in any ballot or at any General Meeting of the Association;
- ii. to propose or second any application for membership of the Association; or
- iii. to invite guests into the Association.

6.1.6 Temporary member

A person who on any day is visiting the Association as a member or an official of, or a person assisting a team that is to contest a pre-arranged event in that sport on that day; or at the invitation of a member to engage in that sport on that day; may be taken to be a person who is afforded temporary membership on that day.

6.1.7 Day Member

A person above the age of eighteen (18) who may enjoy the privileges of the Association and have the rights of a Social member for 1 Day only.

6.2 Creation of new membership categories

The Management Committee has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined appropriate, even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights without the approval, by majority vote in a General Meeting, of Members.

6.3 Application for membership

- a) All applications for membership will be proposed and seconded by Full, Honorary Life or Restricted members of the Association, and will be in writing on the form prescribed by the Management Committee.
- b) In relation to applications for Full, Honorary Life or Restricted membership, applications will be posted in the Association by the Secretary for a period of not less than seven (7) days before election provided also that an interval of not less than two weeks shall elapse between the nomination and the election.
- c) Specific to Social membership: Applicants will be granted interim privileges of the membership category upon the proposing and seconding of their membership in accordance with clauses 6.3(a). Memberships will subsequently be taken to vote at a committee meeting in accordance with clause 6.3(d).
- d) At any committee meeting, any application for membership will require a two third (2/3) majority of members present to approve the application.
- e) The Management Committee will have the right to refuse any application for membership at its discretion without prejudice or right of the applicant to require an explanation.
- f) The Secretary will keep record of the name of members present and voting on that day.

6.4 Guests

Full, Honorary Life, Restricted and Social members may introduce guests to the Association at any time provided:

- a. that his guests shall not exceed (5) in number at any one time.
- b. a guest shall not be supplied with liquor in the Association premises except on the invitation and in the company of a member.
- c. the member introducing a guest shall be responsible for the proper conduct of their guest/s whilst on Association premises.
- d. any person who has been refused membership from the Association or who shall be under suspension or expulsion from the Association or an affiliated Bowling Club shall not be admitted as a guest of any member of the Association. Provided that a person refused membership of the Association, but whom is a member of another Club competing in a competition at the Bayswater Bowling and Recreation Club, shall be accorded the same privileges as other visiting competitors.

6.5 Minimum number of members

The Association must have at least six members with full voting rights.

7 REGISTER OF MEMBERS OF THE ASSOCIATION

7.1 Membership register

- a. The Secretary, on behalf of the Association, must comply with the Act by keeping and maintaining a secure register of all members that includes:
 - i. the full name of each member;
 - ii. contact details of each member;
 - iii. the class of membership; and
 - iv. the date on which the person became a member.
- b. The register must be kept at the principal place of administration of the Association.
- c. Upon written request of a Member, the Association shall make the register available for inspection by the Member and the Member may take a copy of or take an extract from the register but shall have no right to remove the register from the Association Premises for that purpose.
- d. The Association may require a Member who wishes to obtain a copy of the register of Members to provide a statutory declaration setting out the purpose for which the application is made.
- e. In accordance with the Act, the Association may charge a fee for the provision of accessing the Member Register, the fee to be determined by the Management Committee.
- f. Subject to confidentiality considerations and the Privacy Act (if applicable), the register may be used by the Association to further the objects of the Association, as the Management Committee considers appropriate.

8 SUBSCRIPTIONS, FEES AND LEVIES

8.1 Membership fees

- a. The annual fee for each membership category of the Association shall be determined from time to time by the Management Committee;
- b. All fees shall be due and payable annually as from the 1st June each year.
- c. If a member pays the annual membership fee within 2 months after the due date, the member shall be deemed financial for the full Association Year for the purpose of Association elections.
- d. Subject to rule 8.1 (e), if a member fails to pay the annual membership fee within 2 months after the due date, the person ceases to be a member.
- e. If a person ceases to be a member under rule 8.1 (d) and subsequently pays to the Association all the member's outstanding fees, the Committee may, if it thinks fit, reinstate the Member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.
- f. New members shall pay the annual fee relevant to the category of membership.
- g. Life Members of the Association shall not pay membership fees to the Association.
- h. Persons joining late in any financial year may pay a discounted fee, the fee to be determined at the sole discretion of the Management Committee.

8.2 Affiliation subscriptions, fees and levies

Affiliation fees, subscriptions and levies set by recreational governing bodies, including but not limited to Bowls WA are additional to annual membership fee and shall be paid to the Association.

8.3 Non-financial members

The Management Committee may by resolution remove from the register of members, the name of any member who fails to pay any subscription, levy or fee within 3 months of the due date.

