

**CONSTITUTION AND RULES**

of

**WESTERN AUSTRALIAN VETERAN GOLFERS ASSOCIATION INC**

**Resolved at the  
Annual General Meeting  
of 10<sup>th</sup> December 2018**

## 1. Terms used

In these rules, unless the contrary intention appears —

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

**Association** means the Western Australian Veteran Golfers Association;

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

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

**chairperson** means the President of the Association;

**committee** means the management committee of the Association;

**committee meeting** means a meeting of the committee;

**committee member** means a member of the committee;

**financial member** is a member who is not indebted to the Association;

**financial records** includes —

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

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

**financial year**, of the Association, has the meaning given in rule 2;

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

**life member** means a member who has rendered outstanding service to the Association, and on recommendation of the committee, is elected as a Life member at an Annual Meeting of the Association;

**member** means a person of any class of membership of the Association;

**ordinary committee member** means a committee member who is not an office holder of the Association under rule 17(2);

**provisional member** means a class of member to which some playing restrictions may apply as determined by the committee from time to time;

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

**rules** means these rules of the Association, as in force for the time being;

**secretary** means the committee member holding office as the secretary of the Association;

**special general meeting** means a general meeting of the Association 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;

**subcommittee** means a subcommittee appointed by the committee under rule 37(1);

**treasurer** means the committee member holding office as the treasurer of the Association;

**veteran** means a golfer who has attained the age of 55 years;

**written notice** means communication by post or by electronic systems.

## 2. Objects of the Association

The objects of the Association are to

- a. Promote amongst Veterans the game of golf:
- b. Promote and hold either alone or jointly with any other association, club or person, golf matches and to offer or contribute medals and awards and to promote, give or support dinners and other entertainments.

## 3. Financial year

- (1) The financial year of the Association is to be from the first day of October through to the thirtieth day of September in the following year.

## 4. Not-for-profit body

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, 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 Association only if it is authorised under subrule (3).
- (3) A payment to a member out of the funds of the Association is authorised if approved by the committee and it is —
  - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
  - (b) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

## 5. Eligibility for membership

- (1) Any person who is a Veteran golfer who holds the status of amateur and is a financial regular playing member of a Metropolitan, Suburban or Country Club as defined by Golf Western Australia Inc and be affiliated with said organisation and has a Golf Australia handicap is eligible to apply to become a member.

## 6. Applying for membership

- (1) A person who wants to become a member must apply in writing to the Association on the Application Form provided from time to time containing such information as the committee may require.
- (2) The application must include a member's nomination of the applicant for membership and be signed by the applicant..

## 7. Dealing with membership applications

- (1) The committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) The committee, when accepting an application will be the sole authority in determining the class of membership granted to the applicant.
- (3) The committee must not accept an application unless the applicant —
  - (a) is eligible under rule 5; and
  - (b) has applied under rule 6.
- (4) The committee may reject an application even if the applicant —
  - (a) is eligible under rule 5; and
  - (b) has applied under rule 6.
- (5) The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.
- (6) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.

## 8. Becoming a member

- An applicant for membership of the Association becomes a member when —
- (a) the committee accepts the application; and
  - (b) the applicant pays any membership fees payable to the Association under rule 12.

## 9. Classes of membership

- (1) The Association consists of ordinary, provisional and life members and such other class of member as may be created with approval of an Annual or Special General Meeting.
- (2) Ordinary, provisional and life members have full voting rights and any other rights or restrictions conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.

## 10. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
  - (a) the person dies;
  - (b) the person resigns from the Association;
  - (c) the person is expelled from the Association under rule 14;
  - (d) the person ceases to be a member under rule 12(4).
  - (e) the person fails to pay their subscription or any other monies owing to the Association within one month after being requested to pay in writing by the Secretary.

