



# The Constitution of the Swan Yacht Club (Inc.)

**1. The name** of The Club shall be The Swan Yacht Club (Inc.).

**2. Objects and Powers of The Club:**

- a. The principal objects are to establish, maintain and conduct a Club devoted to;
  - (1) Encourage amateur boating, both power and sail, and other associated activities.
  - (2) Encourage the study of seamanship, pilotage and navigation.
  - (3) Hold and arrange regattas and competitions in yachting, both power and sail, and other associated activities and the offering and granting of contributions towards the provision of prizes and other awards.
  - (4) Provide and maintain a Clubhouse and sporting amenities for the use of the members, plus Social, Sporting, Cultural and Community pursuits, but, in addition, to provide facilities for literary, scientific, athletic, professional and any other lawful purpose of providing benefits and enjoyment for the members of The Club.
  - (5) To promote the sports of Billiards, snooker, indoor balls, bridge and other card games, ball room dancing, darts, and any such sports in which The Club participates.
  - (6) Facilitate integration to insure the preservation of the history of the Fremantle Club into The Club.
- b. Powers of The Club
  - (1) Subject to The Act and these rules, The Club may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may —
    - (i) Acquire, hold, deal with, and dispose of any real or personal property; and
    - (ii) Open and operate bank accounts; and
    - (iii) Invest its money —
      - A. As trust funds may be invested under the Trustees Act 1962 Part III; or
      - B. In any other manner authorised by these rules;and
    - (iv) Borrow money upon such terms and conditions as The Club thinks fit; and
    - (v) Give such security for the discharge of liabilities incurred by the Club as The Club thinks fit; and



# CONSTITUTION

June 2019

- (vi) Appoint agents to transact any business of the association on its behalf; and
- (vii) Enter into any other contract it considers necessary or desirable.

### 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: In reading this Constitution, unless the context or such otherwise indicates or requires,

- a. "Annual Meeting" means an Annual General Meeting.
- b. "Boat" shall, where the context so admits or requires, include any vessel (which must be a minimum of 4.3 metres in length), whether propelled by sail or power or by a combination thereof. Where it is necessary to distinguish between types of vessel, a prefix such as "Sailing" or "Power" may be used as is appropriate.
- c. "Boat Owner" shall be that person in whose name any boat is registered in The Club's register of boats. Where a boat is owned by or registered in the name of a partnership, the partners must advise the General Manager in writing of the names of all partners and their respective percentage interests in the partnership.
- d. "Boating Rights" means the right granted by the Committee to use all The Club's boating facilities.
- e. "Books of The Club" means the Members Register; the Record of Office Holders; and The Club Constitution.
- f. "By- Laws and Appendices" means the codes and regulations under which The Club operates and are formulated by the Committee, in accordance with rule 17b.(12).
- g. "Commissioner" means: the person for the time being designated as the Commissioner under section 153 of the Associations Incorporation Act.
- h. "Committee" means the Management Committee, duly elected in accordance with the Constitution and Rules.
- i. "Flag Officer" shall be the Commodore, the Vice-Commodore, the Rear- Commodore or the Rear-Commodore Power and Angling. Each flag officer shall be a boat owner as defined in the Rules.
- j. "Financial Member" A member shall be deemed to be a Financial Member as and when his/her current membership subscription has been paid.
- k. "Financial Records" Includes: invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; documents of prime entry; working papers and other documents



# CONSTITUTION

June 2019

needed to explain the methods by which financial statements are prepared; and adjustments to be made in preparing financial statements;

- l. “Financial Report” has the meaning given in Part 5 of The Act.
- m. “Financial Statements” means the financial statements in relation to The Club required under Part 5 of The Act.
- n. “Financial Year” means from July 1 each year until the following June 30.
- o. “General Manager” means the person engaged by the Management Committee to manage and administer the functions of The Club on a day-to-day basis in accordance with the Constitution, Rules, By-laws, Appendices and directions given by the Management Committee from time to time.
- p. “General Meeting” includes the Annual General Meeting to be held in August of each year, the Half-Yearly General Meeting to be held in February in each year and any Special General Meeting properly convened in accordance with the rules.
- q. “Junior Flag Officer” means the Rear-Commodore or Rear-Commodore Power and Angling.
- r. “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.
- s. “Member” means a person accepted by the Committee to membership of The Club in one of the categories of membership.
- t. “Month” means a calendar month.
- u. “Senior Flag Officer” means the Commodore or Vice-Commodore.
- v. “Special General Meeting” means a General Meeting as defined and called in accordance with Section 12 hereunder, at which only business that has been described in the notice may be transacted.
- w. “Special Resolution” means a resolution passed by the members at a general meeting in accordance with Section 51 of The Act.
- x. “The Act” means the Associations Incorporation Act 2015, its amendments and any other legislation that may come into force to replace or supplement this Act, and shall form part of these Rules.
- y. “The Club” means The Swan Yacht Club (Inc.).
- z. “The Club Premises” means all land, building, jetties and structures thereon of which The Club is the bona fide occupier.
- aa. “Voting Rights” means the ability for a financial member to: Propose or second an application for membership; move or second a motion or special motion; speak at all general meetings; nominate for a position on the Management Committee; vote at all general meetings; petition for special general meeting.



