



Bunbury & Districts Softball Association Inc

Teeball ● Junior Softball ● Senior Softball

BADSA

**The Rules of the
Bunbury and Districts Softball Association Incorporated**

September 2024

Inc Number A1000029X

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1. Name of Club

- (a) The name of the club shall be the Bunbury and Districts Softball Association Incorporated.

2. Objects

- (a) The principal objects are to encourage, promote, control and manage softball and tee ball in a professional manner that shall ensure the continued future viability of the Club and to support the recreational, social, sporting, cultural and community dimensions of that interest. These objects include the provision of facilities for the pursuit of literary, scientific, athletic, and professional and any other lawful purpose that provides benefits and enjoyment for the members of the Club.
- (b) To provide and maintain a clubhouse and sporting amenities for the use of the members.
- (c) To foster community partnerships by providing a hub for well-being, interaction and engagement.
- (d) To advocate for, promote and support the ongoing development of the Bunbury area and broader community through sport, recreation and leisure.

3. Not for Profit

- (a) The property and income of the Club shall be applied solely towards the promotion of the objects of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4. Definitions

- (a) In reading this Constitution, unless the context or such otherwise indicates or requires:
 - (i) "Act" means the Associations Incorporation Act 2015, its amendments and any other legislation that may come into force to replace or supplement this Act, and shall form
 - (ii) "Annual Meeting" means an Annual General Meeting.
 - (iii) "Board" means the Board of Management for the Club, duly elected for the time being in accordance with these Rules.
 - (iv) "Books of the Association" means: the Members Register; the Record of Office Holders; and the Club Constitution.
 - (v) "By-Laws" means the codes of rules made and adopted by the Club in accordance with Clause 21(xii).
 - (vi) "Club" means Bunbury and Districts Softball Association Incorporated.
 - (vii) "Club Premises" means all land, building and structures thereon of which the Club is the bona fide occupier.
 - (viii) "Commissioner" means: the person for the time being designated as the Commissioner under section 153 of the Associations Incorporation Act.
 - (ix) "General Meeting" means a General meeting of the Club whether annual or special.
 - (x) "Liquor Act" means the Liquor Control Act 1988, its amendments and any other legislation that may come into force to replace or supplement this Act, and shall form part of these Rules.
 - (xi) "Month" means a calendar month.
 - (xii) "Special General Meeting" means a General Meeting as defined below, called in accordance with Section 14 hereunder, at which only business that has been described in the notice may be transacted.

- (xiii) "Voting rights" means: the ability for a financial member to propose or second an application for membership; move or second a motion or special motion; speak at all general meetings; nominate for a position on the Board; vote at all general meetings; and petition for a special general meeting.

5. Membership

(a) Membership of the Club shall consist of the following:

- (i) **Ordinary Member** – Persons over 18 years of age who has paid the appropriate subscription and is entitled to exercise the full privileges of the Club.
 - 1. Ordinary Playing members shall be entitled to voting rights.
- (ii) **Ordinary Non-Playing Member** – Persons over 18 years of age who has paid the appropriate subscription and is entitled to exercise the full privileges of the Club.
 - 1. Ordinary Non-Playing members shall be entitled to voting rights.
- (iii) **Life Member** – A member may propose another member for Life Membership to the Board in writing giving reasons that Life Membership should be granted.
 - 1. Life Members shall be entitled to all privileges of an Ordinary member and be exempt from any membership fee.
- (iv) **Junior Member** – Persons under the age of 18 years may make application to the Club as a Junior Member, and if accepted, shall pay the prescribed subscription.
 - 1. Persons granted this category of membership shall require a sporting affiliation, but shall have no voice in the management of the Club and shall not be entitled to hold any office or hold voting rights.
 - 2. This category of member does not have the authority to invite guests to the Club.
 - 3. Any Junior Member on attaining the age of 18 years wishing to remain a member of the Club shall be granted the appropriate club membership and shall pay the full subscription as set down from time to time.
- (v) **Social Member** – Persons who have attained the age of eighteen (18) years of age or over who has paid the appropriate subscription, interested in promoting the objects of the Club but does not wish to participate in any affiliated sporting activities shall be eligible to apply for Social membership
 - a. Social members shall not be entitled to voting rights.
- (vi) **Corporate Member** – organisations, restricted to senior management, conducting community or tourism related business in Bunbury and its surrounds that have made a contribution to the Club through business, sponsorship or donations.
 - 1. Corporate membership shall be restricted at any one time to a level deemed appropriate by the Club or as may be required by the liquor licensing authority.
 - 2. Corporate members shall not have voting rights.
- (vii) **Honorary Member** – Membership that may be granted to Club Patrons, Sponsors, Selected Government Officers and any other such persons as the Board may decide from time to time based on their relationship to the Club or community.
 - 1. Honorary membership shall be restricted at any one time to a level deemed appropriate by the Board or as may be suggested by the liquor licensing authority.
 - 2. Honorary Members shall not have voting rights.

(viii) **Temporary Member** – a person who is on any day visiting the Club as a member or an official of another club or team, or a person assisting a member or an official of another club or team to:

- a. Engage in a pre-arranged event with the Club as per the Club's objects; or
- b. Hold a pre-arranged function at the Club involving the use of the Club's sporting facilities.

1. Temporary Members shall not be entitled to be present at any meeting of the members of the Club, nor have voting rights or any right, title or interest in or to any of the property of the Club.

