



CONSTITUTION

of

ESPERANCE HOCKEY ASSOCIATION INC.

Endorsed by Special Resolution of the Association on 18th March 2022

Approved by the Commissioner under section 153 of the Act on 3rd May 2022

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1. Name of Club

- (a) The name of The Club shall be Esperance Hockey Association Inc.

2. Objects

- (a) The principal objects are to
- i. To encourage, promote and foster the game of hockey in the Esperance region of WA;
 - ii. To assist players of any age, skill level or background to achieve their best, in an inclusive, safe environment of fun, fellowship, family, participation and development;
 - iii. To provide and manage facilities and human resources to support the sporting and social activities of members of the Association.
 - iv. To become affiliated with and subscribe to Hockey WA and any other association or body whose objects are similar to the objects of the Association and, if thought fit, to withdraw or retire from any such association or body.
- (b) The Esperance Hockey Association Inc. is committed to foster community benefit and collaborative partnership by making the club premises and facilities available to the wider community for the following purposes.
- i. Meetings
 - ii. Social Functions
 - iii. Community Gatherings
 - iv. Training
 - v. Any other request from members of the community.
- (c) To provide and maintain a clubhouse and sporting amenities for the use of the members.

3. Not for Profit

- (a) The property and income of The Association shall be applied solely towards the promotion of the objects of The Association 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 those objects.

4. Definitions

- (a) In reading this Constitution, unless the context or such otherwise indicates or requires:
- (i) "Annual Meeting" means an Annual General Meeting.
 - (ii) "Books of the Association" means: the Members Register; the Record of Office Holders; and The Association Constitution.
 - (iii) "By-Laws" means the codes of rules made and adopted by The Association in accordance with Section 17(b)(xii).
 - (iv) "Commissioner" means: the person for the time being designated as the Commissioner under section 153 of The Act.

- (v) "Committee" means the Management Committee for The Association, duly elected for the time being in accordance with these Rules.
- (vi) "Financial records" Includes: invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; documents of prime entry; working papers and other documents needed to explain the methods by which financial statements are prepared; and adjustments to be made in preparing financial statements;
- (vii) "Financial report" has the meaning given in Part 5 of The Act;
- (viii) "Financial statements" means the financial statements in relation to The Association required under Part 5 of The Act;
- (ix) "Financial year" commences from the first of November each year and concludes on the 31st of October each year.
- (x) "General Meeting" means a General meeting of The Association whether Annual or Special.
- (xi) "Liquor Act" means the Liquor Control Act 1988, its amendments and any other legislation that may come into force to replace or supplement this Act, and shall form part of these Rules.
- (xii) "Month" means a calendar month.
- (xiii) "Special General Meeting" means a General Meeting as defined below, called in accordance with Section 11 hereunder, at which only business that has been described in the notice may be transacted.
- (xiv) "Special Resolution" means a resolution passed by the members at a general meeting in accordance with Section 51 of The Act.
- (xv) "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.
- (xvi) "The Association" means Esperance Hockey Association Inc.
- (xvii) "The Association Premises" means all land, building and structures thereon of which The Association is the bona fide occupier.
- (xviii) "Voting rights" means the ability for a financial member to propose or second an application for membership; move or second a motion or special motion; speak at all general meetings; nominate for a position on the Management Committee; vote at all general meetings; and petition for a special general meeting.
- (xix) "Hockey season" means April to September of each year (inclusive).

5. Membership

- (a) The Association shall keep an up to date register of members in respect of Adult Members, Affiliated Teams, Life Members, Affiliated Junior Members Community Members, Social Members, Corporate Members and Honorary Members.
 - (i) This register must be continually available for inspection at The Association premises by authorised officers.

- (ii) Residential, postal or email address; or information by means of which contact can be made with the member, can be nominated for the members register.
- (b) Membership of The Association shall consist of the following:
 - (i) Adult Members – Adult membership shall be given to all financial members eighteen (18) years of age and over. Adult Members shall have voting rights.
 - (ii) Affiliated Teams – Affiliated team membership shall be given to teams who have paid the allocated season. Affiliated teams may be represented by a team delegate.
 - 1. Affiliated teams shall:
 - a) Be bound by the Constitution of the Association and the By-Laws;
 - b) Act for and on behalf of the interests of the sport of hockey, the Association and the members;
 - c) Conduct their own elections to determine two representatives (delegate and proxy) to attend general meetings;
 - d) Be bound by all resolutions passed by delegates at a General meeting, whether they are present or not at the meeting;
 - e) Become liable for such fees, subscriptions and levies as may be fixed by the Committee;
 - f) Register its colours and uniform with the Association as set out in the By-Laws;
 - g) Comply with the regulations governing match play as set out in the By-Laws and;
 - h) Submit to the Executive Committee of The Association an updated member register which contains a residential, postal or email address; or information by means of which contact can be made with each member, for the Association's member register.
 - 2. Affiliated team delegate shall:
 - a) Be a financial member of the Affiliated team they are delegate for;
 - b) Have the privilege to attend general meetings and empowered by the Affiliated Team to vote at any general meetings in the best interest of the Affiliated Team;
 - c) Not be able to hold office unless they are also an Adult Member or a Life Member;
 - d) Be a delegate for only one Affiliated team; and
 - e) Be at least 18 years of age.
 - (iii) Life Member – any member who has given outstanding service to the Association may be elected by the Executive Committee and awarded a life membership. A life member shall be entitled to all Association privileges given to an ordinary member. Any member may submit nominees to the Executive Committee for their consideration and decision. Criteria for the award is provided for in the by-laws.
 - (iv) Affiliated Junior Members - Junior Membership shall be given to all financial registered players under eighteen (18) years of age. Affiliated junior members must

