

**M**ARMION  
**A**NGLING and  
**A**QUATIC **C**LUB  
(INC.)  
Established 1953

**C**ONSTITUTION  
**A**ND **R**ULES

July 2017

## Table of contents

S.1	Name	2
S.2	Definitions	2
S.3	Objects	3
S.4	Powers	3
S.5	Membership and Register	3
S.6	Membership Requirements and Benefits	4
S.7	Application to become a Member	6
S.8	Member's Rights and Privileges	6
S.9	Fees and Subscriptions	7
S.10	New Members Subscription	7
S.11	Liability for Subscription	8
S.12	General Meetings – Annual General Meeting	8
S.13	General Meetings – Special General Meetings	9
S.14	Procedure for General Meetings	9
S.15	General	10
S.16	Election of Office Bearers	10
S.17	Procedures at General Meeting	11
S.18	The General Committee	11
S.19	Ceasing to be a Member of the General Committee	13
S.20	Powers of the General Committee	13
S.21	Role and Responsibilities of General Committee Members	14
S.22	Chairperson	16
S.23	Club Manager	16
S.24	Treasurer	17
S.25	Auditor	17
S.26	Suspension of Expulsion of Members	17
S.27	Resolving Disputes	19
S.28	Supply of Liquor	21
S.29	Common Seal	21
S.30	Dissolution of The Club	21
S.31	Alteration and Repeal of Sections	22

# **MAAC Constitution**

## **The Constitution of the Association of the MARMION ANGLING and AQUATIC CLUB**

### **1. Name**

The name of the Club shall be the **Marmion Angling and Aquatic Club (Inc.)**

### **2. Definitions**

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

- (a) "Club" means the Marmion Angling and Aquatic Club (Inc.)
- (b) "Club premises" means all land, building and structures thereon of which the Club is the bona fide occupier.
- (c) "Club Manager" means the person employed as the Club Manager/Secretary of the Club.
- (d) "Commissioner" means the person for the time being designated as the Commissioner under section 153 of the Act.
- (e) "financial year" means from the first of July each year, until the following 30 June.
- (f) "General Committee" means the General Committee of the Club, duly elected for the time being in accordance with this constitution.
- (g) "General Meeting" means a general meeting of the Club whether Annual or Special.
- (h) "Special General Meeting" means a General Meeting, called in accordance with section 13, at which only business that has been described in the notice may be transacted.
- (i) "month" means a calendar month.
- (j) "Register" means the Register of Members kept in accordance with section 5.
- (k) "the 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 this constitution.
- (l) "Liquor Act" means the *Liquor Control Act 1988*, its amendments and any other legislation that may come into force to replace or supplement this Act, and shall form part of this constitution.
- (m) "The By-Laws" means the codes of rules made and adopted by the General Committee of the Club in accordance with section 20.

# **MAAC Constitution**

## **3. Objects**

- (1) The principal objects of the Club are to establish, maintain and conduct a club:
  - (a) for the promotion and encouragement of angling, diving, boating and other sporting and athletic pursuits and to support the recreational, social, sporting, cultural and community dimensions of those interests;
  - (b) for the promotion and encouragement of the sports of Angling and Diving generally; the mutual exchange of knowledge relative to Angling and Diving; imparting information as to localities in which the sports are available; assisting in securing legislation when necessary for the propagation and protection of fish; and the promotion of fellowship amongst anglers and divers generally;
  - (c) to promote, arrange and control angling and other aquatic competitions and such other sports games amusements recreations and entertainment as may be deemed expedient; and also
  - (d) to provide and maintain a clubhouse and sporting amenities for the use of the members.
- (2) The property and income of the Club shall be applied solely towards the promotion of the objects of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

## **4. Powers**

The Club shall have and may exercise the following powers:

- (a) to purchase take on lease or in exchange hire or otherwise acquire for the purposes of the Club any real or personal property or any rights or privileges which may be thought necessary or expedient and to sell demise let mortgage or dispose of the same;
- (b) to borrow, raise or secure the payment of money for the purpose of the Club in such manner as the members think fit;
- (c) to maintain a club licence under the current Liquor Act; and
- (d) without limiting anything else in this constitution, to do all such things as are necessary or appropriate for the operation, development or management of the Club.

## **5. Membership and Register**

- (1) Membership of the Club shall consist of the following categories:

- Full Member

# **MAAC Constitution**

- Life Member
- Country Member
- Pensioner Member
- Associate Member
- Junior Member
- Temporary Member
- Honorary Member
- Special Circumstances Member.

(2) The Club shall keep an up to date Register of members which must be continually available for inspection at the Club premises during Club office hours. A residential, postal, or email address can be nominated for the Members Register.

