



For the better

RULES OF THE ROYAL AUTOMOBILE CLUB OF W.A. (INCORPORATED)

(Approved by special resolution of members at the Special General Meeting held on 23 June 2025 and effective on 26 June 2025)

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RULES OF THE ROYAL AUTOMOBILE CLUB OF W.A. (INCORPORATED)

1. Name

The name of the association is "The Royal Automobile Club of W.A. (Incorporated)".

2. Definitions and Interpretation

2.1 Definitions

In these Rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015* (WA) and includes any amendment, re-enactment or substitution of it and any regulations and statutory instruments made under it.

Annual General Meeting means a meeting convened under rule 11.1.

Appointed Councillor means a Member who is appointed to Council under rule 12.6.

Auditor means the auditor of the Club appointed under rule 18.1.

By-Laws means the by-laws of the Club formulated by the Council from time to time under rule 16.3(a)(i).

Candidate means a Member who is eligible for election as an Elected Councillor under these Rules and who has been approved under the By-Laws.

Chief Executive means the person appointed as "Chief Executive" of the Club under rule 17.1.

Club means The Royal Automobile Club of W.A. (Incorporated).

Club Policy means a policy in respect of the Members determined from time to time by the Council.

Commissioner has the meaning given to it in the Act.

Council means the Council of the Club as set out in rule 12.

Council Policy means a policy as determined from time to time by the Council in respect of the Council's activities.

Councillor means an Appointed Councillor or Elected Councillor.

Disciplinary Committee means the committee appointed by the Council under rule 9.1.

Elected Councillor means a Member who is elected or deemed elected to Council under these Rules.

Entrance Fee means the joining fee (if any) payable by a person for Membership.

Financial Year means a period of 12 months commencing on 1 July of each year and finishing on 30 June in the following year.

General Meeting means a meeting of Members and includes an Annual General Meeting and a Special General Meeting.

Gold Life Member means a Member who is admitted to Membership under rule 6.1(b).

Honorary Life Member means a Member who is admitted to Membership under rule 6.1(a).

Member means a person admitted to Membership of the Club under rule 6.2(b).

Membership means membership of the Club.

Membership Register means the register of Members kept by the Club at the Registered Office under rule 6.4 as required under the Act.

Objects has the meaning given it in rule 3.1.

Personal Member means a person who is admitted to Membership under rule 6.1(c).

President means the Councillor who holds the office as “President” under these Rules.

Registered Office means the registered office of the Club situated at 832 Wellington Street, West Perth, or any other place as the Council may from time to time determine.

Returning Officer means the person appointed by the Council as the returning officer under rule 12.5.

Rules means these rules of the Club.

Special General Meeting means a General Meeting other than an Annual General Meeting.

Special Resolution means a resolution passed by a majority of not less than three quarters of Voting Members who cast a vote at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution has been given under these Rules.

Subscription means the fee payable (if any) by a Member to receive Member benefits.

Vice-President means the Councillor who holds the office of “Vice-President” under these Rules.

Voting Member means:

- (a) an Honorary Life Member;
- (b) a Gold Life Member; or

- (c) a Personal Member who, if required under Club Policy, has paid their Subscription in full for the applicable period of Membership.

2.2 Interpretation

In these Rules:

- (a) headings are for convenience only and do not affect interpretation;
- (b) “under” includes by, by virtue of, pursuant to and in accordance with;
- (c) “including” and similar expressions are not words of limitation;
- (d) if a word or phrase is defined, other grammatical forms of that word or phrase have a corresponding meaning; and
- (e) unless the context otherwise requires, a reference to:
 - (i) a person includes a corporation, a firm, a body corporate, an unincorporated association or any authority;
 - (ii) the singular includes the plural;
 - (iii) time is a reference to Perth, Western Australian time;
 - (iv) \$ is to Australian currency unless denominated otherwise; and
 - (v) a person present at a meeting, is a reference to a person present physically in person or by using technology used under these Rules.

2.3 Interpretation by the Council

The Council is the sole authority for the interpretation of these Rules and the Council’s decision on any question of interpretation or any matter affecting the Club or Members regarding these Rules, is final and binding on all Members.

3. Objects and Powers

3.1 Objects

The objects of the Club are:

- (a) To benefit motorists, motoring and mobility generally.
- (b) To promote the interests of, and advocate for, Members as a whole.
- (c) To provide Members, and other persons as decided by the Council, with a range of services, products and assistance.
- (d) To provide facilities for the benefit and use of Members and other persons as decided by the Council.
- (e) To promote the improvement of road conditions and road safety.

- (f) To do all those things which may be lawfully done for the benefit of any or all of the Members, in the interest of the Club and the community generally,

“Objects”.

3.2 Application of Objects

- (a) Each Object is a separate and independent Object and is not subsidiary or ancillary to any of the other Objects.
- (b) The Club must operate solely for the purpose of promoting and advancing the Objects. However, the Club is not required to promote each of the Objects at the same time or in any particular order and may, in the Council’s absolute discretion, determine the level and amount of promotion, funding or any other support that should be applied to any one or more specific Objects at any given time.

