

Energy West Social Club Inc

Constitution



SEPTEMBER 2010

*This is the Annexure of 18
pages marked "A" referred to
in form 5 signed by me dated
13 October 2010.*

ENERGY WEST SOCIAL CLUB CONSTITUTION

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1. Name

The name of the Club shall be “Energy West Social Club Incorporated”, hereinafter called the Club.

The registered office of the Social Club shall be 1st Floor 132 Murray Street Perth WA 6000, GPO Box L921 Perth WA 6842.

2. Definitions

In these rules, unless the contrary intention appears –

- “the Act” means the Associations Incorporations Act 1987;
- “Annual general meeting” is the meeting convened under paragraph (b) of rule 17 (1);
- “Board meeting” means a meeting referred to in rule 16;
- “Board member” means person referred to in paragraph (a), (b), (c) or (d) of rule 10 (1);
- “Board” means the Board of Management of the Club referred to in rule 10 (1);
- “Club” means the Club referred to in rule 1;
- “Convene” means to call together for a formal meeting;
- “Family member” means all persons referred in Rule 5 who are members of the immediate family of a Club Member;
- “Financial year” means a period not exceeding 15 months fixed by the Board, being a period commencing on the date of incorporation of the Club and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;
- “General meeting” means a meeting to which all members are invited;
- “Member” means member of the Club, who are Club, Club Associate, Honorary and Life Members;
- “Office Manager” means the person responsible for the day to day administration of the Club;
- “Ordinary resolution” means resolution other than a special resolution;
- “Poll” means voting conducted in written form (as opposed to a show of hands);
- “President” means -
 - (a) in relation to the proceedings at meetings, the person presiding at the meetings in accordance with rule 11; or
 - (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10 (1) or, if that person is unable to perform his or her Functions, the Vice President;
- “SECWA” means The State Energy Commission of Western Australia;
- “Special resolution” has the meaning given by section 24 of the Act;

- “Special general meeting” means a general meeting other than the annual general meeting;
- "Treasurer" means the Treasurer referred to in paragraph (c) of rule 10 (1);
- "Vice-President" means the Vice-President referred to in paragraph (b) of rule 10 (1);
- “WPC” means Western Power Corporation.

3. Objects of Club

The objectives of the Club shall be to:

- (a) Promote good fellowship among all members and to promote harmonious relations with Member’s employers.
- (b) Organise social events and activities.
- (c) To procure and hold land and property in title for the benefit of members, all such property to be held in the name of the Club.

The property and income of the Club shall be applied solely towards the promotion of the objects of the Club 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 the Club

The powers conferred on the Club are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Club may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may –

- (a) acquire, lease, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money -
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Club;
- (d) borrow money upon such terms and conditions as the Club thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- (f) appoint agents to transact any business of the Club on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Club.
- (i) amalgamate, operate, affiliate and enter into reciprocal arrangements with any other Social Club or Association having objects wholly or in part similar to those of the Club;
- (j) appoint, employ, dismiss or suspend staff and servants in accordance with these Rules;

- (k) determine the value of damage to or loss of property of the Club and require the member causing such damage or loss forthwith to compensate the Club the value of the damage or loss at the discretion of the Board;
- (l) suspend or refuse membership;
- (m) do all things as are incidental or conducive to the attainment of its objects;
- (n) do all things that will maintain the good reputation of the Club

5. Qualifications for Membership of Club

Membership of the Club is open to-

Club Members

Any person employed on a full time and continuous or permanent part time basis by any successor in title of SECWA and WPC, to which or to whom some or all of SECWA's and WPC's powers and functions or duties have been or will be transferred assigned or undertaken.

Any person employed on a full time and continuous or permanent part time basis by the Club.

The employer of a Club Member to be requested to provide the Club with an annual financial contribution, set by the Board, in August of each year. If the employer ceases to provide financial support to the Club the Club Member may not be entitled to any discount of their contributions.

All applications for membership shall be in writing, for determination and approval by the Club.