# CONSTITUTION

June 2019

## 5. Membership

- a. The Club shall keep an up-to-date register of members in respect of Full, Country, Member for Life, Senior Full, Affiliate, Social, Family, Associate, Life, Honorary, Special Circumstance and Corporate Members. Residential, postal or email address; or information by means of which contact can be made with the member, can be nominated for the members register.
- b. Membership of The Club shall consist of the following:
  - (1) FULL MEMBER.
    - (i) A person over 18 years of age duly nominated and then appointed by the Committee
    - (ii) Qualifies for all rights and privileges of The Club, including voting and use of boating facilities.
  - (2) LIFE MEMBER. The members may elect a person who has rendered meritorious service to The Club as a Life Member for such service.
    - (i) A Sub-Committee Consisting of: The Management Committee plus seven (7) Life Members nominated by the Body of Life Members may nominate a member for Life Membership.
    - (ii) Such nomination must be confirmed at an election at the Annual General Meeting by a motion supported by not less than 75% of the financial voting members present.
    - (iii) When Life Membership has been conferred a suitable badge shall be presented.
    - (iv) A Life Member shall be liable to pay any fees relating to the marina and club facilities, but shall not be liable to pay any such fees or levies relating to membership.
  - (3) COUNTRY MEMBER. A member whose usual place of residence is outside a radius of 150km from the Clubhouse by the shortest practical road route.
  - (4) MEMBER FOR LIFE.
    - (i) The member was a member of the Fremantle Club Inc., immediately prior to the winding up of the Fremantle Club Inc.; or
      - A. The membership for life was created by the Committee as a prize for the fundraising raffle; or
      - B. By Sale to a member for such consideration as Committee may determine from time to time and this category shall be classified as “a purchased MFL”. No further purchased MFL’s shall be issued by the Committee.
    - (ii) A person who is a Member for Life has the same privileges as a Full Member.
    - (iii) A Member for Life shall be liable to pay any fees and special purpose levies relating to the marina and The Club facilities, but shall not be liable to pay any fees relating to membership.
    - (iv) A Member for Life is not transferable by the Member for Life to another person.



## CONSTITUTION

June 2019

- (5) SENIOR FULL MEMBER.
- (i) A Full Member who holds a current Social Security pension card.
  - (ii) Qualifies for the same privileges as a Full Member and pays only 50% of the Full Membership fee.
- (6) ASSOCIATE MEMBER. The spouse or children of a Full Member.
- (7) SOCIAL MEMBER.
- (i) A Social Member is a member over 18 years who is interested in promoting the objects of The Club but does not wish to participate in any sporting activities.
  - (ii) A Social Member shall have the privilege of using the facilities of the Clubhouse.
  - (iii) A Social Member shall not have tenancy of a mooring pen.
- (8) FAMILY MEMBERSHIP. Family Membership will consist of up to two adults over 18 years and their children.
- (9) AFFILIATE MEMBER. A person who qualifies for membership in accordance with the By-Laws and who has proved current financial membership of a body which has been approved by simple majority at a General Meeting as an affiliate body.
- (10) 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:
- (i) To engage in a pre-arranged event with The Club as per The Club's objects; or
  - (ii) To hold a pre-arranged function at The Club involving the use of The Club's sporting facilities.
- (11) RECIPROCAL MEMBER. Members of such other sporting clubs as the Committee may decide shall be admitted as Reciprocal Members provided that such members are financial members of and entitled to vote at the General Meeting of their club (Reciprocal Association)
- (12) SPECIAL CIRCUMSTANCES MEMBER. A person who for age, ill-health or infirmity and distance from The Club has retired from active participation but desires to retain an association with The Club.
- (13) HONORARY MEMBER. Membership that may be granted to Club Patrons, Sponsors, Selected Government Officers, members of the armed forces and any other such persons as the Committee may decide from time to time. Honorary membership will be restricted at any one time to a level deemed appropriate by the Committee or as may be suggested by the Liquor Licensing Authority.
- (14) CORPORATE MEMBER. Organisations through senior management conducting community or tourism related business in Perth and its surrounds that have made a contribution to The Club through business, sponsorship or donations. Corporate membership will be restricted at any one time to a level deemed appropriate by The Club or as may be required by the Liquor Licencing Authority.



# CONSTITUTION

June 2019

c. 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.

d. Cessation of Membership:

(1) 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 22;

(v) The person ceases to be a member under Section 10.c.

## 6. Application for Membership

a. Any person desiring to become such a member of The Club shall sign an application form provided and such form must bear the signatures of two members of The Club who are entitled to propose or second an application for membership.

(1) When the application form and all subscriptions have been received, 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 Committee meeting.

(2) At the next Committee meeting, the applicant will then be accepted or denied membership.

(3) If membership is denied, all subscriptions shall be refunded.

b. No person shall be entitled to exercise any of the privileges of a member until they have paid all subscriptions due by them.

c. The Committee shall have the right to refuse to admit any person to membership without assigning any reason.

d. On the election of each candidate, the General Manager 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, and shall thereby absolve every person concerned in carrying out enforcing such rules from all personal responsibility or legal liability on such account.

## 7. Members' 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.



# CONSTITUTION

June 2019

- b. Full, Member for Life, Life, Country and Senior Full Members shall have voting rights.
- c. A Social Member shall not have voting rights, except for the ability to nominate and/or second an application for membership by any person seeking to join The Club as a Social Member.
- d. Special Circumstances, Family, Associate, Affiliate, Honorary, Reciprocal, Corporate and Temporary Members shall not be entitled to voting rights.
- e. The Committee may revoke the membership of any Affiliate, Honorary, Temporary or Reciprocal Member at any time without notice and add others as required.
- f. Employees – Members other than the General Manager 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, unless provided an exemption by the Committee prior to the nomination period.
- g. Upon acceptance to membership, all members agree to be bound by The Club Code of Conduct.
- h. All members, upon successful registration, will be supplied with an electronic copy of The Club constitution and By-Laws, directed to obtain a copy of The Club constitution and By-Laws from The Club's website or provided with a hard copy if requested.
- i. All membership categories are entitled to:
  - (1) Invite guests to The Club, but the number of guests shall not exceed the maximum number as contained in the Liquor Act and its amendments.
  - (2) Hold private family and business functions without limit to number of guests, providing that the sale of liquor shall be:
    - (i) Ancillary to a meal supplied at The 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.
    - (ii) To a member, for consumption by the guests of that member at a function held by or on behalf of that member at The Club.
- j. Functions: Members are entitled to host functions on The Club premises after written application for said function has been considered and approved by the General Manager. Said function cannot exclude any member his/her rightful access to Club premises. The General Manager will 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 he/she shall see fit.
- k. Upon request, a member is able to inspect the Books of The Club at such time and place as is mutually convenient to The Club and the Member.
  - (1) A Member must contact the Manager to request to inspect the Member Register.



