

RULES OF ASSOCIATION

1. Name of Association

1 The name of the Association is WEST COAST GOLF CLUB INC.

2. Definitions

In these rules, unless the contrary intention appears-

"Annual General meeting" is the meeting convened under rule 16.1.2;

"Committee meeting" means a meeting referred to in rule 15;

"Committee member" means a person as referred to in rules 10.1 through to 10.9.4:

"convene" means to call together for a formal meeting;

"department" means the government department with responsibility for administering the *Associations Incorporation Act 2015*;

"financial year" means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 31 October; and thereafter each period commencing 1 November and ending on 31 October in the following year;

"general meeting" means a meeting to which all members are invited;

"member" means member of the Association;

"ordinary resolution" means resolution other than a special resolution;

"poll" means voting conducted in written form (as opposed to a show of hands);

"Special General meeting" means a general meeting other than an Annual General meeting;

"special resolution" has the meaning given by section 51 of the Act, that is :-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

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

"the Association" means the Association referred to in rule 1;

"the Chairman" means-

(a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 10.1.1, or, if that person is unable to perform his functions, the Vice Chairman;

"the Commissioner" means the Commissioner for Fair Trading exercising powers under the Act;

"the Committee" means the Committee of Management of the Association referred to in rule 10;

"the Secretary" means the Secretary referred to in rule 10.1.3;

"the Treasurer" means the Treasurer referred to in rule 10.1.4;

"the Vice-Chairman" means the Vice-Chairman referred to in rule 10.1.2.

3. Objects of Association

- 3.1 The objects of the Association are the promotion of golf for senior men, and the setting up of a formal structure to govern and conduct golf competitions and appropriate social activities.
- 3.2 The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4. Powers of Association

The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may :-

- 4.1 acquire, hold, deal with, and dispose of any real or personal property;
- 4.2 open and operate bank accounts;
- 4.3 invest its money -
 - 4.3.1 in any security in which trust monies may lawfully be invested; or
 - 4.3.2 in any other manner authorised by the rules of the Association;
- 4.4 only with the prior approval of a special general meeting of members, at which not less than 90% (ninety percent) of the members are present personally or by proxy, borrow money upon such terms and conditions as the Association thinks fit;
- 4.5 give such security for the discharge of any liability incurred by the Association in terms of rule 4.4 as the Association thinks fit;
- 4.6 appoint agents to transact any business of the Association on its behalf;
- 4.7 enter into any other contract it considers necessary or desirable; and
- 4.8 may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

5. Qualifications for membership of Association

The persons whose names are listed on the document entitled Schedule 1, Members of West Coast Golf Club, attached to and forming part of these rules, shall be the founder members of the Association upon its incorporation.

Thereafter, membership of the Association shall, subject to the following terms and conditions, be open to any male who is over 50 (fifty) years of age, or due to celebrate his 50th birthday (fiftieth) within the calendar year in which his application is made, provided :-

- 5.1. Memberships shall not be transferable.
- 5.2. Members must faithfully observe and abide both by the rules of golf as published by the Royal & Ancient, and the spirit of the game.
- 5.3. All memberships shall be deemed to have expired on 31st October of every year, but members in good standing at that date shall be deemed to have their membership renewed automatically for the new financial year, provided they pay, within sixty (60) days of the date of the latest Annual General Meeting, all subscriptions and dues agreed upon at that meeting.

Members joining the club after April 30th shall only be required to pay fees equal to one-half of the current membership subscription, but shall nevertheless pay the insurance levy, if any, in full.

- 5.4. With the approval of the members obtained in general meeting, Honorary Life Membership may be bestowed upon any member who has rendered long and meritorious service to the Association.
 - 5.4.1 The persons who are named as Honorary Life Members on the document entitled Schedule 1, attached to and forming part of these rules, shall be the original Honorary Life Members of the

Association upon its incorporation.

At the discretion of the Committee, an Honorary Life Member shall be exempted from paying any membership subscriptions, but shall be required to pay the same insurance levies, if any, as are payable by an ordinary member.

