

Rules of Harlies Hockey Club Inc.

Table of contents

1.	Name.....	1
2.	Definitions and interpretation	1
3.	Objects	2
4.	Club Colours and Dress	3
5.	Powers of the Club.....	3
6.	Property and income.....	4
7.	Membership	4
8.	Resignation, suspension and expulsion of Members.....	6
9.	Register of Members of Club	8
10.	Committee	9
11.	Committee vacancies.....	11
12.	Removal of Committee Members.....	11
13.	Duties of Office-Bearers	12
14.	Committee Meetings	14
15.	General Meetings.....	17
16.	Dispute resolution	20
17.	Indemnity.....	21
18.	Inspection of records and documents of the Club.....	21
19.	Notices	22
20.	Common seal	22
21.	Winding up of the Club or cancellation of incorporation.....	22
22.	Rules of the Club	22

Harlies Hockey Club Inc.

Rules of Association

1. Name

The name of the Club is Harlies Hockey Club Inc.

2. Definitions and interpretation

2.1 Definitions

In these rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015* (WA).

Adjourned Meeting means a General Meeting which has been adjourned under rule 15.4(b).

Annual General Meeting means a meeting convened under rule 15.1(a).

Annual Membership Fee has the meaning given to that term in rule 7.6.

Business Day means a day which is not a Saturday, Sunday or public holiday in Perth, Western Australia.

Chairperson means the chair of the meeting as decided under rule 14.4 or 15.5, as the case may be.

Club means the association referred to in rule 1 being Harlies Hockey Club Inc. (AIRN 1002966T).

Committee means the management committee of the Club established under rule 10.

Committee Member means a member of the Committee.

Committee Meeting means a meeting of the Committee.

Financial Year means each consecutive 12 month period commencing on 1 September and expiring on 31 August in the following calendar year.

General Meeting means a meeting of the Members for the purpose of conducting the business of the Club and includes an Annual General Meeting and a Special General Meeting.

Hockey WA means the Western Australian Hockey Association Inc. and any successor organisations.

Member means a member of the Club.

Objects means the objects of the Club as set out in rule 3.

Register of Members means the register of Members referred to in rule 9.

Rules means these rules of the Club.

Special General Meeting means a General Meeting other than an Annual General Meeting.

Special Resolution means a resolution of the Club passed at a General Meeting by not less than 75% of the Members present and voting at the General Meeting, of which written notice has been provided in accordance with rule 15.3.

Voting Members means Senior Members who have paid their Annual Membership Fee, Life Members and Honorary Members.

2.2 Interpretation

In these Rules, unless the context requires otherwise:

- (a) a reference to a statute includes its subordinate legislation and a modification, replacement or re-enactment of either;
- (b) a reference to a person includes a reference to a company, body corporate, trust, partnership, incorporated association, joint venture, organisation and any other form of entity;
- (c) a reference to a Member present at a General Meeting is a reference to a Member present in person, by technology or by proxy;
- (d) a reference to a Committee Member present at a Committee Meeting is a reference to a Member present in person or by technology;
- (e) a reference to writing and written includes printing, electronic documents and other ways of representing or reproducing words in a visible form;
- (f) the singular (including defined terms) includes the plural and the plural includes the singular;
- (g) the words “includes”, “including” and similar words, are not words of limitation and do not restrict the interpretation of a word or phrase in these Rules;
- (h) a word importing any gender includes every other gender;
- (i) if the date on which a thing must be done is not a Business Day, then that thing must be done on the next Business Day;
- (j) headings are used for convenience only and do not affect the interpretation of these Rules; and
- (k) if a word or phrase is defined, other grammatical forms of that word or phrase have a corresponding meaning.

3. Objects

The objects of the Club are to:

- (a) foster and promote the game of hockey at all levels;

- (b) provide facilities for the playing of hockey;
- (c) provide coaching and instructions in hockey;
- (d) provide social and recreational facilities and conduct appropriate functions; and
- (e) be affiliated with Hockey WA and to take part in competitions sponsored by it.

4. Club Colours and Dress

- (a) The colours of the Club are as approved by Hockey WA.
- (b) Club shirts, socks, shorts, skirts and tracksuits shall be prescribed by the Club. The prescribed dress shall be worn at all competition and whenever a player represents the Club.

