



Golf Western Australia Inc.

CONSTITUTION

ASSOCIATIONS INCORPORATION ACT 1987

STATEMENT OF PURPOSES

Of

Golf Western Australia Incorporated

1 NAME OF ASSOCIATION

The name of the association is Golf Western Australia Incorporated (“the Association”).

2 OBJECTS OF ASSOCIATION

The objects of the Association are to grow the game of golf through equitable and inclusive practices that provide opportunities for participation at all levels in golf.

3 POWERS OF ASSOCIATION

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

4 APPLICATION OF INCOME

- (a) The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set out in this Statement of Purposes.
 - (b) Except as prescribed in this Statement of Purposes:
 - (1) no portion of the income or property of the Association 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 the Association to any Member who holds any office of the Association.
 - (c) Nothing contained in clauses 4 (a) or (b) shall prevent payment in good faith to any Member for:
 - (1) any services actually rendered to the Association whether as an employee or otherwise;
 - (2) goods supplied to the Association 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 the Association;
 - (5) any out-of-pocket expenses incurred by the Member on behalf of the Association; 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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5 DISSOLUTION

If upon winding up or dissolution of the Association (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 the Association but shall be given or transferred to an Association incorporated under the Act having purposes similar to the purposes of the Association 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 the Association 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 the Association 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

6 INTERPRETATION

6.1 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 the Association, for such time as that club remains so affiliated under these Rules.

Appointed Directors means those Directors referred to in Rule 27.2 who are appointed in accordance with these Rules.

Board of Directors means the Board of the Association, constituted in accordance with Part V Rule 27.1 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 27 but does not include any person coopted under Rule 27.4.

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 15.1.

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 27.1, who are elected in accordance with these Rules.

Financial Statements means the financial accounts of the Association including the profit and loss accounts and the balance sheets of the Association 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 the Association.

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 27.5 who is entitled to exercise the rights of the Association 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 the Association or any event, competition or golf activity of or conducted, promoted or administered by the Association.

Life Member means an individual appointed as a Life Member of the Association under Rule 9.3.

Member means those Affiliated Clubs and persons referred to in Rule 9.1 and includes any new classes of member which from time to time may be created in accordance with Rule 9.2.

Member State means an entity (including the Association) 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.

President and Chairman means a Director elected in accordance with these Rules who shall preside over all meetings of the Association 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 35.

Rules means the Rules of the Association and includes the Statement of Purposes.

Seal means the common seal of the Association and includes any official seal of the Association.

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 26.1 of these Rules.

6.2 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

7 STATUS AND COMPLIANCE OF ASSOCIATION

7.1 Recognition of Association

The Association 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 the Association.

7.2 Compliance of Association

The Members acknowledge and agree the Association 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 the Association'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 the Association'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 8.1; and
- (e) by adopting the objects of Golf Australia, abide by the Golf Australia Constitution, to the extent required by that Constitution.

7.3 Compliance of Affiliated Clubs

The Affiliated Clubs acknowledge and agree the Affiliated Clubs shall:

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

8 RULES

8.1 Rules of the Association

- (a) The constituent documents of the Association 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 the Association'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) The Association shall provide to Golf Australia a copy of its constituent documents and all proposed amendments to these documents. The Association acknowledges and agrees that Golf Australia has power to veto any proposed provision in the Association'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 the Association pursuant to a provision prior to being vetoed shall be valid.
- (c) The Association 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 8.1(a) and in respect of those matters set out in Rule 8.1(a) shall ensure the Association'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.

8.2 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 the Association as the authority for golf in Western Australia and Golf Australia as the authority for golf in Australia and their respective objects and purposes.

8.3 Register of Affiliated Club

Each Affiliated Club shall maintain, in a form acceptable to the Association, 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 the Association, and shall provide prompt and regular updates of the register to the Association.

PART III - MEMBERSHIP

9 MEMBERS

9.1 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 9.2 ;

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

9.2 Creation of New Classes

The Association 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.

9.3 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 the Association'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 the Association.

10 AFFILIATED CLUB GROUPS

10.1 Affiliated Clubs to be Grouped

Affiliated Clubs shall be grouped as follows:

- (a) Group A: Those golf clubs listed in the register kept by the Association and such other Affiliated Clubs as the Association may from time to time admit to affiliation provided they comply with the requirements for Group A membership as set out in the Regulations;.
- (b) Group B: Those golf clubs listed in the register kept by the Association and such other Affiliated Clubs as the Association may from time to time admit to affiliation provided they comply with the requirements for Group B membership as set out in the Regulations;
- (c) Group C: Those golf clubs listed as Affiliated Clubs in the register kept by the Association and such other Affiliated Clubs as the Association may from time to time admit to affiliation provided they comply with the requirements for Group C membership as set out in the Regulations;
- (d) Group D: Those golf clubs listed as Affiliated Clubs in the register kept by the Association and such other Affiliated Clubs as the Association may from time to time admit to affiliation provided they comply with the requirements for Group D membership as set out in the Regulations.