- 5.5 Prospective members must apply for membership to the Committee, by completing and lodging with the Secretary, an application form signed by the applicant and also by a proposer and by a seconder, both of whom must be members of the Association in good standing.
- 5.6 The Committee, at a meeting held after a prospective member has played in not less than three competitions run by the Association, shall consider that prospective member's application, and shall, at that meeting, or at the next Committee meeting, advise him of the Committee's acceptance or rejection of his application for membership of the Association.
- 5.7 A prospective member whose application for membership of the Association has been rejected by the Committee shall have no right whatsoever to appeal against the decision of the Committee, nor shall he, nor anybody else, be entitled to require the Committee to advise him, or anybody whosoever, of the Committee's reason or reasons for having come to that decision, which shall be final, binding and absolute.

6. Register of members of Association

6.1 The Secretary, on behalf of the Association, must comply with section 53 of the Act by keeping and maintaining, in an up-to-date condition, a register of the members of the Association, showing the name of each and every member and his postal or residential address.

The date of admission to membership and the date of ceasing to be a member must also be shown against each membership entry in the register, together with the reason for cessation of membership.

- 6.1.1 Upon the written request of any member of the Association, the Secretary shall, not later than ten (10) days after having received such request, make the register available for the inspection of that member, and that member may make a copy of, or take an extract from the register, but shall have no right to remove the register for that nor any other purpose.
- 6.2 The register so kept and maintained shall be kept at the Secretary's place of residence, or at such other place as the members in general meeting may decide.

7. Subscriptions payable by members of Association

- 7.1 The members shall, at every Annual General meeting, determine the amount of the subscription and/or other levy to be paid by each member in respect of the forthcoming financial year.
- 7.2 Each member must pay to the Treasurer, on or before 31 December each year, or such other date as the Committee may from time to time determine, the amount due by him as determined under rule 7.1.
- 7.3 Subject to rule 7.4, a member whose dues have not been settled by the end of the period prescribed in terms of rule 7.2, shall, unless the Committee decides otherwise, cease to be a member with effect from the end of the period as aforesaid.
- 7.4 If all amounts due by him under rule 7.1 have been paid on or before the relevant date set in terms of rule 7.2, a person shall enjoy all the rights and obligations conferred on a member in terms of the rules of the Association, provided that any person whose application for membership has been rejected, or whose membership has been terminated in terms of any other rule of the Association, shall, with effect from such rejection or termination, forfeit absolutely all and any rights that flow from being a member of the Association.

8. Termination of membership of the Association

Membership of the Association shall be terminated upon-

- 8.1 receipt by the Secretary or another Committee member of a notice in writing from a member of his resignation from the Association.

Such member shall nevertheless remain liable to pay to the Association the amount of any subscription, levy and/or other amount due and payable by him to the Association, but unpaid at the date of termination; or

- 8.2 non-payment by a member of his subscription within the dates set in terms of rule 7.2 and/ or rule 7.3; or
- 8.3 expulsion in accordance with rule 9.

9. Suspension or expulsion of members of Association

- 9.1 If the Committee considers that a member should be suspended or expelled from membership of the Association because his conduct is regarded as being detrimental to the interests of the Association and its members, the Committee must communicate, either orally or in writing, to that member, and not less than ten (10) days before the date of the Committee meeting referred to in paragraph 9.2 :-
- 9.2 notice of the proposed suspension or expulsion, and of the time, date, and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
- 9.3 particulars of the conduct regarded as being detrimental to the interests of the Association and its members.
- 9.3.1 No persons other than members of the Committee, the member under threat of suspension and / or expulsion, and any other member of the Association called either by him and / or by the Committee, shall be entitled to be present at any meeting convened in terms of rule 9.2.
- 9.3.2 At any Committee meeting convened in terms of rule 9.2, the Committee may, after having afforded the member concerned a reasonable opportunity to be heard by it, or to make representations in writing to it, suspend or expel, or decline to suspend or expel, that member from membership of the Association. Immediately after having arrived at its decision, the Committee shall communicate that decision in writing to that member.
- 9.3.3 Any suspension or expulsion communicated in terms of rule 9.3.2 shall be deemed to have taken effect on the date and at the time of the Committee meeting at which the relevant decision was made.
- 9.3.4 Neither the Committee, nor any member of the Committee or of the Association, shall be obliged nor required to disclose to any person whose membership has been suspended or terminated, nor to any other member or person whosoever, the Committee's reason or reasons for having taken the decision to suspend or expel any member.
- 9.3.5 The Association shall neither be required nor obliged to keep any record of the proceedings of any meeting convened in terms of rule 9.2, or of any adjournment thereof, other than a minute and/or minutes which record :-
 - 9.3.5.1 the date(s) of the meeting(s), and
 - 9.3.5.2 the names of those present, and
 - 9.3.5.3 the decision to suspend or expel, or decline to suspend or expel, a member and/or members from membership of the Association.