(ix) **Reciprocal Member** – is a visitor who is a full financial member of any like club in Western Australia or any Licensed Club located outside of Western Australia.

1. Reciprocal Members shall not be entitled to be present at any meeting of the members of the Club, nor have voting rights or any right, title or interest in or to any of the property of the Club.

(b) Temporary, Reciprocal and Honorary membership would be subject to withdrawal by any club official, including bar persons, acting on the best interests of the Club.

6. Affiliate Groups

- (a) An Affiliate may be formed within the Club for sporting or special interest groups.
- (b) Any assets of the Affiliate are the assets of the Club. All monies received for Affiliates shall be paid into the Affiliate's bank account.
- (c) All accounting, taxation, financial reporting and legal compliance responsibilities of the Affiliate shall rest with the Affiliate.
- (d) All affiliate members must also become a member of the Club including a membership fee being paid and application for membership completed.
 - (i) The Board of the Affiliate shall not do, or omit to do, anything that is likely to prejudice or not be in the best interests of the Club.
 - (ii) Members of an Affiliate involved in any activity of or related to the Affiliate shall indemnify the Club and its representatives from any problem, direct or indirect loss or damage, claim or proceedings (including in negligence) caused or contributed to by that activity.

7. Application to Become a Member

- (a) **Ordinary Playing and Junior Members** – Any person desiring to become such a member of the Club shall register through Softball Australia designated Registration Platform as directed by the Club.
 - (i) At the time of registration, the member with agree to abide by all the Rules, Codes of Conduct, Constitution, Local Ground Rules and Regulations of the Bunbury and District Softball Association.
 - (ii) Full payment of membership shall be made at the time of registration.
 - (iii) The Representative on behalf of the Board shall have the right to refuse to accept registration at the time of nomination.
- (b) **Ordinary Non-Playing and Social Members** – Any person desiring to become such a member of the Club shall sign an application form provided.
 - (i) Subscriptions and any nomination fee shall be made at the time of application.

- (ii) When the application form and all subscriptions have been received by the Secretary, the person shall be a provisional member of the Club and exercise all of the privileges of a member excluding voting rights until such time as the next Board meeting.
 - (iii) At the next Board meeting, the applicant shall then be accepted or denied membership.
- (c) **Life Member** – A member may propose another member for Life Membership to the Board in writing giving reasons that Life Membership should be granted.
 - (i) A Board meeting may, upon a 75% majority vote, confer Life Membership on a member who has rendered special and outstanding services to the Club.
 - (ii) The holder of a Life Membership shall be entitled to all privileges of an ordinary member, be exempt from subscriptions but shall pay any levies and capitation fees.
- (d) The Board shall have the right to refuse to admit any person to membership without assigning any reason for doing so.
 - (i) Applicants whose membership has been rejected shall not be eligible to reapply for membership for a period of one year (1) from the time of application.
 - (ii) Applicants whose membership has been rejected shall not attend the Club as a guest of any member for a period of one year from application.
- (e) If membership is denied, all subscriptions shall be refunded.
- (f) No person shall be entitled to exercise any of the privileges of a member until they have paid all subscriptions due by them.
- (g) On the election of each candidate, the Secretary shall notify the same to them, and they shall on payment of their subscription be enrolled as a Member of the Club, and become entitled to the privileges and be bound by its rules and by all consequences resulting from breach or non-performance thereof. Members shall there by absolve every person concerned in carrying out enforcing such rules from all personal responsibility or legal liability on such account.

8. Register of Members

- (a) The Club shall keep an up-to-date register of members in respect of Ordinary, Ordinary Non-Playing, Life, Junior, Social, Corporate and Honorary members.
 - a. Residential, postal or email address; or information by means of which contact can be made with the member, can be nominated for the members register.
 - b. For the purposes of the Liquor Act, a register of member names and class of membership must be continually available for inspection at the Club premises by authorised officers as defined under the Liquor Act.
- (b) Upon request, a member is able to inspect the Books of the Association at such time and place as is mutually convenient to the Club and the Member.
 - (i) A Member must contact the Secretary to request to inspect the Register of Members.
 - (ii) The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.
 - (iii) A Member may make a request in writing for a copy of the Register.
 - (iv) the Club may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Board from time to time.
 - (v) A Member must not use or disclose the information on the Register:

- (vi) To gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
- (vii) To contact, send material to the Club or a Member for the purpose of advertising for political, religious, charitable or commercial purposes, or
- (viii) For any other purpose unless the use of the information is approved by the Board and for a purpose:
 - 1. That is directly connected with the affairs of the Club; or
 - 2. Related to the provision of the information to the Commissioner in accordance with a requirement of the Act.
- (ix) The Board shall require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Club.

