

**GUILDERTON COUNTRY CLUB INC
CONSTITUTION & RULES
2020**



ABN : 94 150 617 786

**This document is a revised edition of the Guilderton
Country Club (Inc.) 2018 document**

**Reviewed by the Committee in 2025 —unchanged
To be reviewed in 2029**

CONTENTS PAGE	
1. Name:	2
2. Objects:	2
3. Definitions:	2
4. Membership:	3
5. Application to become a Member:	4
6. Member's Rights:	4
7. Subscriptions:	4
8. Liability for Subscription:	5
9. General Meetings – Annual General Meeting:	5
10. General Meetings - Special General Meetings:	5-6
11. General Provision:	6
12. Election of Management Committee	6-7
13. Procedures at General Meeting:	7
14. Proxies	7
15. The Management Committee & Terms:	8
16. Powers of the Committee:	9
17. Roles and Responsibilities of Committee Members:	10-11
The Secretary	10
The Treasurer	10
The Committee	10-11
The Auditor	11
18. Sub-Committees:	11
19. Alteration and Repeal of Rules:	11
20. Suspension or Expulsion of Members:	12
21. Grievance Procedure:	13
22. Mediation:	13
23. Supply of Liquor – Liquor Act to be observed:	14
24. Common Seal:	14
25. Dissolution of the Club:	14
26. Endorsement:	14
Appendices One – Commissioner Information	15



Constitution & Rules

1. Name:

The name of The Club shall be **GUILDERTON COUNTRY CLUB INC.**

2. Objects:

- a) The principle objects are to establish, maintain and conduct a club for the benefit of Guilderton & surrounding communities and to support sporting, recreational, social, cultural, and community dimensions of that interest. These objects include the provision of facilities for the pursuit of literary, athletic, professional and any other purpose that provides benefits and enjoyment for the members of The Club.
- b) To borrow, raise or secure the payment of money for the purpose of The Club in such manner as the members think fit.
- c) To provide and maintain a clubhouse and sporting amenities for the use of the members.
- d) The property and income of The Club shall be applied solely towards the promotion of the objects or purposes 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 or purposes.

3. Definitions:

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

- (a) "The Club" means the GUILDERTON COUNTRY CLUB Inc.;
- (b) "The Club Premises" means all land, building and structures thereon of which The Club is the bona fide occupier;
- (c) "The Committee" means the Managing Committee for The Club, duly elected for the time being in accordance with these Rules.
- (d) "Annual Meeting" means an Annual General meeting;
- (e) "General Meeting" means the General meeting of The Club whether Annual or Special;
- (f) "Special General Meeting" means a general meeting of the Association other than the annual general meeting, at which only business that has been described in the notice may be transacted;
- (g) "Month" means a calendar month;
- (h) "Financial year" means from the first of July each year, until the following 30th of June;
- (i) "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;
- (j) "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;
- (k) "The By-Laws" means the codes of rules made and adopted by The Club in accordance with Rule 16 (m);
- (l) "Books of the Association" means the Members Register, the Record of Office holders; and the Club constitution;
- (m) "Documents and Records" means information relating to incorporation, rules, management, membership records financial statements, the association's transactions, dealings, business or property;
- (n) "Special Resolution" means a resolution passed by at least 75% of members present or by proxy and the notice must be in writing, include the date, time and place, the full proposed resolution and a statement of intention that the motion be proposed as special resolution to alter the rules of the Association at a general meeting.
- (o) "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 and have one vote at all General meetings, nominate for a position on the Management Committee and petition for a Special General meeting.

4. Membership:

The Club shall keep an up to date register of members in respect of each class of membership. This register must be continually available for inspection at The Club premises by authorised persons.

