

# **SOUTH PERTH CYCLE CLUB INC.**

## **CONSTITUTION**

South Perth Cycle Club Inc.

Perth, Western Australia

Date Adopted 9 June 2018

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## 1. DEFINITIONS

In these rules, unless the contrary intention appears —

**Act** means the Associations Incorporation Act 2015;

**books**, of the Club, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

**by-laws** means by-laws made by the Club under rule 16;

**President** means the Committee member holding office as the President of the Association;

**Club** for the purposes of this constitution means the South Perth Cycle Club Inc., the incorporated association to which these rules apply;

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

**Committee** means the management Committee of the Club;

**Committee meeting** means a meeting of the Committee;

**Committee member** means a member of the Committee;

**financial records** includes —

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

**financial report**, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

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

**financial year**, of the Club, has the meaning given in rule 14.6;

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

**member** means a person (including a body corporate) who holds a class of membership of the Club under rule 12.3;

**ordinary Committee member** means a Committee member who is not an office holder of the Club under rule 6.2;

**party to a dispute** includes a person –

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

**register of members** means the register of members referred to in section 53 of the Act;

**rules** means these rules of the Club, as in force for the time being, also known as the Club Constitution;

**Secretary** means the Committee member holding office as the Secretary of the Club;

**special resolution** means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

**tier 1 association** means an incorporated association to which section 64(1) of the Act applies;

**tier 2 association** means an incorporated association to which section 64(2) of the Act applies;

**tier 3 association** means an incorporated association to which section 64(3) of the Act applies;

**Treasurer** means the Committee member holding office as the Treasurer of the Club.

## 2 NAME & COLOURS

- 2.1 The name of the Club is South Perth Cycle Club Inc. an Incorporated Association under the Act and it shall hereinafter be referred to as the “Club”.
- 2.2 The Club shall be commonly known as the South Perth Rouleurs, or SPR.
- 2.3 The colours of the Club shall be green, black and white.

## 3 PURPOSE

- 3.1 The purpose of the Club is —

***To provide a structured platform for the continuous development of the riding skills and personal fitness of all members.***

- 3.2 All Club activities will be conducted in line with the four Club pillars —
  - 3.2.1 **Safe** - Establish and enforce a safe riding culture that ensures everyone is looked after
  - 3.2.2 **Organised** - Provide timely information so all riders understand what to expect and what is expected
  - 3.2.3 **Inclusive** - Provide pathways and opportunities for all riders regardless of ability
  - 3.2.4 **Social** - Building community through active social interaction both on and off the bike

## 4 ATTAINING OBJECTS

- 4.1 Subject to the Act, the Club may do all things necessary or convenient to carry out its purpose. In particular, the Club may —
  - 4.1.1 acquire, hold, deal with and dispose of any real or personal property;
  - 4.1.2 open and operate bank accounts;
  - 4.1.3 invest its money;
  - 4.1.4 borrow money upon such terms as the Club thinks fit;
  - 4.1.5 give security for the discharge of liabilities incurred by the Club;
  - 4.1.6 appoint agents to conduct business on its behalf;
  - 4.1.7 enter into any contracts the Club considers necessary or desirable; and
  - 4.1.8 appoint salaried staff necessary to further its purposes.

## 5 PROPERTY OF THE CLUB

- 5.1 The Club must apply all property and income of the Club towards the promotion of the purpose of the Club. No part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the Club, except in good faith in the promotion of those objects or purposes or in return for bona fide services to the Club.

## 6 COMMITTEE

- 6.1 Management of the Club shall be vested in the Committee elected by the members at the Annual General Meeting and consisting of —
- 6.1.1 President;
  - 6.1.2 Vice President;
  - 6.1.3 Secretary;
  - 6.1.4 Treasurer;
  - 6.1.5 at least three (3) but not more than seven (7) other Committee Members.
- 6.2 The following are the office holders of the Club —
- 6.2.1 the President;
  - 6.2.2 the Vice President;
  - 6.2.3 the Secretary;
  - 6.2.4 the Treasurer.
- 6.3 All Committee positions are declared vacant at the Annual General Meeting.
- 6.4 Committee members will be elected for a one-year term at that Annual General Meeting, and they will be eligible for re-election. There is no maximum number of terms for a Committee member.
- 6.5 No person shall hold more than one office on the Committee at any one time.
- 6.6 The Committee members are the persons who, as the management Committee of the Club, have the power to manage the affairs of the Club.
- 6.7 Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Club.
- 6.8 The Committee must take all reasonable steps to ensure that the Club complies with the Act, these rules and the by-laws (if any).
- 6.9 A person may be a Committee member if the person is —
- 6.9.1 an individual who has reached eighteen (18) years of age; and
  - 6.9.2 an ordinary member.