(3) Any Member may inspect the Members Register and record of the Club's office holders free of charge, at such time and place as is mutually convenient to the Club and the Member, subject to the following:

- (a) a Member must contact the Club Manager to request to inspect the Register;
- (b) a Member may make a copy of details from the Register but has no right to remove the Register for that purpose;
- (c) a Member may make a request in writing for a copy of the Register;
- (d) the Club may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the General Committee from time to time;
- (e) a Member must not use or disclose the information on the Register-
  - (i) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
  - (ii) to contact, send material to the Club or a Member for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (iii) for any other purpose unless the use of the information is approved by the General Committee and is for a purpose that is directly connected with the affairs of the Club, or related to the provision of the information to the Commissioner in accordance with a requirement of the Act; and
- (f) a Member who requests a copy of the Register shall provide a statutory declaration setting out the purpose of the request and declaring that the purpose is directly connected with the affairs of the Club.

## **6. Membership Requirements and Benefits**

(1) All members, with the exception of junior members, must be at least 18 years of age.

(2) Only Full, Life and Pensioner Members may vote, propose or second any application for membership, or hold office in the Club.

(3) *Life Member* – A member specified in subsection (2) may propose in writing to the General Committee another member for Life Membership, giving reasons why Life Membership should be granted. If the General Committee is satisfied that the proposed

## **MAAC Constitution**

member has rendered special and outstanding service to the Club, it may recommend the proposal to the next General Meeting, whereupon that General Meeting may confer Life Membership on that member if it thinks fit. The holder of a Life Membership shall be entitled to all privileges of a full member, shall be exempt from subscriptions, but shall pay any levies and capitation fees.

(4) *Country Member* – a Full Member of at least 12 months standing who lives outside a radius of 45 kilometres of the Club premises may apply to be accepted by the General Committee as a Country Member. The holder of a Country Membership shall pay a reduced subscription as determined from time to time by the General Committee.

(5) *Pensioner Member* – a Full Member who is in receipt of a full aged or invalid pension may apply to be accepted by the General Committee as a Pensioner Member. The holder of a Pensioner Membership shall pay a reduced annual subscription as determined from time to time by the General Committee.

(6) *Associate Member* – a person who is the spouse or partner of, or in a defacto relationship with, a full member, may apply to the General Committee to be an Associate Member. The holder of an Associate Membership shall pay a reduced subscription as determined from time to time by the General Committee.

(7) *Junior Member* – a person aged 10 to 17 years may apply to the General Committee to become a Junior Member to undertake a sporting affiliation with the Club. The holder of a Junior Membership shall not pay a nomination fee and shall pay a reduced subscription as determined from time to time by the General Committee. A Junior Member may be granted preference for full membership of the Club if he or she applies within 6 months of attaining the age of 18 years and has been an active Junior Member for two years or more immediately prior to turning 18.

(8) *Temporary Member* – a person who is on any day visiting the Club as a member or an official of another club (which includes people who are assisting a visiting club) –

- (a) to engage in a pre-arranged event with the Club as per the Club's objects; or
- (b) to hold a pre-arranged function at the Club involving the use of the Club's facilities,

will be granted automatic Temporary Membership for the duration of the event or function. Temporary Membership may be withdrawn or suspended for a particular period, without notice, by any Club official (including bar persons) acting in the best interests of the Club.

A Temporary Member shall not –

- (a) be entitled to be present at any meeting of the members of the Club, or
- (b) have any right, title or interest in or to any of the property of the Club.

(9) *Honorary Member* – A person who is a Club Patron, Sponsor, Selected Government Officer or any other such persons as the General Committee may decide from time to time based on their relationship to the Club or the community, may be granted Honorary Membership by the General Committee. Honorary membership will be restricted at any one time to a level deemed appropriate by the General Committee or as may be suggested by the liquor licensing authority. Honorary membership may be withdrawn or suspended

# MAAC Constitution

for a particular period, without notice, by any Club official (including bar persons) acting in the best interests of the Club.

An Honorary Member shall not –

- (a) be entitled to be present at any meeting of the members of the Club, or
- (b) have any right, title or interest in or to any of the property of the Club.

(10) *Special Circumstances Member* - a Full, Life, Country, Pensioner, Associate or Junior Member who, through absence, illness, financial difficulties, unemployment, physical disability or other distressful circumstances is unable to pay their full subscription when it falls due but desires to retain participation with the Club, may apply to the General Committee to become a Special Circumstances Member and consequently pay their subscription by appropriate instalments.

## 7. Application to Become a Member

(1) Any person wishing to become a member of the Club shall sign an application form which must bear the signatures of two members of the Club who are entitled to vote and who have been members for at least one year, as a proposer and seconder.

(2) If the General Committee gives preliminary approval to an application, the name of the person shall be placed on the notice board in the Club premises for a period of 14 days. If, after the 14-day period, no objection to the membership has been received by the Club Manager, the membership will be accepted. If an objection has been received, it will be considered by the General Committee.

(3) The General Committee may refuse to admit any person to membership without assigning any reason for doing so.