10.2 Groups to Determine Voting Entitlement

- (a) The voting entitlement of Affiliated Clubs in Group A at any Election or Special Resolution or at any General Meeting shall be determined in accordance with Rule 18.1(b)(1).
- (b) The voting entitlement of Affiliated Clubs in Group B at any Election or Special Resolution or at any General Meeting shall be determined in accordance with Rule 18.1(b)(2).
- (c) The voting entitlement of Affiliated Clubs in Group C at any Election or Special Resolution or at any General Meeting shall be determined in accordance with Rules 18.1(b)(3), 18.1(b)(4) or 18.1(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 in Group D at any Election or Special Resolution or at any General Meeting shall be determined in accordance with Rules 18.1(b)(3), 18.1(b)(4) or 18.1(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.

10.3 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.

11 SUBSCRIPTIONS AND FEES

The annual membership subscriptions (if any) and fees payable by Members to the Association 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 the Association by greater than fifteen percent in any one Financial Year. Any proposal to increase the membership subscriptions and fees of the Association exceeding fifteen percent in any Financial Year shall be referred to a General Meeting as a Special Resolution.

12 AFFILIATION

12.1 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 the Association 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 12.1(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.

12.2 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 the Association;
- (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.

12.3 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 12.1 and 12.2 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 the Association 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 the Association.

12.4 Re-Affiliation

- (a) Affiliated Clubs must re-affiliate with the Association in accordance with the procedures set down by the Association from time to time.
- (b) Upon re-affiliation an Affiliated Club must lodge with the Association 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 the Association.

12.5 Deemed Membership

- (a) All Affiliated Clubs that, prior to the approval of these Rules under the Act, were Members the Western Australian Golf Association (Incorporated) and Women's Golf Western Australia (Incorporated) shall be deemed Members and thus Members of the Association from the time of approval of these Rules under the Act.
- (b) Any members of the Association prior to approval of these Rules under the Act, who are not deemed Members under Rule 12.5(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.

13 REGISTER OF MEMBERS

13.1 Association to Keep Register

The Association 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 the Association within one month of such change.

13.2 Inspection of Register

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

13.3 Use of Register

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

13.4 Right of Golf Australia to Register

The Association 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. The Association 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.

14 EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) these Rules constitute a contract between each of them and the Association 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 the Association and Golf Australia;
- (d) the Rules and Regulations and the rules of Golf Australia are necessary and reasonable for promoting the objects of the Association 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 the Association and Golf Australia.

15 DISCONTINUANCE OF MEMBERSHIP

15.1 Notice of Resignation

- (a) Any Member that or who has paid all monies due and payable to the Association (if any) may resign from the Association by giving one month's notice in writing to the Association 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.

15.2 Expiration of Notice Period

Upon the expiration of a notice given under Rule 15.1(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 15.1(b) (if any) shall be recorded in the register.

15.3 Failure to Re-Affiliate

If an Affiliated Club has not re-affiliated with the Association within one month of re-affiliation or membership renewal falling due, that club's Association 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.

15.4 Member to Re-apply

An Affiliated Club that's membership has been discontinued or has lapsed under Rule 15.3:

- (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.

15.5 Forfeiture of Rights

A Member that ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association 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.

15.6 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.

15.7 Membership may be Reinstated

Membership that has been discontinued under this Rule 15 may be reinstated at the discretion of the Board of Directors, with such conditions as it deems appropriate.

15.8 Non-Refund of Membership Fees

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

15.9 Unfinancial Members

Any Member that or who has not paid all monies due and payable by that Member to the Association 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 the Association, 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.

16 DISCIPLINE OF MEMBERS

16.1 Disciplinary Committee

- (a) In accordance with Rule 35, 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.

16.2 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 the Association or golf generally; or
- (c) bring the Association or golf generally into disrepute.

16.3 Complaint Against Individual Members of an Affiliated Club

Should the Association receive written notice of a complaint regarding the conduct or otherwise of an Individual Member of an Affiliated Club the Association 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 the Association 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 16.10 to the extent practicable.

16.4 Report of Disciplinary Matter

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

16.5 Consideration of Matter

- (a) The Disciplinary Committee shall, as soon as practicable after receiving a notice under Rule 16.4(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 16.5(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 16.5(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 the Association, 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 the Association a notice to the effect that it wishes to appeal to the Board of Directors.