5. Powers of the Club

The Club has the powers conferred on it by section 14 of the Act, including the power to:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest any money of the Club not immediately required in any security authorised by law for the investment of trust money;
- (d) borrow money upon such terms and conditions as the Committee thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Club as the Committee thinks fit;
- (f) appoint agents to transact any business of the Club on its behalf;
- (g) enter into any contract it considers necessary or desirable;
- (h) to make gifts or give prizes;
- (i) to amalgamate or associate with another hockey club or sporting association;
- (j) appoint, employ and dismiss any staff or coaches of the Club as required and on such terms and conditions as the Committee sees fit; and
- (k) do all such other things as the Committee deems to be necessary, incidental or conducive to the attainment of the Objects and the exercise of the above powers.

6. Property and income

6.1 Members not to profit

The property and income of the Club must be applied solely towards the promotion of the Objects and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of the Objects.

6.2 Remuneration

Rule 6.1 does not prevent:

- (a) the payment in good faith of remuneration to any Member, officer, employee or agent of the Club or other person in return for services authorised by the Committee and rendered to the Club;
- (b) the payment of interest at a rate not exceeding the amount charged by the bank for the time being of the Club on overdraft accommodation of the same amount on any money lent by a Member to the Club;
- (c) the payment of reasonable and proper rent for premises leased or let by a Member to the Club;
- (d) the payment of out of pocket expenses incurred by an authorised Member or other authorised person on behalf of the Club; and
- (e) the payment of out of pocket expenses incurred by a Committee Member for travel and accommodation in connection with the performance of that Committee Member's functions.

7. Membership

7.1 Eligibility

Membership of the Club is open to any natural person who is interested in hockey and supports the Objects of the Club.

7.2 Classes of Membership

- (a) Membership of the Club consists of the following classes:

- (i) **Senior Members**

- A Member who is playing in a Hockey WA competition for the Club and is 18 years of age or over, who has full voting rights.

- (ii) **Junior Members**

- A Member who is playing in a Hockey WA competition for the Club and is under the age of 18, who does not have any voting rights.

- (iii) **Life Members**

- A Member awarded life membership under rule 7.5, who has full voting rights.

(iv) Social Members

A Member who pays fees prescribed from time to time and who may enjoy the facilities of the Club, who has full voting rights.

7.3 Applying for Membership

- (a) A person who wishes to become a Member must apply for Membership to the Committee in writing, in such form as the Committee from time to time directs.
- (b) The applicant must specify in the application the class of Membership to which the application relates.

7.4 Becoming a Member

- (a) An applicant for membership of the Club becomes a member when the applicant:
 - (i) applies in accordance with clause 7.3; and
 - (ii) pays the Annual Membership Fee in accordance with clause 7.6 (if any).

7.5 Life membership

- (a) The Committee may recommend a Member to become a Life Member of the Club.
- (b) Life membership is awarded by ordinary resolution at an Annual General Meeting.
- (c) Life membership is awarded in recognition of notable contribution to the Club over an extended period of time.

7.6 Membership Fees

- (a) The Committee must, from time to time, determine the annual fee to be paid by each Member (if any) (**Annual Membership Fee**).
- (b) The fees determined under rule 7.6(a) may:
 - (i) be different for different classes of membership and different Hockey WA competition grades;
 - (ii) include incentives for early payment; and
 - (iii) provide discounts for students or other concessions.
- (c) Each Member must pay the Annual Membership Fee to the Club by the due date determined by the Committee, in full or in instalments as determined by the Committee.
- (d) A Member whose Annual Membership Fee is not paid within 14 days after the date fixed for its payment, either full payment or payment of an instalment, ceases to be a Member on the expiry of that period, unless the Committee decides otherwise.

- (e) If a person who has ceased to be a member under rule 7.6(d) offers to pay the Annual Membership Fee:
 - (i) the Committee may, at its discretion, accept that payment; and
 - (ii) if the payment is accepted, the person's Membership is reinstated from the date the payment is accepted.

8. Resignation, suspension and expulsion of Members

8.1 Cessation of Membership

- (a) A Member ceases to be a Member, if the Member:
 - (i) dies;
 - (ii) is permanently incapacitated by mental or physical disability;
 - (iii) resigns as a Member under rule 8.2;
 - (iv) fails to pay their Annual Membership Fee in accordance with rule 7.6(d); or
 - (v) is suspended or expelled from Membership of the Club under rule 8.4.
- (b) A person who ceases to be a Member under rule 8.1(a)(iii) to 8.1(a)(v):
 - (i) remains liable to pay to the Club the amount of any Annual Membership Fee due and payable by that person to the Club but unpaid at the date of that cessation; and
 - (ii) is not entitled to a refund or credit, for any Annual Membership Fee paid by the Member to the Club.