Club Associate Member

Any person (not being an incorporated or unincorporated body or a firm) who is engaged either in a personal capacity or who is an employee of a body or firm which is engaged to provide advice and/or services on a full time and continuous or permanent part time basis by: successors to SECWA and WPC, or the Club and who in the opinion of the Board appears to have a genuine interest in furthering the objects of the Club.

Former employees of successors to SECWA and WPC or the Club.

Members of the immediate family of the Club or Club Associate Member.

For the purpose of this Clause, "immediate family" shall mean the spouse, children, parents of the Club or Club Associate Member or former employee.

All applications for membership shall be in writing, for determination and approval by the Club.

The employer of a Club Associate Member to be requested to provide the Club with an annual financial contribution, set by the Board, in August of each year. If the employer ceases to provide financial support to the Club the Club Member may not be entitled to any discount of their contributions.

Rejection of Membership Application

An applicant whose application for membership of the Club is rejected must, if he or she wishes to appeal against that decision, give notice to the Club of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.

When notice is given under the above, the Club at a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Board 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 Club at the general meeting.

Honorary Members

Any Member who becomes fully and permanently retired from employment from the successors to SECWA and Western Power Corporation and, having completed not less than ten (10) years membership of the Club, shall be deemed an Honorary Member.

Any Member who becomes fully and permanently retired from employment from the successors to SECWA and Western Power Corporation on the grounds of ill health shall be deemed to be an Honorary Member irrespective of the period of their membership of the Club.

Life Members

Any Member may be considered for Life Membership of the Club who satisfies the following:

1. Twelve (12) years active service on the Board (previously known as the Management Committee) or Country Subsection Committee or Depot Representatives.
2. (a) Five (5) years service on the Board (previously known as the Executive Committee) of the Club, or
(b) Outstanding service to the Club deemed to be equivalent to (a) by the Board.

Note: Items (1) and (2) may be accumulated concurrently but need not be continuous service.

Life Membership shall be determined at the Annual General Meeting on the recommendations of the Board.

6. Register of Members of Club

- (1) The Club, must keep and maintain in an up to date condition a register of the members of the Club and their postal or residential addresses and, upon the request of a member of the Club, shall make the register available for the inspection of 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.
- (2) The register must be so kept and maintained at the Club's registered address, or at such other place as the members at a general meeting decide.
- (3) The Club must cause the name of a person who ceases to be a member to be deleted from the register of members referred to in sub-rule (1).

7. Subscriptions of Members of Club

- (1) A membership subscription shall be payable by Club and Club Associate Members. Honorary and Life Members may not be required to pay a membership subscription.
- (2) The membership subscription shall be determined from time to time by the Board on the recommendation of the Treasurer, and made by payroll deduction or annually in advance.
- (3) The membership subscription may be discounted where a member's employer makes a contribution of funds to the Club.
- (4) The obligation to pay the membership subscription may, on application by the member to the Club, be suspended during such period during which the member is not in receipt of pay, and such suspension shall not affect the rights and entitlements of the member.
- (5) The Board may determine alternative methods of payment of subscriptions.

8. Unfinancial Members

- (1) A Member will be deemed to be unfinancial if any membership subscription due to the Club has not been paid to the Club within two calendar months from the date upon which payment was due (except where rule 7.4 applies).
- (2) A Member who becomes unfinancial shall cease to be a member of the Club and shall be removed from the Register of Members.

9. Suspension or Expulsion of Members of the Club

- (1) If the Board considers that a member should be suspended or expelled from membership of the Club because his or her conduct is detrimental to the interests of the Club, the Board 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 Board 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 Board meeting referred to in paragraph (a).
- (2) At the Board meeting referred to in a notice communicated under sub-rule (1), the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel or decline to suspend or expel that member from membership of the Club and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- (3) When a member has his or her membership suspended or ceases to be a member, this will occur on the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).

