



Constitution of the Western Social Club (Inc.)
(Est. 1971)
(Incorporated 24th August 1993)

Adoped at AGM 10th February 2019
To be Effective from 10th February 2019



Management Committee

President

Vice President

Secretary

Treasurer

Publicity Officer

Smoking and Security Control Officer

Committee members

Auditor

Western Social Club Table of Contents

1 . NAME.....	3
2. OBJECTS.	3
3. DEFINITIONS	3
4. PROPERTY AND INCOME	4
4.1 PROPERTY AND INCOME	4
4.2 BANK/INVESTMENTS.....	4
4.3 COMMON SEAL	4
4.4 TRUSTEES	5
5 MEMBERSHIP	5
5.1 REGISTER OF MEMBERS	5
5.2 MEMBERSHIP OF THE CLUB IS OPEN TO.....	5
5.3 MEMBERSHIP OF THE	5
5.4 APPLICATION FOR MEMBERSHIP.....	5
5.5 MEMBRSHIP FEE.....	5
5.6 SUBSCRIPTIONS.....	6
5.7 UN-FINANCIAL MEMBER.....	6
5.8 SPECIAL CIRCUMSTANCES.....	6
5.9 CESSATION OF MEMBERSHIP.....	6
6. LEVIES.....	7
7. MEMBERSHIP RIGHTS.....	7
8. MANAGEMENT.....	9
9. ORDER OF ELECTION.....	9
9.1 GENERAL ELECTION.....	10
9.2 VOTING PROCEDURE.....	10
9.3 CASUAL VACANCIES.....	10
10.AUDITOR.....	10
11.MEETINGS OF THE MANAGEMENT COMMITTEE.....	11
11.1 COMMITTEE MEETINGS.....	11
11.2 QUORUM FOR COMMITTEE MEETING.....	11
11.3 CEASING TO BE A MEMBER OF THE MANAGEMENT COMMITTEE.....	12
12.RESIGNATION OF THE MANAGEMENT COMMITTEE.....	12
13.POWERS OF MANAGEMENT COMMITTEE.....	13
14.DUTIES OF OFFICERS.....	13
14.1 PRESIDENT.....	13
14.2 VICE-PRESIDENT.....	14
14.3 SECRETARY.....	14
14.4 TREASURER.....	14
14.5 PUBLICITY OFFICER.....	14
14.6 NON-EXECUTIVE COMMITTEE MEMBERS.....	15
14.7 SUB-COMMITTEES.....	15
15.ROLE AND RESPONSIBILITIES OF COMMITTEE MEMBERS.....	15
15.1 OBLIGATIONS OF THE COMMITTEE.....	15
15.2 RESPONSIBILITIES OF COMMITTEE MEMBERS.....	16

Western Social Club Table of Contents page 2

16. INTERPRETATION OF THE RULES.....	18
17. AMENDMENT OF RULES.....	18
17.1 SPECIAL RESOLUTION.....	18
18. GENERAL MEETINGS.....	19
18.1 ANNUAL GENERAL MEETING.....	19
18.2 QUORUM.....	19
18.3 CONDUCT OF THE ANNUAL GENERAL MEETING.....	19
19. SPECIAL GENERAL MEETING.....	20
20. MISCONDUCT.....	21
21. PROCEDURE FOR A CHARGE OF MISCONDUCT.....	21
22. PENALTIES.....	22
23. APPEAL.....	22
24. RESOLVING DISPUTES.....	23
25. MEDIATION.....	24
25.1 SUB SECTION APPLIES.....	24
25.2 INABILITY TO RESOLVE DISPUTES.....	25
26. CLUB COLOURS AND INSIGNIA.....	25
27. DISSOLUTION OF THE CLUB.....	25

PART A

1. NAME

The Name of the Club shall be the **WESTERN SOCIAL CLUB (INC)**.

2. OBJECTS

The objects of the Club shall be:

- (a) The object of the Club is the meeting for adult persons over the age of forty five years through social cultural and community activities that the club may choose to support.
- (b) To borrow, raise or secure the payment of money for the purpose of the Club in such a manner as the members see fit.
- (c) To affiliate with other associations that enhance the standing of recreational and social activities within the club.

3. DEFINITIONS

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

- (a) "Annual Meeting" means an Annual General Meeting.
- (b) "Books of the Association" means the Members Register; the Record of Office Holders; and the Club Constitution.
- (c) "By-Laws" means the codes of rules made and adopted by The Club.
- (d) "Club Year" means the Financial Year of The Club.
- (e) "Commissioner" means: the person for the time being designated as the Commissioner Under section 53 of the Associations Incorporation Act.
- (f) "Financial Year" means from the first of January each year, until 31st of December.
- (g) "General Meeting" means a General meeting of The Club whether Annual or Special.
- (h) "Month" means calendar month.
- (i) "WSC" means (Western Social Club).
- (j) "Rules" means this Constitution and Rules;
- (k) "Special General Meeting" means a General Meeting specifically called, at which only Business that has been described in the notice may be transacted.
- (L) "The Act" means The Associations Incorporation Act 2015, its amendments or other Legislation that may come into force to replace or supplement this Act shall form Part of this Constitution.
- (m) "The Club" means the Western Social Club (Inc):
- (n) "The Committee" means the Management Committee for the Club, duly elected for the Time being in accordance with these Rules;
- (o) "The Secretary" means the Secretary for the time being of The Club and includes any Deputy or person temporarily fulfilling the office of Secretary;
- (p) "The Treasurer" means the Treasurer for the time being of The Club and includes any Deputy or person temporarily fulling the office of Treasurer;
- (q) "Voting rights" means the ability for a financial member to propose or second an application for membership; move or second a motion or special motion, speak at all general meeting; nominate for a position on the Management Committee; vote at all general meeting; and petition for a special general meeting.