# CONSTITUTION

June 2019

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

## 8. Subscriptions

- a. The entrance fee and annual subscription of The Club shall be set by majority vote of the Committee prior to the commencement of the financial year.
- b. Notice of the fees and subscriptions shall be notified to the members via The Club notice board.
- c. Annual fees are not to increase by more than 8% per annum unless agreed to by the membership.
- d. All subscriptions are due from July 1 each year and are payable in advance on or before September 30.

## 9. New Members

- a. Subscriptions must be paid one week after acceptance of nominations.
- b. If elected between July 1 and December 31—full annual subscription.
- c. If elected between January 1 and June 30—50% annual subscription.





# CONSTITUTION

June 2019

## 10. Liability Subscription

- a. Any member who does not notify the General Manager in writing before the date of the Annual Meeting of his/her withdrawal from The Club shall be liable for the subscription for the current Club year.
- b. The Committee shall have the power by resolution to remove from the roll of members the name of any new member who fails to pay his/her subscription within two weeks from the date of his/her election.
- c. Any member whose subscription is in arrears after September 30 each year shall cease to be a member, unless the Committee upon receiving an explanation in writing from that member shall otherwise decide.
- d. A member who is considered by the Committee to be going through a genuine hardship may be eligible for consideration for their membership category to be converted to Special Circumstance membership which will be as per clause 5b. (11).

## 11. General Meetings

- a. The Annual General Meeting of members shall be held in August after the end of The Club's financial year, with the Committee to determine the date, time and place.
- b. Notice of the meeting and agenda items, including special notices of motion, must be posted on The Club notice board for 21 days before the date of the meeting.
- c. At this meeting, a report shall be presented by the Commodore on behalf of the Committee, and the Treasurer shall present The Club's statement of accounts and balance sheet for the past year, duly audited. These accounts together with the minutes of the previous General Meeting will be forwarded to Full Members 10 calendar days prior to the meeting and other business in accordance with these rules may be transacted.
- d. Five per cent of the Full, Member for Life, Life Members, Country and Senior Full financial members present shall constitute a quorum at a General Meeting or Special General Meeting. The Chair of the meeting shall be a Flag Officer.
- e. In the case of insufficient members to form a quorum being present after 30 minutes following the advertised start time, the meeting shall lapse. The said meeting will then be automatically adjourned to reconvene at the same time seven days later and shall proceed with or without a quorum.
- f. A Half-Yearly General Meeting shall be conducted in February of each year along similar guidelines to the AGM.
- g. Financial members with voting rights may vote by proxy in relation to any notice of motion to be voted on at any General Meeting. Forms of proxy as set out in the By-laws and Appendices to be available to any voting member on request to the General Manager.
- h. A financial member may only be allocated 1 proxy vote.



# CONSTITUTION

June 2019

- i. Before issuing a form of proxy to any voting member, the General Manager shall:
  - (1) Ensure that the relevant member is qualified to vote.
  - (2) Fill in the form to the extent of the name and membership number of the member to whom it is issued;
  - (3) Sign the form for identification.
- j. The form of proxy shall specify the meeting at which the vote(s) is/are to be cast and shall direct the Chairperson of that meeting to either vote in favour of or against (or abstain from voting for or against) one or more specified notice(s) of motion to be submitted to that meeting.
- k. Original forms of proxy (including emailed forms) must be returned to the General Manager no later than 5.00pm of the day before the relevant meeting is to be held. Copies, including faxes, of forms of proxy will not be accepted.
- l. The order of business at the Annual Meeting shall be as follows:
  - (1) Reading notice of meeting.
  - (2) Confirmation of the last Annual Meeting Minutes and any other General Meeting Minutes not yet confirmed and confirming or amending same.
  - (3) Presentation of the Commodore's Report, discussion and adoption.
  - (4) Presentation of all other reports, discussion and adoption.
  - (5) Presentation of the Statement of Accounts and Balance Sheet, to be received and adopted.
  - (6) To vote on nominations for Life Memberships, if any.
  - (7) Declaration of the poll of Officers and Committee.
  - (8) Elect Club Captains.
  - (9) Special Business of which Notice of Motion has been given.
  - (10) Other business.

## **12. Special General Meetings**

- a. The Committee may, at any time, call a Special General Meeting by giving adequate notice on The Club notice board and a copy mailed or emailed to the voting members.
- b. A Special General Meeting shall also be called by the Committee on the requisition signed by not less than 20 per cent of members with voting rights stating in detail the purpose of the meeting.
- c. Notice of the meeting and a copy of the requisition shall be posted on the notice board and mailed or emailed to the voting members at least seven days before the date of the said meeting.



# CONSTITUTION

June 2019

- 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.
- e. Five per cent of financial members qualified to vote shall form a quorum. In the case of insufficient members to form a quorum being present after 30 minutes following the advertised start time, the meeting shall lapse. The said meeting will then be automatically adjourned to re-convene at the same time seven days later and shall proceed with or without a quorum.

