



DONNYBROOK COUNTRY CLUB INCORPORATED CONSTITUTION

1. INTERPRETATION

1.1. In these rules unless inconsistent with the context or subject matter: -

“annual meeting” means the annual general meeting of the Club;

“general meeting” means any general meeting of the Club that is not an annual meeting;

“board of management” means the board established pursuant to the rule 23 and may be referred to as ‘the Board’; The management of the Club shall be vested in The Board consisting of 9 committee persons elected for a 1 year term.

“month” means a calendar month;

“Liquor act” means the **Liquor Control Act, 1988 as from time to time amended.**

“the 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.

“the Club” means Donnybrook Country Club Incorporated.

“financial year” means from the 1st May each year to the 30th April the following year.

1.2. Except as otherwise provided in these rules, every word: -

1.2.1. Of the masculine gender shall be construed as including the feminine gender; and

1.2.2. In the singular number shall be construed as including the plural number, and conversely.

2. NAME:

2.1. The name of the Club is Donnybrook Country Club Incorporated.

3. OBJECTS:

3.1. The objects of the Club are: -

3.1.1. The principal object is to establish, maintain and conduct a club devoted to the sports of Golf, Bowls and Darts, together with the provision of facilities for the conduct of social events for the benefit of their guests.

3.1.2. To support local Community and Cultural organizations by allowing approved activities of these organizations to be conducted on club premises.

4. POWERS:

4.1. The Club may: -

4.1.1. Purchase, take or lease or in exchange, hire or acquire and maintain any real or personal property and any rights and privileges in relation thereto:

4.1.2. Subject to the Act, erect and improve and repair or to pull down and re-build buildings and other structure;

- 4.1.3. Sell, exchange, lease, mortgage, hire, dispose of, turn to account or otherwise deal with all or any part of the real and personal property of the Club;
- 4.1.4. Borrow or raise and secure the repayment of money in such manner as the Club thinks fit, including the issue of debentures, granting of mortgages, charges, or any other class of security upon all or any of the Club property, real or personal (both present or future) and may redeem or pay off any such securities;
- 4.1.5. Invest and deal with the moneys of the Club not immediately required for the purpose of the Club in such a manner as it may from time to time determine;
- 4.1.6. Appoint any other officials or servants of the Club and to remove them as occasions may require at their discretion and to define their respective duties. Persons appointed to a paid position, shall be engaged under a contract, award or Registered Workplace Agreement;
- 4.1.7. Lay out, construct, build, erect or maintain upon the premises for the time being belonging to or occupied by the Club, any golf links, bowling greens and indoor and outdoor bowling alleys and other sports and athletic facilities and, subject to the Act, a clubhouse and other buildings incidental thereto, and furnish, fit up and maintain the same for the use of members of the Club and provide all necessary equipment, appliances and conveniences therefore;
- 4.1.8. Promote, hold or enter into (either alone or jointly with any other Club or association) tournaments, competitions and matches and to offer, give or contribute trophies and other awards therefore;
- 4.1.9. Become affiliated with or subscribe to any State or regional golf or bowling association or body whose objects are similar to the objects of the Club and if thought fit to withdraw or retire from such association or body;
- 4.1.10. Enter into such agreements as are reasonable and necessary or as are considered advisable for the purpose of the proper carrying out of the objects of the Club, and;
- 4.1.11. Subject to the Liquor Act, obtain, maintain and operate a license or any permit for the sale of liquor.
- 4.1.12. To determine what person, if any, not being members of the Club shall be permitted to use the premises of the Club or any part or parts thereof and during what time and under what conditions and when and at what times and places and under what conditions such persons shall be supplied with refreshments and accommodation;
- 4.1.13. To do and perform any other act, matters and things in connection with or relative to the management of the Club as shall not by these rules require to be done by The Club in General Meetings.

5. INCOME AND PROPERTY:

- 5.1. The income and property of the Club shall be applied solely to the promotion of its objects and no part thereof shall be paid or transferred or be divisible, directly or indirectly, whether by way of dividend, bonus or other pecuniary; benefit, to or among the members or any of them, except in good faith in the promotion of those objects.
- 5.2. The accommodation and amenities of the Club shall be provided and maintained from its joint funds and a member is not entitled to derive any benefit or advantage from the Club that is not shared equally or capable of being shared equally.

6. MEMBERSHIP:

- 6.2. Persons may be elected to membership of the Club as follows;
 - 6.1.1. Dual Member
 - 6.1.2. Golf Member
 - 6.1.3. Bowls Member
 - 6.1.4. Restricted Playing Rights Member (RPR)
 - 6.1.5. Outlying Member – Golf, Bowls or Dual
 - 6.1.6. Junior Member
 - 6.1.7. Country Club Member
 - 6.1.8. Life Member
 - 6.1.9. Honorary Member
 - 6.1.10. Temporary Member
 - 6.1.11. Reciprocal Member

7. DUAL MEMBERSHIP – GOLF AND BOWLS

- 7.1. A person elected as a dual membership – golf and bowls member is entitled to clubhouse privileges and facilities of the golf course and bowling greens made available by the club.

8. GOLFING MEMBERS:

- 8.1. A person elected as a Golfing Member is entitled to clubhouse privileges and facilities of the golf course made available by the club. Golfing members are permitted to use the Bowling Green for Social Bowls only. Not permitted to play pennants, Championships or Bowler of the year games.

