

This is the annexure of pages 1 - 28 marked "A" referred to in Form 5 signed by me and dated April 2, 2013.

Signed: \_\_\_\_\_

**ASSOCIATIONS INCORPORATION ACT 1987**  
**STATEMENT OF PURPOSES**  
**Of**  
**Golf Western Australia Incorporated**

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**1 NAME OF ASSOCIATION**

The name of the Association is Golf Western Australia Incorporated.

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**2 OBJECTS OF GOLF WESTERN AUSTRALIA**

- (a) The objects of Golf Western Australia are to grow the game of golf through equitable and inclusive practices that provide opportunities for participation at all levels in golf.
- (b) The income and property of Golf Western Australia shall be applied solely towards the promotion of the objects of Golf Western Australia as set out in this Statement of Purposes.
- (c) Except as prescribed in this Statement of Purposes:
  - (1) no portion of the income or property of Golf Western Australia shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
  - (2) no remuneration or other benefit in money or money's worth shall be paid or given by Golf Western Australia to any Member who holds any office of Golf Western Australia.
- (d) Nothing contained in clauses 2 (b) or (c) shall prevent payment in good faith to any Member for:
  - (1) any services actually rendered to Golf Western Australia whether as an employee or otherwise;
  - (2) goods supplied to Golf Western Australia in the ordinary and usual course of operation;
  - (3) interest on money borrowed from any Member;
  - (4) rent for premises demised or let by any Member to Golf Western Australia;
  - (5) any out-of-pocket expenses incurred by the Member on behalf of Golf Western Australia; or
  - (6) any other reason;provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

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**3 POWERS OF GOLF WESTERN AUSTRALIA**

To do all such acts and things as are incidental, conducive or subsidiary to achieve all or any of the objects of Golf Western Australia.

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## 4 DISSOLUTION

If upon winding up or dissolution of Golf Western Australia (other than for the purposes of reconstruction or amalgamation) there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members of Golf Western Australia but shall be given or transferred to an Association incorporated under the Act having purposes similar to the purposes of Golf Western Australia and that prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on Golf Western Australia by the Rules and that is also not carried on for profit and that is similarly exempt (or entitled to be exempt) from income tax; or, for a charitable purpose. Such body or bodies are to be determined by the Members of Golf Western Australia at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Western Australia or other Court as may have or acquire jurisdiction in the matter.

## ASSOCIATIONS INCORPORATION ACT 1987 RULES of GOLF WESTERN AUSTRALIA INCORPORATED PART I – INTERPRETATION

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## 5 INTERPRETATION

### 5.1 Definitions

In these Rules unless the contrary intention appears, these words shall have the following meanings:

**Act** means the Associations Incorporation Act 1987 W.A.

**Affiliated Club** means a golf club affiliated with Golf Western Australia, for such time as that club remains so affiliated under these Rules.

**Alternate Delegate** means an Individual Member nominated in writing by an Affiliated Club or District Association to replace a Delegate who is unable to attend a General Meeting of Golf Western Australia.

**Appointed Directors** means those Directors referred to in Rule 26.2 who are appointed in accordance with these Rules.

**Board of Directors** means the Board of Golf Western Australia, constituted in accordance with Part V Rule 26.1 of these Rules.

**Board Member** means a member of the Board of Directors elected, appointed or coopted in accordance with these Rules and includes any persons acting in those capacities from time to time.

**Director** means a person elected or appointed to be a Board Member in accordance with Rule 26 but does not include any person coopted under Rule 26.4.

**Delegate** means an Individual Member nominated from time to time in writing by an Affiliated Club or District Association to attend and vote at General Meetings on behalf of that Affiliated Club or District Association.

**Disciplinary Committee** means the Committee appointed in accordance with Rule 14.1.

**District Association** means an organisation, whether incorporated or not, which has as its members golf clubs and exists to facilitate the playing of the game of golf.

**Elected Director** means those Directors referred to in Rule 26.1, who are elected in accordance with these Rules.

**Financial Statements** means the financial accounts of Golf Western Australia including the profit and loss accounts and the balance sheets of Golf Western Australia for the relevant financial year.

**Financial Year** means the calendar year ending 31 December in each year.

**General Meeting** means the Annual General Meeting or any Special General Meeting of Golf Western Australia.

**Golf Australia** means Golf Australia Limited or such other or substitute body as succeeds this body as the peak body in respect of amateur golf in Australia.

**Golf Australia Council** means the body of that name under the Golf Australia constitution.

**Golf Australia Delegate** means a person appointed from time to time by the Board under Rule 26.5 who is entitled to exercise the rights of Golf Western Australia in general meetings of Golf Australia under the Golf Australia Constitution.

**Individual Member** means a registered member of an Affiliated Club, including any Playing Member, coach or other official who is so registered, for such time as they remain a financial member, or otherwise remain registered with an Affiliated Club.

**Intellectual Property** means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment, images (including photographs, videos or films) or service marks of or relating to Golf Western Australia or any event, competition or golf activity of or conducted, promoted or administered by Golf Western Australia.

**Life Member** means an individual appointed as a Life Member of Golf Western Australia under Rule 8.3.

**Member** means those Affiliated Clubs and persons referred to in Rule 8.1 and includes any new classes of member which from time to time may be created in accordance with Rule 8.2.

**Member State** means an entity (including Golf Western Australia) recognised by Golf Australia as the peak body administering golf in its particular State.

**Playing Member** means any Individual Member whose membership of an Affiliated Club entitles them to a right to play the game of golf.

**Chairman** means a Director elected in accordance with these Rules who shall preside over all meetings of Golf Western Australia or if absent another person appointed for that meeting by those persons in attendance and eligible to vote.

**Regulations** mean any Regulations made by the Board under Rule 34.

**Rules** mean the Rules of Golf Western Australia and includes the Statement of Purposes.

**Seal** means the common seal of Golf Western Australia and includes any official seal of Golf Western Australia.

**Special Resolution** means a resolution passed in accordance with the Act, or if no definition or procedure is specified in the Act, a resolution passed by a majority of three quarters of the votes cast where at least 21 days notice of the resolution has been given to those entitled to notice under these Rules.

**Transitional Board** means the body constituted in accordance with Part V Rule 25.1 of these Rules.

## 5.2 Interpretation

In these Rules:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) words importing the singular include the plural and vice versa;
- (c) references to persons include corporations and bodies politic;

- (d) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (e) a reference to an Australia state includes a reference to an Australia territory;
- (f) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.
- (g) in any matters of ambiguity relating to these Rules, shall be resolved by the Board in its sole discretion.

## **PART II - MEMBER STATE**

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### **6 STATUS AND COMPLIANCE OF GOLF WESTERN AUSTRALIA**

#### **6.1 Recognition of Golf Western Australia**

Golf Western Australia is recognised as an official representative of and a controlling authority for golf and subject to compliance with its obligations under these Rules and the Golf Australia Constitution shall continue to be recognised as a Member of Golf Australia and shall administer golf in Western Australia in accordance with the objects of Golf Western Australia.