## 13. General Provision

- a. 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) and must conform to the decisions of the Committee and, in the case of an appeal, to the decision of the General Meeting to which he/she appeals. These rules shall be the rules of The Club and shall be binding on members.
- b. Correct accounts and books shall be kept showing the financial affairs of The Club.
- c. No liquor shall be sold or supplied for consumption other than on The Club's premises, unless the member purchasing it removes such liquor from the premises of The Club.
- d. The Clubhouse and other Club facilities are 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 that is not shared equally by every member thereof.
- e. Section 13d. does not prevent:
  - (1) 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;
  - (2) 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;
  - (3) The payment of reasonable and proper rent by The Club to a Member for premises leased by the Member to The Club; or
  - (4) The reimbursement of expenses incurred by any Member or any Committee Member on behalf of The Club.
  - (5) The reimbursement of a Committee Member's travelling and other expenses as properly incurred:
    - A. in attending Committee Meetings or Sub-Committee meetings;
    - B. in attending any General Meetings of The Club; and
    - C. in connection with The Club's business.



# CONSTITUTION

June 2019

- (6) The payment of an honorarium to Committee Members as determined by members by special resolution at an Annual or Special General meeting.

## 14. Management Committee and Election of Office Bearers

- a. The affairs of The Club will be managed exclusively by a Management Committee consisting of:
  - (1) The Commodore
  - (2) Vice-Commodore
  - (3) Rear-Commodore
  - (4) Rear-Commodore Power and Angling
  - (5) Treasurer
  - (6) All above positions are elected for a one year term.
  - (7) General Manager (Honorary Member)
  - (8) Six committee persons, of who four are boat owners are elected for a two year term. In the situation where there are more than three positions vacant, the three members polling the highest number of votes are elected for a two year term. The remaining positions are elected for a one year term.
- b. Members unable to attend the voting at such times may lodge a postal vote to the General Manager prior to 5pm Friday preceding the Annual General Elections.
- c. Election of Officers and Committee
  - (1) The members qualified to vote shall elect the Flag Officers, the Treasurer and other members of the Committee annually. Any changes of personnel as the result of such an election shall take place immediately after the declaration of the election results by the Returning Officer at an Annual General Meeting.
  - (2) With the exception of the Rear-Commodore Power and Angling, the serving members may only occupy Flag Officer positions for a period of not more than two consecutive years. After such time, a Flag Officer having served his/her two years shall vacate that Flag Officer position and shall not seek re-election for the same position in the ensuing year.
  - (3) Financial members with voting rights desirous of becoming Rear Commodore Power and Angling shall in any of the 47 months prior to nominating, have served at least 10 months as either a Committee Person, Treasurer, Power Yacht Captain or Angling Section Captain.
  - (4) Financial members with voting rights desirous of becoming Rear Commodore shall in any of the 47 months prior to nominating, have served at least 10 months as either a Committee Person, the Rear Commodore Power and Angling or Treasurer.



# CONSTITUTION

June 2019

- (5) Financial members with voting rights desirous of becoming Vice Commodore shall in any of the 47 months prior to nominating, have served at least 10 months as either Rear Commodore or Rear Commodore Power and Angling.
- (6) Financial members with voting rights desirous of becoming Commodore shall in any of the 47 months prior to nominating, have served at least 10 months as either Vice Commodore or Rear Commodore.
- (7) In the event of an unexpected vacancy occurring in a Flag Officer position, the next most senior Flag Officer shall, subject to Section 14.c.(6), move up and fill the vacancy.
  - (i) In the case of a Committee member or Flag Officer moving up to fill an unexpected vacancy in a Flag Officer position, the remainder of the year served in the higher position shall not count as one of the two years a Flag Officer can serve in that role.
- (8) In the event of an unexpected vacancy occurring in a Flag Officer position, the Rear-Commodore Power and Angling shall have the option of moving up to Rear-Commodore or continuing as Rear-Commodore Power and Angling.
- (9) The vacancy thereby caused in either the position of Rear-Commodore or Rear-Commodore Power and Angling shall be filled from the ranks of existing Committee Persons who are boat owners.
- (10) A serving Flag Officer can only be removed from office by a resolution passed at a General Meeting of members. The notice convening the meeting must include the appropriate notice of motion.
- (11) A member who is under suspension under Section 22 of the Constitution shall be ineligible to nominate for any position on the Committee for that year's elections.
- (12) Only a financial member with voting rights may nominate for a position of Committee Person.
- (13) There shall be a minimum of four boat owners elected as members of the Committee, not counting Flag Officers.
- (14) The Committee shall, at least 42 days prior to the Annual General Meeting, appoint a member who is not a candidate for office to act as Returning Officer for the forthcoming elections.
- (15) The General Manager shall, not less than 42 days (six weeks) prior to the Annual General Meeting in each year, place a notice in the Clubhouse calling for nominations for positions to be filled.
- (16) Nominations must be in writing, addressed to the General Manager and signed by the candidate and his/her proposer and seconder, all of whom must be financial voting members.
- (17) Such nominations shall be forwarded so as to reach the General Manager not later than 5.00pm. on the day 28 days prior to the Annual General Meeting, when nominations shall be closed.
- (18) In the case when no more than the required number of officers shall be nominated, those so nominated shall be declared elected.