3.3 Powers

The Club has, in addition to the powers conferred by the Act and elsewhere in these Rules, power to:

- (a) acquire, hold, deal with and dispose of any real or personal property and erect buildings;
- (b) invest, use and deal with the funds of the Club as the Council thinks fit;
- (c) retain and employ persons for the purposes of the Club;
- (d) borrow money upon any terms and conditions as the Council thinks fit;
- (e) raise and obtain money by means of subscriptions, fees, investments and other activities;
- (f) enter into any contract the Council considers necessary or desirable;
- (g) form or take part in the formation of companies, associations, partnerships, joint ventures, trusts or other arrangements; and
- (h) affiliate and work in conjunction with kindred organisations.

4. Property and Income

The property and income of the Club are to be applied solely towards the promotion of the Objects and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in promotion of the Objects.

5. Patron

- (a) The Council may appoint a patron of the Club for such period determined by the Council or until removed by the Council.
- (b) The patron, by virtue of their office, shall have such rights and obligations (if any) as set out in Club Policy.

6. Membership

6.1 Membership Classes

Membership of the Club consists of the following classes:

(a) Honorary Life Member:

- (i) The Council may grant Honorary Life Membership to any Member who, in the opinion of the Council, merits special recognition in honour of the Member's valued service to, or lengthy Membership of, the Club.
- (ii) An Honorary Life Member has all the rights, privileges and obligations of a Personal Member, but is not required to pay any Entrance Fee or Subscription.

(b) Gold Life Member:

- (i) Gold Life Membership may be granted to any Member under Club Policy.
- (ii) A Gold Life Member has all the rights, privileges and obligations of a Personal Member, but is not required to pay any Entrance Fee or Subscription.

(c) Personal Member:

- (i) A person may apply to become a Personal Member where that person has satisfied the requirements for Membership as determined by the Council from time to time.
- (ii) A Personal Member has the rights, privileges and obligations as determined by the Council from time to time for the period of Membership as determined by Club Policy.

- (d)** Any other class or classes with rights, privileges and obligations determined by the Council from time to time, excluding the right to vote or hold office.

6.2 Admission

- (a)** The Council may determine the qualifications for Membership and the form of applications for Membership under rules 6.1(b), 6.1(c) and 6.1(d) from time to time.
- (b)** A person becomes a Member upon their name being entered in the Membership Register.
- (c)** The Council may, by a majority of not less than three fourths of those present and voting, resolve that:
 - (i) the name of any applicant will not be entered in the Membership Register; or
 - (ii) notwithstanding rule 9, the name of a Member will be removed from the Membership Register within 60 days of the Member's name being entered in the Membership Register. The Member

ceases to be a Member on the date their name is removed from the Membership Register.

- (d) The Council is not required to provide reasons to a person who is not admitted to Membership or whose name is removed from the Membership Register under rule 6.2(c)(ii).
- (e) Membership is not transferable, except under Club Policy.

6.3 Fees

- (a) Entrance Fees and Subscriptions will be fixed from time to time by the Council.
- (b) The Council may, under Club Policy, waive any Entrance Fee or Subscription in whole or in part and determine any concessions, loadings, remissions and exemptions that may be provided by the Club to a Member or a class of Members.

6.4 Membership Register

- (a) The Club must maintain a Membership Register in accordance with the Act.
- (b) The Membership Register must be kept by the Chief Executive at the Registered Office.

7. Members Entitled to Hold Office and/or Vote

7.1 Voting Members

- (a) Other than as set out in this rule 7, only Voting Members may vote at General Meetings.
- (b) Only Members who are Voting Members 28 days prior to the date of the Annual General Meeting may vote on an election of Candidates.

7.2 Members Eligible to Hold Office

- (a) A Councillor must be a Member who is at least 18 years of age.
- (b) An Elected Councillor must be a Voting Member who has been entitled to vote at the Annual General Meeting for each of the preceding 5 years.
- (c) An employee of the Club or any of the Club's subsidiaries is not eligible to be a Councillor.
- (d) Nothing in these Rules prevents the Council from inviting an employee of the Club or a subsidiary of the Club to attend Council meetings at the request of the Council and upon the terms determined by the Council.
- (e) A Member who:
 - (i) is, according to the *Interpretation Act 1984* section 13D, a bankrupt or whose affairs are under insolvency laws, without leave of the Commissioner;

- (ii) without leave of the Commissioner has been convicted, within or outside the State, of:
 - 1. an indictable offence in relation to the promotion, formation or management of a body corporate; or
 - 2. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than 3 months; or
 - 3. an offence under Part 4, Division 3 or section 127 of the Act; or
 - (iii) is elected as a member of an Australian state, territory or federal parliament;
 - (iv) is elected as a member of a governing body of a local government in an Australian state or territory;
 - (v) does not meet any requirement specified in the By-Laws,
- is not eligible to hold office as a Councillor.
- (f) Rule 7.2(e)(ii) applies in relation to a Member's conviction of an offence only for the period of 5 years:
- (i) from the time of the person's conviction; or
 - (ii) if the conviction results in a term of imprisonment, from the time of the person's release from custody.

