

Constitution

ENERGY WEST SOCIAL CLUB INC.

2023



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PART 1 — PRELIMINARY

1. Name

The name of the incorporated Club is:
ENERGY WEST SOCIAL CLUB INCORPORATED (ABN: 88 246 235 614)

2. Terms Used

In these rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015*, its amendments and any other legislation that may come into force to replace or supplement this Act and shall form part of these Rules.

Affiliate Partner means an organisation with similar objectives as determined by the Board of Management.

Board means the Board of Management of the Club.

Board Meeting means a meeting of the Board.

Board Member means a committee member of the Board.

Books of the Club, includes the following:

- (a) A Register of Members
- (b) Energy West Social Club Constitution
- (c) Record of Office Holders
- (d) Periodic Published Financial Statements

Branches and Clubs means the establishment of branches, clubs or special interest groups as defined in Rule 52.

Current Financial Member means any Member that has paid their membership fee in full for the Financial Year, or who has had a payment arrangement for their membership fee approved in writing by the Board, and who is not in default of the approved payment arrangement.

Club means the ENERGY WEST SOCIAL CLUB INCORPORATED, the incorporated Association to which these rules apply.

Club Member means a Member referred to in Rules 8(3) to 8(7) inclusive.

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

Executive Committee means the President, Vice President, Secretary and Treasurer of the Club.

Financial Records includes:

- (a) Invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers, and
- (b) Documents of prime entry, and
- (c) Working papers and other documents needed to explain:
 - (i) Methods by which financial statements are prepared, and
 - (ii) Adjustments to be made in preparing financial statements.

Financial Statements means the financial statements in relation to the Club required under Part 5 Division 3 of the Act.

Financial Year, of the Club, has the meaning given in rule 3.

General Meeting, of the Club, means a meeting of the Club that all members are entitled to receive notice of and to attend.

Honorary Member is a member referred to in Rule 8 (6)

Life Member means a member referred in rule 8(7), having had bestowed upon them the Life Member as defined by these rules.

General Manager means the person appointed by the Board of Management from time to time, and who may also act as Secretary, Public Officer and Returning Officer to the Club as determined by the Board.

Member means a person (including a body corporate) who is a Club Member, Honorary Member, staff member, retired member or Life Member of the Club.

Membership Subcommittee means a committee composed of members of the Board, established to approve or reject applications for Club membership, or other subcommittees approved by the board.

Ordinary Board Member means a Board Member who is not an office holder of the Club under rule 30(3).

Policy and Procedures Document means a document stating Club policies and procedures that have been ratified by the Board.

President means the Board Member holding office as the President of the Club.

Register of Members means the register of members referred to in section 53 of the Act.

Rules means these rules of the Club, as in force for the time being.

Secretary means the Board Member holding office as the Secretary of the Club.

Special General Meeting means a General Meeting of the Club other than the Annual General Meeting.

Special Resolution means a resolution passed by the members at a General Meeting in accordance with section 51 of the Act.

Stakeholders means any person, group or organisation that has an interest or concern in the Club.

Tier 1 Club means an incorporated Club to which section 64(1) of the Act applies.

Tier 2 Club means an incorporated Club to which section 64(2) of the Act applies.

Tier 3 Club means an incorporated Club to which section 64(3) of the Act applies.

Treasurer means the Board Member holding office as the Treasurer of the Club.

Vice President means the Board Member holding office as the Vice President of the Club.

3. Financial Year

The financial year of the Club is from the first of July each year, until the following 30th of June.

PART 2 — CLUB TO BE NOT FOR PROFIT BODY

4. Not-for-profit Body

- (1) The property and income of the Club must 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, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Club only if it is authorised under sub-rule (3).
- (3) A payment to a member out of the funds of the Club is authorised if it is:
 - (a) In good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business.

- (b) Payment of interest, on money borrowed by the Club from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia
- (c) Payment of reasonable rent to the member for premises leased by the member to the Club
- (d) Reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

5. Objects and Powers

The object of the Club is:

- (a) Promote good fellowship among members;
- (b) Promote harmonious relations with Stakeholders;
- (c) Organise social events and activities;
- (d) Provide such services and opportunities as from time to time may be deemed appropriate for the members' satisfaction and advancement; and
- (e) Acquire and develop holiday homes and other property for use by members.

PART 3 — MEMBERS

Division 1 — Membership

6. General

Each member admitted to the membership of the Club will:

- (1) Be bound by the Club's Constitution and Policies and Procedures document as amended from time to time and any other order or direction of the Board or General Meeting; and
- (2) Become liable for payment of subscription fees as may be determined by the Board from time to time for those members that are required to pay as part of their membership status.

7. Eligibility for membership

- (1) Any person who supports the objects or purposes of the Club, and who qualifies as a member under rule 8, is eligible to apply to become a member.
- (2) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

8. Classes and qualification of membership

- (1) The Club consists of Club members, Staff members, Honorary Members, Retired members and Life Members.
- (2) The number of members of any class is not limited unless otherwise approved by the Board or resolution at a General Meeting.
- (3) Club Members

A Club Member:

- a) Is a person that is a current employee or former employee (where Club Membership has previously been held) of entities engaged in the commercial production, transmission, distribution, sale or regulation of energy provided within Australia via either 1) the Western Power or Horizon Power networks, or 2) Western Australia's gas supply networks.
- b) May also be any parent, spouse, de facto partner, sibling, child, or grandchild of current Club members.
- c) May also be any individual who is a current sub-contractor to the companies referred to in clause 8(3) (a) above, provided that the individual is providing their services in their own personal capacity and has done for a continuous period of no less than six (6) months.