9. Membership Cessation

- (a) A person ceases to be a member when any of the following takes place:
 - (i) For a member who is an individual, the individual dies;
 - (ii) For a person whose title represents a corporate member, the body corporate is wound up;
 - (iii) The person resigns from the Club;
 - (iv) The person is expelled from the Club under Section 27;
 - (v) The person ceases to be a member under Clause 12(c).
- (b) The Secretary shall keep a record on file of the date on which the person ceased to be a member and the reason why the person ceased to be a member.
- (c) A member may resign from membership of the Club by giving written notice of the resignation to the Secretary:
 - (i) The resignation takes effect when the Secretary receives the notice; or if a later time is stated in the notice, at that later time.
 - (ii) A person who has resigned from membership of the Club remains liable for any fees that are owed to the Club (the owed amount) at the time of resignation.
 - (iii) The owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

10. Member's Rights

- (a) The rights and privileges of every member shall be personal and shall not be in any manner transferable by their own act or through any other person on their behalf or by operation of law.
- (b) Voting rights for each membership category are as detailed in Section 5.
- (c) Members who are employees of the Club are entitled to all the rights and privileges of membership excluding those rights concerned with the selection, election and holding of office with the Club.
- (d) All members, upon successful registration, shall be supplied with an electronic copy of the Club constitution or shall be directed to obtain a copy of the Club constitution from the Club's website.
- (e) Upon acceptance to membership, all members agree to be bound by the Club Codes of Conduct as available on the Club's website.

- (i) Guests – Ordinary, Ordinary Non-Playing, Life, Junior, Social, Corporate and Honorary members shall be at liberty to invite guests to the Club, but the number of guests shall not exceed the maximum number as contained in the Liquor Act.
 - 1. A member shall be at liberty to invite an unlimited number of guests where the sale of liquor is ancillary to a meal supplied at the Club by or on behalf of the Club to a member and to each of the guests of that member being guests of whose attendance was given prior notice to the Club as per the Liquor Act.
- (ii) Functions – Ordinary, Ordinary Non-Playing, Life, Junior, Social, Corporate and Honorary members are entitled to host functions on the Club premises after written application for said function has been considered and approved by the Board.
 - 1. The member may hold the function without limit to the number of guests, providing that the sale of liquor shall be to the member, for consumption by the guests of that member at the function, as per the Liquor Act.
 - 2. The Secretary shall furnish the applicant with a written copy of Club rules relating to functions after the application has been approved and any additional conditions and restrictions it shall see fit.

11. Subscriptions

- (a) The entrance fee and annual subscription of the Club shall be set by the Board prior to the commencement of the financial year.
- (b) Notice of the fees and subscriptions shall be notified to the members through the Registration Platform.
- (c) Subscriptions for Ordinary Playing and Junior Members are due at the time of registration.
- (d) All other member subscriptions are due by the first day of November in each year.
- (e) Any member who, through absence; illness; financial difficulties; unemployment; physical disability or other distressful circumstances is unable to pay their full subscription but desires to retain participation with the Club may apply in writing to the Board to relieve them of part of their liability, but not so as to make their total liability less than one third of the applicable subscription. The Board shall have discretion as to whether to accept the application and if accepted, any amount payable.

12. Liability for Subscription

- (a) Any member who does not notify the Secretary in writing before 1 November of his or her withdrawal from the Club may be liable for the subscription for the current club year.
- (b) The Board shall have the power by resolution to remove from the roll of members the name of any new member who fails to pay his or her subscription within two weeks from the date of his or her election.
- (c) Any member whose subscription is in arrears after the thirtieth (30th) day of November in each year shall cease to be a member.

13. General Meetings – Annual General Meeting

- (a) The Annual General Meeting of members shall be held every calendar year within six months after the end of the Club's financial year, with the Board to determine the date, time and place.
 - (i) Prior notification of the meeting date shall be made publicly twenty-eight (28) days before the meeting date.
 - (ii) Fifteen (15) financial members shall constitute a quorum at an Annual Meeting.

- a. In the case of insufficient members to form a quorum being present after 30 minutes following the advertised start time for an Annual Meeting, said meeting shall be automatically adjourned to re-convene at the same time seven days later and shall proceed with or without a quorum.
- (b) All Notices of Motion for consideration at the Annual Meeting must be handed to the Secretary in writing no less than fourteen (14) days prior to the date set for said meeting.
- (c) Notice of the meeting and agenda items, including Notices of Motion, shall be posted on the Club's social media and emailed to all members seven (7) days before the date of the meeting for all members to read.
- (d) The order of business at the Annual Meeting shall be as follows:
 - (i) Opening of Meeting
 - (ii) Confirmation of the last Annual Meeting and any other General Meeting not yet confirmed and confirming or amending same.
 - (iii) Presentation of President's Report, discussion and adoption or otherwise.
 - (iv) Presentation of Auditor's report to be received or otherwise.
 - (v) Election of Board of Management.
 - (vi) Election of Club Auditor as required.
 - (vii) Special Business of which Notice of Motion has been given.

14. General Meetings – Special General Meeting

- (a) The Board may at any time call a Special General Meeting.
 - (i) Fifteen (15) financial voting members shall form a quorum.
 - (ii) In the case of insufficient members to form a quorum being present after thirty (30) minutes following the advertised start time, the meeting shall automatically adjourn to re-convene at the same time seven days later and shall proceed with or without a quorum.
- (b) A Special General Meeting shall also be called by the Board on a requisition signed by no less than fifteen percent (15%) of members with voting rights, stating in detail the purpose of the meeting.
 - (i) If the Board does not convene a Special General Meeting within thirty-five (35) days of the date of the requisition being received, any signatory of the requisition shall have the power to convene the meeting as per Clause 14(c).
 - (ii) Fifteen percent (15%) of financial voting members shall form a quorum.
 - (iii) In the case of insufficient members to form a quorum being present after thirty (30) minutes following the advertised start time, the meeting shall automatically lapse.
- (c) Notice of the meeting and agenda items, including Notices of Motion, shall be posted on the Club's social media and emailed to all members seven (7) days before the date of the meeting for all members to read.
- (d) Only business of which notice shall have been given as above, or in accordance with these rules, shall be transacted at a Special General Meeting.

