



Sea View Golf Club (Inc)

Constitution

**Amended
March 2020**

Sea View Golf Club (Inc.)

CONSTITUTION

As amended March, 2020

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Sea View Golf Club (Inc.)

CONSTITUTION

The Rules now in force are hereby revoked and the following *Rules* shall form the Constitution of the Sea View Golf Club (Inc).

1 Description, Location and Purpose

1.1 The Sea View Golf Club (Inc.) is an association incorporated under the *Act* situated on Class “A” Reserves A6613 and A1664 at Cottesloe, Western Australia, for the purposes of community recreation as enabled by the Land Administration *Act* 1997.

1.2 Objectives

The objectives of the *Club* are to:

- 1.2.1 conduct a golf club and provide a golf course, a *clubhouse* and associated facilities for the use of *members* and visitors;
- 1.2.2 provide as far as reasonably practical a safe and harmonious place for *members*, employees, contractors and visitors;
- 1.2.3 promote, encourage and foster the playing of the game of golf;
- 1.2.4 operate and maintain the golf course in accordance with the terms and conditions contained in the lease from the Town of Cottesloe;
- 1.2.5 promote, encourage and foster junior golf;
- 1.2.6 maintain the golf course as a focal point within the Town of Cottesloe;
- 1.2.7 maintain the reserves as a scenic and sustainable amenity for the local community;
- 1.2.8 maintain the *clubhouse* for *Club*, private and community activities; and
- 1.2.9 undertake and or do such things or activities which are necessary, incidental or conducive to the advancement of these objects.

1.3 Terms used

In this Constitution unless the contrary appears:

Act means the Associations Incorporation Act 2015;

board means the board of management of the *Club* as defined in *Rules* 26 and 27 and *board member* or *member of the board* means a person who is an *office holder* or *director* of the *board*;

books of the Club include the following –

- (a) a *register of members*;
- (b) *financial records, financial statements* or *financial reports*, however compiled, recorded or stored;
- (c) a document;

(d) any other record of information;

By-Laws means the By-Laws of the *Club* made by the *board* and under *Rule 61*;

Club means the incorporated association to which this Constitution applies;

clubhouse means the clubhouse of the Sea View Golf Club (Inc.) adjacent to the Sea View Golf Course;

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

committee(s) means a committee appointed by the *board* under *Rule 47*;

director(s) means a *member of the board* who is not the holder of an office referred to in *Rule 27.2*.

financial records include:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain –
 - i) the methods by which *financial statements* are prepared; and
 - ii) adjustments to be made in preparing *financial statements*;

financial report has the meaning given in Section 63 of the *Act*;

financial statements mean the financial statements in relation to the *Club* required under Part 5 Division 3 of the *Act*;

financial year of the *Club* has the meaning given in *Rule 2*;

general meeting means a meeting of the *Club* that all *members* are entitled to receive notice of and attend including the annual *general meeting*;

member(s) unless otherwise qualified, means a member of any class or category of membership of the *Club*, and a *voting member* is a member of one of the classes of membership referred to in *Rule 8.2* who is entitled to vote at any *general meeting* and to become a *member of the board* and a *social member* is a member who is entitled to use the facilities at the *clubhouse* but not to use the golf course;

office holder means a person holding one of the offices referred to in *Rule 27.2*;

President means the person holding office as the President of the *Club*;

register of members means the register of members referred to in Section 53 of the *Act* and *Rule 13*;

Rule means a Rule in this Constitution;

Secretary means the person appointed to be *Club Secretary* by the *board* and includes a person delegated to act on behalf of the *Secretary*;

special general meeting means a *general meeting* of the *Club* other than the annual *general meeting*;

special resolution means a resolution passed at a *general meeting* by three-fourths of the *voting members* who cast a vote at the meeting or in advance under *Rule 33.6*;

Treasurer means the *board member* holding office as the treasurer of the *Club*.

2 Financial year

The *financial year* of the *Club* commences on the first of January and ends on the thirty-first of December in each year.

3 The Club to be a not-for-profit body

3.1 The property and income of the *Club* must be applied solely towards the promotion of the objects or purposes of the *Club* and no part of the property or income may be paid or otherwise distributed, directly or indirectly, to any *member*, except in good faith in the promotion of those objects or purposes.

3.2 A payment may be made to a *member* out of the funds of the *Club* only if authorised under *Rule 3.3*.

3.3 A payment to a *member* out of the funds of the *Club* is authorised if it is -

3.3.1 the payment in good faith to a *member* as reasonable remuneration for any services provided to the *Club*, or for goods supplied to the *Club*, in the ordinary course of business; or

3.3.2 the payment of interest, on money borrowed by the *Club* from the *member*, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or

3.3.3 the payment of reasonable rent to the *member* for premises leased by the *member* to the *Club*; or

3.3.4 the reimbursement of reasonable expenses properly incurred by the *member* on behalf of the *Club*.

4 Eligibility for membership

Any person who supports the objects or purposes of the *Club* is eligible to become a *member*.

5 Applying for membership

5.1 A person who wants to become a *member* must apply in writing in the form determined by the *board* to the *Club*.

5.2 The application must include a *member's* nomination of the applicant for membership.

5.3 The application must be signed by the applicant and the *member* nominating the applicant.

5.4 The applicant must specify in the application the class of membership to which the application relates.

6 Dealing with membership applications

6.1 The *board* must consider each application for membership of the *Club* and decide whether to accept or reject the application.

- 6.2** Subject to *Rule 6.3* the *board* must consider applications in the order in which they are received by the *Club*.
- 6.3** The *board* may delay its consideration of an application if the *board* considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- 6.4** The *board* must not accept an application unless the applicant –
- 6.4.1** is eligible under *Rule 4*; and
 - 6.4.2** has applied under *Rule 5*.
- 6.5** The *board* may reject an application even if the applicant –
- 6.5.1** is eligible under *Rule 4*; and
 - 6.5.2** has applied under *Rule 5*.
- 6.6** The *board* must notify the applicant of the *board's* decision to accept or reject the application as soon as practicable after making the decision.
- 6.7** If the *board* rejects the application, the *board* is not required to give the applicant its reasons for doing so.

7 Becoming a member

- 7.1** An applicant for membership of the *Club* becomes a *member* when-
- 7.1.1** the *board* accepts the application; and
 - 7.1.2** the applicant pays any membership and other fees payable to the *Club* under *Rule 12*.
- 7.2** The *board* shall, give the *member* a copy of the Constitution and *By-Laws* in force when the membership commences.

8 Members

- 8.1** The *Club* consists of *voting members* and other *members*.
- 8.2** *Voting members* are ordinary *members*, nine hole *members*, life *members*, six day *members*, and intermediate *members*.
- 8.3** The *board* may make *By-Laws* to create classes of membership other than *voting members*.
- 8.4** A person can only belong to one class of membership.
- 8.5** The *board* may make *By-Laws* limiting the number of *members* of any class of membership.

