



**For the better**

# **RULES OF THE ROYAL AUTOMOBILE CLUB OF W.A. (INCORPORATED)**

*(Approved by special resolution of members at the Annual General Meeting held on 24 November 2020 and effective on 24 December 2020)*

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# RULES OF THE ROYAL AUTOMOBILE CLUB OF W.A. (INCORPORATED)

## 1. Name

The name of the association is "The Royal Automobile Club of W.A. (Incorporated)".

## 2. Definitions and Interpretation

### 2.1 Definitions

In these Rules, unless the contrary intention appears:

**Act** means the *Associations Incorporation Act 2015* (WA) and includes any amendment, re-enactment or substitution of it and any regulations and statutory instruments made under it.

**Annual General Meeting** means a meeting convened under rule 11.1.

**Auditor** means the auditor of the Club appointed under rule 18.1.

**By-Laws** means the by-laws of the Club formulated by the Council from time to time under rule 16.3(a)(i).

**Candidate** means a Member who has been duly nominated and is eligible for election, or a Councillor who offers to be re-elected or elected, to the Council.

**Chief Executive** means the person appointed as "Chief Executive" of the Club under rule 17.1.

**Club** means The Royal Automobile Club of W.A. (Incorporated).

**Club Policy** means a policy in respect of the Members determined from time to time by the Council.

**Commissioner** has the meaning given to it in the Act.

**Council** means the Council of the Club as set out in rule 12.

**Council Policy** means a policy as determined from time to time by the Council in respect of the Council's activities.

**Councillor** means a Member who is elected, deemed elected or re-elected, or appointed to the Council under these Rules.

**Disciplinary Committee** means the committee appointed by the Council under rule 9.1.

**Entrance Fee** means the joining fee (if any) payable by a person for Membership.

**Financial Year** means a period of 12 months commencing on 1 July of each year and finishing on 30 June in the following year.

**General Meeting** means a meeting of Members and includes an Annual General Meeting and a Special General Meeting.

**Gold Life Member** means a Member who is admitted to Membership under rule 6.1(b).

**Honorary Life Member** means a Member who is admitted to Membership under rule 6.1(a).

**Member** means a person admitted to Membership of the Club under rule 6.2(b).

**Membership** means membership of the Club.

**Membership Register** means the register of Members kept by the Club at the Registered Office under rule 6.4 as required under the Act.

**Objects** has the meaning given it in rule 3.1.

**Personal Member** means a person who is admitted to Membership under rule 6.1(c).

**President** means the Councillor who holds the office as “President” under these Rules.

**President Elect** means the Councillor elected under rule 13.1(a)(i), deemed re-elected under rule 13.1(b) or appointed under rule 13.2(d) to take the office of the President following the next Annual General Meeting, but who has not yet taken the office of President.

**Registered Office** means the registered office of the Club situated at 832 Wellington Street, West Perth, or any other place as the Council may from time to time determine.

**Returning Officer** means the person appointed by the Council as the returning officer under rule 12.5.

**Rules** means these rules of the Club.

**Senior Vice-President** means the Councillor who holds the office of “Senior Vice-President” under these Rules.

**Senior Vice-President Elect** means the Councillor elected under rule 13.1(a)(ii) or deemed re-elected under rule 13.1(b) to take the office of the Senior Vice-President following the next Annual General Meeting, but who has not yet taken the office of Senior Vice-President.

**Special General Meeting** means a General Meeting other than an Annual General Meeting.

**Special Resolution** means a resolution passed by a majority of not less than three quarters of Voting Members who cast a vote in person at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution has been given under these Rules.

**Subscription** means the fee payable by a Member to receive Member benefits.

**Term** has the meaning given it in rule 12.2(a).

**Vice-President** means the Councillor who holds the office of “Vice-President” under these Rules.

**Voting Member** means:

- (a) an Honorary Life Member;
- (b) a Gold Life Member; or
- (c) a Personal Member who has paid their Subscription in full for the applicable period of Membership.

## **2.2 Interpretation**

In these Rules:

- (a) headings are for convenience only and do not affect interpretation;
- (b) “under” includes by, by virtue of, pursuant to and in accordance with;
- (c) “including” and similar expressions are not words of limitation;
- (d) if a word or phrase is defined, other grammatical forms of that word or phrase have a corresponding meaning; and
- (e) unless the context otherwise requires, a reference to:
  - (i) a person includes a corporation, a firm, a body corporate, an unincorporated association or any authority;
  - (ii) the singular includes the plural;
  - (iii) time is a reference to Perth, Western Australian time; and
  - (iv) \$ is to Australian currency unless denominated otherwise.

