



PORT BOUVARD
RECREATION & SPORTING CLUB INC.
Home of the Blue Manna Crab™



CONSTITUTION

Amended as of 29th August 2024



AUGUST 29, 2024

PORT BOUVARD RECREATION & SPORTING CLUB (INC.)
1 Thisbe Drive, DAWESVILLE WA 6211

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PART A**1. NAME AND EMBLEM**

- 1.1 The Club shall be incorporated and called the “PORT BOUVARD RECREATION & SPORTING CLUB (INC).”, hereinafter called “The Club”.
- 1.2 The Club colours shall be red, blue and white.
- 1.3 The Club emblem is a Blue Manna Crab.
- 1.4 The registered office shall be situated at 1 Thisbe Drive, Dawesville, Western Australia 6211.

2. OBJECTS

- 2.1 To promote, foster and conduct competitive and recreational activities as may be desirable.
- 2.2 To promote, advance, manage and control sporting, recreational, cultural, social, educational and community activities of all kinds within The Club.
- 2.3 To promote sportsmanship, fellowship and harmony for all Club members.
- 2.4 To promote, organise and conduct entertainment and other functions, inclusive of raffles and/or lotteries, and any other activity where legally permitted to do so for the raising of funds for the purpose of development and benefit of The Club.

3. DEFINITIONS – Terms and meanings

- a. Annual General Meeting - *meeting convened under Clause 16*
- b. Board Member - *person referred to in Clause 11.1*
- c. Call Meeting - *give notice of meeting*
- d. Committee Meeting - *meeting of Management or Section Committee*
- e. Financial Year - *twelve calendar months commencing 1st July*
- f. Hold Meeting - *assemble or meet*
- g. Member - *Member of The Club as defined under Clause 5 of the Constitution*
- h. Relevant Bodies - *Local, State and National Government bodies*
- i. Resolution - *resolution other than a special resolution*
- j. Special Resolution - *has the meaning given by Section 51 of The Act*
- k. Special General Meeting - *a meeting convened under Clause 17*
- l. The Act - *the Associations Incorporation Act 2015*
- m. The Chairperson - *the person presiding at any meeting*
- n. The Club - *The Port Bouvard Recreation & Sporting Club (Inc.)*

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- o. The Finance Manager - *the person referred to in Clause 12.3*
- p. The President - *the person referred to in Clause 12.1*
- q. The Vice President - *the person referred to in Clause 12.2*
- r. Absentee Vote - *vote cast by a member ins advance and in accordance with Clause 13.1*
- r.1 Proxy Vote - *delegated authority given by a full member to cast a vote in their absence to their nominated representative*
- s. Petty Cash - *A small fund of money for incidental expenses as authorised by the Board.*
- t. Social Club - *providing a range of social activities as per Clause 11.2.1.7.*
- u. Approved Manager - *appointed to oversee the functioning of The Club in accordance with the Liquor Control Act 1988*
- v. Tier 2 Association - *an incorporated association to which Section 64 (2) applies – PBRSC is a Tier 2 association.*

The following are ASIC registered business names by the Port Bouvard Recreation & Sporting Club Inc and are known as the Club Sections :

- w. PBBC - *Port Bouvard Bowling Club*
- x. PBCC - *Port Bouvard Croquet Club*
- y. PBTC - *Port Bouvard Tennis Club*
- z. PBYC - *Port Bouvard Yacht Club*

4. PROPERTY & INCOME

4.1 Club Income

- 4.1.1 The Income and property of The Club, however derived, shall be applied solely towards the promotion of the objects of The Club, and no portion there-of shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to persons who at any time are, or, have been members of The Club or any person claiming through any of them.
- 4.1.2 No member shall be entitled to derive any benefit or advantage from The Club which is not shared equally by every other member thereof, provided that nothing contained herein shall prevent the payment in good faith of remuneration to any officer or staff member of The Club, or to any member thereof or other person in return for any services rendered or value given to The Club, nor prevent the payment of interest on money borrowed from any member of The Club.
- 4.1.3 All monies acquired by any section within The Club shall be forwarded and receipted by an approved Club employee then credited to Club funds.

- 4.1.4 Monies raised by, or donated to a Section of The Club for a specific purpose approved by the Board of Management, shall be recorded by The Club and held in Trust. Such monies shall be available to the Section as required for the specific purpose.
- 4.1.5 The Board of Management shall from time to time authorise Petty Cash Imprests.
- 4.1.6 The Club will maintain financial records for each Section of The Club.
- 4.1.7 When financially possible a proportion of Club net profit determined by the Board of Management, shall be reserved in a capital works sinking fund.

4.2 *Club Property*

The property of The Club shall belong to the general body of members and no person who resigns or is expelled from The Club, or otherwise ceases to be a member of The Club, shall have any claim whatsoever on the property or assets of The Club.

4.3 *Auditors*

- 4.3.1 An accredited Auditor, but not being a member of the Board of Management or related to any Club officer receipting monies, shall be elected at The Club Annual General Meeting.
- 4.3.2 Such Auditor shall audit the accounts and have the power at any time to call for all books, correspondence, accounts and any other documents relating to the affairs of The Club.
- 4.3.3 Present an audited copy of The Club Income and Expenditure Statement and Balance Sheet to the Finance Director in respect of each financial year.
- 4.3.4 The Auditor shall be entitled to receive such remuneration as agreed by the Board of Management.
- 4.3.5 In the event of the appointed Auditors not being able to fulfil their duties, the Board of Management may appoint a replacement Auditor until the next Annual General Meeting.