- 6.10 A member who wishes to be considered for election to the Committee must nominate themselves in writing prior to the Annual General Meeting.
- 6.11 If there is no nomination for a position, the President may call for nominations from ordinary members at the Annual General Meeting.
- 6.12 If only one member has nominated for a position the President must declare the member elected to the position.
- 6.13 If more than one member has nominated for a position the ordinary members at the Annual General Meeting must vote in accordance with procedures that have been determined by the Committee to decide who is to be elected to the position.
- 6.14 Excepting by declaration at the Annual General Meeting, a person ceases to be a Committee member if the person —
- 6.14.1 dies or otherwise ceases to be a member; or is absent from three or more meetings without leave of absence;
- 6.14.2 resigns from the Committee or is removed from office under rule 6.17;
- 6.14.3 becomes ineligible to accept an appointment or act as a Committee member under section 39 of the Act;
- 6.14.4 becomes permanently unable to act as a Committee member because of a mental or physical disability;
- 6.14.5 fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend; or
- 6.14.6 ceases to be a financial member.
- 6.15 When a person ceases to be a Committee member they must return any records, books, documents or securities of the Club as soon as is practicable.
- 6.16 Filling casual vacancies
- 6.16.1 The Committee may appoint a member who is eligible under rule 6.9 to fill a position on the Committee that —
- (a) has become vacant under rule 6.14; or
- (b) was not filled by election at the most recent Annual General Meeting.
- 6.16.2 If the position of Secretary becomes vacant, the Committee must appoint a member who is eligible under rule 6.9 to fill the position within fourteen (14) days after the vacancy arises.
- 6.16.3 Subject to the requirement for a quorum under rule 6.19, the Committee may continue to act despite any vacancy in its membership.
- 6.16.4 If there are fewer Committee members than required for a quorum under rule 6.19, the Committee may act only for the purpose of —
- (a) appointing Committee members under this rule; or
- (b) convening a general meeting.
- 6.17 Resignation and removal from office
- 6.17.1 A Committee member may resign from the Committee by written notice given to the Secretary or, if the resigning member is the Secretary, given to the President.

- 6.17.2 The resignation takes effect —
- (a) when the notice is received by the Secretary or President; or
  - (b) if a later time is stated in the notice, at the later time.
- 6.17.3 At a general meeting, the Club may by resolution —
- (a) remove a Committee member from office; and
  - (b) elect a member who is eligible under rule 6.9 to fill the vacant position.
- 6.17.4 A Committee member who is the subject of a proposed resolution under rule 6.14.3 may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the members.
- 6.17.5 The Secretary or President may give a copy of the representations to each member or, if they are not so given, the Committee member may require them to be read out at the general meeting at which the resolution is to be considered.
- 6.18 The Committee shall meet as often as may be required to conduct the business of the Club. The President or Secretary or five members of the Committee shall have the power to call a meeting of the Committee.
- 6.19 A quorum of the Committee shall be half of its members plus one.
- 6.20 All notices of Committee Meetings shall be sent to members of the Committee at least seven (7) days prior to the date of such meeting.
- 6.21 If the President or Vice President is unable to attend, then a Committee member nominated by the meeting shall chair that meeting.
- 6.22 Voting powers at Committee Meetings —
- 6.22.1 each individual Committee member present shall have one (1) vote;
  - 6.22.2 the President shall be entitled to a deliberate vote and, in the event of a tied vote, the President shall exercise a casting vote.
- 6.23 Matters of material interest in Committee decision making shall be managed in accordance with the Act —
- 6.23.1 a Committee member who has a material personal interest in a matter being considered by the Committee meeting must, as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the management committee.
    - 6.23.1.1 the Committee member must remove themselves from Committee discussions in respect to the matter; and
    - 6.23.1.2 the Committee member must not vote on the matter.
- 6.24 A Committee member is entitled to be paid out of the funds of the Club for any out-of-pocket expenses for travel and accommodation properly incurred —
- 6.24.1 in attending a Committee meeting or
  - 6.24.2 in attending a General Meeting; or
  - 6.24.3 otherwise in connection with the Club's business.