## **2.3 Interpretation by the Council**

The Council is the sole authority for the interpretation of these Rules and the Council’s decision on any question of interpretation or any matter affecting the Club or Members regarding these Rules, is final and binding on all Members.

## **3. Objects and Powers**

### **3.1 Objects**

The objects of the Club are:

- (a) To benefit motorists, motoring and mobility generally.
- (b) To promote the interests of, and advocate for, Members as a whole.

- (c) To provide Members, and other persons as decided by the Council, with a range of services, products and assistance.
- (d) To provide facilities for the benefit and use of Members and other persons as decided by the Council.
- (e) To promote the improvement of road conditions and road safety.
- (f) To do all those things which may be lawfully done for the benefit of any or all of the Members, in the interest of the Club and the community generally,

**“Objects”.**

### **3.2 Application of Objects**

- (a) Each Object is a separate and independent Object and is not subsidiary or ancillary to any of the other Objects.
- (b) The Club must operate solely for the purpose of promoting and advancing the Objects. However, the Club is not required to promote each of the Objects at the same time or in any particular order and may, in the Council’s absolute discretion, determine the level and amount of promotion, funding or any other support that should be applied to any one or more specific Objects at any given time.

### **3.3 Powers**

The Club has, in addition to the powers conferred by the Act and elsewhere in these Rules, power to:

- (a) acquire, hold, deal with and dispose of any real or personal property and erect buildings;
- (b) invest, use and deal with the funds of the Club as the Council thinks fit;
- (c) retain and employ persons for the purposes of the Club;
- (d) borrow money upon any terms and conditions as the Council thinks fit;
- (e) raise and obtain money by means of subscriptions, fees, investments and other activities;
- (f) enter into any contract the Council considers necessary or desirable;
- (g) form or take part in the formation of companies, associations, partnerships, joint ventures, trusts or other arrangements; and
- (h) affiliate and work in conjunction with kindred organisations.

## **4. Property and Income**

The property and income of the Club are to be applied solely towards the promotion of the Objects and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in promotion of the Objects.

## **5. Patron**

- (a) The Council may appoint a patron of the Club for such period determined by the Council or until removed by the Council.
- (b) A patron is not required to pay any Entrance Fee or Subscription.

## **6. Membership**

### **6.1 Membership Classes**

Membership of the Club consists of the following classes:

#### **(a) Honorary Life Member:**

- (i) The Council may grant Honorary Life Membership to any Member who, in the opinion of the Council, merits special recognition in honour of the Member's valued service to, or lengthy Membership of, the Club.
- (ii) An Honorary Life Member has all the rights, privileges and obligations of a Personal Member, but is not required to pay any Entrance Fee or Subscription.

#### **(b) Gold Life Member:**

- (i) Gold Life Membership may be granted to any Member under Club Policy.
- (ii) A Gold Life Member has all the rights, privileges and obligations of a Personal Member, but is not required to pay any Entrance Fee or Subscription.

#### **(c) Personal Member:**

- (i) A person may apply to become a Personal Member where that person has satisfied the requirements for Membership as determined by the Council from time to time.
  - (ii) A Personal Member has the rights, privileges and obligations as determined by the Council from time to time for the period of Membership as determined by Club Policy.
- (d) Any other class or classes with rights, privileges and obligations determined by the Council from time to time, excluding the right to vote or hold office.

### **6.2 Admission**

- (a) The Council may determine the qualifications for Membership and the form of applications for Membership under rules 6.1(b), 6.1(c) and 6.1(d) from time to time.
- (b) A person becomes a Member upon their name being entered in the Membership Register and paying any applicable Entrance Fee and Subscription.

- (c) The Council may, by a majority of not less than three fourths of those present and voting, resolve that:
  - (i) the name of any applicant will not be entered in the Membership Register; or
  - (ii) notwithstanding rule 9, the name of a Member will be removed from the Membership Register within 60 days of the Member's name being entered in the Membership Register. The Member ceases to be a Member on the date their name is removed from the Membership Register.
- (d) The Council is not required to provide reasons to a person who is not admitted to Membership or whose name is removed from the Membership Register under rule 6.2(c)(ii).
- (e) Membership is not transferable, except under Club Policy.

### **6.3 Fees**

- (a) Entrance Fees and Subscriptions will be fixed from time to time by the Council.
- (b) The Council may, under Club Policy, waive any Entrance Fee or Subscription in whole or in part and determine any concessions, loadings, remissions and exemptions that may be provided by the Club to a Member or a class of Members.

### **6.4 Membership Register**

- (a) The Club must maintain a Membership Register in accordance with the Act.
- (b) The Membership Register must be kept by the Chief Executive at the Registered Office.