- d) Shall pay an annual membership subscription fee to the Club, either in full, by fortnightly payroll deductions, or by such other way as approved in writing by the Board.
- e) Has full voting rights and any other rights conferred on Members by these rules or as approved by resolution at a General Meeting.
- f) Has the use and benefit of all of the privileges and facilities provided by the Club.

(4) Staff Members

A Staff Member:

- a) Is any Staff Member of the Club or is one of the Club's holiday home caretakers.
- b) Any Staff Member who becomes a member under this clause will not have any voting rights, however, will have all other rights conferred on Members by these rules or as approved by resolution at a General Meeting.

(5) Retired Members

A Retired member is a former Club member per the provisions of clause 8(3)(a), 8(3)(b), 8(3)(c) or 8(4) who:

- a) has retired from the workforce; and
- b) has been a Member of Energy West Social Club for a minimum of 10 consecutive years; and
- c) has paid Retired Member Membership Fees which are set from time to time as per clause 15(1) of these rules; and
- d) has full member benefits of the Energy West Social Club, including voting rights.

(6) Honorary Members

- a) An Honorary Member is: Any person who was, as per the Energy West Social Club's Member Register, a registered Honorary Member at the time of ratification and implementation of the EWSC 2019 Constitution.
- b) Honorary members have full member benefits of the Energy West Social Club, including voting rights. Honorary members shall not be required to pay Membership Fees.

(7) Life Members

Life Membership shall be determined by the board and endorsed at the Annual General Meeting.

- a) Nominations for Life Membership must be made in writing, signed by two current Financial Members of the Club and received by the Club no less than forty-two (42) days prior to an Annual General Meeting. Each nomination is required to be assessed by the Board and may be approved by a majority of Board members.
- b) The Board may confer Life Membership on any member of the Club who satisfies a number of following criteria:
 - (i) Completion of twelve (12) years active service on the Board or Country Sub Section or Depot Representative;
 - (ii) Has made significant contributions to the Club;
 - (iii) Demonstrated outstanding and meritorious volunteer services to the Club, above and beyond the normal duties over a significant period of time; and
 - (iv) Exhibit demonstrated ethical behaviours and integrity.

- c) A Life Member has full member benefits of Energy West Social Club, including voting rights. Life Members are not required to pay Membership Fees.

9. Applying for Membership

- (1) A person who wants to become a member must apply in writing to the Club.
- (2) The application must be signed by the applicant to be valid.
- (3) The applicant must specify in the application the class of membership to which the application relates.

10. Dealing with Membership Applications

- (1) The General Manager and Club office must accept an application if the applicant:
 - (a) is eligible under Rule 8, and
 - (b) has applied under Rule 9.
- (2) All Members, upon successful registration, will be directed to obtain a copy of the Rules from the Energy West Social Club Web Site.

11. Becoming a Member

An applicant for membership of the Club becomes a member when the applicant pays the membership fees payable to the Club under rule 15.

12. When Membership Ceases

- (1) A person ceases to be a member when any of the following takes place:
 - (a) A member, who is an individual, dies.
 - (b) A member who is a body corporate, the body corporate is wound up.
 - (c) The person resigns from the Club under rule 13.
 - (d) The person is expelled from the Club under Rule 18.
 - (e) The person ceases to be a member under Rule 12 and 13.
- (2) The Manager must keep a record, for at least one year after a person ceases to be a member, of:
 - (a) The date on which the person ceased to be a member, and
 - (b) The reason why the person ceased to be a member.

13. Resignation

- (1) A member may resign from membership of the Club by giving written notice of the resignation to the Manager or staff.
- (2) The resignation takes effect:
 - (a) When the Manager receives the notice, or
 - (b) If a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Club remains liable for any outstanding amounts, that are owed to the Club (the **owed amount**) at the time of resignation.
- (4) The owed amount may be recovered in a court of competent jurisdiction as a debt due to the Club.

14. Rights Not Transferable

The rights of a member are not transferable and end when membership ceases.

Division 2 — Membership Fees

15. Membership Fees

- (1) The membership fee, frequency and method of payment and due date for each class of member shall be as determined by the Board from time to time.
- (2) If a member has not paid the membership fee within the period of 30 days after the due date, the member ceases to be a member on the expiry of that period.
- (3) If a person who has ceased to be a member under rule 13 offers to pay the annual membership fee after the period referred to in that sub-rule has expired:
 - (a) The General Manager may, at their discretion, accept that payment, and
 - (b) If the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

Division 3 — Register of Members

16. Register of Members

- (1) The Club shall keep an up to date register of members.
- (2) Residential, postal or email address; or information by means of which contact can be made with the member, can be nominated for the members register.
- (3) The register of members must be kept at the principal place of business of the Club.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term Used

17. Term Used: Member

In this Part — **Member**, in relation to a member who is expelled from the Club, includes former member.

