

CONSTITUTION

GOLF WESTERN AUSTRALIA INCORPORATED

ADOPTED AS AT 14 APRIL 2025

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ASSOCIATIONS INCORPORATION ACT 2015
CONSTITUTION
Of
Golf Western Australia Incorporated

1 NAME OF ASSOCIATION

The name of the Association is Golf Western Australia Incorporated herein referred as Golf Western Australia.

2 OBJECTS OF GOLF WESTERN AUSTRALIA

- 2.1 The objects of Golf Western Australia are to promote the game of golf through equitable and inclusive practices that provide opportunities for participation in all formats of golf by all people.
- 2.2 Not for Profit Body
- (a) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (b) Except as prescribed in this Constitution:
- (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 or Individual 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 Individual Member who holds any office of Golf Western Australia.
- (c) Nothing contained in clauses 2.2 (a) or (b) shall prevent payment in good faith to any Member or Individual 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 or Individual Member;
 - (4) rent for premises demised or let by any Member or Individual Member to Golf Western Australia;
 - (5) any out-of-pocket expenses incurred by a Member or Individual Member on behalf of Golf Western Australia; or
 - (6) reimbursement of reasonable expenses properly incurred by the Member or Individual Member on behalf of the Association

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.

3 POWERS OF GOLF WESTERN AUSTRALIA AND ITS BOARD OF DIRECTORS

Golf Western Australia and its Board of Directors may do all things that are necessary or convenient by lawful act to pursue its objects including but not limited to exercise of the powers set in the Law and the Rules.

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.

PART I – INTERPRETATION

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 2015 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 26.3 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 co-opted in accordance with these Rules and includes any persons acting in those capacities from time to time.

Chairperson 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.

Director means a person elected or appointed to be a Board Member in accordance with Rule 26 but does not include any person co-opted 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 15.1.

Dispute Resolution means the procedures that apply to disputes between Members or between one or more Members and Golf Western Australia as per Clause 16 of these Rules

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 special purpose financial report of Golf Western Australia including the balance sheet, statement of income and expenditure and notes to and forming part of the financial statements of Golf Western Australia for the relevant financial year.

Financial Year means for the 12 month period commencing July 1 and ending 30 June 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 26.6 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, trademarks (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 Australian state.

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

Regulations mean any Regulations made by the Board under Rule 33.

Rules mean the Rules of Golf Western Australia and includes the Objects.

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.

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 Australian state includes a reference to an Australian 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

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 Golf Australia Delegates 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.

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

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.

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.

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 18.1(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 18.1(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 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 – Public 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.

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.

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.

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.

11.6 Rules of Association

A copy of these rules must be provided to each club that becomes a Member of Golf Western Australia as required by s. 35 and s. 36 of the Associations Incorporations Act.

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) all details as required by s. 53 (2) of the Associations Incorporations Act, class of membership and date of entry of the name of each Member;
- (b) the full name and postal, e-mail or residential address of the persons who hold offices of Golf Western Australia.

Affiliated Clubs and Life Members shall provide notice of any change in required details to Golf Western Australia and any change to the register must be recorded within 28 days after the change occurs.

12.2 Inspection of Register

The register shall be available upon reasonable request for Members to inspect, copy and take an extract. The Register for inspection will only contain the name and nominated contact details as per the Act. A Member has no right to remove the Register.

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.

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.

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.

15 DISCIPLINE OF MEMBERS

15.1 Disciplinary Committee

- (a) In accordance with Rule 32, the Board of Directors 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 15 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 its 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.

16 DISPUTE RESOLUTION

16.1 Parties to Attempt to Resolve Dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

16.2 How Dispute Resolution Procedure is Started

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 16.1, any party to the dispute may start the dispute resolution procedure by giving written notice to the Chief Executive of
 - (1) the parties to the dispute; and
 - (2) the matters that are the subject of the dispute.
- (b) Within 28 days after the Chief Executive is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (c) The Chief Executive must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (d) The notice given to each party to the dispute must state:
 - (1) when and where the committee meeting is to be held; and
 - (2) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.

- (e) If:
- (1) the dispute is between one or more Members and Golf Western Australia; and
 - (2) any party to the dispute gives written notice to the Chief Executive stating that the party:
 - (A) does not agree to the dispute being determined by the committee; and
 - (B) requests the appointment of a mediator under rule 16.5
- the committee must not determine the dispute.

16.3 Determination of dispute by committee

- (a) At the committee meeting at which a dispute is to be considered and determined, the committee must:
 - (1) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - (2) give due consideration to any submissions so made; and
 - (3) determine the dispute.
- (b) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (c) A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (a)(3), give written notice to the Chief Executive requesting the appointment of a mediator under rule 16.5
- (d) If notice is given under subrule (c), each party to the dispute is a party to the mediation.