15. General Provisions for General Meetings

- (a) General Meetings may take place:
 - (i) where the Members are physically present together; or

- (ii) where the Members are able to communicate by using any technology that reasonably allows the Member to participate fully in discussions as they happen in the General Meeting and in making any decisions, provided that the participation of the Member in the General Meeting must be made known to all other Members.
- (b) A Member who participates in a meeting as set out in Clause 15(a)(ii):
 - (i) is deemed to be present at the General Meeting; and
 - (ii) continues to be present at the meeting for the purposes of establishing a quorum; until the Member notifies the other Members that he or she is no longer taking part in the General Meeting.
- (c) The Chairperson of the meeting shall be the Club President or if not available a person nominated and elected by the members present.
- (d) Only financial members with voting rights as per these rules shall be permitted to vote on matters at a General Meeting.
 - (i) All votes shall be cast by persons present at the General Meeting, including those persons considered present for the purposes of Clause 15(a)(ii).
 - 1. Each financial member with voting rights present shall have one deliberative vote only.
 - 2. Proxy votes shall not be permitted.
 - 3. Absentee votes shall not be permitted.
- (e) The Chairperson shall have a deliberate and casting vote and shall decide all questions of order unless otherwise provided by these rules.

16. General Provision

- (a) These rules shall be the rules of the Club and shall be binding on members.
- (b) The interpretation of these rules and any by-laws of the Club shall, unless set aside by a general meeting called for that purpose, be in the sole determination of the Board whose decision shall be binding on all members.
- (c) No member shall be entitled to take any legal action against the Club other than a claim for goods sold and delivered and services rendered except where it is available under law.
 - (i) Members wishing to appeal any disciplinary proceedings must do so under Section 27 of the constitution.
- (d) Member dispute resolution will only be dealt with as per Section 28 of the constitution.

17. Board

- (a) The management of the Club shall be vested in the Board consisting of the following elected positions:
 - (i) President
 - (ii) Vice President
 - (iii) Secretary
 - (iv) Treasurer
 - (v) Registrar
 - (vi) Three (3) General Board members
- (b) Board members are elected for a two (2) year term with half the Board being elected at each Annual Meeting as follows:

- (i) President, Secretary and two (2) General Board members elected in even years.
- (ii) Vice President, Treasurer, Registrar and one (1) General Board member elected in odd years.
- (c) Terms commence at the conclusion of the Annual Meeting at which the election was held and end at the conclusion of the Annual Meeting after term expiry.
- (d) Board members shall be a financial member with voting rights who are not under suspension or ineligible as per Clauses 22(j) or 22(k).
- (e) Board members may only hold one position concurrently.
- (f) **Board Transition** – upon acceptance of these rules the following shall apply:
 - (i) All newly created positions shall be treated as a casual vacancy; and
 - (ii) Terms of office for existing and new Board members expire at the Annual Meeting following approval of these rules.
 - (iii) President, Secretary and two (2) General Board members shall be elected for a two (2) year term.
 - (iv) Vice President, Treasurer, Registrar and one (1) General Board member shall be elected for a one (1) year term thereafter two (2) year term.

18. Election of Board

- (g) The Secretary shall post the Board member positions becoming vacant on the Club Noticeboard not less than twenty-eight (28) days before the Annual Meeting.
- (h) Nominations for positions on the Board shall be in writing signed by the proposer and nominee and must be in the hands of the Secretary not less than twenty one (21) days before the Annual General Meeting.
 - (i) Only financial members with voting rights who are not ineligible as per Clauses 22(j) or 22(k) or under suspension may submit nominations for a position on the Board.
 - (ii) The nominations shall be exhibited on the notice board or electronically posted at least seven (7) days prior to the said meeting.
 - (iii) Retiring Board Members are eligible to renominate for the position they have vacated.
- (i) The election of retiring Board Members shall be by secret ballot at the Annual Meeting in the presence of the returning officer and two scrutineers elected by the members present at such meeting.
 - (i) All votes shall be cast at the Annual Meeting.
- (j) Where a member has nominated for more than one position on the Board and they are elected to a position, their additional nominations shall be withdrawn.
- (k) If two or more candidates receive the same number of votes, the Returning Officer shall determine by lot the successful candidate/s.
- (l) Nominees are permitted to vote for themselves.
- (m) In the case where no more than the required number of Board Members shall be nominated, those so nominated shall be declared elected.
- (n) If there shall be insufficient nominations to fill the whole of the vacancies of the list of officers, those declared elected shall have power to fill the vacancies as a casual vacancy.