8.2 Resigning as a Member

- (a) A Member may resign from Membership by giving notice of their resignation to any Committee Member.
- (b) The Member's resignation will be effective at the time the Committee Member receives the notice of resignation.

8.3 Suspension and Expulsion of Members

If the Committee considers that a Member should be suspended or expelled from Membership of the Club because of:

- (a) the Member's failure to comply with these Rules;
- (b) the Member's breach of any order or direction of the Committee or any General Meeting; or
- (c) the Member's conduct which is prejudicial or detrimental to the interests of the Club or to the sport of hockey,

the Committee must give written notice to the Member concerned, specifying:

- (d) notice of the proposed suspension or expulsion;
- (e) the time, date and place of the Committee Meeting at which the question of the suspension or expulsion will be considered; and
- (f) particulars of the Member's conduct which is the subject of the notice,

not less than 7 days prior to the date of such Committee Meeting.

8.4 **Decision of the Committee**

- (a) At the Committee Meeting referred to in rule 8.3, the Committee must:
 - (i) give the Member, or the Member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
 - (ii) give due consideration to any submissions so made; and
 - (iii) decide by 75% majority of Committee Members present and entitled to vote:
 - (A) whether to suspend the Member's membership and the period of suspension; or
 - (B) whether to expel the member from the Club.
- (b) The Committee must give the Member written notice of the Committee's decision within 7 days after the Committee Meeting at which the decision is made.
- (c) Subject to rule 8.5(d), a decision of the Committee to suspend the Member's membership or to expel the Member from the Club takes effect 14 days after the decision is communicated to the Member under rule 8.4(b).

8.5 **Right of Appeal**

- (a) A Member who is suspended or expelled from Membership under rule 8.4(a) may appeal the decision (**Appealing Member**), by providing written notice to the Secretary within 14 days after the day on which the decision to expel the Appealing Member is communicated to the Appealing Member under rule 8.4(b).
- (b) Upon receiving a notice under rule 8.5(a), the Committee must give written notice to the Appealing Member, specifying the time, date and place of a General Meeting at which the question of the Appealing Member's suspension or expulsion will be considered by the Members.
- (c) At the General Meeting referred to in rule 8.5(b), after having afforded the Appealing Member a reasonable opportunity to be heard by, or to make representations to, the Members in the General Meeting, the General Meeting must then confirm or set aside the decision of the Committee to suspend or expel the Appealing Member.

- (d) An Appealing Member does not cease to be a Member unless and until the decision of the Committee to suspend or expel the Appealing Member is confirmed under rule 8.5(c).

8.6 Consequences of suspension or expulsion

- (a) A person who has been expelled from membership is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Club
- (b) During the period a Member's membership is suspended, the Member:
 - (i) loses any rights (including voting rights) arising as a result of membership; and
 - (ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Club.
- (c) When a Member's membership is suspended, the Registrar 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.
- (d) When the period of the suspension ends, the Registrar must record in the Register of Members that the Member's membership is no longer suspended.

9. Register of Members of Club

9.1 Maintaining a Register of Members

- (a) The Club must maintain a Register of Members in accordance with the Act.
- (b) The Register of Members must include each Member's name and:
 - (i) residential address;
 - (ii) postal address; or
 - (iii) email address.
- (c) The Register of Members must be kept at such location determined by the Committee from time to time.

9.2 Inspection of the Register of Members

- (a) A Member may request to inspect the Register of Members.
- (b) The Club must make the Register of Members available for inspection upon such a request by a Member.

- (c) Subject to rules 9.3 and 9.4, a Member inspecting the Register of Members may make a copy of, or take an extract from the Register of Members but is not entitled to remove the Register of Members for that purpose.

9.3 Copy of the Register of Members

- (a) A Member may make a request in writing to the Committee for a copy of the Register of Members.
- (b) The Committee may require a Member who requests a copy of the Register of Members to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Club.