#### **6.2 Compliance of Golf Western Australia**

The Members acknowledge and agree Golf Western Australia shall:

- (a) be and remain incorporated in Western Australia;
- (b) appoint a Golf Australia Delegate and such other persons as may be required to be appointed to Golf Australia committees from time to time under these Rules or the Golf Australia Constitution or otherwise;
- (c) provide Golf Australia with copies of Golf Western Australia's Financial Statements, reports and other associated documents forthwith, following the Annual General Meeting, and such other reports as are reasonably required by Golf Australia, as to Golf Western Australia's activities;
- (d) to the extent permitted or required by the Act and Golf Australia, ensure any amendments to, or substitution of, these Rules are generally in conformity with the Golf Australia Constitution at least to the extent provided in Rule 7.1; and
- (e) by adopting the objects of Golf Australia, abide by the Golf Australia Constitution, to the extent required by that Constitution.

#### **6.3 Compliance of Affiliated Clubs**

The Affiliated Clubs acknowledge and agree the Affiliated Clubs shall:

- (a) in the case of Affiliated Clubs in Metropolitan or Suburban groups, be or remain incorporated in Western Australia;
- (b) in the case of Affiliated Clubs in Metropolitan or Suburban groups, nominate its Delegate or Delegates annually at a general meeting of the Affiliated Club to attend General Meetings, and shall inform Golf Western Australia of the details of those persons accordingly;
- (c) on request provide Golf Western Australia with copies of its audited accounts, reports and other associated documents forthwith, following the Affiliated Club's annual general meeting;
- (d) on request provide Golf Western Australia with a copy of its current constituent documents;

- (e) recognise Golf Western Australia as an authority for golf in Western Australia and Golf Australia as the national authority for golf; and
- (f) generally, have regard to the objects and purposes of Golf Western Australia, and in particular to create a single uniform entity for the conduct, promotion, encouragement and administration of golf, in any matters of the Affiliated Club pertaining to golf.

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## **7 RULES**

### **7.1 Rules of Golf Western Australia**

- (a) The constituent documents of Golf Western Australia shall at all times clearly reflect the objects of Golf Australia and shall generally conform with the Constitution and any rules prescribed by Golf Australia, at least to the extent of:
  - (1) the objects and purposes of Golf Australia;
  - (2) the structure and membership categories of Golf Australia subject always to Golf Western Australia's right to govern itself internally as it sees fit;
  - (3) the recognition of Golf Australia as the national peak body for golf in Australia, in accordance with Part II of the Golf Australia rules;
  - (4) the recognition of Golf Australia as the final arbiter on matters pertaining to golf in Australia, including in respect of disciplinary proceedings; and
  - (5) such other matters as are required to give full effect to the Golf Australia Constitution;with such incidental variations as are necessary having regard to the Act.
- (b) Golf Western Australia shall provide to Golf Australia a copy of its constituent documents and all proposed amendments to these documents. Golf Western Australia acknowledges and agrees that Golf Australia has power to veto any proposed provision in Golf Western Australia's Rules that, in the Golf Australia's opinion, is contrary to the objects and rules of Golf Australia. Any actions and decisions taken by Golf Western Australia pursuant to a provision prior to being vetoed shall be valid.
- (c) Golf Western Australia shall take all steps to ensure these Rules are and remain in conformity with the Golf Australia Constitution at least to the extent set out in Rule 7.1(a) and in respect of those matters set out in Rule 7.1(a) shall ensure Golf Western Australia's constituent documents are amended in conformity with future amendments made to the Golf Australia Constitution, subject to any prohibition or inconsistency in the Act.

### **7.2 Constitution of Affiliated Clubs**

The constituent documents of each Affiliated Club shall, at the earliest available opportunity, but within two years of the commencement of these Rules, recognise Golf Western Australia as the authority for golf in Western Australia and Golf Australia as the authority for golf in Australia and their respective objects and purposes.

### **7.3 Register of Affiliated Club**

Each Affiliated Club shall maintain, in a form acceptable to Golf Western Australia, a register of all Individual Members of the Affiliated Club. Each Affiliated Club shall provide a copy of the register at a time acceptable to Golf Western Australia, and shall provide prompt and regular updates of the register to Golf Western Australia.

## **PART III - MEMBERSHIP**

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## **8 MEMBERS**

### **8.1 Classes of Members**

The Members shall consist of:

- (a) Affiliated Clubs;
- (b) Life Members who subject to these Rules, shall have the right to be present and to debate at the General Meetings, but shall have no voting rights; and
- (c) such new classes of Members created in accordance with Rule 8.2 ;

provided that Golf Western Australia will define categories of Members eligible for affiliation and the terms of appointment of classes of Members from time to time by Regulation.

### **8.2 Creation of New Classes**

Golf Western Australia may from time to time create new classes of membership with such rights, privileges and obligations as are determined applicable, even if the effect of creating a new class is to alter rights, privileges or obligations of an existing class of Members.

### **8.3 Life Members**

- (a) The Board of Directors may recommend to the Annual General Meeting that any person who has rendered distinguished service to golf, where such service is deemed to have assisted the advancement of golf in Western Australia, as a player or administrator or otherwise, be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Board of Directors must be a Special Resolution.
- (c) A person must accept or reject Golf Western Australia's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the register forthwith and from the time of entry on the register the person shall be a Life Member.
- (d) The Life Members of the Western Australian Golf Association Inc. and Women's Golf Western Australia Inc., in place immediately prior to approval of these Rules under the Act, shall become Life Members of Golf Western Australia.

### **8.4 Special Interest Groups**

- (a) Special Interest Groups are defined as a group of people who have formed an association or organisation which may consist of golfers and non-golfers, but those who are golfers are all individual members of affiliated clubs. Golf WA recognises such an association or organisation as a body that has as an objective, the promotion of golf amongst their members.
- (b) Special Interest Groups do not have any voting entitlements but may attend meetings of Golf Western Australia.
- (c) To be eligible for affiliation as a Special Interest Group, the Group must have an accepted constitution.

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## **9 AFFILIATED CLUB GROUPS**

### **9.1 Affiliated Clubs to be Grouped**

Affiliated Clubs shall be grouped as follows:

- (a) Metropolitan: Those golf clubs listed in the register kept by Golf Western Australia and such other Affiliated Clubs as Golf Western Australia may from

time to time admit to affiliation provided they comply with the requirements for Metropolitan membership as set out in the Regulations;

- (b) Suburban: Those golf clubs listed in the register kept by Golf Western Australia and such other Affiliated Clubs as Golf Western Australia may from time to time admit to affiliation provided they comply with the requirements for Suburban membership as set out in the Regulations;
- (c) Country: Those golf clubs listed as Affiliated Clubs in the register kept by Golf Western Australia and such other Affiliated Clubs as Golf Western Australia may from time to time admit to affiliation provided they comply with the requirements for Country membership as set out in the Regulations;
- (d) Public: Those golf clubs listed as Affiliated Clubs in the register kept by Golf Western Australia and such other Affiliated Clubs as Golf Western Australia may from time to time admit to affiliation provided they comply with the requirements for Public membership as set out in the Regulations.