4.4 *Dissolution*

On written application of not less than fifty-one percent (51%) of the total financial members entitled to vote, The Club may be dissolved by resolution at a Special General Meeting called for such purpose. At such a meeting, three quarters (75%) of the members present and entitled to vote, including absentee votes, shall be necessary to carry the proposal for dissolution.

4.5 *Disposition of Assets*

- 4.5.1 Upon the winding up of The Club, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or

distributed amongst the members or former members, but shall be given or transferred to another association incorporated under The Act which has similar objects and to which income tax deductible gifts can be made as approved by the Commissioner of Taxation and which association shall be determined by resolution of the members.

4.5.2 Should the Club go into voluntary or involuntary dissolution, refer to <https://www.commerce.wa.gov.au/books/inc-guide-incorporated-associationswesternaustralia/deregistering-incorporated-association>.

PART B

5. MEMBERSHIP

All persons shall be eligible to apply for membership of The Club under the following categories, provided those persons comply with the age requirements as specified in the Constitution of The Club.

- Full Membership
- Social Membership (Recreational & Non Recreational)
- Junior Membership
- Family Membership
- Honorary Membership
- Temporary Membership
- Life Membership

The Club as presently constituted, consists of all members other than Honorary Members, appearing in the Register of Members on the 30th day of June in the current year.

The Board of Management shall have the right to refuse any person to membership of The Club without assigning any reason for doing so.

All applications must be made on the prescribed form accompanied by the nomination fee determined annually by the Board of Management.

5.1 *Full Membership*

5.1.1 Any person over the age of eighteen (18) years of age.

5.1.2 A Full Member shall have entitlement to participate in all activities and functions of The Club.

5.1.3 A Full Member shall be entitled to hold office on any Committee when so elected in accordance with the Constitution or By Laws of any Section of The Club.

5.2 *Junior Membership*

5.2.1 Any person who is under eighteen (18) years of age.

- 5.2.2 A Junior Member shall not be entitled to nominate or second any application for membership of The Club.
- 5.2.3 A Junior Member shall not be entitled to hold office or vote at any polls of The Club but, in all other respects, shall conform to, and be bound by, the Constitution of The Club.
- 5.2.4 A Junior Members shall be entitled to participate in all activities and functions of The Club.
- 5.2.5 The age of a Junior Member shall be determined on the 1st day of July of each year.

5.3 *Social Membership*

- 5.3.1 A Social Member shall not be entitled to vote at any poll of The Club, but shall in all other aspects conform to and be bound by the Constitution, Rules (Policies & Procedures) and Section By Laws of The Club.
- 5.3.2 A Social Member is not eligible for election to the Board of Management or any Section of The Club.
- 5.3.3 A Social Member may transfer to Full Membership of The Club by paying the prescribed membership fee.
- 5.3.4 A Social Member may participate in those recreational and sporting activities which are authorised by the Board of Management from time to time, with the exception of those activities requiring Full membership as a prerequisite.

5.4 *Family Membership*

- 5.4.1 Eligibility for Family Membership shall be available to the parents or Court appointed guardians and their legal siblings with a minimum of two Full Members and siblings (Junior Members) of these members under the age of eighteen (18), at the date of application.
- 5.4.2 The Full Member(s) and Junior Member(s), shall in addition to membership fees, pay capitation or affiliation fees applicable to their selected sport.

5.5 *Honorary Membership*

- 5.5.1 Honorary membership may be granted to the Club Patron, Sponsors and any such persons and for any duration as the Board of Management may decide from time to time.
- 5.5.2 The person proposed as an Honorary Member, is required to be nominated by any two Full members for consideration by the Board of Management.
- 5.5.3 Honorary Members are not required to pay membership fees.

5.5.4 The Board of Management shall have the power to revoke the membership of an Honorary Member without notice and without assigning any reason by a majority vote of those Board members present and in accordance with Clause 14.4.

5.5.5 Honorary Members shall be afforded all the privileges enjoyed by members with the following exceptions. They shall not be entitled to vote at any meeting of The Club, nor be entitled to hold office in The Club, nor have the right, title or interest in or to any property of The Club, nor propose or second any candidate for admission as a Member.

5.6 *Temporary & Provisional Membership*

5.6.1 Temporary Member: A person who is on any day visiting The Club as a member or official of, or a person assisting a team that is to contest a pre-arranged event in that sport on that day, or at the invitation of a member to engage in that sport that day, may be taken to be a person who is afforded Temporary Membership on that day.

5.6.2 Provisional Member: Any person may be accepted as a Provisional Member subject to the following conditions;

5.6.2.1 Is a visitor to the region and a financial Full Member of any other like Club in Australia or Internationally.

5.6.2.2 This category of member shall not be permitted to;

5.6.2.2.1 Nominate or second any application for Club Membership; or

5.6.2.2.2 Hold any office in The Club or vote at any Club meeting.

5.7 *Life Membership*

5.7.1 Members who have rendered at least ten (10) years special service to The Club, may be considered for Life Membership.

5.7.2 Nominations must be in writing and submitted to the Board of Management at least one (1) month prior to the Annual General Meeting. The Board of Management will assess all nominations and submit recommendations to the Annual General Meeting. All nominations shall remain confidential to the Board of Management.

5.7.3 Life Members shall be elected at the Annual General Meeting on a 75% majority vote of those attending and entitled to vote at such a meeting.