9.4 When using the information in the Register of Members is prohibited

A Member must not use or disclose the information on the Register of Members:

- (a) to gain access to information that a Member has deliberately denied them;
- (b) to contact or send material to the Club or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee; or
- (c) for any other purpose, unless the purpose:
 - (i) is directly connected with the affairs of the Club; or
 - (ii) is related to the administration of the Act.

10. Committee

10.1 Management of the Club

- (a) The Committee is vested with the management of the Club's affairs and the control of the funds and other property of the Club.
- (b) The Committee may exercise all of the powers of the Club except those which must, under these Rules or the Act, be exercised by the Club at a General Meeting.
- (c) The Committee must comply with any Committee policies, governance rules and codes of conduct as developed by the Committee from time to time.

10.2 Composition

- (a) The Committee must consist of at least 5 and no more than 12 Committee Members, which must include the following office-bearers, appointed in accordance with rule 10.5.
 - (i) President;
 - (ii) Secretary;
 - (iii) Treasurer;

- (iv) Registrar; and
- (v) Grounds & Facilities Officer.
- (b) The Committee may have a Vice-President, which will be filled from the Committee and be appointed by the Committee at its first meeting following the Annual General Meeting.

10.3 Eligibility

- (a) All Committee Members must be:
 - (i) 18 years of age or over; and
 - (ii) eligible to serve as a Committee Member under the requirements of the Act.
- (b) A person does not need to be a Member in order to be a Committee Member.
- (c) Before being appointed to the Committee, the Committee may require that a person sign a statutory declaration stating that they meet the eligibility requirement set out in rule 10.3(a).

10.4 Nomination of Committee Members

- (a) Subject to 10.6(d), a person who wishes to be considered for election as an office-bearer on the Committee at the Annual General Meeting must nominate for election by sending written notice of the nomination to the Secretary at least 7 days before the Annual General Meeting.
- (b) Such nomination must indicate which office the person wishes to be considered for.

10.5 Appointment of Committee Members

- (a) A person becomes a Committee Member if the person:
 - (i) is elected at the Annual General Meeting; or
 - (ii) is appointed by the Committee to fill a casual vacancy under rule 11.3.

10.6 Term of office

- (a) The term of office of a Committee Member begins when the person:
 - (i) is elected under rule 10.5; or
 - (ii) is appointed to fill a casual vacancy under rule 11.
- (b) Subject to rule 11.1, a Committee Member holds office until the end of the next Annual General Meeting following their appointment.
- (c) Subject to rule 10.6(d), a Committee Member is eligible for re-election.

- (d) The President is not eligible for election for more than three consecutive years, unless, as at the date of the relevant Annual General Meeting, no other person nominates for that office. Where no other person nominates for the position, the President may nominate for election at the Annual General Meeting, despite rule 10.4(a).

11. Committee vacancies

11.1 Vacation of position

- (a) The office of any Committee Member is vacated if the holder of that office:
 - (i) resigns by notice in writing to the Secretary;
 - (ii) is permanently incapacitated by mental or physical ill health;
 - (iii) is no longer eligible to be a Committee Member under rule 10.3;
 - (iv) is removed under rule 12;
 - (v) is convicted of an offence under the Act; or
 - (vi) is absent for more than three Committee Meetings in the same Financial Year, of which he or she has received notice, without tendering an apology to the person presiding at each of those Committee Meetings.

11.2 Committee may act notwithstanding vacancy

The Committee may act notwithstanding a vacancy occurring in any position on the Committee.

11.3 Filling of vacant positions

The Committee may appoint any person who is eligible under rule 10.3 to fill an office on the Committee that has become vacant under rule 11.1 or that remains vacant following an Annual General Meeting (including the appointment of an office-bearer).

11.4 Returning the books of the Club

Within 14 days of ceasing to be a Committee Member, the outgoing Committee Member must transfer all relevant documents, records and assets of the Club in their possession, custody or control (if any) to the President, or other Committee Member nominated and authorised by the Committee from time to time.

12. Removal of Committee Members

12.1 Removal by Members

- (a) At a General Meeting, the Club may by ordinary resolution:
 - (i) remove a Committee Member from office; and
 - (ii) elect a person who is eligible under rule 10.3 to fill the vacant position.

12.2 Removal by Committee

At a Committee Meeting, the Committee may by 75% majority of Committee Members present and voting remove a Committee Member from office.