9 When membership ceases

- 9.1** A person ceases to be a *member* when any of the following takes place-
- 9.1.1** the person dies;
 - 9.1.2** the person resigns from the *Club* under *Rule 10*;
 - 9.1.3** the person is expelled from the *Club* under *Rule 15*;

- 9.1.4 the person ceases to be a *member* under *Rule 12.4*.
- 9.2 The *Secretary* must keep a record, for at least one year after a person ceases to be a *member* of -
 - 9.2.1 the date on which the person ceased to be a *member*; and
 - 9.2.2 the reason why the person ceased to be a *member*.

10 Resignation

- 10.1 A *member* may resign from membership of the *Club* by giving written notice of the resignation to the *Secretary*.
- 10.2 The resignation takes effect -
 - 10.2.1 when the *Secretary* receives the notice; or
 - 10.2.2 if a later time is stated in the notice, at that later time.
- 10.3 A person who has resigned from membership of the *Club* remains liable for any fees and other sums that are owed to the *Club* (the owed amount) at the time of resignation.
- 10.4 The owed amount may be recovered by the *Club* in a court of competent jurisdiction as a debt due to the *Club*.
- 10.5 A *member* who has been a *member* and resigned their membership may, at the discretion of the *board* and upon written application, be readmitted as a *member* without payment of an additional entrance fee, provided the period between the resignation from the *Club* and the application does not exceed one year.

11 Rights not transferable

The rights of a *member* are not transferable and end when membership ceases.

12 Membership fees, levies and other charges

- 12.1 The *board* must not later than the 30th October in each year determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the *Club* and any other fees, levies, subscriptions or premiums required to be paid by *members*.
- 12.2
 - 12.2.1 The fees or other payments determined under *Rule 12.1* may be different for different classes of membership and for *members* in different situations;
 - 12.2.2 Subject to *Rule 12.2.3* an increase in the total amount of fees and other payments referred to in *Rule 12.1* except that portion which is attributable to the goods and services tax shall not be increased by more than 10 per cent of the current rate unless previously approved by a *special general meeting*.
 - 12.2.3 *Rule 12.2.2* shall not apply to the fees for *social members*.

- 12.3** Subject to *Rule 12.4* a *member* must make any payment referred to in *Rule 12.1* to the *Secretary* by the date (the due date) determined by the *board*.
- 12.4** If a *member* has not paid the annual membership fee, or any instalment permitted by the *board*, or paid in full any bar or other levy imposed by the *board*, by the first day of February or any other date on which a payment is due, the *member* shall be notified in writing that unless written arrangements are made to pay the amount or amounts outstanding by the first day of March or any other date two months after payment is due, their membership will be terminated and they will cease to be a *member*.
- 12.5** If the *member* fails to pay the amounts referred to in *Rule 12.4* or make written arrangements to pay by the date referred to in *Rule 12.4* the *member* shall cease to be a *member*.
- 12.6** If a person who has ceased to be a *member* under *Rule 12.5* or *Rule 12.8* offers to pay the outstanding fee and or levy after the due date has passed -
- 12.6.1** the *board* may, at its discretion, accept that payment; and
- 12.6.2** if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.
- 12.7** The *board* may, on application by an ordinary *member* or a six day *member* reduce their annual subscription by twenty-five percent if he or she has attained the age of sixty-five years and been an ordinary *member* or a six day *member* of the *Club* for a total of twenty-five years.
- 12.8**
- 12.8.1** The *board* may, on the authority of a *special resolution* carried at the annual *general meeting* or a *special general meeting*, impose a levy on *members* at such rate or rates of such amount as to meet the immediate financial requirements of the *Club* occasioned by a financial emergency, or to meet the cost of work of a significant capital nature or for the purchase of capital equipment for which ordinary revenue, after allowing for the costs of administration, may not be sufficient.
- 12.8.2** The rate of the levy may be adjusted to reflect the membership categories of *members* and may be reduced, at the discretion of the *board*, in the case of a *member* who can establish that the levy would cause him or her financial hardship.
- 12.8.3** Notice of the proposed levy explaining the reason for the levy and the financial position of the *Club* shall be circulated to all *members* with the notice of the *general meeting* required under *Rule 51*.
- 12.8.4** The notice in *Rule 12.8.3* shall state the last date, or if it is to be paid by instalments last dates, when the levy will become due and any *member* who has not paid the levy or made written arrangements to pay by the due date shall be notified in writing that unless written arrangements are made to pay the amount due within two months from the due date their membership will be

terminated and they will cease to be a *member* but the *board* may reinstate his or her membership under *Rule 12.6*.

13 Register of members

- 13.1** The *Secretary*, or another person authorised by the *board*, is responsible for maintaining a *register of members* which must include each *member's* name and residential address or postal address or email address or information by means of which written contact can be made with the *member*.
- 13.2** The *register of members* must include the class of membership to which each *member* belongs and the date on which each *member* became a *member*.
- 13.3** The *register of members* must be kept at the *clubhouse* or at another place determined by the *board*.
- 13.4** A *member* who wishes to inspect the *register of members* must contact the *Secretary* to make the necessary arrangements and the *Secretary* must make the register available for inspection.
- 13.5** If -
- 13.5.1** a *member* inspecting the *register of members* wishes to take a copy of or take an extract from the register; or
 - 13.5.2** a *member* makes a written request to be provided with a copy of the *register of members*;
- the *board* may require the *member* to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the *Club*.

14 Disciplinary action, disputes and mediation

In *Rules 15 to 25 member* in relation to a *member* who is expelled from the *Club* includes a former *member*.

