

Constitution

Of the

Polish Club General
W. Sikorski
Western Australia Inc.

Registered No: A0650067E

This is Revision K approved by the SGM 24 June 2023.

Approved by WA Government DMIRS, Consumer Protection 19 October 2023.

1. Introduction

1.1. The name of the Club shall be:

Polish Club General W. Sikorski Western Australia Inc.

Referred to hereafter as the “Club”

1.2. The Club is non-political and non-sectarian and non-profit making organisation.

2. Objectives

2.1. To foster, maintain and promote Polish cultural, social and educational activities and thus contribute to development of Australian culture

2.2. To raise such funds as are necessary for the promotion of the above activities

2.3. To raise funds for charitable causes and to assist in any welfare activities

2.4. To raise funds to maintain and improve Club’s facilities

3. Not-For-Profit Body

3.1. The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.

3.2. A payment may be made to a member out of the funds of the Club only if it is authorised under subrule (3.3).

3.3. A payment to a member out of the funds of the Club is authorised if it is —

- (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
- (b) the payment of interest, on money borrowed by the Club from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
- (c) the payment of reasonable rent to the member for premises leased by the member to the Club; or
- (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club
- (e) any payment to a member of the Management Committee from the funds of the Club must be first authorised by a resolution of the association.

4. Membership

A person who wants to become a member must apply in writing to the Club.

The application must include a member’s nomination form of the applicant for membership. The application must be signed by the applicant and two current Members nominating the applicant (as per section 5.1).

The Management Committee must consider each application for membership of the Club and decide whether to accept or reject the application and which class of membership to award.

Decision regarding acceptance and class of membership or rejection of the application belongs to the Committee. The Committee is not required to give the applicant its reasons for the decision.

4.1. There shall be six categories:

(a) Ordinary Members

Anyone with an interest in the objectives of the Club can become an Ordinary Member by application to the Management Committee. Membership commences with the payment of the first subscription and ceases when six months in arrears.

(b) Honorary Members

Honorary membership may be conferred for outstanding contribution to the Club or its declared objectives. Honorary membership can only be conferred by the Management Committee at the Annual General Meeting or General Sikorski Memorial Day. Honorary Members have the same rights as Ordinary Members. Honorary Members are exempt from subscription fees.

(c) Corporate Members

Institutions, associations, companies and other similar bodies that wish to support the Club and its objectives, may become Corporate Members by paying an annual fee of at least ten (10) times the value of subscription of Ordinary Members. Corporate Members are not eligible for election to the Management Committee, nor shall they be entitled to vote at any meeting of the Club. The rights and privileges of Corporate Members shall be that as determined by the Management Committee from time to time

(d) Temporary Members

A person who is on any day visiting the club as a member or an official of another club:-
i. that is to engage in a pre-arranged event with the host club conducted for the purposes of one of the host club's principal objects; or
ii. that is to hold a pre-arranged function at the host club involving the use of the host club's sporting facilities.

may be taken to be a person who is accorded Temporary Membership on that day.

(e) Associate Members

An Associate Member has the rights referred to in subrule (a) other than full voting rights. Associate Members are not eligible for election to the Management Committee, nor shall they be entitled to vote at any meeting of the Club.

(f) Guests

Guest is any person visiting the Club as a guest of a Member. The maximum number of guests per Member per day for the purposes of section 48(4)(b) of the Act (Liquor Control Act 1988) is five (5).

4.2. The Management Committee reserves the right of acceptance of all new members

4.3. With the exception of Corporate Members, Temporary Members, Associate Members and Guests all Ordinary and Honorary Members have the right to vote and the use of all facilities on such terms as the Management Committee may determine

4.4. Member suspension

(a) If in the opinion of Management Committee any member acts towards the detriment of the Club, the Management Committee reserves the right to suspend that person's membership and any privileges attached

(b) The suspended member shall have the right to appeal to the Annual General Meeting or Special General Meeting, which may confirm the Management Committee's resolution

and that member thereupon ceases to be a member of the Club, or reject the Committee's resolution and member shall be reinstated

4.5. The Club shall keep an up to date register of members in respect of each class of membership. This register must be continually available for inspection at the club premises.