Division 2 — Disciplinary Action

18. Suspension or Expulsion

- (1) The Board may decide to suspend a member's membership or to expel a member from the Club if:
 - (a) Member contravenes any of these rules, or
 - (b) Member acts detrimentally to the interests of the Club.
- (2) The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- (3) The notice given to the member must state:
 - (a) When and where the Board meeting is to be held, and
 - (b) Grounds on which the proposed suspension or expulsion is based, and
 - (c) That the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written and or oral submissions to the Board about the proposed suspension or expulsion.
- (4) At the Board meeting, the Board must:
 - (a) Give the member, or the member's representative, a reasonable opportunity to make written and or oral submissions to the Board about the proposed suspension or expulsion.
 - (b) Give due consideration to any submissions so made.
 - (c) Decide:
 - (i) Whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension, or
 - (ii) Whether or not to expel the member from the Club.

- (5) A decision of the Board to suspend the member's membership or to expel the member from the Club takes immediate effect.
- (6) The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Club may, within 14 days after receiving notice of the Board's decision under sub-rule (6), give written notice to the Secretary requesting the appointment of a mediator under Rule 26.
- (8) If notice is given under sub-rule (7), the member who gives the notice and the Board are the parties to the mediation.

19. Consequences of Suspension

- (1) During the period a member's membership is suspended, the member:
 - (a) Loses any rights (including voting rights) arising as a result of membership, and
 - (b) Is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Club.
 - (c) Is unable to be nominated for a Board position during the suspended period,
- (2) When a member's membership is suspended, the Secretary must record in the register of members:
 - (a) That membership is suspended, and
 - (b) Date on which the suspension takes effect, and
 - (c) Period of the suspension.
- (3) When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

Division 3 — Resolving Disputes

20. Terms Used

In this Division:

grievance procedure means the procedures set out in this Division

party to a dispute includes a member:

- (a) Who is a party to the dispute, and
- (b) Who ceased to be a member during the 6 months prior to the dispute coming to the attention of each party to the dispute.

21. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes:

- (a) Between members, or
- (b) Between one or more members and the Club.

22. Parties to attempt to resolve dispute

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

23. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 22, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
 - (a) The parties to the dispute, and
 - (b) The matters that are the subject of the dispute.

- (2) Within 28 days after the Secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state:
 - (a) When and where the Board meeting is to be held, and
 - (b) That the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- (5) If:
 - (a) The dispute is between one or more members and the Club, and
 - (b) Any party to the dispute gives written notice to the Secretary stating that the party:
 - (i) Does not agree to the dispute being determined by the Board, and
 - (ii) Requests the appointment of a mediator under rule 25,

the Board must not determine the dispute.

24. Determination of Dispute by Board

- (1) At the Board meeting at which a dispute is to be considered and determined, the Board must:
 - (a) Give each party to the dispute, or the party's representative, a reasonable opportunity to make written and/or oral submissions to the Board about the dispute, and
 - (b) Give due consideration to any submissions so made, and
 - (c) Determine the dispute.
- (2) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Board's determination under sub-rule (1)(c), give written notice to the Secretary requesting the appointment of a mediator under Rule 26.
- (4) If notice is given under sub-rule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

25. Application of Division

- (1) This Division applies if written notice has been given to the Secretary requesting the appointment of a mediator:
 - (a) By a member under rule 18(7), or
 - (b) By a party to a dispute under rule 23(5)(b)(ii) or 24(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 26.

26. Appointment of Mediator

- (1) The mediator must be a person chosen:
 - (a) If the appointment of a mediator was requested by a member under rule 18(7) — by agreement between the Member and the Board, or
 - (b) If the appointment of a mediator was requested by a party to a dispute under rule 23(5)(b)(ii) or 24(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of sub-rule (1)(a) or (b), then, subject to sub-rules (3) and (4), the Board must appoint the mediator.
- (3) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
 - (a) A member under rule 18(7), or
 - (b) A party to a dispute under rule 23(5)(b)(ii), or
 - (c) A party to a dispute under rule 24(3) and the dispute is between one or more members and the Club.

- (4) The person appointed as mediator by the Board may be a member or former member of the Club but must not:
 - (a) Have a personal interest in the matter that is the subject of the mediation; or
 - (b) Be biased in favour of or against any party to the mediation.

27. Mediation Process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) 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.
- (4) In conducting the mediation, the mediator must:
 - (a) Give each party to the mediation every opportunity to be heard, and
 - (b) Allow each party to the mediation to give due consideration to any written statement given by another party, and
 - (c) Ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (5) The mediator cannot determine the matter that is the subject of the mediation.
- (6) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (7) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

28. If mediation results in decision to suspend or expel being revoked

If:

- (a) Mediation takes place because a member whose membership is suspended or who is expelled from the Club gives notice under rule 18(7), and
- (b) As the result of the mediation, the decision to suspend the member's membership or expel the member is revoked, that revocation does not affect the validity of any decision made at a Board meeting or General Meeting during the period of suspension or expulsion.
- (c) That person shall be entitled to have their membership reinstated immediately.