19. Vacancies on the Board

- (a) A casual vacancy occurs in the office of a Board Member and that office becomes vacant if the Board Member:

- (i) dies;
- (ii) ceases to be a Member;
- (iii) becomes disqualified from holding a position under Clauses 22(j) or 22(k) as a result of bankruptcy or conviction of a relevant criminal offence;
- (iv) becomes permanently incapacitated by mental or physical ill-health;
- (v) resigns from office;
 - 1. No member of the Board shall be held to have resigned their seat until their resignation, in writing, has been accepted by the Board.
- (vi) is absent from more than:
 - 1. three consecutive Board Meetings without a good reason; or
 - 2. three Board Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Board Meetings,
- (vii) Is removed from office under by resolution at a General Meeting of the Club if a majority of the Members present and with voting rights at the meeting vote in favour of the removal.
 - 1. The Board Member who faces removal from the Board must be given a full and fair opportunity at the General Meeting to decide the proposed resolution, to state his or her case as to why the Member should not be removed from his or her position on the Board.
 - 2. If all Board Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Board.
 - 3. The interim Board must, within two months, convene a General Meeting of the Association for the purpose of electing a new Board.
- (b) Within fourteen (14) days after a person has ceased to be a member of the Board of the Club, all relevant documents; intellectual property of the Club; records as may be defined in the by-laws; and security items including passwords and keys must be delivered to a Board Member of the Club.
- (c) Any vacancy occurring in the Board as per Section 19 may be filled at a meeting of the Board when a member may be elected to fill such a vacancy until the next election provided the member elected at such Board meeting shall hold office in the place of, and upon the same terms and conditions as their predecessor, had the latter continued in the office.
- (d) If vacancies in the Board result in the number of Board Members being less than the number fixed under Clause 20(c), the continuing Board Members may act to only:
 - (i) increase the number of Members on the Board to the number required for a quorum; or
 - (ii) convene a General Meeting of the Association

20. Meetings of the Board

- (a) Board meetings shall be held monthly on the dates and at the times and places determined by the Board.
 - (i) The date, time and place of the first Board Meeting after each Annual Meeting must be determined by the Board members as soon as practicable after each Annual Meeting.

- (b) Special meetings may be called by the President, Secretary or on the request of three members of the Board.
- (c) The quorum at all Board meetings shall be five (5) members.
- (d) Notice of each Board Meeting must be given to each Board member at least 48 hours before the time of the meeting stating the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (e) The only business that may be conducted at the meeting is the business described in the notice except in the case of urgent business where Board members at the meeting unanimously agree to treat that business as urgent.
- (f) The President shall preside at all meetings of the Board of the Club and, in his or her absence the Vice President.
 - (i) Should neither be present, the meeting shall elect a Chairperson.
- (g) The procedure to be followed at a Board Meeting must be determined from time to time by the Board.
- (h) The order of business at a Board Meeting may be determined by the Board members at the meeting.
- (i) The minutes of Board Meetings may be inspected by a Member at such time and place as is mutually convenient to the Board and the Member.
 - (i) Where minutes are to be inspected by a member, all private and confidential information pertaining to another member shall first be redacted.
 - (ii) Minutes of Disciplinary Hearings as held under Section 27 shall not be inspected by any member.
- (j) All Members, or other guests, may attend Board Meetings if invited by the Board but the person shall not have any right to comment without invitation, or vote on any matter, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.
- (k) Board Meetings may take place:
 - (i) where the Board Members are physically present together; or
 - (ii) where the Board Members are able to communicate by using any technology that reasonably allows the Board Member to participate fully in discussions as they happen in the Board Meeting and in making decisions, provided that the participation of the Board Member in the Board Meeting must be made known to all other Members.
- (l) A Board Member who participates in a meeting as set out in Clause 20(k)(ii):
 - (i) is deemed to be present at the Board Meeting; and
 - (ii) continues to be present at the meeting for the purposes of establishing a quorum, until the Board Member notifies the other Board Members that he or she is no longer taking part in the Board Meeting.
- (m) All resolutions of the Board shall be decided by a majority vote of all those present.
 - (i) In the case of equality of votes, the proposal before the Board shall be decided in the negative.

21. Powers of the Board

- (a) The business of the Club shall be managed by the Board who may exercise all powers of the Club, except those required to be exercised by the Club at a General Meeting.

- (b) Without prejudice to the powers conferred by the last preceding rule, the Board shall, subject to the by-laws, have power to do the following things:
- (i) To purchase or otherwise acquire any books, newsletters or periodicals and dispose of them as it may see fit.
 - (ii) To determine from time to time the conditions on which and time when, members may use the property of the Club or any part or parts thereof, and when and under what conditions the premises of the Club or any part or parts thereof, shall be used by members.
 - (iii) To determine what person, if any, not being members of the Club shall be permitted to use the premises of the Club or any part or parts thereof and during what time and under what conditions and when and at what times and places and under what conditions such persons shall be supplied with refreshments and accommodation.
 - (iv) To appoint any other officials or servants of the Club and to remove them as occasions may require at their discretion and to define their respective duties. Persons appointed to paid positions shall be engaged under a contract, award or classification of work in the Registered and Licensed Clubs Award (2010) and its amendments.
 - (v) To delegate, subject to such conditions as it thinks fit any of its powers to sub Boards consisting of such members of the Board and other members of the Club co-opted for the purpose as it may determine and to make such regulations as to the proceedings of such sub Boards as may be thought desirable. No act of any Sub-Committee shall be binding on the Board or the Club until ratified by the Board. Any such Sub- Boards must report and be responsible to the Board.
 - (vi) To regulate and control their own meeting and the transaction of business.
 - (vii) To reimburse expenses of any servant of the Club for faithful and diligent service as deemed fit.
 - (viii) In accordance with the rules, to suspend, or expel any member.
 - (ix) To enter into or accept any lease or tenancy of the premises where on the Club shall conduct its affairs or of any furniture, goods and effects, which may be required for the use of the Club on such terms and on such conditions as the Club, may deem expedient.
 - (x) To take and defend all legal proceedings by or on behalf of the Club and to appoint all necessary Attorneys for any such purpose.
 - (xi) To borrow, raise or secure the payment of money, and to sell and dispose of the assets of the Club.
 - (xii) To make, alter and repeal by-laws not inconsistent with these rules regulation the use and management of the Club premises, the admission of members and the conduct of the Club and its affairs generally.
 - (xiii) To do and perform any other act, matters and things in connection with or relative to the management of the Club as shall not by these rules require to be done by the Club in General Meetings.
 - (xiv) To appoint such number of delegates to sporting bodies and associations with which the Club may from time to time be affiliated as may be required by the rules thereof and such delegates shall hold office in accordance with the rules of such sporting bodies and associations respectively.
 - (xv) Every member of the Board shall be indemnified against any loss, expenses or liability incurred by reason of any act or deed performed by them in good faith on behalf of the Club.