12.3 Procedure

- (a) A Committee Member who is the subject of a proposed resolution under 12.1 or 12.2 may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to either the Members or the Committee Members, as the case may be.
- (b) The Secretary or President may give a copy of the representations to each Member or Committee Member, as the case may be, or, if they are not so given, the Committee Member may require them to be read out at the relevant meeting at which the resolution is to be considered.

13. Duties of Office-Bearers

13.1 President

The President shall:

- (a) preside at all Committee and General Meetings of the club and shall rule on all questions of order and control meetings in accordance with the general rules of debate;
- (b) sign all minutes of Committee and General Meetings once confirmed as a true record of proceedings;
- (c) oversee and co-ordinate the operations of the Committee and all Executive Officers;
- (d) present a report to the Annual General Meeting of the members; and
- (e) represent the Club on formal occasions.

13.2 Secretary

- (a) The Secretary shall:
 - (i) maintain records of all correspondence and documents relating to the Club;
 - (ii) convene General Meetings and Committee Meetings as well as issue all notices as required by the Constitution;
 - (iii) keep full and correct minutes of all proceedings of convened meetings;
 - (iv) provide to the Committee such information as its Committee Members may require;
 - (v) unless another Committee Member is authorised by the Committee to do so, maintaining on behalf of the Club the Register of Members, and

recording in the Register of Members any changes in the Membership, as required under rule 9 and Act;

- (vi) maintaining on behalf of the Club an up-to-date copy of these Rules;
- (vii) unless another Member is authorised by the Committee to do so, maintaining on behalf of the Club a record of persons who:
 - (A) are Committee Members; and
 - (B) are office-bearers; and
- (viii) ensuring the safe custody of the books of the Club, other than the financial records, financial statements and financial reports, as applicable to the Club.

13.3 **Treasurer**

- (a) The Treasurer shall:
 - (i) keep true and accurate accounts of all sums of money received and expended by the Club;
 - (ii) maintain true records of the Club's property, credits and liabilities;
 - (iii) ensuring the safe custody of the Club's financial records, financial statements and financial reports, as applicable to the Club;
 - (iv) coordinate the preparation of the Club's financial statements before their submission to the Annual General Meeting;
 - (v) present to Committee meetings, a monthly statement of receipts and expenditure together with accounts due for payment;
 - (vi) advise the Committee on all matters relating to the financial affairs of the Club; and
 - (vii) ensure that the Club complies with the relevant requirements of Part 5 of the Act; and
 - (viii) provide any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial report under Part 5 Division 5 of the Act.

13.4 **Registrar**

The Registrar shall:

- (a) maintain and update a register of names and addresses relating to the admission, renewal and termination of all categories of membership of the Club;
- (b) control purchases, distribution, storage and upkeep (where applicable) of all playing equipment normally available through the Club;

- (c) maintain records of the Club's best players, goal scorers and game scores of all official games played by the Club's teams;
- (d) provide to the Committee such information as its officers may require;
- (e) take such action as provided for in 7.6 in relation to non-payment of fees, charges and penalties; and
- (f) convene whatever subcommittees are necessary for the effective discharge of the duties of this office.

13.5 Grounds & Facilities Officer

The Grounds & Facilities Officer shall be responsible for:

- (a) organising and controlling the liquor facilities of the Club during the hockey season pursuant to the provisions of the *Liquor Act 1970*, and planning and organising kitchen trade at the Club's premises as requested;
- (b) the management, including purchase, maintenance, security and storage of all property, plant, equipment and stock, excluding playing equipment, in and around the Club's premises;
- (c) the upkeep of grounds, change rooms and toilets made available to the Club during the hockey season; and
- (d) convening whatever subcommittee are necessary for the effective discharge of the duties of this office.

14. Committee Meetings

14.1 Meetings

- (a) The Committee will meet together to conduct the Club's business so often as the President, or in the President's absence, the Vice-President determines, provided that the Committee must meet at least once every 3 months.
- (b) Subject to these Rules, the Committee Members present at a Committee Meeting will determine the procedure and order of business to be followed at a Committee Meeting.

14.2 Notice of Committee Meetings

- (a) The Secretary or such other person nominated and authorised by the Committee is responsible for providing notice of Committee Meetings.
- (b) The nominated person referred to in rule 14.2(a) must give all Committee Members not less than 7 days notice of every Committee Meeting, except where all of the Committee Members unanimously consent to shorter notice being given.

14.3 Quorum

- (a) A quorum of a Committee Meeting is 50% of Committee Members, rounded up to the nearest whole number.