16.4 Mediation

- (a) This rule applies if written notice has been given to the Chief Executive requesting the appointment of a mediator by a party to a dispute under rule 16.2(e)2(B) or 16.3(c).
- (b) If this rule applies, a mediator must be chosen or appointed under rule 16.5

16.5 Appointment of a Mediator

- (a) The mediator must be a person chosen by agreement between the parties to the dispute.
- (b) If there is no agreement, then the committee must appoint the mediator.
- (c) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body.
- (d) The person appointed as mediator by the committee may be a member or former member of the Association but must not:
 - (1) have a personal interest in the matter that is the subject of the mediation; or
 - (2) be biased in favour of or against any party to the mediation.

16.6 Mediation Process

- (a) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (b) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (c) In conducting the mediation, the mediator must —
 - (1) give each party to the mediation every opportunity to be heard; and
 - (2) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (3) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (d) The mediator cannot determine the matter that is the subject of the mediation.
- (e) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (f) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

PART IV - GENERAL MEETINGS

17 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.

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 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

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 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.

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 Golf Western Australia.

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 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. Such a meeting can be held at the place specified, via electronic virtual meeting or a combination of both.
- (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 voting

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 20.2 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 Golf Western Australia 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 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.

22.2 Requisition of Special General Meetings

- (a) The Board of Directors shall on the requisition in writing of 10% of 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.

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 Golf Western Australia shall be twenty five Members represented and entitled to vote.

23.2 Chairperson to Preside

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

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

If the Chairperson is not present, or is unwilling or unable to preside, the Club Delegates shall appoint one of their number to preside as Chairperson in the Chairperson'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 in attendance 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 Chairperson may determine and if at the adjourned meeting a quorum is not in attendance within half an hour from the time appointed for the meeting the meeting will proceed.
- (b) The Chairperson 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 Chairperson; 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 Chairperson 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.

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 Chairperson 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 Golf Western Australia 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 8.1.
- (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 Chairperson does not have a casting vote.

25 VOTING FOR SPECIAL RESOLUTIONS AND ELECTIONS

25.1 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. In addition, the Board shall utilise a system that allows voting in an electronic or similar format. Voting for Special Resolutions and elections shall only be exercised by Delegates and Alternate Delegates.

25.2 Voting Permitted

The Board of Directors in its sole discretion may permit voting for matters other than Special Resolutions and elections provided that a 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. Voting shall only be exercised by Delegates and Alternate Delegates.

25.3 Administration of Voting

To be considered valid, 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 votes refer is to be considered or conducted.

PART V - THE BOARD OF DIRECTORS

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) five persons who are Individual Members of an Affiliated Club plus two persons who are not required to be Individual Members of an Affiliated Club elected as Directors at the Annual General Meeting, provided that at all times at least three Elected Directors are male and three Elected Directors are female ; and,
- (b) up to two other persons who may be appointed as Directors by the Board of Directors.
- (c) In any case:-
 - (1) Where the total number of Board Members is an even number, not less than one half of the total number of Board Members will be female, or
 - (2) Where the total number of Board Members is an odd number, the requirement in (1) above may be reduced to not less than the next lowest whole number.

26.2 Election of Chairperson

The Board members shall, at the first Board meeting after the Annual General Meeting, appoint from among their number a Chairperson.

- (a) Proxies are not allowed for this election process.

- (b) If there is more than one nomination for the position of Chairperson, a secret ballot will be conducted by the Chief Executive.
- (c) In the event of a tied vote for the role of Chairperson, a second vote by secret ballot will occur. In the event that the second vote results in a tied position, voting will continue until such time that a decision is made.

26.3 Appointment of Directors

The Directors referred to in Rule 26(1)(b) 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.

26.4 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.

27 ELECTION OF DIRECTORS

27.1 Eligibility of Candidates for Election

- (a) An employee of an Affiliated Club is not eligible for election as a Director.
- (b) An employee of Golf Western Australia is not eligible for election as a Director. Furthermore a former employee is not eligible for election as a Director until a period of not less than three (3) years has expired since the cessation of their employment with Golf Western Australia.
- (c) Under section 39 of the Act the following persons must not, without leave of the Commissioner, accept an appointment or act as a member of a management committee of an association:
 - (1) a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
 - (2) a person who has been convicted, within or outside the State, of-
 - (i) an indictable offence in relation to the promotion, formation or management of a body corporate; or
 - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - (iii) an offence under Part 4 Division 3 or section 127 of the Act

Section 39 only applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.