9. BOWLING MEMBERS:

- 9.1. A person elected as a Bowling Member is entitled to the clubhouse privileges and facilities and the Bowling Greens made available by the club.

10. RESTRICTED PLAYING RIGHTS (RPR)

- 10.1. RPR Member is eligible to use the clubhouse facilities and may use the playing surfaces without having to pay the ruling green fee and is only eligible to participate in nine-hole competition events and social bowls.
- 10.2. A Restricted Playing Rights Member (RPR) is not entitled to vote at any meeting.

11. OUTLYING MEMBERS:

- a. Golf Member
- b. Bowls Member
- c. Dual Member

11.1. A person whose ordinary place of abode is a minimum of fifty kilometres distant from the Club premises may be elected as an Outlying Member and remain an Outlying Member while his ordinary place of abode is so distant.

11.2. An outlying Member is not entitled to vote at any meeting.

12. JUNIOR MEMBERS:

12.1. A Junior Member consists of two categories:

- (i) A person who is aged not less than eight years and not more than eighteen years on the first day of July in the year of his or her proposal, or
- (ii) A person who is aged eighteen years and not more than twenty-one years and is studying full time may, be elected to the Club as a junior member;

12.2. On the expiration of the year in which a junior member attains the age of eighteen years or twenty-one years, he shall, become a Country Club Member on payment of the Country Club subscription or a Full Member on payment of the appropriate subscription for the year then commencing;

12.3. A person under the age of eighteen years is not eligible for election to any class of membership other than junior membership;

12.4. A Junior Member shall have no voice in management of the club or hold any office and is not entitled to vote at any meeting.

13. COUNTRY CLUB MEMBER

13.1. A person elected as a Country Club Member must be over 18 years of age and is entitled to use the Clubhouse facilities ONLY, with restrictions applied to use of sporting facilities: If he wished to use the sporting facilities, he may do so on any day other than those listed as club competition in the Club Calendar. The ruling green fee must be paid.

13.2. A Country Club Member is not entitled to vote at any meeting.

14. LIFE MEMBERS:

14.1. A member may propose another member for Life Membership to the Board in writing giving reasons that Life Membership should be granted. A General Meeting may upon a 75% majority vote, confer Life Membership on a member who has rendered special and outstanding services to the Club. The holder of a Life Membership shall be entitled to all privileges of a Golf and Bowls member, be exempt from subscriptions but shall pay any levies and capitation fees.

15. HONORARY MEMBER:

- 15.1. Honorary Member – Membership that may be granted to Club Patrons, Sponsors, Selected Government Officers and any other such person as the committee may decide from time to time based on their relationship to The Club or community.
- 15.2. Honorary membership will be restricted at any one time to a level deemed appropriate by the Committee or as may be suggested by the Liquor Licensing Authority.
- 15.3. An Honorary Member is not entitled to vote at any meeting.

16. TEMPORARY MEMBER:

- 16.1. Temporary Member – a person who is on any day visiting The Club as a member or an official of another club, including those persons who are assisting a visiting club, to:
 - (i) Engage in a pre-arranged event with the Club as per the Club’s objects: or
 - (ii) Hold a pre-arranged function at the Club involving the use of The Club’s facilities.
- 16.2. A Temporary Member is not entitled to vote at any meeting.

17. RECIPROCAL MEMBER

- 17.1. Is a visitor who is a full financial member of any like club in Western Australia or an Licensed Club located outside of Western Australia.
- 17.2. A reciprocal Member is not entitled to vote at any meeting.

18. APPLICATION TO BECOME A MEMBER:

- 18.1. A person requiring to be elected to membership (other than Life Membership) of the Club shall sign an application form provided by the Club. Such form must bear the signatures of two members of the Club who are entitled to vote, as proposer and seconder.
- 18.2. Names of persons proposed as members of the Club shall be displayed in a conspicuous place on the club premises for a period of at least seven days prior to the election and an interval of not less than thirty days shall elapse between the nomination and the election of any member, other than a Life Member, Honorary Member.
- 18.3. A person shall be proposed for Honorary Membership by a form provided by the Club and the form shall;
 - 18.4. Be posted on the notice board of the Club with the time of posting endorsed on it.
 - 18.4.1. If the form posted in accordance with sub-rules 18.3 and 18.4 of this rule is approved and signed by two members of the Board of whom neither is the proposer, the person is elected to Honorary Membership to take effect four hours after the form is posted or on being signed by the second committee member.
- 18.5. Members other than Life Members, Honorary Members or Temporary Members shall be elected by the Board on a day to be notified and candidates shall, in order to be elected,

secure at least seventy-five per cent of the votes of the members of the Board present and voting at any election of members.

- 18.6. The Secretary shall keep a record of the names of the Members of the Board present and voting at any election of members.
- (i) this register must be continually available for inspection at The Club premises by authorised officers.
 - (ii) residential, postal or email address can be nominated for the members register.
- 18.7. A candidate shall not be elected a member unless he has first paid his nomination fee and, where he does not pay his subscription and any other moneys due within one month after his election, the Board may declare his election null and void, without, however, relieving him of liability for the payment of those moneys payable by him on his election.
- 18.8. The Committee shall have the right to refuse to admit any person to membership without assigning any reason for doing so.
- 18.9. The Membership Secretary shall forthwith notify each new member of his election to the Club and shall be supplied with an electronic copy of The Club constitution or will be directed to obtain a copy of The Club constitution from The Club's website and, on election, a new member becomes entitled to the privileges and is bound by the Rules and By-Laws of the Club and is subject to all consequences resulting from breach of non-performance thereof.
- 18.10. The Membership Secretary of the Club shall excise the name of any defaulting member from the Club's Register of Members.