8.4 Special circumstances

On being satisfied any member through absence, illness, financial difficulties, unemployment, physical disability or other distressful circumstances, is unable to pay his full subscription, the Management Committee on a recommendation of the Treasurer, may relieve him of part of his liability but not so as to make his total liability less than ten per cent of his applicable subscription.

8.5 Resignation from membership

A Member who delivers notice in writing of their resignation from the Association to the Secretary ceases to be a member of the Association at that time. Such Member remains liable to pay to the Association the amount of any subscription, fee or levy due and payable by that Member to the association or Bowls WA. No member resigning from the Association or ceasing from any cause to be a member, shall be entitled to or have any claim upon any portion whatsoever of the property or funds of the Association.

9 SUSPENSION OR EXPULSION OF MEMBERS

The Management Committee shall have the power to reprimand, suspend, expel or impose penalties on any member of the Association who, in the sole and absolute judgement of the Management Committee, have been guilty, either in or out of the Association premises, of any act, practice, conduct, matter or thing calculated in any manner to impair or affect the enjoyment of the Association premises by members and/or guests thereof, or to cause any ill-feeling or friction between or among members and/or guests, or breached, failed, refused or neglected to comply with provisions of this constitution, rules and by-laws, policies or any resolution or determination of the Management Committee.

9.1 Charge of misconduct

If the Management Committee considers that a Member should be suspended or expelled from membership of the Association because of conduct detrimental to the interests of the Association, the Management Committee shall take the following action:

- a. If the Management Committee decides to proceed with a charge of misconduct, seven (7) days' notice of the hearing must be given to the Member accused.
- b. The Secretary shall deliver to, or forward by registered post, a notice to the accused Member and the complainant at the postal address registered at the Association. The notice would specify the nature of the charge and request attendance at the hearing by the Management Committee. On the application of either party the Secretary shall send a notice to any other member to appear and give evidence provided such application is made three (3) days before the date of the hearing. Should any party or witness be unable to attend the hearing, the Management Committee may at their sole discretion, on application of either party, adjourn the hearing for not more than fourteen (14) days, at which time they will take evidence and decide the case, the same as if all parties were present.
- c. If, after hearing of the evidence, the Management Committee shall find the charge proven by a majority decision they shall impose an appropriate penalty.
- d. If the penalty is expulsion the name of the member shall be erased from the list of membership immediately. The member shall be liable for all monies due by him at the date of expulsion. No person shall be entitled to take action or proceedings against the Association for or in respect of any suspension or expulsion as decided and shall conform to the decision of the Management Committee.
- e. The Secretary will provide the details of the expulsion to any relevant governing body

9.2 Appeals

Two methods of appeal shall be available to members found guilty by the Management Committee of an offence against these Rules. Any notice of appeal will be lodged to the Secretary in writing giving details of the grounds for the appeal and the level of appeal sought. It shall be accompanied by the required sum of money which will be refunded if the appeal is upheld. All appeals must be lodged with the Secretary within seven (7) days of the Management Committee's decision.

- a. Where a member has been fined:
 - i. they will have their appeal determined by the President, Vice-president, and Secretary or in the absence of any of these officers by members of the Management Committee selected by the most senior officer available.
 - ii. The appellant shall lodge a sum of money equivalent to fifty percent (50%) of the Annual Subscription for Full members with their appeal which will be refunded if the appeal is returned to the Management Committee for rehearing of the charge.

- b. Where a member is suspended or expelled:
 - i. they will have their appeal determined by a Special General Meeting of members where a majority of two thirds (2/3) will be required to overturn the decision of the Management Committee.
 - ii. A sum of money equivalent to fifty percent (50%) of the Annual subscription for Full members will accompany an appeal to be determined by a Special General Meeting and will be returned to the appellant if their appeal is upheld.
- c. Until the hearing of any appeal the decision of the Management Committee will have full effect but the appellant will have the right to attend the meeting applicable.

9.3 Penalties

The Management Committee shall have due regard to the circumstances of the charge, when deciding on a penalty under these Rules. Penalties available are:

- a. the maximum monetary penalty for any breach of these Rules or By-laws of the Association shall not exceed the annual subscription for Full Members, but in addition an offending member shall pay the cost of repair or replacement for Association property damaged due to their actions.
- b. a period of suspension from membership for any period not exceeding twelve (12) months.
- c. where the charge proven is of gross misconduct and a fine or suspension shall in the opinion of two-thirds majority of the Management Committee hearing the charge be inadequate or inappropriate they may call on the member to resign. If the member refuses or neglects to do so within ten (10) days, they may declare the person expelled from the Association. The Management Committee shall take due account of the effect of expulsion on a member who may desire to join an affiliated Association in the future.

All monetary penalties shall be paid within fourteen (14) days of notice being served on the member. If he/she should refuse or neglect to meet such payment he/she shall stand suspended from membership until the payment be made in full. The Management Committee may extend such period for payment without further penalty at their discretion.