## **7 MINUTES OF COMMITTEE MEETINGS**

- 7.1 The Committee must ensure that minutes are taken and kept of each Committee meeting.
- 7.2 The minutes must record the following —
  - 7.2.1 the names of the Committee members present at the meeting;
  - 7.2.2 the name of any person attending the meeting
  - 7.2.3 the business considered at the meeting;
  - 7.2.4 any motion on which a vote is taken at the meeting and the result of the vote.
  - 7.2.5 any circumstances in which payment may be made to a member of the Committee out of the funds of the Club. This can only occur if the payment is authorised by a resolution of the Club.
- 7.3 The minutes of a Committee meeting must be entered in the Club's minute book within 30 days after the meeting is held.
- 7.4 The President must ensure that the minutes of a Committee meeting are reviewed and signed as correct by —
  - 7.4.1 the Committee member chairing the meeting; or
  - 7.4.2 the Committee member chairing the next Committee meeting.
- 7.5 When the minutes of a Committee meeting have been signed as correct they are, until the contrary is proved, evidence that —
  - 7.5.1 the meeting to which the minutes relate was duly convened and held; and
  - 7.5.2 the matters recorded as having taken place at the meeting took place as recorded; and
  - 7.5.3 any appointment purportedly made at the meeting was validly made.

## **8 ROLES OF OFFICEHOLDERS**

### **8.1 President/Vice President**

The President/Vice President have the following duties —

- 8.1.1 It is the duty of the President to consult with the Secretary regarding the business to be conducted at each Committee meeting and general meeting.
- 8.1.2 The President has the powers and duties relating to convening and presiding at Committee meetings and presiding at general meetings provided for in these rules.
- 8.1.3 In the absence of the President, the Vice President shall assume those roles and responsibilities normally assigned to the President.

### **8.2 Secretary**

The Secretary has the following duties —

- 8.2.1 dealing with the Club's correspondence;
- 8.2.2 consulting with the President regarding the business to be conducted at each Committee meeting and general meeting;

- 8.2.3 preparing the notices required for meetings and for the business to be conducted at meetings;
- 8.2.4 unless another member is authorised by the Committee to do so, maintaining on behalf of the Club the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- 8.2.5 maintaining on behalf of the Club an up-to-date copy of these rules, as required under section 35(1) of the Act;
- 8.2.6 unless another member is authorised by the Committee to do so, maintaining on behalf of the Club a record of Committee members and other persons authorised to act on behalf of the Club, as required under section 58(2) of the Act;
- 8.2.7 ensuring the safe custody of the books of the Club, other than the financial records, financial statements and financial reports, as applicable to the Club;
- 8.2.8 maintaining full and accurate minutes of Committee meetings and general meetings;
- 8.2.9 carrying out any other duty given to the Secretary under these rules or by the Committee.

### 8.3 Treasurer

The Treasurer has the following duties —

- 8.3.1 ensuring that any amounts payable to the Club are collected and issuing receipts for those amounts in the Club's name;
- 8.3.2 ensuring that any amounts paid to the Club are credited to the appropriate account of the Club, as directed by the Committee;
- 8.3.3 ensuring that any payments to be made by the Club that have been authorised by the Committee or at a general meeting are made on time;
- 8.3.4 ensuring that the Club complies with the relevant requirements of Part 5 of the Act;
- 8.3.5 ensuring the safe custody of the Club's financial records, financial statements and financial reports, as applicable to the Club;
- 8.3.6 if the Club is a tier 1 association, coordinating the preparation of the Club's financial statements before their submission to the Club's annual general meeting;
- 8.3.7 if the Club is a tier 2 association or tier 3 association, coordinating the preparation of the Club's financial report before its submission to the Club's annual general meeting;
- 8.3.8 providing any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial report under Part 5 Division 5 of the Act;
- 8.3.9 carrying out any other duty given to the Treasurer under these rules or by the Committee.