8. Cessation of Membership

8.1 Resignation

- (a) A Member may resign their Membership by giving notice to the Club.
- (b) Unless the Council determines otherwise, resignation is effective from the date the Member's name is removed from the Membership Register.

8.2 Expulsion

A Member who has been expelled from the Club under rule 9 ceases to be a Member from the date of the Disciplinary Committee's decision under rule 9.2.

8.3 Unpaid Fees and Subscriptions

- (a) Any Member whose Subscription is overdue ceases to be a Member as determined under Club Policy.
- (b) Following resignation and, subject to Club Policy, a person must pay any outstanding Subscription.
- (c) Any Member who resigns, is suspended or expelled or ceases to be a Member and who has paid the Subscription, is not entitled to a refund of all or any of the Subscription, other than under Club Policy.

9. Discipline, Suspension and Expulsion of Members

9.1 Disciplinary Committee

- (a) The Council may appoint a Disciplinary Committee which is to be constituted under the By-Laws.
- (b) The procedures of the Disciplinary Committee will be specified in the By-Laws and Club Policy.

9.2 Discipline, Suspension and Expulsion

- (a) Subject to the procedures specified in the By-Laws, Club Policy and rule 9.2(b), the Disciplinary Committee may:
 - (i) withhold all or any of the Club's services and facilities from a Member;
 - (ii) impose upon a Member any terms or conditions for the use of any of the Club's services or facilities;
 - (iii) suspend any Member for any period; or
 - (iv) expel any Member from the Club.
- (b) The Disciplinary Committee may only suspend or expel any Member from the Club, if the Disciplinary Committee resolves that the Member has engaged in conduct which is:
 - (i) not acceptable to the Club under Club Policy;
 - (ii) unbecoming of a Member under Club Policy; or
 - (iii) prejudicial to the interests of the Club or any of the Club's related entities.
- (c) Removal of a Councillor must be determined under rule 14.3.

9.3 Re-admission to Membership after Expulsion

- (a) A person who has been expelled from the Club may reapply for Membership after a period of time determined by the Council.
- (b) The Council is not required to provide the person with any reasons for re-admission or non-admission.

10. Resolving Disputes under or relating to these Rules

- (a) The procedure set out in this rule 10 applies to disputes under or relating to these Rules:
 - (i) between Members; or
 - (ii) between one or more Members and the Club.

- (b) The parties to a dispute under or relating to these Rules must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- (c) Where the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 10(b), any party to the dispute may give written notice to the Chief Executive with details of:
 - (i) the parties to the dispute;
 - (ii) the matters that are the subject of the dispute; and
 - (iii) copies of any supporting materials relating to the dispute.
- (d) Within 7 days of receiving notice of a dispute the Chief Executive will provide an acknowledgement of receipt of the notice.
- (e) Within 14 days of receipt of the notice of dispute the Chief Executive will give each party to the dispute the opportunity to make written submissions about the dispute, which must be provided to the Chief Executive within 14 days of the request.
- (f) The Chief Executive will give due consideration to any submissions made and will determine the dispute.
- (g) The Chief Executive must give each party to the dispute written notice of the determination within 7 days after the determination has been made.

11. General Meetings

11.1 Annual General Meeting

The Annual General Meeting must be held in every year in compliance with the Act, at the time, location and/or using any technology as determined by the Council.

11.2 Special General Meeting

The President, or in the President's absence, the Vice-President:

- (a) must convene a Special General Meeting to elect new Elected Councillors where rule 14.2 applies;
- (b) may convene a Special General Meeting with Council approval; and
- (c) must convene a Special General Meeting within one calendar month of receiving a requisition in writing to do so by 5 percent of Voting Members.

11.3 Notice of General Meetings

- (a) Unless a longer period is required by the Act, at least 7 clear days' notice of a General Meeting must be given to all Members and the Auditor.
- (b) The notice must:
 - (i) specify the time of the General Meeting;

- (ii) if the General Meeting is to be held at a physical location (in whole or in part), specify the location;
- (iii) if the General Meeting is to be conducted virtually or using technology (in whole or in part), specify the details of the technology to be used;
- (iv) specify the particulars of the business to be transacted at the General Meeting, including (where applicable), the wording of any proposed Special Resolutions, and the order in which the business is to be transacted; and
- (v) be delivered in accordance with the notice provisions set out in rule 19.

11.4 Quorum at General Meetings

- (a) A quorum for:
 - (i) a Special General Meeting requisitioned under rule 11.2(c), is 50 Voting Members; and
 - (ii) any other General Meeting, is 10 Voting Members.
- (b) No business can be transacted at any General Meeting unless the required quorum is present.
- (c) If a quorum is not present within 30 minutes after the time appointed for a General Meeting:
 - (i) where the meeting was convened on requisition of the Members under rule 11.2(c), the meeting must be dissolved; or
 - (ii) in any other case:
 - A. the meeting stands adjourned to the day, and at the time and place, that the Council decides, or, if the Council does not make a decision, to the same day in the next week at the same time and location; and
 - B. if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

11.5 Presiding at General Meetings

- (a) The President is to preside at all General Meetings.
- (b) In the President's absence, the Vice-President is to preside at a General Meeting.
- (c) In the absence of the President and the Vice-President, a presiding officer is to be elected by Voting Members at the General Meeting.