5.7.4 Life Members shall have and enjoy all privileges and rights of a Full Member, but shall not be liable for payment of an annual subscription. Liability levies, including capitation or affiliation fees, will be as for Full Members.

5.7.5 A Life Member may be elected, co-opted or appointed to any Committee of The Club.

6. MEMBERSHIP FEES

6.1 *Nomination*

6.1.1 The Nomination Fee and Annual Subscription for each class of Members defined under the provision of Clause 5 of this Constitution, shall be the amount set by the Board of Management. All membership applications shall be accompanied by a Nomination Fee as determined by the Board of Management from time to time to the membership category.

6.1.2 Nomination Fees are to be paid to the Club Secretary before the Board of Management shall consider the application. Should the application for membership be denied, the Nomination Fee shall be returned to the unsuccessful applicant.

6.1.3 Upon acceptance of a membership application, the member shall have access to a copy of the Rules that are in force at the time their membership commences in accordance with Section 36(1)(b) of the Act.

6.2 *Subscriptions*

6.2.1 The annual subscriptions shall be payable on or before the due date of 1st July in each year.

6.2.1.1 In the event of a person applying for initial membership of The Club after 1st August in any Club membership year, the subscription applicable for the balance of the year shall be monthly pro rata. This shall be applicable only to the categories of Full Membership, Family Membership and Social (Recreational Group User) Membership.

6.2.1.2 In the event of a person applying for initial membership in the categories of Social (Non Recreational) or Junior, when after the expiry of six (6) months in any Club membership year, the subscription applicable for the balance of the year shall be fifty percent (50%).

6.2.2 The Club Secretary shall ensure that each member is notified by ordinary posted mail or electronically to the members registered address, of the Annual subscription applicable to the category of membership for the ensuing year. This notification shall be not less than fourteen (14) days before the due date of Annual subscriptions.

6.2.3 A member shall be required to pay their full subscription except on the appointment of Life Membership.

6.2.4 Should any membership subscription be unpaid by the 1st August, the Club Secretary shall send a reminder notice to the member or members concerned that their subscription remains unpaid.

- 6.2.5 If an officer of The Club, or Section of The Club, has not paid their subscription by the date of the Annual General Meeting, they will be relieved of any position held in The Club.
- 6.2.6 The Club shall have the power to offset debts including unpaid subscriptions due by any Member against any money due by The Club to that member.
- 6.2.7 The Board of Management shall have the discretion to vary individual membership subscriptions in special circumstances following written application to The Club by the member concerned or two (2) other Club members. Such decision shall be by unanimous vote.
- 6.2.8 Members shall be responsible for payment of such affiliation fees as are applicable to their Section.
- 6.2.9 An up-to-date list of all financial members stating their membership category shall be available to any member on request from The Club office.
- 6.2.10 Any member whose subscription is in arrears as at the 30th September each year shall be deemed not to be a member unless the Board of Management, upon an explanation in writing from that member, shall otherwise decide.
- 6.2.11 Should a member resign or fail to renew his/her membership within twelve (12) months, a further Nomination Fee may be payable if applicable when re-joining unless waived at the discretion of the Board of Management.

6.3 *Capitation and Levies*

- 6.3.1 Capitation and levies as determined by any affiliated body or by a General or Special Meeting of Members, shall be additional to fees and or subscriptions set by the Board of Management.

7. CLUB YEAR

- 7.1 The financial year of The Club is from 1st July to 30th June the following year.
- 7.2 The membership year is from 1st July to 30th June in the following year.

8. APPLICATION FOR MEMBERSHIP

- 8.1 Any objection to an application for membership must be submitted in writing to the Board of Management prior to the next Board of Management meeting.
- 8.2 All persons nominated to become a member of The Club other than Life Members, shall have their nomination considered and if considered suitable, confirmed by the Board of Management.

- 8.3 No person who has been a member of The Club or any other Club who has been expelled there from, or is under suspicion there from, shall be admitted as a member without prior investigation and confirmation of the Board of Management.

9. RESIGNATION OF MEMBERSHIP

- 9.1 Resignation of a member of The Club, is deemed to be effective from the time it is received in writing by and duly accepted by the Board of Management at a formal meeting of the Board of Management. No member resigning from The Club or ceasing from any cause to be a member, shall be entitled to have any claim upon any portion whatsoever of the property or funds of The Club.

10. USE OF CLUB FACILITIES – OBLIGATIONS OF MEMBERS & GUESTS

- 10.1 No person other than a member of The Club, shall use the sporting or any other facilities of The Club except;

10.1.1 Teams or persons properly invited by the Board of Management or other authorised office of The Club.

10.1.2 Those persons who are afforded Temporary Membership (refer Clause 5.6).

- 10.2 All members shall have the right of using any of the facilities of The Club subject to the direction of the Board of Management or authorised officer and no member will have the right to participate in any official competition unless they are a financial capitated or affiliated Full Member of the Section conducting the competition.

- 10.3 Club members' guests must conform with the following:

10.3.1 Any member of The Club may invite guests to The Club, but the number of guests per member shall not exceed the maximum number as contained in S48(4)(b) of the Liquor Licencing Act 1988, (not to exceed five (5) as at 18.9.2021).