## CONSTITUTION

June 2019

- (19) If there shall be insufficient nominations to fill the whole of the vacancies of the list of officers, those nominated shall be declared elected and shall have power to fill the vacancies and any casual vacancies that may occur.
- (20) In the event of there being no eligible candidate nominating for the office of Commodore, the Committee shall have the power to co-opt any Past Commodore, including the Immediate Past Commodore, to nominate and serve for one year as Commodore.
- (21) In the event of a ballot being necessary for any position in the election, the following shall apply:
- (i) At the close of nominations, the General Manager shall prepare a ballot paper containing particulars of the positions to be filled and the names of the candidates, a boat owner denoted by an asterisk, a retiring Committee Person by a dot.
  - (ii) The General Manager shall, on the Friday prior to the Annual General Elections, prepare a master roll on which shall appear the name of every financial voting member. The position of a candidate's name on the ballot paper shall be determined by a draw conducted by the Returning Officer in the body of the Clubhouse immediately after closure of nominations.
  - (iii) The Returning Officer shall cause the name of every member issued with a ballot paper (signed for identification by the General Manager or Returning Officer) to be marked off the master roll after the member shall have presented his/her current membership card.
  - (iv) Each member whose name appears on the master roll shall be entitled to only one ballot paper unless the same be damaged or defaced, when the Returning Officer shall be entitled on the return of the original to issue the member with a replacement ballot paper.
  - (v) A financial member with voting rights who will be unable to attend during voting hours for any reason shall be entitled to an absentee vote/postal vote on personal or written application to the General Manager or Returning Officer at any time after ballot papers are available and prior to the Friday preceding the Annual General Elections.
  - (vi) The member so applying shall be issued with a ballot paper (signed for identification by the General Manager or Returning Officer), a ballot paper envelope and an outer envelope. The ballot paper shall be sealed in the ballot paper envelope, which shall be enclosed in the outer envelope bearing the member's name and number and returned to the Returning Officer no later than 5.00pm on the Friday of the election.
  - (vii) Each member shall vote for candidates as indicated on the ballot paper.
  - (viii) A ballot paper shall be valid only for the sections fully and correctly marked. The decision of the Returning Officer in respect to the validity of any ballot paper or any part thereof shall be final.



# CONSTITUTION

June 2019

- (ix) The annual election of officers shall be by ballot and will take place in the Clubhouse in the presence of the Returning Officer or his/her proxy on the Friday from 5pm to 8pm and Saturday from 10am to 6pm immediately prior to the Annual General Elections.
- (22) The Committee shall engage The Club's auditors in their professional capacity to count the votes prior to the Annual General Meeting and to submit a certified result of the ballot to the Returning Officer, who shall announce the results at the Annual General Meeting. Upon such announcement being made, the members concerned shall be deemed elected.
- (23) Voting shall be determined as first past the post.
- (24) In the case of a tied vote, the candidate to be elected shall be determined by a draw conducted by the Returning Officer.
- (25) The counting of votes shall be open to members.
- (26) The result of the ballot, including the votes cast for each candidate, shall be displayed in the Clubhouse.
- (27) Each candidate may provide a statement of up to 200 words and a passport-sized photograph to the General Manager 21 days prior to the AGM for inclusion in an issue of the Club newsletter.
- (28) No member, whether a candidate or not, shall canvass votes in writing other than a candidate's statement in the Club newsletter.
- (29) Immediate Past Commodore
  - (i) The Commodore, having vacated or having been voted out of such position, shall then be the Immediate Past Commodore for one year.
  - (ii) While holding that position he shall be entitled to attend all Committee and Sub-Committee meetings, but shall not be entitled to vote or to be counted in a quorum.
  - (iii) Thereafter, with the exception of Election of Officers and Committee section 13.c. he/she must serve as a Committee Person for 10 months before being nominated as a Flag Officer.

## **15. Procedures at General Meeting**

- a. The Commodore shall have the casting vote in the event of a tie and shall decide all questions of order unless otherwise provided by these rules.
- b. All Notices of Motion for consideration at the Annual Meeting must be handed to the General Manager in writing no less than 21 days prior to the date set for said meeting and posted on The Club notice board in the Clubhouse for 21 days before the meeting.



# CONSTITUTION

June 2019

- c. The Chair of the meeting shall be the Commodore or if not available a person nominated and elected by the members present.

## 16. The Management Committee and Terms

- a. The executive positions on the Management Committee shall be Commodore, Vice-Commodore, Rear-Commodore and Rear Commodore Power and Angling.
- b. The quorum at all Committee meetings shall be seven (7) members of the eleven (11) elected members, two (2) of whom should be Flag Officers.
- c. Committee meetings shall be held monthly. Special meetings may be called by the Commodore or on the request of three members of the Committee.
- d. No member of the Committee shall be held to have resigned his/her seat until his/her resignation, in writing, has been accepted by the Committee.
- e. Any vacancy occurring in the Committee shall be filled at a meeting of the Committee when a member shall be elected to fill such a vacancy until the next election, provided the member elected at such Committee meeting shall hold office in the place of, and upon the same terms and conditions as, his/her predecessor.
  - (1) In the vacancy of the Commodore then the Vice Commodore shall become Commodore.
  - (2) A casual vacancy of Vice Commodore shall be filled by the Committee from a Member of the Committee.
  - (3) If vacancies in the Committee result in the number of Committee Members being less than the number fixed under Section 16.b., the continuing Committee Members may act to only:
    - (i) increase the number of Members on the Committee to the number required for a quorum; or
    - (ii) convene a General Meeting of The Club
- f. The Commodore shall preside at all Club and management meetings and, in his/her absence, the Vice-Commodore or Rear-Commodore. Should neither be present, the meeting shall elect a Chairperson.
- g. All resolutions of the Committee shall be decided by a majority vote of all those present. In case of equality of votes, the proposal before the Committee shall be decided in the negative.
- h. The Commodore or, in his/her absence, the acting Chair shall be authorised to speak on behalf of The Club.
- i. The Committee is able to determine the distribution of Committee Meetings minutes, as detailed in the By-laws.
- j. Any act performed by the Committee, a Sub-Committee or a person acting as a Committee Member is deemed to be valid even if the act was performed when:





# CONSTITUTION

June 2019

- (1) There was a defect in the appointment of a Committee Member, subcommittee or person holding a subsidiary office; or
  - (2) A Committee Member, a Sub-Committee member or a person holding a subsidiary office was disqualified from being a Committee/Sub-Committee Member as per Section 17.c.(10) or 17.c.(11) as a result of bankruptcy or conviction of a relevant criminal offence.
- k. Ceasing to be a member of the Committee
- (1) A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:
    - (i) Dies
    - (ii) Ceases to be a Member;
    - (iii) Becomes disqualified from holding a position under Section 17.c.(10) or 17.c.(11) as a result of bankruptcy or conviction of a relevant criminal offence;
    - (iv) Becomes permanently incapacitated by mental or physical ill-health;
    - (v) Resigns from office under Section 16.d.;
    - (vi) Is absent, without satisfactory explanation, from three consecutive Committee meetings, unless the disqualification shall be dispensed with on a resolution of the Committee. Any member of the Committee removed from office shall have the right of appeal by calling a Special General Meeting;
    - (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.
      - A. The Committee Member who faces removal from the Committee must be given a full and fair opportunity at the General Meeting to decide the proposed resolution, to state his or her case as to why the Member should not be removed from his or her position on the Committee.
      - B. If all Committee Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Committee.
      - C. The interim Committee must, within two months, convene a General Meeting of the Association for the purpose of electing a new Committee.

## 17. Powers of the Committee

- a. The business of The Club shall be managed exclusively by the Committee, which exercise all powers of The Club may except those required to be exercised by The Club at a General Meeting.



# CONSTITUTION

June 2019

- b. Without prejudice to the powers conferred by the last preceding rule, the Committee shall, subject to the rules, have powers to do the following things:
- (1) To purchase or otherwise acquire any books, newsletters or periodicals and dispose of them as it may see fit.
  - (2) 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.
  - (3) To determine what persons (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.
  - (4) To appoint any other officials of The Club and to remove them as occasions may require at its discretion and to define their respective duties.
  - (5) To delegate (subject to such conditions as it thinks fit) any of its powers to Sub-Committees consisting of such members of the Committee and other members of The Club co-opted for the purpose as it may determine, and to make such regulations as to the proceeding of such Sub-Committees as may be thought desirable.
  - (6) To regulate and control its own meetings and the transaction of business thereat.
  - (7) To reimburse any servant of The Club for faithful and diligent service as deemed fit.
  - (8) In accordance with the rules, to suspend or expel any member.
  - (9) To enter into or accept any lease or tenancy of the premises.
  - (10) To take and defend all legal proceedings by or on behalf of The Club.
  - (11) To borrow, raise or secure the payment of money, and to sell and dispose of the assets of The Club.
  - (12) To make, alter and repeal By-Laws and Appendices not consistent with the rules and management of The Club premises, the admission of members and the conduct of The Club and its affairs.
  - (13) To do and perform any other act, matters and things in connection with or relative to the management of The Club and shall not by these rules require to be done by The Club in General Meetings.
  - (14) To appoint a member as a delegate 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 delegate shall hold office in accordance with the rules of such sporting bodies and associations, respectively.
  - (15) Every member of the Committee shall be indemnified against any loss, expenses or liability incurred by reason of any act or deed performed by him/her in good faith on behalf of the Committee, and the



# CONSTITUTION

June 2019

Committee may use the funds of The Club for any such purpose required, together with any reasonable expenses incidental to Committee activities.

## c. Role and Responsibilities of Committee Members

- (1) The Committee must take all reasonable steps to ensure The Club complies with its obligations under The Act and these Rules.
- (2) Responsibilities of Committee Members
  - (i) A Committee Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
  - (ii) A Committee Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of The Club and for a proper purpose.
  - (iii) A Committee Member or former Committee Member must not improperly use information obtained because he or she is a Committee Member to:
    - A. gain an advantage for himself or herself or another person; or
    - B. cause detriment to The Club.
- (3) A Committee Member or former Committee member must not improperly use his or her position to:
  - (i) Gain an advantage for himself or herself or another person; or
  - (ii) Cause detriment to The Club.
- (4) A Committee Member having any material personal interest, i.e.: financial or non-financial interests, in a matter being considered at a Committee Meeting must:
  - (i) As soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
  - (ii) Disclose the nature and extent of the interest at the next General Meeting of The Club; and
  - (iii) Not be present while the matter is being considered at the Committee Meeting or vote on the matter.
- (5) Section 17c.(4) does not apply in respect of a material personal interest that:
  - (i) Exists only because the Committee Member belongs to a class of persons for whose benefit The Club is established; or
  - (ii) The Committee Member has in common with all, or a substantial proportion of, the members of The Club.
- (8) The General Manager must record every disclosure made by a Committee Member under Section 17c.(4) in the minutes of the Committee Meeting at which the disclosure is made.



# CONSTITUTION

June 2019

- (9) No Committee 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 Committee to do so and such authority is recorded in the minutes of the Committee Meeting.
- (10) No person shall be entitled to hold a position on the Committee if the person is, according to the Interpretation Act section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.
- (11) No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for:
  - (i) An indictable offence in relation to the promotion, formation or management of a body corporate;
  - (ii) An offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
  - (iii) An offence under Part 4 Division 3 or section 127 of The Act;unless the person has obtained the consent of the Commissioner.
- (12) As soon as is practicable after a person has ceased to be a member of the Committee of The Club, all relevant documents, records as defined in the By-laws and security items (including passwords and keys) must be delivered to a member of the Committee of The Club.