11.6 Voting at General Meetings

- (a) At all General Meetings each Voting Member has one vote.
- (b) The person presiding at the General Meeting has a casting vote, as well as a deliberative vote, on all resolutions.
- (c) Voting may occur by show of hands, secret ballot, electronically or by any other means that allows for votes to be counted effectively and accurately.

11.7 Minutes of Meetings

- (a) Minutes must be kept of all General Meetings.
- (b) The minutes must be signed by the President, or in the President's absence the Vice-President, or such other Councillor as approved by Council, within a reasonable period after the conclusion of the meeting.
- (c) When the minutes have been signed under rule 11.7(b), they are, until the contrary is proved, evidence that:
 - (i) the General Meeting to which they relate was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the General Meeting did in fact take place at the General Meeting; and
 - (iii) all appointments or elections purporting to have been made at the General Meeting have been validly made.

11.8 Use of Technology at General Meetings

- (a) General Meetings may take place:
 - (i) where Members are physically present at one or more physical locations;
 - (ii) at one or more physical locations and using virtual meeting technology as determined by the Council; or
 - (iii) using only virtual meeting technology as determined by the Council.
- (b) A person who participates in a General Meeting as set out in rule 11.8(a)(ii) or rule 11.8(a)(iii) (whether at a physical venue or by using virtual meeting technology):
 - (i) is deemed to be present at the General Meeting; and
 - (ii) continues to be present at the General Meeting for the purposes of establishing a quorum (as applicable),until the person notifies the person presiding at the General Meeting that they are no longer participating in the General Meeting.
- (c) The place at which a General Meeting is taken to be held:

- (i) if the meeting is held at only one physical location (whether or not it is also held using virtual meeting technology) – that physical location; or
 - (ii) if the meeting is held at more than one physical location (whether or not it is also held using virtual meeting technology) – the main physical location of the meeting as set out in the notice of the meeting; or
 - (iii) if the meeting is held using virtual meeting technology only – the registered office of the Club.
- (d) The time at which the General Meeting is held, is taken to be the time at the place at which the meeting is taken to be held under rule 11.8(c).
- (e) Council may determine the type of virtual meeting technology to be used at a General Meeting, provided the technology gives the persons entitled to attend the meeting, as a whole, a reasonable opportunity to participate, which includes:
 - (i) a reasonable opportunity to exercise a right to speak, which includes a right to ask questions orally rather than in writing; and
 - (ii) for a Voting Member participating in the meeting:
 - A. they must be given an opportunity to participate in the vote in real time at the meeting, and
 - B. they may also be given the opportunity, at the discretion of Council, to record a vote in advance of the meeting at the election of the Voting Member.
- (f) If virtual meeting technology is used in holding a General Meeting and a document is required or permitted to be tabled at the meeting, the document is taken to have been tabled at the meeting if the document is:
 - (i) given to the persons entitled to attend the meeting (whether physically or using virtual meeting technology) before the meeting; or
 - (ii) made accessible to the persons attending the meeting (whether physically or using virtual meeting technology) during the meeting.

12. The Council

12.1 Composition of the Council

- (a) The Council is to comprise a minimum of five (5) and, subject to these Rules, up to a maximum of fifteen (15) Members who are eligible to hold office under rule 7.2.
- (b) The Council is to comprise up to a maximum of nine (9) Members on and from 1 July 2026.
- (c) Subject to these Rules, Council may determine the maximum number of Councillors, including the number of Elected Councillors and Appointed

Councillors, provided that the number of Elected Councillors exceeds the number of Appointed Councillors.

- (d) Subject to these Rules, the Council will include:
 - (i) the President; and
 - (ii) the Vice-President.

12.2 Term on the Council

- (a) Subject to these Rules, an Elected Councillor is elected or deemed elected for a 3 year period which:
 - (i) commences from the conclusion of the Annual General Meeting at which they are elected under rule 12.4(a) or deemed elected under rule 12.3(b); and
 - (ii) ends at the third following Annual General Meeting.
- (b) Subject to these Rules, an Appointed Councillor is appointed by Council for a period of up to three years from the date of their appointment.
- (c) Subject to these Rules, a retiring Councillor is eligible for election or appointment (as the case may be).
- (d) Subject to rules 12.2(e) and (f), a Councillor must not hold office for a period of more than nine (9) years.
- (e) The calculation of the nine (9) year period referred to in rule 12.2(d) for all Councillors commences on the date of the 2017 Annual General Meeting, regardless of the number of years a Councillor has held office prior to this date.
- (f) In exceptional circumstances as set out in Council Policy, Council may resolve to extend the nine (9) year period under rule 12.2(d) for a Councillor for a period of one year at a time, up to a maximum of three years, in which case in respect of that Councillor (as applicable):
 - (i) an Appointed Councillor's term is extended by a period of one year; or
 - (ii) an Elected Councillor's term is extended by a period of one year until the conclusion of the next Annual General Meeting.

