



RULES OF ASSOCIATION

1 Name of Association

The name of the Association is Western Australian Business Ladies' Golf Association (Inc)

2 Definitions

In these rules, unless the contrary intention appears-

Affiliated Club - A body affiliated with Golf WA which has applied for and been accepted as a member of the Association.

Annual general meeting - is the meeting convened under rule 17.

Association - means the Association referred to in rule 1.

Committee - The Committee means the Committee of Management of the Association referred to in rule 10 (1).

Committee meeting - means a meeting referred to in rule 15 (1)

Committee member – means a person referred to in paragraph (a), (b), (c) or(d) of rule 10 (1);

Convene - means to call together for a formal meeting

Delegate - A member of an affiliated club who has been duly appointed by that club to attend Delegates' meetings.

Department - means the government department with responsibility for administering the *Associations Incorporation Act (2015)*.

Financial year - means 1st November to 31st October the following year.

General meeting - means a meeting to which all members are invited

Golf WA – means Golf WA or such other or substitute body as succeeds this body as the peak body in respect of amateur golf in Western Australia.

Member - A member is a female aged 15 years or over who belongs to an affiliated club and from who the Association collects a membership fee paid through her club.

Membership Category - There shall be the following classes of membership.

(a) Ordinary membership - a financial member of an affiliated club as defined.

(b) Life membership - a person elected in accordance with Rule 27.

Ordinary resolution - means resolution other than a special resolution.

Poll - means voting conducted in written form (as opposed to a show of hands).

Proxy - A member appointed in writing by either her club or a delegate to attend Delegates' Meetings.

Special general meeting - means a general meeting other than the annual general meeting.

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 delegates present and entitled to vote (in person or by proxy) at



a General meeting, where at least 21 days notice of the resolution has been given to those entitled to notice under these rules.

The Act - means the *Associations Incorporation Act 2015* as amended from time to time.

The Commissioner - means the Commissioner for Consumer Protection exercising powers under the Act

The President – means the President referred to in paragraph (a) of rule 10 (1)

The Secretary - means the Secretary referred to in paragraph (b) of rule 10 (1)

The Treasurer - means the Treasurer referred to in paragraph (c) of rule 10 (1)

3 Objects of Association

(1) The objects of the Association are-

- a) To promote interest in the game of golf within Association
- b) To protect the mutual interests of its members (members as defined in rule 5 (1).
- c) To conduct the Association Championship under the format as directed by the Delegates' meeting at their February quarterly meeting.
- d) To arrange the Association Pennants Competition under the format as directed by the Delegates at their February quarterly meeting.
- e) To organise such affairs as are considered necessary by the members of the Association

(2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4 Powers 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.

5 Membership

1) Membership of the Association is open to all women over fifteen (15) years of age, who belong to a member club of Association and who play their main club golf competition on a Saturday or Sunday.

2) An application by an affiliated club of Golf WA for membership to the Association shall be made in writing to the Association Committee, and a decision to accept or reject that application to be made at the earliest Delegates' meeting.

(3) An applicant whose application for membership of the Association is rejected must, if she wishes to appeal against that decision, give notice to the



Secretary of her intention to do so within a period of 14 days from the date she is advised of the rejection.

(4) When notice is given under sub-rule (3), the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.

6 Register of members of Association

(1) The Secretary of the Association shall maintain a register of members with their postal or residential address. The register shall be kept up to date and shall record the date of payment of affiliation fees as laid down in Rule 7 hereunder.

(2) Upon the request of a member of the Association, the Secretary shall make the register available for the inspection by the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

(3) The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the Delegates at a general meeting decide.

(4) The Secretary must cause the name of a person who dies or who ceases to be a member under Rule 5 to be deleted from the register of members referred to in sub-rule (1).

7 Subscriptions of members of Association

(1) Each club, with members qualifying under the Constitution, shall pay a yearly subscription as an "Affiliation Fee", as determined annually at the Annual General Meeting.

(2) This is to be paid to the Association prior to the first Association event. Until this fee is paid, members will not be eligible to enter Association events for the current year. Names & addresses of members are to accompany fees.

8 Termination of membership of the Association

Membership of the Association may be terminated upon-

- (a) non payment of fee
- (b) receipt by the Secretary or another Committee member of a notice in writing from a member of her resignation from the Association.
- (c) expulsion of a member in accordance with rule 9.
- (d) withdrawal of member's club as an affiliated club of the Association.



9 Suspension or expulsion of members of Association

(1) If the Committee considers that a member should be suspended or expelled from membership of the Association because her conduct is detrimental to the interests of the Association, the Committee must communicate, either orally or in writing, to the member-

(a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and

(b) particulars of that conduct,

not less than 30 days before the date of the Committee meeting referred to in paragraph (a).