4. PROPERTY AND INCOME

4.1 PROPERTY AND INCOME

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 any member of the Club, except in good faith in the promotion of those objects or purposes.

4.2 BANK INVESTMENTS

The funds of the Club shall be placed in such Bank OR Financial Institution as the Committee may from time to time determine to the credit of the Western Social Club (Inc) and shall be operated upon by cheque, signed by any two of the President, Vice President, Secretary and Treasurer, or by electronic transfer if approved by the Committee.

4.3 COMMON SEAL

The Club may have a Common Seal to be kept in the custody of the Secretary and shall be used only on the authority of the Committee.

With such authority the President and Vice President for the time being shall affix the Common Seal to any deed, instrument or writing, signed by the said officers and Countersigned by the Secretary.

4.4 TRUSTEES

The President and Vice President shall be ex-officio trustees of the Club; and all property of the club shall be vested in their trust for and on behalf of the members for the time being.

Records and documents held in trust may be inspected by financial Ordinary, Honorary and Honorary Life Members of the Club who shall be permitted to copy such records but shall Not remove them from trustee possession.

PART C

5. MEMBERSHIP

5.1 REGISTER OF MEMBERS

The Club shall keep an up to date register of members in respect of Ordinary, and Honorary Life Members.

- (a) This register must be continually available for inspection at The Club premises by Authorised Officers.
- (b) Residential, postal, or email address can be nominated for the members register.

5.2 Membership of the Club is open to adults 45 years or above.

5.3 MEMBERSHIP OF THE CLUB

Membership of the Club shall consist of the following:

- (a) Ordinary Member. A person who meets the qualification for membership is entitled to exercise the full privileges of the Club.
- (b) Honorary Life Member. A member who is recommended by the Management Committee to a General Meeting of the Club and elected at such meeting by a 75% majority vote to be a Life Member for long and conspicuous service to the Club, and shall enjoy all Privileges of an Ordinary Member, be exempt from subscriptions but shall pay any Levies and WSC fee
Life Members shall not exceed fifteen (15) living members at one time and not more Than three (3) shall be elected in one year.....

5.4 APPLICATION FOR MEMBERSHIP

- (a) A person who desires to become a member shall complete a written Form of Application as determined by the Committee.
- (b) All prospective members shall be interviewed by a Committee Member or be sponsored By a Financial Member, either of whom may accept such Application for Membership on Behalf of the Committee.
- (c) Applications shall be submitted to the Committee for approval. Such applicants shall be Elected as Members on the vote of two thirds of the Committee present and voting.

5.5 MEMBERSHIP FEES

- (a) All fees and subscriptions shall be determined at the November Meeting of the Committee. Three (3) months prior to the AGM All subscriptions shall be payable annually in advance: provided that all members shall be deemed financial until the 30th day of January in each year, for the purpose of Club Elections at the AGM.
- (b) Only financial members shall be entitled to vote at a General Meeting of The Club.
- (c) Membership shall be annual from the 1st Day of January.

5.6 SUBSCRIPTIONS

New members elected after the 1st Day of October shall pay a pro-rata subscription for each Remaining month of the Club Year from the date to his/her election, plus applicable levies within one month of his/her election.

5.7 UN-FINANCIAL MEMBER

The Committee may by resolution remove from the register of members, the name of any Member who fails to pay:

- (a) His/her annual subscription or the first moiety of his/her annual subscription, plus WSC Fee before the 30th day January or the second moiety before the 31st March and
- (b) Any additional subscriptions, levies or fees imposed by the Club within one month of Due date of payment.

5.8 SPECIAL CIRCUMSTANCES

On being satisfied that any member, through absence, illness, financial difficulties, unemployment, physical disability or other distressful circumstances, is unable to pay his/her Full subscription, the Committee, on a recommendation of the Finance Committee, may relieve him/her of part of his/her liability but not so as to make his/her total liability less than Then per centum of his applicable subscription.

NB: Under the Act the AGM must be held within 6 months of the end of the financial year.

5.9 CESSATION OF MEMBERSHIP

A person ceases to be a member when any of the following takes place:

- (a) For a member who is an individual, the individual dies;
- (b) For a person whose title represents a corporate member, the body corporate is Wound up;
- (c) The person resigns from The Club;
- (d) The person is expelled from The Club;
- (e) The person ceases to be a member if his/her subscription fee is in arrears after 31st January in any year.
- (f) The Secretary will keep a record on file of the date on which the person ceased to be A member: and
 - (i) The reason why the person ceased to be a member.

- (ii) A member may resign from membership of The Club by giving written notice of the resignation to the Secretary.

“The resignation takes effect when the Secretary receives the notice; or if a later time is stated in the notice, at that later time”.

“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.

“The owed amount may be recovered by the Club in a court of competent jurisdiction As a debt due to The Club.

6. LEVIES

Members shall pay such levies as may be imposed from time to time by the Club. A General or Special Meeting shall have the power to make a levy on the members for any special project or need, and such levy shall not exceed one third of the Ordinary Membership subscription in any year.