## 11. Rights not transferable

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

## 12. Membership fees

- (1) The committee must determine the entrance fee and the annual membership fee to be paid for membership of the Association.
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, by the date determined by the committee.
- (4) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- (5) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired —
  - (a) the committee may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## 13. Register of members

- (1) The secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If —
  - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
  - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

- (c) the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

#### 14. Suspension or expulsion

- (1) The committee may decide to suspend a member's membership or to expel a member from the Association if —
  - (a) the member contravenes any of these rules; or
  - (b) the member acts detrimentally to the interests of the Association.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- (3) The notice given to the member must state —
  - (a) when and where the committee meeting is to be held; and
  - (b) the grounds on which the proposed suspension or expulsion is based; and
  - (c) that the member may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
- (4) At the committee meeting, the committee must —
  - (a) give the member a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
  - (b) give due consideration to any submissions so made; and
  - (c) decide —
    - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - (ii) whether or not to expel the member from the Association.
- (5) The resolution to suspend or expel the member shall be carried by a three fourths majority of members of the committee present and voting. The quorum of that meeting to be 8.
- (6) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- (7) A member who is expelled from the Association under sub rule 5 may appeal the decision to a General Meeting by lodging in writing to the Secretary details of the appeal within seven days of receiving the details of the committee's decision under sub rule 6.
- (8) A General Meeting is to be convened by the committee to be held within one month after the Secretary receives the notice of appeal.
- (9) A majority of not less than three fourths of the financial members present and entitled to vote shall have the power to annul the expulsion of the member.

## 15. 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 Association.
- (2) When a member's membership is suspended, the secretary must record in the register of members —
  - (a) that the member's membership is suspended; and
  - (b) the date on which the suspension takes effect; and
  - (c) the period of the suspension.
- (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.

## 16. Committee

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

## 17. Committee members

- (1) The committee members consist of —
  - (a) the office holders of the Association;
  - (b) two vice captains; and
  - (c) at least four ordinary committee members.
- (2) The following are the office holders of the Association —
  - (a) the President who is the chairperson and delegate to the Australian Veteran Golfers Union Inc.
  - (b) the Vice President who is the deputy chairperson;
  - (c) the Secretary;
  - (d) the Treasurer;
  - (e) the Captain.

## 18. Chairperson

- (1) It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.
- (2) The chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.

## 19. Secretary

The Secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the committee to do so, maintaining on behalf of the Association 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 Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of committee meetings and general meetings;
- (i) carrying out any other duty given to the secretary under these rules or by the committee.

## 20. Treasurer

The treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association such records to be kept for 7 years;
- (f) coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) providing any assistance required by an auditor conducting an audit of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (h) carrying out any other duty given to the treasurer under these rules or by the committee.

## 21. How members become Committee members

A member becomes a committee member if the member —

- (a) is elected to the committee at a general meeting; or
- (b) is appointed to the committee by the committee to fill a casual vacancy under rule 28.



## **22. Nomination of committee members**

- (1) At least 21 days before an annual general meeting, the secretary must send written notice to all the members —
  - (a) calling for nominations for election to the committee; and
  - (b) stating the date by which nominations must be received by the secretary to comply with subrule (2).
- (2) A member who wishes to be considered for election to the committee at the annual general meeting must be a financial member and nominate for election by sending written notice of the nomination to the secretary at least 7 days before the annual general meeting.
- (3) The written notice must include support of the nomination by another financial member.
- (4) A member may nominate for more than one specified position of office holder of the Association or to be an ordinary committee member.
- (5) A member whose nomination does not comply with this rule is not eligible for election to the committee unless the member is nominated under rule 23(2) or 24(1)(b).

## **23. Election of office holders**

- (1) At the annual general meeting, a separate election must be held for each position of office holder of the Association.
- (2) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the financial members at the meeting.
- (3) If only one financial member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
- (4) If more than one member has nominated for a position, the financial members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
- (5) Each financial member present at the meeting may vote for one member who has nominated for the position.
- (6) A member who has nominated for the position may vote for themselves.
- (7) On the member's election, the new President of the Association may take over as the chairperson of the meeting or ask the Past President to continue in the chair until the end of the meeting.

## 24. Election of ordinary committee members

- (1) At the annual general meeting, if the number of financial members nominating for the position of ordinary committee member is not greater than the number to be elected, the chairperson of the meeting
  - (a) must declare each of those members to be elected to the position; and
  - (b) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- (2) If —
  - (a) the number of financial members nominating for the position of ordinary committee member is greater than the number to be elected; or
  - (b) the number of members nominating under subrule (1)(b) is greater than the number of positions remaining unfilled,

the financial members at the meeting must vote in accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of ordinary committee member.