19. MEMBERS RIGHTS:

- 19.1. The rights and privileges of every member shall be personal and shall not be in any manner transferable by their own act or through any other person on their behalf or by operation of law, and on any member ceasing by death, or otherwise, to be a member.
- 19.2. The Committee or approved bar staff may revoke the membership of any honorary or temporary member at any time without notice.
- 19.3. Honorary or Temporary Members shall not be entitled to vote or be present at any meeting of the members of The Club, nor have any right, title or interest in or to any of the property of The Club, nor propose or second any candidate for admission as a member.
- 19.4. Upon request, a member is able to inspect the Books of the Association at such time and place as is mutually convenient to the Club and the Member.
- 19.4.1. A Member must contact the Secretary to request to inspect the Member Register.
 - 19.4.2. The Member may take a copy of details from the Member Register but has no right to remove the Register for that purpose.

19.5. Any member wishing to make a copy of or take an extract from the register of members, must provide a statutory declaration stating the purpose for which the information is required and the purpose is related to the affairs of the Club. The provision of a statutory declaration demonstrates the good intentions of the requesting member.

19.5.1. The Club may charge a reasonable fee to the Member for providing a copy of the Members Register, the amount to be determined by the Committee from time to time.

19.5.2. A Member must not use or disclose the information on the Member Register;

(i) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);

(ii) to contact, send material to The Club or a Member for the purpose of advertising for political, religious, charitable or commercial purpose, or

(iii) for any other purpose unless the use of the information is approved by the Committee and for a purpose:

(iv) that is directly connected with the affairs of The Club; or

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

20. GUESTS:

20.1. Any member of The Club shall be at liberty to invite guests to The Club, but the number of guests shall not exceed the maximum number of 5 as contained in Section 48(4) (b) of the Liquor Act.

20.2. Hold private family and business functions without limit to number of guests, providing that the sale of liquor shall be;

20.2.1. Ancillary to a meal supplied at The Club by or on behalf of The Club to a member and to each of the guests of that member being prior notice to The Club.

20.2.2. to a member, for consumption by the guests of that member at a function held by or on behalf of that member at The Club.

21. FEES AND SUBSCRIPTIONS:

21.1. The nomination fee payable by each class of member shall be determined from time to time by members in general meeting.

21.2. The annual subscription common to each class of membership shall be such as may be recommended from time to time by members in general meeting and as may be finally sanctioned by the Board.

21.3. All subscriptions and fees are payable annually in advance on the first day of July in each year and a member who is required to pay an annual subscription and fee fixed pursuant

to rule 21.2 is not eligible to enter for any association fixture or any Club competition or to vote at any meeting of the Club or to enjoy any of the privileges of membership until his annual subscription and fees for the then current year, or as the case may require, part year have been paid in full.

- 21.4. Notwithstanding the provision of rule 21.2, a member may retire from membership of the Club by notice in writing to the Secretary given at least one month prior to the date on which his annual subscription becomes due and payable.
- 21.5. Where a member, intending to be absent from his usual place of abode during a year commencing on the next succeeding 1st July gives notice of that fact to the Secretary, prior to that date, the member shall, if the Board of Management is satisfied that the notice is given in good faith, be exempted from the payment of any subscription in excess of the minimum subscription from time to time provided by the Board.
- 21.6. A member exempted from the payment of a usual subscription pursuant to this rule is not, during the currency of the exemption, entitled to exercise any of the rights or enjoy any of the privileges of membership but a member may, on return to his usual place of abode, pay a subscription proportionate to the part of the year then unexpired and the rights and privileges of membership shall thereupon be restored to him for that part.

22. NEW MEMBERS:

- 22.1. Subscriptions must be paid with 4 weeks of election and shall be paid as follows;
- (i) If elected between 1st July and 30th September – Full annual subscription.
 - (ii) If elected between 1st October and 31st December – 75% annual subscription.
 - (iii) If elected between 1st January and 31st March – 50% annual subscription.
 - (iv) If elected between 1st April and 30th June – 25% annual subscription.
- 22.2. The Committee shall have the power by resolution to remove from the roll of members the name of any new member who fails to pay his or her subscription within two weeks from the date of his election.
- 22.3. Any member whose subscription is in arrears after 30th September in each year shall cease to be a member.

23. GENERAL PROVISION:

- 23.1. No member shall be entitled to take any legal action against The Club (other than a claim for goods sold and delivered and services rendered) and must conform to the decisions of the Committee and in the case of an appeal, to the decision of the General meeting to which he may appeal.

24. ANNUAL GENERAL MEETING:

- 24.1. The annual meeting shall be held within six months of the end of financial year in each year on such day and at such time and place as the Board may determine.
- 24.2. All Notices of Motion for consideration at the Annual General Meeting must be handed to the Secretary in writing no less than 14 days prior to the date set for said meeting and posted on the notice board in the club house for 7 days before the meeting.