(4) When a membership is accepted, the Club Manager shall notify the applicant who shall, on payment of the relevant nomination fee and subscription fee, be enrolled as a Member of the Club, and be provided with a copy, or access to an electronic copy, of the Club Constitution, By-laws and Code of Conduct. No person shall be entitled to exercise any of the privileges of membership until they have paid all subscriptions due by them.

## 8. Members Rights and Privileges

(1) The rights and privileges of every member shall be personal and shall not in any manner be transferable to any other person, including on any person ceasing by death to be a member.

(2) On becoming a member, a person –

- (a) is bound by and shall observe the Club Constitution, By-laws and Code of Conduct, and accept all consequences resulting from any breach or non-performance by them; and
- (b) must respect the actions taken by every person concerned in carrying out the enforcement of the Club Constitution, By-laws and Code of Conduct and absolve them from any personal responsibility or legal liability on such account.

# **MAAC Constitution**

(3) A member who is an employee of the Club is entitled to all the rights and privileges of that membership excluding those rights concerned with the selection, election and holding of office with the Club.

(4) *Guests* - A Full, Life, Country, Pensioner, or Associate Member is entitled to invite guests to the Club, but the number of guests shall not exceed the maximum number prescribed by the Liquor Act, or such lesser number as may be prescribed by the General Committee.

(5) *Functions* - A Full, Life, Country, Pensioner, or Associate Member may hold private family and business functions without limit to number of guests, providing that the sale of liquor shall be:

- (a) ancillary to a meal supplied at the Club by or on behalf of the Club to a member and to each of the guests of that member being guests prior notice of whose attendance was given to the Club; or
- (b) to a member, for consumption by the guests of that member at a function held by or on behalf of that member at the Club.

(6) *Function applications* – A written application for a function must be submitted to the Club Manager for consideration and approval. If the function is approved, the Club Manager will advise the applicant and furnish them with a written copy of the rules relating to functions, together with any additional conditions and restrictions the Club Manager has considered necessary.

(7) The Club may seek an Extended Trading Permit - Associations to add local Associations as users of the Club facility to hold their functions.

## **9. Fees and Subscriptions**

(1) The nomination fee and annual subscriptions of the Club shall be set by the General Committee prior to the commencement of the financial year. Notice of the relevant fees and subscriptions shall be given to the members, via the Club notice board, newsletter or the Club website, or direct communication.

(2) All subscriptions are due on the first day of October in each year and are payable in advance, on or before the date of the Annual General Meeting.

## **10. New Members Subscription**

Subscriptions from new Members must be paid within two weeks of acceptance and shall be paid as follows:

- if accepted between 1 October and 31 December – full annual subscription
- if accepted between 1 January and 31 March – 75% annual subscription
- if accepted between 1 April and 30 June – 50% annual subscription
- if accepted between 1 July and 30 September – 25% annual subscription.

# **MAAC Constitution**

## **11. Liability for Subscription**

- (1) Any member who does not notify the Club Manager in writing before the date of the Annual General Meeting of his or her withdrawal from the Club shall be liable for the subscription for the current year.
- (2) The General Committee shall have the power by resolution to remove from the Register of members the name of any new member who fails to pay his or her subscription within two weeks from the date of his or her election.
- (3) Any member whose subscription is in arrears after 31 October in any year shall cease to be a member, subject to subsection (4).
- (4) A member who is considered by the General Committee to be going through a genuine hardship may be eligible for consideration for their membership category to be converted to Special Circumstances membership under section 6(10).

## **12. General Meetings – Annual General Meeting**

- (1) The Annual General Meeting of members shall be held every calendar year within six months after the end of the Club's financial year. Notice of the meeting and agenda items including special notices of motion must be posted on the Club notice board for 21 days before the date of the meeting for all members to read. The notice will also be published in the next newsletter if possible and practical, and Members who have provided an email address for Club notifications will be emailed a copy of the notice. At this meeting a report shall be presented by the President on behalf of the General Committee, and the Treasurer shall present the Club's statement of accounts and balance sheet for the past financial year, duly audited, and other business in accordance with this constitution may be transacted.
- (2) Fifty financial members shall constitute a quorum at a General Meeting or Special General Meeting. The Chairperson of the meeting shall be the Club President or Vice President or if they are not available a person nominated and elected by the members present.
- (3) In the case of insufficient members to form a quorum being present after 30 minutes following the advertised start time for an Annual General Meeting, said meeting will be automatically adjourned to re-convene at the same time seven days later and shall proceed with or without a quorum.
- (4) Only financial members in accordance with section 7, and otherwise eligible to vote in accordance with this constitution, will be permitted to vote on matters at the General Meeting.
- (5) The order of business at the Annual General Meeting shall be as follows:

# **MAAC Constitution**

- (a) Consideration of minutes of the last Annual General Meeting and any other General Meeting not yet confirmed and motion confirming or amending the same;
- (b) President's Report, discussion and adoption or otherwise;
- (c) Presentation of Statement of Accounts and Balance Sheet, discussion and motion for them to be received or otherwise;
- (d) Election of General Committee;
- (e) Election of Club Auditor;
- (f) Special Business of which Notice of Motion has been given;
- (g) Other Business.