10. Committee of Management

- 10.1 The affairs of the Association will be managed exclusively by a Committee consisting of-
 - 10.1.1 a Chairman; who shall also be known as the President of the Association;
 - 10.1.2 a Vice-Chairman; who shall also be known as the Vice-President of the Association;
 - 10.1.3 a Secretary;
 - 10.1.4 a Treasurer; and
 - 10.1.5 such other members of the Association as are needed to constitute a Committee consisting of 7 (seven) not less than 5 nor more than 10 members. It shall be competent for the Chairman or the Vice-Chairman to also hold office as Secretary or Treasurer.
- 10.2 Committee members must be elected to membership of the Committee either at an Annual General meeting, or appointed under rule 10.8 or 10.9.

10.3 Subject to rule 10.8, a Committee member's term will be from his election at an Annual General meeting until the election referred to in rule 10.2 at the next Annual General meeting following after his election, but he shall be eligible for re-election to membership of the Committee.

10.4 The first Committee shall be:-

K.W.T Minkey – Chairman & President
 J.W. Abernethy – Vice Chairman, Vice-President & secretary
 R.A. Dale.
 L.F.Dodd.
 P.E. Evans.
 B.E. Hills - treasurer
 A.F. Hoosenally

10.5 Except for the persons named in rule 10.4, no person shall be eligible for election to membership of the Committee unless he:

- 10.5.1 is a member of the Association; and
- 10.5.2 has been nominated by a member, and
- 10.5.3 that nomination has been seconded by another member, and
- 10.5.4 the nominee has signified his willingness to stand for election.

10.6 A member who is eligible for election or re-election may vote for himself.

10.7 If the number of persons nominated for election to membership of the Committee does not exceed the number of vacancies to be filled, the Chairman of the meeting concerned must declare those persons to be duly elected as members of the Committee.

10.8 If vacancies remain on the Committee after the declaration under rule 10.7, the Chairman shall call for additional nominations from the floor of the meeting. If valid nominations from the floor do not exceed the number of vacancies, the Chairman must declare the nominees to be duly elected as members of Committee. Where the number of valid nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for the vacancies must be conducted, voting to be by show of hands.

10.9 Should a vacancy remains on the Committee after the application of rule 10.8, or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee :-

10.9.1 the Committee may appoint a member to fill that vacancy; and

10.9.2 a member so appointed will -

10.9.3 hold office until the election referred to in rule 10.2; and

10.9.4 be eligible for re-election to membership of the Committee at the next election.

10.10 The Committee may delegate, in writing, to one to more sub-committees (consisting of such member or members of the Association as the Committee deems fit) the exercise of such functions of the Committee as are specified in the delegation, other than :-

10.10.1 the power of delegation; and

10.10.2 a function which is a duty imposed on the Committee by the Act or any other law.

10.11 Any delegation under rule 10.10 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.

10.12 The Committee may at any time revoke, wholly or in part, any delegation made under rule 10.10. Notice of any such revocation shall be made in writing.

11. Chairman and Vice-Chairman

11.1 Subject to this rule, the Chairman shall preside at all General meetings and Committee meetings.

11.2 In the event of the absence from a General meeting of the Chairman, the Vice-Chairman shall preside; but if neither the Chairman nor the Vice-Chairman is present, then a member elected by a simple majority of all the members present shall preside at that General meeting.

11.3 In the event of the absence from a Committee meeting of the Chairman, the Vice-Chairman shall preside, but if neither the Chairman nor the Vice-Chairman is present, then the Committee members present shall elect a Chairman from their number, and he shall preside.