15 Suspension or expulsion

- 15.1** The *board* may decide to suspend a *member's* membership or to expel a *member* from the *Club* if -
- 15.1.1** the *member* contravenes the *Act* or this Constitution; or
 - 15.1.2** the *member* acts detrimentally to the interests of the *Club*.
- 15.2** The *Secretary* must give the *member* written notice of the proposed suspension or expulsion at least 28 days before the *board* meeting at which the proposal is to be considered by the *board*.
- 15.3** The notice given to the *member* must state -
- 15.3.1** when and where the *board* meeting is to be held; and
 - 15.3.2** the grounds on which the proposed suspension or expulsion is based; and

- 15.3.3 the *member*, or the *member's* representative, may make written submissions to the *board* about the proposed suspension or expulsion provided the written submissions are served on the *Secretary* at least seven days before the *board* meeting; and
 - 15.3.4 that the *member*, or the *member's* representative, may attend the meeting and will be given a reasonable opportunity to make oral submissions to the *board* about the proposed suspension or expulsion.
- 15.4 At the *board* meeting the *board* must -
- 15.4.1 give the *member*, or the *member's* representative, a reasonable opportunity to make oral submissions to the *board* about the proposed suspension or expulsion; and
 - 15.4.2 give due consideration to any written or oral submissions so made; and
 - 15.4.3 decide -
 - 15.4.3.1 whether or not to suspend the *member's* membership and, if the decision is to suspend the membership, the period of suspension; or
 - 15.4.3.2 whether or not to expel the *member* from the *Club*.
- 15.5 A decision of the *board* to suspend the *member's* membership or to expel the *member* from the *Club* takes immediate effect.
- 15.6 The *board* must give the *member* written notice of the *board* decision, and the reasons for the decision, within seven days after the *board* meeting at which the decision is made.
- 15.7 A *member* whose membership is suspended or who is expelled from the *Club* may, within 14 days after receiving the *board's* decision under *Rule* 15.6 give written notice to the *Secretary* requesting the appointment of a mediator under *Rule* 23.
- 15.8 If notice is given under *Rule* 15.7, the *member* who gives notice and the *board* are the parties to the mediation.

16 Consequences of suspension

- 16.1 During the period a *member's* membership is suspended, the *member* -
- 16.1.1 loses any rights (including voting rights) arising as a result of membership; and
 - 16.1.2 is not entitled to a refund, rebate, relief or credit for membership fees paid or payable to the *Club*.
- 16.2 When a *member's* membership is suspended, the *Secretary* must record in the *register of members* -
- 16.2.1 that the *member's* membership is suspended; and
 - 16.2.2 the date on which the suspension takes effect; and
 - 16.2.3 the period of the suspension.

- 16.3** When the period of suspension ends, the *Secretary* must record in the *register of members* that the *member's* membership is no longer suspended.

17 Resolving disputes - terms used:

grievance procedure means the procedure set out in *Rules* 18, 19 and 20.

party to a dispute includes a person-

- 17.1** who is a party to the dispute; and
- 17.2** who ceases to be a *member* within six months before the dispute has come to the attention of each party to the dispute.

18 Application

The *grievance procedure* applies to disputes -

- 18.1** between *members*; or
- 18.2** between one or more *members* and the *Club*.

19 Parties to attempt to resolve dispute

The *parties to a dispute* must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

20 How the *grievance procedure* is started

- 20.1** If the *parties to a dispute* are unable to resolve the dispute between themselves within the time required by *Rule* 19 any *party to the dispute* may start the *grievance procedure* by giving written notice to the *Secretary* of-
- 20.1.1** the *parties to the dispute*; and
- 20.1.2** the matters that are the subject of the dispute.
- 20.2** Within 28 days after the *Secretary* is given notice a *board* meeting must be convened to consider and determine the dispute.
- 20.3** The *Secretary* must give each *party to the dispute* written notice of the *board* meeting at which the dispute is to be considered and determined at least seven days before the meeting is held.
- 20.4** The notice given to each *party to the dispute* must state -
- 20.4.1** when and where the *board* meeting is to be held; and
- 20.4.2** that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make:
- 20.4.2.1** written submissions provided a copy of each written submission has been provided to the *Secretary* for each *member of the board* at least two days before the meeting; and
- 20.4.2.2** oral submissions;
- to the *board* about the dispute.

- 20.5** If –
- 20.5.1** the dispute is between one or more *members* and the *Club*; and
 - 20.5.2** any *party to the dispute* gives written notice to the *Secretary* stating that the party does not agree to the dispute being determined by the *board*; and
 - 20.5.3** requests the appointment of a mediator under *Rule 23*, the *board* must not determine the dispute.

21 Determination of dispute by the board

- 21.1** At the *board* meeting at which a dispute is to be considered and determined, the *board* must –
- 21.1.1** give each *party to the dispute*, or the party's representative, a reasonable opportunity to make oral submissions to the *board* about the dispute; and
 - 21.1.2** give due consideration to written submissions received by the *Secretary* at least two days before the hearing and any oral submissions; and
 - 21.1.3** determine the dispute.
- 21.2** The *board* must give each *party to the dispute* written notice of the *board's* determination, and reasons for the determination, within seven days after the *board* meeting at which the determination is made.
- 21.3** A *party to the dispute* may, within 14 days after receiving notice of the *board's* determination under *Rule 21.2* give written notice to the *Secretary* requesting the appointment of a mediator under *Rule 23*.
- 21.4** If notice is given under *Rule 21.3* each *party to the dispute* is a party to the mediation.

22 Mediation

- 22.1** *Rules 23 to 25* apply if written notice has been given to the *Secretary* requesting the appointment of a mediator –
- 22.1.1** by a *member* under *Rule 15.7*; or
 - 22.1.2** by a *party to a dispute* under *Rules 20.5.3* or *21.3*.

23 Appointment of a mediator

- 23.1** The mediator must be a person chosen –
- 23.1.1** if the appointment of a mediator was requested by a *member* under *Rule 15.7* – by agreement between the *member* and the *board*; or
 - 23.1.2** if the appointment of a mediator was requested by a *party to a dispute* under *Rule 21* – by agreement between the *parties to the dispute*.

- 23.2** If there is no agreement then subject to *Rules 23.3 and 23.4* the *board* must appoint the mediator.
- 23.3** The person appointed mediator by the *board* must be a person who acts as mediator for another not-for-profit body or a person nominated by the *Commissioner* if the appointment of a mediator was requested by –
- 23.3.1** a *member* under *Rule 15.7*; or
- 23.3.2** a *party to a dispute* under *Rule 20.5.3*; or
- 23.3.3** a *party to a dispute* under *Rule 21.3* and the dispute is between one or more *members* and the *Club*.
- 23.3.4** the person appointed as mediator by the *board* may be a *member* or former *member* of the *Club* but must not –
- 23.3.4.1** have a personal interest in the matter that is the subject of the mediation; or
- 23.3.4.2** be biased in favour of or against any party to the mediation.

24 Mediation process

- 24.1** The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 24.2** Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least five days before the mediation takes place.
- 24.3** In conducting the mediation, the mediator must –
- 24.3.1** give each party to the mediation every opportunity to be heard; and
- 24.3.2** allow each party to the mediation to give due consideration to any written statement given by another party; and
- 24.3.3** ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 24.4** The mediator cannot determine the matter that is the subject of the mediation.
- 24.5** The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 24.6** The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- 24.7** If a dispute cannot be resolved by mediation the *Club* or a *party to the dispute* may make an application to the State Administrative Tribunal under Section 182 of the *Act* to have the dispute determined by that Tribunal.