9.4 Consequences of suspension

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

10 DISPUTES

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

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

10.1 Parties to attempt to resolve dispute

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.

10.2 Grievance process

- a. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 10.1, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
 - i. the parties to the dispute; and
 - ii. the matters that are the subject of the dispute.
- b. Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- c. The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- d. The notice given to each party to the dispute must state —
 - i. when and where the committee meeting is to be held; and
 - ii. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.

10.3 Determination of dispute by committee

- a. At the committee meeting at which a dispute is to be considered and determined, the committee must —
 - i. give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - ii. give due consideration to any submissions so made; and
 - iii. determine the dispute.
- b. The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.

11 MANAGEMENT OF THE ASSOCIATION

11.1 Management committee

Subject to the Act and this constitution, rules and by-laws the governance of the Association shall be exercised by the Management Committee. In particular, the Management Committee as the controlling authority of the Association shall be responsible for acting on all Association issues in accordance with the objects of the Association and shall operate for the collective and mutual benefit of the Association.

The Management Committee, subject to the Act and this constitution, rules and by-laws, shall have the power, jurisdiction and authority to do all things necessary to carry out the business, the affairs and the objects of the Association.

The Management Committee shall comply with common law duties codified in the Act, including but not limited to the following actions:

- i. a duty of care and diligence;
- ii. a duty to act in good faith in the best interests of the Association and for a proper purpose; and
- iii. a duty to not use one's position and a duty to not misuse information obtained through the position to gain an advantage for self or someone else or to cause detriment to the Association.

The duties outlined above will also apply to other officers of the Association, which include persons, who:

- i. participate in making decisions that affect a whole or substantial part of the Association operations;
- ii. have the capacity to significantly affect the Associations financial standing; and
- iii. with whose instruction, the Management Committee is accustomed to act.

11.2 Standing committees

The Management Committee may from time to time formulate standing committees to undertake certain activities and tasks in accordance with Rule 17. The terms of reference for each Standing Committee shall be set by the Management Committee.

12 COMPOSITION OF THE MANAGEMENT COMMITTEE

The Management Committee shall comprise:

- a. Four (4) Elected Executive Officers in the following roles:
 - i. President
 - ii. Vice President
 - iii. Secretary
 - iv. Treasurer
- b. Other such elected Ordinary Committee Members as deemed necessary to fulfil the objects of the Association and elected in accordance with Rule 14.

13 DUTIES OF THE MANAGEMENT COMMITTEE MEMBERS

13.1 President

- a. The president will fulfil the role of chairperson.
- b. It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.
- c. The chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.

13.2 Vice president

- a. Shall liaise with the President in the overall management of the Association
- b. Act on behalf of the president if the president is absent, unwilling or unable to perform particular tasks.

13.3 Secretary

The Secretary has the following duties —

- a. dealing with the Association's correspondence;
- b. consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
- c. preparing the notices required for meetings and for the business to be conducted at meetings;
- d. unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- e. maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- f. unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- g. ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- h. maintaining full and accurate minutes of committee meetings and general meetings;
- i. carrying out any other duty given to the secretary under these rules or by the committee.

13.4 Treasurer

The treasurer has the following duties —

- a. ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- b. ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
- c. ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;

- d. ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- e. ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- f. if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- g. if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- h. providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- i. carrying out any other duty given to the treasurer under these rules or by the committee.

14 ELECTED COMMITTEE MEMBERS

14.1 Entitlement to be a committee member

- a. Any person nominated for an elected position on the Management Committee shall be a financial member of a category with voting rights.
- b. No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for;
 - i. An indictable offence in relation to the promotion, formation or management of a body corporate;
 - ii. An offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - iii. An offence under Part 4 Division 3 or section 127 of the Act; unless the person has obtained the consent of the Commissioner.
- c. No person shall be entitled to hold a position on any Association committee if the person is according to the Interpretation Act section 13D, a bankrupt of a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.
- d. Nominees for Elected Member positions on the Committee must declare any position they hold in the Association, including as an office bearer, committee member or a paid employee.
- e. A nominee who is subsequently elected as a Committee Member shall immediately resign as a paid employee of the Association.

14.2 Election of management committee

- a. Not less than 28 days prior to the Annual General Meeting the Management Committee will call for nominations for the following positions:
 - i. President
 - ii. Vice-president
 - iii. Secretary
 - iv. Treasurer
 - v. Other such positions as deemed necessary to fulfil the objects of the Association.
- b. Nominations for Elected members must be:
 - i. In writing on the prescribed form provided by the Association for that purpose;
 - ii. Received from a Member with voting rights and seconded by any other Member with voting rights;
 - iii. Signed by the nominee expressing a willingness to accept the position for which they have nominated
- c. The Management Committee will fix the time and closing date of the nominations which shall be at least three (3) days prior to the date fixed for the Annual General Meeting.
- d. The outgoing Committee Members shall appoint a Returning Officer to chair proceedings, prior to standing down from their positions.
- e. Nominations received as in Rule 14.2 (c) shall be declared Management Committee candidates by the Chair.
- f. If the number of candidates nominated is equal to the number required to be elected by the members for any position, the candidates nominated shall be duly elected.
- g. If less than the required number of nominations are received for an office the Chairperson at the Annual General Meeting the Chair shall call for nominations from the floor.