- (b) If a quorum is not obtained within thirty minutes of the time appointed for the Committee Meeting, the Committee Meeting will lapse.
- (c) If the number of Committee Members at any time is not sufficient to constitute a quorum at a Committee Meeting, the remaining Committee Members may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute a quorum or to convene a General Meeting.

14.4 Chairperson

- (a) Subject to rule 14.4(b), at every Committee Meeting the President, or in the President's absence the Vice-President, will preside as Chairperson of the Committee Meeting.
- (b) In the absence of both the President and the Vice-President, the remaining Committee Members must elect a Committee Member to preside as chairperson.

14.5 Voting at Committee Meetings

- (a) Every Committee Member present at a Committee Meeting must have a deliberative vote.
- (b) Any resolution put forward at a Committee Meeting must be passed by a majority of the Committee Members present at the Committee Meeting.
- (c) The chairperson of the meeting does not have a casting vote.

14.6 Conflict of interest

- (a) A Committee Member who has any material personal interest in a matter being considered at a Committee Meeting must:
 - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
 - (ii) not be present while the matter is being considered at the Committee Meeting or vote on the matter; and
 - (iii) disclose the nature and extent of the interest at the next General Meeting of the Club.
- (b) Rule 14.6(a) does not apply in respect of a material personal interest that:
 - (i) exists only because the Committee Member is a member of 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.

14.7 Validity of acts of the Committee

All acts done at any Committee Meeting, or by the Committee, will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Committee Member or that any Committee Member was disqualified, be valid as if

such defect did not in fact exist or such Committee Member was not disqualified, as the case may be.

14.8 Minutes of Committee Meetings

- (a) Subject to rule 14.8(c), the Secretary must cause proper minutes of all proceedings of every Committee Meeting to be recorded and stored within 30 days after the holding of each such Committee Meeting.
- (b) The minutes referred to under rule 14.8(a) must contain:
 - (i) the names of all Committee Members present and those whose apologies for non-attendance were accepted by the Committee Meeting;
 - (ii) details of any material personal interest disclosed by a Committee Member under rule 14.6(a)(i); and
 - (iii) all orders and resolutions made or passed by the Committee at the Committee Meeting.
- (c) If the Secretary is not present at the Committee Meeting, the Committee must nominate and authorise a person to be responsible for complying with the requirements set out in rule 14.8(a) in relation to that particular Committee Meeting.
- (d) The minutes created under rule 14.8(a) when signed by the Chairperson are, until the contrary is proved, evidence that:
 - (i) the Committee Meeting was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the Committee Meeting did in fact take place; and
 - (iii) all appointments reported to have been made at the Committee Meeting have been validly made.

14.9 Resolutions

- (a) Subject to rule 14.9(b), the Committee may pass a circular resolution without a Committee Meeting being held.
- (b) The Committee must not pass a circular resolution in relation to any of the following matters:
 - (i) the removal of an auditor; and
 - (ii) the appointment or removal a Committee Member.
- (c) A circular resolution is passed if all of the Committee Members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in rule 14.9(d) or 14.9(e).
- (d) Each Committee Member may sign:

- (i) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (ii) separate copies of that document, provided that the wording of the resolution is the same in each copy.
- (e) The Club may send a circular resolution by electronic means to the Committee Members and the Committee Members may agree to the resolution by sending an electronic reply to that effect, including the text of the resolution in their reply.

15. General Meetings

15.1 Annual General Meetings and Special General Meetings

The Committee:

- (a) must convene an Annual General Meeting of the Club within the period required by the Act;
- (b) may, at any time convene a Special General Meeting of the Club; and
- (c) must, convene a Special General Meeting of the Club, for the purpose which must be specified in the request, within 30 days of receiving a written request to do so signed by not less than 20% of the Voting Members (**Percentage**), unless this Percentage is greater than the prescribed percentage under the Act, in which case the prescribed percentage under the Act will apply.

15.2 Rights of Members convening Special General Meeting

When a Special General Meeting is convened under rule 15.1(c):

- (a) the Committee must:
 - (i) provide notice to all Members of the Special General Meeting in accordance with rule 15.3; or
 - (ii) ensure that the Members convening the Special General Meeting are supplied with the Register of Members in accordance with rule 9 for the purpose of convening the Special General Meeting; and
- (b) the Club must pay the reasonable expenses of convening and holding the Special General Meeting.