- 24.3. The Chairman of the meeting shall be the Club President or if not available a person nominated and elected by the members present.
- 24.4. Only members with voting rights, as outlined in this constitution will be permitted to vote on matters at the Annual Meeting.
- 24.5. The Chairperson shall have the casting vote only and shall decide all questions of order unless otherwise provided by these rules.
- 24.6. The order of business at the Annual Meeting shall be as follows:
- (i) reading notice of meeting.
 - (ii) reading minutes of the last Annual Meeting and any other General Meeting not yet confirmed and confirming or amending same.
 - (iii) reading President's report, discussion and adoption or otherwise.
 - (iv) reading Statement of Accounts and Balance Sheet to be received or otherwise.
 - (v) election of Management Committee.
 - (vi) election of Club Reviewer.
 - (vii) special Business of which Notice of Motion has been given.
 - (viii) other Business.

25. SPECIAL MEETING:

- 25.1. The Secretary shall, whenever required by the Board or by a Requisition made in writing by not less than ten percent of eligible voting members of the Club, convene a special meeting. Members who have provided an email address will be emailed a copy of the notice of the meeting, agenda items and any Notices of Motion. The Notice of Motion will also be posted on the club notice board.
- 25.1.1. Only business of which notice shall have been given as above, or in accordance with these rules, shall be transacted at a Special General Meeting.
- 25.2. A requisition for a special meeting shall specify the object of the meeting sought and on receipt thereof the Secretary shall forthwith convene the Special Meeting to be held not less than seven days nor more than fourteen days after the time of the requisition being received by him; and where, in the case of a requisition by members, the meeting has not been convened within the time afore-said, the member requisitioning it or any of them, may convene the meeting.

26. NOTICE OF GENERAL MEETINGS:

- 26.1. Seven days' notice at least of every annual or general meeting specifying the time and place of the meeting and the nature of the business shall be posted on the notice board in the Club House at least seven days before the date of the meeting. Members who have provided an email address will be emailed a copy of the notice.

27. QUORUM:

- 27.1. At any annual or general meeting fifteen members shall constitute a quorum.

28. ADJOURNMENT:

- 28.1. Where, within half-an-hour from the time appointed for an annual or general meeting, a quorum of members is not present, the meeting, if convened upon the requisition of members, shall be dissolved but in any other event it shall stand adjourned to the same day in the following week at the same time and place.
- 28.2. Where at an adjourned meeting a quorum of members is not present, the members present shall constitute a quorum and may transact the business for which the meeting was called.
- 28.3. The President of a meeting may adjourn it from time to time but no business shall be transacted at any adjourned meeting other than the business left unfinished when the meeting was adjourned.

29. QUALIFICATION TO ATTEND AND VOTE:

- 29.1. Financial members of all classes (other than Junior Members) are entitled to be present at all General Meetings of the Club but members other than Dual Members, Golf Members, Bowls Members and Life Members are not entitled to address any meeting or vote thereat.
- 29.2. A member who has not paid his annual subscription and fees is not a financial member.

30. MINUTES:

- 30.1. Minutes of the proceedings at every annual and of every general meeting shall be entered and kept in a minute book and when signed the book is conclusive evidence that the proceedings minuted therein were regular and took place as minuted at the meeting duly convened and held as provided by these rules.

31. BOARD OF MANAGEMENT:

- 31.1. The Board of Management is the controlling body of the Country Club. It shall conduct the business and affairs of the Club through its sub-committees.
- 31.2. The Board shall consist of a President and Directors in each of the following categories: one Finance Director, one House Director, one Grounds Director, two Bowls Directors two Golf Directors and a Secretary, all of whom shall be elected by the general body for a period of not less than twelve months.
- 31.3. Nothing in this rule shall be construed as limiting the number of persons who may be nominated to any office of the Board or be construed as affecting the election of persons to office by the general body of members.
- 31.4. All members of the Board shall be elected at an annual meeting provided that the first board to be elected under these rules may be elected at a general meeting and if so elected shall hold office until the annual meeting of the following year. A member of the Club shall nominate all candidates for the office of member of the Board in writing so that the nomination is in the hands of the Secretary not later than seven days before the date fixed for the annual meeting.

- 31.5. If there shall be insufficient nominations to fill the whole of the vacancies of the list of officers, those nominated shall be declared elected and The Board shall have power to fill the vacancies and any casual vacancies that may occur. Nominations may be taken from the floor at the Annual General Meeting.
- 31.6. If vacancies in the Management Committee result in the number of Committee Members being less than the number fixed under Section 31.2, the continuing Committee Members may act to only:
- (i) Increase the number of members on the Committee to the number required for a quorum; or
 - (ii) Convene a General Meeting of the Club.
- 31.7. A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:
- (i) dies;
 - (ii) ceases to be a Member;
 - (iii) becomes disqualified from holding a position under Section 33.4 or 33.5 as a result of bankruptcy or conviction of a relevant criminal offence;
 - (iv) becomes permanently incapacitated by mental or physical ill-health;
 - (v) resigns from office;
 - (vi) is absent from three consecutive Committee Meetings as per Section 35.2;
 - (vii) is removed from office by resolution at a General Meeting of The Club if a majority of the Members present and with voting rights at the meeting vote in favour of the removal.
- 31.8. The Committee Member who faces removal from the Committee must be given a full and fair opportunity at the General Meeting to decide the proposed resolution, to state his case as to why the Member should not be removed from his position on the Committee.
- 31.9. If all Committee Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Committee.
- 31.10. The interim Committee must, within two months, convene a General Meeting of the Club for the purpose of electing a new Committee.
- 31.11. The Board shall appoint;
- 31.11.1. A Vice President who shall be a member of the Board.
 - 31.11.2. A person independent of the Board as membership secretary of the club.
 - 31.11.3. Its sub-committees.