Secretary

12 The Secretary must-

12.1 co-ordinate the correspondence of the Association;

12.2 keep full and correct minutes of the proceedings of the Committee and of the Association;

12.3 comply, on behalf of the Association, with-

12.3.1 section 53 of the Act with respect to the register of members of the Association, as referred to in rule 6;

12.3.2 section 35 of the Act, by keeping and maintaining, in an up to date condition, the rules of the Association, and, upon the request of a member of the Association, must make available those rules for the inspection of that member, who may make a copy of, or take an extract from, the rules, but will have no right to remove the rules for that purpose; and

12.3.3 section 58 of the Act by maintaining a record of –

12.3.4 the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 22; and

12.3.5 the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association.

The dates of appointment and of ceasing to hold office must be recorded for each and every office bearer.

12.3.6 Within 10 (ten) days of receiving a written request from any member of the Association, the Secretary must make available to that member, for his inspection, any record maintained in terms of rule 12.3, and the member may make a copy of or take an extract from the record, but will have no right to remove the record for that purpose;

12.4 unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in rule 12, but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and

12.5 perform such other duties as are imposed by these rules on the Secretary.

13. Treasurer

The Treasurer shall:-

13.1 be responsible for the receipt of all moneys paid to or received by, or by him on behalf of, the Association, and must issue receipts for those moneys in the name of the Association;

13.2 pay all moneys referred to in paragraph 13.1 into such account or accounts of the Association as the Committee may from time to time direct;

13.3 with the authority of a general meeting or of the Committee, make payments from the funds of the Association, and, in so doing, ensure that all cheques are signed by himself and at least one other authorised Committee member, or by any two others,

signing together, as may from time to time be authorised by the Committee;

13.4 comply on behalf of the Association with sections 66 and 67 of the Act with respect to the accounting records of the Association by :-

- 13.4.1 keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
- 13.4.2 keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
- 13.4.3 keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
- 13.4.4 submitting to members at each Annual General meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year;
- 13.5 whenever directed to do so by the Chairman, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- 13.6 unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in rules 13.4 and 13.5; and
- 13.7 perform such other duties as are imposed by these rules on the Treasurer.

14 Casual vacancies in membership of Committee

A casual vacancy shall occur in the office of Committee member, and that office shall become vacant if a Committee member-

- 14.1. dies; or
- 14.2 .resigns by notice in writing, delivered to the Chairman, or, if the Committee member is the Chairman, to the Vice-Chairman, and that resignation is accepted by resolution of the Committee; or
- 14.3 is convicted of an offence under the Act; or is convicted for fraudulent or dishonest conduct;
- 14.4 is permanently incapacitated by mental or physical ill-health; or
- 14.5 is absent from more than-
 - 14.5.1. either three (3) consecutive Committee meetings; or
 - 14.5.2 three (3) Committee meetings in the same financial year without tendering an apology to the person presiding at each of those three (3) Committee meetings; of which meetings the member received notice, and the Committee has resolved to declare the office vacant; or
- 14.6 ceases to be a member of the Association; or
 - 14.6.1 is the subject of a resolution passed by a general meeting of members terminating his appointment as a Committee member.

15 Proceedings of Committee

- 15.1 The Committee must meet together for the dispatch of business not less than once in each financial year and the Chairman, or at least half the members of the Committee, may at any time convene a meeting of the Committee.
- 15.2 Each Committee member shall have a deliberative vote.
- 15.3 A question arising at a Committee meeting must be decided by a majority of votes, but, if there is no majority, then person presiding at the Committee meeting will have a casting vote in addition to his deliberative vote.
- 15.4 At a Committee meeting four (4) Committee members shall constitute a quorum.
- 15.5 Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present at that Committee meeting.
- 15.6 As required under sections 42 and 43 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must –

- 15.6.1 as soon as he becomes aware of that interest, disclose the nature and extent of his interest to the Committee; and
- 15.6.2 not take part in any deliberations or decision of the Committee with respect to that contract.
- 15.7 Rule 15.6.1 does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.
- 15.8 The Secretary shall cause every disclosure made under rule 15.6.1 by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