support the objects of the Associations. They do not have voting rights and shall not be able to hold office. They are entitled to speak at general meetings and may be represented by their parent or guardian at general meetings. Junior Members will automatically become Adult Members upon turning the age of 18.

- (v) Community Members - non-playing officials, coaches and community supporters. Community members do not have voting rights and shall not be able to hold office.
- (vi) Social Member - a member who is interested in promoting the objects of The Association but does not wish to participate in any sporting activities. Social members shall be entitled to voting rights and have the ability to hold office.
- (vii) Temporary Member – a person who is on any day visiting The Association as a member or an official of another club or team, or a person assisting a member or an official of another club or team to:
 - a. Engage in a pre-arranged event with The Association as per The Association's objects; or
 - b. Hold a pre-arranged function at The Association involving the use of The Association's sporting facilities.
 - 1. Temporary Members shall not be entitled to be present at any meeting of the members of The Association, nor have voting rights or any right, title or interest in or to any of the property of The Association.
- (viii) Corporate Member – organisations, restricted to senior management, conducting community or tourism related business in Esperance and its surrounds that have made a contribution to The Association through business, sponsorship or donations.
 - 1. Corporate membership will be restricted at any one time to a level deemed appropriate by The Association or as may be required by the liquor licensing authority.
 - 2. Corporate members shall not have voting rights and do not have the ability to hold office.
- (ix) Honorary Member – Membership that may be granted to Club Patrons, Sponsors, Selected Government Officers and any other such persons as the committee may decide from time to time based on their relationship to The Association or community.
 - 1. 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.
 - 2. Honorary Members shall not be entitled to be present at any meeting of the members of The Association, nor have any voting rights or any right, title or interest in or to any of the property of The Association.
- (x) Casual player – a non-member who has registered as a player for the day. Casual player must pay the required fee on registration prior to their first games.

Casual players shall not have voting rights, shall not be able to hold office and shall not be entitled to be present at any meeting of the members of The Association
- (c) Temporary and Honorary membership would be subject to withdrawal by any club official, including bar persons, acting on the best interests of The Association.

(d) Cessation of Membership:

- (i) A person ceases to be a member when any of the following takes place:
 - 1. For a member who is an individual, the individual dies;
 - 2. For a person whose title represents a corporate member, the body corporate is wound up;
 - 3. The person resigns from The Association;
 - 4. The person is expelled from The Association under Section 25;
 - 5. The person is deemed to be unfinancial by the Executive Committee due to inability to fulfill their obligations under Section 8 and 9;
- (ii) The Secretary will keep a record on file of the date on which the person ceased to be a member; and
- (iii) The reason why the person ceased to be a member
- (iv) A member may resign from membership of The Association by giving written notice of the resignation to the Secretary:
 - 1. The resignation takes effect when the Secretary receives the notice; or if a later time is stated in the notice, at that later time.
 - 2. A person who has resigned from membership of The Association remains liable for any fees that are owed to The Association (the owed amount) at the time of resignation.
 - 3. The owed amount may be recovered by The Association in a court of competent jurisdiction as a debt due to The Association.
- (v) An Affiliated team which is resigning or disbanding:
 - 1. Will not be considered disbanded unless notice of such disbandment has been lodged with the Association prior to the start of the financial year;
 - 2. Will remain liable for all fees, subscriptions, and/or levies incurred up to the time of lodging the application to withdraw; at the discretion of the Executive Committee; and
 - 3. In the event of a club withdrawing during the season, its members shall be at liberty to play with any other club, with the written consent of the Executive Committee.

6. Application to Become a Member

- (a) Any person desiring to become a member of The Association shall become a member by registering online through The Association's website or shall complete an application form provided. On payment of their fees, they shall be enrolled as a Member of The Association and become entitled to the privileges and be bound by its rules and by all consequences resulting from breach or non-performance thereof, and shall thereby absolve every person concerned in carrying out enforcing such rules from all personal responsibility or legal liability on such account.
- (b) No person shall be entitled to exercise any of the privileges of a member until they have paid all fees due by them.

- (c) The Committee shall have the right to refuse to admit any person to membership without assigning any reason for doing so.
- (d) Life Member – A member may propose another member for Life Membership to the Committee in writing giving reasons that Life Membership should be granted.
 - (i) A General Meeting may, upon a 75% majority vote, confer Life Membership on a member who has rendered special and outstanding services to The Association.
 - (ii) The holder of a Life Membership shall be entitled to all privileges of an ordinary member, be exempt from subscriptions but shall pay any levies and capitation fees.