PART 5 — BOARD

Division 1 — Powers of Board

29. Board of Management

- (1) The Board members are the persons who, as the management Board of the Club, have the power to manage the affairs of the Club.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a General Meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Club.
- (3) The Board must take all reasonable steps to ensure that the Club complies with the Act, these rules and the by-laws (if any).

Division 2 — Composition and Duties of Board Members

30. Board Members

- (1) The Board members consist of:
 - (a) Executive committee of the Club, and
 - (b) At least three ordinary Board members.
- (2) The Board must determine the maximum number of members who may be ordinary Board members.
- (3) The following are the Executive Committee of the Club:
 - (a) President,
 - (b) Vice President,
 - (c) Treasurer,
 - (d) Secretary.
- (4) The Executive Committee shall be elected by the Board at the first meeting following the Annual General Meeting.
- (5) For the purposes of the election referred to in Rule 30(4), each member of the Board shall have one vote and the election shall be conducted on a simple majority basis. In the event of an equal number of votes being recorded The Chair shall have a casting vote in addition to their deliberative vote.
- (6) A person must not more hold more than one office mentioned in sub-Rule (3) at the same time.
- (7) Division 3 of the Act applies to all Board members and to those members who have the ability to influence the Board of Management but do not hold a formal Board position.

31. President

- (1) It is the duty of the President to consult with the General Manager and Secretary regarding the business to be conducted at each Board meeting and General Meeting.
- (2) The President has the powers and duties relating to convening and presiding at Board meetings and also presiding at General Meetings provided for in these rules.

32. Secretary

The Secretary has the following duties:

- (a) Dealing with the Club's correspondence.
- (b) Consulting with the President and Manager regarding the business to be conducted at each Board meeting and General Meeting.
- (c) Preparing the notices required for meetings and for the business to be conducted at meetings.
- (d) Unless another member is authorised by the Board to do so, maintaining on behalf of the Club the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act.
- (e) Maintaining on behalf of the Club an up-to-date copy of these rules, as required under section 35(1) of the Act.
- (f) Unless another member is authorised by the Board to do so, maintaining on behalf of the Club a record of Board members and other persons authorised to act on behalf of the Club, as required under section 58(2) of the Act.
- (g) Ensuring the safe custody of the books of the Club, other than the financial records, financial statements and financial reports, as applicable to the Club.
- (h) Maintaining full and accurate minutes of Board meetings and General Meetings.
- (i) Carrying out any other duty given to the Secretary under these rules or by the Board.

The Secretary may delegate its duties to the General Manager.

33. Treasurer

The Treasurer shall, with the assistance of the General Manager:

- (a) Ensure that any amounts payable to the Club are collected and issuing receipts for those amounts in the Club's name;

- (b) Ensure that any amounts paid to the Club are credited to the appropriate account of the Club, as directed by the Board;
- (c) Ensure that any payments to be made by the Club that have been authorised by the Board or at a General Meeting are made on time;
- (d) Ensure that the Club complies with the relevant requirements of Part 5 of the Act;
- (e) Ensure the safe custody of the Club's financial records, financial statements and financial reports, as applicable to the Club;
- (f) If the Club is a Tier 1 Club, coordinate the preparation of the Club's financial statements before their submission to the Club's Annual General Meeting;
- (g) If the Club is a Tier 2 Club or Tier 3 Club, coordinate the preparation of the Club's financial report before its submission to the Club's Annual General Meeting;
- (h) Provide any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) Carry out any other duty given to the Treasurer under these rules or by the Board.

Division 3 — Election of Board members and term of office

34. How members become Board Members

A member becomes a Board member if the member:

- (a) Is elected to the Board at a General Meeting, or via Ballot.
- (b) Is appointed to the Board by the Board to fill a casual vacancy under rule 41.

35. Nomination of Board Members

- (1) At least 42 days before an Annual General Meeting, the Returning Officer must send written notice to all the members:
 - (a) Calling for nominations for election to the Board, and
 - (b) Stating the date by which nominations must be received by the Returning Officer to comply with sub-rule (2).
- (2) A member who wishes to be considered for election to the Board must nominate for election by sending written notice of the nomination to the Returning Officer at least 28 days before the Annual General Meeting.
- (3) The written notice must include a statement by another member in support of the nomination.
- (4) A member whose nomination does not comply with this rule is not eligible for election to the Board unless the member is nominated under rule 36(10).

36. Election of Board Members and tenure of office

- (1) Elections for the representatives of the Board shall be by a simple majority of votes of the members eligible to vote.
- (2) Elections for the representatives of the Board shall be held annually in conjunction with the annual General Meeting.
- (3) The Secretary shall act as the Returning Officer unless otherwise determined by the Board.
- (4) The roll of members qualified to vote shall close on the thirtieth (30th) day of June in each election year and the Manager shall, at least thirty (30) days prior to the Annual General Meeting in each election year, prepare an alphabetical roll of members eligible to vote and call for nominations for member representatives on the Board.
- (5) If the number of candidates exceeds the number of vacancies, the Returning Officer shall prepare a list of the members so nominated and shall prepare or cause to be prepared a ballot form showing the candidates for election as member representatives on the Board together with any other instructions or information that may be decided by the Board.
- (6) Ballot forms will be issued, either in hard copy, or electronically, by the Returning Officer to each member qualified to vote by no later than twenty-one (21) days prior to the Annual General Meeting.