25 Consequence of a decision to suspend or expel being revoked

If -

25.1 mediation takes place because a *member* whose membership is suspended or who is expelled from the *Club* gives notice under *Rule 15.7*; and

25.2 as a result of the mediation, the decision to suspend the *member's* membership or expel the *member* is revoked,

that revocation does not affect the validity of any decision made at a *board* meeting or *general meeting* during the period of suspension or expulsion.

26 Powers of the board

26.1 The *board members* are the persons who, as the management committee of the *Club*, have the power to manage the affairs of the *Club*.

26.2 No *board member* or employee of the *Club* or any other person shall, on behalf of the *Club*, spend borrow or enter into a contract requiring the payment immediately or over time of an amount exceeding the limiting amount set out in the *By-Laws* without approval by resolution of the *board*.

26.3 Subject to the *Act*, these *Rules*, and any *By-Laws* and any resolution passed at a *general meeting*, the *board* has the power to do all things necessary or convenient to be done for the proper management of the affairs of the *Club*.

26.4 The *board* must take all reasonable steps to ensure that the *Club* complies with the *Act*, these *Rules* and the *By-Laws*.

27 Board members

27.1 The *board members* consist of -

27.1.1 the *office holders* of the *Club*; and

27.1.2 at least one *director*.

27.2 The following are the *office holders* of the *Club* -

27.2.1 *President*;

27.2.2 *Vice-President*;

27.2.3 Men's Captain;

27.2.4 Men's Vice-Captain;

27.2.5 Women's Captain; and

27.2.6 *Treasurer*.

27.3 A person may not be the *President*, *Vice-President*, Men's Captain or Men's Vice-Captain unless the person is an ordinary *member*, a six day *member* or a life *member*.

27.4 Only a male can be Men's Captain or Vice-Captain and only a female can be Women's Captain.

27.5 A person may be a *member of the board* if they are a *voting member* of the *Club* who is over the age of 18 years.

- 27.6** A person must not hold two or more of the offices mentioned in *Rule 27.2* at the same time.

28 *President and Vice-President*

- 28.1** Subject to *Rule 26.2* it is the duty of the *President* to oversee the business of the *Club* and to direct the *Secretary* regarding the business to be conducted at each *board* and *general meeting* of the *Club*.
- 28.2** The *President* is the principal officer of the *Club* and has the powers and duties relating to convening and presiding at *board* and *general meetings* provided for in these *Rules*.
- 28.3** The *President* or his appointed delegate shall represent the *Club* at meetings of golf related organisations, clubs and associations.
- 28.4** The *Vice-President* shall deputise for the *President* when necessary, and as a *member of the board*, participate in the overall management of the *Club*.

29 *Secretary*

The *Secretary* may be an employee of the *Club*, a *member of the board*, or a *member of the Club*, whose duties are determined by the *board* as amended from time to time and include all matters referred to in this Constitution and the following subject always to *Rule 6.2* -

- 29.1** dealing with the *Club's* correspondence;
- 29.2** consulting with the *President* regarding the business to be conducted at each *board* meeting and *general meeting* and following the directions of the *President* on the management of the *Club*;
- 29.3** preparing the notices required for meetings and for the business to be conducted at meetings and ensuring that each *board member* has a copy of this Constitution and the *By-Laws*;
- 29.4** maintaining the *register of members* and recording in the register any changes in the membership as required under Section 53(1) of the *Act*;
- 29.5** maintaining an up to date copy of this Constitution and any *By-Laws* made under this Constitution;
- 29.6** maintaining a record of *board members* and other *members* authorised to act on behalf of the *Club*;
- 29.7** ensuring the safe custody of the *books of the Club* including the records, *financial statements* and *financial reports* and the *Club* seal;
- 29.8** maintaining full and accurate minutes of *board* meetings and *general meetings*;
- 29.9** maintaining a register of assets containing up to date records of all non-consumable property of the *Club* including all fixtures, fittings, furniture, equipment and other items;
- 29.10** attending all meetings of the *board* with the right to speak but, unless elected or appointed to the *board*, not vote on any issue;
- 29.11** such other duties as the *board* may from time to time determine.

30 Treasurer

The *Treasurer* has the following duties -

- 30.1** ensuring that amounts paid to the *Club* are credited to the appropriate account of the *Club*, as directed by the *board*,
- 30.2** ensuring that the *Club* complies with the relevant requirements of Part 5 of the *Act*;
- 30.3** ensuring that correct records and accounts are kept that show the financial status of the *Club*;
- 30.4** ensuring that financial budgets are prepared for consideration by the *board* and the annual *general meeting*;
- 30.5** coordinating the preparation of the *Club's financial report* before its submission to the *Club's annual general meeting*;
- 30.6** providing any assistance required by an auditor or reviewer conducting an audit or review of the *financial statements* or *financial report*; and
- 30.7** carrying out any other duties given to the *Treasurer* under these *Rules* or by the *board*.

31 How members become board members

A member becomes a board member if the member -

- 31.1** is elected to the *board* at a *general meeting*; or
- 31.2** is appointed to the *board* to fill a casual vacancy under *Rule 38*.

32 Nomination of board members

- 32.1** At least 42 days before an annual *general meeting* the *Secretary* must send written notice to all the *voting members* –
 - 32.1.1** calling for nominations for election to the *board*; and
 - 32.1.2** stating the date by which nominations must be received by the *Secretary*.
- 32.2** A member who wishes to be to be considered for election to the *board* at the annual *general meeting* must nominate for election by sending written notice of the nomination to the *Secretary* at least 21 days before the annual *general meeting*.
- 32.3** The written notice must include a statement by another *member* in favour of the nomination.
- 32.4** A member must nominate for one specified position of *office holder* or to be a *director* but a person who nominates as an *office holder* may also nominate to be a *director* if not elected to the office for which they have nominated.
- 32.5** A member whose nomination does not comply with this *Rule* is not eligible for election to the *board* unless the member is nominated under *Rule 33.2* or *34.2.2*.

33 Election of *office holders* and absentee voting

- 33.1** At the annual *general meeting*, a separate election must be held for each of *board member* positions referred to in *Rule 27.1* that is being contested.
- 33.2** If there is no nomination for a position, the chairperson of the meeting may call for nominations from *voting members* at the meeting.
- 33.3** If only one *voting member* has nominated for a position, the chairperson of the meeting must declare the *voting member* elected to the position.
- 33.4** If more than one *voting member* has nominated for a position, the *voting members* at the meeting must vote in accordance with procedures that have been determined by the *board* to decide who is to be elected to the position.
- 33.5** Subject to *Rule 33.6* each *voting member* present at the meeting may vote for one *voting member* who has nominated for the position.
- 33.6** A *voting member* who is unable to attend a *general meeting* may lodge an absentee vote to elect *office holders* or on any other item which is to be the subject of a vote at a *general meeting*; and-
- 33.6.1** a locked ballot box shall be provided in the *clubhouse* two weeks prior to the meeting; and
- 33.6.2** a *voting member* may obtain a ballot paper and the name of any person who has nominated for an office from the *Secretary* and vote by depositing their completed ballot paper in the ballot box; and the votes in the ballot box shall be included in determining the number of votes cast at the *general meeting*.
- 33.7** A *voting member* who has nominated for a position may vote for him or herself.
- 33.8** On the election of a new *President* that person may take over as chairperson of the meeting.
- 33.9** The *Vice-President* and the Vice-Captain shall be appointed by the *board* from the *board members*.