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

10. The Board of Management

- (1) The affairs of the Club will be managed exclusively by a Board consisting of:
- (a) a President;
 - (b) a Vice-President;
 - (c) a Treasurer; and
 - (d) not less than five (5) other persons,
- all of whom must be members of the Club.
- (2) The election of the Board shall be announced at Annual General Meetings, and terms of Office shall commence from the Annual General Meeting at which the elected Board Members were announced.
- (3) The club shall advertise not less than twelve (12) weeks prior to each Annual General Meeting all Positions on the Board, which are due to fall vacant.
- (4) Any Member, Associate, Honorary or Life Member of the Club may nominate for a position on the Board (subject to the provisions of Rule 14 - Terms of Office) and shall submit their nomination in writing to the Club not less than eight (8) weeks before the next Annual General Meeting.
- (5) Every nomination must be seconded by a Member of the Club.
- (6) Where not more than one nomination is received for each position to be filled, that nominee shall be deemed to be elected unopposed.
- (7) After all nominations have been received, and where more than one candidate has nominated for membership of the Board, the Club shall arrange for the printing of ballot papers identifying the Position to be filled and listing nominees in alphabetical order.
- (8) The Club shall administer the election in accordance with the Club's Standing Orders.
- (9) The President shall declare the result of the election at the next Annual General Meeting.
- (10) The Annual General Meeting may resolve to fill any vacant Position to which no candidate nominated.
- (11) If vacancies remain on the Board after the declaration, additional nominations of Board 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 Board. Where the number of nominations from the floor

exceeds the remaining number of vacancies on the Board, elections for those positions must be conducted.

- (12) If a vacancy remains on the Board after the application of sub-rule (11), or when a casual vacancy occurs in the membership of the Board –
- (a) the Board 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 Board, at the next annual general meeting.
- (13) The Board may delegate, in writing, to one or more sub-committees (consisting of such member or members of the Club as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than –
- (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Act or any other law.
- (14) Any delegation under sub-rule (13) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.
- (15) The Board may, in writing, revoke wholly or in part any delegation under sub-rule (14).
- (16) Any Board Member may nominate for the office of President and will be elected by majority of vote of Board Members.
- (17) The President will appoint Board Members to the positions of Vice President, Treasurer, Portfolio Chairpersons and any other positions deemed necessary.

11. President and Vice-President

- (1) Subject to this rule, the President must preside at all meetings.
- (2) In the event of the absence from a meeting of –
- (a) the President, the Vice-President will preside at the meeting: or
 - (b) if both the President and the Vice-President are absent, a member elected by the other Board Members present at the meeting, must preside at the meeting.

12. The Club

The Club must –

- (a) co-ordinate the incoming and outgoing correspondence;
- (b) keep full and correct minutes of the proceedings of the Board and of the Club;
- (c) comply on behalf of the Club with –
 - (i) section 27 of the Act with respect to the register of members of the Club, 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 Club and, upon the request of a member of the Club, 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 Club provided for by these rules, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the Club under rule 25; and
 - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Club, and the Club must, upon the request of a member of the Club, 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 meeting, have custody of securities, land titles, all books, documents, records and registers of the Club, including those referred to in paragraph (e) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer.

13. Treasurer

The Treasurer must comply on behalf of the Club with sections 25 and 26 of the Act with respect to the accounting records of the Club by –

- (i) keeping such accounting records as correctly recorded and explain the financial transactions and financial position of the Club
- (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Club to be prepared from time to time;
- (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Club to be conveniently and properly audited; and

- (iv) submitting to members at each annual general meeting of the Club accounts of the Club showing the financial position of the Club at the end of the immediately preceding financial year.

14. Terms of Office

- (1) The President shall hold Office for a two (2) year term and shall be eligible for re-election by the Board Members without restriction on the number of succeeding terms to which he/she may be elected.
- (2) Positions appointed by the President, in accordance with Rule 10 (17), shall hold that position at the discretion of the President.
- (3) Members of the Board shall be elected for two (2) years, and elections shall be so arranged that half the Members shall retire in alternate years. Members of the Board shall be eligible for re-election without any restriction on the number of succeeding terms to which they may be elected.

15. Casual Vacancies in Membership of Board

A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member –

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Board member is the President, to the Vice-President and that resignation is accepted by resolution of the Board;
- (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) three (3) consecutive Board meetings; or
 - (ii) three (3) Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings; of which meetings the member received notice, and the Board has resolved to declare the office vacant;
- (f) ceases to be a member of the Club; or
- (g) is the subject of a resolution passed by a special or annual general meeting of members terminating his or her appointment as a Board member.