7. Member's Rights

- (a) 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.
- (b) Voting rights for each membership category are as detailed in Section 5.
- (c) Employees – Members who are employees of The Association are entitled to all the rights and privileges of membership excluding those rights concerned with the selection, election and holding of office with The Association.
- (d) All members, upon successful registration, will be supplied with an electronic copy of The Association constitution or will be directed to obtain a copy of The Association constitution from The Association's website.
- (e) Upon acceptance to membership, all members agree to be bound by The Association constitution, by-laws and other policies and procedures.
- (f) Guests – Adult, Social, Life, and Corporate Members shall be at liberty to invite guests to The Association, but the number of guests shall not exceed the maximum number as contained in Section 48(4)(b) of the Liquor Act.
 - (i) A guest may attend The Association a maximum of three [3] times per annum before they must apply for membership.
- (g) A member may hold private family and business functions without limit to number of guests, providing that the sale of liquor shall be:
 - (i) ancillary to a meal supplied at The Association by or on behalf of The Association to a member and to each of the guests of that member being guests of whose attendance was given prior notice to The Association; or
 - (ii) to a member, for consumption by the guests of that member at a function held by or on behalf of that member at The Association
- (h) Functions – Adult, Social, Life, and Corporate Members are entitled to host functions on The Association premises after written application for said function has been considered and approved by the Committee.
 - (i) The Secretary will furnish the applicant with a written copy of Association rules relating to functions after the application has been approved and any additional conditions and restrictions it shall see fit.
- (i) Upon request, a member is able to inspect the Books of the Association at such time and place as is mutually convenient to The Association and the Member.

- (i) A Member must contact the Secretary to request to inspect the Member Register.
- (ii) The Member may make a copy of details from the Member Register but has no right to remove the Register for that purpose.
- (iii) A Member may make a request in writing for a copy of the Member Register.
- (iv) The Association may charge a reasonable fee to the Member for providing a copy of the Member Register, the amount to be determined by the Committee from time to time.
- (v) A Member must not use or disclose the information on the Member Register:
 - 1. 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);
 - 2. To contact, send material to The Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes, or
 - 3. For any other purpose unless the use of the information is approved by the Committee and for a purpose:
 - a. That is directly connected with the affairs of The Association; or
 - b. Related to the provision of the information to the Commissioner in accordance with a requirement of the Act.
- (vi) The Committee may require a Member who requests a copy of the Member Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of The Association.

8. Subscriptions

- (a) The entrance fee and annual registration of The Association shall be set by majority vote of the Committee prior to the commencement of each hockey season.
- (b) Notice of the fees and subscriptions shall be notified to the members via The Association website.
- (c) A member must pay their membership fee to the Association by the date (the due date) determined by the Committee.

9. New Members

- (a) The Committee may determine for registration to be paid in full or otherwise. Fees which are to be paid in full shall be paid upon registration, by the due date determined by the Committee, or as per the requirements of the by-laws of the Association.
- (b) If a person who has ceased to be a member under section 5(d) offers to pay the fee after the period referred to section 8(c) has expired:
 - 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.

10. General Meetings – Annual General Meeting

- (a) The Annual General Meeting of members shall be held every calendar year within six months after the end of The Association's financial year, with the Committee to determine the date, time and place.
 - (i) Quorum for Annual General Meeting is 13 financial members.
- (b) All Notices of Motion for consideration at the Annual Meeting must be handed to the Secretary in writing by 5pm no less than fourteen (14) days prior to the date set for said meeting.
- (c) Notice of the meeting (including date, time and location) and agenda items, including wording of Notices of Motion or proposed resolutions, must be posted on The Association notice board or online portal for seven (7) days before the date of the meeting for all members to read. If the resolution is intended to be proposed as a special resolution this will also be stated in the notice with the wording of the proposed special resolution.
- (d) The order of business at the Annual Meeting shall be as follows:
 - (i) Reading minutes of the last Annual Meeting and any other General Meeting not yet confirmed and confirming or amending same.
 - (ii) To receive and consider:
 - 1. the committee's annual report on the Association's activities during the preceding financial year; and
 - 2. if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
 - 3. if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
 - 4. if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (iii) Election of Executive Committee.
 - (iv) If applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - (v) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

11. General Meetings – Special General Meeting

- (a) The Executive Committee may at any time call a Special General Meeting.
 - (i) Quorum for Special General Meeting is 13 financial members.
- (b) A Special General Meeting shall also be called by the Committee on a requisition signed by no less than 20% of financial members with voting rights, stating in detail the purpose of the meeting.
 - (i) If the Committee does not convene a Special General Meeting within 35 days of the date of the requisition being received, any signatory of the requisition shall have the power to convene the meeting as per 12(c).