32. MEETING OF MANAGEMENT COMMITTEE

- 32.1. The Board shall meet not less than once in every month for the transaction of ordinary business, and five members shall constitute a quorum.
- 32.2. Except as otherwise provided by these rules, all questions arising at any meeting of the Board shall be determined by a majority of the votes of the members present.
- 32.3. The President or, in his absence, the Vice President shall be the chairman at a meeting of the Board and shall, in the case of equality of votes, have a casting vote for general/annual meetings.
- 32.4. Minutes of all resolutions and proceedings of the Board shall be entered by the secretary of the Club in a minute book to be provided for that purpose.
- 32.5. The President or any two members of the Board, may at any time summon a meeting of the Committee.

33. POWERS OF MANAGEMENT COMMITTEE:

- 33.1. Without limiting any other power conferred on the Board by these rules but subject to any direction of the members in annual or general meeting, the name of the Club, to do all or any of the things set out in rule 4 of these rules.
 - 33.1.1. Without limiting the generality of sub rule 33.1 of this rule, the Board may:
 - (i) Make, amend and revoke such By-Laws as, in its opinion, are or may be necessary for the proper operation and well-being of the Club, generally.
 - (ii) Make rules for the conduct of sport under the auspices of the Club, to have effect until otherwise determined by the Board or by the members in annual general meeting;
 - 33.1.2. Subject to the act, from time to time, determine the conditions under which, and the times when, the members or any of them may use any property or part of the premises, of the Club;
 - 33.1.3. Appoint sub-committees of its members or of members of the Club and to delegate to any such sub-committee such of its power (other than this power of delegation) as it thinks fit, but so, always, that any such sub-committee shall be required to report to, and be responsible to, the Board;
 - 33.1.4. Pay gratuities and retiring allowances to servants of the Club; as agreed to and at annual or general meeting.
 - 33.1.5. Section 33.1.4 does not prevent: payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to The Club or for goods supplied in the ordinary and usual course of business; the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on

money borrowed from any Member; the payment of reasonable and proper rent by The Club to a Member for premises leased by the Member to The Club; or the reimbursement of expenses incurred by any Member or any Committee Member on behalf of The Club.

33.1.6. Determine, which officers of The Club may draw, make, accept, issue or endorse negotiable securities on behalf of The Club.

33.1.7. Take, defend and compromise legal proceedings on behalf of The Club and for that purpose engage and retain legal advisors; and

33.1.8. Make calls, not exceeding, in any financial year, the amount of their annual subscriptions, on members or any calls of members, so that any such call shall, in each case, be a debt due by the member of The Club.

33.2. Every member of the Board shall be indemnified against any loss, expenses or liability incurred by reason of any act or deed performed by him in good faith on behalf of the Board and the Board may use the funds of The Club for any such purpose required, together with any reasonable expenses incidental to Board activities.

33.3. A member of the Board who has any direct or indirect pecuniary interest in any matter under contemplation by the Board, shall as soon as he becomes aware of his interest, disclose the nature and extent of such interest to the Board and shall not be present while the matter is being considered at the Committee Meeting or vote on the matter, or;

33.3.1. Section 33.3. does not apply in respect of a material personal interest that;

- (i) exists only because the Committee Member belongs to a class of persons for whose benefit The Club is established; or
- (ii) the Committee Member has in common with all, or a substantial proportion of, the members of The Club.
- (iii) the Secretary must record every disclosure made by a Committee Member under Section 33.3. in the minutes of the Committee Meeting at which the disclosure is made.

33.4. 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.

33.5. 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.

34. OBLIGATIONS OF THE COMMITTEE:

34.1. The Committee must take all reasonable steps to ensure The Club complies with its obligations under the Act and these Rules.

34.2. Responsibilities of Committee Members:

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

34.2.2. A Committee Member must exercise his powers and discharge his duties in good faith in the best interest of The Club and for a proper purpose.

34.2.3. A Committee Member or former Committee Member must not improperly use information obtained because he is a Committee Member to:

- (i) gain an advantage for himself or another person; or
- (ii) cause detriment to The Club.

34.2.4. A Committee Member or former Committee Member must not improperly use his position to:

- (i) Gain an advantage for himself or another person; or
- (ii) Cause detriment to The Club.

34.2.5. Any act performed by the Committee, a sub-committee or a person acting as a Committee Member is deemed to be valid even if the act was performed when:

- (i) There was a defect in the appointment of a Committee Member, sub-committee or person holding a subsidiary office; or
- (ii) A Committee Member, a sub-committee member or a person holding a subsidiary office was disqualified from being a Committee/sub-committee Member as per Section 31.7. iii as a result of bankruptcy or conviction of a relevant criminal offence.