(2) At the Committee meeting referred to in a notice communicated under sub-rule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

(3) Subject to sub-rule (5), a member has her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to her under sub-rule (2).

(4) A member who is suspended or expelled under sub-rule (2) must, if she wishes to appeal against that suspension or expulsion, give notice to the Secretary of her intention to do so within the period of 14 days referred to in sub-rule (3).

(5) When notice is given under sub-rule (4)-

(a) the Association in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and

(b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel her is confirmed under this sub-rule.

10 Committee of Management

(1) The affairs of the Association will be managed exclusively by a Committee of Management consisting of-

(a) a President;

(b) a Secretary;

(c) a Treasurer;

(d) and two Committee members

all of whom must be members of the Association.

(2) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule (9).



- (3) Their term of office shall be for two years.
- (4) A member of the Committee may seek re-election for a further two years consecutively in any position, with a maximum of four consecutive years.
- (5) At least three clubs are to be represented on the Committee.
- (6) Except for nominees under sub-rule (9), a person is not eligible for election to membership of the Committee unless a member has nominated her for election by delivering notice in writing of that nomination, signed by-
- (a) the nominator; and
 - (b) the nominee to signify her willingness to stand for election,
- to the Secretary not less than 14 days before the day on which the annual general meeting concerned is to be held.
- (7) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled-
- (a) the Secretary must report accordingly to; and
 - (b) the President must declare those persons to be duly elected as members of the Committee at,
- the annual general meeting concerned.
- (8) If vacancies remain on the Committee after the declaration under sub-rule (7), additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the President must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- (9) If a vacancy remains on the Committee after the application of sub-rule (7), or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee-
- (a) the Committee may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule will -
 - (i) hold office until the election referred to in sub-rule (2); and
 - (ii) be eligible for election to membership of the Committee,at the next following annual general meeting.

11 President

Subject to this rule, the President must preside as Chairperson at all General meetings and Committee meetings except:

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



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

12 Secretary

The Secretary must-

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) comply on behalf of the Association with-
 - (i) section 27 of the Act with respect to the register of members of the Association, as referred to in rule 6;
 - (ii) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (iii) section 29 of the Act by maintaining a record of -
 - (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 24; and
 - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- (d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform such other duties as are imposed by these rules on the Secretary.

13 Treasurer

The funds of the Association shall be employed only in such a manner as shall be deemed by the Committee to be in the best interest of the members of the Association.

The Treasurer must-

- (a) be responsible for the receipt of all moneys paid to or received by, her on behalf of, 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 Committee may from time to time direct;
- (c) make payments from the funds of the Association as the Committee of the Association direct and in so doing ensure that all cheques are signed herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
- (d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
 - (v) to give an Audit Report at each annual general meeting.
- (e) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

14 Casual vacancies in membership of Committee

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Secretary and that resignation is accepted by resolution of the Committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
 - (i) 3 consecutive Committee meetings; or
 - (ii) 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings; of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- (f) ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of members terminating her appointment as a Committee member.



15 Proceedings of Committee Meetings

- (1) The Committee must meet together for the dispatch of business not less than quarterly in each year before the delegates meeting and the President, or at least half the members of the Committee, may at any time convene a meeting of the Committee.
- (2) Each Committee member has a deliberative vote.
- (3) A question arising at a Committee meeting must be decided by a majority of votes.
- (4) At a Committee meeting three (3) Committee members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the meeting.

16 Delegates meetings

- (1) These shall consist of the Committee and a maximum of two delegates (or their proxies) from each affiliated club. They shall be held quarterly and within one month prior to the pennants season commencement and within one month prior to the Association Championships.
- (2) The meeting is open to all members however, voting shall be restricted to two club delegates or their proxy.
- (3) At a Delegates meeting one quarter (25%) of the total number of delegates entitled to attend including the members of the Committee constitute a quorum.

17 Annual General Meetings

- (1) To be held during the month of November in each year. At least fourteen (14) days notice of the Annual General Meeting shall be given to each affiliated club stating the business to be conducted, and the date and place of the meeting.
- (2) The meeting is open to all members however, voting shall be restricted to two club delegates or their proxy
- (3) On all matters other than constitutional amendment and election of life members, a simple majority of those persons present and entitled to vote shall suffice.

18 Special General Meetings

- (1) The President or at least three members of the Committee may convene a special general meeting;
- (2) A Special General Meeting of delegates shall be called in response to a requisition signed by at least 10 "members" provided that at least three "affiliated clubs" are represented by the "members" requisitioning the meeting.
The Secretary
 - (a) must, within 30 days of-
 - (i) receiving such a request in writing convene a special general meeting for the purpose specified under sub rule (2); or
 - (ii) the Secretary receiving a notice under rule 9 (4), convene a general meeting to deal with the appeal to which that notice relates.