10.3.2 Once a member leaves The Club premises, so must their guests.

10.3.3 The number of times a guest may use The Club premises during a twelve month period, shall be determined by the Board of Management from time to time; and

10.3.4 The member will be responsible for the conduct of their guests while on The Club premises.

PART C**11. CLUB MANAGEMENT***11.1 Officers of The Club*

The business of The Club shall be administered by a Board of Management who shall be Full or Life Members of The Club comprising;

- President
- Vice President
- Director of Finance
- Executive Director (Club Secretary)
- Social Director
- Two Directors
- Director of Tennis (including Pickleball)
- Commodore of PBYC (Watersports)
- Director of Bowls
- Director of Croquet

11.2 Powers of Board of Management

11.2.1 The regulation, control and conduct of business shall be vested in the Board of Management of The Club, with the power to do all such things as are necessary, incidental or conducive to the attainment of the objects of The Club and shall include:

- 11.2.1.1 Investing the monies of The Club not immediately required for any of its objects in such securities and in such a manner as may from time to time be determined.
- 11.2.1.2 Raising money or securing the payment of money in such a manner and on such terms as The Club shall think fit, and in particular, to execute mortgages, bills of sale, charges and other securities charged upon all or any of The Clubs property (present and future or either), and to purchase, redeem, pay off or agree to a variation of all or any such securities.
- 11.2.1.3 Authorisation to borrow up to, but not exceeding, a total of \$15,000 in any financial year in the name of The Club. Any borrowing in excess of \$15,000 shall require the approval of the members entitled to vote at a Special or Annual General Meeting of The Club.
- 11.2.1.4 Using the funds of The Club for any such purpose required, together with any reasonable expenses incidental to The Club activities.

- 11.2.1.5 Maintaining any grounds and facilities for sporting and other activities of The Club.
- 11.2.1.6 Obtaining the approval of the relevant authorities prior to undertaking any structural alterations or additions to any sporting facilities or buildings.
- 11.2.1.7 Establishing, maintaining and conducting a Social Club for the benefit of the Members of The Club, and to provide a Club House and other conveniences and generally to afford all the usual privileges, advantages and conveniences of The Club to Members and their guests.
- 11.2.1.8 Permitting the Club facilities to be used by community-based groups, corporations and individuals for functions and activities subject to approval.
- 11.2.1.9 Maintaining the Club Licence under the Liquor Licensing Act 1988 or as amended.
- 11.2.1.10 Hiring of equipment and contractors for the effective maintenance and/or development of The Club.
- 11.2.1.11 Entering into contracts of service for the effective running of The Club.
- 11.2.1.12 The employment and dismissal of staff.
- 11.2.1.13 Allowing the formation of Sections within The Club.
- 11.2.1.14 Determining the powers of the Executive Committee as per the Club Policy and Procedures.
- 11.2.1.15 The Board of Management may from time to time delegate authority to the Club Section Committees to carry out certain activities provided that they do not conflict with this Constitution or the Act and shall develop appropriate policies and procedures to cater for this delegation.
- 11.2.1.16 Doing all such other acts, matters and things as are incidental and conducive to the attainment of all or any of the above objects.
- 11.2.1.17 In the event of the resignation of the Board of Management, the affairs of The Club shall be vested to an administrator nominated by The Club's auditor(s), who shall exercise only those powers vested in the Board of Management necessary to maintain The Club's solvency until the holding of a Special General Meeting convened for the purpose of electing a new Board of Management. The Special General Meeting shall be

held within twenty one (21) days after the receipt of such resignations.

11.3 *Executive Committee*

11.3.1 The Executive Committee of the Board of Management shall comprise of the following;

- a) President
- b) Vice President
- c) Director of Finance
- d) Executive Director, who shall act of Club Secretary and who shall be elected by the Board of Management at the first meeting of the newly elected Board but will exclude the Directors or Commodore of a sporting Section of The Club.

11.3.2 A retiring President may be appointed as an ex-officio member of the Board of Management in an advisory capacity only.

11.4 *Sports Section Management*

11.4.1 The Annual General Meeting of each sports Section of The Club, shall be held within one hundred and twenty (120) days prior to the Annual General Meeting of The Club.

11.4.2 Each sports Section of The Club shall at their Annual General Meeting, select such officers and committee as they consider necessary for the conduct of their own affairs according to their own By Laws, provided such are not in conflict with this Constitution and must be approved by the Board of Management.

11.4.3 The senior officer of the Sections shall be titled as follows;

- a) Director of Bowls
- b) Director of Tennis (including Pickleball)
- b) Commodore PBYC (Watersports)
- c) Director of Croquet

11.4.4 Members of the Committees of each Sports Section must be Full Members of The Club. The Section Committees shall be required to report to, and will be responsible to, the Board of Management.

11.4.5 A member of the Section Committee being absent from three (3) consecutive meetings and failing to give a satisfactory explanation of such absence, may, by majority vote of the Section Committee, be deemed to have forfeited their seat.

11.4.6 The Section Committee shall have the power to appoint another member to fill any vacancy provided that the person so appointed is a financial Full

Member of The Club. The appointed person shall act for the remainder of the term.

11.4.7 Copies of all minutes and relative correspondence shall be forwarded to the Club Secretary for recording and filing.

11.4.8 Each Section shall keep financial records and present a quarterly report to the Club Director of Finance.

12. DUTIES OF OFFICERS

12.1 *President*

12.1.1 The President shall preside at all General and Board of Management meetings of The Club and shall be a non-voting, ex officio member of all Sub Committees and Sections. The President shall see that business is conducted in accordance with this Constitution and The Club's Policies and Procedures.