16. Proceedings of Board

- (1) The Board must meet for the dispatch of business not less than six (6) times in each year and the President, or at least half the members of the Board, may at any time convene a meeting of the Board.
- (2) Each Board member has a deliberative vote.
- (3) A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board meeting will have a casting vote in addition to his or her deliberative vote.
- (4) At a Board meeting four (4) Board members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Board meeting must be determined by the Board members present at the Board meeting.
- (6) As required under sections 21 and 22 of the Act, a Board member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the Club is established), must –
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
 - (b) not take part in any deliberations or decision of the Board with respect to that contract.
- (7) Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board is an employee of the Club.
- (8) The Club must cause every disclosure made under sub-rule (6) (a) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.

17. Meetings

- (1) The Board –
 - (a) may at any time convene a special general meeting;
 - (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within four (4) months after the end of the Club's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and
 - (c) must, within 30 days of (i) receiving a request in writing to do so from not less than 15 members, convene a special general meeting for the purpose specified in that request; or (ii) the Club receiving a notice under rule 9 (4), convene a special general meeting to deal with the appeal to which that notice relates.

- (d) must, after receiving a notice under rule 5 (1), 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 Club at that next annual general meeting in relation to the Board's rejection of his or her application and the Club at that meeting must confirm or set aside the decision of the Board.
- (2) The members making a request referred to in sub-rule (1) (c) (i) must –
 - (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to –
 - (a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
 - (b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may convene a special general meeting as if the member was the Board.
- (4) When a special general meeting is convened under sub-rule (3) (a) or (b) the Club must pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (7), the Club 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 special general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the special general meeting concerned and of the order in which that business is to be transacted.
- (6) Subject to sub-rule (7), the Club 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, the consideration of the accounts and reports of the Board;
 - (ii) second, the election of Board members to replace outgoing Board members; and
 - (iii) third, any other business requiring consideration by the Club at the general meeting.
- (7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Club 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.
- (8) The Club must give a notice under sub-rule (5), (6) or (7) by –
 - (a) posting a note on the Club internet site; and
 - (b) placing notices on notice-boards at all member's work places and the Club; or

- (c) serving it on a member personally; or
 - (d) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under Rule 6.
- (9) When a notice is given, sent or posted under sub-rule (8), the notice will be deemed to be properly effected.

18. Quorum and Proceedings at Special and Annual General Meetings

- (1) At a special or annual general meeting 15 members present in person constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a special or annual general meeting in a notice given under rule 17 (5) or (6) –
- (a) as a result of a request or notice referred to in rule 17 (1) (c) or as a result of action taken under rule 17 (3) a quorum is not present, the special or annual general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the special or annual 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 special or annual general meeting as if a quorum were present.
- (4) The President may, with the consent of a special or annual general meeting at which a quorum is present, and must, if so directed by such a special or annual general meeting, adjourn that meeting from time to time and from place to place.
- (5) There must not be transacted at an adjourned special or annual general meeting any business other than business left unfinished or on the agenda at the time when the meeting was adjourned.
- (6) When a special or annual general meeting is adjourned for a period of 30 days or more, the Club must give notice under rule 17 of the adjourned meeting as if that meeting were a fresh special or annual general meeting.
- (7) At a special or annual general meeting –
- (a) a Club resolution put to the vote will be decided by a majority of votes cast on a show of hands, 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 special or annual general meeting that a resolution has been passed as a Club resolution at the meeting will be evidence of that fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).

- (9) At a special or annual general meeting, a poll may be demanded by the President or by three or more members present in person 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 a Club 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.

19. Minutes of Meetings of Club

- (1) The Club must cause proper minutes of all proceedings of all meetings to be taken and then to be entered within 30 days after the holding of each meeting, as the case requires, in a minute book kept for that purpose.
- (2) The President must ensure that the minutes taken of a meeting under sub-rule (1) are checked and signed as correct by the President of the meeting to which those minutes relate or by the President of the next succeeding 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 meeting to which they relate 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.

20. Voting Rights of Members of the Club

Subject to these rules, each member present in person or by proxy at an annual, general or special general meeting is entitled to a deliberative vote. Where the votes cast on any question are equal, then the President shall exercise a casting vote.