## **13. General Meetings - Special General Meetings**

- (1) The General Committee may at any time call a Special General Meeting by giving adequate notice on the Club notice board for all members to read. The notice will also be published in the next newsletter if possible and practical, and Members who have provided an email address for Club notifications will also be emailed a copy of the notice.
- (2) A Special General Meeting shall also be called by the General Committee on a requisition signed by not less than 5% of voting members stating in detail the purpose of the meeting. Notice of the meeting and a copy of the requisition shall be on the Club notice board for at least seven days before the date of the said meeting. The notice and requisition will also be published in the next newsletter if possible and practical, and Members who have provided an email address for Club notifications will also be emailed a copy of the notice.
- (3) Only business of which notice shall have been given as above, or in accordance with this constitution, shall be transacted at a Special General Meeting.
- (4) Fifty members shall form a quorum. If there are insufficient members present to form a quorum within 30 minutes following the advertised start time for a Special General Meeting, the meeting will be automatically adjourned to re-convene at the same time seven days later and shall proceed with or without a quorum.
- (5) Only financial voting eligible members as per the constitution, will be permitted to vote on matters at the Special General Meeting.

## **14. Procedure for General Meetings**

- (1) General Meetings may take place:
  - (a) where the Members are physically present together; or
  - (b) where the Members are able to communicate by using any technology that reasonably allows the Member to participate fully in discussions as they happen in the General Meeting and in making any decisions, provided that the participation of the Member in the General Meeting must be made known to all other Members.
- (2) A Member who participates in a meeting as set out in subsection (1)(b):

# **MAAC Constitution**

- (a) is deemed to be present at the General Meeting; and
- (b) continues to be present at the meeting for the purposes of establishing a quorum, until the Member notifies the meeting that he or she is no longer taking part in the General Meeting.

## **15. General**

- (1) No member shall be entitled to take any legal action against the Club (other than a claim for goods sold and delivered and services rendered) and must conform to the decisions of the General Committee and in the case of an appeal, to the decision of the General Meeting to which he/she may appeal.
- (2) This Club constitution and by-laws shall be binding on members.
- (3) Correct accounts and books shall be kept showing the financial affairs of the Club and the particulars usually shown in books of accounts of a like nature.
- (4) No liquor shall be sold or supplied for consumption other than on the Club's premises, unless the member purchasing it removes such liquor from the premises of the Club.
- (5) The clubhouse and other club facilities are to be provided and maintained from the funds of the Club and no person shall be entitled under this constitution to derive any benefit or advantage from the Club which is not available to be shared equally by every member thereof.
- (6) Subsection (5) does not prevent:
  - (a) the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to the Club or for goods supplied in the ordinary and usual course of business;
  - (b) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on money borrowed from any Member;
  - (c) the payment of reasonable and proper rent by the Club to a Member for premises leased by the Member to the Club; or
  - (d) the reimbursement of expenses incurred by any Member or any General Committee Member on behalf of the Club.

## **16. Election of Office Bearers**

- (1) The management of the Club shall be vested in a General Committee consisting of 11 Club members elected for a 2-year term. The General Committee will consist of a President, Vice-President, Immediate Past President (ex-officio), Captain, Treasurer and 6 Ordinary General Committee Members, with half of the Ordinary General Committee Members being elected each year.
- (2) The annual election of officers shall be by ballot at each Annual General Meeting in the presence of the returning officer and two poll clerks nominated by the Chairperson of the meeting.

# **MAAC Constitution**

(3) Nominations for individual positions on General Committee must be in writing signed by the proposer and nominee and must be in the hands of the Club Manager not less than 21 days before the Annual General Meeting. The nominations shall be exhibited on the notice board at least seven days prior to the said meeting.

(4) In case no more than the required number of officers shall be nominated, those so nominated shall be declared elected.

(5) If there shall be insufficient nominations to fill the whole of the vacancies of the list of officers, those nominated shall be declared elected and, together with continuing members of the General Committee, shall have power to fill the vacancies and any casual vacancies that may occur.

## **17. Procedures at General Meeting**

(1) The Chairperson shall have the casting vote only and shall decide all questions of order unless otherwise provided by this constitution.

(2) All notices of motion for consideration at the Annual Meeting must be handed to the Club Manager in writing no less than 21 days prior to the date set for the said meeting and posted on the Club notice board for at least 7 days before the meeting. The notice and requisition will also be published in the next newsletter if possible and practical, and Members who have provided an email address for Club notifications will also be emailed a copy of the notice.

(3) Any motion agreed to which, in the opinion of the Chairperson, affects the funds or the policy of the Club shall be submitted as a recommendation to the General Committee for consideration.