34 Election of *directors*

- 34.1** At the annual *general meeting*, the *Club* must decide by resolution the number of *directors* to hold office for the next year.
- 34.2** If the number of *members* nominating for the position of *director* is not greater than the number to be elected, the chairperson of the meeting –
- 34.2.1** must declare each of those *members* to be elected to the position; and
- 34.2.2** may call for further nominations from the *voting members* at the meeting to fill any positions remaining unfilled after the elections.
- 34.3** If the number of eligible *members* nominating for the position of *director* either in advance or at the meeting is greater than the number to be elected the *voting members* at the meeting must vote in accordance with procedures that have been determined by the *board* to decide the *members*

who are to be elected as *directors*.

- 34.4** A *member* who has nominated for the position of *director* may vote for him or herself.

35 Term of office

- 35.1** The *President*, *Women's Captain*, *Treasurer* and *directors* shall be elected for terms of two years; and
- 35.2** The *Men's Captain* shall be elected and *Vice-President* and *Men's Vice-Captain* appointed by the *board* for terms of two years in alternate years to the election or appointment of the *office holders* referred to in *Rule 35.1*, and
- 35.3** The term of office of an *office holder* or *director* begins when the *member* is elected or is appointed and, subject to *Rules 36* and *37*, ends when the position is declared vacant at the annual *general meeting* or *board meeting* at which their term of office expires but he or she may be re-elected to the position.

36 Resignation and removal from office

- 36.1** A *board member* may resign from the *board* by written notice given to the *Secretary*.
- 36.2** The resignation takes effect when the notice is received by the *Secretary* or, if a later time is stated in the notice, at the later time.
- 36.3** At a *general meeting*, the *Club* may by resolution -
- 36.3.1** remove a *board member* from office; and
 - 36.3.2** elect a *voting member* who is eligible to fill the vacant position.
- 36.4** A *board member* who is the subject of a proposed resolution under *Rule 36.3.1* may make written representations (of a reasonable length) to the *Secretary* or the chairperson at least two days before the meeting and ask that the representations be provided to the *members*.
- 36.5** the *Secretary* or the chairperson may give a copy of the representations to each *member*, or if they are not so given, the *board member* may require them to be read out at the *general meeting* at which the resolution is to be considered.

37 When membership of the *board* ceases

A person ceases to be a *member of the board* if the person-

- 37.1** dies; or
- 37.2** resigns or is removed from office under *Rule 36*; or
- 37.3** becomes ineligible to act as a *board member* because of bankruptcy or criminal convictions under Section 39 of the *Act*.
- 37.4** becomes permanently unable to act as a *board member* because of mental or physical disability; or

37.5 fails to attend three consecutive scheduled *board* meetings;
and on ceasing to be a *member of the board* the former *member of the board* or their personal representative must deliver the relevant documents and records referred to in Section 41 of the *Act* to the *Secretary* as soon as is practical.

38 Filling casual vacancies

38.1 The *board* may appoint a *member* who is eligible under *Rule 27* to fill a position that has become vacant or was not filled by election at the most recent annual *general meeting* or if a *member* was removed under *Rule 36* and no *member* was elected in his or her place.

38.2 If the position of *Secretary* becomes vacant the *board* must within seven days appoint a person to act as *Secretary* until the position is filled.

38.3 Subject to the requirement for a quorum under *Rule 44*, the *board* may continue to act despite any vacancy in its membership.

38.4 If there are fewer *board members* than required for a quorum under *Rule 44* the *board* may only act to appoint *board members* under this *Rule* or to convene a *general meeting*.

39 Validity of acts

The acts of the *board* or of a *board member* are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a *board member*.

40 Payments to board members

A *board member* is entitled to be paid out of the funds of the *Club* for any out-of-pocket expenses for travel and accommodation properly incurred in attending a *board meeting*, or a *general meeting* or otherwise in connection with the business of the *Club*.

41 Board meetings

41.1 The *board* will generally meet once per month and must meet at least ten times per year on the dates, and at the times and places determined by the *board*.

41.2 The date, time, and place of the first *board meeting* must be determined as soon as practicable after the annual *general meeting* at which the *board members* are elected.

41.3 Special *board meetings* may be convened by the *President* or any two *board members*.

42 Notice of board meetings

42.1 Notice of each *board meeting* must be given to each *board member* at least 48 hours before the time of the meeting.

- 42.2 The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting and may be given by written notice or by means of electronic communication.
- 42.3 Unless *Rule 42.4* applies the only business that may be conducted at the meeting is business described in the notice.
- 42.4 Urgent business that has not been described in the notice may be conducted at the meeting if the *board members* at the meeting unanimously agree to treat that business as urgent.

43 Procedure and order of business

- 43.1 The *President* or, in the *President's* absence the *Vice-President*, must preside as chairperson of each *board* meeting.
- 43.2 If the *President* and the *Vice-President* are absent or unwilling to act as chairperson of a meeting, the *board members* at the meeting must choose one of them to act as chairperson of the meeting.
- 43.3 The procedure to be followed at a *board* meeting must be determined from time to time by the *board*.
- 43.4 The order of business at the *board* meeting may be determined by the *board members* at the meeting.
- 43.5 The *Secretary* must attend the meeting and act as *Secretary* and may advise the *board* on any issue but not vote on any matter of business unless he or she is a *member of the board*.
- 43.6 A person who is not a *board member* may attend a *board* meeting if invited to do so by the *board*, but has no right to any agenda, minutes or other document circulated at the meeting, must not comment outside the meeting on any matter discussed at the meeting and cannot vote on any matter of business.

44 Quorum for *board* meetings

- 44.1 Subject to *Rule 38.4*, no business is to be conducted unless a quorum of at least four *members of the board* is present.
- 44.2 If a quorum is not present within 30 minutes after the notified commencement time of a *board* meeting-
 - 44.2.1 in the case of a special meeting the meeting lapses; and
 - 44.2.2 otherwise, the meeting is adjourned to the same time day and place the following week.
- 44.3 If -
 - 44.3.1 a quorum is not present within 30 minutes after the commencement time of a *board* meeting held under *Rule 44.2.2*; and
 - 44.3.2 at least two *board members* are present at the meeting; those *members* present are taken to constitute a quorum.