## **7. Members Entitled to Hold Office and/or Vote**

### **7.1 Voting Members**

- (a) Other than as set out in this rule 7, only Voting Members may vote at General Meetings.
- (b) Only Members who are Voting Members 28 days prior to the date of the Annual General Meeting may vote on an election of Candidates.

### **7.2 Members Entitled to Hold Office**

- (a) Subject to rule 7.2(d), only Members who are at least 18 years of age, have been Voting Members and entitled to vote for each of the preceding 5 years are entitled to hold office.
- (b) An employee of the Club or any of the Club's subsidiaries is not eligible to be nominated for election, elected or re-elected as a Councillor.



- (c) Nothing in these Rules prevents the Council from inviting an employee of the Club or a subsidiary of the Club to attend Council meetings at the request of the Council and upon the terms determined by the Council.
- (d) A Member who:
- (i) is, according to the *Interpretation Act 1984* section 13D, a bankrupt or whose affairs are under insolvency laws, without leave of the Commissioner;
  - (ii) without leave of the Commissioner has been convicted, within or outside the State, of:
    1. an indictable offence in relation to the promotion, formation or management of a body corporate; or
    2. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than 3 months; or
    3. an offence under Part 4, Division 3 or section 127 of the Act; or
  - (iii) is elected as a member of an Australian state, territory or federal parliament;
  - (iv) on and from the conclusion of the 2017 Annual General Meeting, is elected as a member of a governing body of a local government in an Australian state or territory; or
  - (v) does not meet any requirement specified in the By-Laws,
- is not eligible to be nominated for election, elected or re-elected as a Councillor.
- (e) Rule 7.2(d)(ii) applies in relation to a Member's conviction of an offence only for the period of 5 years:
- (i) from the time of the person's conviction; or
  - (ii) if the conviction results in a term of imprisonment, from the time of the person's release from custody.

## **8. Cessation of Membership**

### **8.1 Resignation**

- (a) A Member may resign their Membership by giving notice to the Club.
- (b) Unless the Council determines otherwise, resignation is effective from the date the Member's name is removed from the Membership Register.

### **8.2 Expulsion**

A Member who has been expelled from the Club under rule 9 ceases to be a Member from the date of the Disciplinary Committee's decision under rule 9.2.

### **8.3 Unpaid Fees and Subscriptions**

- (a) Any Member whose Subscription is overdue ceases to be a Member as determined under Club Policy.
- (b) Following resignation and unless the Council otherwise determines, a person must pay any outstanding Subscription.
- (c) Any Member who resigns, is suspended or expelled or ceases to be a Member and who has paid the Subscription, is not entitled to a refund of all or any of the Subscription, other than under Club Policy.

## **9. Discipline, Suspension and Expulsion of Members**

### **9.1 Disciplinary Committee**

- (a) The Council may appoint a Disciplinary Committee which is to be constituted under the By-Laws.
- (b) The procedures of the Disciplinary Committee will be specified in the By-Laws and Club Policy.

### **9.2 Discipline, Suspension and Expulsion**

- (a) Subject to the procedures specified in the By-Laws, Club Policy and rule 9.2(b), the Disciplinary Committee may:
  - (i) withhold all or any of the Club's services and facilities from a Member;
  - (ii) impose upon a Member any terms or conditions for the use of any of the Club's services or facilities;
  - (iii) suspend any Member for any period; or
  - (iv) expel any Member from the Club.
- (b) The Disciplinary Committee may only suspend or expel any Member from the Club, if the Disciplinary Committee resolves that the Member has engaged in conduct which is:
  - (i) not acceptable to the Club under Club Policy;
  - (ii) unbecoming of a Member under Club Policy; or
  - (iii) prejudicial to the interests of the Club or any of the Club's related entities.
- (c) Removal of a Councillor must be determined under rule 14.3.

### **9.3 Re-admission to Membership after Expulsion**

- (a) A person who has been expelled from the Club may reapply for Membership after a period of time determined by the Council.
- (b) The Council is not required to provide the person with any reasons for re-admission or non-admission.

## **10. Resolving Disputes under or relating to these Rules**

- (a) The procedure set out in this rule 10 applies to disputes under or relating to these Rules:
  - (i) between Members; or
  - (ii) between one or more Members and the Club.
- (b) The parties to a dispute under or relating to these Rules must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- (c) Where the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 10(b), any party to the dispute may give written notice to the Chief Executive with details of:
  - (i) the parties to the dispute;
  - (ii) the matters that are the subject of the dispute; and
  - (iii) copies of any supporting materials relating to the dispute.
- (d) Within 7 days of receiving notice of a dispute the Chief Executive will provide an acknowledgement of receipt of the notice.
- (e) Within 14 days of receipt of the notice of dispute the Chief Executive will give each party to the dispute the opportunity to make written submissions about the dispute, which must be provided to the Chief Executive within 14 days of the request.
- (f) The Chief Executive will give due consideration to any submissions made and will determine the dispute.
- (g) The Chief Executive must give each party to the dispute written notice of the determination within 7 days after the determination has been made.