- h. If the number of candidates nominated exceeds the number required to be elected, a vote shall be taken by ballot at the AGM.
- i. If votes are divided equally, the chairperson of the meeting has a second or casting vote.
- j. Where there are insufficient Elected Members to fill positions, any remaining vacancies will be dealt with in accordance with Rule 16.
- k. The voting shall be conducted by majority vote.
- l. Proxy or postal/online votes will not be accepted.
- m. The Returning Office shall announce the results of the election at the AGM.

14.3 Term of appointment

Elected Members shall be appointed in accordance with this constitution for a term of one (1) year, or such time less than one year from their date of appointment to the conclusion of the elections at the following Annual General Meeting.

14.4 Co-opt members:

The Management Committee shall have the power to:

- a. co-opt financial Full, Honorary Life or Restricted members at any time to assist the:
 - Secretary;
 - Treasurer;
 - any Committee; and/or
 - Promotions Officer.
- b. to assist or further the objects of the Association.
- c. Provided such persons will not have voting rights in any Committee except when acting in the absence of the Secretary or Treasurer.

15 INDEPENDENT COMMITTEE MEMBER

Independent committee members may be appointed ('Appointed Committee Member') where there are insufficient Elected Committee Members to fulfil the objects of the Association providing enactment of Rule 16.

15.1 Qualifications for appointed committee member

The Appointed Committee Member may have specific skills as required by the Management Committee in commerce, finance, marketing, law or business generally or such other skills that complement the Management Committee composition. An Appointed Committee Member does not need to be a Member of the Association.

15.2 Term of appointment

Appointed Committee Members shall be appointed by the Committee in accordance with this constitution for a term of one (1) year, or such time less than one year from their date of appointment to the conclusion of the following Annual General Meeting.

16 VACANCIES OF THE MANAGEMENT COMMITTEE

16.1 Grounds for termination of appointment

In addition to the circumstances in which the office of a Committee Member becomes vacant by virtue of the Act, the office of a Committee Member becomes vacant if the Committee Member:

- a. dies;
- b. becomes bankrupt or is required to make any arrangement or composition with creditors generally;
- c. becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- d. resigns from office in writing to the Association;
- e. is absent without the consent of the Management Committee from four (4) consecutive meetings of the Management Committee;
- f. takes up any office of salaried employment of the Association;
- g. without the prior consent or later ratification of the Association in a General Meeting holds any position of remuneration under the Association;
- h. is directly or indirectly interested in any contract or proposed contract with the Member Centre and fails to declare the nature of that interest;
- i. if found to be an undischarged Bankrupt and does not declare their Bankruptcy to the Management Committee or offer their resignation;
- j. is removed from office by Special Resolution under Rule 16.2;
- k. would otherwise be prohibited from being a director of a corporation under the Corporations Act or is disqualified from office under the Act; or
- l. breaches Committee Member confidentiality such that the breach poses serious and indefensible circumstances with regards the Committee Member fiduciary duty to the Association or the Management Committee's good governance of the Association.

16.2 Removal of a committee member

- a. The Management Committee may remove any appointed Committee Member, before the expiration of their term of office, in accordance with Rule 16.1.
- b. The Association in a Special General Meeting may by Special Resolution with a majority vote of at least 75%, remove any Committee Member before the expiration of their term of office. If a Committee Member is removed in accordance with this Rule the office of the Committee Member becomes vacant and shall be filled as a casual vacancy in accordance with Rule 16.3.
- c. Where the Committee Member to whom a proposed resolution referred to in Rule 16.2 (a) makes representations in writing to the Chairman and requests that such representations be notified to the Members, the Chairman may send a copy of the representations to each Member or, if they are not so sent, the Committee Member may require they be read out at the Special General meeting referred to Rule 16.2 (b) and the representations shall be so read.

- d. Any written communication must be of reasonable length and must not contain any illegal, offensive or defamatory material.
- e. At the Special General Meeting referred to in Rule 16.2 (b) the person whose removal is proposed shall have the right to address the meeting.
- f. Removal of any Committee Member shall be without prejudice to any legal claim they may have against the Association or that the Association may have against the Committee Member in respect of matters arising before or after such removal.