27.2 Nominations of Candidates

- (a) Nominations of candidates for election as a Director shall comply with the following:
 - (1) The nomination must be made in writing

- (2) In the case of a candidate who is an Individual Member of an Affiliated Club., the application shall be signed by two office bearers of the Individual Member's Affiliated Club and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination)
 - (3) In the case of a candidate who is not an Individual Member of an Affiliated Club, the application shall be signed by two Board Members of Golf Western Australia and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination)
 - (4) The nomination shall be 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 28.3.
 - (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.

27.3 Voting Procedures

- (a) Elections for Directors, shall be by postal or electronic voting 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 Chairperson shall have the casting vote.

27.4 Term of Office

- (a) Each Elected Director shall serve a term from election at an Annual General Meeting until the conclusion of the second Annual General Meeting following their election.
- (b) Subject to the provisions of Clause 27.4 (d), all Elected Directors are eligible for re-election to the Board of Directors at the end of any term.
- (c) Each Appointed Director shall be appointed for up to two years in accordance with the procedure in Rule 26.3
- (d) Subject to Rule 27.4 (e) and 27.4 (f), all Directors may serve no more than 5 terms in total.
- (e) A person having held office as an Elected Director, an Appointed Director or a combination of the two for a total of 10 years is eligible for re-election once a period of not less than three (3) years has expired since that person last held office as a Director.
- (f) A Director may only exceed the limit prescribed in Rule 27.4(d) if, at the date of the election or appointment, they are elected or appointed to their final term prior to having already served a total of 10 years.

27.5 Ceasing to be a Director

Where a person ceases to be a Director of Golf Western Australia, that person shall, as soon as practicable after their directorship ceases, deliver to a Director of the Board all of the relevant documents and records they hold pertaining to the management of Golf Western Australia's affairs.

28 VACANCIES OF DIRECTORSHIP

28.1 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*.

28.2 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.

28.3 Casual Vacancies

- (a) In the event of a casual vacancy in the office of Elected Director, other than the Chairperson, 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 Chairperson, 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 Chairperson 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.

29 LEAVE OF ABSENCE

29.1 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 29.2, on the submission of a written application for such leave to Golf Western Australia.

29.2 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.

30 MEETINGS OF THE BOARD OF DIRECTORS

30.1 Board of Directors to Meet

The Board of Directors shall meet a minimum of 6 times per annum 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 Chairperson or five other Directors may at any time convene a meeting of the Board within a reasonable time.

30.2 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 Chairperson at the meeting shall have one vote on any question. An equal vote on any question deems it to be lost and the Chairperson shall not have a casting vote.

30.3 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 co-opted 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 Chairperson of the meeting is located.

30.4 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.

30.5 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 30.3, 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.

30.6 Material Personal Interest

- a) A director must declare any material personal interest in a matter being considered by the Board or a committee as soon as they are aware of that interest and disclose the nature and extent of that interest
- b) A Director or person co-opted in accordance with Rule 26.4 shall absent themselves from discussions of such matter as declared in 30.6 (a) 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.
- c) the Board must record every disclosure made by a committee member of a material personal interest in the minutes of the committee meeting
- d) The Board must disclose the nature and extent of the interest at the next general meeting of the association

31 CHIEF EXECUTIVE

31.1 Appointment of Chief Executive

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

31.2 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.

31.3 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.

31.4 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.

31.5 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

32 DELEGATIONS

32.1 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.

32.2 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.

32.3 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.

32.4 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.

32.5 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.

33 REGULATIONS

33.1 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.

33.2 Regulations Binding

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

33.3 Amendments to Regulations

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

34 RECORDS AND ACCOUNTS

34.1 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) deposit 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 any form of payment is authorised by any two persons authorised by the Board;

34.2 Records Kept in Accordance With Act

Golf Western Australia shall comply with the relevant sections 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.

34.3 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.

34.4 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.

34.5 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.

34.6 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).

34.7 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.

35 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 statement of income and expenditure and balance sheet ascertained by an auditor or auditors at the conclusion of each Financial Year.

36 NOTICE

36.1 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.

36.2 Notice of General Meeting

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

36.3 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.

37 COMMON SEAL

37.1 Safe Custody of Seal

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

37.2 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.

38 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.

39 ALTERATION OF STATEMENT OF PURPOSES AND RULES

These Rules, name of the Association 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).

40 INDEMNITY

40.1 Board Members to be Indemnified

Every Board Member, officer, auditor, manager, employee, party to which the Board of Directors has delegated authority (including but not limited to members of a committee) 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.

40.2 Golf Western Australia to Indemnify Board Members

Golf Western Australia shall indemnify its Board Members, officers, managers employees and party to which the Board of Directors has delegated authority (including but not limited to members of a committee) against all damages and costs (including legal costs) for which any such Board Member, officer, manager employee or party to which the Board of Directors has delegated authority (including but not limited to members of a committee) 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 officer, party to which the Board of Directors has delegated authority (including but not limited to members of a committee) , 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.