45 Voting at *board* meetings

- 45.1** Each *board member* attending a *board* meeting has one vote on any question arising at the meeting.
- 45.2** A motion is carried if a majority of the *board members* present at the *board* meeting vote in favour of the motion.
- 45.3** If the votes are divided equally on a question the *President* or the chairperson of the meeting has a second or casting vote.
- 45.4** A vote may take place by the *board members* indicating their agreement or disagreement or by a show of hands, unless the *board* decides that a secret ballot is needed to determine a particular question.
- 45.5** If a secret ballot is needed, the *President* or chairperson of the meeting must decide how the ballot is to be conducted.

46 Minutes of *board* meetings

- 46.1** The *board* must ensure that minutes are taken and kept of each *board* meeting.
- 46.2** The minutes must record the following -
 - 46.2.1** the names of *board members* attending the meeting;
 - 46.2.2** the name of any person attending the meeting by invitation;
 - 46.2.3** the business considered at the meeting; and
 - 46.2.4** any motion on which a vote is taken at the meeting and the result of the vote.
- 46.3** The *President* or the chairperson must ensure that the minutes of a *board* meeting are reviewed and signed as correct by him or her or the chairperson of the next *board* meeting.
- 46.4** The minutes of a *board* meeting must be entered in the *Club's* minute book as soon as practical after they have been signed by the *President* or the chairperson.
- 46.5** When the minutes of a *board* meeting have been signed as correct they are, until the contrary is proved, evidence that -
 - 46.5.1** the meeting to which the minutes relate was duly convened and held;
 - 46.5.2** the matters recorded as having taken place at the meeting took place as recorded;
 - 46.5.3** any appointment made at the meeting was validly made; and
 - 46.5.4** any disclosure of material personal interest required by Section 42 of the *Act* was made in the terms recorded in the minutes.

47 Committees and subsidiary offices

- 47.1** To help the *board* in the conduct of the *Club's* business, the *board* may, in writing, do either or both of the following -

- 47.1.1 appoint one or more *committees*;
- 47.1.2 create one or more subsidiary offices and appoint people to those offices.
- 47.2 A *committee* may consist of the number of people, whether or not *members*, that the *board* considers appropriate.
- 47.3 A person may be appointed to a subsidiary office whether or not the person is a *member* or an employee of the *Club*.
- 47.4 Subject to any directions given by the *board* -
 - 47.4.1 a *committee* may meet and conduct business as it considers appropriate; and
 - 47.4.2 the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

48 Delegation to *committees* and holders of subsidiary offices

- 48.1 The *board* may, in writing, delegate to a *committee* or the holder of a subsidiary office the exercise of any power or the performance of any duty of the *board* except -
 - 48.1.1 the power to delegate a duty imposed on the *board* by the *Act* or another written law; or
 - 48.1.2 the power to enter into a contract of employment with a person who is to become an employee of the *Club*.
- 48.2 The power or duty, the exercise or performance of which has been delegated to a *committee* or the holder of a subsidiary office under this *Rule*, may be exercised or performed by the *committee* or holder in accordance with the terms of the delegation.
- 48.3 The delegation may be made subject to any conditions, qualifications, limitations, or exceptions that the *board* specifies in the document by which the delegation is made.
- 48.4 The delegation does not prevent the *board* from exercising or performing at any time the power or duty delegated.
- 48.5 Any act or thing done by a *committee* or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the *board* or where appropriate the holder of the office whose power has been delegated.
- 48.6 The *board* may, in writing, amend or revoke the delegation.

49 Annual *general meeting*

- 49.1 The *board* must determine the date, time and place of the annual *general meeting*.
- 49.2 If it is proposed to hold the annual *general meeting* more than 6 months after the end of the *Club's* financial year, the *Secretary* must apply to the *Commissioner* for permission under Section 50(3)(b) of the *Act* within four months after the end of the *financial year*.

- 49.3** The ordinary business of the annual *general meeting* is as follows –
- 49.3.1** to confirm the minutes of the previous annual *general meeting* and of any *special general meeting* held since then if the minutes of that meeting have not been confirmed;
 - 49.3.2** to receive and consider -
 - 49.3.2.1** the *board's* annual report on the *Club's* activities during the preceding *financial year*; and
 - 49.3.2.2** the *financial report* of the *Club* for the preceding *financial year* presented under Part 5 of the *Act*; and
 - 49.3.2.3** a copy of the review or auditor's report on the *financial statements* or *financial report*;
 - 49.3.3** to elect the *board members* of the *Club* who are required to be elected;
 - 49.3.4** to appoint or remove a reviewer or auditor of the *Club* in accordance with the *Act*;
 - 49.3.5** to consider any other business of which notice has been given in accordance with these *Rules* or which the chairperson allows to be conducted at the annual *general meeting*.

50 *Special general meetings*

- 50.1** The *board* may convene a *special general meeting*.
- 50.2** The *board* must convene a *special general meeting* if at least 20% of the *voting members* require a *special general meeting* to be convened.
- 50.3** The *members* requiring a *special general meeting* to be convened must -
 - 50.3.1** make the requirement by written notice given to the *Secretary*; and
 - 50.3.2** state in the notice the business to be considered at the meeting; and
 - 50.3.3** each sign the notice and write their name legibly beside the signature.
- 50.4** The *special general meeting* must be convened within seven days after notice is given under *Rule* 50.3.1.
- 50.5** If the *board* does not convene a *special general meeting* within the seven day period, the *members* making the requirement (or any of them) may convene the *special general meeting*.
- 50.6** A *special general meeting* convened by *members* under *Rule* 50.5 must be held within 3 months after the date the original requirement was made and may only consider the business stated in the notice by which the requirement was made.
- 50.7** The *Club* must reimburse any reasonable expenses incurred by the *members* convening a *special general meeting* under *Rule* 50.5

51 Notice of *general meetings*

- 51.1** The *Secretary* or, in the case of a *special general meeting* convened under *Rule 55*, the *members* convening the meeting, must give to each *member* -
- 51.1.1** at least 21 days' notice of the annual *general meeting* or a *general meeting* if a *special resolution* is to be proposed at the meeting; or
 - 51.1.2** at least 14 days' notice of a *general meeting* in any other case; and
 - 51.1.3** if the *member* is a *voting member* notify the *member* that he or she is entitled to vote at the meeting.
- 51.2** The notice must -
- 51.2.1** specify the date, time and place of the meeting;
 - 51.2.2** indicate the general nature of each item of business to be considered at the meeting;
 - 51.2.3** if the meeting is the annual *general meeting*, include the names of the *members* who have nominated for the election to the *board* and an office or both;
 - 51.2.4** if a *special resolution* is proposed -
 - 51.2.4.1** set out the wording of the proposed resolution; and
 - 51.2.4.2** state that the resolution is intended to be proposed as a *special resolution*.