4.6. When membership ceases

- (a) A person ceases to be a member when any of the following takes place —
 - i. for a member who is an individual, the individual dies;
 - ii. for a member who is a body corporate, the body corporate is wound up;
 - iii. the person resigns from the Association under rule 4.7;
 - iv. the person is expelled from the Association under rule 4.4(a);
 - v. the person ceases to be a member under rule 5.4.
- (b) The secretary must keep a record, for at least one year after a person ceases to be a member, of —
 - i. the date on which the person ceased to be a member; and
 - ii. the reason why the person ceased to be a member.

4.7. Resignation

- (a) A member may resign from membership of the Club by giving written notice of the resignation to the secretary.
- (b) The resignation takes effect —
 - i. when the secretary receives the notice; or
 - ii. if a later time is stated in the notice, at that later time.
- (c) A person who has resigned from membership of the Club remains liable for any fees that are owed to the Club (the *owed amount*) at the time of resignation.
- (d) The owed amount may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

4.8. Rights not transferable.

The rights of a member are not transferable and end when membership ceases.

5. Nominations and Subscriptions

- 5.1. All applications for membership must be made on the Club's prescribed form. The application shall be signed by the nominator and seconder whom both are existing members of the Club and are of at least 12 months standing. The application shall be referred to the Management Committee for its consideration.
- 5.2. The application shall be accompanied by a nomination and subscription fee as determined by the Management Committee from time to time
- 5.3. Members of the Club shall be required to pay an annual subscription fee of an amount as set from time to time by the Management Committee
- 5.4. Renewal of membership shall be made by the payment of an annual subscription fee no later than 30th June of each year. All subscriptions cover the calendar year and membership terminates when the annual subscription is not paid by the 30th June

6. Dealing with Disputes

- 6.1. Parties to attempt to resolve dispute between members or between one or more members and the Club (parties)

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

6.2. Dealing with disputes

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 6, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
 - i. the parties to the dispute; and
 - ii. the matters that are the subject of the dispute.
- (b) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (c) The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (d) The notice given to each party to the dispute must state —
 - i. when and where the committee meeting is to be held; and
 - ii. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.

6.3. Determination of dispute by Committee

- (a) At the committee meeting at which a dispute is to be considered and determined, the committee must —
 - i. give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - ii. give due consideration to any submissions so made; and
 - iii. determine the dispute.
- (b) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.

7. Annual General Meeting

- 7.1. The Annual General Meeting ("AGM") shall be held within six months after the end of the Financial Year.
- 7.2. The Annual General Meeting shall be called by the Management Committee.
- 7.3. Written notice of the Annual General Meeting shall be given or sent to each member no later than 2 weeks before the Annual General Meeting.
- 7.4. Elections for the President and Management Committee shall be held every two years.

8. Annual General Meeting in Non-Election Years

- 8.1. In non-election years Annual General Meeting shall have order of proceedings as follow:
 - (a) Minutes of previous Annual General Meeting
 - (b) President's Annual Report
 - (c) Treasurer's Annual Report
 - (d) Social Committees' Annual Report (if any)
 - (e) Sub-Committees' Annual Report (if any)
 - (f) Auditing Committee Annual Report

- (g) Motions of which notice have been given
- (h) General business

9. Annual General Meeting in Election Years

- 9.1. Only those persons who are members for the year prior Annual General Meeting shall be eligible to vote at the Annual General Meeting in election years
- 9.2. The quorum for the Annual General Meeting shall be one-quarter of all the members of the Club
- 9.3. If no quorum is present at the start of the Annual General Meeting, it shall be postponed for a period of thirty (30) minutes. After that time the Annual General Meeting may commence regardless of the number of members present and all decisions made at this meeting shall be valid
- 9.4. The decisions of the Annual General Meeting shall be adopted by ordinary majority vote
- 9.5. The President of the Club shall open the Annual General Meeting and shall immediately conduct election of the Chairperson of the Meeting. The elected Chairperson shall then conduct the election of the Secretary of the Meeting and two (2) Returning Officers. Voting shall be carried out by upraised hands
- 9.6. Election of Office Bearers shall be carried out by upraised hands
- 9.7. In the Election Years Annual General Meeting shall have order of proceedings as follow:
 - (a) Opening of the Annual General Meeting by outgoing President
 - (b) Election of the Chairperson of the Meeting, Secretary, two Returning Officers
 - (c) Minutes of previous Annual General Meeting by outgoing Secretary
 - (d) President's Annual Report
 - (e) Treasurer's Annual Report
 - (f) Sub-Committees' Annual Report (if any)
 - (g) Auditing Committee Annual Report
 - (h) Discussion of members regarding Reports
 - (i) Vote of acceptance of accounts of outgoing Management Committee
 - (j) Suggestions and proposals for selection of new Office Bearers
 - (k) Election of the Club President
 - (l) Short break in proceedings (tea, coffee)
 - (m) New President presides over the Election of the Office Bearers (Management Committee)
 - (n) Motions of which notice have been given
 - (o) Anticipated plan for the next 2 years – incoming President
 - (p) General business
 - (q) Closing – Chairperson of the Meeting