7. MEMBERSHIP RIGHTS

- (a) The rights and privileges of every member shall be personal and shall not be transferable In any manner by their own act or through any other person on their behalf or by operation of law.
- (b) All members upon successful registration, will be supplied with an electronic copy of The Club Constitution or will be directed to obtain a copy of The Club Constitution from The Club’s website.
- (c) Upon acceptance to membership, all members agree to be bound by The Club Code of Conduct.
- (d) Upon request a member may inspect the Books of the Association as such time and place As is mutually convenient to the Club and the Member.
 - (i) A member must contact the Secretary to request to inspect the Member Register.
 - (ii) The Member may make a copy of details from the Member Register but has no right to remove the Register for that purpose.
 - (iii) A Member may make a request in writing for a copy of the Member Register.
 - (iv) The Club may charge a reasonable fee to the Member for providing a copy of the Member Register, the amount to be determined by the Committee from time to time.

- (v) A Member must not use or disclose the information on the Member Register:
- * To gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
 - To Contact, send material to The club or a Member for the purpose of
 - Advertising for political, religious, charitable or commercial purposes, or
 - For any other purpose unless the use of the information is approved by the Committee for a purpose:
 - This is directly connected with the affairs of The club; or
 - Related to the provision of the information to the Commissioner in Accordance with a requirement of the Act.
- (vi) The Committee may require a Member who requests a copy of the Member Register To provide a statutory declaration setting out the purpose of the request and declaring That the purpose is connected with affairs of The Club.

PART D

8 MANAGEMENT

The management of The Club shall be vested in the Management Committee all of which shall be elected or appointed as required from time to time.

- (a) The Management Committee shall comprise of:
 - * President
 - * Vice President
 - * Secretary
 - * Treasurer
 - * Publicity Officer
 - * Smoking and Security Control Officer
 - * And not less than four (4) Committee Members.
- (b) All positions on the Committee are elected at the Annual General Meeting for a term of one year from the date of that election or the Annual General Meeting next following.
- (c) All positions shall be elected by financial Ordinary and Honorary Life Members of the Club.
- (d) Appointment of additional positions:
Additional members may be appointed by the Management Committee to any position within The Management committee as Assistant or Deputy to help further the objects of the Club.

9. ORDER OF ELECTION

Any member, who is not opposed for a senior position, shall be excluded from the ballot for any subsequent position. The order of seniority of position shall be:

President
Vice President
Secretary
Treasurer
Publicity Officer
Smoking and Security Officer
Committee members

9.1 GENERAL ELECTION

If the number of nominations does not exceed the number required to be elected by the Members for any position, the candidates nominated shall be declared elected at the Annual General Meeting.

If less than the required number of nominations is received for any such office, the Committee may fill the position as a casual vacancy.

9.2 VOTING PROCEDURE

All positions of the Committee will be called from the floor in order of election. Voting will be by show of hands or ballot as the Chairman may direct, unless that direction is disagreed with by a two thirds majority of members present and voting at that meeting.

The Chairman may appoint one or more members who shall not be a candidate for Election to the position, to assist in the counting of votes at that meeting.

If the number of nominations for a position does not exceed the number required to be elected, the candidates nominated shall be declared elected.

If less than the number of nominations required for any position the Chairman may direct the Incoming Committee to fill the position as a Casual Vacancy.

9.3 CASUAL VACANCIES

The Management Committee may fill any vacancy occurring on any committee by appointment of a person with applicable voting rights. A person so appointed shall hold office until the next Annual General Meeting at which time the position will become vacant.

10. AUDITOR

The Club shall appoint an auditor as required under the act.

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

11. MEETINGS OF THE MANGEMENT COMMITTEE

11.1 COMMITTEE MEETINGS

- (a) The Management Committee shall meet at least monthly at such place and On such dates as decided by the Committee;
- (b) The Secretary shall call meetings of the Committee when instructed to do so by The President, or by any three members of the Committee. The Secretary shall Be solely responsible for the proper advice to all members of the Committee not Not less than 48 hours before the time set for such meeting;
 - (i) Committee Meeting may take place:
 - *where the Committee Members are physically present together; or
 - * where the Committee Members are able to communicate by using any Technology that reasonably allows the Committee Member to participate Fully in discussions as they happen in the Committee Meeting and in making Decisions, provided that the participation of the Committee Member in the Committee Member must be made known to all other members
 - (ii) A Committee Member who participates in a meeting as set out in this Rule;
 - *is deemed to be present at the Committee Meeting; and
 - *continues to be present at the meeting for the purpose of establishing a quorum, until the Committee Member notifies the other Committee Members that he or she is no longer taking part in the Committee Meeting.

11.2 QUORUM FOR COMMITTEE MEETING

Fifty percent (50%) plus one (1) persons shall form a quorum. If a quorum is not present within 30 minutes of the time scheduled for commencement of the meeting, the meeting will stand Adjourned for one week at the same hour. If at such adjourned meeting no quorum be present Those present not being less that Fifty percent (50%) shall have the power to transact the Business of such meeting.

11.3 CEASING TO BE A MEMBER OF THE MANAGEMENT COMMITTEE

A casual vacancy occurs in the office of a Committee Member and that office becomes Vacant if the Committee Member:

- (a) Dies;
- (b) ceases to be a Member;

- (c) becomes disqualified from holding a position under these rules as a result of bankruptcy Or conviction of a relevant criminal offence;
- (d) becomes permanently incapacitate by mental or physical ill-health;
- (e) resigns in writing from office, and such resignation has been accepted by the Committee;
- (f) is absent from more than;
 - (i) three consecutive Committee Meetings without good reason; or
 - (ii) three Committee Meetings in the same Financial Year without tendering an apology To the person presiding at each of those Committee Meetings.
- (g) Is removed from office by resolution at a General Meeting of The Club if a majority Of the Members present and with voting rights at the meeting vote in favour of the Removal.
 - (i) The Committee Member who faces removal from the Committee must be given A full and fair opportunity at the General Meeting to decide the proposed resolution, To state his or her case as to why the Member should not be removed from his or her Position on the Committee.
 - (ii) If all Committee Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting elect an interim Committee.
 - (iii) The interim Committee must, within two months, convene a General Meeting of The Association for the purpose of electing a new Committee,.