## **18. The General Committee**

(1) The quorum at all General Committee meetings shall be 6 members. The Club Manager may attend all General Committee meetings to give the Manager's report and then leave at the discretion of the General Committee.

(2) General Committee Meetings may take place:  
(a) where the General Committee Members are physically present together; or  
(b) where the General Committee Members are able to communicate by using any technology that reasonably allows the General Committee Member to participate fully in discussions as they happen in the General Committee Meeting and in making decisions, provided that the participation of the Member in the General Committee Meeting must be made known to all other Members.

(3) A General Committee Member who participates in a meeting as set out in subsection

(2)(b):

(a) is deemed to be present at the General Committee meeting; and

# **MAAC Constitution**

(b) continues to be present at the meeting for the purposes of establishing a quorum,

until the General Committee Member notifies the other General Committee Members that he or she is no longer taking part in the General Committee Meeting.

(4) General Committee meetings shall be held monthly. Special meetings may be called by the President, Club Manager or on the request of three members of the General Committee.

(5) The General Committee is able to determine the distribution of General Committee Meetings minutes.

(6) If, without satisfactory explanation, any General Committee person shall absent himself or herself from three consecutive General Committee meetings, his or her office shall be terminated forthwith unless the disqualification shall be dispensed with on a resolution of the General Committee.

(7) All Members, or other guests, may attend General Committee Meetings if invited by the General Committee but the person shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.

(8) No member of the General Committee shall be held to have resigned his or her seat until his or her resignation, in writing, has been received by the President or a General Committee member acting on his or her behalf. The Immediate Past President may at any time advise the President in writing that he or she does not wish to continue on the General Committee, and shall thereupon no longer be a member of that Committee, and no vacancy within the meaning of subclause (9) thereby occurs.

(9) Any vacancy occurring in the General Committee may be filled at a meeting of the General Committee when a member may be elected to fill such a vacancy until the next election provided the member elected at such General Committee meeting shall hold office in the place of, and upon the same terms and conditions as their predecessor, had the latter continued in the office.

(10) The President shall be the Chairperson at all meetings of the General Committee of the Club and, in his or her absence the Vice President. Should neither be present, the meeting shall elect a Chairperson. All resolutions of the General Committee shall be decided by a majority vote of all those present. In the case of equality of votes, the proposal before the General Committee shall be decided in the negative. The President or, in his or her absence, the acting President shall be authorised to speak on behalf of the Club.

(11) Any act performed by the General Committee, a sub-committee or a person acting as a General Committee Member is deemed to be valid even if the act was performed when:

- (a) there was a defect in the appointment of a General Committee Member, subcommittee or person holding a subsidiary office; or
- (b) a General Committee Member, a sub-committee member or a person holding a subsidiary office was disqualified from being a Member.

# **MAAC Constitution**

## **19. Ceasing to be a member of the General Committee**

(1) A casual vacancy occurs in the office of a General Committee Member and that office becomes vacant if the General Committee Member:

- (a) dies;
- (b) ceases to be a Member;
- (c) becomes disqualified from holding a position under section 21(10) or 21(11) as a result of bankruptcy or conviction of a relevant criminal offence;
- (d) becomes permanently incapacitated by mental or physical ill-health;
- (e) no longer holds office under section 18(8);
- (f) is removed from office under by resolution at a General Meeting of the Club if a majority of the Members present and eligible to vote at the meeting vote in favour of the removal. The General Committee Member who faces removal from the General Committee must be given a full and fair opportunity at the General Meeting held to decide the proposed resolution, to state his or her case as to why the Member should not be removed from his or her position on the General Committee.

(2) If all General Committee Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim General Committee. The interim General Committee must, within two months, convene a General Meeting of the Association for the purpose of electing a new General Committee.

(3) If the number of General Committee Members is less than the number fixed under section 18(1) as the quorum for General Committee Meetings, the continuing General Committee members may act only to:

- (a) increase the number of Members on the General Committee to the number required for a quorum; or
- (b) convene a General Meeting of the Association.

## **20. Powers of the General Committee**

(1) The business of the Club shall be managed by the General Committee, which may exercise all powers of the Club except those required to be exercised by the Club at a General Meeting.