## 9 POWERS OF THE COMMITTEE

- 9.1 The Committee shall carry out the day-to-day running of the Club and shall have the power to —
  - 9.1.1 Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account.

- 9.1.2 Fix the manner in which such banking accounts shall be operated upon, providing the Committee passes all payments.
- 9.1.3 Fix fees and subscriptions payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof.
- 9.1.4 Adjudicate on all matters brought before it which in any way affect the Club.
- 9.1.5 Have minutes to be documented of all proceedings at meetings of the Committee and General Meetings of members.
- 9.1.6 Have the power to form and appoint any sub Committee/s as required for specific purposes.
- 9.1.7 The Committee may delegate to a sub Committee any duty of the Committee, other than those duties imposed on the Committee by the Act or any other written law.
- 9.1.8 May at their discretion employ a person or persons to carry out certain duties required by the Club, at salaries or remunerations for such period of time, as may be deemed necessary.
- 9.1.9 The Committee may make by-laws necessary for proper administration of the Club.
- 9.1.10 Should a vacancy occur on the Committee during the period between Annual General Meetings, the Committee shall appoint a successor until the next Annual General Meeting.

## **10 GENERAL MEETINGS**

### **10.1 Annual General Meeting**

- 10.1.1 The Annual General Meeting of the Club must be held within three months after the end of the Club's financial year. The Committee must determine the date, time and place of the annual general meeting.
- 10.1.2 If it is proposed to hold the annual general meeting more than 6 months after the end of the Club's financial year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- 10.1.3 The Secretary shall give at least fourteen (14) days' notice of the time, place and date of the Annual General Meeting, to members.
- 10.1.4 All financial members may attend the Annual General Meeting.
- 10.1.5 The quorum at the Annual General Meeting, shall be a minimum of ten (10) members. If, at the end of thirty (30) minutes after the time appointed in the notice for the opening of the Meeting, there be no quorum the meeting shall stand adjourned for one week. If at such meeting there is no quorum, those members present shall be competent to discharge the business of the meeting.
- 10.1.6 The annual report and audited financial report shall be submitted to members at the Annual General Meeting.

### **10.2 General Meetings**

- 10.2.1 General Meetings may be called by the Committee or at the request of the President and Secretary, or on the written request of ten percent (10%) of members of the Club.

- 10.2.2 The Secretary shall give at least seven (7) days' notice of the date of the General Meeting to the members. Notice of General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that General Meeting.
- 10.2.3 The quorum at the General Meeting shall be a minimum of five (5) members.

## **11 VOTING**

- 11.1 Voting powers at the Annual General Meeting and General Meetings —
- 11.1.1 Each individual financial member present shall have one (1) vote.
- 11.1.2 The President shall be entitled to a deliberate vote and, in the event of a tied vote, the President shall exercise a casting vote.

## **12 MEMBERSHIP**

- 12.1 Membership shall be open to any person who wishes to further the interests of the Club. A person who wishes to become a member of the Club must submit an application form to the Committee.
- 12.2 The annual membership fee for all classes of membership shall be determined by the Committee. All members must pay their membership fees on joining or after that on the date fixed for payment in each year.
- 12.3 Membership of the Club shall consist of the following —
- 12.3.1 Ordinary Member – any person that holds a licence under the governing body of cycling in Australia (Cycling Australia, or its successors) and is a financial member of the Club. If that person holds a licence and is a member of another cycling club then they cannot be considered as an ordinary member.
- 12.3.2 Extraordinary Member – any persons other than Ordinary Members who are interested in promoting the Club may become an Extraordinary Member. This includes people that hold a licence but are also Members of another club.
- 12.3.3 Junior Member - any person under the age of 18 years may become a Junior Member. Junior Members shall have no voting rights, nor be entitled to hold any office.
- 12.3.4 Life Member – any Member may nominate a person to the Committee for consideration for Life Membership. The Committee will determine if a nominee should be granted Life Membership based on criteria set out in the Club's by-laws.
- 12.4 Dealing with Membership applications
- 12.4.1 The Committee must consider each application for membership of the Club and decide whether to accept or reject the application.
- 12.4.2 Subject to rule 12.4.3, the Committee must consider applications in the order in which they are received by the Club.