35. DISQUALIFICATION OF DIRECTORS:

35.1. Any member of the Board who;

35.1.1. Ceases to be a member of the Club or is suspended from membership;

35.1.2. Is absent without leave of the Board from three consecutive meetings of the Board, shall vacate his office, unless in a case under paragraph 35.1.1. of this rule, the disqualification is removed by a resolution of the Board.

36. POWERS TO SUSPEND OR EXPEL MEMBERS:

- 36.1. The Board has power to suspend or expel any member of The Club who, on proof to its satisfaction;
 - 36.1.1. Fails in the observance of, or commits any breach of any rule or By-Law of The Club or any order or direction of the Board or of any general meeting;
 - 36.1.2. Has been guilty, either in or out of the Club premises, of any act, practice, conduct, matter or thing calculated to bring discredit on The Club or its members or to impair or to affect the enjoyment of The Club by other members.
 - 36.1.3. The President, Committee or Approved Manager in receiving a complaint from the Approved Manager or Approved Bar Staff, of a member's behaviour which is considered a serious breach of the Liquor Act or acceptable member behaviour or where police involvement is required, may suspend a member for a period of time until disciplinary action under clause 37 can be taken.
 - 36.1.4. The Board of Management is required to exempt any member of that Committee from hearing a charge in which he has an interest.

37. PROCEDURE FOR SUSPENSION OR EXPULSION OF MEMBERS:

- 37.1. In the event of the Board acting pursuant to Rule 36 it shall adopt the following procedure, namely;
 - 37.1.1. A charge shall, in the first place, be made either by a member of the Board or by resolution of the Board stating the nature of the offence of which the member is accused;
 - 37.1.2. The Board shall, at least seven clear days before the hearing, cause a notice to be sent to the member complained against and to the complainant (if any) to attend before it to answer or (as the case may be) support the charge and either party may, at least three clear days before the hearing, require the secretary to, and the secretary shall thereupon, send a notice to any other members to attend and be heard;
 - 37.1.3. The Committee shall after hearing the accuser and accused and taking such evidence as they may consider proper, if they find the charged proved, inflict a penalty of suspension from all or any of the privileges of membership.
 - 37.1.4. If the Committee consider that on a charge of gross misconduct suspension as above is insufficient, they may call on the member to resign, and if he neglects to resign within ten days they may declare him to be expelled.
 - 37.1.5. If a Member is suspended or expelled under Section 37, the person may appeal the Committee's decision through a Special General Meeting by giving written notice to the Secretary within fourteen days of receiving notice of the Committee's decision under Section 37.

- 37.1.6. Members are not permitted to have legal representation attend any disciplinary matters, but may bring another member to act in a support capacity only.
- 37.1.7. If a Members membership is suspended under Section 37.1.3., the Secretary must record in the Register the name of the Member that has been suspended from membership, the date on which the suspension takes place and the length of the suspension as determined by the Committee under Section 37.1.3.
- 37.1.8. During the period a member's membership is suspended, the member; loses any rights (including voting rights) arising as a result of membership; and is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to The Club.
- 37.1.9. Upon expiry of the period of a Member's suspension, the Secretary must record in the Register that the Member is no longer suspended.
- 37.1.10. If the Committee's decision to suspend or expel a Member is revoked under these Rules, any act performed by the Committee or Members in a General Meeting during the period that the Member was suspended or expelled from Membership under Section 37.1.3. is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

38. MEMBERS NOT ENTITLED TO TAKE PART IN PROCEEDINGS:

- 38.1. A member is not entitled to take action on proceedings against The Club for, or in respect of, any penalty imposed by the Board, whether the penalty is set aside or varied by general meeting or not.

39. DISOLVING DISPUTES:

- 39.1. Disputes arising under the Rules:

39.1.1. Section 39.1 applies to:

- (i) Disputes between members; and
- (ii) Disputes between The Club and one or more Members that arise under the rules or relate to the rules of The Club. This does not include disciplinary matters undertaken with club members, which are covered only under Section 36 and 37 of The Club constitution.

- 39.1.2. The parties to a dispute must attempt to resolve the dispute between themselves with fourteen days of the dispute coming to the attention of each party.

- 39.1.3. If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary, of the parties to, and details of, the dispute.

- 39.1.4. The Secretary must convene a Committee Meeting within twenty-eight days after the Secretary receives notice of the dispute under Section 39.1.3. for the Committee to determine the dispute.
- 39.1.5. At the Committee Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally in writing or both.
- 39.1.6. The Secretary must inform the parties to the dispute of the Committee's decision and the reason for the decision within seven days after the Committee Meeting referred to in Section 39.1.5.
- 39.1.7. If any party to the dispute is dissatisfied with the decision of the Committee they may elect to initiate further dispute resolution procedures as set out in the Rules.

40. MEDIATION:

40.1. Section 40 applies;

- (i) where a person is dissatisfied with a decision made under Section 37.1.3. or 39.1. or
- (ii) where a dispute arises between a Member or more than one Member and The Club and any party to the dispute elects not to have the matter determined by the Committee.

40.1.1 Where the dispute relates to a proposal for the suspension or expulsion of a Member this rule does not apply until the procedure under Section 37.1.5. in respect of the proposed suspension or expulsion has been completed.