12.3 Nomination for an Elected Councillor position

- (a) The procedures to be followed in conducting the nomination and approval process for a Member to become a Candidate for an Elected Councillor position must be set out in the By-Laws.
- (b) If the number of Candidates:
 - (i) is the same as the number of vacancies on the Council, the Candidates are deemed to be elected with effect from the conclusion of the next Annual General Meeting;
 - (ii) is less than the number of vacancies on the Council:

- A. the Candidates are deemed to be elected with effect from the conclusion of the next Annual General Meeting; and
 - B. the Council may fill the vacancies under rule 14.1; and
- (iii) is greater than the number of vacancies on the Council, then an election must be held under rule 12.4.

12.4 Election of Elected Councillors

- (a) If an election for an Elected Councillor position is required, it must be conducted prior to, and the results announced at, an Annual General Meeting.
- (b) The method of electing Elected Councillors and the procedures to be followed in conducting the election are to be set out in the By-Laws, including the method of voting the Council considers necessary for the election.
- (c) The non-receipt by the Club of any vote by a Voting Member will not invalidate the election.

12.5 Returning Officer

- (a) The Council must:
 - (i) appoint a Returning Officer to conduct the nomination process, and if necessary, to conduct the election process, for Elected Councillors; and
 - (ii) if an election is necessary under rule 12.3(b)(iii), appoint 2 scrutineers in addition to the Returning Officer.
- (b) The By-Laws may prescribe in further detail the role, duties and responsibilities of the Returning Officer.
- (c) The Returning Officer may declare a nomination to be invalid and a Member ineligible for election in accordance with the By-Laws.
- (d) If an election under rule 12.3(b)(iii) is necessary, the election must be under the control of the Returning Officer who will determine the method and system of voting, count votes (or cause the votes to be counted), determine whether or not votes in an election are informal and determine any other matters arising in connection with the election process.
- (e) Subject to the requirements in the By-Laws, the Returning Officer's decision in respect of matters the Returning Officer is responsible for determining in connection with the nomination and election process for Elected Councillors, is final, conclusive and binding upon the Members.

12.6 Appointment of Appointed Councillors

Subject to these Rules, Council may appoint a Member, who is eligible under rule 7.2, to be an Appointed Councillor in accordance with Council Policy and the By-Laws.

12.7 Acts Done by the Council

Any act done by the Council is valid notwithstanding that it is afterwards discovered that a person acted as a Councillor despite that person ceasing to hold office or being invalidly elected under these Rules.

12.8 Indemnity

Every Councillor will be indemnified by the Club against any loss, expense or liability incurred by reason of any act or deed done by the Councillor in good faith in their capacity as a Councillor and the Council will use the funds of the Club for such purpose when required.

12.9 Transitional Provisions

- (a) To the extent of any inconsistency, this rule 12.9 takes precedence over any other rule.
- (b) On the date that these Rules take effect under the Act:
 - (i) Each person who is a Councillor, is taken to be an Elected Councillor, and continues in office subject to these Rules.
 - (ii) Subject to these Rules, until the conclusion of the 2025 Annual General Meeting, the Councillor who holds the position of:
 - A. President, is taken to be the President;
 - B. Senior Vice-President, is taken to be the Senior Vice-President; and
 - C. Vice-President, is taken to be the Vice-President.
- (c) Until the conclusion of the 2025 Annual General Meeting, the Council will include a Senior Vice-President, and a reference to the Vice-President in rules 11.2, 11.5, 11.7, 12.1, 13 and 15.4, includes a reference to the Senior Vice-President.
- (d) Prior to the 2025 Annual General Meeting, Council must elect from the Elected Councillors in accordance with the By-Laws:
 - (i) one Councillor to take office as the President; and
 - (ii) another Councillor to take office as the Vice-President,on and from the day after the 2025 Annual General Meeting, to hold office, subject to these Rules, in the respective office-bearer position until the first Council meeting after the 2026 Annual General Meeting.
- (e) Subject to these Rules, a person who is a Councillor as at the date these Rules take effect under the Act and:
 - (i) whose maximum 9 year tenure expires during the calendar year 1 January to 31 December 2026; or
 - (ii) who does not nominate, or is not approved, under the By-Laws to remain an Elected Councillor on 1 July 2026,

may continue as an Elected Councillor up to and including 30 June 2026, when their term shall cease.