12. RESIGNATION OF THE MANGEMENT COMMITTEE

In the event of a resignation of the Management Committee, the management of the affairs of the Club shall be vested in the President, Vice President, Secretary and Treasurer who shall be competent to exercise all powers vested in the Executive Committee, until the holding of a Special General Meeting convened for the purpose of electing their successors; which Special Meeting shall be held within fourteen (14) days after receipt of such resignation.

13. POWERS OF MANAGEMENT COMMITTEE

- (a) The business of The Club shall be managed by the Committee which may exercise all powers of The Club, except those required to be exercised by The club at a General Meeting.
- (b) Without prejudice to the powers conferred by the last preceding rule, the Committee shall, subject to the by-laws, have the power to do the following things:

- (i) 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 such persons shall be supplied with refreshments and accommodation.
- (ii) To appoint any other officials or servants of The Club and to remove them as occasion may require at their discretion and to define their respective duties, Persons appointed to paid positions shall be engaged under an appropriate contract, award or classification of work.
- (iii) To delegate, subject to such conditions as it thinks fit any of its powers to sub Committees consisting of such members of the Committee and other members of the Club co-opted for the purpose as it may determine and to make such regulations as to the proceeding of such sub committees as may be thought desirable.
- (iv) To regulate and control their own meeting and the transaction of business.
- (v) To reimburse expenses of any servant or member of The Club for faithful and diligent service as deemed fit.
- (vi) In accordance with the rules, to suspend, or expel any member.
- (vii) 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, effects, which may be required for the use of The Club on such terms and on such conditions as The Club, may deem expedient.
- (viii) To take and defend all legal proceeding by or on behalf of the Club and to appoint all necessary Attorneys for any such purpose.
- (ix) To borrow, raise or secure the payment of money, and to sell and dispose of the assets of The Club.
- (x) To make, alter and repeal by-laws not inconsistent with these rules, to regulate the use and management of the Club premises, the admission of members and the conduct of The Club and its affairs generally.
- (xi) To do and perform any other act, matters and things relative to the management of The Club as shall not by these rules require to be done by the club in General Meetings.

14. DUTIES OF OFFICERS

14.1 PRESIDENT

The President shall preside at all meeting of the Club and of the Committee. In his/her absence the vice President shall preside. If neither of the aforementioned officers be present, the Meeting shall elect a Chairperson. At all general Meetings of the Club and all meetings of the Committee the President, or in his/her absence the presiding Chairperson shall have a deliberate vote and a casting vote where necessary to retain the status quo, and shall decide on the voices or by a show of hands as the presiding Chairperson thinks fit, but any member may demand a division or a secret ballot.

- (a) Shall consult with the Secretary of The Club regarding business to be discussed at each Meeting.
- (b) May convene special meetings of the Committee.
- (c) Must ensure that the minutes of all general and Committee Meetings are reviewed And signed as correct.

14.2 VICE-PRESIDENT

The Vice President shall liaise with the President in the overall management of the Club, and in his/her absence shall assume his/her responsibilities, and shall be the host/hostess of the Club.

- (a) shall also be responsible for the oversight of the web site and affiliated sites.
- (b) shall be responsible for the oversight of design and printing of all necessary Club Documentation.
- (c) Oversee the general running of duties.

14.3 SECRETARY

The Secretary shall:

- (a) Co-ordinate the correspondence of The Club.
- (b) Consult with the Chairperson about all business to be conducted at meetings and convene General Meetings and Committee Meetings including preparing the notices of meetings and of the business to be conducted at each meeting;
- (c) Keep and maintain current rules and by-laws of The Club;
- (d) Maintain the register of Members including the email, street or postal address of each Member;
 - (i) update the register within 28 days of new members, members resigning, members suspended, expelled and in the latter case, include date in which member ceases and reasons for cessation of membership.
 - (ii) maintain the record of office holders of The Club.
 - (iii) Committee members may nominate a business address, post office box address or email address to be used in the record in place of their personal address;
 - (iv) ensure the safe custody of the Books, with the exception of the Accounting Records, Of The Club.
 - (v) keep full and correct minutes of Committee Meetings for approval at the next Management Committee Meeting, and the use of electronic devices which will then be stored and distributed as determined in the by-laws.
 - (vi) keep full and correct minutes of General Meetings, which will be distributed to all Members within (7) seven days of the General Meeting via Club notice board, electronic device or delivered and will be tabled for adoption at the next General Meeting; and
 - (vii) perform any other duties imposed on the Secretary by these Rules or The club

14.4 TREASURER

The Treasurer shall:

- (a) Ensure all moneys payable to The Club are collected, and that receipts are issued for Those moneys in the name of The Club:
 - (i) ensure the payment of all such money into the account of accounts of The Club As the Committee may from time to time direct:

- (ii) ensure timely payments from the funds of The Club within the authority of a General Meeting or of the Committee, with all cheques, drafts, bills of exchange promissory notes and other negotiable instruments of the Association signed by either:
 - (iii) 2 committee members: or
 - (iv) one Committee Member and a person authorised by the Committee.
- (v) ensure that the Club complies with the account keeping requirements in Part 5 of the Act;
- (vi) ensure the safe custody of the Financial Records of The Club prior to its submission to the Annual general Meeting of The Club.
- (vii) coordinate the review of the Financial Report of the Club prior to its submission to the annual General Meeting of The Club;
- (viii) assist the reviewer or auditor in performing their functions; and
- (ix) perform any other duties imposed on the Treasurer by these Rules or The Club
- (x) present a financial statement to each regular Committee Meeting
- (xi) present an audited financial statement and balance sheet for the preceding year To the Annual General Meeting.