16. General meetings

The Committee -

- 16.1.1 may at any time convene a Special General meeting;
- 16.1.2 shall convene Annual General meetings within the time limits provided for the holding of such meetings by section 50 of the Act; that is, within four (4) months after the end of the Association's financial year, or such longer period as may, in a particular case, be allowed by the Commissioner, except for the first Annual General meeting which may be held at any time within eighteen (18) months after incorporation; and must
- 16.1.3 within thirty (30) days of receiving a request in writing to do so from not less than members comprising at least 20% of the total number of members recorded in the register of members maintained pursuant to Rule 6, convene a Special General meeting for the purpose specified in that request;
- 16.2 The members making a request referred to in rule 16.1.3 must –
 - 16.2.1 state in that request the purpose for which the Special General meeting concerned is required; and
 - 16.2.2 sign that request.
- 16.3 If a Special General meeting is not convened within the relevant period of thirty (30) days referred to in rule 16.1.3, the members who made the request concerned may themselves convene a Special General meeting as if they were the Committee.
- 16.4 When a Special General meeting is convened under rule 16.3, the Association must pay the reasonable expenses of convening and holding that Special General meeting.
- 16.5 Subject to rule 16.8, the Secretary must give to all members not less than twenty-one (21) days notice of a Special General meeting, and that notice must specify:-
 - 16.5.1 when and where the Special General meeting concerned is to be held; and
 - 16.5.2 particulars of the business to be transacted at that meeting, and of the order in which that business is to be transacted.
- 16.6 Subject to rule 16.7, the Secretary must give to all members not less than twenty-one (21) Days notice of an Annual General meeting, and that notice must specify :-
 - 16.6.1 when and where the Annual General meeting is to be held;
 - 16.6.2 the particulars and order in which business is to be transacted, as follows
 - 16.6.3 first, the consideration of the accounts and reports of the Committee;
 - 16.6.4 second, the election of Committee members to replace outgoing Committee members; and
 - 16.6.5 third, any other business requiring consideration by the Association at the Annual General meeting.
- 16.7 A special resolution may be moved either at a Special General meeting or at an Annual General meeting. However, the Secretary must give to all members not less than twenty-one (21) days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in rules 16(5) and 16.6, as relevant, the notice must also include the resolution to be proposed and record that the intention to propose the resolution as a special resolution.
- 16.8 The Secretary must give a notice under rules 16.5, 16.6 or 16.7 by either :-
 - 16.8.1 serving it on a member personally;

16.8.2 sending it by email to the email address notified to the Association by the member, or

16.8.3 sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 53 of the Act

16.9 If the Secretary receives notification from an internet service provider that a notice sent by email pursuant to subrule 16.8.2 has not been delivered, the notice is deemed to have been properly effected on the date emailed if the Secretary sends it by post to the member at the address of the member appearing in the register of members kept and maintained under section 53 of the Act within 2 business days of receipt of the notification of non-delivery.

16.9 When a notice is sent by post under rule 16.8.3 or 16.9, sending of the notice will be deemed to have been effected properly if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

17. Quorum and proceedings at general meetings

17.1 At a general meeting, ten (10) members present in person shall constitute a quorum.

17.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16.5 or 16.6 :-

17.2.1 as a result of a request or notice referred to in rule 16.1 3 or as a result of action taken under rule 16.3 a quorum is not present, the general meeting shall lapse; or

17.2.2 otherwise than as a result of a request, notice or action referred to in rule 17.2.1, the general meeting shall stand adjourned to the same time on the same day in the following week and to the same venue.

17.3 If within thirty (30) minutes of the time appointed by rule 17.2.2 for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

17.4 The Chairman may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

17.5 There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

17.6 When a general meeting is adjourned for a period of thirty (30) days or more, the Secretary must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.

17.7 At a general meeting-

17.7.1 an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands, subject to rule 17.9; and

17.7.2 a special resolution put to the vote will be decided in accordance with section 51 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with rules 17.9 and 17.11.

17.8 A declaration by the Chairman of a general meeting that a resolution has been passed as an ordinary resolution will be evidence of that fact, unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with rule 17.9.

17.9 At a general meeting, a poll may be demanded by the Chairman, or by three or more members present in person or by proxy, and, if so demanded, must be taken in such manner as the Chairman directs.