- (3) A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

## 25. Term of office

- (1) The term of office of a committee member begins when the member —
  - (a) is elected at an annual general meeting; or
  - (b) is appointed to fill a casual vacancy under rule 28.
- (2) Subject to rule 27, a committee member holds office for two years with the committee having the power to recommend to the annual general meeting that a term be varied to ensure close to equal numbers retire each year.
- (3) A committee member may be re-elected.

## 26. Resignation and removal from office

- (1) A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (2) The resignation takes effect —
  - (a) when the notice is received by the secretary or chairperson; or
  - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
  - (a) remove a committee member from office; and
  - (b) elect a member who is eligible to fill the vacant position.
- (4) A committee member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
- (5) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

## 27. When membership of committee ceases

A person ceases to be a committee member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the committee or is removed from office under rule 26; or
- (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- (d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Committee meetings, of which the person has been given written notice, without having notified the Committee that the person will be unable to attend.

## 28. Filling casual vacancies

- (1) The committee may appoint a member to fill a position on the committee that —
  - (a) has become vacant under rule 27; or
  - (b) was not filled by election at the most recent annual general meeting.
- (2) If the position of secretary becomes vacant, the committee must appoint a member to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 34, the committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer committee members than required for a quorum under rule 34, the committee may act only for the purpose of —
  - (a) appointing committee members under this rule; or
  - (b) convening a general meeting.

## 29. Validity of acts and indemnity

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

Members of the Committee and other officers for the time being of the Association and each and every one of them acting in relation to any of the affairs of the Association shall be indemnified out of funds of the Association from and against all actions, cost, charges, losses, damages, and expenses, which they or any of them shall or may occur or sustain by reason of any act done, concurred in or omitted in or about the discharge of their duty or supposed duty in their respective offices except such if any as they shall incur or sustain by or through their own wilful default or dishonesty and none of them shall be answerable for acts or defaults of the other or others of them or for joining in any receipts for the sake of conformity or for any bankers or other persons with whom any moneys or effects belonging to the association shall or may be lodged or deposited or for the insufficiency or deficiency of any security upon which any moneys of or belonging to the Association shall be placed out or invested or any other loss, misfortune or damage which may happen in the execution of their respective offices, or in relation thereto except the same shall happen by or through their own wilful default or dishonesty.

### **30. Committee meetings**

- (1) The committee must meet at least 4 times in each year on the dates and at the times and places determined by the committee.
- (2) The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the committee members are elected.
- (3) Special committee meetings may be convened by the chairperson or any 2 committee members.

### **31. Notice of committee meetings**

- (1) Notice of each committee meeting must be given to each committee member at least 4 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) Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.

### **32. Procedure and order of business**

- (1) The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each committee meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- (4) The order of business at a committee meeting may be determined by the committee members at the meeting.
- (5) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.

### **33. Use of technology to be present at committee meetings**

- (1) The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a committee meeting as allowed under subrule (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.

### 34. Quorum for committee meetings

- (1) Subject to rules 28(4) and 14(5), no business is to be conducted at a committee meeting unless a quorum of 5 members is present.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a committee 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.
- (3) If —
  - (a) a quorum is not present within 30 minutes after the commencement time of a committee meeting held under subrule (2)(b); and
  - (b) at least 2 committee members are present at the meeting,

those members present are taken to constitute a quorum.

### 35. Voting at committee meetings

- (1) Each committee member present at a committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

### 36. Minutes of committee meetings

- (1) The committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following —
  - (a) the names of the committee members present at the meeting;
  - (b) the name of any person attending the meeting under rule 32(5);
  - (c) the business considered at the meeting;
  - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by —
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next committee meeting.
- (5) When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence 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 appointment purportedly made at the meeting was validly made.

### **37. Subcommittees**

- (1) To help the committee in the conduct of the Association's business, the committee may appoint one or more subcommittees for any specific purpose it deems necessary for the functioning of the Association.
- (2) A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.