14.5 PUBLICITY OFFICER

The Publicity Officer shall be responsible to the Committee for the dissemination of all Information to members or associated organisations. The Publicity Officer shall submit all Such information and advertising material, except routine advertising, to the Committee for It's approval before it is sent out.

14.6 NON-EXECUTIVE COMMITTEE MEMBERS

The non-executive Committee Members shall perform tasks as designated and requested by the Committee.

14.7 SUB-COMMITTEES

Special purpose sub-committees may be formed by the Committee from time to time each for A period of time as determined by the Committee.

15. **ROLE AND RESPONSIBILITIES OF COMMITTEE MEMBERS.**

15.1 Obligations of the Committee

The Committee must take all reasonable steps to ensure the Club complies with Its obligations under the Act and these Rules.

15.2 Responsibilities of Committee Members

- (a) A Committee Member must exercise his/her powers and discharge his duties With a degree of care and diligence that a reasonable person would exercise In the circumstances.
- (b) A Committee Member must exercise his powers and discharge his duties in Good faith in the best interests of The Club and for a proper purpose.
- (c) A Committee Member or former Committee Member must not use his/her Position, or information obtained as a Committee Member to:
 - *Gain an advantage for himself/herself or another person; or
 - *Cause detriment to The Club
- (d) A Committee Member having any material interest, i.e.: financial or non-financial Interests, in a matter being considered at a Committee Meeting must:
 - *as soon as he/she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
 - *disclose the nature and extent of the interest at the next General Meeting of The Club;
 - *and not be present while the matter is being considered at the Committee Meeting or vote on the matter.
- (e) The previous sub-section does not apply in respect of a material interest that:
 - *exists only because the Committee Member belongs to a class of persons for whose benefit The Club is established; or
 - *the Committee Member has in common with all, or a substantial proportion of the members of The Club.
- (f) The Secretary must record every disclosure made by a Committee Member under this Section in the minutes of the Committee Meeting at which the disclosure is made, manually and/or electronically.
- (g) No Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of The Club unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.
- (h) No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for:
 - *an indictable offence in relation to the promotion, formation, or management of a body corporate.
 - *an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - *an offence under Part 4 Division 3 or section 127 of the Act; unless the person has obtained the consent of the commissioner.

- (i) The Club may pay a Committee Member's travelling and other expenses as Properly incurred;
 - *in attending any General Meeting or sub-committee meetings;
 - *in attending any General Meeting of The Club; and
 - *in connection with The Club's business.

- (j) Committee Members must not receive any remuneration for their services As Committee Members other than as described in previous Sub-Section Unless agreed to at an Annual General Meeting.

- (k) 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.

- (l) This Sub-Section does not prevent:
 - *the payment in good faith of remuneration to any officer, employee, or Member in return for any services actually rendered to The Club or for Goods supplied in the Ordinary and usual course of business.

 - *the payment of interest at a rate not exceeding the prevailing market rate Published by the Reserve Bank of Australia as the "Cash Rate Target "from Time to time on money borrowed by the Member ;

 - *the reimbursement of expenses incurred by any Member or any Committee Member on behalf of The Club.

PART E

16. INTERPRETATION OF THE RULES

- (a) The Committee shall decide all questions of interpretation of these Rules and such Decision shall be binding, unless at a General meeting such decision shall, by a three quarters majority of members then present, be disagreed with;
- (b) In the event of any ambiguity, the powers vested in the Committee shall be construed So as to widen and not restrict the powers of the Committee;
- (c) Every member is bound by and shall submit to the Rules and by-Laws of the Club: and
- (d) No member shall be entitled to take any legal action against the Club (other than a claim For goods 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.

17. AMENDMENT OF RULES

17.1 SPECIAL RESOLUTION

- (a) No repeal of any existing rules and no new rules or alteration, amendments or Suspensions of a rule shall be valid unless a special resolution is carried by a three-fourths Majority of members present and with voting rights as a General or Special General Meeting and by otherwise complying with Part 3 Division 2 of the Act.
- (b) Notices of motions to repeal, alter or suspend any rule shall be given to the Secretary At least twenty-one (21) days preceding the Annual or Special General Meeting at which The motion shall be presented. The Secretary shall exhibit the proposal on The Club notice board or any applicable method to display. At least fourteen (14) days prior to such meeting.

PART F

18. GENERAL MEETINGS

18.1 ANNUAL GENERAL MEETING

The Annual General Meeting of The Club shall be held every calendar year in the Month of February, unless otherwise ordered by the Committee, but shall be held Within six months after the end of The Club's financial year. Notice of same and the Wording of any notice of motion shall be in writing to all members delivered, distributed Or posted to their last known address, not less than seven (7) days prior to the meeting, And posted on The Club notice board not less than fourteen (14) days before the meeting

18.2 QUORUM

Twenty (20 percent of financial Ordinary, and Honorary Life members of The Club as at the close of business on the previous day shall form a quorum, and if A quorum is not present within thirty (30) minutes of the appointed time for the Meeting, it shall stand adjourned for seven (7) days, and if at such adjourned meeting There is no quorum, those present shall be competent to discharge the business.

18.3 CONDUCT OF THE ANNUAL GENERAL MEETING

The President shall preside. In his/her absence the Vice President shall preside. In the absence of the aforementioned, the meeting shall elect a Chairperson from the members present. The Chairperson shall have power to exercise a casting vote.