- (7) Ballot forms issued by the Returning Officer must be returned to the Returning Officer by no later than seven (7) days prior to the Annual General Meeting.
- (8) The non-receipt of a ballot form by any member eligible to vote shall not necessarily invalidate the result of a ballot. In the event of any dispute relating to the non-receipt of a ballot form, upon reasonable cause being established to the satisfaction of the Returning Officer, the Returning Officer shall refer the dispute to the current Board who shall appoint an arbitrator to determine the dispute.
- (9) At each Annual General Meeting following any election for member representatives on the Board, the Returning Officer shall announce the result of the ballot and shall declare the successful candidates elected.
- (10) Where less than the required minimum number of candidates offer for election, then the Board may fill the resulting vacancies at the first meeting of the Board following the Annual General Meeting.
- (11) The Board members shall, as convenient after the Annual General Meeting, meet and appoint from among their numbers, a President, Vice President, Treasurer and Secretary who are to hold office for one year and are, subject to remaining a Board member, eligible for re-election.
 - (a) Proxies are not allowed for this election process.
 - (b) If more than one nomination for any position, a secret ballot will be conducted by the Returning Officer.
 - (c) All Executive Committee positions will be up for election, with the immediate past Executive Committee members able to renominate.
 - (d) The Returning Officer will first conduct the vote for the position of President.
 - (i) In the event of a tied vote for the role of President, a second vote by secret ballot will occur.
 - (ii) In the event that the second vote results in a tied position, voting will continue until such time that a decision is made.
 - (e) The President will conduct the election process for the remaining roles of Vice President, Treasurer and Secretary.
 - (i) In the event of a tied vote for these positions, a vote by secret ballot will occur.
 - (ii) In the event of the second vote for any of these positions is still tied, then the President will have a casting vote.

37. Term of Office

- (1) The term of office of a Board member begins when the member is announced at the Annual General Meeting.
- (2) The terms of office for a Board member shall be 2 years.
- (3) The Board member appointed will hold office until the conclusion of the first annual General Meeting of the club once their term of office is completed.

38. Resignation and removal from office

- (1) A Board member may resign from the Board at any time, by giving 14 days written notice to the Secretary of the Club.
- (2) The resignation takes effect:
 - (a) When the notice is received by the Secretary, or
 - (b) If a later time is stated in the notice, at the later time.
- (3) At a General Meeting, the Club may by Special Resolution:
 - (a) Remove a Board member from office, and
 - (b) Elect a member who is eligible under Rule 36(10) to fill the vacant position.
- (4) A Board member who is the subject of a proposed resolution under sub-Rule (3)(a) may make written representations (of a reasonable length) to the secretary or President and may ask that the representations be provided to the members.

- (5) The Secretary or President may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the General Meeting at which the resolution is to be considered.

39. When membership of Board ceases

A person ceases to be a Board member if the person:

- (a) Dies or otherwise ceases to be a member. or
- (b) Resigns from the Board or is removed from office under rule 38.(3), or
- (c) Becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act, or
- (d) Becomes permanently unable to act as a Board member because of a mental or physical disability, or
- (e) Fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

40. Board of Management Code of Conduct

- 1) Each Board Member of the Club is expected to comply with the current Code of Conduct Policy details within the Policy and Procedures document, including email etiquette and good governance. A Board Member in breach of this Code of Conduct Policy may be suspended from the Board for a period to be decided on by the majority of vote of the Board. A Board member under current suspension is ineligible to be nominated for a Board position during their suspended period.
- 2) A Board Member under current suspension will be provided with mediation under Division 4 - Mediation. The outcome of mediation will result in either a revocation of the suspension, a continuation of the suspension or an expulsion from the Board.
- 3) The Code of Conduct policy may be updated by the Board as it deems appropriate.

41. Filling Casual Vacancies

- (1) The Board may appoint a member who is eligible under rule 9, 10 and 11 to fill a position on the Board that:
 - (a) Has become vacant under rule 37 and 38; or
 - (b) Was not filled by election at the most recent annual General Meeting (Rule 36(10)).
- (2) Subject to the requirement for a quorum under rule 48, the Board may continue to act despite any vacancy in its membership.
- (3) If there are fewer Board members than required for a quorum under rule 48, the Board may act only for the purpose of:
 - (a) Appointing Board members under this rule, or
 - (b) Convening a General Meeting.

42. Validity of Acts

The acts of a Board or sub-committee, or of a Board member or member of a sub-committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board member or member of a sub-Board.