## **18. General Manager**

- a. He or she shall hold office during the pleasure of the Committee at such remuneration and conditions as the Committee may think proper. This responsibility specifically includes the control of the staff, including the power to hire, suspend or dismiss.
- b. If a person appointed as General Manager is also a member of The Club, his/her membership shall become equivalent to that of an Honorary Member, together with such other privileges as the Committee may determine from time to time.
- c. The Committee may appoint another person as a nominee for the General Manager for such periods and purposes as the Committee sees fit. References to “the General Manager” include the person acting as such nominee in the absence of the General Manager.
- d. Duties of the General Manager shall include but are not limited to:
  - (1) To conduct the affairs of The Club under the direction of the Committee and to ensure the safe custody of the Books of The Club and keep the books provided for that purpose correct;
  - (2) Ensure safe custody of the book of accounts showing the financial affairs of The Club, the financial records of The Club and other any particulars usually shown in books of accounts of a like nature;



- (3) Keep full and accurate minutes of the proceedings of all meetings as well as meetings of the Committee, all of which books including minute books of all meetings of the Committee, Open Mooring, Sub Committee's and all General and Special Meetings. These books shall be kept in electronic or bound form, and be open to inspection by Full Members at reasonable times, and shall be produced to the committee at every meeting thereof;
- (4) Maintain suitable records of all members of The Club including the email, street, postal address or information by means of which contact can be made of each member;
- (5) 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;
- (6) Maintain the record of office holders of The Club. For this purpose, Committee members may nominate a business address, post office box address or email address to be used in the record in place of their personal address.
- (7) Ensure all moneys payable to The Club are collected, and that receipts are issued for those moneys in the name of The Club;
- (8) Ensure the payment of all monies referred to in Section 18.d.(7) into the account or accounts of The Club as the Committee may from time to time direct;
- (9) Ensure all payments shall be made by cheque on the authority of the Committee to be signed by any of the following two (2):
  - A. The Commodore
  - B. The Vice-Commodore
  - C. The Treasurer
  - D. The General Manager
- (10) Ensure that The Club complies with the account keeping requirements in Part 5 of The Act.
- (11) 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;
- (12) Assist the reviewer or auditor (if any) in performing their functions;
- (13) Ensure every notice directed to be exhibited in The Club premises shall be exhibited on The Club's notice board;
- (14) Co-ordinate the correspondence of The Club;
- (15) Consult with the Chairperson about all business to be conducted at meetings and convene General Meetings and Committee Meetings, including preparing the notices of meetings and of the business to be conducted at each meeting; and



# CONSTITUTION

June 2019

- (16) Perform any other duties as are imposed by these Rules or The Club on the General Manager.

## 19. Sub-Committees

- a. The Committee may delegate any of its powers to Sub-Committees consisting of such Full Members as it thinks fit, provided that no act of any Sub-Committee shall be binding on the Committee or Club until ratified by the Committee.
- b. Such Sub-Committee must report to and be responsible to the Committee.
- c. The Chair must be an existing member of the Committee.

## 20. Auditor

- a. There shall be an Auditor, not a member of the Committee, who shall be appointed by resolution at a general meeting called for that purpose.
- b. The Auditor shall audit the accounts and have power at any time to call for all books, papers, accounts, etc., relating to the affairs of The Club.
- c. The Auditor shall be entitled to receive such remuneration as the Committee may from time to time determine. The auditor need not necessarily be a member of The Club.
- d. If any casual vacancy occurs in the office of any Auditor appointed by The Club, the Committee will fill the appointment until the next Annual General Meeting.

## 21. Alteration and Repeal of Clauses in the Constitution

- a. No repeals of any existing Clauses and no new Clauses or alteration, amendments or suspension of a Clause shall be valid unless a motion therefore is carried by a 75% majority of members present and voting at a General or Special General Meeting and by otherwise complying with Part 3 Division 2 of The Act.
- b. Notices of motions to repeal, alter or suspend any Clause shall be given to the General Manager at least 21 days preceding the Annual or Special General Meeting at which the motion shall be presented. The General Manager shall exhibit the proposal on The Club notice board at least 21 days prior to such meeting.
- c. Within 1 month after the making of any amendment or addition to the Constitution to clauses of The Club, passed by Special Resolution, the Committee shall submit the required documents to the Commissioner. No effect will be given to the amendments without the approval of the Commissioner.

## 22. Suspension or Expulsion of Members

- a. The Committee shall have the power to reprimand, suspend or expel any member of The Club.



- b. The Commodore, Vice-Commodore, Rear Commodore or Rear Commodore of Power and Angling in receiving a complaint from the General Manager of a member's behaviour which is considered a serious breach of the Liquor Act or acceptable member behaviour or where police involvement is required, may suspend a member for a period of time until disciplinary action under Section 22f. can be taken.
- c. The Committee is required to exempt any member of that Committee from hearing a charge in which he or she has an interest.
- d. If a responding member or a representative of the responding member does not attend within 30 minutes of the time stated on the hearing notice, the hearing may start without that member or his or her representative and determination will be made at the hearing.
- e. The Committee shall apply the power to reprimand, suspend or expel any member of The Club who:
  - (1) 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 Committee or of any General Meeting; and/or
  - (2) In the sole judgement of the Committee 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
- f. Any member charged with misconduct as above shall be furnished with a written copy of the charge and summoned before the Committee with no less than seven (7) days' notice.
  - (1) The Committee shall after hearing the accuser and accused and taking such evidence as they may consider proper, if they find the charge proved, inflict a penalty of suspension from all or any of the privileges of membership.
  - (2) If the Committee consider that on a charge of gross misconduct suspension as above is insufficient, they may call on the member to resign, and if he or she neglects to resign within ten (10) days they may declare him or her to be expelled.
  - (3) If a Member is suspended or expelled under Section 22f.(1) or 22f.(2), the person may appeal the Committee's decision through a Special general meeting by giving written notice to the General Manager within fourteen (14) days of receiving notice of the Committee's decision under Section 22f.(1) or 22f.(2).
- g. Members are not permitted to have legal representation attend any disciplinary matters, but may bring another member to act in a support capacity only.
- h. If a Member's membership is suspended under Section 22f.(1), the General Manager must record in the Register:
  - (1) The name of the Member that has been suspended from membership;



# CONSTITUTION

June 2019

- (2) The date on which the suspension takes effect; and
  - (3) The length of the suspension as determined by the Committee under Section 22f.(1)
- i. During the period a member's membership is suspended, the member —
- (1) Loses any rights (including voting rights) arising as a result of membership;
  - (2) Is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to The Club; and
  - (3) Cannot attend The Club as a Guest of a member, unless prior written authorisation is received by the Committee.
- j. Upon the expiry of the period of a Member's suspension, the General Manager must record in the Register that the Member is no longer suspended.
- k. If the Committee's decision to suspend or expel a Member is revoked under these Rules, any act performed by the Committee or Members in a General Meeting during the period that the Member was suspended or expelled from Membership under Section 22.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.