12.1.2 The President will be afforded a deliberate vote at all meetings as well as a casting vote, but in the case of a tied vote the casting vote shall be in the negative.

12.1.3 The President may call a Board or Section meeting when and if considered necessary.

12.2 *Vice President*

12.2.1 The Vice President shall assist the President at all activities of The Club.

12.2.2 The Vice President shall perform all the functions of the President pro term, if the President is for any reason absent or unable to perform them.

12.3 *Director of Finance*

12.3.1 The Director of Finance shall supervise on behalf of the Board of Management, the financial affairs of The Club.

12.3.2 The Director of Finance shall be responsible to ensure the books of accounts contain the correct information, showing the financial affairs of The Club which will be maintained by the Club Secretary at all times.

12.3.3 The Director of Finance shall submit to the monthly meeting of the Board of Management, relevant statements showing bank balances, receipts and all payments of the previous month.

12.3.4 The Director of Finance shall, in conjunction with the Club Secretary, approve day to day accounts for payment.

12.3.5 The Director of Finance shall, in conjunction with the Club Secretary, ensure the books of accounts are kept up to date and are in a proper state for presentation to the Club Auditors at any time.

12.3.6 The Director of Finance shall present an audited copy of the Club Income and Expenditure Statement and Balance Sheet with the accredited Auditors certificate and report attached, to the Annual General Meeting of The Club.

12.3.7 The Director of Finance shall present to the Annual General Meeting for endorsement of the members, a copy of the budget for the ensuing financial year as approved by the Board of Management.

12.3.8 The Director of Finance, in the absence of a Club Manager ensure that all procedures of The Club office are conducted by the Club Secretary in accordance with the direction of the Board of Management.

12.4 *Directors*

12.4.1 Directors shall attend the monthly Board of Management monthly meetings.

12.4.2 The President shall allocate portfolios to each Director including;

1. Membership and Open Days.
2. Social activities including Carpark Markets and Quiz Nights.
3. Grounds, Gardens and Volunteers.
4. Sponsorship and Fundraising, including Major Raffles and Auctions.
5. Special projects.
6. Other matters as determined from time to time.

12.4.3 The Director appointed to each portfolio shall be responsible to;

1. Build a support team.
2. Report to the Board of Management monthly meeting.
3. Work within the parameter of the Management Policies and Procedures as approved.
4. Promote The Club at all times.

13. **BALLOT PROCEDURE**

13.1 *Voting*

13.1.1 Voting will take place at the Annual General Meeting and any Special General Meeting and only financial Full and Life members in attendance will be provided with Ballot papers. Voting by absentee or proxy shall be allowed.

13.1.2 Absentee votes must be lodged in writing on the prescribed form provided by the Club Secretary and delivered to the Club Secretary on the last normal working day prior to the meeting.

13.1.3 Proxy votes must be confirmed by the Returning Officer on the last normal working day prior to the meeting.

13.2 *Right to Vote*

13.2.1 Only current Financial Full and Life Members shall be entitled to speak and vote at General and Special General meetings of The Club.

13.2.2 Honorary, Temporary, Social and Junior Members shall be eligible to speak at any meeting of The Club with permission of the Chair.

13.3 *Returning Officer and Scrutineers*

13.3.1 A Returning Officer and Scrutineers shall be appointed by the Chair, when and if required.

13.3.2 A Scrutineer shall be a financial Full or a Life Member of The Club and shall not be a candidate for election.

13.3.3 A Scrutineer may be present throughout the ballot and may query the inclusion or exclusion of any vote in the count, but the Returning Officer shall have final determination of any votes so queried.

13.3.4 A Scrutineer shall not place or remove any mark on a ballot paper.

13.3.5 A Scrutineer shall not interfere with or attempt to influence any member at the time such member is casting their vote.

13.3.6 At the conclusion of the count the Returning Officer shall declare the poll and the number of votes received by all candidates including invalid votes shall be read out. Ballot papers shall be dealt with in accordance with Clause 22 of the Constitution.

13.4 *Election of Officers*

13.4.1 Nominations for the positions of President, Vice President, Director of Finance and four Directors shall be in writing, signed by the Applicant, Nominator and Secunder and lodged with the Club Secretary not less than one hundred and twenty (120) hours prior to the AGM.

13.4.2 Any members seeking election to or remaining on the Board of Management or on a Section Committee must not be ruled ineligible under Section 39 of the Act.

13.4.3 In the event of an insufficient number of members being nominated for election, nominations will be accepted from Full and Life Members attending the Annual General Meeting and if required, voted on by those present.

13.4.4 Should more than one person be nominated for a position on the Board of management, a secret ballot on the authorised voting forms by those Full and Life Members attending the Annual General Meeting, will be conducted

to decide who shall be elected to the position. Absentee and Proxy votes will be accepted. Refer to Absentee Vote Clause 13.1.2 and Proxy Vote Clause 13.1.3.

13.4.5 The Board of Management shall appoint a Full or Life Member of The Club to fill any vacancy until the next Annual General meeting prior to which nominations shall be called to fill any vacancy.

13.4.6 Newly elected Directors shall take office at the declaration of the ballot at the Annual General Meeting.

13.4.7 Retiring Directors are eligible for re-election.

13.4.8 Any member appointed to a Committee or Sub Committee of The Club, formed for any particular purpose, shall be a financial member of The Club and report to, and be responsible to, the Board of Management of The Club.