16.3 Casual vacancies

- a. In the event of a casual vacancy of an elected Committee Member, the Management Committee shall identify a replacement Committee Member, in accordance with Rule 14.1, and appoint a suitable person for the remainder of the vacating committee member's term.
- b. In the event of a casual vacancy of an appointed Committee Member the Committee shall, if necessary, identify a replacement Committee Member from among appropriately qualified persons and appoint a suitable person for the remainder of the vacating appointed Committee Members term.

16.4 Remaining committee members may act

In the event of a casual vacancy or vacancies in the office of a Committee Member, the remaining Committee Member may act but, if the number of remaining Committee Member is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee Member to a number sufficient to constitute such a quorum.

17 STANDING COMMITTEES AND SUBSIDIARY OFFICES

- a. To help the committee in the conduct of the Association's business, the committee may, in writing, do either or both of the following —
 - i. appoint one or more standing committees;
 - ii. create one or more subsidiary offices and appoint people to those offices.
- b. A standing committee may consist of the number of roles that the Standing Committee considers appropriate and subject to sub-clause 17.1.
- c. A person may be appointed to a subsidiary office whether or not the person is a member.
- d. Subject to any directions given by the committee —
 - i. a standing committee may meet and conduct business as it considers appropriate; and
 - ii. the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

17.1 Delegation to standing committees and holders of subsidiary offices

- a. In this rule —

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

- b. The committee may, in writing, delegate to a standing committee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the committee other than —
 - i. the power to delegate; and
 - ii. a non-delegable duty.

- c. A power or duty, the exercise or performance of which has been delegated to a standing committee or the holder of a subsidiary office under this rule, may be exercised or performed by the standing committee or holder in accordance with the terms of the delegation.
- d. The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- e. The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- f. Any act or thing done by a standing 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 committee.
- g. The committee may, in writing, amend or revoke the delegation.
- h. All standing committees shall be subordinate to the Management Committee, subject to its control and direction, and report to the Management Committee through its Chairperson.
- i. The Vice President and Secretary shall be ex-officio members of all Standing Committees and notified of all intended meetings.
- j. Ex-officio members shall not have a vote in Standing Committees but may advise on policy and procedure.
- k. The Chairperson of each Standing Committee shall be responsible for the conduct of their Standing Committee and to carry out the duties detailed for that committee in a manner consistent with the Act, Association Rules and By-Laws, and relevant governing body.
- l. All roles within a Standing Committee are to be approved by the Management Committee.
- m. The Chairperson of each Standing Committee shall be elected at a General Meeting in accordance with Rules 14 and 16.
- n. Election of role holders to each Standing Committee shall be conducted by majority vote and in accordance with by-laws drafted in accordance with Rule 22.2.
- o. Each Standing Committee shall meet as required.
- p. The Chairperson shall ensure that minutes of the resolutions and proceedings of each meeting of the Standing Committee are minuted, together with the names and persons present at the meetings.
- q. A copy of the minutes is to be forwarded to the Secretary within fourteen (14) days of the meeting date.

18 MEETINGS OF THE MANAGEMENT COMMITTEE

18.1 Management committee to meet

The Management Committee shall meet at least monthly, at such place and times as the Management Committee may determine, for the dispatch of business.

The Chairman shall, on the requisition of two Committee Members, convene an extraordinary meeting of the Management Committee within 14 days.

18.2 Notice of management committee meetings

Unless all Management Committee Members agree to hold an extraordinary meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence or participation) not less than seven (7) days oral or written notice of the meeting of the Management Committee shall be given to each Management Committee Member by the Secretary. The agenda shall be forwarded to each Management Committee Member not less than three working days prior to such meeting.

18.3 Resolutions not in meeting

- a. A resolution in writing, signed, assented to or endorsed by electronic mail or other form of reproducible record by all the Management Committee Members shall be as valid and effectual as if it had been passed at a meeting of Management Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Management Committee Members.
- b. For purposes of clarity, a majority vote of Management Committee Members shall be sufficient to pass a resolution not in meeting as referred to in Rule 18.3 (a).
- c. Without limiting the power of the Management Committee to regulate their meetings as they think fit, a meeting of the Management Committee may be held where one or more of the Management Committee Members is not physically present at the meeting, provided that;
 - i. all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of physical or electronic communication;
 - ii. notice of the meeting is given to all the Management Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Management Committee and such notice does not specify that Management Committee Members are required to be present in person; and
 - iii. in the event that a failure in communications prevents condition (i) from being satisfied by that number of Management Committee Members which constitutes a quorum, and none of the Management Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated.

18.4 Quorum

At meetings of the Management Committee the number of Committee Members whose presence or participation under is required to constitute a quorum is five (5). When a Management Committee Meeting lapses due to lack of a quorum, the Chairman shall convene a second Management Committee Meeting within a period of 14 days.