52 Presiding member and quorum for *general meetings*

- 52.1** The *President*, or in the *President's* absence, the *Vice-President* must preside as chairperson of each *general meeting*.
- 52.2** If the *President* and the *Vice-President* are absent or unwilling to act as chairperson of a *general meeting*, the *board members* at the meeting must choose one of them to act as chairperson of the meeting.
- 52.3** No business is to be conducted at a *general meeting* unless a quorum of at least 20 *voting members* is present in person.
- 52.4** If a quorum is not present within 30 minutes after the notified commencement time of a *general meeting* -
- 52.4.1** in the case of a *special general meeting* the meeting lapses; or
 - 52.4.2** in the case of the annual *general meeting* the meeting is adjourned to -
 - 52.4.2.1** the same time and day of the following week; and
 - 52.4.2.2** the same place unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the *members* before the day to which the meeting is adjourned.
- 52.5** If -
- 52.5.1** a quorum is not present within 30 minutes after the

commencement time of an annual *general meeting* held under *Rule 52.4.2*; and

52.5.2 at least two *voting members* are present at the meeting, those *members* present are taken to constitute a quorum.

53 Adjournment of *general meeting*

- 53.1** The chairperson of a *general meeting* at which a quorum is present may, with the consent of the majority of the *voting members* present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 53.2** No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 53.3** Notice of the adjournment of the meeting under this *Rule* is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with *Rule 51*.

54 Voting at a *general meeting*

- 54.1** On any question arising at a *general meeting*-
- 54.1.1** only *voting members* are entitled to vote and each *voting member* has one vote; and
- 54.1.2** *voting members* may vote personally or in advance under *Rule 33.6*.
- 54.2** Except in the case of a *special resolution*, a motion is carried if a majority of the *voting members* present at a *general meeting* vote in favour of the motion.
- 54.3** In the case of a *special resolution* the motion is carried by the votes of three-fourths of the *voting members* present who cast a vote at the meeting in favour of the motion.
- 54.4** If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 54.5** If the question is whether or not to confirm the minutes of a previous *general meeting*, only *voting members* who were present at that meeting may vote.
- 54.6** For a person to be eligible to vote at a *general meeting* the *voting member* must have been a *voting member* at the time notice of the meeting was given under *Rule 51* and have paid all fees and other money payable to the *Club* by the *member*.

55 When *special resolutions* are required

A *special resolution* is required if it is proposed at a *general meeting* to -

- 55.1** adopt this Constitution; or
- 55.2** alter the Constitution including changing the name of the *Club*; or

- 55.3 impose a levy on *members* under *Rule 12.8*; or
- 55.4 decide to apply for registration as a prescribed body corporate; or
- 55.5 approve the terms of an amalgamation with one or more other incorporated associations; or
- 55.6 be wound up voluntarily or by the Supreme Court; or
- 55.7 cancel the incorporation of the *Club*; or
- 55.8 do any other thing which the *board* decides requires a *special resolution*.

56 Determining whether resolution carried

- 56.1 In this *Rule poll* means the process of voting in relation to a matter that is conducted in writing.
- 56.2 Subject to *Rules 56.4*, the chairperson of a *general meeting* may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been carried or carried unanimously or carried by a particular majority or lost.
- 56.3 If a resolution is a *special resolution*, the record under *Rules 57.2* must identify the resolution as a *special resolution*.
- 56.4 If a *poll* is demanded on any question by the chairperson of the meeting or by at least three other *voting members* -
 - 56.4.1 the *poll* must be taken at the meeting in the manner determined by the chairperson but the votes of *voting members* who have voted in advance must be included; and
 - 56.4.2 the chairperson must declare the determination of the resolution on the basis of the *poll*.
- 56.5 If a *poll* is demanded on the election of the chairperson or on a question of an adjournment, the *poll* must be taken immediately.
- 56.6 If a *poll* is demanded on any other question, the *poll* must be taken before the close of the meeting at a time determined by the chairperson.

57 Minutes of *general meeting*

- 57.1 The *Secretary*, or a person authorised by the *board* from time to time, must take and keep minutes of each *general meeting*.
- 57.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 57.3 In addition, the minutes of each annual *general meeting* must record -
 - 57.3.1 the names of the *members* attending the meeting and if they were *voting members*; and
 - 57.3.2 the *financial statements* presented to the meeting; and
 - 57.3.3 any report of the review or auditor's report on the *financial statements* presented to the meeting.

- 57.4 The minutes of a *general meeting* must be entered in the *Club's* minute book within 30 days after the meeting is held.
- 57.5 The chairperson must ensure that the minutes of a *general meeting* are reviewed and signed as correct by the chairperson of the meeting or the chairperson of the next *general meeting* and that any necessary corrections are entered in the minute book.
- 57.6 When the minutes of a *general meeting* have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that -
 - 57.6.1 the meeting to which the minutes relate was duly convened and held;
 - 57.6.2 the matters recorded as having taken place at the meeting took place as recorded; and
 - 57.6.3 any election or appointment purportedly made at the meeting was validly made.

58 Source of funds

The funds of the *Club* may be derived from entrance fees, annual subscriptions, levies, donations, bar receipts, kitchen receipts, fund-raising activities, grants, gifts, interest and any other sources approved by the *board*.

59 Control of funds

- 59.1 The *Club* must have an account or accounts in the name of the *Club* with a financial institution or financial institutions from which all expenditure of the *Club* is made and into which all funds received by the *Club* are deposited.
- 59.2 Subject to any restrictions imposed at a *general meeting* and in the *By-Laws*, the *board* may approve expenditure on behalf of the *Club*.
- 59.3 The *board* may authorise the *Treasurer* and the *Secretary* to expend funds on behalf of the *Club* up to a specified limit without requiring approval from the *board* for each item on which the funds are expended.
- 59.4 An account of all money expended on behalf of the *Club* must be provided to the *Treasurer* or a person acting in his or her position and a *board member* or person authorised by the *board* every two weeks in respect of the previous two weeks to check, sign off and report to the *board* on any inappropriate payment.
- 59.5 All funds of the *Club* must be deposited into an account held by the *Club* within five working days of their receipt.

60 Financial statements and financial report

- 60.1 For each *financial year*, the *board* must ensure that the requirements imposed on the *Club* under Part 5 of the *Act* relating to the *financial report* of the *Club* are met.
- 60.2 Without limiting *Rule* 60.1 those requirements include-
 - 60.2.1 the preparation of the *financial report*;

- 60.2.2 the review or auditing of the *financial report*;
 - 60.2.3 the presentation to the annual *general meeting* of the *financial report*; and
 - 60.2.4 the presentation to the annual *general meeting* of the copy of the report of the review or auditor's report, on the *financial report*.
- 60.3 The *Club* must retain the *financial records*, *financial reports* and *financial statements* for at least seven years after the transactions covered by the records are completed.