- (ii) Thirteen (13) financial members shall form a quorum.
- (iii) In the case of insufficient members to form a quorum being present after 30 minutes following the advertised start time, the meeting shall automatically lapse.
- (c) Notice of the meeting (including date, time and location) and agenda items, including wording of Notices of Motion or proposed resolutions will be emailed to members seven (7) days before the date of the meeting for all members to read. If the resolution is intended to be proposed as a special resolution this will also be stated in the notice with the wording of the proposed special resolution.
 - (i) Members who have provided an email address will also be emailed a copy of the notice of the meeting, agenda items and any Notices of Motion.
- (d) 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.

12. General Provisions for General Meetings

- (a) General Meetings may take place:
 - (i) where the Members are physically present together; or
 - (ii) where the Members are able to communicate by using any technology that reasonably allows the Member to participate fully in discussions as they happen in the General Meeting and in making any decisions, provided that the participation of the Member in the General Meeting must be made known to all other Members.
- (b) A Member who participates in a meeting as set out in Section 12(a)(ii):
 - (i) is deemed to be present at the General Meeting; and
 - (ii) continues to be present at the meeting for the purposes of establishing a quorum; until the Member notifies the other Members that he or she is no longer taking part in the General Meeting.
- (c) The Chair of the meeting shall be The Association President or if not available a person nominated and elected by the members present.
- (d) Only members with voting rights, as per the constitution will be permitted to vote on matters at the Annual Meeting.
- (e) At any general meeting unless a poll is requested by at least 3 members with voting rights, a declaration by the Chair that a resolution has been carried or lost, and an entry to that effect in the minutes of The Association shall be sufficient evidence of the decision.
- (f) The Chairperson shall have a deliberate and casting vote and shall decide all questions of order unless otherwise provided by these rules.

13. General Provision

- (a) No member shall be entitled to take any legal action against The Association, 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 or she may appeal.
- (b) These rules shall be the rules of The Association and shall be binding on members.

- (c) The interpretation of these rules and any by-laws of The Association shall, unless set aside by a general meeting called for that purpose, be in the sole determination of the Committee whose decision shall be binding on all members.
- (d) Correct accounts and books shall be kept showing the financial affairs of The Association and the particulars usually shown in books of accounts of a like nature.
- (e) The Association house and other club facilities is to be provided and maintained from the joint funds of The Association and no person shall be entitled under these rules to derive any benefit or advantage from The Association which is not shared equally by every member thereof.
- (f) Section 13(e) does not prevent:
 - (i) the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to The Association or for goods supplied in the ordinary and usual course of business;
 - (ii) 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;
 - (iii) the payment of reasonable and proper rent by The Association to a Member for premises leased by the Member to The Association; or
 - (iv) the reimbursement of expenses incurred by any Member or any Committee Member on behalf of The Association.
 - (v) the reimbursement of a Committee Member's travelling and other expenses as properly incurred:
 - 1. in attending Committee Meetings or sub-committee meetings;
 - 2. in attending any General Meetings of The Association; and
 - 3. in connection with The Association's business.
 - (vi) The payment of an honorarium to Committee Members as determined by members by special resolution at an Annual or Special General meeting.

14. Election of Office Bearers

- (a) The management of The Association shall be vested in an Executive Committee consisting of nine (9) committee persons from the office holders below (eight (8) committee persons if the position of Secretary/Treasurer is combined) elected for a one (1) year term as follow:
 - i. The President
 - ii. The Vice President
 - iii. The Vice President
 - iv. The Secretary
 - v. The Treasurer
 - vi. Men's Coordinator
 - vii. Ladies Coordinator

- viii. Junior Coordinator
 - ix. Registrar
 - x. Umpire Coordinator
 - xi. Kitchen Coordinator
 - xii. Bar Manager
 - xiii. Groundsman
- (b) At the Annual General Meeting, a separate election must be held for each position of office holder of the Association.
 - (c) If there is no nomination for a position, the President of the meeting may call for nominations from the ordinary members at the meeting.
 - (d) If only one member is nominated for a position, the president of the meeting must declare the Member elected to the position.
 - (e) If more than one member is nominated for a position, the ordinary members at the meeting must vote by means of secret ballot to decide who is to be elected to the position.
 - (f) Each ordinary member present at the meeting may vote for one member who has nominated for the position.
 - (g) A member who is nominated for the position may vote for himself or herself.
 - (h) At the discretion of the Executive Committee, a person may hold multiple committee positions for The Association.
 - (i) On the member's election, the new president of the Association may take over as the president of the meeting.