(2) Without prejudice to the powers conferred by subsection (1), the General Committee shall, have power to do the following things:

- (a) to determine from time to time the conditions on which and time when, members may use the property of the Club or any part or parts thereof, and when and under what conditions the premises of the Club or any part or parts thereof, shall be used by members;
- (b) to determine what person (if any) not being members of the Club shall be permitted to use the premises of the Club or any part or parts thereof and during what time and under what conditions and when and at what times and places and under what conditions such persons shall be supplied with refreshments and accommodation;

# **MAAC Constitution**

- (c) to appoint any other officials or servants of the Club and to remove them as occasions may require at their discretion and to define their respective duties. Persons appointed to a paid position as Club Manager shall be engaged under a contract, award or classification of work in the Registered and Licensed Clubs Award (2010);
- (d) to establish, alter, or revoke in the by-laws such Special Committees as it considers necessary, in addition to the Angling and Sports Committee;
- (e) to delegate, subject to such conditions as it thinks fit, any of its powers to subcommittees consisting of members of the General Committee and other members of the Club co-opted for the purpose as it may determine and to make such regulations as to the proceedings of such subcommittees as may be thought desirable;
- (f) to regulate and control their own meeting and the transaction of business;
- (g) to reimburse expenses of any servant of the Club for service as deemed fit;
- (h) in accordance with this constitution, to suspend, or expel any member;
- (i) to enter into or accept any lease or tenancy of the premises whereon the Club shall conduct its affairs or of any furniture, goods and effects, which may be required for the use of the Club on such terms and on such conditions as the Club, may deem expedient;
- (j) to take and defend all legal proceedings by or on behalf of the Club and to appoint all necessary Attorneys for any such purpose;
- (k) to borrow, raise or secure the payment of money, and to sell and dispose of the assets of the Club;
- (l) to make, alter and repeal by-laws not inconsistent with this constitution regulating the use and management of the Club premises, the admission of members and the conduct of the Club and its affairs generally;
- (m) to do and perform any other act, matters and things in connection with or relative to the management of the Club as is not by this constitution required to be done by the Club in General Meetings; and
- (n) to appoint such number of delegates to sporting bodies and associations with which the Club may from time to time be affiliated as may be required by the rules thereof and such delegates shall hold office in accordance with the rules of such sporting bodies and associations respectively.

(3) Every member of the General Committee shall be indemnified against any loss, expenses or liability incurred by reason of any act or deed performed by him/her in good faith on behalf of the General Committee and the General Committee may use the funds of the Club for any such purpose required, together with any reasonable expenses incidental to General Committee activities.

## **21. Role and Responsibilities of General Committee Members**

- (1) The General Committee must take all reasonable steps to ensure the Club complies with its obligations under the Act and this constitution.
- (2) A General Committee Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.

## ***MAAC Constitution***

- (3) A General Committee Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Club and for a proper purpose.
- (4) A General Committee Member or former General Committee Member must not improperly use information obtained because he or she is a General Committee Member to:
- (a) gain an advantage for himself or herself or another person; or
  - (b) cause detriment to the Club.
- (5) A General Committee Member or former General Committee member must not improperly use his or her position to:
- (a) gain an advantage for himself or herself or another person; or
  - (b) cause detriment to the Club.
- (6) A General Committee Member having any material personal interest, i.e.: financial or non-financial interests, in a matter being considered at a General Committee Meeting must:
- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the General Committee;
  - (b) disclose the nature and extent of the interest at the next General Meeting of the Club; and
  - (c) not be present while the matter is being considered at the General Committee Meeting or vote on the matter.
- (7) Subsection (6) does not apply in respect of a material personal interest that:
- (a) exists only because the General Committee Member belongs to a class of persons for whose benefit the Club is established; or
  - (b) the General Committee Member has in common with all, or a substantial proportion of, the members of the Club.
- (8) The Club Manager must record every disclosure made by a General Committee Member under subsection (6) in the minutes of the General Committee meeting at which the disclosure is made.
- (9) No General Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Club unless the person is authorised by the General Committee to do so and such authority is recorded in the minutes of the General Committee Meeting.
- (10) No person shall be entitled to hold a position on the General Committee if the person has been convicted of, or imprisoned in the previous five years for:
- (a) an indictable offence in relation to the promotion, formation or management of a body corporate;
  - (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
  - (c) an offence under Part 4 Division 3 or section 127 of the Act;
- unless the person has obtained the consent of the Commissioner.

# **MAAC Constitution**

(11) No person shall be entitled to hold a position on the General Committee if the person is, according to the *Interpretation Act*, section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

(12) The Club may pay a General Committee Member's travelling and other expenses as properly incurred:

- (a) in attending General Committee Meetings or sub-committee meetings;
- (b) in attending any General Meetings of the Club; and
- (c) in connection with the Club's business.

(13) General Committee Members must not receive any remuneration for their services as General Committee Members other than as described in subsection (12) unless agreed to at an Annual General Meeting or Special General Meeting.

## **22. Chairperson**

The Chairperson:

- (a) must consult with the Club Manager regarding the business to be conducted at each General Committee Meeting and each General Meeting;
- (b) may convene special meetings of the General Committee under section 18(4);
- (c) may preside over General Committee Meetings under section 18;
- (d) may preside over General Meetings under sections 12 and 13; and
- (e) must ensure that the minutes of a General Meeting or General Committee Meeting are reviewed and signed as correct.