Membership of The Club shall consist of the following:

- (a) **Ordinary Member** – Persons over 18 years of age who is entitled to exercise the full privileges of The Club and have the right to vote on all matters pertaining to The Club.
- (b) **Life Member** – The members may elect persons who have rendered meritorious service to The Club as Life Members for such service.
- (c) **Junior Member** - Persons under the age of 18 years may make application to The Club as a Junior Member, and if accepted, shall pay the prescribed subscription. Persons granted this category of membership, will require a sporting affiliation, but shall have no voice in the management of The Club and shall not be entitled to hold any office or vote at any meeting of The Club. This category of member may not propose or second any application for membership of The Club or have the authority to invite guests to The Club.
Any Junior Member on attaining the age of 18 years, wishing to remain a member of The Club, shall be granted the appropriate club membership and shall pay the full subscription as set down from time to time.
- (d) **Social Member** – Person over 18 years of age who is interested in promoting the Objects of The Club but does not wish to participate in any sporting activities. Social members shall not be entitled to hold any office or to vote at any meeting.
- (e) **Temporary Member** – A person who is visiting The Club as a member or an official of another club
 - (i) That is to engage in a pre-arranged event with the host club conducted for the purposes of one of the host club's principle objects.
 - (ii) That is to hold a pre-arranged function at the host club involving the use of the host club's sporting facilities.may be taken to be a person who is accorded temporary membership on that day.
- (f) **Reciprocal Member** - Is a visitor who is a full financial member of any like club in Western Australia with similar objects or any Licensed Club located outside of Western Australia.
- (g) **Corporate Member** –
 - (i) Organisations, through senior management conducting community or tourism related business in Guilderton and its surrounds that have made a contribution to The Club through business, sponsorship or donations.
 - (ii) Corporate membership will be restricted at any one time to a level deemed appropriate by The Club and should not exceed approximately 5% of the total club membership.
 - (iii) The Club must nominate the individual positions/persons of corporations or companies to be included within this class of membership.
- (h) **Honorary Member** – Membership that may be granted to Club Patrons, Sponsors, selected Government Officers and any other such persons as the committee may decide from time to time.

Only Ordinary Members, Corporate Members and Life Members shall be allowed to vote. Temporary, Reciprocal, Social and honorary Members shall not be entitled to vote.

Temporary, reciprocal or honorary members 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, nor propose or second any candidate for admission as a member.

Social members shall not have any right, title or interest in or to any of the property of The Club, nor propose or second any candidate for admission as a member.

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.

5. Application to become a Member:

- (a) Any person who supports the objects of The Club is eligible to apply for membership.
- (b) Any person desiring to become such an Ordinary, Corporate, Junior or Social 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 vote, as a proposer and seconder. When the Secretary receives the application form, it shall then be placed on the notice board in The Club premises for a period of not less than 14 days before election, provided also that an interval of not less than two weeks shall elapse between nomination and election. The applicant will then be accepted or denied membership.
- (c) No person shall be entitled to exercise any of the privileges of a member until they have paid all subscriptions due by them.
- (d) The Committee shall have the right to refuse to admit any person to membership without assigning any reason for doing so.
- (e) On the election of each candidate, 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.
- (f) For administrative convenience, The Club may allow or require subscriptions to be paid and may issue membership cards upon application rather than election. Notwithstanding this, until the Committee accepts or denies their application the applicant is not a member of The Club.
- (g) **Life Member** – A member may propose another member for Life Membership to the Committee in writing giving reasons that Life Membership should be granted. A General Meeting may, upon a 75% majority vote, confer Life Membership on a member who has rendered special and outstanding services to The Club. The holder of a Life Membership shall be entitled to all privileges of an Ordinary member, be exempt from subscriptions but shall pay any levies.

6. Member's Rights:

- (a) The rights and privileges of every member shall be personal and shall not be in any manner transferable by their own act or through any other person on their behalf or by operation of law, and on any member ceasing by death (or otherwise) to be a member all their interest shall go to the estate.
- (b) The Committee or approved bar staff may revoke non-voting members and any honorary, temporary or provisional member at any time without notice.
- (c) **Employees** – Members who are employees of The Club are entitled to all the rights and privileges of membership excluding those rights concerned with the selection, election and holding of office with The Club and paid positions shall be engaged under a contract, award or classification of work under the Registered and Licensed Clubs Award (2010) and its amendments.
- (d) **Functions** – Ordinary, Social, Corporate and Life Members are entitled to host functions on The Club premises after written application for said function has been considered and approved by the Committee. The Secretary 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 it shall see fit.
- (e) All members are entitled to receive notice of and to attend any General Meeting of The Club.
- (f) The Club shall give each person who becomes a Club member a copy of or access to The Clubs' constitution and rules in force at the time their membership commences.