## **9.2 Groups to Determine Voting Entitlement**

- (a) The voting entitlement of Affiliated Clubs – Metropolitan at any Election or Special Resolution or at any General Meeting shall be determined in accordance with Rule 17.1(b)(1).
- (b) The voting entitlement of Affiliated Clubs – Suburban at any Election or Special Resolution or at any General Meeting shall be determined in accordance with Rule 17.1(b)(2).
- (c) The voting entitlement of Affiliated Clubs – Country at any Election or Special Resolution or at any General Meeting shall be determined in accordance with Rules 17.1(b)(3), 17.1(b)(4) or 17.1(b)(5) and be subject to the Affiliated Club being a member of a District Association and the combined total of Playing Members in the golf clubs which are members of that District Association.
- (d) The voting entitlement of Affiliated Clubs – Public at any Election or Special Resolution or at any General Meeting shall be determined in accordance with Rules 17.1(b)(3), 17.1(b)(4) or 17.1(b)(5) and be subject to the Affiliated Club being a member of a District Association and the combined total of Playing Members in the golf clubs which are members of that District Association.

## **9.3 Change to Criteria to be Subject to Special Resolution**

Any change to Regulation having effect, whether direct or indirect, upon the Grouping of Affiliated Clubs shall be subject to Special Resolution.

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# **10 SUBSCRIPTIONS AND FEES**

The annual membership subscriptions (if any) and fees payable by Members to Golf Western Australia and, the time for and manner of payment shall be as determined by the Board of Directors from time to time, provided that the Board of Directors shall not increase the annual subscriptions and fees for membership of Golf Western Australia by greater than fifteen percent in any one Financial Year. Any proposal to increase the membership subscriptions and fees of Golf Western Australia exceeding fifteen percent in any Financial Year shall be referred to a General Meeting as a Special Resolution.

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## **11 AFFILIATION**

### **11.1 Affiliated Clubs**

- (a) To be eligible for membership an applicant golf club must be:
  - (1) incorporated or in the process of incorporation, which process shall be complete within 12 months of applying for membership under these Rules;
  - (2) resident or situated in the state in which Golf Western Australia is incorporated, or, if resident or situated in another state, a member of the Member State in which it is resident or situated; and,
  - (3) for such time as the Affiliated Club is not incorporated, the secretary of any such unincorporated Affiliated Club shall be deemed to be the Member (on behalf of the unincorporated Affiliated Club), and shall be entitled to exercise the same voting and other rights and have the same obligations and shall follow such procedures on behalf of the unincorporated Affiliated Club as incorporated Affiliated Clubs, to the extent that this is possible
- (b) Any dispute or uncertainty as to the application of these Rules to an unincorporated Affiliated Club shall be resolved by the Board of Directors in its sole discretion.
- (c) Failure to incorporate within the period stated in Rule 11.1(a) (1) shall result in the expulsion of the secretary (acting on behalf of the unincorporated Affiliated Club) from membership. The unincorporated club shall not be entitled to re-apply for membership until such time as it is incorporated.

### **11.2 Application for Affiliation**

An application for affiliation must be:

- (a) in writing on the form set out in the Regulations, or as otherwise prescribed from time to time, completed by the applicant or its nominated representative and lodged with Golf Western Australia;
- (b) accompanied by a copy of the applicant's constitution and register of members; and
- (c) accompanied by the appropriate fee, if any.

The applicant shall also provide details of its nominated Delegate or Delegates, if known.

### **11.3 Discretion to Accept or Reject Application**

- (a) The Board of Directors may accept or reject an application whether the applicant has complied with the requirements in Rules 11.1 and 11.2 or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Board of Directors accepts an application the applicant shall become an Affiliated Club.
- (c) Membership of Golf Western Australia shall be deemed to commence upon acceptance of the application by the Member State. The Board of Directors shall forthwith amend the register of Members accordingly.
- (d) If the Board of Directors rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by Golf Western Australia.

### **11.4 Re-Affiliation**

- (a) Affiliated Clubs must re-affiliate with Golf Western Australia in accordance with the procedures set down by Golf Western Australia from time to time.
- (b) Upon re-affiliation an Affiliated Club must lodge with Golf Western Australia an updated copy of its constitution (including all amendments) and provide details of any



change in its Club Delegate, and any other information reasonably required by Golf Western Australia.

### **11.5 Deemed Membership**

- (a) All Affiliated Clubs that, prior to the approval of these Rules under the Act, were Members of the Western Australian Golf Association (Incorporated) and Women's Golf Western Australia (Incorporated) shall be deemed Members and thus Members of Golf Western Australia from the time of approval of these Rules under the Act.
- (b) Any members of Golf Western Australia prior to approval of these Rules under the Act, who are not deemed Members under Rule 11.5(a), shall be entitled to operate on committees or carry on such delegated functions analogous to their previous functions as are provided for under these Rules.

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## **12 REGISTER OF MEMBERS**

### **12.1 Golf Western Australia to Keep Register**

Golf Western Australia shall keep and maintain a register in which shall be entered (as a minimum):

- (a) the full name, address, class of membership and date of entry of the name of each Member;
- (b) the full name, address and date of entry of the name of each Delegate; and,
- (c) the full name, address and date of entry of the name of each Golf Australia Delegate,

Affiliated Clubs and Life Members shall provide notice of any change in required details to Golf Western Australia within one month of such change.

### **12.2 Inspection of Register**

The register shall be available upon reasonable request for Members to inspect, copy and take an extract.

### **12.3 Use of Register**

Having regard to confidentiality considerations, the register may be used by Golf Western Australia to further the objects of Golf Western Australia, as the Board of Directors considers appropriate.

### **12.4 Right of Golf Australia to Register**

Golf Western Australia shall provide a copy of the Register at a time and in a form acceptable to Golf Australia, and shall provide regular updates of the register to Golf Australia. Golf Western Australia agrees that Golf Australia may utilise the information contained in the register and the register itself to further the objects of Golf Australia, subject always to reasonable confidentiality considerations.

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## **13 EFFECT OF MEMBERSHIP**

Members acknowledge and agree that:

- (a) these Rules constitute a contract between each of them and Golf Western Australia and that they are bound by the Rules and the Regulations and in turn, the rules of Golf Australia;
- (b) they shall comply with and observe these Rules and the Regulations and the rules of Golf Australia and any determination, resolution or policy that may be made or passed by the Board or any duly authorised committee or other entity with delegated authority;

- (c) by submitting to these Rules and the Regulations and the rules of Golf Australia they are subject to the jurisdiction of Golf Western Australia and Golf Australia;
- (d) the Rules and Regulations and the rules of Golf Australia are necessary and reasonable for promoting the objects of Golf Western Australia and particularly the advancement and protection of golf as a sport; and
- (e) they are entitled to all the benefits, advantages, privileges and services of membership of Golf Western Australia and Golf Australia.

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## **14 DISCONTINUANCE OF MEMBERSHIP**

### **14.1 Notice of Resignation**

- (a) Any Member that or who has paid all monies due and payable to Golf Western Australia (if any) may resign from Golf Western Australia by giving one month's notice in writing to Golf Western Australia of such intention to resign and upon the expiration of that period of notice, the Member shall cease to be a Member.
- (b) If an Affiliated Club ceases to be a Member under these Rules, the rights and obligations of all Individual Members affiliated or registered with or through the Affiliated Club shall not automatically cease at that time, but shall be dealt with at the discretion of the Board of Directors.