- (f) To reduce the maximum number of positions on Council from 15 to 9 Councillors, no election shall be conducted for Elected Councillors in advance of the 2025 Annual General Meeting.
- (g) If a vacancy arises in the position of an Elected Councillor under rule 14.1 before 1 July 2026, the vacancy must not be filled by Council, unless the number of Councillors is less than the minimum of five (5) required under rule 12.1(a).
- (h) A Member who is eligible under rule 7.2, and who is appointed to fill a casual vacancy in the office of an Elected Councillor position arising under rule 12.9(g), must be approved under the By-Laws to hold office as an Elected Councillor and, subject to these Rules, their term of office as an Elected Councillor continues until the conclusion of the Annual General Meeting determined under the By-Laws made under rule 12.9(j).
- (i) Subject to these Rules, in respect of a person who:
 - (i) is a Councillor as at the date these Rules take effect under the Act; and
 - (ii) nominates, and is approved under the By-Laws, to remain an Elected Councillor on 1 July 2026,their term of office as an Elected Councillor continues until the conclusion of the Annual General Meeting determined under the By-Laws made under rule 12.9(j).
- (j) The By-Laws may permit Council to determine:
 - (i) a retirement by rotation system for Elected Councillors to ensure an equal (or close approximate) number of Elected Councillors are due to retire each year; and
 - (ii) the process for determining the term of office of each Elected Councillor under rules 12.9(h) and 12.9(i), provided that, subject to these Rules, a term of office set under this rule 12.9, may not extend beyond the conclusion of the 2028 Annual General Meeting.

13. Office Bearers

13.1 Election of President and Vice-President

- (a) At the first Council meeting following the Annual General Meeting each year, the Council must elect from the Councillors:
 - (i) a President; and
 - (ii) a Vice-President,who, subject to rule 13.1(b), hold office until the first Council meeting after the next following Annual General Meeting.

- (b) A vacancy arises in the office of President or Vice-President (as applicable) if the person:
 - (i) resigns from their position as an office bearer;
 - (ii) is removed under rule 13.2(a); or
 - (iii) ceases to be a Councillor under these Rules.
- (c) Council may elect a Councillor to fill an office that becomes vacant under rule 13.1(b).

13.2 Removal of President and Vice-President

- (a) The Council may remove a Councillor from the office of President or from the office of Vice-President (as the case may be), by a majority vote of the Councillors present and voting.
- (b) The President will not have a casting vote for the removal of a Councillor's office as "President" under rule 13.2(a).

14. Vacancies on the Council

14.1 Casual Vacancy

- (a) If any Councillor:
 - (i) dies;
 - (ii) resigns;
 - (iii) becomes disqualified from holding a position on Council under rule 7.2(e)(i) or 7.2(e)(ii);
 - (iv) fails to meet any requirement specified in the By-Laws;
 - (v) is absent from 3 consecutive meetings without leave of absence having been granted by the Council;
 - (vi) ceases to be a Member for any reason;
 - (vii) is elected as a member of an Australian state, territory or federal parliament;
 - (viii) is elected as a member of a governing body of a local government in an Australian state or territory; or
 - (ix) is removed from office under rule 14.3(a),

the Councillor's office immediately becomes vacant and may be filled by the Council.
- (b) A Member, who is eligible under rule 7.2, and who is appointed in accordance with the procedures under the By-Laws to fill a casual vacancy in the office of an Elected Councillor position arising under rule 14.1(a):

- (i) will hold office as an Elected Councillor as determined by Council either:
 - A. for the unexpired portion of the former Elected Councillor's term; or
 - B. until the next following Annual General Meeting; and
- (ii) may if eligible and subject to these Rules, offer themselves for election or appointment under these Rules after the expiration of their term.
- (c) In the event of a vacancy or vacancies in the office of Councillors, the remaining Councillors may act, but if the number of remaining Councillors is not sufficient to form a quorum for a Council meeting, they may act only for the purpose of increasing the number of Councillors to a number sufficient to constitute a quorum or to convene a General Meeting.

14.2 Resignation of all Councillors

If the entire Council resigns, the Councillors who have resigned must continue to act until their successors are appointed at a Special General Meeting to be called for that purpose by the Council.

14.3 Removal of Councillors

- (a) Subject to rule 14.3(b), the Council may resolve that it is in the best interests of the Club to remove from the Council, any Councillor who, in the opinion of a majority of the Councillors present and voting at the Council meeting, is no longer fit to remain a Councillor.
- (b) Prior to making any decision at the Council meeting under rule 14.3(a), the Council must:
 - (i) give 14 days' written notice to the Council and the Councillor concerned, specifying the purpose of the Council meeting and the reason for the proposed removal; and
 - (ii) provide the Councillor concerned with a full opportunity to be heard at the Council meeting.

15. Council Meetings

15.1 Time and Place of Council Meetings

The Council may meet at such times and places as it determines.

15.2 Notice of Council Meetings

Unless all Councillors consent to a shorter notice period, and unless otherwise stated in these Rules, at least 7 days' notice must be given to each Councillor for a Council meeting.

15.3 Quorum for Council Meetings

The quorum for Council meetings will be more than half of the Councillors in office.

15.4 Presiding at Council Meetings

- (a) The President is to preside at all Council meetings, other than a meeting at which it is proposed to:
 - (i) remove the President from the office of President under rule 13.2(a); or
 - (ii) remove the Councillor in the office of President from the Council under rule 14.3; or
 - (iii) do both of those matters set out in rules 15.4(a)(i) and 15.4(a)(ii).
- (b) In the President's absence, the Vice-President is to preside at a Council meeting.
- (c) In the absence of the President and the Vice-President, a presiding officer is to be elected by the Councillors at the Council meeting.