- (b) must, after receiving a notice under rule 5 (4), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Committee's rejection of her application and the Association at that meeting must confirm or set aside the decision of the Committee.
- (3) The members making a request referred to in sub-rule (2) must-
- (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (4) If a special general meeting is not convened within the relevant period of 30 days referred to-
- (a) in sub-rule (2) (a) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
 - (b) in sub-rule (2) (a) (ii), the member who gave the notice concerned may herself convene a special general meeting as if she were the Committee.
- (5) When a special general meeting is convened under sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.
- (6) Subject to sub-rule (8), the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify-
- (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) Subject to sub-rule (8), the Secretary must give to all members not less than 21 days notice of an annual general meeting and that notice must specify-
- (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows-
 - (i) first, to receive the President's and Treasurer's report for the year;
 - (ii) second, the election of Committee members to replace outgoing Committee members; and
 - (iii) third, a an auditor for the ensuring year
 - (iii) fourth, any other business requiring consideration by the Association at the general meeting.
- (8) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In



addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

(9) The Secretary must give a notice under sub-rule (5), (6) or (7) to each affiliated club.

19 Quorum and proceedings at general meetings

(1) At a general meeting one quarter (25%) of the total number of delegates entitled to attend including members of the Committee constitute a quorum. Committee members may be delegates.

(2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (6)-

(a) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (3) a quorum is not present, the general meeting lapses; or

(b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

(4) The President may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

(5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

(6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(7) At a general meeting-

(a) On all matters other than constitutional amendment and election of Life members, a simple majority of votes cast by those persons present and entitled to vote shall suffice, subject to sub-rule (9); and

(b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).

(8) A declaration by the President of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless,



during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).

(9) At a general meeting, a poll may be demanded by the President or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the President directs.

(10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.

(11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

20 Minutes of meetings of Association

(1) The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.

(2) The President must ensure that the minutes taken of a general meeting or Committee meeting under sub-rule (1) are checked and signed as correct by the President of the general meeting or Committee meeting to which those minutes relate or by the President of the next succeeding general meeting or Committee meeting, as the case requires.

(3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-

- (a) the general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
- (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

21 Voting rights of members of Association

(1) Subject to these rules, voting shall be restricted to two delegates for each club or their proxy. Committee members may act as their club's delegate.

(2) The chairperson shall be entitled to a delegate vote (only if acting as their club delegate) as well as a casting vote (at all times) in the event of an equality of votes. If the casting vote is exercised it shall be to preserve the status quo

22 Proxies of delegates of Association

A delegate (in this rule called "the appointing delegate") may appoint in writing another member to be the proxy of the appointing delegate and to attend, and vote on behalf of the appointing delegate at, any general meeting.



23 Rules of Association

(1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-

- (a) Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution at any Annual General Meeting or Special General Meeting of the Association called for the purpose and accepted by a three quarter vote;
- (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
- (c) An alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;
- (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
- (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

(2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

24 Common seal of Association

(1) The Association must have a common seal on which its corporate name appears in legible characters.

(2) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 20.

(3) The affixing of the common seal of the Association must be witnessed by any two of the President, the Secretary and the Treasurer.

(4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

25 Inspection of records, etc. of Association

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.



26 Disputes and mediation

(1) The grievance procedure set out in this rule applies to disputes under these rules between-

- (a) a member and another member; or
- (b) a member and the Association

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

(4) The mediator must be-

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement-

- (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;

- (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.

(5) A member of the Association can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must-

- (a) give the parties to the mediation process every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) The mediation must be confidential and without prejudice.

(11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

27 Life Membership

In order to be accepted into Life Membership of Association the following conditions are to be met –

- a) The person should have given continuous work to promote and further the Association over a long period.



- b) Nominations are to be from at least two (2) affiliated clubs and accompanied by a dossier of service.
- c) Nominations to be approved by two-thirds majority of the delegates on a secret at either an Annual General Meeting or a Special General Meeting.

28 Dissolution

The Association may be dissolved or wound up by a special resolution at any Annual General Meeting or Special General Meeting called for such purpose with the consent of 75% of members present and eligible to vote at a general meeting to dissolve the association.

29 Distribution of surplus property on winding up of Association

If upon the dissolution or winding up of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the Members or former Members of the Association, but shall be given or transferred:

- a) equally to the affiliated clubs that are incorporated under the Act; or
- b) for charitable purposes

which affiliated clubs or purposes, as the case requires, shall be determined by resolution of the members of the Association.