15. The Management Committee and Conditions

- (a) The Executive positions on the Management committee shall be President, Vice Presidents, Secretary, Treasurer and any other as determined by the full committee to reach the maximum number of nine (9) members, and shall be elected at the first meeting of the elected management committee.
- (b) The quorum at all Committee meetings shall be six (6) members.
- (c) Committee Meetings may take place:
 - (i) where the Committee Members are physically present together; or
 - (ii) where the Committee Members are able to communicate by using any technology that reasonably allows the Committee Member to participate fully in discussions as they happen in the Committee Meeting and in making decisions, provided that the participation of the Committee Member in the Committee Meeting must be made known to all other Members.
- (d) A Committee Member who participates in a meeting as set out in Section 15(c)(ii):
 - (i) is deemed to be present at the Committee Meeting; and
 - (ii) continues to be present at the meeting for the purposes of establishing a quorum,

- until the Committee Member notifies the other Committee Members that he or she is no longer taking part in the Committee Meeting.
- (e) The Committee may pass a resolution outside a Committee meeting if:
- (i) Identical copies of a document are circulated to each Committee Member detailing:
 - 1. Motion
 - 2. Mover
 - 3. Secunder
 - (ii) The document shall be circulated:
 - 1. By email to address on Register of Members
 - 2. In person
 - (iii) All Committee Members shall:
 - 1. Return circulated document through email or in person, indicating acceptance or rejection of the motion; or
 - 2. Reply to email, quoting the motion and indicating acceptance or rejection of the motion.
 - (iv) Taken together, all signed copies of the document will constitute the same document.
 - (v) The resolution shall be decided by a majority vote after all Committee Members have cast a vote under Section 15(e)(iii).
- (f) Committee meetings shall be at least four [4] times per year.
- (g) Special meetings may be called by the President, Secretary or on the request of three members of the Committee.
- (h) The Executive Committee is able to determine the distribution of Committee Meetings minutes at the first Committee Meeting.
- (i) All Members, or other guests, may attend Committee Meetings if invited by the Committee but the person shall not have any right to comment without invitation, or vote on any matter, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.
- (j) No member of the Committee shall be held to have resigned his/her seat until his/her resignation, in writing, has been accepted by the Committee.
- (k) Committee Vacancies
- (i) Any vacancy occurring in the Committee as per Section 16 may be filled at a meeting of the Committee when a member may be elected to fill such a vacancy until the next election provided the member elected at such Committee meeting shall hold office in the place of, and upon the same terms and conditions as their predecessor, had the latter continued in the office.
 - (ii) In the vacancy of the President, the Committee shall vote for one of the Vice Presidents to become President.
 - (iii) The Committee shall fill a casual vacancy of Vice President from a Member of the Management Committee.

- (iv) If vacancies in the Management Committee result in the number of Committee Members being less than the number fixed under Section 15(b), the continuing Committee Members may act to only:
 - 1. increase the number of Members on the Committee to the number required for a quorum; or
 - 2. convene a General Meeting of The Association
- (l) The President shall preside at all meetings of the Committee of The Association and, in his or her absence the Vice President.
 - (i) Should neither be present, the meeting shall elect a Chairperson.
- (m) All resolutions of the Committee shall be decided by a majority vote of all those present.
 - (i) In the case of equality of votes, the President shall have the casting vote.
- (n) The President or in his or her absence, the acting President shall be authorised to speak on behalf of The Association.
- (o) 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, subcommittee 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 18(g) or 18(g) as a result of bankruptcy or conviction of a relevant criminal offence.

16. Ceasing to be a member of the Management Committee

- (a) 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 18(g) or 18(h) 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 under Section 15(j);
 - (vi) is absent from more than:
 - 1. three consecutive Committee Meetings without a good reason; or
 - 2. three Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Committee Meetings,
 - (vii) Is removed from office ~~under~~ by resolution at a General Meeting of The Association if a majority of the Members present and with voting rights at the meeting vote in favour of the removal.
 - 1. 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 or her case as to why the Member should not be removed from his or her position on the Committee.

2. If all Committee Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Committee.
3. The interim Committee must, within two months, convene a General Meeting of The Association for the purpose of electing a new Committee.

17. Powers of the Committee

- (a) The business of The Association shall be managed by the Committee who may exercise all powers of The Association, except those required to be exercised by The Association at a General Meeting.
- (b) Without prejudice to the powers conferred by the last preceding rule, the Committee shall, subject to the by-laws, have power to do the following things:
 - (i) To purchase or otherwise acquire any books, newsletters or periodicals and dispose of them as it may see fit.
 - (ii) To determine from time to time the conditions on which and time when, members may use the property of The Association or any part or parts thereof, and when and under what conditions the premises of The Association or any part or parts thereof, shall be used by members.
 - (iii) To determine what person, if any, not being members of The Association shall be permitted to use the premises of The Association 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.
 - (iv) To appoint any officials or servants of The Association and to remove them as occasions may require at their discretion and to define their respective duties. Persons appointed to paid positions shall be engaged under a contract, award or classification of work in the relevant Modern Award and its amendments.
 - (v) To delegate, subject to such conditions as it thinks fit any of its powers to sub committees consisting of such members of the Committee and other members of The Association co-opted for the purpose as it may determine and to make such regulations as to the proceedings of such sub committees as may be thought desirable.
 - (vi) To regulate and control their own meeting and the transaction of business.
 - (vii) To reimburse expenses of any servant of The Association for faithful and diligent service as deemed fit.
 - (viii) In accordance with the rules, to suspend, or expel any member.
 - (ix) To enter into or accept any lease or tenancy of the premises where on The Association shall conduct its affairs or of any furniture, goods and effects, which may be required for the use of The Association on such terms and on such conditions as The Association, may deem expedient.