43. Payments to Board Members

- (1) In this rule:
 - Board member** includes a member of the Board or a Board subcommittee,
 - Board meeting** includes a meeting of the Board or a Board subcommittee.
- (2) A Board member is entitled to be paid out of the funds of the Club for any out-of-pocket expenses for travel and accommodation properly incurred:
 - (a) Attending a Board meeting, or
 - (b) Attending a General Meeting, or
 - (c) Otherwise in connection with the Club's business.
- (3) The payment of an honorarium to Board members may be made as determined by members by Special Resolution at an Annual General or Special General Meeting.:

Division 4 — Board Meetings

44. Board Meetings

- (1) The Board shall meet at least once in every 2 calendar months, other than January, in addition to the Annual General Meeting and other meetings as determined by the Board.
- (2) Special Board meetings may be convened by the President or as requested by any 2 Board members

45. Notice of Board Meetings

- (1) Notice of each Board meeting must be given with agenda and supporting documents to each Board member at least 5 days before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless sub Rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.

46. Procedure and order of business

- (1) The President or, in the President's absence, the Vice President must preside as The Chair of each Board meeting.
- (2) If the President and Vice President are absent or are unwilling to act as The Chair of a meeting, the Board members at the meeting must choose one of them to act as The Chair of the meeting.
- (3) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (4) The order of business at a Board meeting may be determined by the Board members at the meeting.
- (5) A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board.
- (6) A person invited under sub-rule (5) to attend a Board meeting:
 - (a) Has no right to any agenda, minutes or other document circulated at the meeting, and
 - (b) Must not comment about any matter discussed at the meeting unless invited by the Board to do so, and
 - (c) Cannot vote on any matter that is to be decided at the meeting.
- (7) Under section 42 of the Act, a member of the Board having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member for whose benefit the Club is established), causing a conflict of interest must:
 - (a) As soon as he or she becomes aware of that interest, disclose the nature and extent of his or her conflict of interest to the Board, and
 - (b) Not take part in any deliberations or decisions by the Board with respect to the matter, and
 - (c) Disclose the nature and extent of the conflict of interest at the next General Meeting of the Club.

47. Use of technology to be present at Board meetings

- (1) The presence of a Board member at a Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a Board meeting as allowed under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

48. Quorum for Board meetings

- (1) Four (4) Board members shall constitute a quorum for the transaction of business at a meeting of the Board.
- (2) Subject to Rule 48(3), no business is to be conducted at a Board meeting unless a quorum is present.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting:
 - (a) In the case of a special meeting — the meeting lapses, or
 - (b) Otherwise, the meeting is adjourned to the same time, day and place in the following week.

49. Voting at Board Meetings

- (1) Each Board member present at a Board meeting has one (1) vote on any resolution or question arising at the meeting. In the case of an equal number of votes being recorded on any occasion, The Chair at the meeting, shall, in addition to their deliberative vote, have a casting vote.
- (2) A vote may take place by the Board members present indicating their agreement or disagreement by a show of hands unless the Board decides that a secret ballot is needed to determine a particular question.
- (3) If a secret ballot is needed, The Chair of the meeting must decide how the ballot is to be conducted.
- (4) The Board may pass a resolution outside of a Board meeting if:
 - (a) Identical copies of a document are circulated to each Board member detailing:
 - (i) Motion
 - (ii) Mover
 - (iii) Seconder
 - (b) The document shall be circulated:
 - (i) By email to address registered for Board members; or
 - (ii) In person
 - (c) Board members shall:
 - (i) Return the circulated document through email or in person, indicating acceptance or rejection of the motion
or
 - (ii) Reply to email, quoting the motion and indicating acceptance or rejection of the motion.
 - (iii) Any Board member not indicating their acceptance or rejection of the motion, by a reasonable deadline, will be considered to have abstained from voting.
 - (d) Taken together, all signed copies of the document will constitute the same document.
 - (e) The resolution shall be decided by a majority vote after Board members have voted in accordance with this Rule 49(4) and in the case of an equality of votes the Chair may have a casting vote.

50. Minutes of Board Meetings

Minutes of proceedings of every meeting of the Board and the attendance of members thereat, and records of all financial reports and transactions shall be maintained in books to be kept for that purpose by the Secretary and shall be signed by The Chair or other person presiding at the meeting at which they are read and confirmed and such minutes and records when so confirmed and signed shall, in the absence of proof of error therein, be considered a correct record of the proceedings and transactions to which they relate.

Division 5 — Sub-committees, Branches, Clubs and Groups

51. Subcommittees

- (1) To help the Board in the conduct of the Club's business, the Board may, in writing, appoint one or more sub-committees,
- (2) A sub-committee may consist of the number of persons, whether or not members, that the Board considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the Board:
 - (a) A sub-committee may meet and conduct business as it considers appropriate; and

- (b) The holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

52. Branches, Clubs and Groups

- (1) The Board may establish branches, clubs and special interest groups of the Club as it deems desirable.
- (2) Branches, clubs and groups may be formed consisting of members employed or residing at any location.
- (3) The business and affairs of each branch, club or special interest group established under the terms of sub-Rule (1) shall be conducted in accordance with any specific instructions from the Board in addition to the requirements specified in the Policy and Procedures Document.
- (4) The Board shall receive and hold any annual financial records including annual treasurer report.
- (5) No branch or Club may seek to incorporate as an entity separate from the Club without permission in writing from the Board.
- (6) The delegation does not prevent the Board from exercising at any time its authority over the activities of a branch, club or group established under this rule.
- (7) The Board may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF CLUB