- (a) Reading notice of the meeting
- (b) Reading and confirming of the minutes of the last Annual General Meeting and of any Special Meetings held since the preceding Annual General Meeting.
- (c) Table the Club Legal File" e.g. constitution by-laws, policy documents Certificate of Incorporation etc
- (d) Reading the President's Report, discussion, adoption or otherwise.
- (e) Reading statement of accounts and balance sheet discussion, receive or otherwise
- (f) Reading, discussing, receive or otherwise the reports of the Treasurer and auditor
- (g) Election of the Committee;
- (h) Handover of Office Bearers
- (i) Appointment of the Club Auditor
- (j) Election of Life Members
- (k) Special business of which notice of motion has been given.

19. SPECIAL GENERAL MEETING

- (a) The Secretary shall call a Special General Meeting when so instructed by a resolution Of the committee or on receipt of a requisition signed by not less than twelve and One half (12 1/ 2) percent of financial Ordinary, Honorary and Honorary Life Members Of the club at the date of receipt of such requisition.

- (b) Special Meetings shall be advertised by posting a notice on The Club Notice Board or emailed or delivered or by electric device to all members not less than fourteen (14) Days prior to the meeting, specifying the business to be transacted and no other Business shall be dealt with at such meeting.

- (c) Twenty (20) percent of all Financial Ordinary, Honorary and Honorary Life Members As at the close of business on the previous day shall for a quorum, and if no quorum be present within thirty (30) minutes after the appointed meeting time, the meeting shall lapse.

PART G

20 MISCONDUCT

- (a) The Committee shall exercise full power to reprimand, suspend, expel or impose penalties On any member of the Club who shall, in the sole and absolute judgement of the Committee, Have been guilty, either in or out of the Club premises, of any act, practice, conduct, matter Or thing calculated to bring discredit on, or in any manner prejudice the reputation of the Club Or calculated in any manner to impair or affect the enjoyment of the Club premises by members thereof, or to cause any ill-feeling between or among members.
- (b) Any dispute between members may be referred by either disputant in writing to the Committee Whose decision there-on, subject to these Rules shall finally settle the manner.
- (c) The complainant, with his/her complaint, shall deposit it with the Secretary a sum equivalent to 25 percent of the Ordinary membership subscription and if the Committee consider the complaint Frivolous, they may order the amount forfeited to the funds of the Club.
- (d) All complaints shall be made in writing through the Secretary, stating the explicit nature of the Offence of which the member is accused and the names of any members witness to the Complaint. The Secretary shall submit them to the Committee if he/she is unable to satisfy The complaint; and
- (e) The Committee shall exempt any member of that Committee from hearing a charge in which he she has an interest.

21. PROCEDURE FOR A CHARGE OF MISCONDUCT

- (a) If the committee decides to proceed with a charge of misconduct, seven (7) clear days' notice Of the hearing must be given to the member accused;
- (b) The Secretary shall deliver to, or forward by registered post, a notice to the accused member And the complainant at the postal address registered at the Club. The notice would specify The nature of the charge and request attendance at the hearing by the committee. On the Application of either party the Secretary shall send a notice to any other member to appear and Give evidence provided such application is made three (3) days before the date of the hearing.

Should any party or witness be unable to attend the hearing, the Committee may at their sole Discretion, on application of either party, adjourn the hearing for not more than seven (7) Days, at which time they shall take evidence and decide the case, the same as if all parties Were present;

- (c) If after hearing of the evidence, the Committee shall find the charge proven by a majority Decision they shall impose an appropriate penalty.
- (d) The number of votes for and against the decision shall be recorded.
- (e) The Secretary shall forthwith deliver to or post a notice to the member at the postal Address registered at the Club, advising him or her of the penalty; and

If any penalty is expulsion the name of the member shall be erased from the list of Membership forthwith. The member shall be liable for all monies due by him/her At the date of expulsion No person shall be entitled to take action or proceedings Against the Club for or in respect of any suspension or expulsion as decided and shall Conform to the decision of the Committee.

22, PENALTIES

The Committee shall have due regard to the circumstances of the charge , when affixing Any penalty under these Rules. Penalties available are:

- (a) The maximum monetary penalty for any breach of these Rules or By-Laws of the Club shall not exceed the annual subscription for Ordinary Members, but in addition an offending member shall pay the cost of repair or replacement for Club property damaged through his/her actions.
- (b) A period from Membership for any period not exceeding twelve (12) months.
- (c) Where the charge proven is of gross misconduct and a fine or suspension shall in the opinion Of a two-thirds majority of the Committee hearing the charge be inadequate or inappropriate They may expel the member. The Committee shall take due account of the effect of expulsion on a member who may desire to join an affiliated club in the future;
- (d) All monetary penalties shall be paid within fourteen (14) days of notice being served on the Member. If he/she should refuse or neglect to meet such payment he/she shall stand suspended From membership until the payment be made in full;
- (e) The Committee may extend such period for payment without further penalty at their discretion; and

23. APPEAL

Two levels of appeal shall be available to members found guilty by the committee of an Offence against the Rules. Each notice of appeal shall be directed to the Secretary in Writing giving details of the grounds for the appeal and the tier of appeal sought. It shall Be accompanied by the required sum of money which shall be refunded if the appeal is upheld.

An appeal shall be received by the Secretary within seven (7) days of the Committee Decision;

- (a) Where a member has been fined he/she may have his/her appeal determined by the President, Vice President, Secretary or in the absence of any of these officers by members Of the Committee selected by the most senior officer available.