- 12.4.3 The Committee may delay its consideration of an application if the Committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- 12.4.4 The Committee must not accept an application unless the applicant —
- (a) is eligible under rule 12.3; and
  - (b) has applied under rule 12.1.
- 12.4.5 The Committee may reject an application even if the applicant —
- (a) is eligible under rule 12.3; and
  - (b) has applied under rule 12.1.
- 12.4.6 The Committee must notify the applicant of the Committee's decision to accept or reject the application as soon as practicable after making the decision.
- 12.4.7 If the Committee rejects the application, the Committee is not required to give the applicant its reasons for doing so.

## 12.5 Termination of Membership

- 12.5.1 Any person's membership may be terminated by the following events:
- 12.5.1.1 death;
  - 12.5.1.2 resignation;
  - 12.5.1.3 expulsion; or
  - 12.5.1.4 a member's financial membership expires.
- 12.5.2 The Committee shall have the power to suspend or expel any member of the Club for —
- 12.5.2.1 false or inaccurate statements made in the member's application for membership of the Club;
  - 12.5.2.2 breach of any rule, regulation or by-law of the Club; or
  - 12.5.2.3 by any act detrimental to the Club, after having undertaken due inquiry.
- 12.5.3 A member may resign from membership of the Club by giving written notice of the resignation to the Secretary.
- 12.5.4 The resignation takes effect —
- (a) when the Secretary receives the notice; or
  - (b) if a later time is stated in the notice, at that later time.
- 12.5.5 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.
- 12.5.6 The owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.
- 12.5.7 Any member who is expelled, suspended or has their membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case to a General Meeting called for such purpose, and the decision of the General Meeting shall be final.
- 12.6 The Secretary, on behalf of the Club shall, keep an up to date register of the names and residential or postal addresses of all members of the Club. This register must be continually available to members for inspection upon request via the Secretary.
- 12.6.1 Access to the register by a member who is not a Committee member must be in line with the Australian Privacy Principles, from the *Privacy Act (1988)*.

12.7 If —

- (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
- (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Club.

12.8 The Secretary must keep a record, for at least one year after a person ceases to be a member, of —

- (a) the date on which the person ceased to be a member; and
- (b) the reason why the person ceased to be a member.

### **13 RESOLVING DISPUTES, MEDIATION & APPOINTMENT OF A MEDIATOR**

13.1 The procedure set out in rule 13.3, the grievance procedure, applies to disputes —

13.1.1 between members; or

13.1.2 between one or more members and the Club.

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

13.3 How grievance procedure is started

13.3.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 13.2, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of —

- (a) the parties to the dispute; and
- (b) the matters that are the subject of the dispute.

13.3.2 Within twenty-eight (28) days after the Secretary is given the notice, a Committee meeting must be convened to consider and determine the dispute.

13.3.3 The Secretary must give each party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least seven (7) days before the meeting is held.

13.3.4 The notice given to each party to the dispute must state —

- (a) when and where the Committee meeting is to be held; and
- (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.

13.3.5 If —

- (a) the dispute is between one or more members and the Club; and
- (b) any party to the dispute gives written notice to the Secretary stating that the party —
  - (i) does not agree to the dispute being determined by the Committee; and
  - (ii) requests the appointment of a mediator under rule 13.6.

#### 13.4 Determination of dispute by Committee

- 13.4.1 At the Committee meeting at which a dispute is to be considered and determined, the Committee must —
- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- 13.4.2 The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within seven (7) days after the Committee meeting at which the determination is made.
- 13.4.3 A party to the dispute may, within fourteen (14) days after receiving notice of the Committee's determination under rule 13.4.1 (c), give written notice to the Secretary requesting the appointment of a mediator under rule 13.5.
- 13.4.4 If notice is given under rule 13.4(3), each party to the dispute is a party to the mediation.