### **38. Annual general meeting**

- (1) The annual general meeting will be held at a date, time and place as determined by the committee in December of each year.
- (2) The ordinary business of the annual general meeting is as follows —
  - (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 committee's annual report on the Association's activities during the preceding financial year; and
    - (ii) the audited financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
  - (c) to elect the office holders of the Association and other committee members;
- (3) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

### **39. Special general meetings**

- (1) The committee may convene a special general meeting.
- (2) The committee must convene a special general meeting if at least 20% 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 subrule (3)(a).
- (5) If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under subrule (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 Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5).

#### 40. Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 39(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 committee under rule 22(2); and
  - (d) 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
    - (iii) comply with rule 41(7).

#### 41. Proxies

- (1) Subject to subrule (2), a financial member may appoint an individual who is a financial member as their proxy to vote and speak on their behalf at a general meeting.
- (2) A financial member may be appointed the proxy for not more than 5 other financial members.
- (3) The appointment of a proxy must be in writing and signed by the financial member making the appointment.
- (4) The financial member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the financial member in any matter as the proxy sees fit.
- (6) If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form —
  - (a) that clearly identifies the person appointed as the member's proxy; and
  - (b) that has been signed by the member.
- (7) Notice of a general meeting given to a financial member under rule 40 must —
  - (a) state that the financial member may appoint an individual who is a financial member as a proxy for the meeting; and
  - (b) include a copy of any form that the committee has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

#### **42. Use of technology to be present at general meetings**

- (1) The presence of a financial 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 subrule (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.

#### **43. Presiding member and quorum for general meetings**

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present. The quorum for general meetings is 20 financial members.
- (4) 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 to —
    - (i) the same time and day in the following week; and
    - (ii) the same place, unless the chairperson 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.
- (5) If —
  - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (4)(b); and
  - (b) at least 10 ordinary members are present at the meeting,those members present are taken to constitute a quorum.

#### **44. Adjournment of general meeting**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (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 40.

#### 45. Voting at general meeting

- (1) On any question arising at a general meeting —
  - (a) subject to subrule (6), each financial member has one vote; and
  - (b) financial members may vote personally or by proxy.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.

#### 46. 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 subrule (4), the chairperson 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 subrule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person or by proxy —
  - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
  - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the chairperson 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 chairperson.
- (7) A declaration under subrule (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.

#### **47. Minutes of general meeting**

- (1) The secretary, or a person authorised by the committee 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) the names of the financial members attending the meeting; and
  - (b) any proxy forms given to the chairperson of the meeting under rule 41(8); and
  - (c) the financial statements or financial report presented at the meeting; and
  - (d) any auditor's report on the financial statements.
- (4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
  - (a) the chairperson of the meeting; or
  - (b) the chairperson 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.

#### **48. Control of funds**

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the committee will approve expenditure on behalf of the Association.
- (3) The committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by two committee members.
- (5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

#### **49. By-laws**

- (1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws thought necessary for the functions of the committee and the well being of the Association.

- (2) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (3) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

## 50. Executing documents and common seal

(1) The Association may execute a document without using a common seal if the document is signed by 2 committee members.

- (1) If the Association has a common seal —
  - (a) the name of the Association must appear in legible characters on the common seal; and
  - (i) a document may only be sealed with the common seal by the authority of the committee and in the presence of 2 committee members and each of them is to sign the document to attest that the document was sealed in their presence.
- (2) The secretary must make a written record of each use of the common seal.
- (3) The common seal must be kept in the custody of the secretary or another committee member authorised by the committee.

## 51. Inspection of records and documents

- (1) Subrule (2) applies to a member who wants to inspect —
  - (a) the register of members under section 54(1) of the Act; or
  - (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
  - (c) any other record or document of the association.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee 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 subrule (1)(c) 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 referred to in subrule (1)(c) except for a purpose —
  - (a) that is directly connected with the affairs of the Association; or
  - (b) that is related to complying with a requirement of the Act.

## 52. Distribution of surplus property on cancellation of incorporation or winding up

(1) In this rule —

**surplus property**, in relation to the Association, means property remaining after satisfaction of —

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

(2) On the cancellation of the incorporation or the winding up of the Association, its surplus property shall not be paid to or distributed amongst members of the Association, but will be entrusted to the Western Australian Golf Association (Inc) for the advancement of golf by Veterans.

## 53. Alteration of rules

If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution at an Annual or Special General meeting called for that purpose.