The appellant shall lodge a sum of money equivalent to twenty (20) percent of the Annual subscription for Ordinary members with his appeal. If on rehearing of the charge by the Committee the appeal is upheld, the amount deposited shall be refunded.

- (b) Where a member is suspended or expelled he/she may have her appeal determined by a Special General Meeting of members where a majority of two-thirds will be required to overturn the decision of the Committee. A sum of money equivalent to forty (40) percent of The Annual subscription for Ordinary members shall accompany such appeal and shall be Returned to the applicant if his/her appeal is upheld.

Until the hearing of any appeal, the decision of the Committee shall have full effect but the applicant shall have the right to attend the meeting applicable.

24. RESOLVING DISPUTES

24.1 Disputes arising under the Rules

This section applies to:

- (a) Disputes between Members; and
- (b) Disputes between The club and one or more Members that arise under the rules or relate to The rules of The club. This does not include disciplinary matters undertaken with club members which area covered only under Misconduct in the Club constitution.
 - (i) 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.
 - (ii) 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.
 - (iii) The Secretary must convene a Committee Meeting within twenty-eight (28) days after The Secretary receives a notice of the dispute under the previous Sub-Section for the Committee to determine the dispute.
 - (iv) 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.
 - (v) 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 Hearing in the Committee Meeting.
 - (vi) If any party to the dispute is dissatisfied with the decision of the committee they may Elect to initiate further dispute resolution procedures as set out in the Rules.

25. MEDIATION

25.1 This Sub-Section applies;

- (a) where a person is dissatisfied with a decision made by the Committee to suspend or Expel him/her, or resolve a dispute to his/her satisfaction, or
- (b) where a dispute arises between a Member or more than one Member and The Club And any party to the dispute elects not to have the matter determined by the Committee.
 - (i) Where the dispute relates to a proposal for the suspension or expulsion of a Member this rule does not apply until the procedure under the previous Section in Respect of the proposed suspension or expulsion has been completed.
 - (ii) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Section 25 (1) (b) (i) or a party to the dispute is dissatisfied with a decision made by the Committee under this Section a party to a dispute may:
 - *provide written notice to the Secretary of the parties to, and the details of, the dispute;
 - *agree to, or request the appointment of a mediator.
 - (III) Party or parties requesting the mediation must pay the costs of the mediation.
 - (iv) The mediator must be:
 - *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.
 - (v) A member can be a mediator, but the mediator cannot be a Member who is a party To the dispute.
 - (vi) The parties to the dispute must, in good faith, attempt to settle the dispute By mediation.
 - (VII) The parties are to exchange written statements of the issues that are in dispute Between them and supply copies to the mediator at least 5 days before the Mediation session.
 - (viii) The mediator, in conducting the mediation, must:
 - *give the parties to the mediation process every opportunity to be heard:
 - *allow all parties to consider any written statement submitted by any party; and
 - *ensure that natural justice is accorded to the parties to the dispute throughout The mediation process.

- (ix) 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.

25.2 Inability to Resolve Disputes

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.

26. CLUB COLOURS AND INSIGNIA

The official colours of the Club shall be Red and Yellow with the hands of friendship.

27. DISSOLUTION OF THE CLUB

- a) The Club may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the Club will:
 - (i) apply to the Commissioner for cancellation of its incorporation: or
 - (ii) appoint a liquidator to wind up its affairs.
- b) The Club must be wound up under Section 30 (a) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.
- (c) Upon cancellation of The Club, the Surplus Property must only be distributed to one or more Of the following:

An incorporated association under the Act;

A body corporate that at the time of the distribution is the holder of a licence under the Charitable Collections Act 1946 (WA);

A company limited by guarantee that is registered as mentions in section 150 of the Corporations Act 2001 (Cwth);

A company holding a licence that continues in force under section 151 of the Corporations Act 2001 (Cwth);

A body corporate that:

*is a member or former member of the Club; and

*at the time of the Surplus Property is distributed, has rules that prevent the property Being distributed to its members;

A trustee for a body corporate referred to in rule Section 28 (c)(v); or

A co-operative registered under the Co-operatives Act 2009 that, at the time of the Distribution, is a not-distributing co-operative as defined in that Act.

Rules checklist: Schedule 1 requirements

NOT FOR PROFIT CLAUSE	Association's rule number
<p>The rules must include a provision in, or substantially in, the following terms:</p> <p>The property and income of the association must be applied solely towards the promotion of the objects or purposes of the association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the association, except in good faith in the promotion of those objects or purposes.</p>	

SCHEDULE 1 REQUIREMENTS

Matter	Association's rule number
1. The name of the incorporated association.	1
2. The objects or purposes of the incorporated association.	2
3. The qualifications (if any) for membership of the incorporated association and provision for when membership commences and when it ceases.	5.2
4. The register of members of the incorporated association.	5.1
5. The entrance fees, subscriptions and other amounts (if any) to be paid by members of the incorporated association.	5.5
6. The name, constitution, membership and powers of the management committee or other body having the management of the incorporated association (in this clause referred to as the committee) and provision for the following:	8
a. The election or appointment of members of the committee.	9
b. The terms of office of members of the committee.	8(b)
c. The grounds on which, or reasons for which, the office of a member of the committee shall become vacant.	12