- (x) To take and defend all legal proceedings by or on behalf of The Association and to appoint all necessary Attorneys for any such purpose.
- (xi) To borrow, raise or secure the payment of money, and to sell and dispose of the assets of The Association up to \$10,000.
- (xii) To make, alter and repeal by-laws not inconsistent with these rules regulating the use and management of The Association premises, the admission of members and the conduct of The Association and its affairs generally.
- (xiii) To do and perform any other act, matters and things in connection with or relative to the management of The Association as shall not by these rules require to be done by The Association in General Meetings.
- (xiv) To appoint such number of delegates to sporting bodies and associations with which The Association may from time to time be affiliated as may be required by the rules.
- (xv) Every member of the Committee shall be indemnified against any loss, expenses or liability incurred by reason of any act or deed performed by him/her in good faith on behalf of the Committee and the Committee may use the funds of The Association for any such purpose required, together with any reasonable expenses incidental to Committee activities.

18. Role and Responsibilities of Committee Members

- (a) Obligations of the Committee
 - (i) The Committee must take all reasonable steps to ensure The Association complies with its obligations under the Act and these Rules.
- (b) Responsibilities of Committee Members
 - (i) A Committee Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
 - (ii) A Committee Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of The Association and for a proper purpose.
 - (iii) A Committee Member or former Committee Member must not improperly use information obtained because he or she is a Committee Member to:
 - 1. gain an advantage for himself or herself or another person; or
 - 2. cause detriment to The Association.
 - (iv) A Committee Member or former Committee member must not improperly use his or her position to:
 - 1. gain an advantage for himself or herself or another person; or
 - 2. cause detriment to The Association.
- (c) A Committee Member having any material personal interest, i.e.: financial or non-financial interests, 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) disclose the nature and extent of the interest at the next General Meeting of The Association; and
- (iii) not be present while the matter is being considered at the Committee Meeting or vote on the matter.
- (d) Section 18(c) 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 Association is established; or
 - (ii) the Committee Member has in common with all, or a substantial proportion of, the members of The Association.
- (e) The Secretary must record every disclosure made by a Committee Member under Section 18(c) in the minutes of the Committee Meeting at which the disclosure is made.
- (f) No Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of The Association unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.
- (g) 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.
- (h) 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.
- (i) As soon as is practicable after a person has ceased to be a member of the management committee of The Association, all relevant documents, records and security items (including passwords and keys) must be delivered to a member of the management committee of The Association.

19. President

- (a) The President:
 - (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 Section 15(g)
 - (iii) may preside over Committee Meetings under Section 15(l)
 - (iv) may preside over General Meetings under Sections 11 and 2; and
 - (v) must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct

20. Secretary

(a) The Secretary must:

- (i) co-ordinate the correspondence of The Association;
- (ii) consult with the President 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;
- (iii) keep and maintain an up to date condition the rules of The Association and any by-laws of The Association;
- (iv) maintain the register of the Members including the email, street, postal address or information by means of which contact can be made of each member;
- (v) update the register within 28 days of new members, members resigning, members suspended/expelled and in the latter case, include date in which member ceases and reasons for cessation of membership.
- (vi) maintain the record of office holders of The Association.
 - 1. 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;
- (vii) ensure the safe custody of the Books, with the exception of the Accounting Records, of The Association;
- (viii) keep full and correct minutes of Committee Meetings for approval at the next Management Committee meeting, which will then be stored and distributed as per the by-laws;
- (ix) keep full and correct minutes of General Meetings, which will be distributed to eligible members via email and be put on the website within 60 days of the General Meeting and will be tabled for adoption at the next General Meeting; and
- (x) perform any other duties as are imposed by these Rules or The Association on the Secretary.

21. Treasurer

(a) The Treasurer must:

- (i) ensure all moneys payable to The Association are collected, and that receipts are issued for those moneys in the name of The Association;
- (ii) ensure the payment of all moneys referred to in Section 21(a)(i) into the account or accounts of The Association as the Committee may from time to time direct;
- (iii) ensure timely payments from the funds of The Association 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 either:
 - 1. Online payments can be made by the treasurer up to the value of \$2000
 - 2. If over \$2000, 2 committee members; or
 - 3. one committee member and a person authorised by the committee

- 4. Reimbursement to committee members will be as per the Association Purchasing Policy
- (iv) ensure that The Association complies with the account keeping requirements in Part 5 of the Act;
- (v) ensure the safe custody of the Financial Records of The Association and any other relevant records of The Association;
- (vi) Coordinate the preparation of the financial statements or financial report, as imposed on The Association under Part 5 of the Act, prior to their submission to the annual general meeting of The Association;
- (vii) assist the reviewer or auditor (if any) in performing their functions; and
- (viii) perform any other duties as are imposed by these Rules or The Association on the Treasurer.