7. Subscriptions:

- (a) The entrance fee and annual subscription of The Club shall be set by majority vote of the Management Committee prior to the commencement of the financial year. Notice of the fees and subscriptions shall be posted on The Club notice board for 14 days and notified to club members.
- (b) All subscriptions are due from the first day of July in each year and are payable in advance, on or before the date of the Annual General Meeting. The Committee shall declare a member un-financial if the subscription is not paid by the date of the AGM of the current year.
- (c) New Member Subscriptions must be paid within two weeks of election and shall be calculated on a pro-rated basis

8. Liability for Subscription:

- (a) Any member who does not notify the Secretary 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 Annual General Meeting in each year shall cease to be a member, unless the Committee upon receiving an explanation in writing from that member shall otherwise decide.

9. General Meetings – Annual General Meeting:

- (a) The Annual General Meeting of members shall be held every calendar year within four months of the closing of the financial year. Notice of the meeting date, location, time and agenda items including special notices of motion must be posted on The Club notice board for 14 days before the date of the meeting and notified to all club members. At this meeting a report shall be presented by the President on behalf of the Management Committee, and the Treasurer shall present The Club's statement of accounts and balance sheet for the past year and other business in accordance with these rules may be transacted.
- (b) Twenty (20) financial members shall constitute a quorum at an Annual General Meeting or Special General Meeting. The Chairman of the meeting shall be the Club President or if not available a person nominated and elected by the member's present including Proxy votes.
- (c) In the case of insufficient members to form a quorum being present after 30 minutes following the advertised start time for an Annual General Meeting, said meeting will be automatically adjourned to re-convene at the same time seven days later and shall proceed with or without a quorum.
- (d) Only members with voting rights, as per the constitution shall be permitted to vote on matters at all Club meetings.
- (e) The order of business at the Annual Meeting shall be as follows:
 - (i) Reading notice of meeting.
 - (ii) Reading minutes of the last Annual Meeting and any other General Meeting not yet confirmed and confirming or amending same.
 - (iii) Reading President's Report, discussion and adoption or otherwise.
 - (iv) Reading Statement of accounts and Balance Sheet to be received or otherwise.
 - (v) Special Business of which Notice of Motion has been given.
 - (vi) Election of Club Reviewer/Auditor.
 - (vii) Other Business.
 - (viii) Election of Management Committee.

10. General Meetings - Special General Meetings:

The Management Committee may, at any time call a Special General Meeting by giving 14 days' notice on The Club notice board and notified to club members.

A Special General Meeting shall also be called by the Management Committee within 28 days on receiving a requisition signed by 5% of members stating in detail the purpose of the meeting.

- (a) The members requiring a special general meeting to be convened must —
 - (i) make the requirement by written notice given to the secretary; and
 - (ii) state in the notice the business to be considered at the meeting; and
 - (iii) each sign the notice.
- (b) Notice of the meeting and a copy of the requisition shall be posted on The Club notice board by the Secretary for 14 days before the date of the meeting and notified to club members.
- (c) 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. Twenty (20) financial members shall form a quorum.
- (d) If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.

- (e) A special general meeting convened by members under Rule 10 (d)-
 - (i) must be held within 3 months after the date the original requirement was made; and
 - (ii) may only consider the business stated in the notice by which the requirement was made.
- (f) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under Rule 10 (e).

11. 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 may appeal.
- (b) These rules shall be the rules of The Club and shall be binding on members.
- (c) Correct accounts and books shall be kept showing the financial affairs of The Club and the particulars usually shown in books of accounts of a like nature.
- (d) 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.
- (e) The clubhouse and other club facilities is to be provided and maintained from the total funds of The Club and no person shall be entitled under these rules to derive any benefit or advantage from The Club which is not shared equally by every member thereof.
- (f) A Committee member is entitled to be paid out of the funds of The Club for any out-of-pocket expenses in connection with The Clubs business subject to approval at a General or Special Meeting.
- (g) A member who wants to inspect the register of members or the record of the names and email addresses of Committee members, and other persons authorised to act on behalf of The Club or any other record or document of The Club must contact the Secretary to make the necessary arrangements for the inspection and this inspection must be free of charge. Inspection of Committee minutes and a Statutory Declaration providing the purpose of the request in connection with the affairs of The Club shall be subject to Committee approval.
- (h) Members may make a copy of or take an extract from a record or document but do not have a right to remove the record or document for that purpose. This member must not use or disclose information in a record or document except for a purpose that is directly connected with the affairs of The Club or that is related to complying with a requirement of the Act.
- (i) A Committee member must not publish, or cause to be published, any statement about the business conducted by The Club at any meeting unless the Committee member has been authorised to do so at a Committee meeting and the authority given to the Committee member has been recorded in the minutes of the Committee meeting at which it was given.
- (j) Without the prior approval of the Committee no member shall take from The Club properties, or injure or destroy anything whatsoever the property of The Club. Any articles taken, removed or damaged shall be repaired or replaced, or the damage made good forthwith.
- (k) As to whether any property is to be repaired or replaced shall be decided by the Committee, whose decision shall be final, and the member causing such loss or damage shall forthwith pay to The Club the amount which the Committee may determine. The Committee shall at all times see the adequate public Liability Insurance and General Insurance be taken out with reliable brokers.