- 9.8. At the Annual General Meeting the standing order and rules of debate as contained herein shall apply.
- (a) The Chairman of the Meeting shall be heard in silence and without interruption and when he rises during debate all discussion shall cease.
 - (b) The Chairman shall maintain order, and may at any time adjourn a Meeting which, in his opinion, has become disorderly for such period as he may deem fit.
 - (c) The Chairman shall:
 - i. Reject any motion which is inconsistent with the Constitution of the Club regulations; and
 - ii. Interpret procedural matters not dealt with in these regulations.
 - (d) When two or more members indicate their desire to speak, the Chairman shall call upon that member who, in his opinion, first indicated his intention to speak.
 - (e) Members obligations:
 - i. A member shall address his remarks to the Chairman in restrained and courteous language relevant to the matter under discussion.
 - ii. Members shall respect the authority of the Chairman at all times
 - iii. No member shall use offensive or objectionable language.
 - iv. No member shall behave in a disorderly manner.
 - v. Any member who contravenes the provisions of this section may be expelled on the Chairman's ruling that the offensive member leave the room.
 - (f) All business shall be by way of motion that is affirmative in character.
 - (g) A motion of amendment not seconded, shall be neither discussed or nor recorded in the minutes.
 - (h) The Chairman may direct that any motion or amendment be put in writing, and handed to the person recording the minutes.
 - (i) Relevant questions may be accepted by the Chairman at any time.
 - (j) Explanations may be voiced at the discretion of the Chairman.
 - (k) No member shall interrupt another while the latter is speaking, except to raise a point of order, or to move that the speaker no longer be heard.
- 9.9. Minutes of the Annual General Meeting shall be taken by the Secretary of the Meeting. Such minutes shall be signed by the Secretary and the Chairperson of the Meeting and shall be submitted to the new Management Committee no later than two weeks following the date of the Annual General Meeting

10. Management Committee

- 10.1. The management of the Club shall be vested in the Management Committee which shall be inclusive of but not limited to:
- (a) The President
 - (b) Two Vice-Presidents
 - (c) Secretary, Deputy Secretary
 - (d) Treasurer, Deputy Treasurer
 - (e) Property Manager, Deputy Property Manager
 - (f) Bar Manager
 - (g) Development Manager
 - (h) Sales & Marketing Manager
 - (i) Social Committee – minimum 1 member

- (j) Auditing Committee – 3 members
- (k) Ordinary Committee members – minimum 1

10.2. The Management Committee shall be elected every two years by the Annual General Meeting and hold office until the next election

10.3. Casual vacancies on the Management Committee shall be filled at the discretion of the Committee

11. Powers of The Management Committee

11.1. Committee

- (a) The committee members are the persons who, as the management committee of the Club, have the power to manage the affairs of the Club.
- (b) Subject to the Associations Incorporation Act, this Constitution, the by-laws (if any) and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Club.
- (c) The committee must take all reasonable steps to ensure that the Club complies with the Act, these rules and the by-laws (if any).