22. Sub-Committees

- (a) The Committee may delegate any of its delegable powers to Sub-Committees consisting of such Ordinary Members as it thinks fit.
- (b) Such Sub-Committee must report to and be responsible to the Executive Committee.
- (c) No act of any Sub-Committee shall be binding on the Executive Committee or Club until ratified by the Executive Committee.
- (d) The Chair must be an existing member of the Committee.
- (e) The President of the Committee must be an ex-officio member.

23. Financial Obligations and Financial Reports

- (a) For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met.
- (b) To ensure the requirements under Part 5 of the Act are met, if the Association falls under:
 - i. Tier 1 (gross income of less than \$250k) - the election of a bookkeeper to conduct impartial scrutiny of the Association's accounts for the preparation of financial statements; or
 - ii. Tier 2 (gross income of \$250k to \$1 million) - the election of a reviewer for the preparation of a reviewer's report; or
 - iii. Tier 3 (gross income of over \$1 million) - the election of an auditor for the preparation of an auditors report.
- (c) Without limiting sub-rule (1), those requirements include:
 - i. If the Association is a Tier 1 association, the preparation of the Financial Statements;
 - ii. If the Association is a Tier 2 association or Tier 3 association, the preparation of the Financial Report;
 - iii. If required, the review or auditing of the Financial Statements or Financial Report (whichever is applicable);

- iv. If the Association is a Tier 1 association, the presentation of the Financial Statements to the annual general meeting of the Association (and, if required, a copy of the report of the review or auditor's report, whichever is applicable);
- v. If the Association is a Tier 2 association or Tier 3 association, the presentation of the Financial Report to the annual general meeting of the Association (and a copy of the report of the review or auditor's report, whichever is applicable).

24. Alteration and Repeal of Rules

- (a) No repeals of any existing rules and no new rules or alteration, amendments or suspensions of a rule shall be valid unless a special resolution is carried by a three-fourths majority of members present and with voting rights at a General or Special General Meeting and by otherwise complying with Part 3 Division 2 of the Act.
- (b) Notices of motions to repeal, alter or suspend any rule shall be given to the Secretary at least twenty-one (21) days preceding the Annual or Special General Meeting at which the motion shall be presented. The Secretary shall email the proposal to eligible members at least fourteen (14) days prior to such meeting.
- (c) Within one month after the making of any amendment or addition to the rules of The Association, passed by special resolution, the Management Committee shall submit the required documents to the Commissioner. No effect will be given to the amendments without the approval of the Commissioner.

25. Suspension or Expulsion of Members

- (a) The Committee shall have the power to reprimand, suspend or expel any member of The Association.
- (b) 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 Section 25(f) can be taken.
- (c) The Committee is required to exempt any member of that Committee from hearing a charge in which he or she has an interest.
- (d) If a responding member or a representative of the responding member does not attend within 30 minutes of the time stated on the hearing notice, the hearing may start without that member or his or her representative and determination will be made at the hearing.
- (e) The Committee shall apply the power to reprimand, suspend or expel any member of The Association who:
 - (i) fail in the observance or commit any breach of any rule of The Association or any by-law of The Association or of any order or direction of the Management Committee or of any General Meeting; and/or
 - (ii) in the sole judgement of the Committee have been guilty in or out of The Association's premises of any act, conducted matter or thing calculated to bring discredit on The Association or its members, or to impair or affect the enjoyment of The Association by other members

- (f) Any member charged with misconduct as above shall be furnished with a written copy of the charge and summoned before the Committee with no less than seven (7) days' notice.
 - (i) The Committee shall after hearing the accuser and accused and taking such evidence as they may consider proper, if they find the charge proved, inflict a penalty of suspension from all or any of the privileges of membership.
 - (ii) 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 or she neglects to resign within ten (10) days they may declare him or her to be expelled.
 - (iii) If a Member is suspended or expelled under Section 25(f)(i) or 25(f)(ii), the person may appeal the Committee's decision through a Special General Meeting by giving written notice to the Secretary within fourteen (14) days of receiving notice of the Committee's decision under Section 25(f)(i) or 25(f)(ii).
- (g) Members are not permitted to have legal representation attend any disciplinary matters, but may bring another member to act in a support capacity only.
- (h) If a Member's membership is suspended under Section 25(f)(i), the Secretary must record in the Register:
 - (i) the name of the Member that has been suspended from membership;
 - (ii) the date on which the suspension takes effect; and
 - (iii) the length of the suspension as determined by the Committee under Section 25(f)(i)
- (i) During the period a member's membership is suspended, the member —
 - (i) loses any rights (including voting rights) arising as a result of membership;
 - (ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to The Association; and
 - (iii) Cannot attend The Association premises as a Guest of a member, unless prior written authorisation is received by the Management Committee.
- (j) Upon the expiry of the period of a Member's suspension, the Secretary must record in the Register that the Member is no longer suspended.
- (k) 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 25(f), is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

26. Resolving Disputes

- (a) Disputes Arising under the Rules
 - (i) Section 26(a) applies to:
 - 1. Disputes between Members; and
 - 2. Disputes between The Association and one or more Members that arise under the rules or relate to the rules of The Association. This does not include disciplinary matters undertaken with club members, which are covered only under Section 25 of The Association constitution.