17.10 If a poll is demanded and taken under rule 17.9 in respect of an ordinary resolution, a declaration by the Chairman of the result of the poll is evidence of the matter so declared.

17.11 A poll demanded under rule 17.9 must be taken immediately on that demand being made.

18. Minutes of meetings of Association

18.1 The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within thirty (30) days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.

18.1.1 Notwithstanding the provisions of rule 18.1, apart from the simple decision arrived at, no minutes or other record shall be kept of any meeting convened in terms of rule 9.2, or of any adjournment thereof.

18.2 The Chairman must ensure that the minutes taken of a general meeting or Committee meeting under rule 18.1 are checked and signed by the Chairman of the general meeting or Committee meeting to which those minutes relate or by the Chairman of the next succeeding general meeting or Committee meeting, as the case requires, as being a correct record.

18.3 Minutes that have been entered and signed in terms of rule 18.2 as correct, they shall, until the contrary is proved, be evidence that-

18.3.1 the general meeting or Committee meeting to which they relate (in this rule called "the meeting") was duly convened and held;

18.3.2 all proceedings recorded as having taken place at the meeting did, in fact, take place at the meeting; and

18.3.3 all appointments or elections purporting to have been made at the meeting have been made validly.

19. Voting rights of members of Association

Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

20. Proxies of members of Association

A member (in this rule called "the appointing member") may appoint in writing another member to be the proxy of the appointing member and to attend, speak and vote on behalf of the appointing member at any general meeting.

21. Rules of Association

21.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 30 to 34 of the Act, which is as follows-

21.1.1 Subject to rule 21.1.4 and 21.1.5, the Association may alter its rules by special resolution but not otherwise;

21.1.2 Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;

21.1.3 An alteration of the rules of the Association does not take effect until rule 21.1.2 has been complied with;

21.1.4 An alteration of the rules of the Association having effect to change the name of the association does not take effect until rules 21.1.1 to 21.1.3 have been complied with and the approval of the Commissioner has been given to the change of name;

21.1.5 An alteration of the rules of the Association having effect to alter the objects or purposes of the Association does not take effect until rules 21.1.1 to 21.1.5 have been complied with and the approval of the Commissioner has been given to the alteration of the objects or purposes.

21.2 These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

22. Common seal of Association

22.1 The Association must have a common seal on which its corporate name appears in legible characters.

22.2 The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 18.

22.3 The affixing of the common seal of the Association must be witnessed by any two of the Chairman, the

Secretary and the Treasurer.

- 22.4 The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

23. Inspection of records, etc. of Association

Any member may at any reasonable time, and after having given reasonable notice, inspect, without charge, the books, documents, records and securities of the Association.

24. Disputes and mediation

- 24.1 The grievance procedure set out in this rule applies to disputes under these rules between –
- 24.1.1 a member and another member; or
- 24.1.2 a member and the Association; or
- 24.1.3 if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- 24.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fifteen (15) days after the dispute comes to the attention of all of the parties.
- 24.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- 24.4 The mediator must be –
- 24.4.1 a person chosen by agreement between the parties; or
- 24.4.2 in the absence of agreement -
- 24.4.3 in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;
- 24.4.4 in the case of a dispute between a member or relevant non-member (as defined by rule 24.1.3 and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 24.5 A member of the Association can be a mediator.
- 24.6 The mediator cannot be a member who is a party to the dispute.
- 24.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 24.8 The mediator, in conducting the mediation, must –
- 24.8.1 give the parties to the mediation process every opportunity to be heard;
- 24.8.2 allow due consideration by all parties of any written statement submitted by any party; and
- 24.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 24.9 The mediator must not determine the dispute.
- 24.10 The mediation must be confidential and without prejudice.
- 24.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

25. Distribution of surplus property on winding up of Association

If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that 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 Association; and
 - B.at the time of the 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 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. Payments to members of the committee

- (a) The Association may pay a Committee Member's travelling and other expenses as properly incurred:
 - (i) in attending Committee Meetings or sub-committee meetings;
 - (ii) in attending any General Meetings of the Association; and
 - (iii) in connection with the Association's business.
- (b) Committee Members must not receive any remuneration for their services as Committee Members other than as described at rule 26(a).