## **11. General Meetings**

### **11.1 Annual General Meeting**

The Annual General Meeting must be held in every year in compliance with the Act, at the time and place determined by the Council.

### **11.2 Special General Meeting**

The President, or in the President's absence, the Senior Vice-President or the Vice-President:

- (a) may convene a Special General Meeting; and
- (b) must convene a Special General Meeting within one calendar month of receiving a requisition in writing to do so by 5 percent of Members.

### **11.3 Notice of General Meetings**

- (a) Unless a longer period is required by the Act, at least 7 clear days' notice of a General Meeting must be given to all Members and the Auditor.
- (b) The notice must:
  - (i) specify the time and place of the General Meeting;
  - (ii) specify the particulars of the business to be transacted at the General Meeting, including (where applicable), the wording of any proposed Special Resolutions, and the order in which the business is to be transacted; and
  - (iii) be delivered in accordance with the notice provisions set out in rule 19.

### **11.4 Quorum at General Meetings**

- (a) A quorum for:
  - (i) a Special General Meeting requisitioned under rule 11.2(b), is 25 Voting Members; and
  - (ii) any other General Meeting, is 10 Voting Members.
- (b) No business can be transacted at any General Meeting unless the required quorum is present in person.
- (c) If a quorum is not present within 30 minutes after the time appointed for a General Meeting:
  - (i) where the meeting was convened on requisition of the Members under rule 11.2(b), the meeting must be dissolved; or
  - (ii) in any other case:
    - A. the meeting stands adjourned to the day, and at the time and place, that the Council decides, or, if the Council does not make a decision, to the same day in the next week at the same time and place; and
    - B. if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

### **11.5 Presiding at General Meetings**

- (a) The President is to preside at all General Meetings.
- (b) In the President's absence, the Senior Vice-President is to preside and in the absence of the Senior Vice-President, the Vice-President is to preside at a General Meeting.
- (c) In the absence of the President, the Senior Vice-President and the Vice-President, a presiding officer is to be elected by Voting Members at the General Meeting.

## **11.6 Voting at General Meetings**

- (a) At all General Meetings each Voting Member has one vote.
- (b) The person presiding at the General Meeting has a casting vote, as well as a deliberative vote, on all resolutions.

## **11.7 Minutes of Meetings**

- (a) Minutes must be kept of all General Meetings.
- (b) The minutes must be confirmed by the Members present at a subsequent meeting and must be signed by the person who presided at the meeting at which the proceedings took place or by the person presiding at the meeting at which the minutes are confirmed.
- (c) When the minutes have been confirmed under rule 11.7(b), they are, until the contrary is proved, evidence that:
  - (i) the General Meeting to which they relate was duly convened and held;
  - (ii) all proceedings recorded as having taken place at the General Meeting did in fact take place at the General Meeting; and
  - (iii) all appointments or elections purporting to have been made at the General Meeting have been validly made.

## **12. The Council**

### **12.1 Composition of the Council**

The Council is to comprise 15 Members who are entitled to hold office under rule 7.2. The Council will include:

- (a) the President;
- (b) the Senior Vice-President; and
- (c) the Vice-President.

### **12.2 Term on the Council**

- (a) Councillors are elected for a 3 year period which:
  - (i) commences from the conclusion of the Annual General Meeting at which they are elected under rule 12.4(a) or deemed elected or re-elected; and
  - (ii) ends at the third following Annual General Meeting,

(“**Term**”).
- (b) If a Councillor’s Term is due to expire at the next Annual General Meeting, but the Councillor:
  - (i) is the President Elect or Senior Vice-President Elect;

(ii) will at the conclusion of the next Annual General Meeting be a National Council Member of the Australian Automobile Association; or

(iii) will at the conclusion of the next Annual General Meeting cease to be the President because their term as President has expired,

the Councillor is not required to retire and is deemed re-elected with effect from the conclusion of the next Annual General Meeting for a further Term.

- (c) Subject to these rules, a retiring Councillor is eligible for re-election.
- (d) Subject to rules 12.2(e) and (f), a Councillor must not hold office for a period of 12 or more years (on a continuous basis).
- (e) The calculation of the 12 year period referred to in rule 12.2(d) for all Councillors commences on the date of the 2017 Annual General Meeting, regardless of the number of years a Councillor has held office prior to this date.
- (f) The Council may extend the 12 year period set out in rule 12.2(d) for any Councillor up to a maximum of three years.