## 23. Resolving Disputes

- a. Disputes Arising under the Rules
- (1) Section 23a. applies to:
    - A. Disputes between Members; and
    - B. 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 22 of The Club constitution.
  - (2) 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.
  - (3) 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 General Manager of the parties to, and details of, the dispute.
  - (4) The General Manager must convene a Committee Meeting within twenty-eight (28) days after the General Manager receives notice of the dispute under Section 23a.(3) for the Committee to determine the dispute.
  - (5) At the Committee meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.





# CONSTITUTION

June 2019

- (6) The General Manager must inform the parties to the dispute of the Committee's decision and the reasons for the decision within seven (7) days after the Committee meeting referred to in Section 23a.(5).
- (7) If any party to the dispute is dissatisfied with the decision of the Committee, they may elect to initiate further dispute resolution procedures as set out in the Rules.

## b. Mediation

- (1) Section 23b. applies:
  - (i) Where a person is dissatisfied with a decision made by the Committee Section 23a. or
  - (ii) 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 Committee.
- (2) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Section 23a.(2), or a party to the dispute is dissatisfied with a decision made by the Committee under Section 23a.(6) a party to a dispute may:
  - (i) Provide written notice to the General Manager of the parties to, and the details of, the dispute;
  - (ii) Agree to, or request the appointment of, a mediator.
- (3) Party, or parties requesting the mediation must pay the costs of the mediation.
- (4) The mediator must be:
  - (i) A person chosen by agreement between the parties; or
  - (ii) In the absence of agreement:
    - A. If the dispute is between a Member and another Member – a person appointed by the Committee; or
    - B. If the dispute is between a Member or more than one Member and The Club, the Committee or a Committee Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (6) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (7) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least five (5) days before the mediation session.
- (8) The mediator, in conducting the mediation, must:
  - (i) Give the parties to the mediation process every opportunity to be heard;
  - (ii) Allow all parties to consider any written statement submitted by any party; and



# CONSTITUTION

June 2019

(iii) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) 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

(1) 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.

## **24. Supply of Liquor—Liquor Act to Be Observed**

a. The Club will maintain a club licence under the current Liquor Act and its amendments.

b. The Club shall ensure a Duty Manager is on the licensed premises for the purposes of observing liquor licensing requirements and regulations, as required under the Liquor Act.

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

d. No liquor shall be sold or supplied to any juvenile.

e. The club may allow visitors onto the premises, as per the requirements of the Liquor Act.

(1) 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.

(2) Visitors will be subject to withdrawal by any club official, including bar persons, acting on the best interests of The Club.

(3) An up-to-date register of visitors must be continually available for inspection at The Club premises by authorised officers.

f. The Club may seek an Extending Trading Permit – Associations to add local Associations as users of The Club facility to hold their functions.

## **25. Common Seal**

a. The Club shall have a Common Seal, which shall be kept in the custody of the General Manager and shall not be affixed to any document except by the authority of the Committee and in the presence of one member of the Committee.



## CONSTITUTION

June 2019

- b. Any document to which the Seal is affixed shall be countersigned by the General Manager or an officer appointed by the Committee for that purpose.
- c. The Club may execute a document without using a Common Seal if the document is signed by:
  - (1) any two Committee Members; or
  - (2) one Committee Member and a person authorised by the Committee

### **26. Dissolution of The Club**

- a. The Club may cease its activities and have its incorporation cancelled in accordance with Part 10 of The Act:
  - (1) After the Committee has determined The Club is able to pay or meet its debts and liabilities; and
  - (2) The Members resolve by Special Resolution that The Club will:
    - (i) Apply to the Commissioner for cancellation of its incorporation; or
    - (ii) Appoint a liquidator to wind up its affairs
- b. The Club must be wound up in accordance with Part 9 of The Act if:
  - (1) the committee has determined The Club is unable to pay or meet its debts and liabilities; or
  - (2) the committee or members determine by special resolution to wind up The Club as a result of financial difficulty resulting in or from:
    - 1. being party to any current legal proceedings; or
    - 2. any other outstanding legal obligations
- c. Upon cancellation of The Club, the Surplus Property must only be distributed to one or more of the following:
  - (1) An incorporated association under The Act;
  - (2) A body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;
  - (3) A company limited by guarantee that is registered as mentioned in section 150 of the Corporations Act 2001 (Cwth);
  - (4) A company holding a licence that continues in force under section 151 of the Corporations Act 2001 (Cwth);
  - (5) A body corporate that:
    - (i) Is a member or former member of The Club; and
    - (ii) At the time of the Surplus Property is distributed, has rules that prevent the property being distributed to its members;



## CONSTITUTION

June 2019

- (6) A trustee for a body corporate referred to in Section 26c.(5); or
- (7) A co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.

### **27. Affiliate Body**

- a. Any group of persons, all of whom meet The Club's criteria for membership and who are associated together for any lawful purpose within the objects of The Club, may apply to the Committee to become an affiliate body of The Club.
- b. Members with voting rights by a simple majority may accept, reject or terminate affiliation.