### **14.2 Expiration of Notice Period**

Upon the expiration of a notice given under Rule 14.1(a), an entry recording the date on which the Member that or who gave notice ceased to be a Member, and any other Members whose membership ceases at the time under Rule 14.1(b) (if any) shall be recorded in the register.

### **14.3 Failure to Re-Affiliate**

If an Affiliated Club has not re-affiliated with Golf Western Australia within one month of re-affiliation or membership renewal falling due, that club's Golf Western Australia membership will be deemed to have lapsed from that time. The register shall be amended to reflect any lapse of membership as soon as practicable.

### **14.4 Member to Re-apply**

An Affiliated Club that's membership has been discontinued or has lapsed under Rule 14.3:

- (a) must seek renewal or re-apply for membership in accordance with these Rules; and,
- (b) may be re-admitted at the discretion of the Board.

### **14.5 Forfeiture of Rights**

A Member that ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon Golf Western Australia and its property including Intellectual Property. Any Golf Western Australia documents, records or other property in the possession, custody or control of that Member shall be returned to Golf Western Australia forthwith. Where an Affiliated Club ceases to be a Member it shall also forfeit its right to appoint a person to any committee or other entity with delegated authority.

### **14.6 Delegate Position Lapses**

The position of Delegate shall lapse immediately on cessation of membership of the Affiliated Club for which they are the Delegate and the register shall be amended accordingly.

### **14.7 Membership may be Reinstated**

Membership that has been discontinued under this Rule 14 may be reinstated at the discretion of the Board of Directors, with such conditions as it deems appropriate.

#### **14.8 Non-Refund of Membership Fees**

Membership fees or subscriptions paid by the discontinued Member for the relevant year shall be forfeited upon discontinuance.

#### **14.9 Unfinancial Members**

Any Member that or who has not paid all monies due and payable by that Member to Golf Western Australia shall (subject to the discretion of the Board of Director's) have all rights under these Rules suspended, including the right to vote, until such time as the monies are fully paid. In the meantime, the Member shall have no automatic right to resign from Golf Western Australia, and shall be dealt with in the discretion of the Board of Directors, which includes the right to expel, discipline or retain that Member as a Member or impose such other conditions or requirements as the Board of Directors considers appropriate.

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### **15 DISCIPLINE OF MEMBERS**

#### **15.1 Disciplinary Committee**

- (a) In accordance with Rule 34, the Board shall delegate its functions, powers or duties in relation to discipline of Members to a Disciplinary Committee, comprised of three persons appointed by the Board of Directors from time to time, which persons shall not be Directors.
- (b) If any matter to be determined by the Disciplinary Committee under this Rule 16 gives rise to a conflict of interest on the part of any member of the Disciplinary Committee, the Board of Directors may appoint another independent person in their stead for the determination of that matter only.

#### **15.2 Breach of Discipline by Member**

A Member shall not:

- (a) breach, fail, refuse or neglect to comply with a provision of these Rules, the Regulations or any policy, resolution or determination of the Board of Directors;
- (b) act in a manner unbecoming of a Member or prejudicial to the objects and interests of Golf Western Australia or golf generally; or
- (c) bring Golf Western Australia or golf generally into disrepute.

#### **15.3 Complaint Against Individual Members of an Affiliated Club**

Should Golf Western Australia receive written notice of a complaint regarding the conduct or otherwise of an Individual Member of an Affiliated Club Golf Western Australia shall:

- (a) in the first instance, refer the complaint to the Affiliated Club;
- (b) advise the person or organisation making the complaint of the actions taken;
- (c) provide reasonable time and opportunity for the matter to be addressed by the Affiliated Club;
- (d) ensure that the matter is dealt with in a fair, reasonable and expeditious manner by the Affiliated Club; and,
- (e) may, should the Board of Directors in its sole discretion determine that the Affiliated Club's conduct or handling of the complaint may be deficient such as to be unbecoming of a Member or prejudicial to the objects and interests of Golf Western Australia or golf generally, refer the matter to a special meeting of the Board of Directors which shall be conducted in accordance with the procedure set out in Rule 15.10 to the extent practicable.

#### **15.4 Report of Disciplinary Matter**

- (a) Any Member, Board Member, official or other interested person (in this Rule, "complainant") may give to Golf Western Australia written notice of a complaint relating to the conduct or otherwise of a Member to Golf Western Australia.
- (b) Golf Western Australia shall as soon as practicable, but within seven days, forward written details of the complaint to each member of the Disciplinary Committee.

#### **15.5 Consideration of Matter**

- (a) The Disciplinary Committee shall, as soon as practicable after receiving a notice under Rule 15.4(b), investigate and consider the matter, and shall within 14 days of receiving such notice, determine whether:
  - (1) the matter should be dismissed, because, in its determination, there has been no relevant breach of discipline or the complaint is otherwise vexatious or trifling in nature; or
  - (2) the matter warrants further review and determination (in this Rule "preliminary determination").
- (b) If the Disciplinary Committee determines the complaint should be dismissed under Rule 15.5(a)(1), it shall, as soon as practicable, give written notice to the complainant of its determination.
- (c) If the Disciplinary Committee determines the matter warrants further review under Rule 15.5(a)(2), it shall, as soon as practicable, serve a notice in writing on the Member and the complainant:
  - (1) setting out its preliminary determination, including the grounds on which this preliminary determination has been reached;
  - (2) stating that the Member and the complainant (personally or by their delegate or representative, not being legally trained or qualified) may address the Disciplinary Committee at a meeting to be held not earlier than 10 and not later than 28 days after service of the notice;
  - (3) stating the date, place and time of that meeting; and,
  - (4) informing the Member that it or they may do one or more of the following:
    - (A) attend that meeting;
    - (B) give Golf Western Australia, before the date of that meeting a written statement setting out relevant information surrounding the complaint, and (if appropriate) seeking dismissal of the complaint; or
    - (C) not less than 48 hours after the meeting, lodge with Golf Western Australia a notice to the effect that it wishes to appeal to the Board of Directors.

#### **15.6 Meeting of Disciplinary Committee**

The Disciplinary Committee may conduct the meeting convened in accordance with Rule 15.5(c) (2) in such manner as it sees fit, but shall:

- (a) give to the Member and the complainant every opportunity to be heard;
- (b) give due consideration to any written statements submitted by the Member and the complainant;
- (c) allow the Member and the complainant to have a representative, which representative shall not be legally trained or qualified;
- (d) by resolution determine whether to dismiss or uphold the complaint, and:

- (e) request and/or require the complainant or any other witness to attend the meeting and/or provide (wherever possible, in writing) such evidence as is available as determined by the Disciplinary Committee.

### **15.7 Disciplinary Committee Resolution**

The Disciplinary Committee, having had regard to any submission or evidence of the Member and the complainant, may by resolution to the Board:

- (a) expel a Member from Golf Western Australia; or
- (b) suspend a Member from membership of Golf Western Australia for a specified period;
- (c) fine a Member;
- (d) reprimand a Member; or
- (e) otherwise impose such penalty or arrive at such other resolution as considered appropriate,

if the Disciplinary Committee considers that the Member has committed a breach of discipline contrary to Rule 15.2 above.