16.6 Meeting of Disciplinary Committee

The Disciplinary Committee may conduct the meeting convened in accordance with Rule 16.5(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.

16.7 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 the Association; or

- (b) suspend a Member from membership of the Association 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 16.2 above.

16.8 Effect of Resolution

Where the Member exercises a right of appeal to the Board of Directors under Rule 16.5(c) (4)(C), a resolution of the Disciplinary Committee under Rule 16.7 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.

16.9 Notice of Appeal to Board of Directors

Where the Association receives a notice under Rule 16.5(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 the Association received such notice.

16.10 Proceedings of Board of Directors Meeting

At a Board of Directors meeting convened under Rule 16.9:

- (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.

16.11 Decision of Board of Directors

If at the Board of Directors meeting:

- (a) a resolution is passed confirming the resolution under Rule 16.7, the resolution is confirmed; and
- (b) in any other case, the resolution is revoked.

16.12 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).

16.13 Continuation of Rights

Until such time as the procedures set down under this Rule 16 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.

16.14 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 the Association.
- (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 16.6, 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 16.14, 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 16.14, in accordance with such procedure under this Rule 16 as is considered appropriate.

PART IV - GENERAL MEETINGS

17 ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Association 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.
-

18 DELEGATES

18.1 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 10.
- (b) Representation and voting shall be determined as follows:
 - (1) Affiliated Clubs in Group A: Three Delegates.
 - (2) (a) Affiliated Clubs in Group B which are incorporated for Playing Members of a single gender: One Delegate.
(b) Affiliated Clubs in Group B which are incorporated for Playing Members of both genders: Two Delegates.
 - (3) District Associations with members which are Affiliated Clubs in Group C or Group D 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 in Group C or Group D 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 in Group C or Group D and with a combined total of Playing Members in those clubs numbering twelve hundred or greater: Three Delegates

18.2 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.

18.3 Alternate Delegates

- (a) Where a Delegate is unable to attend a General Meeting of the Association, an Alternate Delegate may be appointed by the Affiliated Club or District Association provided the Association shall be notified of the appointment in accordance with these Rules.
- (b) Where a Delegate becomes the President and Chairman of the Association, 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.

18.4 Delegates to Vote

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

19 NOTICE OF ANNUAL AND SPECIAL GENERAL MEETINGS

19.1 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 the Association. 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.

20 BUSINESS

20.1 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 21.2 shall be special business.

20.2 Business Transacted

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

21 NOTICES OF MOTION

21.1 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 the Association not less than 28 days (excluding the receiving date and meeting date) prior to the General Meeting.

21.2 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.

22 SPECIAL GENERAL MEETINGS

22.1 Special General Meetings May be Held

The Board of Directors may, whenever it thinks fit convene a Special General Meeting of the Association 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.

22.2 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 the Association 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 the Association, 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.

23 PROCEEDINGS AT GENERAL MEETINGS

23.1 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 the Association shall be twenty five Members represented and entitled to vote.

23.2 Chairman to Preside

The President and Chairman shall, subject to these Rules, preside at every General Meeting of the Association except:

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

If the President and 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 President and Chairman's place for that meeting only.

23.3 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 23.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

23.4 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.

23.5 Recording of Determinations

Unless a poll is demanded under Rule 23.4, 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 the Association shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolution.

23.6 Where Poll Demanded

If a poll is duly demanded under Rule 23.4 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.

24 VOTING AT GENERAL MEETINGS

24.1 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 18.1.

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 the Association as at 31 December in each Financial Year.

24.2 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 9.1.
- (b) Life Members and Directors shall have the right to attend and debate at General Meetings.

24.3 Equal Vote

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

25 POSTAL VOTING FOR SPECIAL RESOLUTIONS AND ELECTIONS

25.1 Postal Voting Required

Voting on all Special Resolutions and for elections of Directors and any other elected position within the Association shall be conducted by postal voting. Postal votes for Special Resolutions and elections shall only be exercised by Delegates, Alternate Delegates and Directors entitled to vote.

25.2 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 the

Association in accordance with Regulations. Postal votes shall only be exercised by Delegates and Alternate Delegates.

25.3 Administration of Postal Voting

To be considered valid, postal votes must be received by the Association 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

26 TRANSITIONAL BOARD

26.1 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.

26.2 Term of Transitional Board

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

26.3 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.

26.4 Transitional Board Quorum

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

26.5 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 the Association 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.

26.6 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.

27 COMPOSITION OF THE BOARD OF DIRECTORS

27.1 Board of Directors

The affairs of the Association will be governed exclusively by a Board of Directors consisting of;

- (a) a person, who shall be an Elected Director, elected as President and 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.

27.2 Appointment of Directors

The Directors referred to in Rule 27(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.