53. Annual General Meeting

- (1) The Club shall in each calendar year convene an Annual General Meeting.
- (2) The Annual General Meeting shall be held on such day as the Board determines but no later than the last day of November in each year.
- (3) The ordinary business of the Annual General Meeting shall be:
 - (a) To confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then if the minutes of that meeting have not yet been confirmed.
 - (b) To receive and consider:
 - (i) The Board's annual report on the Club's activities during the preceding financial year, and
 - (ii) The financial statements or report of the Club for the preceding financial year, and a copy of the review or auditor's report on the financial statements or report, as required under Part five (5) of the Act.
 - (c) To elect the office holders of the Club and other Board members if required.
 - (d) To deal with Life Membership nominations.
 - (e) If applicable, to appoint or remove a reviewer or auditor of the Club in accordance with the Act,
 - (f) To call for any eligible member present to propose motions from the floor (excluding special resolutions as prescribed under the Act). Any such motions must be seconded by at least one other eligible member present. Motions from the floor may be proposed via an eligible member by their nominated proxy.
 - (g) The administration of the AGM shall be as per the Clubs current Policies and Procedures document.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the Annual General Meeting.

54. Special General Meetings

- (1) The Board may convene a Special General Meeting.
- (2) The Board must convene a Special General Meeting if at least 3% of the members require a Special General Meeting to be convened.
- (3) The members requiring a Special General Meeting to be convened must:

- (a) Make the requirement by written notice given to the Secretary, and
 - (b) State in the notice the business to be considered at the meeting, and
 - (c) Each sign the notice.
- (4) The Special General Meeting must be convened within 28 days after notice is given under sub-rule (3)(a).
- (5) If the Board does not convene a Special General Meeting within that 28-day period, the members making the requirement (or any of them) may convene the Special General Meeting.
- (6) A Special General Meeting convened by members under sub-rule (5):
- (a) Must be held within 3 months after the date the original requirement was made, and
 - (b) May only consider the business stated in the notice by which the requirement was made.
- (7) The Club must reimburse any reasonable expenses incurred by the members convening a Special General Meeting under sub-rule (5).

55. Notice of General Meetings

- (1) The Secretary or, in the case of a Special General Meeting convened under rule 54(5), the members convening the meeting, must give to each member:
- (a) At least 21 days' notice of a General Meeting if a special resolution is to be proposed at the meeting; or
 - (b) At least 14 days' notice of a General Meeting in any other case.
- (2) The notice must:
- (a) Specify the date, time and place of the meeting, and
 - (b) Indicate the general nature of each item of business to be considered at the meeting, and
 - (c) If the meeting is the Annual General Meeting, include the names of the members who have nominated for election to the Board under rule 35(2), and
 - (d) Outline proxy options and requirements as per Rule 56, and
 - (e) If a special resolution is proposed:
 - (i) Set out the wording of the proposed resolution as required by section 51(4) of the Act, and
 - (ii) State that the resolution is intended to be proposed as a special resolution, and

56. Proxies

- (1) A voting member may appoint an individual who is a current financial member as his or her proxy to vote and speak on his or her behalf at a General Meeting.
- (2) Any voting member may be appointed the proxy for other members.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf. If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit
- (5) If the Board has approved a method(s) for appointment of a proxy, the member must use the method(s). The approved method(s) must: clearly identify the person appointed as the member's proxy; and include the nominating members name, member number, and members signature.
- (6) Notice of a General Meeting given to a voting member under rules 53-55 must:
- (a) State that the member may appoint an individual who is a current financial member as a proxy for the meeting, and
 - (b) Include a copy of any form, or description of any method, that the Board has approved for the appointment of a proxy.
- (7) Advise that a form appointing a proxy must be given to the Secretary not later than 24 hours before the commencement of the General Meeting for which the proxy is appointed and that a form appointing a proxy sent by post or electronically is of no effect unless it is received by the Secretary at least 24 hours before commencement of the meeting.

57. Use of technology to be present at General Meetings

- (1) The presence of a member at a General Meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a General Meeting as allowed under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

58. Presiding member and quorum for General Meetings

- (1) The President or, in the President's absence, the Vice President must preside as chairperson of each General Meeting.
- (2) If the President and Vice President are absent or are unwilling to act as chairperson of a General Meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) Twenty (20) members present shall constitute a quorum.
- (4) No business is to be conducted at a General Meeting unless a quorum is present.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
 - (a) In the case of a Special General Meeting, the meeting lapses; or
 - (b) In the case of the Annual General Meeting, the meeting is adjourned until:
 - (i) The same time and day in the following week, and
 - (ii) The same place, unless The Chair specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.

59. Adjournment of General Meeting

- (1) The Chair of a General Meeting at which a quorum is present may, with the consent of a majority of the voting members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-rule (1), a meeting may be adjourned:
 - (a) If there is insufficient time to deal with the business at hand, or
 - (b) To give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 55.

60. Voting at General Meeting

- (1) On any question arising at a Special General Meeting, each Club member has one vote and may vote personally or by proxy.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the Club members present at a Special General Meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, of the Chair of the meeting has a casting vote in addition to their deliberative vote.

61. Determining Whether Resolution Carried

- (1) In this rule:

poll means the process of voting in relation to a matter that is conducted in writing.