## **23. Club Manager**

The Club Manager must:

- (a) co-ordinate the correspondence of the Club;
- (b) consult with the Chairperson about all business to be conducted at meetings and convene General Meetings and General Committee Meetings, including preparing the notices of meetings and of the business to be conducted at each meeting;
- (c) keep and maintain in an up to date condition the constitution of the Club and any by-laws of the Club;
- (d) maintain the Register of the Members including the email, street or postal address of each member;
- (e) maintain the record of office holders of the Club. General Committee members may nominate a business address, post office box address or email address to be used in the record in place of their personal address;
- (f) ensure all moneys payable to the Club are collected and properly accounted for;
- (g) ensure the payment of all moneys referred to in subsection (f) into the account or accounts of the Club as the General Committee may from time to time direct;
- (h) ensure timely payments from the funds of the Club with the authority of a General Meeting or of the General Committee;
- (i) ensure that the Club complies with the account keeping requirements in Part 5 of the Act;

# **MAAC Constitution**

- (j) ensure the safe custody of the records of the Club, including registers, significant correspondence, and all financial records;
- (k) keep full and correct minutes of General Committee Meetings and General Meetings;
- (l) update the Register within 28 days of new members, members resigning, members suspended or expelled and in the latter case, will record the date on which membership ceases and reasons for the cessation of membership; and
- (m) perform any other duties as are imposed by this constitution or the Club on the Club Manager.

## **24. Treasurer**

The Treasurer must:

- (a) be satisfied that proper financial processes are in place in the Club and administered by the Club Manager;
- (b) coordinate the audit of the Financial Report of the Club prior to its submission to the Annual General Meeting of the Club;
- (c) assist the auditor in performing their functions; and
- (d) perform any other duties as are imposed by this constitution or the Club on the Treasurer.

## **25. Auditor**

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

## **26. Suspension or Expulsion of Members**

- (1) The General Committee shall have the power to reprimand, suspend or expel any member of the Club.
- (2) The President, General Committee or Approved Manager in receiving a complaint from the Approved Manager or Approved Bar Staff, of a member's behaviour which is considered a serious breach of the Liquor Act or acceptable member behaviour or where police involvement is required, may suspend a member for a period of time until disciplinary action under section 26(5) can be taken.

## ***MAAC Constitution***

- (3) The General Committee is required to exempt any member of that General Committee from hearing a charge in which he or she has an interest. If a responding member or a representative of the responding member does not attend within 30 minutes of the time stated on the hearing notice, the hearing may start without that member or his or her representative and a determination can be made at the hearing.
- (4) The General Committee shall have and should exercise the power to reprimand, suspend or expel any member of the Club who:
- (a) fails in the observance or commits any breach of any section of the constitution of the Club, members Code of Conduct or any by-law of the Club or of any order or direction of the General Committee or of any General Meeting; or
  - (b) in the sole judgement of the General Committee has been guilty in or out of the Club's premises of any act, conduct, matter or thing calculated to bring discredit on the Club or its members, or to impair or affect the enjoyment of the Club by other members.
- (5) Any member charged with misconduct as above shall be furnished with a written copy of the charge and summoned before the General Committee with no less than 7 days' notice, unless it is agreed between the parties to meet earlier. The General Committee, shall hear the accuser and accused and take such evidence as they may consider proper, or may appoint a subcommittee of the General Committee members to do so for report back to the General Committee. After the hearing and evidence taking or upon considering the report from the subcommittee, if the General Committee finds the charge proved, it may inflict a penalty of suspension from all or any of the privileges of membership. If the General Committee considers that on a charge of gross misconduct, suspension as above is insufficient, they may call on the member to resign, and if he or she does not resign within 10 days they may declare him or her to be expelled. If a Member is suspended or expelled under this section, the person may appeal the General Committee's decision by giving written notice to the Club Manager within 14 days of receiving notice of the General Committee's decision under this section. The member may also request the appointment of a mediator under section 27.
- (6) Members are not permitted to have legal representation attend any disciplinary matters but may bring another member to act in a support capacity only.

### *Reinstatement of a Member*

- (7) If the General Committee's decision to suspend or expel a Member is revoked under this constitution, any act performed by the General Committee or Members in General Meeting during the period that the Member was suspended or expelled from Membership under section 26(5), is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

### *When a Member is Suspended*

- (8) If a Member's membership is suspended under section 26(5), the Club Manager must record in the Register:

# **MAAC Constitution**

- (a) the name of the Member that has been suspended from membership;
- (b) the date on which the suspension takes effect; and
- (c) the length of the suspension as determined by the General Committee.

(9) A Member who has been suspended under section 26(5) cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended from membership.

(10) Upon the expiry of the period of a Member's suspension, the Club Manager must record in the Register that the Member is no longer suspended.