15.3 Notice of General Meeting

A notice of every General Meeting must:

- (a) be given to all Members at least 14 days prior to the date of the General Meeting, except in the case of a General Meeting at which a Special Resolution is to be considered, in which case at least 21 days notice must be given;
- (b) state the time, date and place of the General Meeting and the particulars of the business to be transacted at the General Meeting, including (where applicable), the wording of any proposed Special Resolutions, and the order in which the business is to be transacted;

- (c) state that Members may appoint another Member as a proxy for the General Meeting and include a copy of any form that the Committee has approved for the appointment of a proxy;
- (d) contain details of the Club's voting procedures; and
- (e) be delivered by hand, sent by prepaid post or sent by facsimile or electronic transmission to every Member in accordance with each Member's contact details appearing in the Register of Members in accordance with rule 9.

15.4 Quorum

- (a) A quorum of a General Meeting is 20% of the Voting Members.
- (b) If a quorum is not obtained within thirty minutes of the time appointed for the General Meeting:
 - (i) in the case of a meeting convened pursuant to rule 15.1(c), the General Meeting shall lapse; and
 - (ii) in the case of any other General Meeting, the General Meeting shall be adjourned to the same time of the same day in the next week, and the same place, unless the Committee specifies otherwise (**Adjourned Meeting**).
- (c) If a quorum is not obtained within thirty minutes of the time appointed for the Adjourned Meeting, the Adjourned Meeting is to proceed and the number of Voting Members present at the meeting shall be deemed to be the quorum required for that meeting.
- (d) There shall not be transacted at any Adjourned Meeting any business other than the business left unfinished at or on the agenda of the General Meeting which was adjourned.
- (e) When a General Meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 15.3 of the Adjourned Meeting as if that Adjourned Meeting was a new General Meeting.

15.5 Chairperson

- (a) Subject to rule 15.5(b), at every General Meeting the President, or in the President's absence the Vice-President, will preside as chairperson of the General Meeting.
- (b) In the absence of both the President and the Vice President, such other Committee Member as elected by the remaining Committee Members will preside.
- (c) The Chairperson may:
 - (i) with the consent of the General Meeting, adjourn any General Meeting from time to time and from place to place; and
 - (ii) impose reasonable time limits on the speakers on any motion.

15.6 Voting at General Meetings

- (a) Every Voting Member present at a General Meeting has a deliberative vote.
- (b) Unless otherwise provided in these Rules or the Act, any resolution at a General Meeting must be carried by a simple majority of the Members present on a show of hands, and if there is an equality of votes, the chairperson of the meeting has a casting vote in addition to his or her deliberative vote.
- (c) At any General Meeting, a declaration by the chairperson that a resolution has been carried and an entry to that effect in the minutes under rule 15.9, is conclusive evidence of the fact unless, during the General Meeting at which the resolution is considered, a poll is demanded in accordance with rule 15.6(d).
- (d) At a General Meeting, a poll may be demanded by the chairperson or by three or more Voting Members present and, if so demanded, must be taken in such manner as the chairperson directs.
- (e) If a poll is demanded and taken under rule 15.6(d), a declaration by the chairperson of the result of the poll is evidence of the matter so declared.

15.7 Proxies

- (a) A Member may appoint an individual who is a Member as his or her proxy to vote and speak on his or her behalf at a General Meeting.
- (b) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (c) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (d) If no instructions are given to the proxy, the proxy may vote as the proxy sees fit.
- (e) If the Committee has approved a form for the appointment of a proxy, the appointing Member must use that form.
- (f) A form appointing a proxy is of no effect unless it is received by the Club before the commencement of the General Meeting for which the proxy is appointed.

15.8 Annual General Meeting

Every Annual General Meeting must consider the following business in the following order:

- (a) the confirmation and amendment (if necessary) of the minutes of the previous Annual General Meeting;
- (b) the disclosure of the nature and extent of all material personal interests required to be disclosed under rule 14.6(a) (if any);
- (c) the consideration of the financial accounts of the Club and reports of the Committee;

- (d) the appointment of Committee Members;
- (e) if applicable, the appointment of the auditor of the Club; and
- (f) any other business specified in the notice convening the Annual General Meeting.