### **15.8 Effect of Resolution**

Where the Member exercises a right of appeal to the Board of Directors under Rule 15.5(c) (4)(C), a resolution of the Disciplinary Committee under Rule 15.7 does not take effect unless the Board of Directors confirms the resolution in accordance with this Rule and the disciplinary procedures under the rules of Golf Australia are exhausted or a determination is made under the rules of Golf Australia.

### **15.9 Notice of Appeal to Board of Directors**

Where Golf Western Australia receives a notice under Rule 15.5(c)(4)(C) indicating the Member wishes to appeal to the Board of the Directors, the Board of Directors shall convene a meeting in accordance with these Rules, to be held within 28 days of the date on which Golf Western Australia received such notice.

### **15.10 Proceedings of Board of Directors Meeting**

At a Board of Directors meeting convened under Rule 15.9:

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Disciplinary Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the Member through it's representative (not being legally trained or qualified) shall be given every opportunity to be heard (personally or in written submissions); and
- (d) the Directors present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

### **15.11 Decision of Board of Directors**

If at the Board of Directors meeting:

- (a) a resolution is passed confirming the resolution under Rule 15.7, the resolution is confirmed; and
- (b) in any other case, the resolution is revoked.

### **15.12 Decisions Binding**

Decisions of the Board of Directors will be binding upon the Board of Directors and the Member, subject only to a further determination, or exhaustion of procedures, under the rules of Golf Australia (if any).

### **15.13 Continuation of Rights**

Until such time as the procedures set down under this Rule 15 and under the rules of Golf Australia are exhausted and/or a final determination is made, the Member shall be entitled to exercise all the usual rights of membership under these Rules, unless, having regard to the nature of the alleged act or offence, the Board of Directors considers it appropriate that the Member should be suspended pending the outcome of disciplinary proceedings.

### **15.14 Hearing of Disciplinary Matter of Affiliated Club**

- (a) A Disciplinary Committee may also hear complaints regarding the hearing or determination of a disciplinary matter of an Affiliated Club if the constitution of the Affiliated Club provides a right of appeal to Golf Western Australia.
- (b) Any such complaint shall be determined in the same manner or in as nearly as possible the manner in which complaints are heard under Rule 15.6, except that the Disciplinary Committee need not require the attendance of witnesses in person, but may determine the complaint on the basis of the documentary evidence available, if considered appropriate.
- (c) In the determination of a complaint under this Rule 15.14, a Disciplinary Committee may exercise its discretion to:
  - (1) confirm the resolution of the Affiliated Club;
  - (2) revoke the resolution of the Affiliated Club;
  - (3) remit the matter for hearing or re-hearing in accordance with the Constitution of the Affiliated Club; or
  - (4) take such other course of action or impose such other penalty as it considers appropriate in the circumstances.
- (d) A right of appeal to the Board of Directors remains available in respect of a complaint under this Rule 15.14, in accordance with such procedure under this Rule 15 as is considered appropriate.

## **PART IV - GENERAL MEETINGS**

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### **16 ANNUAL GENERAL MEETING**

- (a) An Annual General Meeting of Golf Western Australia shall be held in accordance with the provisions of the Act on a date and at a venue to be determined by the Board of Directors.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with these Rules.

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### **17 DELEGATES**

#### **17.1 Affiliated Clubs Entitled**

- (a) Each Affiliated Club shall have the right to be represented at General Meetings and to vote for Elections and Special Resolutions in accordance with its Grouping under Rule 9.
- (b) Representation and voting shall be determined as follows:
  - (1) Affiliated Clubs – Metropolitan: Three Delegates.
  - (2) Affiliated Clubs – Suburban One Delegate.

- (3) District Associations with members which are Affiliated Clubs – Country or Affiliated Clubs – Public and with a combined total of Playing Members in those clubs numbering less than six hundred:  
One Delegate.
- (4) District Associations with members which are Affiliated Clubs – Country or Affiliated Clubs – Public and with a combined total of Playing Members in those clubs numbering six hundred or greater but less than twelve hundred:  
Two Delegates
- (5) District Associations with members which are Affiliated Clubs – Country or Affiliated Clubs – Public and with a combined total of Playing Members in those clubs numbering twelve hundred or greater:  
Three Delegates

## **17.2 Criteria In Regulation**

The criteria and relevant considerations for the assigning of Affiliated Clubs to a Group and the definition of the Groups shall be done by Regulation.

## **17.3 Alternate Delegates**

- (a) Where a Delegate is unable to attend a General Meeting of Golf Western Australia, an Alternate Delegate may be appointed by the Affiliated Club or District Association provided Golf Western Australia shall be notified of the appointment in writing and be received by Golf Western Australia prior to the commencement of the General Meeting.
- (b) Where a Delegate becomes a Board Member of Golf Western Australia, the Affiliated Club or District Association represented by the Delegate shall nominate an Alternate Delegate to represent it while the Delegate remains a Board Member.

## **17.4 Delegates to Vote**

Delegates and Alternate Delegates are entitled to vote on behalf of the Affiliated Club or District Association at General Meetings of Golf Western Australia.

# **18 NOTICE OF ANNUAL AND SPECIAL GENERAL MEETINGS**

## **18.1 Notice of General Meetings**

- (a) Notice of every General Meeting shall be given to every Member at the address appearing in the register kept by Golf Western Australia. Directors and Delegates shall also be entitled to notice of every General Meeting, at their last notified address. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
- (c) Notice of at least 21 days (excluding the meeting date) of a General Meeting shall be given to those Members entitled to receive notice, together with:
  - (1) the agenda for the meeting;
  - (2) any notice of motion received from Affiliated Clubs; and
  - (3) to the Affiliated Clubs only, forms of authority in blank for postal votes.

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## **19 BUSINESS**

### **19.1 Business of General Meetings**

- (a) The business to be transacted at the Annual General Meeting includes the consideration of the Financial Statements, the reports of the Board of Directors and auditors, and, the election of Directors under these Rules.
- (b) All business that is transacted at a Special General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of those matters set down in Rule 20.2 shall be special business.

### **19.2 Business Transacted**

No business other than that stated on the notice of a General Meeting shall be transacted at a General Meeting.

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## **20 NOTICES OF MOTION**

### **20.1 Notice of Motion to be Submitted**

Affiliated Clubs shall be entitled to submit notices of motion. All notices of motion for inclusion as special business at a General Meeting must be submitted in writing to Golf Western Australia not less than 28 days (excluding the receiving date and meeting date) prior to the General Meeting.

### **20.2 Unsuccessful Notice of Motion**

A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent General Meeting for a period of at least 12 months.

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## **21 SPECIAL GENERAL MEETINGS**

### **21.1 Special General Meetings May be Held**

The Board of Directors may, whenever it thinks fit convene a Special General Meeting of Golf Western Australia and where, but for this Rule, more than 16 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

### **21.2 Requisition of Special General Meetings**

- (a) The Board of Directors shall on the requisition in writing of 30 Affiliated Clubs convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Delegates of the Affiliated Clubs making the requisition and be sent to Golf Western Australia and may consist of several documents in a like form, each signed by one or more of the Delegates of the Affiliated Clubs making the requisition.
- (c) If the Board of Directors does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to Golf Western Australia, the Affiliated Clubs making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- (d) A Special General Meeting convened by Members under these Rules shall be convened in the same manner, or as nearly as possible as that, in which General Meetings are convened by the Board of Directors.