18.5 Chair of management committee meeting

The President shall preside at every meeting of the Management Committee. If the President is not present, is unwilling or unable to preside, the Management Committee Members shall choose one of their number present to preside as chair for that meeting only.

18.6 Minutes

- a. The Secretary shall ensure that minutes of the resolutions and proceedings of each Management Committee Meeting are minuted, together with a record of the names of persons present at all meetings.
- b. Any Member of the Association, on giving reasonable notice to the Secretary, may inspect the Minutes of any Committee Meeting, unless the Committee determines that the minutes of Committee Meetings generally, or the minutes of a specific Committee Meeting, are not to be available for inspection.
- c. When the minutes of a committee meeting have been signed as correct they shall be advised to Members by means of notices approved by the Association and posted in the Association Premises by the Secretary, unless the Committee determines that the minutes of a specific Committee Meeting, are not to be available for inspection.

18.7 Honorarium

The Management Committee from time to time may grant an honorarium to any member for services rendered to the Association, subject to the Rules and the Act.

18.8 Decisions of management committee

Subject to this constitution, each Management Committee Member has a deliberative vote. Questions arising at any meeting of the Management Committee shall be decided by a majority of votes, but, if there is no majority, the Chair at the Management Committee meeting will have a casting vote in addition to his or her deliberative vote. All questions so decided shall for all purposes be deemed a determination of the Management Committee.

18.9 Validity of management committee decisions

A procedural defect in decisions taken by the Management Committee shall not result in such decisions being invalidated.

19 CONFLICTS

19.1 Committee members' interests

A Committee Member is disqualified from holding any position of profit or position of employment in any company in which the Association is a shareholder or otherwise interested or from contracting with the Association either as a vendor, purchaser or otherwise except pursuant to an express resolution of approval of the Management Committee. Subject to this Rule, any contract or arrangement entered into by or on behalf of the Association in which any Committee Member is in any way interested will be voided for such reason.

19.2 Conflict of interest

A Committee Member shall declare an interest in any:

- a. contractual matter;
- b. selection matter;
- c. judicial or disciplinary matter;
- d. sponsorship matter;
- e. material personal interest; or
- f. other financial matter;

in which a conflict of interest arises or may arise, and shall absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. In the event of any uncertainty as to whether it is necessary for a Committee Member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Management Committee, or if this is not possible, the matter shall be adjourned or deferred.

19.3 Disclosure of Interests

- a. The nature of the interest of such Committee Member must be declared by the Committee Member at the meeting of the Management Committee at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Management Committee after the acquisition of the interest. If a Committee Member becomes interested in a contract or other matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Management Committee held after the Committee Member becomes so interested.
- b. Conflicts of Interest shall be a standing agenda item at meetings of Committees and it is the duty of the Chairman to ensure that any declaration made or any general notice given by a Committee Member is recorded in the minutes.
- c. Conflict of Interest registered by Management Committee Members, will also be declared at the Annual General Meeting.

20 GENERAL MEETINGS

20.1 Annual general meeting

- a. An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and this constitution, on a date and at a venue to be determined by the Board, in every calendar year within four (4) months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner.
- b. The business to be transacted at the Annual General Meeting includes:
 - i. Reading a confirmation of the minutes of the last Annual General Meeting and of any Special Meetings held since the preceding Annual General Meeting.
 - ii. Communication of the Presidents Report, annual balance sheet and accounts, and reports of the Treasurer and Auditor.
 - iii. Declaration of the nominations and election of the Management Committee and Honorary Life Membership;
 - iv. Confirmation of appointment of the Association Auditor as recommended by the Management Committee;
 - v. Special business for which notice of motion has been given following Rule 20.3
 - vi. General business.

20.2 Half-yearly general meeting

A Half-Yearly General Meeting shall be held each year on a date to be fixed by the President, for the purpose of providing an update on the affairs of the Association.

20.3 Special general meeting

- a. The Secretary shall call a Special General Meeting when so instructed by a resolution of the Management Committee on a date and at a venue to be determined by the Management Committee.
- b. The Management Committee shall, on the requisition in writing by no less than twenty (20) percent of voting Members, convene a Special General Meeting within 28 days upon receipt of the request.
- c. The requisition for a Special General Meeting shall state the objective(s) of the meeting; shall be sent to the voting Members and shall be signed by the Members making the requisition.
- d. No business except that for which the meeting has been called, shall be transacted at such Special General Meeting.
- e. In accordance with the Act, should the Commissioner for Consumer Protection direct that a special general meeting be held, it will be conducted in accordance with this Constitution.

20.4 Notice of general meetings

The Secretary shall be responsible for:

- a. giving notice of all General Meetings to the Management Committee and Members;
- b. notice of a General Meeting shall be given at least fourteen (14) days prior to the meeting and shall specify the place, the date and time of the meeting; and
- c. distributing, at least seven (7) days prior to the meeting an agenda for the meeting outlining the business to be transacted, together with any notice of motion received or forms applicable to the intended business.