#### 13.5 Appointment of mediator

- 13.5.1 The mediator must be a person chosen —
- (a) if the appointment of a mediator was requested by a member under rule 13.4.3 — by agreement between the Member and the Committee; or
  - (b) if the appointment of a mediator was requested by a party to a dispute under rule 13.4.3— by agreement between the parties to the dispute.
- 13.5.2 If there is no agreement for the purposes of sub-rule 13.5.1(a) or (b), then, subject to sub-rules 13.5.3 and 13.5.4, the Committee must appoint the mediator.
- 13.5.3 The person appointed as mediator by the Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
- (a) a member; or
  - (b) a party to a dispute; or
  - (c) a party to a dispute and the dispute is between one or more members and the Club.
- 13.5.4 The person appointed as mediator by the Committee may be a member or former member of the Club but must not —
- (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

#### 13.6 Mediation process

- 13.6.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 13.6.2 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least five (5) days before the mediation takes place.

- 13.6.3 In conducting the mediation, the mediator must —
- (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 13.6.4 The mediator cannot determine the matter that is the subject of the mediation.
- 13.6.5 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 13.6.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- 13.7 If mediation results in decision to suspend or expel being revoked, if —
- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Club gives notice under rule 13.8; and
  - (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,
- that revocation does not affect the validity of any decision made at a Committee meeting or general meeting during the period of suspension or expulsion.
- 13.8 Suspension or expulsion
- 13.8.1 The Committee may decide to suspend a member's membership or to expel a member from the Club if:
- (a) the member contravenes any of these rules; or
  - (b) the member acts detrimentally to the interests of the Club.
- 13.8.2 The secretary must give the member written notice of the proposed suspension or expulsion at least twenty-eight (28) days before the Committee meeting at which the proposal is to be considered by the Committee.
- 13.8.3 The notice given to the member must state:
- (a) when and where the Committee meeting is to be held; and
  - (b) the grounds on which the proposed suspension or expulsion is based; and
  - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion;
- 13.8.4 At the Committee meeting, the Committee must —
- (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion; and
  - (b) give due consideration to any submissions so made; and
  - (c) decide —
    - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - (ii) whether or not to expel the member from the Club.
- 13.8.5 A decision of the Committee to suspend the member's membership, or to expel the member from the Club, takes immediate effect.

- 13.8.6 The Committee must give the member written notice of the Committee's decision, and the reasons for the decision, within seven (7) days after the Committee meeting at which the decision is made.
- 13.8.7 A member whose membership is suspended or who is expelled from the Club may, within fourteen (14) days after receiving notice of the Committee's decision under rule 13.8.6, give written notice to the secretary requesting the appointment of a mediator under rule 13.5.
- 13.8.8 If notice is given under rule 13.8.7, the member who gives the notice and the Committee are the parties to the mediation.

### 13.9 Consequences of suspension

- 13.9.1 During the period a member's membership is suspended, the member:
- (a) loses any rights (including voting rights) arising as a result of membership; and
  - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Club.
- 13.9.2 When a member's membership is suspended, the secretary must record in the register of members —
- (a) that the member's membership is suspended; and
  - (b) the date on which the suspension takes effect; and
  - (c) the period of the suspension.
- 13.9.3 When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

## 14 FINANCIAL MATTERS

- 14.1 The Club must open an account in the name of the Club with a financial institution from which all expenditure of the Club is made and into which all funds received by the Club are deposited.
- 14.2 All accounts due by the Club shall be paid after having being passed for payment at the Committee Meeting and when immediate payment is necessary, account/s shall be paid and the action endorsed at the next Committee Meeting.
- 14.3 Subject to any restrictions imposed at a General Meeting, the Committee may approve expenditure on behalf of the Club.
- 14.4 The Committee may authorise the Treasurer to expend funds on behalf of the Club up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