61 *By-Laws*

- 61.1 Subject to the exceptions provided in *Rules* 8.3 and 8.5, the *Club* by resolution at a *general meeting* may make, amend or revoke *By-Laws*.
- 61.2 *By-Laws* may-
- 61.2.1 establish classes of membership and provide for the rights and obligations of each class of membership and impose limits on the number of *members* in each class of membership;
 - 61.2.2 provide for the engagement of a professional golfer for the *Club* and his or her rights and responsibilities;
 - 61.2.3 limit the amount which the *board* may expend on any single item of expenditure or the amount which may be borrowed with or without security by the *Club* without the approval of *members* by resolution at a *general meeting*;
 - 61.2.4 impose restrictions on the powers of the *board*, including the power to dispose of the *Club's* assets;
 - 61.2.5 impose requirements relating to the financial reporting and financial accountability of the *Club* and the auditing of the *Club's* accounts;
 - 61.2.6 set out particular responsibilities of employees of the *Club* and of *committees*;
 - 61.2.7 impose local rules to regulate the playing of golf on the course and the use of the *clubhouse*; and
 - 61.2.8 provide for any other matter the *board* considers necessary to be dealt with in the *By-Laws*.
- 61.3 A *By-law* is of no effect to the extent that it is inconsistent with the *Act*, the regulations, or these *Rules*.
- 61.4 A *By-law* relating to financial reporting and financial accountability may only impose requirements on the *Club* that are additional to and do not restrict a requirement imposed on the *Club* under Part 5 of the *Act*.
- 61.5 At the request of a *member* the *Club* must make a paper or electronic copy of the *By-Laws* available for inspection by the *member*.

62 Executing documents and the common seal

- 62.1** The *Club* may execute a document without using a common seal if the document is signed by two *board members* or one *board member* and a person authorised by the *board*.
- 62.2** The common seal shall include the name of the *Club* in legible characters and must be kept in the custody of the *Secretary*.
- 62.3** The common seal must not be affixed to any document except by the authority of a resolution of the *board* and in the presence of at least two *members of the board*, who each must sign every document to attest that the document was sealed in their presence.
- 62.4** The *Secretary* must make a written record of each use of the common seal.

63 Giving notice to *members*

- 63.1** In this *Rule recorded* means recorded in the *register of members*.
- 63.2** A notice or other document that is to be given to a *member* under these *Rules* is taken not to have been given to the *member* unless it is in writing and -
 - 63.2.1** delivered by hand to the *member* in person or at their *recorded* address; or
 - 63.2.2** sent by prepaid post to the *recorded* postal address of the *member*; or
 - 63.2.3** sent by electronic transmission to the *recorded* number or *recorded* electronic address of the *member*.

64 Custody of books and securities

- 64.1** Unless otherwise decided by the *board* and subject to *Rule 66.2* the *books of the Club* and any securities of the *Club* must be kept in the custody of or under the control of the *Secretary*.
- 64.2** Unless otherwise decided by the *board* the *financial records* and the *financial reports* of the *Club* must be kept in the custody or under the control of the *Treasurer*
- 64.3** The *books of the Club* must be retained for at least seven years.

65 Record of *office holders*

- 65.1** The record of *board members* and other persons authorised to act on behalf of the *Club* must be kept in the custody or under the control of the *Secretary*.
- 65.2** The record must contain -
 - 65.2.1** the names and addresses of the persons who are *members of the board*, or hold other offices of the *Club* provided for in this Constitution or who are authorised to use the common seal of the *Club*, or any person who is appointed or acts as trustee for the *Club*; and

65.2.2 address in *Rule 65.2.1* means a residential or business address, or a post office box address, or an email address.

65.3 The *Club* must, upon the request of a *member*, make available the record for the inspection of the *member*.

65.4 The *member* may make a copy of or take an extract from the record but may not remove the record for that purpose.

65.5 A person who uses or discloses information in the record for a purpose that is not directly connected with the affairs of the *Club* or the administration of the *Act* is subject to the penalty in Section 58(5) of the *Act*.

66 Inspection of records and documents

66.1 *Rule 66.2* applies to a *member* who wants to inspect-

66.1.1 the *register of members*;

66.1.2 the record of the names and addresses of *board members*, and other persons authorised to act on behalf of the *Club*; or

66.1.3 any other record or document of the *Club*.

66.2 The *member* must contact the *Secretary* to make the necessary arrangements for the inspection.

66.3 The inspection must be free of charge.

66.4 If the *member* wants to inspect a document that records the minutes of a *board* meeting, the right to inspect that document is subject to any decision the *board* has made about the minutes of *board* meetings generally, or the minutes of a specific meeting, being available for inspection by *members*.

66.5 The *member* may make a copy of or take an extract from a record or document referred to in *Rule 66.1* but does not have the right to remove the record or document for that purpose.

66.6 The *member* must not use or disclose information in a record or document referred to in *Rule 66.1* except for a purpose that is directly connected with the affairs of the *Club* or is related to complying with a requirement of the *Act* subject to the penalty in Sections 57 and 58 of the *Act*.

67 Publication by *board members* of statements about *Club* business prohibited

A *board member* must not publish, or cause to be published, any statement about the business conducted by the *Club* at a *general meeting* or a *board* meeting unless the *board member* has been authorised to do so by the *board* and this authority has been recorded in the minutes of the *board* meeting at which it was given.

68 Distribution of surplus property on cancellation of incorporation or winding up

68.1 In this *Rule* *surplus property*, in relation to the *Club* means property remaining after the satisfaction of -

68.1.1 the debts and liabilities of the *Club*; and

68.1.2 the costs, charges and expenses of winding up or cancelling the incorporation of the *Club*, but does not include books relating to the management of the *Club*.

68.2 On cancellation of the incorporation or the winding up of the *Club*, its *surplus property* must be distributed as determined by *special resolution* to the persons mentioned in Section 24 of the *Act*.

69 Alteration of Constitution

If the *Club* wants to alter or rescind any of these *Rules* in this Constitution, or to make additional *Rules*, the *Club* may only do so by *special resolution* and by otherwise complying with Part 3 Division 2 of the *Act*.

70 Indemnities

70.1 All officers, whether honorary or paid, and all employees of the *Club* shall be indemnified against all liability properly incurred by them in the performance of their duties or when acting for the benefit of the *Club*.

70.2 The *Club* shall at all times hold a policy or policies of insurance to cover all liabilities referred to in *Rule* 70.1.