- (2) Subject to sub-rule (4), the Chair of a General Meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
 - (a) Carried, or
 - (b) Carried unanimously, or
 - (c) Carried by a particular majority, or
 - (d) Lost.
- (3) If the resolution is a special resolution, the declaration under sub-rule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by The Chair of the meeting or by at least 3 other eligible voting Members present in person or by proxy:
 - (a) The poll must be taken at the meeting in the manner determined by The Chair,
 - (b) The Chair must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the Chair or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by The Chair.
- (7) A declaration under sub-rule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

62. Minutes of General Meeting

- (1) The Secretary, or a person authorised by the Board from time to time, must take and keep minutes of each General Meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each Annual General Meeting must record:
 - (a) Names of the voting members attending the meeting; and
 - (b) Any proxy forms given to the Secretary of the meeting under rule 56(8), and
 - (c) Financial statements or financial report presented at the meeting, as referred to in rule 53 or, and
 - (d) Any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 53.
- (4) The minutes of a General Meeting must be entered in the Club's minute book within 30 days after the meeting is held.
- (5) The Chair must ensure that the minutes of a General Meeting are reviewed and signed as correct by:
 - (a) The Chair of the meeting, or
 - (b) The Chair of the next General Meeting.
- (6) When the minutes of a General Meeting have been signed as correct, they are, in the absence of evidence to the contrary, taken to be proof that:
 - (a) The meeting to which the minutes relate was duly convened and held, and
 - (b) The matters recorded as having taken place at the meeting took place as recorded, and
 - (c) Any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

63. Control of funds and financial statements and reports

- (1) The Board shall appoint a Treasurer to undertake the duties referred to in Rule 33.
- (2) No person other than a Board member or the Treasurer or the General Manager shall have the power to enter into any contract on behalf of the club or otherwise pledge the credit of the club.

- (3) A Board member or the Treasurer or the General Manager may only enter into a contract or pledge the credit of the club if authorised by the Board and acting within the limit so conferred. The Board may specify in the Policy and Procedures Document the powers of the General Manager for dealing with financial issues of a relatively routine nature.
- (4) The Club must retain its financial records for at least seven (7) years after the transactions covered by the records are completed.

PART 8 — GENERAL MATTERS

64. Executing Documents

- (1) Executive Committee members and the General Manager are each authorised to sign or authorise correspondence including letters and emails dealing with the business arrangements or requirements of the Club other than those which involve financial commitments for the Club, as these may be authorised only in accordance with Rule 63.
- (2) The Club shall not have a common seal.

65. Club Policies and Procedures

- (1) The Club shall operate under procedures that promote best practice across all areas of its operation.
- (2) The Club has a Board approved Policy and Procedures Document which supports facilitation of best practice and compliance.
 - (a) The Policy and Procedures Document may be reviewed, amended and approved by the Board when required.
 - (b) The document should be reviewed, updated, and approved by the Board on an annual basis.
 - (c) All cCub Members shall adhere to the current Policy and Procedures Document.

66. Giving Notices to Members

- (1) In this rule: **recorded** means recorded in the register of members.
- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and:
 - (a) Delivered by hand to the recorded address of the member, or
 - (b) Sent by prepaid post to the recorded postal address of the member, or
 - (c) Sent by electronic transmission to an appropriate recorded number or recorded electronic address of the member.

67. Record of Office Holders

The General Manager shall maintain, in accordance with the Act, a register of all office bearers and other persons authorised to act on behalf of the club.

68. Inspection of Records and Documents

- (1) If a member wishes to inspect the Books of the Club the member must contact the General Manager to make the necessary arrangements for the inspection.
- (2) The General Manager may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Club.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in sub rule (1) but does not have a right to remove the record or document for that purpose.

- (6) The member must not use or disclose information in a record or document inspected except for a purpose:
 - (a) That is directly connected with the affairs of the Club, or
 - (b) That is related to complying with a requirement of the Act.

69. Publication by Board members of statements about Club business prohibited

A Board member must not publish, or cause to be published, any statement about the business conducted by the Club at a General Meeting or Board meeting unless:

- (a) The Board member has been authorised to do so at a Board meeting, and
- (b) The authority given to the Board member has been recorded in the minutes of the Board meeting at which it was given.

70. Distribution of surplus property on cancellation of incorporation or winding up

- (1) In this rule **surplus property**, in relation to the Club, means property remaining after satisfaction of:
 - (a) The debts and liabilities of the Club, and
 - (b) The costs, charges and expenses of winding up or cancelling the incorporation of the Club but does not include books relating to the management of the Club.
- (2) On the cancellation of the Club's incorporation or the winding up of the Club, its surplus property must be distributed as provided for in the Act.

71. Alteration of Rules

- (1) Notice of any proposed amendment of these Rules shall be given to the Secretary in writing not later than twenty-eight (28) days prior to the date of a Special General Meeting or Annual General Meeting of the club.
- (2) The Board must notify members of the proposed amendment not less than fourteen (14) days prior to the date of the Special or Annual General Meeting.
- (3) The amendment shall be the subject of a special resolution at an Annual or Special General Meeting of the Club and shall be passed if approved by not less than 75% the members entitled to vote.