15.5 Voting at Council Meetings

- (a) Subject to rule 15.5(b), at all meetings of the Council each Councillor will have one vote which may be exercised in the manner set out in the By-Laws.
- (b) The person presiding, in all cases of equal voting, will have the casting as well as a deliberative vote.

15.6 Use of Technology at Council Meetings

- (a) The Council meetings may take place:
 - (i) where the Councillors are physically present together; or
 - (ii) using any technology consented to by a majority of the Councillors; or
 - (iii) a combination of the methods under rules 15.6(a)(i) and 15.6(a)(ii).
- (b) A Councillor who participates in a Council meeting as set out in rule 15.6(a)(ii):
 - (i) is deemed to be present at the Council meeting; and
 - (ii) continues to be present at the Council meeting for the purposes of establishing a quorum,until the Councillor notifies the other Councillors that they are no longer taking part in the Council meeting.

15.7 Circular Resolutions

- (a) A resolution in writing passed by all of the Councillors entitled to receive notice of a Council meeting and vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.
- (b) Any resolution passed under rule 15.7(a) may consist of several documents in the same form each signed by one or more Councillors.
- (c) If the documents referred to under rule 15.7(b) are signed on different days, the meeting will be taken to have been held on the day on which a document was last signed by a Councillor unless the document, by its terms, is said to take effect from an earlier date.
- (d) For the purpose of rule 15.7(c), a document produced by electronic means under the name of a Councillor, with the Councillor's authority, will be considered to be a document in writing signed by the Councillor.

15.8 Council Meeting Minutes

- (a) Minutes must be kept of all meetings of Council.
- (b) The Council meeting minutes are the property of the Council, confidential and not available for inspection by Members.

16. Powers and Functions of the Council

16.1 Powers and Functions

- (a) The Council, and not the Members, are vested with the management of the Club's affairs and the control of the funds and other property of the Club.
- (b) The Council may exercise all the powers of the Club except those which must, under these Rules or the Act, be exercised by the Club at a General Meeting.
- (c) The Council must conform with any Council Policy, governance rules and codes of conduct as developed by the Council from time to time.

16.2 Committees

- (a) The Council may appoint committees to report on or carry out any particular functions.
- (b) The President is an ex-officio member of each committee appointed by the Council.

16.3 By-Laws, Management and Expenditure

- (a) The Council has the power to:
 - (i) make, amend or rescind By-Laws not inconsistent with these Rules;

- (ii) authorise expenditure and payments on behalf of the Club in accordance with Council Policy; and
 - (iii) carry out the Objects.
- (b) The Council must ensure all funds of the Club are controlled in accordance with Club Policy.

16.4 Remuneration of Councillors

- (a) Subject to rule 16.4(d), each Councillor may be paid from the funds of the Club for their services as a Councillor, or as a member of a committee established under 16.2(a), an amount of remuneration as determined by the Council and authorised by a resolution passed at a General Meeting of the Club.
- (b) The total aggregate amount of remuneration authorised by the Club and the actual aggregate amount paid to all Councillors during a Financial Year will be notified to Members each year.
- (c) In relation to the remuneration paid under rule 16.4(a), the Club must pay any amount the Club is required by law to pay, including superannuation.
- (d) Rule 16.4(a) does not apply to payment to a Councillor, and a Councillor is entitled to be paid from the funds of the Club, for out-of-pocket expenses for travel and accommodation in connection with the performance of the Councillor's functions.

16.5 Position on the Council

- (a) A Councillor must not make improper use of their position as a Councillor to gain, directly or indirectly, an advantage for themselves or for any other person or to cause detriment to the Club.
- (b) A Councillor must keep all of the Club's confidential information received, disclosed and otherwise discussed at Council meetings confidential.
- (c) Without prejudice to any other remedies that may be available to the Club at law or otherwise, any breach of rule 16.5(a) or rule 16.5(b) by a Councillor may be dealt with under rule 14.3.

17. Chief Executive

17.1 Appointment of Chief Executive

The Council must appoint a Chief Executive of the Club on such terms and conditions, including remuneration, as determined by the Council.

17.2 Duties of Chief Executive

The Chief Executive's role will be to:

- (a) generally manage the affairs of the Club under the directions of the Council and the terms and conditions of the Chief Executive's employment; and
- (b) report to the President.

18. Auditor

18.1 Appointment of Auditor

- (a) An Auditor is to be appointed by Members in an Annual General Meeting.
- (b) The Auditor will hold office until removal by a resolution of the Club in a General Meeting or resignation in writing to the Chief Executive.
- (c) If an Auditor ceases to hold office prior to the conclusion of the period of their appointment, the Council must appoint a person to hold office as an interim Auditor until the next Annual General Meeting.

18.2 Audit of Club's Accounts

Within 6 months after the end of each Financial Year the Club must prepare a financial report which:

- (a) gives a true and fair view of the financial position and performance of the Club;
- (b) complies with the accounting standards;
- (c) must be audited in accordance with the provisions of the Act; and
- (d) is presented to the Annual General Meeting along with the Auditor's report on the financial report.