### **12.3 Nomination for the Council**

- (a) Except in the case of retiring Councillors who are eligible and offer themselves for election or re-election under rule 12.3(c) and subject to rule 14.1(b)(ii), a person must be nominated by at least 25 Members who are Voting Members as at the date of lodgement of the nomination form.
- (b) The procedures to be followed in conducting the nomination process must be set out in the By-Laws, including the requirements for the nomination form and the date by which the nomination form is required to be lodged.
- (c) A retiring Councillor who is eligible for election or re-election may offer themselves for election or re-election by advising the Chief Executive, or the Chief Executive's delegate, in writing by the time and date determined by the Council from time to time.
- (d) If the number of eligible Candidates:
- (i) is the same as the number of vacancies on the Council, the Candidates are deemed to be elected with effect from the conclusion of the next Annual General Meeting;
  - (ii) is less than the number of vacancies on the Council:
    - A. the Candidates are deemed to be elected with effect from the conclusion of the next Annual General Meeting; and
    - B. the Council may fill the vacancies under rule 14.1; and
  - (iii) is greater than the number of vacancies on the Council, then an election must be held under rule 12.4.

## **12.4 Election**

- (a) If an election under rule 12.3(d)(iii) is necessary, the election must be conducted prior to the next Annual General Meeting and the results of the election announced at the Annual General Meeting.
- (b) The method of electing Councillors and the procedures to be followed in conducting the election are to be set out in the By-Laws, including the method of voting and any security measures the Council considers necessary for the election.
- (c) The non-receipt by the Club of any vote by a Voting Member will not invalidate the election.

## **12.5 Returning Officer**

- (a) The Council must:
  - (i) appoint a Returning Officer to conduct the nomination process for Councillors, and if necessary, to conduct the election process; and
  - (ii) if an election is necessary under rule 12.3(d)(iii), appoint 2 scrutineers in addition to the Returning Officer to conduct the election process.
- (b) The By-Laws may prescribe in further detail the role, duties and responsibilities of the Returning Officer.
- (c) The Returning Officer may declare a nomination to be invalid and the Candidate ineligible for election or re-election if the Candidate's nomination form has not been fully completed or the information provided on the nomination form is false or misleading.
- (d) If an election under rule 12.3(d)(iii) is necessary, the election must be under the control of the Returning Officer who will count votes, determine whether or not votes in an election are informal and determine any other matters arising in connection with the election process.
- (e) The Returning Officer's decision in respect of all matters arising in connection with the nomination and election process for Councillors will prevail and is final, conclusive and binding upon the Members.

## **12.6 Acts Done by the Council**

Any act done by the Council is valid notwithstanding that it is afterwards discovered that a person acted as a Councillor despite that person ceasing to hold office or being invalidly elected under these Rules.

## **12.7 Indemnity**

Every Councillor will be indemnified by the Club against any loss, expense or liability incurred by reason of any act or deed done by the Councillor in good faith in their capacity as a Councillor and the Council will use the funds of the Club for such purpose when required.

## **13. Office Bearers**

### **13.1 Election of President, Senior Vice-President and Vice-President**

- (a) Each year the Council will elect from the Councillors:
  - (i) a President who must be a Councillor who has not held office as President for more than 2 years immediately preceding the date of the Council meeting at which the election occurs; and
  - (ii) a Senior Vice-President,whose term of office commence from the date following the next Annual General Meeting.
- (b) Subject to rule 13.1(c), if a nomination is not received for election of either or both of the President and Senior Vice-President under rule 13.1(a), the Councillor holding that office will be deemed re-elected for a further term as President or Senior Vice-President (as applicable), commencing from the date following the next Annual General Meeting.
- (c) No person will hold the office of President for more than 3 consecutive years.
- (d) Following the expiration of one year after a Councillor's term as President, a Councillor who has held the office of President is eligible for re-election to that office.
- (e) The Council will elect the Vice-President from the Councillors at its first meeting following the Annual General Meeting.

### **13.2 Removal of President**

- (a) At a Council meeting, the Council may, by a four-fifths vote of the Councillors present and voting:
  - (i) during a Councillor's term as President, remove that Councillor from the office of President; or
  - (ii) prior to a Councillor taking office as President, remove the Councillor from the position of President Elect,before the date determined by the Council under rule 12.3(c).
- (b) Prior to making any decision at the Council meeting under rule 13.2(a), the Council must:
  - (i) give 14 days written notice to the Council and the Councillor concerned, specifying the purpose of the Council meeting and the reason for the proposed removal; and
  - (ii) provide the Councillor concerned with a full opportunity to be heard at the Council meeting.
- (c) Upon the removal of the President under rule 13.2(a)(i), the Council will appoint a Councillor to the office of President and the appointee will hold office for the unexpired portion of the removed President's term.