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## **22 PROCEEDINGS AT GENERAL MEETINGS**

### **22.1 Quorum**

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of Golf Western Australia shall be twenty five Members represented and entitled to vote.

### **22.2 Chairman to Preside**

The Chairman shall, subject to these Rules, preside at every General Meeting of Golf Western Australia except:

- (a) in relation to any election for which the Chairman is a nominee; or
- (b) where a conflict of interest exists.

If the Chairman is not present, or is unwilling or unable to preside, the Club Delegates shall appoint one of their number to preside as chairman in the Chairman's place for that meeting only.

### **22.3 Adjournment of Meeting**

- (a) If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the chairman may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will proceed.
- (b) The chairman may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in Rule 22.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

### **22.4 Voting Procedure**

At any meeting a resolution other than a Special Resolution put to the vote of the meeting shall be decided on a show of hands by those Delegates and Alternate Delegates in attendance unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the chairman; or
- (b) by a simple majority of Delegates and Alternate Delegates in attendance.

### **22.5 Recording of Determinations**

Unless a poll is demanded under Rule 22.4, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of Golf Western Australia shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolution.

### **22.6 Where Poll Demanded**

If a poll is duly demanded under Rule 22.4 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

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## **23 VOTING AT GENERAL MEETINGS**

### **23.1 Affiliated Clubs Entitled to Vote**

At all General Meetings, the Affiliated Clubs shall be represented by a Delegate or Delegates, or Alternate Delegates, and each Affiliated Club shall have a voting entitlement determined in accordance with its Membership Group under Rule 17.1.

For the purpose of determining the voting entitlement of an Affiliated Club the number of Playing Members shall be calculated on the number of Playing Members recorded on the register kept by Golf Western Australia as at 31 December in each Financial Year.

### **23.2 Other Members**

- (a) No other Member shall be entitled to vote but shall subject to these Rules have, and be entitled to exercise, those rights set out in Rule 8.1.
- (b) Life Members and Directors shall have the right to attend and debate at General Meetings.

### **23.3 Equal Vote**

Where voting at General Meetings is equal the motion or question is lost. The chairman does not have a casting vote.

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## **24 POSTAL VOTING FOR SPECIAL RESOLUTIONS AND ELECTIONS**

### **24.1 Postal Voting Required**

Voting on all Special Resolutions and for elections of Directors and any other elected position within Golf Western Australia shall be conducted by postal voting. Postal votes for Special Resolutions and elections shall only be exercised by Delegates and Alternate Delegates.

### **24.2 Postal Voting Permitted**

The Board of Directors in its sole discretion may permit postal voting for matters other than Special Resolutions and elections provided that a postal voting form in the form set out in Regulation which has been duly completed and executed, is lodged with Golf Western Australia in accordance with Regulations. Postal votes shall only be exercised by Delegates and Alternate Delegates.

### **24.3 Administration of Postal Voting**

To be considered valid, postal votes must be received by Golf Western Australia no later than 5pm on the day prior to the General Meeting at which the special resolution or election to which the postal votes refer is to be considered or conducted.

## **PART V - THE BOARD OF DIRECTORS**

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## **25 TRANSITIONAL BOARD**

### **25.1 Transitional Board Membership**

The Transitional Board shall consist of six Directors, of whom three shall be appointed by the Western Australian Golf Association Inc. and three shall be appointed by Women's Golf Western Australia Inc.

### **25.2 Term of Transitional Board**

The Transitional Board shall govern Golf Western Australia from the date of approval of these Rules under the Act until the next Annual General Meeting following such approval.

### **25.3 Transitional Board Chairman**

The Transitional Board shall appoint a chairman from among its number to preside at all meetings. Should the appointed chairman be unavailable to preside the Transitional Board shall appoint a person from among their number to preside.

### **25.4 Transitional Board Quorum**

The quorum for a meeting of the Transitional Board shall be three members in addition to the chairman of the meeting.

### **25.5 Transitional Board Mandate**

The Transitional Board shall do such things and act in such manner as is necessary and expeditious to further the objects of Golf Western Australia during its term. In doing so the Transitional Board will address, but not be limited to, those matters stipulated in the Memorandum of Understanding between the Western Australian Golf Association Inc. and the Women's Golf Western Australia Inc., signed under seal of those Associations on 21 December 2009.

### **25.6 Transitional Board Procedure**

To the extent practicable the Transitional Board shall adopt the procedures provided in the following Rules and applying to the Board of Directors to be elected at the next Annual General Meeting held following the approval of these Rules under the Act.

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## **26 COMPOSITION OF THE BOARD OF DIRECTORS**

### **26.1 Board of Directors**

The affairs of Golf Western Australia will be governed exclusively by a Board of Directors consisting of;

- (a) a person, who shall be an Elected Director, elected as Chairman at the Annual General Meeting;
- (b) six persons elected as Directors at the Annual General Meeting; and,
- (c) up to three other persons who may be appointed as Directors by the Board of Directors, provided that at all times at least two Elected Directors are male and two Elected Directors are female.

### **26.2 Appointment of Directors**

The Directors referred to in Rule 26(1)(c) may be appointed by the Board of Directors in its discretion at any time to assist the Board of Directors undertake special projects or provide a level of expertise not available among the Elected Directors.

### **26.3 Term of Appointed Directors**

The Appointed Directors shall be appointed for up to two years in accordance with the procedure in Rule 26.2.

### **26.4 Right to Co-opt**

It is expressly acknowledged that the Board of Directors shall have the right to co-opt any person with appropriate experience or expertise to assist the Board of Directors in respect of such matters and on such terms as the Board of Directors thinks fit. Any person so co-opted shall not be a Director, and shall not exercise the rights of a Director, but shall act in an advisory role only.

## **26.5 Appointment of Golf Australia Delegates**

The Board of Directors shall appoint Golf Australia Delegates to attend general meetings of Golf Australia for a term of one year, in accordance with the Golf Australia constitution. The persons so appointed may be reappointed in any subsequent year.

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## **27 SUNSET PROVISION: REVIEW OF BOARD STRUCTURE**

By no later than the Annual General Meeting in calendar year 2014 the Board of Directors shall cause to occur a review of the structure and operations of the Board of Directors to include recommendations for change to the make up and functioning of the Board of Directors. The findings of this review with any recommendations shall be submitted to a General Meeting to be conducted no later than the Annual General Meeting in the Financial Year ending 31 December 2014. Amendments to these Rules, as required, arising from the review and its consideration by Golf Western Australia shall be presented to a General Meeting no later than the Annual General Meeting in the Financial Year ending 31 December 2015.

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## **28 ELECTION OF DIRECTORS**

### **28.1 Eligibility of Candidates for Election**

- (a) Each candidate for election as a Director shall be an Individual Member of an Affiliated Club.
- (b) An employee of an Affiliated Club is not eligible for election as a Director.
- (c) An employee of Golf Western Australia is not eligible for election as a Director.