15.9 Minutes of General Meetings

- (a) The Secretary, or such other person nominated and authorised by the Committee, must cause proper minutes of all proceedings of every General Meeting to be recorded and stored within 30 days after the holding of each such General Meeting.
- (b) The minutes referred to under rule 15.9(a) must contain:
 - (i) the names of all Members who attended the meeting;
 - (ii) any proxy forms validly received in accordance with rule 15.7;
 - (iii) details of any material personal interest disclosed by a Committee Member at the General Meeting; and
 - (iv) all resolutions passed by the General Meeting.
- (c) The minutes created under rule 15.9(a) when signed by the Chairperson are, until the contrary is proved, evidence that:
 - (i) the General Meeting was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the General Meeting did in fact take place; and
 - (iii) all appointments reported to have been made at the General Meeting have been validly made.

16. Dispute resolution

- (a) The dispute resolution procedure set out in this rule applies to disputes arising under or in relation to the Constitution between:
 - (i) a Member and another Member; and
 - (ii) a Member and the Club.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after knowing about it.
- (c) If the parties to the dispute do not resolve it under rule 16(b), any party may within 10 days notify the President and request that the President, or a person appointed by the President, acts as a mediator to assist the parties to resolve the dispute.
- (d) When conducting the mediation, the mediator must:

- (i) allow those involved a reasonable chance to be heard;
 - (ii) allow those involved a reasonable chance to review any written statements;
 - (iii) ensure that those involved are given natural justice; and
 - (iv) not make a decision on the dispute.
- (e) If the mediation process does not result in the dispute being resolved within three (3) months, then either party may apply to the State Administrative Tribunal to have the dispute resolved.

17. Indemnity

17.1 Members bound by Rules and decisions of Committee

- (a) Every Member agrees to comply with these Rules.
- (b) Every Member is bound by the decisions of the Committee.

17.2 Committee Members not liable

No Committee Member is liable for the acts of any other Committee Member, or for any loss or damage or expense suffered or incurred by the Club, unless the same is caused by the Committee Member's own wilful act, wilful neglect or wilful default.

17.3 Indemnification of the Committee Members

Each Committee Member is indemnified out of the funds of the Club against any losses, costs or expenses incurred by the Committee Member in the discharge of the Committee Member's duties, except where such losses, costs and expenses are incurred by the Committee Member's own wilful act, wilful neglect or wilful default.

18. Inspection of records and documents of the Club

In accordance with the requirements of the Act, a Member may inspect:

- (a) these Rules;
- (b) the Register of Members in accordance with rule 9.2; and
- (c) the record of Committee Members in accordance with rule 13.2(a)(vii).

19. Notices

19.1 Service of notices

- (a) A notice under these Rules will be deemed to be properly served if the notice is addressed and delivered to the Member or person in person, by pre-paid post or by email as per the details contained in the Register of Members.
- (b) The non-receipt of, or the omission to send to any Member, any notice or other document required to be sent to a Member under these Rules will not invalidate any General Meeting or Committee Meeting.

19.2 Time for service of notice

A notice is deemed to have been received by a Member or person if:

- (a) personally delivered, on the day of delivery;
- (b) served by pre-paid post, on the day following that upon which it is posted;
- (c) if sent electronically, on the date that the electronic communication was sent,

but if the communication is taken to be received on a day that is not a Business Day or after 5.00pm, it is taken to be received at 9.00am on the next Business Day.

20. Common seal

The Club does not have a common seal.

21. Winding up of the Club or cancellation of incorporation

21.1 Resolution

The Club may, by Special Resolution, resolve that its incorporation under the Act be cancelled, or that it be voluntarily wound up.

21.2 Distribution of surplus property

If, upon the cancellation of the incorporation or the winding up of the Club, there remains any property of the Club after satisfaction of all debts and liabilities of the Club, that property must be distributed to an association of the type set out in section 24 of the Act which has similar objects to those of the Club, as determined by Special Resolution of the Club.

22. Rules of the Club

- (a) Subject to rule 22(b), these Rules may be altered or repealed or new rules may be made by a Special Resolution passed at any General Meeting, and otherwise in accordance with the Act.
- (b) The Director of Liquor Licencing must provide prior approval to any amendment to these Rules.

- (c) All previous acts and appointments legal and valid under these Rules, prior to the amendment or repeal of the Rules or under the former Rules (subject to any later rules), will remain legal and valid.
- (d) Any amendment or repeal of these Rules or any new rules will only have force or effect as set out under the Act.