- (xvi) The Board may use the funds of the Club for any such purpose required, together with any reasonable expenses incidental to Board activities.

22. Responsibilities of Board Members

- (a) The Board must take all reasonable steps to ensure the Club complies with its obligations under the Act and these Rules.
- (b) A Board Member must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- (c) A Board Member must exercise their powers and discharge their duties in good faith in the best interests of the Club and for a proper purpose.
- (d) A Board Member or former Board Member must not improperly use information obtained because they are a Board Member to:
 - (i) gain an advantage for themselves or another person; or
 - (ii) cause detriment to the Club.
- (e) A Board Member or former Board member must not improperly use their position to:
 - (i) gain an advantage for themselves or another person; or
 - (ii) cause detriment to the Club.
- (f) A Board Member having any material personal interest, financial or non-financial, in a matter being considered at a Board Meeting must:
 - (i) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Board;
 - (ii) disclose the nature and extent of the interest at the next General Meeting of the Club; and
 - (iii) not be present while the matter is being considered at the Board Meeting or vote on the matter.
- (g) Clause 22(f) does not apply in respect of a material personal interest that:
 - (i) Exists only because the Board Member belongs to a class of persons for whose benefit the Club is established; or
 - (ii) The Board Member has in common with all, or a substantial proportion of, the members of the Club.
- (h) The Secretary must record every disclosure made by a Board Member under Clause 22(f) in the minutes of the Board Meeting at which the disclosure is made.
- (i) No Board Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Club unless the person is authorised by the Board to do so and such authority is recorded in the minutes of the Board Meeting.
- (j) No person shall be eligible to hold a position on the Board if the person has been convicted of, or imprisoned in the previous five years for:
 - (i) an indictable offence in relation to the promotion, formation or management of a body corporate;
 - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - (iii) an offence under Part 4 Division 3 or section 127 of the Act;unless the person has obtained the consent of the Commissioner.

- (k) No person shall be eligible to hold a position on the Board if the person is, according to the Interpretation Act section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.
- (l) All Board Members shall maintain the privacy and confidentiality of meeting proceedings and matters relating to the strategic governance and management of the Club.
- (m) All Board Members shall abide by the Board Member Code of Conduct contained in the by-laws.
- (n) Any act performed by the Board, a Sub-Committee or a person acting as a Board Member is deemed to be valid even if the act was performed when:
 - (i) There was a defect in the appointment of a Board Member, Sub-Committee or person holding a subsidiary office; or
 - (ii) A Board Member was disqualified from being a Board Member as per Clauses 22(j) or 22(k) as a result of bankruptcy or conviction of a relevant criminal offence.

23. Chairperson/President

- (a) The Chairperson/President:
 - (i) must consult with the Secretary regarding the business to be conducted at each Board Meeting and each General Meeting
 - (ii) may convene special meetings of the Board under Clause 20(b)
 - (iii) may preside over Board Meetings under Clause 20(f)
 - (iv) may preside over General Meetings under Sections 13 and 14; and
 - (v) must ensure that the minutes of a General Meeting or Board Meeting are reviewed and signed as correct
 - 1. In the case where the President was absent from the meeting then the Vice President shall sign or another Board Member in attendance at that meeting.

24. Administration

- (a) The Secretary or other such person as authorised by the Board must:
 - (i) Co-ordinate the correspondence of the Club;
 - (ii) Consult with the Chairperson about all business to be conducted at meetings and convene General Meetings and Board Meetings, including preparing the notices of meetings and of the business to be conducted at each meeting;
 - (iii) Keep and maintain in an up-to-date condition the rules of the Club and any by-laws of the Club;
 - (iv) Maintain the register of the Members including the email, street, postal address or information by means of which contact can be made of each member;
 - (v) Update the register within 28 days of new members, members resigning, members suspended/expelled and in the latter case, include date in which member ceases and reasons for cessation of membership.
 - (vi) Maintain the record of office holders of the Club.
 - (vii) Board members may nominate a business address, post office box address or email address to be used in the record in place of their personal address;
 - (viii) Ensure the Annual Information Statement is submitted;
 - (ix) Ensure the safe custody of the Books and any securities, with the exception of the Accounting Records, of the Club;

- (x) Take and keep full and correct minutes of Board Meetings for approval at the next Board meeting, which will then be stored and distributed as per the by-laws;
- (xi) Take and keep full and correct minutes of General Meetings, which will be supplied upon request to the Secretary, distributed to all members within [x] days of the General Meeting via [detail] and will be tabled for adoption at the next General Meeting; and
- (xii) Perform any other duties as are imposed by these Rules or the Club on the Secretary role.