- (ii) The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.
- (iii) 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.
- (iv) The Secretary must convene a Committee Meeting within twenty-eight (28) days after the Secretary receives notice of the dispute under Section 26(a)(iii) for the Committee to determine the dispute.
- (v) 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.
- (vi) The Secretary must inform the parties to the dispute of the Committee's decision and the reasons for the decision within seven (7) days after the Committee Meeting referred to in Section 26(a)(v).
- (vii) 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.

(b) Mediation

- (i) Section 26(b) applies:
 - 1. where a person is dissatisfied with a decision made by the Committee under Section 25(f) or Section 26(a) or
 - 2. where a dispute arises between a Member or more than one Member and The Association and any party to the dispute elects not to have the matter determined by the Committee.
- (ii) 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 25(f) in respect of the proposed suspension or expulsion has been completed.
- (iii) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Section 26(a)(ii), or a party to the dispute is dissatisfied with a decision made by the Committee under Section 26(a)(vii) a party to a dispute may:
 - 1. Provide written notice to the Secretary of the parties to, and the details of, the dispute;
 - 2. Agree to, or request the appointment of, a mediator.
- (iv) Party, or parties requesting the mediation must pay the costs of the mediation.
- (v) The mediator must be:
 - 1. a person chosen by agreement between the parties; or
 - 2. in the absence of agreement:
 - a. if the dispute is between a Member and another Member – a person appointed by the Committee; or
 - b. if the dispute is between a Member or more than one Member and The Association, the Committee or a Committee Member then an independent

person who is a mediator appointed to, or employed with, a not for profit organisation.

- (vi) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (vii) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (viii) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least five (5) days before the mediation session.
- (ix) The mediator, in conducting the mediation, must:
 - 1. give the parties to the mediation process every opportunity to be heard;
 - 2. allow all parties to consider any written statement submitted by any party; and
 - 3. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (x) 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.

(c) Inability to Resolve Disputes

- (i) 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.

27. Liquor Act

- (a) The Association will maintain a club license under the current Liquor Act and its amendments.
- (b) The Association shall ensure a Duty Manager is on the licensed premises for the purposes of observing liquor licensing requirements and regulations, as required under the Liquor Act.
- (c) The Association shall be open for sale of liquor during such hours as The Committee shall from time to time determine and as permitted under the Liquor Act.
- (d) No liquor shall be sold or supplied to any juvenile.
- (e) The Association may allow visitors onto the premises, as per the requirements of the Liquor Act.
 - (i) Visitor means a person who:
 - 1. Is at least 40km, if greater distance is prescribed for the purposes of this paragraph, at least that distance from their usual place of residence; and
 - 2. Is visiting the association while travelling in the course of a holiday or travelling for leisure or business; and

- 3. Is required, at the time of their visit, to pay a fee to the Association for the use of its facilities.
- (ii) Visitors shall not be entitled to be present at any meeting of the members of The Association, nor have any right, title or interest in or to any of the property of The Association.
- (iii) Visitors will be subject to withdrawal by any club official, including bar persons, acting on the best interests of The Association.
- (iv) an up-to-date register of visitors must be continually available for inspection at The Association premises by authorised officers.

28. Common Seal

- (a) The Association shall have a Common Seal, which shall be kept in the custody of the Secretary and shall not be affixed to any document except by the authority of The Committee and in the presence of one member of the committee.
- (b) Any document to which the Common Seal is affixed shall be countersigned by the Secretary or an officer appointed by the management committee for that purpose.
- (c) The Association may execute a document without using a Common Seal if the document is signed by:
 - (i) any two Committee Members; or
 - (ii) one Committee Member and a person authorised by the Committee.

29. Dissolution of The Association

- (a) The Association may cease its activities and have its incorporation cancelled in accordance with Part 10 of the Act:
 - (i) after the committee has determined The Association is able to pay or meet its debts and liabilities; and
 - (ii) the Members resolve by Special Resolution that The Association will:
 - 1. apply to the Commissioner for cancellation of its incorporation; or
 - 2. appoint a liquidator to wind up its affairs
- (b) The Association shall be wound up in accordance with Part 9 of the Act if:
 - (i) the committee has determined The Association is unable to pay or meet its debts and liabilities; or
 - (ii) the committee or members determine by special resolution to wind up The Association as a result of financial difficulty resulting in or from:
 - 1. being party to any current legal proceedings; or
 - 2. any other outstanding legal obligations
- (c) Upon cancellation of The Association, 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 Corporations 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:
 - 1. is a member or former member of The Association; and
 - 2. at the time of the Surplus Property is distributed, has rules that prevent the property being distributed to its members;
- (vi) a trustee for a body corporate referred to in Section 29(c)(v); or
- (vii) 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.