19. Notices

19.1 Method of Service of Notices

In addition to any other form of service permitted by the Act, any notice required to be given under these Rules or the By-Laws to any Member or person is deemed to be properly and sufficiently given if:

- (a) personally delivered;
- (b) sent by pre-paid post to the Member at the Member's address appearing in the Membership Register as notified from time to time, or such address or registered office of the person as notified to the Council from time to time;
- (c) published in the Club's official publication;
- (d) published in a daily or weekly newspaper published in Perth or in such other publication as the Council may determine;
- (e) sent by email to an email address nominated by the Member for the purpose of service notices on the Member;
- (f) published on the Club's website;
- (g) given by any other legally permissible means determined by the Council and set out in the By-Laws; or

- (h) given by a combination of any two or more methods as set out in rules 19.1(a) to 19.1(g).

19.2 Time of Service of Notice

A notice is deemed to have been received by a Member or person if:

- (a) personally delivered, on the day of delivery;
- (b) served by pre-paid letter, on the day following that upon which it is posted;
- (c) given by advertisement, on the day of the publication of the Club's official publication or newspaper or other publication in which it appears;
- (d) served by email, 5 hours after the time sent (as recorded on the device from which the sender sent the email) unless the sender receives an automated message that the email has not been delivered;
- (e) given by publishing on the Club's website, on the date that the notice is published on the Club's website; or
- (f) sent by any other means, as determined by the Council and set out in the By-Laws.

20. Common Seal and Executing Documents

20.1 Common Seal

- (a) The common seal of the Club is to be kept by the Chief Executive at the Registered Office and must not be used other than by resolution of the Council.
- (b) Every document to which the common seal is required to be affixed must be countersigned by the President and the Chief Executive, or the person or persons acting in those positions.

20.2 Execution of Documents without Common Seal

The Club may execute a document, which does not require the common seal to be affixed, if the document is signed by:

- (a) 2 Councillors; or
- (b) 1 Councillor and a person authorised by the Council; or
- (c) the Chief Executive; or
- (d) the person or persons acting in the positions referred to under rule 20.2(a) or 20.2(b),

in accordance with Council Policy.

21. Custody of books and securities

The books and any securities of the Club must be kept by the Chief Executive at the Registered Office.

22. Inspection of records and documents

- (a) In accordance with the requirements of the Act, a Member may inspect the:
 - (i) Rules of the Club;
 - (ii) Membership Register; and
 - (iii) record of Councillors.
- (b) The Club may require a Member who requests a copy of, or wishes to make a copy of, or take an extract from, the Membership Register to provide a statutory declaration setting out the purpose for which the request is made or the copy or extract is required and declaring that the purpose is connected with the affairs of the Club.
- (c) A Member must not use or disclose the information on the Membership Register:
 - (i) to contact or send material to the Club or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee; or
 - (ii) for any other purpose, unless the purpose:
 - A. is directly connected with the affairs of the Club; or
 - B. is related to the administration of the Act.

23. Power of Attorney

- (a) The Council may, by writing under the common seal of the Club, empower any 2 persons, either generally or in respect of a specified matter, as its agent or attorney to execute instruments (including deeds):
 - (i) for any period specified in the instrument conferring the authority; or
 - (ii) if no period is specified, until notice of the revocation or termination of their authority has been given to the person dealing with them.
- (b) An instrument signed by 2 agents or attorneys on behalf of the Club is binding on the Club and has the same effect as if it were executed under the common seal of the Club.

24. Alteration of Rules

These Rules may only be amended, repealed or replaced by Special Resolution passed at a General Meeting called for that purpose and the notice of General Meeting must set out the wording of the proposed Special Resolution.

25. Winding Up

25.1 Voluntary Winding Up

Subject to the Act, the Club may be wound up or have its incorporation cancelled by a Special Resolution passed at a General Meeting.

25.2 Surplus Property

- (a) If upon the winding up or cancellation of the incorporation of the Club there remains after satisfaction of all debts and liabilities, any property, the surplus property must not be paid to or distributed among Members or former Members.
- (b) The surplus property must be given or transferred to another organisation of the type set out under the Act which:
 - (i) has similar objects;
 - (ii) is not carried out for the purposes of profit or gain to the individual members of the association; and
 - (iii) is to be determined by Special Resolution of the Members.

26. Transitional Provisions

26.1 Former Rules of the Club

The adoption of these Rules will not affect anything done or permitted under the former rules of the Club, or any right or title accrued, or obligation or liability incurred, or duty or restriction imposed before the adoption of these Rules and will not interfere with the prosecution or affect the course or validity of any legal proceedings pending, or otherwise, under the former rules of the Club.

26.2 Former Resolutions and By-Laws

All resolutions of the Council and all By-Laws made under the former rules of the Club and in force or current at the time of the adoption of these Rules are to continue in full force and effect and may be rescinded, amended or repealed by the Council at any time.