12. Election of Management Committee:

- (a) The annual election of the Management Committee shall be at each Annual General Meeting.
- (b) The management of the Club shall be vested in a Management Committee consisting of ten (10) elected committee members. Four (4) executive holders, four (4) Ordinary members, one (1) Guilderton Bowling Club member and one (1) Guilderton Golf Club member.
- (c) The Guilderton Bowling Club Inc and Guilderton Golf Club Inc shall each nominate one member to the management committee of the Guilderton Country Club Inc. -
 - (i) the nominees must be a Committee member of the sporting club they are representing;
 - (ii) nominations from the Guilderton Bowling Club Inc and the Guilderton Golf Club Inc must be received in writing on an approved form to the Secretary not less than 14 days before the AGM.

- (d) The elected sports club members shall -
 - (i) perform their duties in accordance with the constitution, policies and guidelines of The Club;
 - (ii) exercise their powers and discharge their duties in good faith in the interests of the Club and for proper purpose; and
 - (iii) will not improperly use information obtained as a committee member to gain an advantage for themselves or their sporting group or another person or cause detriment to The Club.
- (e) Nominations for individual positions on Management Committee must be in writing signed by the proposer and nominee and must be in the hands of the Secretary not less than 14 days before the members on requires to the Secretary, at least 14 days prior to the said meeting.
- (f) In case no more than the required number of officers shall be nominated, those so nominated shall be declared elected. Additional nominations may be accepted from the floor.
- (g) 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.

13. Procedures at General Meeting:

- (a) The Chairperson shall have the casting vote only and shall decide all questions of order unless otherwise provided by these rules.
- (b) All Notices for consideration at the Annual Meeting must be handed to the Secretary in writing no less than 14 days prior to the date set for said meeting and be posted on The Club notice board for 14 days before the date of the meeting and notified to club members.
- (c) This notice must specify the date, time and place of the meeting; and indicate the general nature of each item of business to be considered at the meeting; and if the meeting is the Annual General Meeting, include the names of the members who have nominated for election to the Committee under Rule 12 (b); and if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution.

14. Proxies:

- (a) A member may appoint an individual who is a member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (b) A member may be appointed the proxy for not more than 1 other member.
- (c) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (d) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (e) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (f) If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form —
 - (i) that clearly identifies the person appointed as the member's proxy; and
 - (ii) that has been signed by the member.
- (g) Notice of a general meeting given to a member must —
 - (i) state that the member may appoint an individual who is a member as a proxy for the meeting; and
 - (ii) include a copy of any form that the committee has approved for the appointment of a proxy.
- (h) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.