ASSOCIATIONS TRANSITION PACK 3

Matter	Association's rule number
d. The filling of casual vacancies occurring on the committee.	9.5
e. The quorum and procedure at meetings of the committee.	
Quorum:	12.2
Procedure:	12.1
f. The making and keeping of records of the proceedings at meetings of the committee.	15.3(d)
g. The circumstances (if any) in which payment may be made to a member of the committee out of the funds of the association. <i>Note: Any rules that provide for payment to a committee member from the Association's funds must state that this can only occur if the payment is authorised by a resolution of the association.</i>	16.2 (i) to (l)
7. The quorum and procedure at general meetings of members of the incorporated association.	
Quorum:	19.2
Procedure:	19.3
8. The notification of members or classes of members of general meetings of the incorporated association and their rights to attend and vote at those meetings. <i>Note: The rules made must provide for all members of the incorporated association to be entitled to receive notice of and to attend any general meeting of the association.</i>	19.1
9. The time within which, and manner in which, notices of general meetings and notices of motion are to be given, published or circulated.	19.1
10. The number of members, expressed as a percentage of membership, who may at any time require that a general meeting of the incorporated association can be convened. <i>Note: This percentage cannot be greater than 20%.</i>	20

ASSOCIATIONS TRANSITION PACK 3

Matter	Association's rule number
11. The manner in which the funds of the association are controlled.	4.1
12. The day in each year on which the financial year of the incorporated association commences.	3 (f) 5.5 (c)
13. The intervals between general meetings of members of the incorporated association and the manner of calling general meetings.	19.1 20
14. The manner of altering and rescinding the rules and of making additional rules of the incorporated association.	18.1
15. Provisions for the custody and use of the common seal of the incorporated associations, if it has one.	4.3
16. The custody of books and securities of the incorporated association.	4.4 15.3(iv) 15(a) (vi)
17. The inspection by members of the incorporated association of records and documents of the incorporated association.	7 (d)
18. A procedure for dealing with any dispute under or relating to the rules: a) between members; or b) between members and the incorporated association.	25 25.1 (a) 25.1 (b)
19. The manner in which surplus property of the incorporated association must be distributed or dealt with if the association is wound up or its incorporation cancelled. <i>Note: An association's surplus property can only be distributed to:</i> <ul style="list-style-type: none"> • an incorporated association; • a company limited by guarantee registered under the Corporations Act 2001; • an organisation that holds a current licence under the Charitable Collections Act 1946; • an organisation that is a member or former member of the association and whose rules prevent the distribution of property to its members; or • a non-distributing co-operative registered under the Co-operatives Act 2009. 	27

Western Social Club Inc.
Minutes of the Meeting at the AGM
Held at Mary MacKillop Community Parish Hall Ballajura
16 Pelican Pde/Cnr Cassowary Dr Ballajura

Attendance: 28 there were 26 members and 2 non members

Apologies: Lois Marthew, Freda Maitke, Toni Christensen, Mike Hawthorn, Amanda Finnis.

Meeting opened at 4.30pm by Pat Marshall President

Minutes of Previous AGM read out by Vice President and Acting Secretary Celia Gee, motion to move as being accepted and correct passed by Kevin Adams, seconded by Tony French.

Business arising from minutes: Nil

President's Report: read out by Pat Marshall and ended with thanks to everyone for their support as she stood down as President.

Financial Report: Audited by Martin Muriuki of Elgon Accounting , Unit 2, 1 Muros Place Midvale. With Audit report for AGM.

Financials read by Treasurer Sue Faulds

Balance brought forward \$7,475.39 plus income for the year \$38,931.00 total income \$46,406.39
Less expenses of \$ 33,104.91 Leaves total fund of \$13,301.48 as at end of WSC financial year 10th
February 2019 remembering there are expenses still to come out i.e. insurance, Auditors fee,
stationery etc.

Motion to move as being accepted passed by Dave Butler seconded by Ivan Okey.

Membership as at time of AGM 42

Special Resolution on New Constitution with new laws incorporated to comply with Consumer Protection.

Special Resolution to pass new Constitution with new laws incorporated into our Constitution to become compliant with new rules and regulations. brought into place by Dept. Consumer protection. Accepted and Passed by show of hands and voting slip, passed by all 26 members present.

Vice President – Celia Gee stood up to say a few words on behalf of the members and the Committee to the President Pat Marshall to say a big thank you for all her hard work and long dedicated service to the Club.

Life Members

Ivan Okey put a motion forward for (3) Three new Life members, for their hard work, outstanding dedication and (10) ten year's service as Office Bearers on the Committee. Those members being Patricia Marshall, Celia Gee and Sue Faulds. This was accepted by all 26 members present by show of hands .

Election of Office Bearers and Committee:

Office Bearers:

President: Sue Faulds - by ballot
Vice President: Mike Hawthorne - by ballot
Secretary: Celia Gee - Unopposed
Treasurer: Sue Faulds - -Unopposed
Publicity Officer: Christine Zeeb - Unopposed

Committee:

The following stood for Committee: Amanda Finnis, Dave Butler, Mandy Martin, Annabelle Morgan, Andrew Hill, Zeone Marsh.

Security and Smoking Officer : position was left vacant for Committee to fill the position at a later date.

General Business:

It was discussed about the appointment of a Sub Committee to deal with grievance's or any other Business that overflows from the Committee and Sub Committee Members who will be comprised of Ivan Okey, Paulene Okey, Pat Marshall, Colin Young and John Miller. Accepted by all 26 members present by show of hands.

The members were asked if they wanted Christmas in July put back on the calendar and The decision Yes was unanimous by all 26 members.

It was brought to the members attention that the Club's 50th Anniversary is coming up next year so it would be nice if ideas could be put in writing to us so we can make our 50th Anniversary memorable.

Ivan Okey mentioned that the Sunday group were still short of venues for Sunday Meet ups and asked where is everybody, and we need to boost numbers.

There being no other business the meeting closed at 6.10pm