21. Organisation of Country Groups

Groups shall be formed consisting of members employed at any location outside the Perth metropolitan area.

Country groups consisting of not less than six (6) members may, on written application to, and with the approval of, the Board, be constituted as Country Sub-sections.

Groups consisting of fewer than six (6) members may, on written application to, and with the approval of, the Board be constituted as Country Groups, but shall not constitute Country Sub-sections.

Groups constituted as Country Sub-sections shall -

- (a) elect their own President, Vice President and Treasurer, who shall be the Officers, and constitute the Committee of the Country Sub-section.
- (b) elect a committee who shall be responsible for the management of the Sub-section's affairs and will conduct meetings as required and organise the activities of the Sub-section.

The officers of a Sub-section Committee shall hold office for two (2) years, and members of a Sub-Section Committee for one (1) year, and shall be eligible for re-election without restriction on the number of terms that may be served consecutively.

Country Sub-sections shall be free to determine the form that elections shall take, save that the procedure shall provide all members of the Sub-section with an equal opportunity to vote.

On petition of not less than one quarter of the members of any Country Sub-section, the Committee may carry out an investigation into an election that has been held. Where the Committee is satisfied that the election has not been conducted in a manner, which allowed all members an equal opportunity to vote, the Committee shall declare the election null and void and shall conduct and supervise a new election.

Country Sub-sections shall open a banking account in the name of Energy West Social Club Incorporated (Town name), with any two (2) of three (3) Officers as signatories empowered to operate the account.

Country Sub-sections and Country Groups shall be responsible for the expenditure of monies received from the Club or raised through the activities of the Sub-section or Group.

The Club shall make an annual financial allocation to each Country Sub-section and Country Group.

22. Rules of the Club

- (1) The Club 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 Club may alter its rules by special resolution but not otherwise;
 - (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 Club), the Club 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 Board of Management certifying that the resolution was duly passed as a special resolution and that the rules of the Club as so altered conform to the requirements of this Act;
 - (c) An alteration of the rules of the Club does not take effect until sub-rule (1) (b) is complied with;
 - (d) An alteration of the rules of the Club having effect to change the name of the Club 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 Club having effect to alter the objects or purposes of the Club 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 Club to the same extent as if every member and the Club had signed and sealed these rules and agreed to be bound by all their provisions.

23. Rights of Members

- (1) Members shall be entitled to all the benefits of membership including the right to speak and vote at meetings, the right to vote at elections and the right to hold an Office in the Club.
- (2) Any change of name of the Club shall not affect the status or entitlement of any member of the Club.

24. Finance

- (1) An account or accounts shall be opened in the name of the Energy West Social Club Incorporated with a Bank, Building Society or Credit Union which shall be operated by any two (2) of four (4) signatories consisting of the President, Treasurer, and two (2) Office Staff.
- (2) The Board shall, subject to the approval of an Annual General Meeting or Special General Meeting, be empowered to borrow monies for the purpose of acquiring or improving land, property or other assets for the benefit of members.
- (3) The Board shall be empowered to apply the reserves of the Club towards the purchase or improvement of land, property or assets or for any other purpose consistent with the stated objects of the Club.

25. Common Seal of Club

- (1) The Club must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Club must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book referred to in rule 19.
- (3) The affixing of the common seal of the Club must be witnessed by any two of the President, Vice President, the Office Manager and the Treasurer.
- (4) The common seal of the Club must be kept in the custody of the Club.

26. Inspection of Records, etc. of Club

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

27. Audit

- (1) An external Auditor shall be appointed each year by the Board.
- (2) The Auditor will audit the Annual Balance Sheet and Statement of Income and Expenditure, and shall carry out such further audits as may be determined jointly by the Board and the Auditor.

28. 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 Club; or
 - (c) if the Club provides services to non-members, those non-members who receive services from the Club, and the Club.
- (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 Board of the Club;

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

29. Distribution of Surplus Property on Winding up of Club

If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another Club incorporated under the Act or charitable purposes and which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which Club shall be determined by resolution of the members.