15. The Management Committee & Terms:

- (a) The Executive positions on the Management committee shall be President, Vice President, Secretary and Treasurer and any other as determined by the full committee, and shall be elected at the first meeting of the elected Management committee and ends when the position is declared vacant at the next Annual Meeting. The Manager of The Club may attend all Committee meetings to give their report and then leave at the discretion of the Committee.
- (b) A person shall be prohibited from sitting on the Management committee (without prior approval by the Commissioner for Consumer Protection) if they have been convicted with an offence involving fraud or dishonesty punishable on conviction by 3 months or more imprisonment, are undischarged bankrupt or whose affairs are under insolvency law, and have been convicted of an offence in connection with the promotion, formation of management of a body corporate, including duties.
- (c) Where a person is prohibited because they have been convicted of an offence they cannot be a committee member for a period of five years from their conviction, except where the conviction resulted in imprisonment, in which case they cannot be a committee member for five years from their release from custody.
- (d) The quorum at all Committee meetings shall be five (5) members.
- (e) Committee meetings shall be held monthly. Special Committee meetings may be called by the President, Secretary or on the request of three members of the Committee. All Committee members are to be given at least 48 hours' notice of any meeting.
- (f) A person ceases to be a Committee member if they resign or become ineligible to accept an appointment or act as a Committee member under Clause 15(b), become permanently unable to act because of a mental or physical disability; and if, without satisfactory explanation, are absent from three consecutive Committee meetings, unless the disqualification shall be dispensed with on a resolution of the Committee.
- (g) No member of the Committee shall be held to have resigned his/her seat until a resignation, in writing, has been received by the President and then accepted by the Committee.
- (h) Any vacancy occurring in the Committee may be filled at a meeting of the Committee when a member may 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 their predecessor, had the latter continued in the office.
- (i) Subject to the requirement for a quorum the Committee may continue to act despite any vacancy in its membership and if there are fewer Committee members than required for a quorum, the Committee may act only for the purpose of appointing Committee members or convening a General meeting.
- (j) The President shall preside at all meetings of the Committee of The Club and, in his/her absence the Vice President. Should neither be present, the meeting shall elect a Chairperson. All Committee members present have one vote with all resolutions of the Committee decided by a majority vote of all those present. In the case of equality of votes, the proposal before the Committee shall be decided in the negative. The President or, in his/her absence, the acting President shall be authorised to speak on behalf of The Club.
- (k) Voting outside of meetings will only be allowed for the election of office bearers as detailed in 14 (a).
- (l) The procedure and order of business to be followed at a Committee meeting may be determined from time to time by the Committee and shall be recorded by the Secretary. Information recorded shall be the names of all persons present, the business and any motion on which a vote is taken and the result of the vote.
- (m) A member or other person who is not a Committee member may attend a Committee meeting if invited to do so by the Committee and has no right to any agenda, minutes or other document circulated at the meeting, must not comment about any matter discussed at the meeting unless invited by the committee to do so and cannot vote on any matter that is to be decided at the meeting.
- (n) The presence of a member at Committee meeting may be by telephone or other means of instantaneous communication. A member who participates is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

16. Powers of the Committee:

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

Without prejudice to the powers conferred by the last preceding rule, the Committee shall, subject to the by-laws, have power to do the following things:

- (a) 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.
- (b) To purchase or otherwise acquire any books, newsletters or periodicals and dispose of them as it may see fit.
- (c) 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.
- (d) To determine what person (if any) not being members of The Club shall be permitted to use the premises of The Club or any part or parts thereof and during what time and under what conditions and when and at what times and places and under what conditions such persons shall be supplied with refreshments and accommodation.
- (e) To appoint any other officials or servants of The Club and to remove them as occasions may require at their discretion and to define their respective duties. Persons appointed to a paid position, as Club Manager, shall be engaged under a contract, award or classification of work in the Registered and Licensed Clubs Award (2010).
- (f) 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 proceedings of such sub committees as may be thought desirable.
- (g) To regulate and control their own meeting and the transaction of business.
- (h) To reimburse expenses of any member of The Club for faithful and diligent service as deemed fit.
- (i) In accordance with the rules, to reprimand, suspend, or expel any member.
- (j) To enter into or accept any lease or tenancy of the premises where on The Club shall conduct its affairs or of any furniture, goods and effects, which may be required for the use of The Club on such terms and on such conditions as The Club, may deem expedient.
- (k) To take and defend all legal proceedings by or on behalf of The Club and to appoint all necessary Attorneys for any such purpose.
- (l) To borrow, raise or secure the payment of money, and to sell and dispose of the assets of The Club.
- (m) To make, alter and repeal by-laws not inconsistent with these rules regulating the use and management of The Club premises, the admission of members and the conduct of The Club and its affairs generally.
- (n) To appoint such number of delegates to sporting bodies and associations with which The Club may from time to time be affiliated as may be required by the rules thereof and such delegates shall hold office in accordance with the rules of such sporting bodies and associations respectively.
- (o) 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 Committee may use the funds of The Club for any such purpose required, together with any reasonable expenses incidental to Committee activities.
- (p) The interpretation of these rules, or any question arising out of, or not provided for, in these rules shall be at the discretion of the Committee, whose decision thereon shall be final and binding on all members.
- (q) The acts of a Committee or Sub-Committee, or of a Committee Member or Member of a Sub-Committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a subcommittee.