40.1.2 If the parties to a dispute are unable to resolve the dispute between themselves within the time required under Section 39.1.2. or a party to the dispute is dissatisfied with a decision made by the Committee under Section 39.1.7. a party to a dispute may:

- (i) provide written notice to the Secretary of the parties to, and the details of, the dispute;
- (ii) agree to, or request the appointment of a mediator.
- (iii) party, or parties requesting the mediation must pay the cost of the mediation.

40.1.3 The mediator must be:

- (i) a person chosen by agreement between the parties; or
- (ii) in the absence of agreement;
- (iii) if the dispute is between a Member and another Member – a person appointed by the Committee; or
- (iv) if the dispute is between a Member or more than one Member and The Club, the Committee or a Committee Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.

40.1.4 A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.

40.1.5 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

40.1.6 The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.

40.1.7 The mediator, in conducting the mediation, must;

- (i) give the parties to the mediation process every opportunity to be heard;
- (ii) allow all parties to consider any written statement submitted by any party; and
- (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

40.1.8 The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

40.2 Inability to resolve disputes:

40.2.1 If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

41 GOLF AND BOWLS SUB-COMMITTEES:

41.1 The game of golf and the game of bowls played under the auspices of The Club shall be controlled, in each case by a sub-committee (in the rules called, respectively, "the golf committee" and "the bowls committee") comprising a president, vice-president, captain, vice-captain and at least four other members, elected annually, in each case, by the financial members participating in the game, at a meeting convened for that purpose.

41.2 A sub-committee constituted pursuant to this rule shall conduct its proceedings as nearly as may be practicable in the manner as provided by these rules for the proceedings of the Board but four members shall constitute a quorum and the appointment of a person to a casual vacancy on a sub-committee shall be subject to confirmation by the Board.

41.3 A sub-committee constituted pursuant to this rule shall report to and be responsible to the Board and all moneys raised by such a sub-committee shall be paid to the funds of The Club.

42 COMMON SEAL:

42.1 The Common Seal of The Club shall be kept in the custody of the President and shall be used with the authority of the Board, only.

42.2 With such authority two members of the Board (to be appointed from time to time by the Board) may use the Common Seal. Those two members shall sign all documents to which the Common Seal is affixed and another member of the Board shall countersign every document to which the seal is affixed.

43 ACCOUNTS:

43.1 The Accounts of The Club shall be closed on the last day of April in each year and an Income and Expenditure account and a Balance Sheet containing a summary of the assets and liabilities of The Club at that date shall be made out and a copy thereof shall be available at least seven days prior to the date of the Annual General Meeting.

44 REVIEWER:

44.1 A reviewer shall be elected by the Club members at the Annual General Meeting each year.

44.2 The reviewer shall be independent to The Club.

44.3 The reviewer shall have delivered to him a list of all books and accounts by The Club and shall at all reasonable times have access to those books and accounts.

45 SECRETARY AND HIS DUTIES:

45.1 The Secretary shall conduct the correspondence of The Club and keep full and accurate minutes of the proceedings of all meetings of any committee.

45.2 Minutes signed by a person purporting to be the Chairman of any meeting of a committee is conclusive evidence that the proceedings minuted were regular and took place at a meeting duly convened and held.

45.3 The Management Committee is to determine the distribution of Committee Meetings minutes.

45.4 Consult with the Chairperson about all business to be conducted at meetings and convene General Meetings and Committee Meetings, including preparing the notices of meetings and of the business to be conducted at each meeting.

45.5 Keep and maintain an up to date condition the Rules of The Club and any by-laws of The Club.

45.6 Maintain the record of office holders of The Club. Committee members may nominate a business address, post office box address or email address to be used in the record in place of their personal address.

- 45.7 Ensure the safe custody of the Books, with the exception of the Accounting Records, of the Club.
- 45.8 Keep full and correct minutes of General Meetings, which will be distributed to all members within fourteen days of the General Meeting via email and will be tabled for adoption at the next General Meeting; and
- 45.9 Perform any other duties as are imposed by these Rules or The Club on the Secretary.

46 MEMBERSHIP SECRETARY AND HIS DUTIES:

- 46.1 The Membership Secretary shall enter in the books to be provided for that purpose the full name of each member of The Club, specifying his class, registered address, and shall keep posted in The Club premises a list of members and their addresses.
- 46.2 All notices emailed, delivered or posted to a member's registered address shall be taken as being validly delivered and where no address is known notices left in the Club House shall be sufficient.
- 46.3 Maintain the register of the Members including the email, street or postal address of each member.
- 46.4 Update the register with twenty-eight days of new members, members resigning, members suspended/expelled and in the latter case, include date in which membership ceases and reasons for cessation of membership.

47 DUTIES OF FINANCE DIRECTOR:

- 47.1 The Finance Director shall be responsible for all moneys on behalf of The Club, and pay such moneys into such account at such Bank as the Board may decide and there be operated upon as the Board may determine.
- 47.2 The Finance Director shall keep correct accounts and books of The Club showing its financial affairs and shall make up an annual statement of accounts and balance sheet of The Club to the thirtieth day of April in each year which shall after review, be circulated amongst the members of The Club at the Annual General Meeting.
- 47.3 Ensure that The Club complies with the account keeping requirements in Part 5 of the Act;
- 47.4 Ensure the safe custody of the Financial Records of The Club and any other relevant records of The Club;
- 47.5 Ensure the payments of all moneys referred to in Section 47.1 into the account or accounts of The Club as the Committee may from time to time direct;
- 47.6 Ensure timely payments from the funds of The Club with the authority of a General Meeting or of the Committee, with all cheques, drafts, bills of exchange, promissory

notes and other negotiable instruments of the Association signed by two committee members.