25. Finances

- (a) The Club financial year shall be from the first of May each year, until the following 30th of April.
- (b) The Treasurer or other such person as authorised by the Board must:
 - (i) Ensure all moneys payable to the Club are collected, and that receipts are issued for those moneys in the name of the Club;
 - (ii) Ensure the payment of all moneys referred to in Clause 25(b)(i) into the account or accounts of the Club as the Board may from time to time direct;
 - (iii) Ensure timely payments from the funds of the Club with the authority of a General Meeting or of the Board, with all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club signed by either:
 - (iv) 2 Board members; or
 - (v) one Board member and a person authorised by the Board
 - (vi) Ensure that the Club complies with the account keeping requirements in Part 5 of the Act;
 - (vii) Ensure the safe custody of the Financial Records of the Club and any other relevant records of the Club;
 - (viii) Coordinate the preparation of the financial statements or financial report, as imposed on the Club under Part 5 of the Act, prior to their submission to the annual general meeting of the Club;
 - (ix) Assist the reviewer or auditor (if any) in performing their functions; and
 - (x) Perform any other duties as are imposed by these Rules or the Club on the Treasurer role.
- (c) If the Club engages a reviewer or auditor, they shall be independent to the Club.
 - (i) Appointments of any reviewer or auditor shall be as per Part 5 of the Act.
- (d) Correct accounts and books shall be kept showing the financial affairs of the Club and the particulars usually shown in books of accounts of a like nature.
- (e) The Clubhouse and other Club facilities is to be provided and maintained from the joint funds of the Club and no person shall be entitled under these rules to derive any benefit or advantage from the Club which is not shared equally by every member thereof.
- (f) Clause 25(e) does not prevent:
 - (i) The payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to the Club or for goods supplied in the ordinary and usual course of business;

- (ii) The payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on money borrowed from any Member;
- (iii) The payment of reasonable and proper rent by the Club to a Member for premises leased by the Member to the Club; or
- (iv) The reimbursement of expenses incurred by any Member or any Board Member on behalf of the Club.
- (v) The reimbursement of a Board Member's travelling and other expenses as properly incurred:
 - 1. In attending Board Meetings or Sub-Committee meetings;
 - 2. In attending any General Meetings of the Club; and
 - 3. In connection with the Club's business.
- (vi) The payment of an honorarium to Board Members as determined by members by special resolution at an Annual or Special General meeting.

26. Sub-Committees

- (a) The Board may delegate any of its delegable powers to Sub-Committees consisting of such Members as it thinks fit.
 - (i) All members of a Sub-Committee shall be bound by Section 22.
- (b) Any such Sub-Committee must report to and be responsible to the Board.
- (c) No act of any Sub-Committee shall be binding on the Board or Club until ratified by the Board.
- (d) The Chair must be an existing member of the Board.
- (e) The President of the Board must be an ex-officio member.

27. Member Discipline

- (a) The Board shall have the power to reprimand, suspend or expel any member of the Club.
- (b) Any complaints relating to a member must be in writing and must be lodged with the Board within three (3) months of the date of the incident.
- (c) The President, Board or Approved Manager in receiving a complaint from the Approved Manager or Approved Bar Staff, of a member's behaviour which is considered a serious breach of the Liquor Act or acceptable member behaviour or where police involvement is required, may suspend a member for a period of time until disciplinary action under Clause 27(f) can be taken.
- (d) The Board shall apply the power to reprimand, suspend or expel any member of the Club who:
 - (i) Fail in the observance or commit any breach of any rule of the Club, members Code of Conduct, or any by-law of the Club or of any order or direction of the Board or of any General Meeting; and/or
 - (ii) In the sole judgement of the Board have been guilty in or out of the Club's premises of any act, conducted matter or thing calculated to bring discredit on the Club or its members, or to impair or affect the enjoyment of the Club by other members.
- (e) The Board is required to exempt any member of that Board from hearing a charge in which they have an interest.

- (f) Any member charged with misconduct as above shall be furnished with a written copy of the charge and summoned before the Board with no less than seven (7) days' notice.
 - (i) The Board shall, after hearing the accuser and accused and taking such evidence as they may consider proper, if they find the charge proved inflict a penalty of suspension from all or any of the privileges of membership.
 - (ii) If the Board determine that on a charge of gross misconduct suspension is insufficient and expulsion is warranted:
 - 1. The Board shall first call on the member to resign within ten (10) days.
 - 2. If the member neglects to resign within ten (10) days the Board shall then declare the member to be expelled.
 - (iii) If a Member is suspended or expelled under Clause 27(f)(i) or 27(f)(ii), the person may appeal the Board's decision through a Special General Meeting by giving written notice to the Secretary within fourteen (14) days of receiving notice of the Board's decision under Clause 27(f)(i) or 27(f)(ii).
- (g) At the hearing, all parties to the disciplinary proceeding must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- (h) Members are not permitted to have legal representation attend any disciplinary matters, but may bring another member to act in a support capacity only.
 - (i) Any member under the age of 18 must have a parent or legal guardian present during the entire disciplinary process.
 - 1. If a parent or legal guardian does not attend the hearing, the member under the age of 18 will not be able to attend the hearing and the Board will continue as per Clause 27(i).
- (i) If a responding member or a representative of the responding member does not attend within 30 minutes of the time stated on the hearing notice, the hearing may start without that member or their representative and determination will be made at the hearing.
- (j) If a Member's membership is suspended under Clause 27(f)(i), the Secretary shall record in the Register:
 - (i) The name of the Member that has been suspended from membership;
 - (ii) The date on which the suspension takes effect; and
 - (iii) The length of the suspension as determined by the Board under Clause 27(f)(i).
- (k) During the period a member's membership is suspended, the member:
 - (i) Loses any rights (including voting rights) arising as a result of membership;
 - (ii) Is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Club; and
 - (iii) Cannot attend the Club as a Guest of a member, unless prior written authorisation is received from the Board.
- (l) Upon the expiry of the period of a Member's suspension, the Secretary shall record in the Register that the Member is no longer suspended.
- (m) If the Board's decision to suspend or expel a Member is revoked under these Rules, any act performed by the Board or Members in a General Meeting during the period that the Member was suspended or expelled from Membership under Clause 27(f), is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