## **27. Resolving Disputes**

### *Disputes Arising under the constitution or by-laws*

- (1) This section applies to:
  - (a) disputes between Members; and
  - (b) disputes between the Club and one or more Members that arise under or relate to the constitution or by-laws of the Club. This does not include disciplinary matters undertaken with Club members, which are covered only under section 26 of the Club constitution.
- (2) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (3) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this section by giving written notice to the Club Manager of the parties to, and details of, the dispute.
- (4) The Club Manager must convene a General Committee Meeting within 28 days after the Club Manager receives notice of the dispute under subsection (3) for the General Committee to determine the dispute.
- (5) At the General Committee Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- (6) The Club Manager must inform the parties to the dispute of the General Committee's decision and the reasons for the decision within 7 days after the General Committee Meeting referred to in subsection (5).
- (7) If any party to the dispute is dissatisfied with the decision of the General Committee they may elect to initiate further dispute resolution procedures as set out in this section.

### *Mediation*

- (8) Subsections 9 to 17 apply:
  - (a) where a person is dissatisfied with a decision made by the General Committee under sections 26(5) or 27(7); or

## **MAAC Constitution**

- (b) where a dispute arises between a Member or more than one Member and the Club and any party to the dispute elects not to have the matter determined by the General Committee.
- (9) Where the dispute relates to a proposal for the suspension or expulsion of a Member this section does not apply until the procedure under section 26(5) in respect of the proposed suspension or expulsion has been completed.
- (10) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by subsection (2) or a party to the dispute is dissatisfied with a decision made by the General Committee under subsections (4) to (6), a party to a dispute may:
- (a) provide written notice to the Club Manager of the parties to, and the details of, the dispute;
  - (b) agree to, or request the appointment of, a mediator.
- (11) The party, or parties requesting the mediation must pay the costs of the mediation.
- (12) The mediator must be:
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) if the dispute is between a Member and another Member – a person appointed by the General Committee; or
    - (ii) if the dispute is between a Member or more than one Member and the Club, the General Committee or a General Committee Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- (13) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (14) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (15) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (16) The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow all parties to consider any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (17) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

# **MAAC Constitution**

## *Inability to Resolve Disputes*

(18) If a dispute cannot be resolved under the procedures set out in this constitution, 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.

## **28. Supply of Liquor – Liquor Act to be observed**

(1) The Club shall appoint and maintain an Approved Manager for the purposes of observing liquor licensing requirements and regulations.

(2) The Club shall be open for sale of liquor during such hours as the General Committee shall from time to time determine and as permitted under the Liquor Act.

## **29. Common seal**

(1) The Club shall have a common seal, which shall be kept in the custody of the Club Manager and shall not be affixed to any document except by the authority of the General Committee and in the presence of one member of the General Committee. Any document to which the seal is affixed shall be countersigned by the Club Manager or an officer appointed by the General Committee for that purpose.

(2) The Club may execute a document without using a common seal if the document is signed by:

- (a) any two General Committee Members; or
- (b) one General Committee Member and a person authorised by the General Committee.

## **30. Dissolution of The Club**

(1) The Club may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the Club will:

- (a) apply to the Commissioner for cancellation of its incorporation; or
- (b) appoint a liquidator to wind up its affairs.

(2) The Club must be wound up under section 30(1)(b) and also Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.

(3) Upon cancellation of the Club, the surplus property must only be distributed to one or more of the following:

- (a) an incorporated association under the Act;
- (b) a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;
- (c) a company limited by guarantee that is registered as mentioned in section 150 of the Corporations Act 2001 (Cwlth);

# **MAAC Constitution**

- (d) a company holding a licence that continues in force under section 151 of the Corporations Act 2001 (Cwlth);
- (e) a body corporate that:
  - (i) is a member or former member of the Club; and
  - (ii) at the time of the surplus property is distributed, has rules that prevent the property being distributed to its members;
- (f) a trustee for a body corporate referred to in subsection(3)(e) or
- (g) a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.

## **31. Alteration and Repeal of Sections**

(1) No repeal of any existing part of this constitution or alteration, amendment or suspension of a section of this constitution shall be valid unless a motion therefor is carried by special resolution being a three quarters majority of members present and voting at an Annual General or Special General Meeting.

(2) Notices of motion to repeal, alter or suspend any section shall be given to the Club Manager at least 21 days preceding the Annual or Special General Meeting at which the motion shall be presented. The Club Manager shall exhibit the proposal on the Club notice board at least 14 days prior to such meeting. The notice will also be published in the next newsletter if possible and practical, and Members who have provided an email address for Club notifications will also be emailed a copy of the notice.

(3) As soon as is practicable after the making of any proposal for a change to the constitution of the Club, the Club shall provide to the Director of Liquor Licensing the proposed changes. No effect will be given to the changes without the prior approval of the Director.

(4) Within one month after the making of any amendment or addition to the constitution of the Club, passed by special resolution, the General Committee shall send or deliver a certified copy of the amendment or alteration to the Consumer Protection Division of the Department of Commerce. No effect will be given to the amendments without the approval of that Department. In addition, all amendments to this constitution passed as a special resolution shall be sent to the Director of Liquor Licensing.

\* \* \* \* \*