### **28.2 Nominations of Candidates**

- (a) Nominations of candidates for election as a Director shall be:
  - (1) made in writing, signed by two office bearers of any Affiliated Club and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
  - (2) delivered to Golf Western Australia not less than 28 days (excluding the date of the meeting) before the date fixed for the holding of the Annual General Meeting.
- (b) If insufficient nominations are received to fill all available vacancies on the Board of Directors the candidates nominated shall only be appointed in accordance with Rule 29.3.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers for each vacancy on the Board of Directors shall be prepared containing the names of the candidates in alphabetical order.

### **28.3 Voting Procedures**

- (a) Elections for Directors, including the Chairman, shall be by postal ballot only, in a simple ballot format, and on papers prepared by Golf Western Australia for each Delegate.
- (b) The preferential system of voting will be used in all elections
- (c) Where voting for Elected Directors is equal, then a further ballot will be conducted amongst those delegates present at the General Meeting. If still equal, then the Chairman shall have the casting vote.

## 28.4 Term of Office

- (a) The Elected Directors, other than the Chairman, shall have a term of two years from election at an Annual General Meeting, except at the first Annual General Meeting following the approval of these rules under the Act.
- (b) At the election conducted at the first Annual General Meeting following the approval of these rules under the Act:
  - (1) the three successful Directors receiving the highest number of votes will be elected for two years; and
  - (2) the three successful Board Members receiving the least number of votes will be elected for one year only.
- (c) The Chairman's term will be for one year from election at an Annual General Meeting, including the first Annual General Meeting following the approval of these rules under the Act.
- (d) All Elected Directors are eligible for re-election to the Board of Directors at the end of any term.

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## 29 VACANCIES OF DIRECTORSHIP

### 29.1 Grounds for Termination of Office of Director (Including Appointed Director)

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) resigns from office in writing to Golf Western Australia;
- (e) is absent without the consent of the Board of Directors from all meetings of the Board of Directors held during a period of six months;
- (f) without the prior consent or later ratification of the Members of Golf Western Australia in General Meeting holds any office of profit under Golf Western Australia;
- (g) becomes an employee of Golf Western Australia or an Affiliated Club;
- (h) is directly or indirectly interested in any contract or proposed contract with Golf Western Australia and fails to declare the nature of their interest;
- (i) has been expelled or suspended from membership (without further recourse under these Rules or the rules of Golf Australia);
- (j) in the opinion of the Board in its discretion:
  - (1) has acted in a manner unbecoming or prejudicial to the objects and interests of Golf Western Australia and/or golf; or
  - (2) has brought Golf Western Australia, any Affiliated Club or golf into disrepute; or
  - (3) would otherwise be prohibited from being a director of a corporation under the *Corporations Law*.

## **29.2 Remaining Directors May Act**

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

## **29.3 Casual Vacancies**

- (a) In the event of a casual vacancy in the office of Elected Director, other than the Chairman, the Board of Directors may appoint an Individual Member of any Affiliated Club to the vacant office and the person so appointed may continue in office up to the conclusion of the Annual General Meeting at which the term of the previous Elected Board Member would have expired.
- (b) In the event of a casual vacancy in the office of Chairman, the Board of Directors may appoint one of their number to the vacant office and the person so appointed may continue in office up to the conclusion of the Annual General Meeting at which the term of the previous Chairman would have expired.
- (c) Should the Elected Directors be reduced in number to four or less, a General Meeting shall be convened by Golf Western Australia for the purpose of filling the vacancies.

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## **30 LEAVE OF ABSENCE**

### **30.1 Grant of Leave of Absence**

The Board of Directors shall grant a leave of absence to a Director for such period as it sees fit and in accordance with Rule 30.2, on the submission of a written application for such leave to Golf Western Australia.

### **30.2 Discretion as to Leave of Absence**

The Board of Directors may, in its discretion, grant leave of absence to a Director following consideration of an application submitted in writing to Golf Western Australia, provided:

- (a) if such period is less than six months, the Board of Directors may appoint a temporary replacement from amongst the Members;
- (b) if, in the case of an Elected Director, such period is six months or more, that Director is taken to have resigned their position (and a casual vacancy arises), but the Director shall be entitled to seek re-election at the Annual General Meeting at which their term of office would otherwise have expired;
- (c) if, in the case of an Appointed Director, the remaining Directors are of the view that the grant of leave of absence would frustrate the Board of Directors in its role, the Appointed Director's term may be ended and a replacement Director appointed; and,
- (d) in no circumstances shall the leave of absence exceed the remaining term of office of the Director.

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## **31 MEETINGS OF THE BOARD OF DIRECTORS**

### **31.1 Board of Directors to Meet**

The Board of Directors shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act) and subject to these Rules may adjourn and otherwise regulate its meetings as it thinks fit. The Chairman or five other Directors may at any time convene a meeting of the Board within a reasonable time.

### **31.2 Decisions of Board of Directors**

Subject to these Rules, questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board of Directors. All Directors including the chairman at the meeting shall have one vote on any question. An equal vote on any question deems it to be lost and the chairman shall not have a casting vote.

### **31.3 Resolutions not in Meeting**

- (a) A resolution in writing signed or assented to by facsimile, electronic mail or other form of visible or other electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (b) Without limiting the power of the Board of Directors to regulate their meetings as they think fit, a meeting of Board of Directors may be held where one or more of the elected, appointed or coopted members is not physically present at the meeting, provided that:
  - (1) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
  - (2) notice of the meeting is given to all the persons entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board of Directors or these Rules and such notice specifies that attendance in person is not required;
  - (3) in the event that a failure in communications prevents condition (1) from being satisfied by that number of Directors that constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until condition (1) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have been terminated or adjourned; and
  - (4) any meeting held where one or more of the persons entitled to notice is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairman of the meeting is located.

### **31.4 Quorum**

At meetings of the Board of Directors the number of Directors whose presence is required to constitute a quorum is fifty percent plus one.

### **31.5 Notice of Meetings of Board of Directors**

Unless the majority of Directors agree to hold a meeting at shorter notice, which agreement shall be sufficiently evidenced by their apology, presence or attendance in accordance with Rule 31.3, not less than seven days notice of the meeting of the Board of Directors shall be given to each Director. The agenda shall be forwarded to each person entitled to notice not less than three days prior to such meeting.

### **31.6 Conflict of Interest**

A Director or person coopted in accordance with Rule 26.4 shall declare their interest in any contractual, selection, disciplinary or other matter in which a conflict of interest arises or may arise, and shall absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. In the event of any uncertainty as to whether it is necessary for a Board Member to absent themselves from discussion or refrain

from voting, the issue should be immediately determined by vote of the Board of Directors, or if this is not possible, the matter shall be adjourned or deferred.

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## **32 Chief Executive**

### **32.1 Appointment of Chief Executive**

The Board of Directors shall appoint a Chief Executive for such term and on such conditions as it thinks fit.

### **32.2 Chief Executive as Public Officer**

The Chief Executive shall act as and carry out the duties of the Public Officer of Golf Western Australia and shall administer and manage Golf Western Australia in accordance with these Rules.