13.4.9 The Board of Management may nominate person(s) as the "Approved Manager" of The Club, providing that person has attained the accreditation of the Department of Liquor and Gaming.

14. QUORUM

14.1 At the Annual General Meeting and all Special General Meetings with the exception of a Dissolution Meeting (Clause 4.4), ten (10) percent of Full and Life Members shall be a quorum.

14.2 In the case of insufficient members to form a quorum being present after thirty (30) minutes following the advertised start time for an Annual General Meeting, the meeting will be automatically adjourned to re-convene at the same time seven days later and shall then proceed with or without a quorum.

14.3 At a Special General Meeting and after thirty (30) minutes of the advertised start time there being insufficient members present to form a quorum, the meeting shall lapse.

14.4 A quorum at a meeting of the Board of Management shall be six (6) members.

14.5 A quorum of an Executive Committee meeting shall be three (3) members of the Board of Management.

14.6 The quorum of a meeting of any Sports Section Committee shall be five (5) members.

PART D**15. MEETINGS***15.1 Board of Management*

- 15.1.1 Meetings of the Board of Management shall be held monthly, but the President may call meetings of the Directors whenever it is deemed necessary and ensure that all Directors are notified.
- 15.1.2 Any member of the Board of Management being absent from three (3) consecutive meetings and failing to give a satisfactory explanation of such absence, may, by majority vote of the Board of Management, be deemed to have forfeited their seat.
- 15.1.3 The Board of Management shall have the power to appoint another member to fill any vacancy provided that the person so appointed is a financial Full or Life Member of The Club. The appointed person shall act for the remainder of the term.
- 15.1.4 If the President and Vice President are not present and providing a quorum is present, the Board of Management may appoint one of the Directors to Chair the meeting. All resolutions and decisions at such meetings, can only be decided by a clear majority vote of Directors in attendance. Should a resolution not have a clear majority, it shall be minuted and referred to the next Board of Management meeting.
- 15.1.5 Those members of the Board of Management who are appointed from each Section of The Club, may nominate another Full member from the relevant sub-committee to deputise for them if they are unable to attend when a Board meeting is called.
- 15.1.6 Any member of the Board of Management or on any Committee operating under this Constitution shall make a declaration in any matter of a material personal interest in accordance with Sections 42 and 43 of the Act.

15.2 Meeting of the Executive Committee

Meetings of the Executive Committee of the Board of Management shall be called by the President as required.

15.3 Use of Technology

- 15.3.1 The presence of a member at a General Meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 15.3.2 A member who participates in a General meeting as allowed under Section 15.3.1, is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

16. ANNUAL GENERAL MEETING

- 16.1 The Annual General Meeting of The Club shall be held in the last week of September each year.
- 16.2 Notice of such meeting shall be prominently displayed on the Notice Board of The Club and members notified electronically at least forty two (42) days prior to such meeting.
- 16.3 The business at the Annual General Meeting shall be;
- 16.3.1 The tabling of the Statement of Income and Expenditure, Balance Sheet, Annual Report and the Auditors Report.
- 16.3.2 The election of the vacant position(s) of the Board of Management, Patron, Life Members and Auditor(s).
- 16.3.3 The transaction of any Notices of Motion proposed in accordance with the Constitution. Notices of Motion must be proposed and seconded and prominently displayed on The Club notice board and members notified electronically fourteen (14) days prior to the Annual General Meeting.
- 16.3.4 Items of General Business raised by a member as a recommendation for further consideration of the Board of Management.

17. SPECIAL GENERAL MEETINGS

- 17.1 The President shall call a Special General Meeting within twenty one (21) days of receiving a written request on the form provided by the Club Secretary including the membership numbers, names and signatures of at least 10% of The Clubs financial Full Members stating in detail the purpose and objectives of such a meeting, including where necessary a Notice of Motion, moved and seconded by two (2) financial Full Members or, on the instructions of the Board of Management.
- 17.2 Notice of the meeting and a copy of the requisition shall be posted on The Club notice board for at least fourteen (14) days prior to the holding of the meeting.
- 17.3 Only business of which notice has been given, shall be discussed at the meeting.

PART E**18. GRIEVANCE PROCEDURES***18.1 Mediation*

- 18.1.1 As a first step in any complaint against the conduct of any Member lodged within three (3) working days of the event arising, made in writing to the Secretary an offer of mediation shall be made and conducted if accepted by those parties involved. There shall be no cost to the Members involved in this process.

18.1.2 The processes of mediation shall be set out in the Policies and Procedures of the Club.

18.2 *Section Complaints*

18.2.1 Any complaint against the conduct of any Member participating in the activities of a Section, shall be made in writing to the Club Secretary within three (3) working days of the event arising, together with a fee of twenty-five dollars (\$25.00). The Club Secretary shall advise the appropriate Section Committee of the complaint within three (3) working days of the complaint being lodged.

18.2.2 The Section Committee shall set the hearing date no more than fourteen (4) days after notification of the complaint from the Club Secretary.

18.2.3 The Section Secretary shall then give the Member complained against, seven (7) clear day's notice in writing in accordance with the Policies and Procedures of The Club regarding acceptable forms of written communication of the complaint and of the meeting at which the complaint is to be dealt with by the Section Committee. The member reserves the right to attend the meeting.