27.3 Term of Appointed Directors

The Appointed Directors shall be appointed for up to two years in accordance with the procedure in Rule 27.2.

27.4 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.

27.5 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.

28 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 the Association shall be presented to a General Meeting no later than the Annual General Meeting in the Financial Year ending 31 December 2015.

29 ELECTION OF DIRECTORS

29.1 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 the Association is not eligible for election as a Director.

29.2 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 the Association 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 30.3.
- (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.

29.3 Voting Procedures

Elections for Directors, including the President and Chairman, shall be by postal ballot only, in a simple ballot format, and on papers prepared by the Association for each Delegate.

29.4 Term of Office

- (a) The Elected Directors, other than the President and 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 President and 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.

30 VACANCIES OF DIRECTORSHIP

30.1 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 the Association;
- (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 the Association in General Meeting holds any office of profit under the Association;
- (g) becomes an employee of the Association or an Affiliated Club;

- (h) is directly or indirectly interested in any contract or proposed contract with the Association 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 the Association and/or golf; or
 - (2) has brought the Association, any Affiliated Club or golf into disrepute; or
 - (3) would otherwise be prohibited from being a director of a corporation under the *Corporations Law*.

30.2 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.

30.3 Casual Vacancies

- (a) In the event of a casual vacancy in the office of Elected Director, other than the President and 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 President and 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 President and Chairman would have expired.
- (c) Should the Elected Directors be reduced in number to four or less, a General Meeting shall be convened by the Association for the purpose of filling the vacancies.

31 LEAVE OF ABSENCE

31.1 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 31.2, on the submission of a written application for such leave to the Association.

31.2 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 the Association, 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.

32 MEETINGS OF THE BOARD OF DIRECTORS

32.1 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 President and Chairman or five other Directors may at any time convene a meeting of the Board within a reasonable time.

32.2 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.

32.3 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.

32.4 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.

32.5 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 32.3, 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.

32.6 Conflict of Interest

A Director or person coopted in accordance with Rule 27.4 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.

33 Executive Director

33.1 Appointment of Executive Director

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

33.2 Executive Director as Public Officer

The Executive Director shall act as and carry out the duties of the Public Officer of the Association and shall administer and manage the Association in accordance with these Rules.

33.3 Specific Duties

The Executive Director shall:

- (a) as far as is practicable attend all meetings of the Board of Directors and all General Meetings of the Association;
- (b) prepare the agenda for all meetings of the Board of Directors and General Meetings of the Association;
- (c) record and prepare minutes of the proceedings of all meetings of the Board of Directors and the Association, 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, the Association.

33.4 Broad Power to Manage

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

33.5 Executive Director May Employ

The Executive Director 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 Executive Director determines.

PART VI - MISCELLANEOUS

34 DELEGATIONS

34.1 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 the Association 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.

34.2 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 the Association by the Act or any other law, or these Rules or by resolution of the Association in General Meeting.

34.3 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.

34.4 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.

34.5 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.

35 REGULATIONS

35.1 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 the Association, the advancement of the objects of the Association and golf in Western Australia as it thinks necessary or desirable. Such Regulations must be consistent with these Rules.

35.2 Regulations Binding

All Regulations made under this Rule shall be binding on the Association, and Members of the Association immediately.

35.3 Amendments to Regulations

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members of the Association.

36 RECORDS AND ACCOUNTS

36.1 Association to Keep Records

The Association shall:

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

36.2 Records Kept in Accordance With Act

The Association shall comply with sections 25 and 26 of the Act with respect to the accounting records of the Association by-

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

36.3 Custody of Records

The Association 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.

36.4 Inspection by Members

The Association shall upon reasonable request make available the records and documents of the Association for inspection by members.

36.5 Board of Directors to Submit Accounts

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

36.6 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.

36.7 Accounts to be Sent to Members

The Association shall cause to be sent to all Members and persons entitled to receive notice of Annual General Meetings of the Association 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).

36.8 Negotiable Instruments

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

37 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 the Association 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.

38 NOTICE

38.1 Manner of Notice

- (a) Notices may be given by the Association 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.

38.2 Notice of General Meeting

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

38.3 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.

39 SEAL

39.1 Safe Custody of Seal

The Association shall have its own seal and provide for safe custody of the Seal.

39.2 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 Executive Director and recorded in a register of such use.

40 PATRONS, VICE PATRONS AND GOVERNORS

The Association 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.

41 ALTERATION OF STATEMENT OF PURPOSES AND RULES

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

42 INDEMNITY

42.1 Board Members to be Indemnified

Every Board Member, officer, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association 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.

42.2 Association to Indemnify Board Members

The Association 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 the Association; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Association.