### **32.3 Specific Duties**

The Chief Executive shall:

- (a) as far as is practicable attend all meetings of the Board of Directors and all General Meetings of Golf Western Australia;
- (b) prepare the agenda for all meetings of the Board of Directors and General Meetings of Golf Western Australia;
- (c) record and prepare minutes of the proceedings of all meetings of the Board of Directors and Golf Western Australia, and shall use their best endeavours to distribute those minutes to Affiliated Clubs promptly from the date of the meeting; and
- (d) regularly report to the Board of Directors on the activities of, and issues relating to, Golf Western Australia.

### **32.4 Broad Power to Manage**

Subject to the Act, these Rules, the Regulations and any directive of the Board of Directors, the Chief Executive shall have the delegated power to perform all such things as are necessary or desirable for the proper management and administration of Golf Western Australia. No resolution passed by Golf Western Australia in General Meeting shall invalidate any prior act of the Chief Executive or the Board of Directors that would have been valid if that resolution had not been passed.

### **32.5 Chief Executive May Employ**

The Chief Executive may in consultation with the Board of Directors, and as appropriate, employ such personnel as are deemed necessary or appropriate from time to time and such appointments shall be for such period and on such conditions as the Chief Executive determines.

## **PART VI - MISCELLANEOUS**

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## **33 DELEGATIONS**

### **33.1 Board of Directors May Delegate Functions**

The Board of Directors may by Regulation or by instrument in writing create or establish or appoint from among its own members, the Members of Golf Western Australia or otherwise, committees, boards, individual officers or consultants to carry out such duties and functions, and with such powers, as the Board of Directors determines. It is expressly acknowledged that any entity exercising delegated powers shall have the right to co-opt persons with appropriate experience or expertise to that entity, subject to the right of veto of the Board of Directors in respect of those persons.



### **33.2 Delegation By Instrument**

The Board of Directors may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board of Directors or Golf Western Australia by the Act or any other law, or these Rules or by resolution of Golf Western Australia in General Meeting.

### **33.3 Delegated Function Exercised in Accordance With Terms**

A function, the exercise of which has been delegated under this Rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

### **33.4 Delegation may be Conditional**

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

### **33.5 Revocation of Delegation**

The Board of Directors may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend or repeal any decision made by such body or person under this Rule.

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## **34 REGULATIONS**

### **34.1 Board of Directors to Formulate Regulations**

The Board of Directors may formulate issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of Golf Western Australia, the advancement of the objects of Golf Western Australia and golf in Western Australia as it thinks necessary or desirable. Such Regulations must be consistent with these Rules.

### **34.2 Regulations Binding**

All Regulations made under this Rule shall be binding on Golf Western Australia, and Members of Golf Western Australia immediately.

### **34.3 Amendments to Regulations**

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members of Golf Western Australia.

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## **35 RECORDS AND ACCOUNTS**

### **35.1 Golf Western Australia to Keep Records**

Golf Western Australia shall:

- (a) be responsible for the receipt of all monies paid to or received by Golf Western Australia and must issue receipts for those monies in the name of Golf Western Australia;
- (b) pay all monies referred to in paragraph (a) into such account or accounts of Golf Western Australia as the Board may from time to time direct;
- (c) make payments from the funds of Golf Western Australia with the authority of the Board and in so doing ensure that all cheques are signed by any two persons authorised by the Board;

### **35.2 Records Kept in Accordance With Act**

Golf Western Australia shall comply with sections 25 and 26 of the Act with respect to the accounting records of Golf Western Australia by-

- (a) keeping such accounting records as correct records and explain the financial transactions and financial position of Golf Western Australia;
- (b) keeping its accounting records in such manner as will enable true and fair accounts of Golf Western Australia to be prepared from time to time;
- (c) keeping its accounting records in such manner as will enable true and fair accounts of Golf Western Australia to be conveniently and properly audited; and
- (d) submitting to members as required, accounts of Golf Western Australia showing the financial position of Golf Western Australia at the end of the immediately preceding financial year.

### **35.3 Custody of Records**

Golf Western Australia shall retain custody of such records, books, documents and securities for at least seven years after the completion of the financial year to which the transactions or operations relate or any such length of time as might be required by law.

### **35.4 Inspection by Members**

Golf Western Australia shall upon reasonable request make available the records and documents of Golf Western Australia for inspection by members.

### **35.5 Board of Directors to Submit Accounts**

The Board of Directors shall present to the Annual General Meeting the Financial Statements of Golf Western Australia in accordance with these Rules.

### **35.6 Accounts Conclusive**

The Financial Statements when presented to the Annual General Meeting shall be conclusive except as regards any error discovered in them within three months of that Annual General Meeting.

### **35.7 Accounts to be Sent to Members**

Golf Western Australia shall cause to be sent to all Members and persons entitled to receive notice of Annual General Meetings of Golf Western Australia in accordance with these Rules, a copy of the Financial Statements, the report of the Board of Directors, the auditor's report and every other document required under the Act (if any).

### **35.8 Negotiable Instruments**

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to Golf Western Australia, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by Golf Western Australia in such manner as the Board determines.

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## **36 AUDITOR**

- (a) A properly qualified auditor or auditors shall be appointed by the Board of Directors and their remuneration shall be approved by the Board of Directors. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted principles, and/or any applicable code of conduct.
- (b) The accounts of Golf Western Australia shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

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## **37 NOTICE**

### **37.1 Manner of Notice**

- (a) Notices may be given by Golf Western Australia to any Member, Delegate, or other person entitled to such notice by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's, Delegate's or person's last notified address, facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

### **37.2 Notice of General Meeting**

Notice of every General Meeting shall be given in the manner authorised in these Rules.

### **37.3 Notice to Individual Members**

Notice to Individual Members shall be deemed given by notice being given in accordance with these Rules to the Individual Member's Affiliated Club which Affiliated Clubs shall be responsible for displaying or distributing notice to the Individual Member in such manner as is considered appropriate or reasonable.

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## **38 SEAL**

### **38.1 Safe Custody of Seal**

Golf Western Australia shall have its own seal and provide for safe custody of the Seal.

### **38.2 Affixing Seal**

The Seal shall only be used by authority of the Board of Directors and every document to which the seal is affixed shall be signed by two Board Members or one Board Member and the Chief Executive and recorded in a register of such use.

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## **39 PATRONS, VICE PATRONS AND GOVERNORS**

Golf Western Australia at its Annual General Meeting may appoint annually on the recommendation of the Board of Directors a Chief Patron, Honorary Solicitor and such number of Patrons and Vice-Patrons as it considers necessary, subject to agreement by that person or persons.

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## **40 ALTERATION OF STATEMENT OF PURPOSES AND RULES**

These Rules and the Statement of Purposes of Golf Western Australia shall not be altered except by Special Resolution and in compliance with all other procedures under the Act (if any).

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## **41 INDEMNITY**

### **41.1 Board Members to be Indemnified**

Every Board Member, officer, auditor, manager, employee or agent of Golf Western Australia shall be indemnified out of the property or assets of Golf Western Australia against any liability incurred by them in their capacity as Board Member, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the court.

### **41.2 Golf Western Australia to Indemnify Board Members**

Golf Western Australia shall indemnify its Board Members, officers, managers and employees against all damages and costs (including legal costs) for which any such Board Member, officer, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (a) in the case of a Board Member or officer, performed or made whilst acting on behalf of and with the authority, express or implied of Golf Western Australia; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of their employment by Golf Western Australia.