18.2.4 Section Committees may impose a penalty limited to;

18.2.4.1 A fine not exceeding fifty percent (50%) of the annual subscription.

18.2.4.2 Suspension from the Section but not exceeding one month.

18.2.4.3 Any recommended penalties exceeding the above must be referred to the Board of Management who shall deal with the matter within seven (7) days of receiving written notice from the Section.

18.2.4.4 Any complaint, which cannot be resolved by the Section Committee at their hearings, shall be referred to the Board of Management who shall deal with the matter within seven (7) days of receiving notice from the Section.

18.2.4.5 The Board of Management shall exempt any member of the Board of Management from hearing a charge in which they have a conflict of interest.

18.3 *General Complaints*

18.3.1 All other complaints against the conduct of any member of The Club, shall be made in writing to the Club Secretary within three (3) working days of the event arising together with a fee of twenty-five dollars (\$25.00). The Club Secretary shall advise the Board of Management of the complaint within three (3) days of the complaint being lodged.

18.3.2 The Board of Management shall set the hearing date no more than fourteen (14) days after notification of the complaint from the Club Secretary.

18.3.3 The Club Secretary will within three (3) days of the Board of Management setting the hearing date forward in writing in accordance with the Policies and Procedures of The Club regarding acceptable forms of written communication, a notice to both the accused member and the complainant. The notice will specify the nature of the charge and request attendance at the hearing set by the Board of Management. On the application of either party, the Club Secretary shall send a notice to any other member to appear and give evidence provided such application be made three (3) days before the date of the hearing. Should any party or witness be unable to attend the hearing, the Board of Management may, at their sole discretion, on application of either party, adjourn the hearing for not more than seven (7) days.

18.3.4 Should the accused member not attend, the Board of Management shall take evidence and a determination will be made in the member's absence as if all parties were present.

18.3.5 Copies of witness statements and or names of witnesses must be made available to the Board of Management not less than twenty four (24) hours before the scheduled meeting.

18.3.6 The Board of Management shall exempt any member of the Board of Management from hearing a charge in which they have a conflict of interest.

19. PENALTIES

19.1 The Board of Management shall exercise full power to reprimand, suspend, expel or impose penalties on any member of The Club who shall, in the sole and absolute judgement of the Board of Management, have been guilty, either in or out of The Club premises, of any act, practice, conduct, matter or thing, calculated to bring discredit on, or in any manner prejudice the reputation of The Club, or calculated in any manner to impair or affect the enjoyment of members thereof, or to cause any ill feeling or friction between or among members.

19.2 The Board of Management shall have due regard to the circumstances of the charge and after hearing of the evidence, the Board of Management finds the charge proven by a majority decision, shall impose an appropriate penalty.

19.3 The maximum monetary penalty for any breach of The Club Rules or By Laws, shall not exceed the Members' annual subscription.

19.4 An offending member shall pay the cost of repair or replacement of any Club and, or, members property damaged as a result of their actions.

19.5 A period of suspension from membership as determined by the Board of Management.

- 19.6 Where the charge proven is of gross misconduct, and a fine or suspension shall in the opinion of a majority of the Board of Management hearing the charge be inadequate or inappropriate, they may expel the Member.
- 19.7 The Board of Management in considering a charge of gross misconduct or continued misconduct, the member may be called on to resign. If the member neglects to comply within seven (7) days, the Board of Management may expel the Member.
- 19.8 If the penalty is expulsion, the name of the member shall be erased from the list of membership forthwith. The member shall be liable for all monies due to The Club as at the date of expulsion.
- 19.9 All monetary penalties shall be paid within seven (7) days of notice being served on the member. If the member should refuse or neglect to meet such payment, they shall stand suspended from membership until the payment be made in full.
- 19.10 The Board of Management at their discretion and upon application, may extend such period for payment without further penalty.
- 19.11 The Club Secretary shall post by registered mail, a notice to the member at the postal address registered at the Club, advising details of the penalty.
- 19.12 The Club will immediately notify all of the appropriate affiliated bodies the name of a member suspended or expelled.

20. APPEALS

- 20.1 Two levels of appeal shall be available to members found guilty by the Board of Management of an offence against these Rules. Each notice of appeal shall be directed to the Club Secretary in writing within seven (7) days of the decision of the Board of Management giving details of the grounds for the appeal.
- 20.2 A member who has been fined may have the appeal determined by two (2) members of the Executive Committee and three (3) Full Club Members. The appellant shall lodge a sum of money equivalent to fifty percent (50%) of the annual subscription with their appeal. Such money will be refunded if the appeal is upheld.
- 20.3 A member who has been suspended or expelled may have their appeal determined by a Special General Meeting. (refer Special General Meeting, Clause 17, requirements). The appellant shall lodge a sum of money equivalent to the annual subscription with their appeal. Such money will be refunded if the appeal is upheld.
- 20.4 A majority of seventy five percent (75%) of members in attendance and entitled to vote, will be required to overturn the decision of the Board of Management.
- 20.5 Until the hearing of any appeal, the decision of the Board of Management shall have full effect but the appellant shall have the right to attend the Special General Meeting.

- 20.6 No member shall be entitled to take any legal action against The Club (other than a claim for goods or services rendered), and must conform to the decision of the Board of Management and in the case of an appeal, the decision of the Special General Meeting.

PART F

21. MANAGEMENT POLICY AND PROCEDURES

- 21.1 The Board of Management shall have the power to make Policy and Procedures from time to time as may be necessary to carry out the objects of The Club and to vary or rescind same as they may consider necessary, provided such Policy and Procedures are not in conflict with this Constitution.
- 21.2 In the event of any question arising as to the interpretation of the Policy and Procedures, the decision of the Board of Management shall be taken and acted upon.
- 21.3 The “Order of Business” and “Rules of Debate”, will be set out in the Policy and Procedures of The Club.