Notice of meetings may be distributed by the Secretary to any member by:

- i. Posting of a notice of the General Meeting in the Association Premises;
- ii. By sending it by electronically to the address nominated by the member;

- iii. Serving it to a Member personally;
- iv. Sending it by post to the person at their address as shown in the Register of Members; and/or
- v. By any other means that the Rules or the Act permit.

21 PROCEEDINGS AT GENERAL MEETINGS

21.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for a General Meeting of the Association shall be a minimum of twenty (20) per cent of Members eligible to vote.

21.2 Conduct of meeting

Without limiting the power of the Management Committee to regulate a meeting as they think fit, a General Meeting may be held where one or more of the Management Committee Members is not physically present at the meeting, provided that:

- a. prior notification of requirements to satisfy Rule 21.2 (b) are communicated to the Secretary;
- b. all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of physical or electronic communication;
- c. notice of the meeting is given to all Members entitled to notice in accordance with Rule 20.4; and
- d. in the event that a failure in communications prevents the condition in Rule 21.2 (b) from being satisfied by that number of participants that constitutes a quorum, and insufficient Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until the condition at Rule 21.2 (b) is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated.

21.3 Chair of general meetings

The President shall preside at every meeting of the Management Committee. If the President is not present, is unwilling or unable to preside, the Vice President shall preside at the meeting. If the Vice President is not present, is unwilling or unable to preside, the Management Committee Members shall choose one of their number present to preside as chair for that meeting only.

21.4 Adjournment of meeting

- a. If within thirty (30) minutes from the time appointed for the General Meeting, a quorum is not present, the meeting shall be adjourned to such other day, such other time and place as may be determined under Rule 21.4 (b).
- b. When any General Meeting lapses due to lack of a quorum, the Secretary shall convene a second meeting within a period of fourteen (14) days. If at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the business shall be transacted, provided the Members then present, is not less than half the number required for a quorum.
- c. The Chair may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- d. When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

- e. Except as provided in Rule 21.4 (d) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

21.5 Voting

- a. At any General Meeting a resolution put to the vote shall be decided by a show of hands.
- b. Subject to this constitution, eligible Members shall be entitled to one (1) vote at General Meetings in accordance with Rule 6.
- c. Eligible Members will have the option of casting their vote by Postal or Electronic Means

21.6 Recording of determinations

A declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, an entry to the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

21.7 Minutes

- a. The Secretary shall ensure that minutes of the resolutions and proceedings of each General Meeting are minuted, together with a record of the names of persons present at all meetings.
- b. Any Member of the Association, on giving reasonable notice to the Secretary, may inspect the Minutes of any General Meeting.
- c. Within 14 days after each General Meeting, the Secretary shall post a copy of the minutes of the General Meeting within the Association Premises.

22 RULES OF THE ASSOCIATION

22.1 Amendment of rules

- a. The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in the Act.
- b. No rule shall be amended, nor shall any new rule be made, except on the vote of 75 per cent (75%) of the members present at the Annual General Meeting or a Special General Meeting called for the purpose.
- c. Notice of any proposed amendment, repeal or addition must be given by notice in writing to the Secretary. Such notice shall be posted in the Association premises for not less than fourteen (14) days before the date appointed for the holding of such meeting for any proposal to so amend, repeal, or add to, the rules.
- d. Within 28 days after the making of any proposal for a change to the Constitution, rules and by-laws or rules of the Association, the Secretary shall provide to the Department of Commerce and Bows WA certified particulars of the change(s).

22.2 By-laws of the Association

- a. The Management Committee may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such regulations and policies for the proper advancement, management and administration of the Association, and the advancement of the objects of the Association, provided that the by-laws are not inconsistent with the Rules or the Act.
- b. By-laws drafted by Standing committees' shall be reviewed by the Management Committee and subject to it's approval, including rights of veto, as stipulated in Rule 17.
- c. The by-laws made under Rule 22.2 (a) do not form part of the Rules.
- d. All policies made under this Rule shall be binding on the Association and its Members.
- e. All By-Laws, regulations and policies of the Association in force at the date of the approval of this constitution under the Act in so far as such by-laws, regulations and policies are not inconsistent with, or have been replaced by this constitution, shall be deemed to be regulations and policies under this Rule.
- f. Amendments, alterations, interpretations or other changes to regulations and policies shall be advised to Members by means of notices approved by the Association and prepared and issued by the Secretary. The Association shall be obliged to draw such notices to the attention of their respective members. Notices are binding upon all Members of the Association.