- (d) Upon the removal of the President Elect under rule 13.2(a)(ii), the Council will appoint a Councillor to the position of President Elect and the appointee will hold office for the unexpired portion of the removed President Elect's term.
- (e) Notwithstanding rules 13.2(c) and 13.2(d), a Councillor removed from the office of President or the position of President Elect under rule 13.2(a):
  - (i) remains a Councillor until their Term expires, unless rule 14 applies; and
  - (ii) is not deemed to be re-elected following the next Annual General Meeting on the basis that they have held the office of President or the position of President Elect.
- (f) The President will not have a casting vote for the removal of a Councillor's office as "President" under rule 13.2(a).

## **14. Vacancies on the Council**

### **14.1 Casual Vacancy**

- (a) If any Councillor:
  - (i) dies;
  - (ii) resigns;
  - (iii) becomes disqualified from holding a position on Council under rule 7.2(d)(i) or 7.2(d)(ii);
  - (iv) fails to meet any requirement specified in the By-Laws;
  - (v) is absent from 3 consecutive meetings without leave of absence having been granted by the Council;
  - (vi) ceases to be a Member for any reason;
  - (vii) is elected as a member of an Australian state, territory or federal parliament;
  - (viii) on and from the conclusion of the 2017 Annual General Meeting, is elected as a member of a governing body of a local government in an Australian state or territory; or
  - (ix) is removed from office under rule 14.3(a),

the Councillor's office immediately becomes vacant and may be filled by the Council.
- (b) A Councillor appointed to fill a casual vacancy under rule 14.1(a):
  - (i) will hold office for the unexpired portion of the former Councillor's Term; and
  - (ii) may if eligible, offer themselves for election without being nominated under rule 12.3(a).

- (c) In the event of a vacancy or vacancies in the office of Councillors, the remaining Councillors may act, but if the number of remaining Councillors is not sufficient to form a quorum for a Council meeting, they may act only for the purpose of increasing the number of Councillors to a number sufficient to constitute a quorum or to convene a General Meeting.

## **14.2 Resignation of all Councillors**

If the entire Council resigns, the Councillors who have resigned must continue to act until their successors are appointed at a Special General Meeting to be called for that purpose by the Council.

## **14.3 Removal of Councillors**

- (a) Subject to rule 14.3(b), the Council may resolve that it is in the best interests of the Club to remove from the Council, any Councillor who, in the opinion of not less than four-fifths of the Councillors present and voting at the Council meeting, is no longer fit to remain a Councillor.
- (b) Prior to making any decision at the Council meeting under rule 14.3(a), the Council must:
  - (i) give 14 days' written notice to the Council and the Councillor concerned, specifying the purpose of the Council meeting and the reason for the proposed removal; and
  - (ii) provide the Councillor concerned with a full opportunity to be heard at the Council meeting.

## **15. Council Meetings**

### **15.1 Time and Place of Council Meetings**

The Council may meet at such times and places as it determines.

### **15.2 Notice of Council Meetings**

Unless all Councillors consent to a shorter notice period, and unless otherwise stated in these Rules, at least 7 days' notice must be given to each Councillor for a Council meeting.

### **15.3 Quorum for Council Meetings**

The quorum for Council meetings will be more than half of the Councillors in office.

### **15.4 Presiding at Council Meetings**

- (a) The President is to preside at all Council meetings, other than a meeting at which it is proposed to:
  - (i) remove the President from the office of President under rule 13.2; or
  - (ii) remove the Councillor in the office of President from the Council under rule 14.3; or

- (iii) do both of those matters set out in rules 15.4(a)(i) and 15.4(a)(ii).
- (b) In the President's absence, the Senior Vice-President is to preside and in the absence of the Senior Vice-President, the Vice-President is to preside at a Council meeting.
- (c) In the absence of the President, the Senior Vice-President and the Vice-President, a presiding officer is to be elected by the Councillors at the Council meeting.

### **15.5 Voting at Council Meetings**

- (a) Subject to rule 15.5(b), at all meetings of the Council each Councillor will have one vote which may be exercised in the manner set out the By-Laws.
- (b) The person presiding, in all cases of equal voting, will have the casting as well as a deliberative vote.

### **15.6 Use of Technology at Council Meetings**

- (a) The Council meetings may take place:
  - (i) where the Councillors are physically present together; or
  - (ii) using any technology consented to by a majority of the Councillors.
- (b) A Councillor who participates in a Council meeting as set out in rule 15.6(a)(ii):
  - (i) is deemed to be present at the Council meeting; and
  - (ii) continues to be present at the Council meeting for the purposes of establishing a quorum,

until the Councillor notifies the other Councillors that they are no longer taking part in the Council meeting.