17. Roles and Responsibilities of Committee Members:

The Secretary has the following duties:

- (a) Dealing with The Club's correspondence.
- (b) Consulting with the President regarding the business to be conducted at each Committee meeting and General meeting.
- (c) Preparing the notices required for meetings and for the business to be conducted at meetings and placing every notice directed to be exhibited in The Club premises on The Club's notice board.
- (d) 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 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 as required under section 53(1) of the Act.
- (e) Maintaining on behalf of The Club an up-to-date copy of these rules, as required under Section 35(1) of the Act.
- (f) 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.
- (g) 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 at a place determined by the committee for at least 7 years.
- (h) Maintaining full and accurate minutes of Committee meetings, General meetings and use of the Common Seal.
- (i) Carrying out any other duty given to the Secretary under these rules or by the Committee.

The Treasurer has the following duties:

- (a) Ensuring that any amounts payable to The Club are collected and issuing receipts for those amounts in The Club's name.
- (b) Ensuring that any amounts paid to The Club are credited to the appropriate account of The Club, as directed by the Committee.
- (c) 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.
- (d) Ensuring that The Club complies with the relevant requirements of Part 5 of the Act.
- (e) Ensuring the safe custody of The Club's financial records, financial statements and financial reports, as applicable to The Club at a place determined by the committee for at least 7 years.
- (f) Coordinating the preparation of The Club's financial statements and financial report before their submission to The Club's Annual General meeting.
- (g) 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.
- (h) Ensuring all payments made shall be on the authority of the Committee by a member, or members thereof appointed by the Committee from time to time for that purpose and counter authorised by one of the four (4) Executive holders.
- (i) The Secretary and/or Treasurer shall enter in a register, provided for that purpose, the name in full and the addresses of all members of The Club for the time being and the date of the last payment by each member of his/her subscription and in another register shall be entered the names in full and the addresses of all honorary members, the date of their election and the period of their membership.
- (j) Carrying out any other duty given to the Treasurer under these rules or by the Committee.

The Committee has the following obligations:

- (a) The Committee must take all reasonable steps to ensure The Club complies with its obligations under the Act and these Rules.
- (b) 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.

- (c) 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.
- (d) A Committee Member or former Committee Member must not improperly use information or Club position to gain an advantage for himself or herself or another person or to cause detriment to The Club.
- (e) Section 41 of the Act requires that as soon as practicable after membership ceases, the Committee Member must deliver to the Secretary of the Committee all of the relevant documents and records they hold pertaining to the management of The Club's affairs.
- (f) A member of the Committee who has any direct or indirect pecuniary interest in any matter under contemplation by the Committee, shall, as soon as he/she becomes aware of his/her interest, disclose the nature and extent of such interest to the Committee and shall not be present to take part in any deliberations or decision of the Committee with respect to that matter. The Club must record every disclosure made by a Committee member of a material personal interest in the minutes of the Committee meeting at which the disclosure is made.
- (g) At a general meeting, the Association may by resolution —
 - (i) remove a committee member from office; and
 - (ii) elect a member who is eligible to fill the vacant position.
- (h) A committee member who is the subject of a proposed resolution under Clause (g) may make written representations (of a reasonable length) to the Secretary or President on and may ask that the representations be provided to the members.
- (i) 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.

The Auditor or Reviewer has the following obligations:

- (a) There shall be an Auditor/Reviewer, not a member of the Committee, who shall be independent to The Club.
- (b) Such Auditor/Reviewer shall audit the accounts and have power at any time to call for all documents and records relating to the affairs of The Club.
- (c) The Auditor/Reviewer shall be entitled to receive such remuneration as the Committee may determine from time to time.
- (d) If any casual vacancy occurs in the office of any Auditor/Reviewer appointed by The Club, the Committee will fill the appointment until the next Annual General Meeting.