28. Resolving Disputes

(a) Disputes Arising under the Rules

- (i) Clause 28(a) applies to:
 - 1. Disputes between Members; and
 - 2. Disputes between the Club and one or more Members that arise under the rules or relate to the rules of the Club. This does not include disciplinary matters undertaken with club members, which are covered only under Section 27 of the Club constitution.
- (ii) The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.
- (iii) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties to, and details of, the dispute.
- (iv) The Secretary must convene a Board Meeting within twenty-eight (28) days after the Secretary receives notice of the dispute under Clause 28(a)(iii) for the Board to determine the dispute.
- (v) At the Board Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- (vi) The Secretary must inform the parties to the dispute of the Board's decision and the reasons for the decision within seven days after the Board Meeting referred to in Clause 28(a)(v).
- (vii) If any party to the dispute is dissatisfied with the decision of the Board they may elect to initiate further dispute resolution procedures as set out in the Rules.

(b) Mediation

- (i) Clause 28(b) applies:
 - 1. where a person is dissatisfied with a decision made by the Board under or Clause 28(a) or
 - 2. where a dispute arises between a Member or more than one Member and the Club and any party to the dispute elects not to have the matter determined by the Board.
- (ii) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Clause 28(a)(ii), or a party to the dispute is dissatisfied with a decision made by the Board under Clause 28(a)(vii) a party to a dispute may:
 - 1. Provide written notice to the Secretary of the parties to, and the details of, the dispute;
 - 2. Agree to, or request the appointment of, a mediator.
- (iii) Party, or parties requesting the mediation must pay the costs of the mediation.
- (iv) The mediator must be:
 - 1. a person chosen by agreement between the parties; or
 - 2. in the absence of agreement:
 - a. if the dispute is between a Member and another Member – a person appointed by the Board; or

- b. if the dispute is between a Member or more than one Member and the Club, the Board or a Board Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- (v) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (vi) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (vii) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (viii) The mediator, in conducting the mediation, must:
 - 1. give the parties to the mediation process every opportunity to be heard;
 - 2. allow all parties to consider any written statement submitted by any party; and
 - a. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
 - b. The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.
- (c) **Inability to Resolve Disputes**
 - (i) If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

29. Executing Documents

- (a) The Club shall not have a Common Seal.
- (b) The Club may execute a document if the document is signed by:
 - (i) any two Board Members; or
 - (ii) one Board Member and a person authorised by the Board.

30. Liquor Act

- (a) The Club will maintain a club license under the Liquor Act.
- (b) The Club shall ensure an Approved Manager is on the licensed premises for the purposes of observing liquor licensing requirements and regulations, as required under the Liquor Act.
- (c) The Club shall be open for sale of liquor during such hours as the Board shall from time to time determine and as permitted under the Liquor Act and Club licence documentation.
- (d) No liquor shall be sold or supplied to any juvenile.
- (e) The Club may allow visitors onto the premises, as per the requirements of the Liquor Act.
 - (i) Visitors shall not be entitled to be present at any meeting of the members of the Club, nor have any right, title or interest in or to any of the property of the Club.
 - (ii) Visitors will be subject to withdrawal by any Club official, including bar persons, acting on the best interests of the Club.
 - (iii) An up-to-date register of visitors must be continually available for inspection at the Club premises by authorised officers.

- (f) No liquor shall be sold or supplied for consumption other than on the Club's premises.

31. Alteration and Repeal of Rules

- (a) The Club may only alter or rescind any of these rules, or to make additional rules, only by special resolution carried by a three-fourths majority of members present and voting at a General Meeting and by otherwise complying with Part 3 Division 2 of the Act.
- (b) Notice of Special Resolution to alter or rescind any of these rules or to make additional rules shall be given to the Secretary at least twenty-one (21) days preceding the Annual or Special General Meeting at which the motion shall be presented.
- (c) The Secretary shall exhibit the Special Resolution on the Club notice board at least fourteen (14) days prior to such meeting.
- (d) Within one month after a special resolution is carried to repeal or alter the rules or adopt new rules of the Club under Clause 31(b), the Board shall lodge the required documents with the Commissioner.

32. Dissolution of the Club

- (a) The Club may wind up and have its incorporation cancelled in accordance with Parts 9 and 10 of the Act, if the Club so resolves by special resolution.
- (b) On the cancellation of the incorporation or the winding up of the Club, the surplus property must be distributed as determined by special resolution and as per Section 24(1) of the Act.