### **15.7 Circular Resolutions**

- (a) A resolution in writing passed by all of the Councillors entitled to receive notice of a Council meeting and vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.
- (b) Any resolution passed under rule 15.7(a) may consist of several documents in the same form each signed by one or more Councillors.
- (c) If the documents referred to under rule 15.7(b) are signed on different days, the meeting will be taken to have been held on the day on which a document was last signed by a Councillor unless the document, by its terms, is said to take effect from an earlier date.
- (d) For the purpose of rule 15.7(c), a facsimile transmission or other document produced by electronic means under the name of a Councillor, with the Councillor's authority, will be considered to be a document in writing signed by the Councillor.

## **15.8 Council Meeting Minutes**

- (a) Minutes must be kept of all meetings of Council.
- (b) The Council meeting minutes are the property of the Council, confidential and not available for inspection by Members.

## **16. Powers and Functions of the Council**

### **16.1 Powers and Functions**

- (a) The Council, and not the Members, are vested with the management of the Club's affairs and the control of the funds and other property of the Club.
- (b) The Council may exercise all the powers of the Club except those which must, under these Rules or the Act, be exercised by the Club at a General Meeting.
- (c) The Council must conform with any Council Policy, governance rules and codes of conduct as developed by the Council from time to time.

### **16.2 Committees**

- (a) The Council may appoint committees to report on or carry out any particular functions.
- (b) The President is an ex-officio member of each committee appointed by the Council.

### **16.3 By-Laws, Management and Expenditure**

- (a) The Council has the power to:
  - (i) make, amend or rescind By-Laws not inconsistent with these Rules;
  - (ii) authorise expenditure and payments on behalf of the Club in accordance with Council Policy; and
  - (iii) carry out the Objects.
- (b) The Council must ensure all funds of the Club are controlled in accordance with Club Policy.

### **16.4 Remuneration of Councillors**

- (a) Subject to rule 16.4(d), each Councillor may be paid from the funds of the Club for their services as a Councillor, or as a member of a committee established under 16.2(a), an amount of remuneration as determined by the Council and authorised by a resolution passed at a General Meeting of the Club.
- (b) The total aggregate amount of remuneration authorised by the Club and the actual aggregate amount paid to all Councillors during a Financial Year will be notified to Members each year.

- (c) In relation to the remuneration paid under rule 16.4(a), the Club must pay any amount the Club is required by law to pay, including superannuation.
- (d) Rule 16.4(a) does not apply to payment to a Councillor, and a Councillor is entitled to be paid from the funds of the Club, for out-of-pocket expenses for travel and accommodation in connection with the performance of the Councillor's functions.

## **16.5 Position on the Council**

- (a) A Councillor must not make improper use of their position as a Councillor to gain, directly or indirectly, an advantage for themselves or for any other person or to cause detriment to the Club.
- (b) A Councillor must keep all of the Club's confidential information received, disclosed and otherwise discussed at Council meetings confidential.
- (c) Without prejudice to any other remedies that may be available to the Club at law or otherwise, any breach of rule 16.5(a) or rule 16.5(b) by a Councillor may be dealt with under rule 14.3.

## **17. Chief Executive**

### **17.1 Appointment of Chief Executive**

The Council must appoint a Chief Executive of the Club on such terms and conditions, including remuneration, as determined by the Council.

### **17.2 Duties of Chief Executive**

The Chief Executive's role will be to:

- (a) generally manage the affairs of the Club under the directions of the Council and the terms and conditions of the Chief Executive's employment; and
- (b) report to the President.

## **18. Auditor**

### **18.1 Appointment of Auditor**

- (a) An Auditor is to be appointed by Members in an Annual General Meeting.
- (b) The Auditor will hold office until removal by a resolution of the Club in a General Meeting or resignation in writing to the Chief Executive.
- (c) If an Auditor ceases to hold office prior to the conclusion of the period of their appointment, the Council must appoint a person to hold office as an interim Auditor until the next Annual General Meeting.

## **18.2 Audit of Club's Accounts**

Within 6 months after the end of each Financial Year the Club must prepare a financial report which:

- (a) gives a true and fair view of the financial position and performance of the Club;
- (b) complies with the accounting standards;
- (c) must be audited in accordance with the provisions of the Act; and
- (d) is presented to the Annual General Meeting along with the Auditor's report on the financial report.