23 THE ASSOCIATION'S BOOKS AND RECORDS

23.1 Custody of the books of the Association

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

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

23.2 Inspecting the books of the Association

- a. Upon written request of a Member, and subject to Rule 7, the Association shall make the books of the Association available for inspection by the Member and the Member may take a copy of or take an extract from the books but shall have no right to remove the books from the Association Premises for that purpose.

- b. A member must not use or disclose information in the Books of the Association except for a purpose;
 - i. That is directly connected with the affairs of the Association; or
 - ii. Related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

- c. The member must contact the Secretary to make the necessary arrangements for the inspection at a mutually agreeable time.

23.3 Returning the books of the Association

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

24 FUNDS AND ACCOUNTS

24.1 Bank

- a. The funds of the Association will be placed in such Bank as the Committee may from time to time determine for the credit of the Bayswater Bowling & Recreation Club.
- b. any transactions will be operated upon by cheque or electronic method, signed by;
 - i. any two of the Executive Office Holders: President, Vice-president, Secretary and Treasurer; or
 - ii. one Executive Office Holder and a person authorised by the Committee
- c. All expenditure above the maximum amount set by the Committee from time to time must be approved or ratified at a Committee Meeting.

24.2 Source of Association funds

- a. The funds of the Association may be derived from annual membership fees of Members, donations, fund raising activities, grants, interest, and any other sources approved by the Committee.
- b. The Association must, as soon as practicable
 - i. Deposit all money received by the Association, to the credit of the Association's bank account, without deduction; and
 - ii. After receiving any money, issue an appropriate receipt.

24.3 Financial records

- a. The Association will keep Financial Records that:
 - i. Correctly record and explain its transactions, financial position and performance; and
 - ii. Enable true and fair financial statements to be prepared in accordance with Part 5 of the Act
- b. The Association will retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

24.4 Financial statements and reports

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

24.5 Review or audit of financial statements

The Association will ensure that a review or audit is undertaken of the Financial Statements or Financial Report of the Association if:

- a. The Association is a Tier 2 or Tier 3 Association
- b. The by-laws of the Association require a review or audit;
- c. The members require a review or audit by resolution at a General Meeting
- d. An audit or review is directed by the Commissioner; or
- e. An audit or review is required as a condition of a funding arrangement; or holding of a charitable collections licence.

24.6 Financial year of the association

The financial year of the Association is stipulate in Rule 4.4

25 COMMON SEAL

The Association will have a Common Seal to be kept in the custody of the Secretary. The common seal shall:

- a. be used only with the authority and under resolution of the Management Committee;
- b. with such authority the President and Vice-president for the time being shall affix the Common Seal to any deed, instrument or writing, signed by the said officers and countersigned by the Secretary; and
- c. every use of the common seal must be recorded in the Committee's minute book.

26 CLUB LICENSE

On any application to the Director of Liquor Licensing for a Club License of the Association and whilst the Association shall continue to hold such Association License, these Rules will be interpreted in all things as being subject to the provisions of the Act and such provisions will be deemed to be included in and form part of these Rules.

27 EMPLOYEES

The Management Committee will be responsible for engaging and terminating all employees of the Association and will do so within the following guidelines:

- a. No person under the age of eighteen (18) years shall be employed in the sale or delivery of liquor;
- b. The hours worked shall not exceed those set down in the Industrial Awards, governing employees engaged in similar work;
- c. Employees shall be paid such salary and wages as the Committee may think fit, but shall not be less than the rates laid down under current relevant WA State or Federal Award, as is applicable;
- d. The Committee will define the respective duties of any employed person; and
- e. No payment or part payment of any Secretary, Manager or other officer or Employee of the Association shall be made by way of commission or allowance from or upon the receipts of the Association for liquor supplied.

28 INDEMNITY

The President, Vice-president, Secretary, Treasurer, and members of the Committee shall from time to time and at all times be saved harm and kept indemnified from and against all costs, charges, losses, damage and expenses which they or any of them sustain, incur or put to in or about the execution and discharge of their respective trusts and offices or in or about any action suit or proceeding at law or in equity in which they or any of them shall or may be plaintiffs or defendants, provided always that the amount of such costs, charges, damages, or expenses for which indemnity is intended to be hereby provided, shall immediately it shall have been sustained or incurred, be paid from the funds of the Association and that none of the other officers of the Association shall be answerable or accountable for the others and of them or any other person or persons whatsoever, but for his own acts, deeds and defaults alone.

29 DISSOLUTION

The Association may be dissolved or wound up by a special resolution at any General or Special Meeting called for such purpose providing that a minimum of 75% members with voting rights are present and 75% of the votes cast at that meeting, favour the dissolution. Notification must be sent to the Australian Taxation Commission.

29.1 Disposition of assets:

If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, or former Members. The surplus property must be given or transferred to another Association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which the Association shall be determined by resolution of the Association.