47.7 Assist the reviewer in performing their functions; and

47.8 Perform any other duties as are imposed by these Rules or The Club on the Finance Director.

48 CHAIRPERSON:

48.1 The Chairperson:

- (i) must consult with the Secretary regarding the business to be conducted at each Committee Meeting and each General Meeting.
- (ii) may convene special meetings of the Committee under 32.5.
- (iii) may preside over Committee Meetings under Section 32.3.
- (iv) may preside over General Meetings under Sections 24, 25 and 26; and
- (v) must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct.

49 REMOVALS OR INJURY OF PROPERTY:

49.1 A member shall not take from the Clubrooms, injure or destroy any property of The Club without approval of the Committee or the Approved Manager. Any loss or damage resulting from any breach of this Rule shall be made good by the member concerned and the Board shall assess the amount to be paid by a member under this rule and that assessment is final and conclusive.

50 LOSS OR DAMAGE TO PROPERTY:

50.1 The Club is not responsible for the loss or damage to any article of any kind brought into the Club House by a member or a visitor.

51 ADMISSION TO PARTS OF CLUB PREMISES:

51.1 Except with the approval of a member of the Board, the Approved Manager or Approved Bar Staff, a member of The Club and a member of the staff shall not be or remain behind the bar, under any pretext.

52 CONDUCT OF SERVANTS:

52.1 The conduct of any servant of The Club shall in no case be made a manner of personal reprimand by any member.

53 LIQUOR ACT REQUIREMENTS:

53.1 The Club shall appoint and maintain a Duty Manager for the purpose of observing liquor licensing requirements and regulations as required under the Liquor Act.

54 BETTING:

54.1 A member is not permitted to make a betting book in the Club premises.

55 SUBSCRIPTION LISTS AND RAFFLES:

55.1 A subscription list or raffle shall not, without the leave of the Board, be exhibited or canvassed on The Club premises.

55.2 All subscription and fees owing by a member under these Rules and all moneys owing and payable by any member of The Club for goods supplied or delivered are recoverable by The Club by action in any Court of competent, jurisdiction, whether the member has, at the time of the commencement of the action, ceased to be a member or not.

56 NOTICES EXHIBITED IN CLUB HOUSE:

56.1 Every notice, directed to be exhibited in the Club House shall be exhibited on The Club notice board to be maintained in a conspicuous place on The Club premises.

57 RULES OF PLAY:

57.1 The game of golf shall be conducted in accordance with the rules of golf as approved from time to time by the Rules Committee of the Royal and Ancient Club of St. Andrews.

57.2 The game of bowls shall be conducted under the laws of the game of bowls as adopted from time to time by the W.A. Bowling Association (Inc.).

58 AMENDMENTS OR REVOCATION OF RULES:

58.1 None of these rules shall be amended or revoked nor the operation of any of them be suspended and a new rule shall not be added, except by an Annual or Special General Meeting of The Club and, then, only in accordance with the succeeding provisions of this rule.

58.2 Notice of motion to vary these rules in the manner mentioned in sub-rule 58.1. of this rule shall be given to the Secretary in writing at least twenty-one days preceding the Annual or Special General Meeting and be posted on The Club notice board at least fourteen days prior to the meeting at which it is to be considered and the motion shall be included in the notice convening the meeting given in accordance with these rules.

58.3 A motion to vary these rules shall not be considered by any meeting of The Club at which less than twenty members entitled to vote are present and shall not be passed except by a 75% majority of the members present and entitled to vote.

58.4 As soon as is practicable after the making of any proposal for a change to the Constitution or Rules of The Club, the Secretary shall provide to the Director of Liquor Licensing, the changes proposed. No effect will be given to the change without prior approval of the Director.

58.5 Within one month after the making of any amendment or addition to the Rules of The Club, passed by special resolution, the Management Committee shall send or deliver a certified copy of the amendment or alteration to the Consumer Protection

Division of The Department of Commerce. 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.

59 DISSOLUTION:

- 59.1 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:
- (i) apply to the Commissioner for cancellation of its incorporation; or
 - (ii) appoint a liquidator to wind up its affairs.
- 59.2 The Club 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 party to any current legal proceedings.
- 59.3 Upon cancellation of The Club, the Surplus Property must only be distributed to one or more of the following:
- (i) an incorporated association under the Act;
 - (ii) a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;
 - (iii) a company limited by guarantee that is registered as mentioned in section 150 of the Corporation Act 2001 (Cwth);
 - (iv) a company holding a licence that continues in force under section 151 of the Corporations Act 2001 (Cwth);
 - (v) a body corporate that:
 - (vi) is a member or former member of The Club, and
 - (vii) at the time of the Surplus Property is distributed, has rules that prevent the property being distributed to its members;
 - (viii) a trustee for a body corporate referred to in rule Section 59.3. ii; or
 - (ix) 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.