- 14.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club must be signed by signatories of the Club's account/s who will be the Treasurer and any one (1) of the following —
- 14.5.1 President.
  - 14.5.2 Vice President.
  - 14.5.3 Secretary.
- 14.6 The Financial Year of the Club runs from the 1st of January to the 31st of December each year.
- 14.7 For each financial year, the Committee must ensure that the requirements imposed on the Club under Part 5 of the Act relating to the financial statements or financial report of the Club are met.
- 14.8 Without limiting rule 14.7, those requirements include —
- 14.8.1 if the Club is a tier 1 association, the preparation of the financial statements; and
  - 14.8.2 if the Club is a tier 2 association or tier 3 association, the preparation of the financial report; and
  - 14.8.3 if required, the review or auditing of the financial statements or financial report, as applicable; and
  - 14.8.4 the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
  - 14.8.5 if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

## **15 ALTERATIONS TO THE CONSTITUTION**

- 15.1 No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or a General Meeting, called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to members fourteen (14) days prior to the Annual General Meeting, or seven (7) days prior to a General Meeting called for such purpose.
- 15.2 If the Club wants to alter or rescind any of the Constitution, or to make additional rules, the Club may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.
- 15.3 The Secretary shall forward such notices of motion to each Committee member at least fourteen (14) days prior to the Annual General Meeting or seven (7) days prior to a General Meeting.
- 15.4 Such motions, or any part thereof, shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to a vote at the Annual General Meeting, General Meeting or Committee Meeting, as the case may be.

15.5 Within one month of the passing of a Special Resolution, the Secretary shall notify the Department of Mines, Industry Regulation and Safety of the amendment.

## **16 BY-LAWS**

16.1 Alterations to the by-laws can be made at Committee Meetings provided notice of the proposed alteration/s has been provided to Committee Members seven (7) days prior to the Committee Meeting at which such by-laws will be discussed.

16.2 The Club may, by resolution at a Committee Meeting, make, amend or revoke by-laws.

16.3 By-laws may —

16.3.1 Provide for the rights and obligations that apply to any classes of membership approved under rule 12.3;

16.3.2 Impose restrictions on the Committee's powers, including the power to dispose of the Club's assets;

16.3.3 Impose requirements relating to the reporting and financial accountability of the club; or

16.3.4 Provide for any other matter the Committee considers necessary or convenient to be dealt with in the by-laws.

16.4 Any by-laws so made shall not be repealed, added to or amended by the ordinary membership unless and until —

(a) Notice of intention to propose such repeal, addition or amendment is given in writing by a member of the Club to the Secretary of the Club not later than seven (7) days prior to the date of a General Meeting and included in the agenda for such meeting; and

(b) Such repeal, addition or amendment is proposed at such a General Meeting and is approved by not less than two-thirds of the members of the Club present at such meeting and voting thereon.

16.5 A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.

16.6 At the request of a member, the Club must make a copy of the by-laws available for inspection by the member.

## **17 COMMON SEAL**

17.1 The common seal of the Club shall be kept in the care of the Secretary or another Committee member authorised by the Committee.

17.2 The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Committee and in the presence of at least the President (or, in his absence, the Vice President) and two members of the Committee, both of whom shall subscribe their names as witnesses.

17.3 The Secretary must make a written record of each use of the common seal.

## **18 DISSOLUTION**

18.1 The Club may be dissolved by a special resolution passed by a seventy five percent (75%) majority of votes cast at a special General Meeting called for that purpose.

18.2 If, on the winding up of the Club, any property of the Club remains after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, that property shall be distributed —

18.2.1 to another incorporated association under the Act having objects similar to those of the Club; or

18.2.2 for charitable purposes,

18.2.3 which incorporated Club or purposes, as the case requires, shall be determined by resolution of the members.

## **19 CUSTODY AND INSPECTION OF RECORDS**

19.1 A member may at any reasonable time inspect the records, books, documents and securities of the Club.

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

19.3 The member must not use or disclose information in a record or document referred to in rule 19.1 except for a purpose —

19.3.1 that is directly connected with the affairs of the Club; or

19.3.2 that is related to complying with a requirement of the Act.

19.4 No record, books, documents or securities of the Club may be removed from the Club without the President's written authority.

19.5 The Secretary shall have custody of all books, documents, records and registers of the Club other than those required to be kept and maintained by or in the custody of the Treasurer.

19.6 The Treasurer shall have custody of all securities, books and documents of a financial nature and accounting records of the Club. The books of the Club must be retained for at least seven (7) years.