## **19. Notices**

### **19.1 Method of Service of Notices**

In addition to any other form of service permitted by the Act, any notice required to be given under these Rules or the By-Laws to any Member or person is deemed to be properly and sufficiently given if:

- (a) personally delivered;
- (b) sent by pre-paid post to the Member at the Member's address appearing in the Membership Register as notified from time to time, or such address or registered office of the person as notified to the Council from time to time;
- (c) published in the Club's official publication;
- (d) published in a daily or weekly newspaper published in Perth or in such other publication as the Council may determine;
- (e) sent by email to an email address nominated by the Member for the purpose of service notices on the Member;
- (f) given by any other legally permissible means determined by the Council and set out in the By-Laws; or
- (g) given by a combination of any two or more methods as set out in rules 19.1(a) to 19.1(f).

### **19.2 Time of Service of Notice**

A notice is deemed to have been received by a Member or person if:

- (a) personally delivered, on the day of delivery;
- (b) served by pre-paid letter, on the day following that upon which it is posted;
- (c) given by advertisement, on the day of the publication of the Club's official publication or newspaper or other publication in which it appears;

- (d) served by email, 5 hours after the time sent (as recorded on the device from which the sender sent the email) unless the sender receives an automated message that the email has not been delivered; or
- (e) sent by any other means, as determined by the Council and set out in the By-Laws.

## **20. Common Seal and Executing Documents**

### **20.1 Common Seal**

- (a) The common seal of the Club is to be kept by the Chief Executive at the Registered Office and must not be used other than by resolution of the Council.
- (b) Every document to which the common seal is required to be affixed must be countersigned by the President and the Chief Executive, or the person or persons acting in those positions.

### **20.2 Execution of Documents without Common Seal**

The Club may execute a document, which does not require the common seal to be affixed, if the document is signed by:

- (a) 2 Councillors; or
- (b) 1 Councillor and a person authorised by the Council; or
- (c) the Chief Executive; or
- (d) the person or persons acting in the positions referred to under rule 20.2(a) or 20.2(b),

in accordance with Council Policy.

## **21. Custody of books and securities**

The books and any securities of the Club must be kept by the Chief Executive at the Registered Office.

## **22. Inspection of records and documents**

- (a) In accordance with the requirements of the Act, a Member may inspect the:
  - (i) Rules of the Club;
  - (ii) Membership Register; and
  - (iii) record of Councillors.
- (b) The Club may require a Member who requests a copy of, or wishes to make a copy of, or take an extract from, the Membership Register to provide a statutory declaration setting out the purpose for which the request is made or the copy or extract is required and declaring that the purpose is connected with the affairs of the Club.

- (c) A Member must not use or disclose the information on the Membership Register:
  - (i) to contact or send material to the Club or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee; or
  - (ii) for any other purpose, unless the purpose:
    - A. is directly connected with the affairs of the Club; or
    - B. is related to the administration of the Act.

## **23. Power of Attorney**

- (a) The Council may, by writing under the common seal of the Club, empower any 2 persons, either generally or in respect of a specified matter, as its agent or attorney to execute instruments (including deeds):
  - (i) for any period specified in the instrument conferring the authority; or
  - (ii) if no period is specified, until notice of the revocation or termination of their authority has been given to the person dealing with them.
- (b) An instrument signed by 2 agents or attorneys on behalf of the Club is binding on the Club and has the same effect as if it were executed under the common seal of the Club.

## **24. Alteration of Rules**

These Rules may only be amended, repealed or replaced by Special Resolution passed at a General Meeting called for that purpose and the notice of General Meeting must set out the wording of the proposed Special Resolution.

## **25. Winding Up**

### **25.1 Voluntary Winding Up**

Subject to the Act, the Club may be wound up or have its incorporation cancelled by a Special Resolution passed at a General Meeting.

### **25.2 Surplus Property**

- (a) If upon the winding up or cancellation of the incorporation of the Club there remains after satisfaction of all debts and liabilities, any property, the surplus property must not be paid to or distributed among Members or former Members.
- (b) The surplus property must be given or transferred to another organisation of the type set out under the Act which:
  - (i) has similar objects;



- (ii) is not carried out for the purposes of profit or gain to the individual members of the association; and
- (iii) is to be determined by Special Resolution of the Members.

## **26. Transitional Provisions**

### **26.1 Former Rules of the Club**

The adoption of these Rules will not affect anything done or permitted under the former rules of the Club, or any right or title accrued, or obligation or liability incurred, or duty or restriction imposed before the adoption of these Rules and will not interfere with the prosecution or affect the course or validity of any legal proceedings pending, or otherwise, under the former rules of the Club.

### **26.2 Former Resolutions and By-Laws**

All resolutions of the Council and all By-Laws made under the former rules of the Club and in force or current at the time of the adoption of these Rules are to continue in full force and effect and may be rescinded, amended or repealed by the Council at any time.