18. Sub-Committees:

The Committee may delegate any of its power to Sub-Committees as it sees fit, these sub-committees shall consist of a minimum of one Committee member, who shall act as Chairperson and as many ordinary members as the Committee deem necessary. Provided that no act of sub-committees shall be binding upon the Committee or Club until such is ratified by the Committee, such sub-committee must report and be responsible to the Committee.

19. Alteration and Repeal of Rules:

- (a) No repeals of any existing rules and no new rules or alteration, amendments or suspensions of a rule shall be valid unless a motion is carried by a show of hands from three quarters majority of members present at a General or Special General Meeting.
- (b) Notices of motions to repeal, alter or suspend any rule shall be given to the Secretary in writing at least 21 days preceding the Annual or Special General Meeting at which the motion shall be presented and shall include a statement that the motion be proposed as a special resolution. The Secretary shall exhibit the proposal on The Club notice board for 14 days before the date of the meeting and notified to club members.
- (c) As soon as is practical after the making of any amendment or addition to the rules of The Club, passed by special resolution, the Secretary shall provide a certified copy of the amendment or alteration to the Department of Racing, Gaming and Liquor and then, subject to their approval, to the Consumer Protection Division of The Department of Commerce. No effect will be given to the amendments without their approval.

20. Suspension or Expulsion of Members:

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

The President, Committee or Approved Manager in receiving a complaint from the Approved Manager or Approved Bar Staff, of a voting member's behaviour which is considered a serious breach of the Liquor Act or unacceptable member behaviour or where police involvement is required, may suspend this member immediately for a period of time until disciplinary action under clauses 20(c) & 20(d) can be taken.

The Committee is required to exempt any member of that Committee from hearing a charge in which he/she has an interest.

The Committee shall apply the power to reprimand, suspend or expel any member of The Club who:

- (a) Fail in the observance or commit any breach of any rule of The Club, or any by-law of The Club or of any order or direction of the Management Committee or of any General Meeting.
- (b) In the sole judgement of the Management 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.
- (c) Any member charged with misconduct defined in Rule 20 paragraph 2, shall be furnished with a written copy of the charge and summoned before the Committee with no less than seven (7) days' notice.
- (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 a determination shall be made.
- (e) 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.
- (f) Should any member make a charge which in the opinion of the Committee shall be of a frivolous nature or unsupported by evidence at the enquiry the Committee shall impose such penalty against that member as it may think fit.
- (g) 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 and the name of such member shall be erased from the list of members.
- (h) If a Member is suspended or expelled, the person may appeal the Committee's decision through a Special General meeting by giving written notice to the Secretary within fourteen (14) days of receiving notice of the Committee's decision at a cost of \$50 to be lodged with the Secretary to defray the cost of a Special General Meeting.
- (i) Members are not permitted to have legal representation attend any disciplinary matters, but may bring another member to act in a support capacity only.
- (j) The decision of an appeal at a Special General meeting shall be final as decided by the majority of the members present.
- (k) If a Member's membership is suspended the Secretary shall record in the Register:
 - I. the name of the Member that has been suspended from membership;
 - II. the date on which the suspension takes effect; and
 - III. the length of the suspension as determined by the Committee
- (l) During the period a member's membership is suspended, the member —
 - I. loses any rights (including voting rights) arising as a result of membership; and
 - II. is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to The Club.
- (m) Upon the expiry of the period of a voting Member's suspension, the Secretary must record in the Register that the Member is no longer suspended.
- (n) 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 is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

21. Grievance Procedure:

The Club grievance procedure includes a person who is a party to the dispute and who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

Rule 20 applies to disputes between Members and disputes between The Club and one or more Members that arise under the rules or relate to the rules of The Club.

Rule 20 does not apply to club member misconduct (Rule 20) or members who do not have voting rights. (Rule 6(b)).

- (a) 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.
- (b) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties to, and details of, the dispute.
- (c) The Secretary must convene a Committee Meeting within twenty-eight (28) days after the Secretary receives notice of the dispute for the Committee to determine the dispute.
- (d) 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.
- (e) The Secretary 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 clause 21(c).
- (f) 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 Rule 22.