22. CLUB SECRETARY – MINUTES AND RECORDS OF THE CLUB

- 22.1 The Board of Management, when deemed necessary, shall appoint a Club Secretary.
- 22.2 The Club Secretary shall be the custodian of The Club’s minutes and records and ensure accurate minutes are kept of all Annual, General, Special General, Management and all other meetings that require to be minuted.
- 22.3 The Club Secretary will ensure an up-to-date register of all Club Members in accordance with the requirement of Section 27 of the relevant Act is maintained.
- 22.4 The Club Secretary shall make available minute books, Club records and registers for members’ perusal in The Club office during normal business hours.
- 22.4.1 The member must not use or disclose information in a record or document except for the purpose of –
- a) that is directly connected with the affairs of the Association; or
 - b) that is related to complying with a requirement of the Act.
- 22.5 The Club Secretary shall be responsible to the Board of Management.

23. MINUTE SECRETARY

- 23.1 The Board of Management may appoint a Minute Secretary to any meeting where minutes of The Club are required.
- 23.2 The Minute Secretary shall provide an accurate copy of meeting minutes to the Club Secretary for the safe keeping of records.

24. CLUB MANAGER

- 24.1 The Board of Management, when deemed necessary, may appoint a Club Manager who shall be responsible for the day to day operations of The Club as detailed in the agreed Contact of Employment.
- 24.2 The Club Manager will report to and be responsible to the Board of Management through the Club President.

25. INDEMNITY

All members of the Board of Management shall be indemnified against any loss, expenses or liability incurred by reason of any act or deed performed by him or her, in good faith on behalf of The Club, including claims by members and, or their guests, employees or any other third party.

26. FUNDS AND BANKING SYSTEM

- 26.1 All sums of money shall be paid by cheque, electric funds transfer (EFT) or such other method approved by The Board of Management from time to time drawn in the name of The Club, upon the bankers of The Club.
- 26.2 All withdrawals or cheques drawn on bank accounts of The Club, shall be signed by any two (2) of the following:
- a) Club Secretary
 - b) President
 - c) Vice President
 - d) Director of Finance
- 3) Club Manager
- 26.3 It shall not be lawful for any meeting of Members to vote a sum of money for any purpose other than that prescribed in this Constitution.
- 26.4 The Club's Bankers shall only open, close or vary signatories to Bank Accounts in The Club's name by an endorsed minute of a Board of Management meeting.
- 26.5 All monies acquired by any Section within The Club, shall be overseen b the Director of Finance and shall be credited to Club funds. Monies raised by, or donated to a Section of The Club for a specific purpose approved by the Board of Management, are to be recorded by the Directo of Finance and held in Trust. Such monies will be available to the Section when required for the specific purpose.

27. INTERPRETATION OF THE CONSTITUTION

The interpretation of the Constitution, or in case of any question arising not provided for in the Constitution shall be determined by the majority decision of the Board of Management.

28. ALTERATION OF THE CONSTITUTION

- 28.1 Within one (1) month after the making of amendments or alterations to the Constitution of The Club, the Board of Management shall ensure that a copy of the amendments or alterations are sent or delivered, to all Statutory bodies required by law to receive them. No effect will be given to the changes without the approval of those Statutory bodies.
- 28.2 No repeal of any existing clause in this Constitution and no new clause or alteration, amendment or suspension of any portion of this Constitution shall be valid unless a motion thereof be carried by at least seventy-five percent (75%) of votes of eligible members present and absentee votes on the prescribed form, at an Annual General or a Special General Meeting of the Club held for this purpose.
- 28.3 No motion to repeal, alter, amend or suspend any rule shall be put before a meeting unless notice thereof in writing be given to all members at least seven (7) days preceding the Annual General or Special General Meeting, on which it is intended such motion shall come up for consideration and unless notice of proposed repeal, alteration, amendment or suspension be exhibited on the notice board of The Club for at least fourteen (14) days immediately preceding the day appointed for consideration.

29. COMMON SEAL

- 29.1 The Club shall have a common seal, which shall be kept in the custody of the Club Secretary and shall not be affixed to any document except by the authority of the Board of Management. Any document to which the seal is affixed, shall be countersigned by the Club Secretary and a member of the Board of Management.
- 29.2 A true and correct record shall be kept of all transactions to which the seal is affixed in a register maintained by the Secretary.

30. TRUSTEES

The funds and property, real and personal of the Club are hereby declared to be vested in The Club's Board of Management.

31. DEBENTURES

- 31.1 Debenture monies loaned by members for which certificates shall be issued for value of the loan (face value), may be reimbursed with or without interest when the Board of Management decides that The Club finance is viable for reimbursement or purchase.
- 31.2 The Club Secretary shall maintain a Register of Debentures issued.

32. SALE OF LIQUOR

- 32.1 The Club shall appoint and maintain Approved Managers for the purposes of observing liquor licensing requirements and regulations.

32.2 The Club shall be open for sale of liquor during such hours as the Board of Management shall from time to time determine and as permitted under the Liquor Act.

33. GAMBLING

No gambling or betting shall be allowed on the premises, unless such gambling or betting is first approved by the Board of Management and where necessary authorised by the appropriate authority.