22. Mediation:

Rule 22 applies if -

- (a) Written notice has been given to the secretary requesting the appointment of a mediator.
- (b) A party is dissatisfied with a decision made by the Committee under Rule 20(e).
- (c) A dispute is between a Member or more than one Member and The Club.
- (d) When any party to a dispute elects not to have the matter determined by the Committee.
- (e) The party, or parties requesting the mediation agree to pay the costs of the mediation.

The mediator must be a person chosen by agreement between the parties or in the absence of agreement: if the dispute is between a Member and another Member – a person appointed by the Committee; OR 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.

- (a) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (b) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (c) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.

The mediator, in conducting the mediation, must:

- (a) Give the parties to the mediation process every opportunity to be heard.
- (b) Allow all parties to consider any written statement submitted by any party.
- (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (d) 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.

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.

23. Supply of Liquor – Liquor Act to be observed:

The Club shall appoint and maintain an Approved Manager for the purposes of observing liquor licensing requirements and regulations.

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 Control Act.

24. Common Seal:

The Club shall have a Common Seal, which shall be kept in the custody of the Secretary 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. Any document to which the seal is affixed shall be countersigned by the Secretary or an officer appointed by the management committee for that purpose and that person must make a written record of each use of the Common Seal,

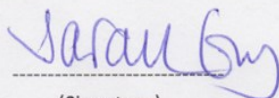
25. Dissolution of the Club:

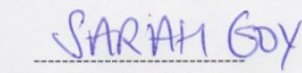
- (a) The Club may cease its activities and have its incorporation cancelled in accordance with Part 10 of the Act:
 - I. after the committee has determined the association is able to pay or meet its debts and liabilities; and
 - II. the Members resolve by Special Resolution that The Club will:
 - a. apply to the Commissioner for cancellation of its incorporation; or
 - b. appoint a liquidator to wind up its affairs
- (b) The Club must be wound up in accordance with Part 9 of the Act if:
 - I. the committee has determined the association is unable to pay or meet its debts and liabilities; or
 - II. is party to any current legal proceedings; or
 - III. has 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:
 - I. an incorporated association under the Act;
 - II. a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;
 - III. a company limited by guarantee that is registered as mentioned in section 150 of the Corporations Act 2001 (Cwth);
 - IV. a company holding a licence that continues in force under section 151 of the Corporations Act 2001 (Cwth);
 - V. a body corporate that:
 - a. is a member or former member of The Club; and
 - b. at the time of the Surplus Property is distributed, has rules that prevent the property being distributed to its members;
 - VI. a trustee for a body corporate referred to in rule Section 29(c)(v); or
 - VII. 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.

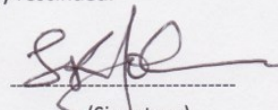
26. Endorsement:

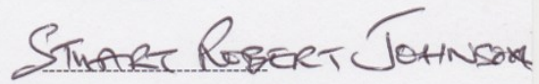
This Constitution and Rules was adopted at a General Meeting by special resolution held on 19/01/20 to come into effect on 20/01/20 subject to the approval from the Department of Commerce and Liquor Licensing.

All previous Guilderton Country Club constitutions and rules are hereby rescinded.


(Signature)


(Print Name) - PRESIDENT


(Signature)


(Print Name) - SECRETARY

Appendices One: Commissioner Information

Guidance Note – Information provided to the Commissioner under section 29(5) – This information is part of the rules of your association and must be attached to the copy of the rules provided to members.

A. The name of the Association is: **GUILDERTON COUNTRY CLUB INC.**

B. The objects of the Association are:

- a) The principle objects are to establish, maintain and conduct a club for the benefit of Guilderton & surrounding communities and to support sporting, recreational, social, cultural, and community dimensions of that interest. These objects include the provision of facilities for the pursuit of literary, athletic, professional and any other purpose that provides benefits and enjoyment for the members of The Club.
- b) To borrow, raise or secure the payment of money for the purpose of The Club in such manner as the members think fit.
- c) To provide and maintain a clubhouse and sporting amenities for the use of the members.
- d) The property and income of The Club shall be applied solely towards the promotion of the objects or purposes 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 or purposes.

C. Any twenty (20) members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.

D. Five (5) committee members constitutes a quorum for the conduct of the business of a committee meeting.

E. The association's financial year will be the period of 12 months commencing on first of July and ending on 30 June of each year.