11.2. Composition of Committee and duties of members

- (a) The following are the office holders – the Executive Committee of the Club —
 - i. The President;
 - ii. Two Vice Presidents;
 - iii. The Secretary;
 - iv. The Treasurer.
 - v. The Bar Manager
- (b) President has the following duties
 - i. It is the duty of the President to consult with the Secretary regarding the business to be conducted at each committee meeting and general meeting.
 - ii. The President has the powers and duties relating to convening and presiding at committee meetings and presiding at General Meetings provided for in this Constitution.
 - iii. The President has the powers and duties relating to everyday running of the Club in good faith and in the best interests of the Club and for a proper purpose.
 - iv. The President must not improperly use vested in him/her power to cause detriment to the Club.
- (c) The Secretary has the following duties
 - i. dealing with the Club's correspondence;
 - ii. consulting with the President regarding the business to be conducted at each committee meeting and general meeting;
 - iii. preparing the notices required for meetings and for the business to be conducted at meetings;
 - iv. unless another member is authorised by the committee to do so, maintaining on behalf of the Club the register of members, and recording in the register any changes in the membership,
 - v. maintaining on behalf of the Club an up-to-date copy of this Constitution,
 - vi. unless another member is authorised by the committee to do so, maintaining on behalf of the Club a record of committee members and other persons authorised to act on behalf of the Club,

- vii. ensuring the safe custody of the books of the Club, other than the financial records, financial statements and financial reports, as applicable to the Club;
- viii. maintaining full and accurate minutes of committee meetings and general meetings;
- ix. carrying out any other duty given to the Secretary under these rules or by the committee.

(d) The treasurer has the following duties

- i. ensuring that any amounts payable to the Club are collected and issuing receipts for those amounts in the Club's name;
- ii. ensuring that any amounts paid to the Club are credited to the appropriate account of the Club, as directed by the committee;
- iii. ensuring that any payments to be made by the Club that have been authorised by the committee or at a general meeting are made on time;
- iv. ensuring that the Club complies with the relevant requirements of Part 5 of the Act;
- v. ensuring the safe custody of the Club's financial records, financial statements and financial reports, as applicable to the Club;
- vi. the Club is a tier 1 association, coordinating the preparation of the Club's financial statements before their submission to the Club's annual general meeting;
- vii. providing any assistance required by the Audit Committee conducting an audit or review of the Club's financial statements or financial report carrying out any other duty given to the treasurer under these rules or by the committee.

11.3. In addition of any powers given to the Management Committee by the Constitution, the Committee shall have the following powers:

- (a) To borrow money for all or any objects of the club on mortgage, debenture or otherwise
- (b) To rise and expend money for such purposes as the Committee in its discretion considers being for the benefit of the Club
- (c) To hold public appeals and to raise money for the purpose of the Club in such a manner as the Committee shall think fit
- (d) To appoint Sub-Committees and to delegate all or any of the powers of the Committee to such Sub-Committees
- (e) To invest and deal with monies of the Club not immediately required upon such securities and in such manner as the Committee may deem to be
- (f) To make, alter or rescind such by-laws and regulations as may be necessary for its own proceedings and those of the Club, provided that no such by-laws or regulations be made which are not consistent with these rules
- (g) To appoint delegates to represent the Club on any occasion
- (h) To appoint Members to specific positions or duties within the Club

11.4. The Management Committee meetings

- (a) The committee must meet at least 11 times in each year on the dates and at the times and places determined by the committee.
- (b) The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the committee members are elected.
- (c) Special committee meetings may be convened by the President or any 2 committee members.

- (d) The quorum for the Management Committee meetings shall be one-quarter of all the members of the Committee.
- (e) At the Management Committee meetings, the standing order and rules of debate as contained in section 9.8 shall apply.

12. Financial Administration

12.1. Financial Year means period from 1st January to 31st December

12.2. The finances of the Club shall consist of:

- (a) Member subscriptions
- (b) Proceeds from investments, hire of facilities, social functions and fund-raising functions
- (c) Donations
- (d) Grants
- (e) Any other source approved by the Committee

12.3. All finances shall be kept in bank account in the name of the Club

12.4. The President, Treasurer and other Committee Member shall be authorised to sign cheques or withdraw orders

12.5. All cheques or withdrawal orders shall bear the signatures of two of the authorised persons

12.6. The purchase and sale of any assets of the Club shall be decided by the Committee, except when such assets are under the value of \$1000.00

12.7. The income and property of the Club whencesoever derived shall be applied solely towards the promotion of its objects as set in the Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to its members providing that nothing herein shall prevent the payment in good faith or remuneration to any officer or servant of the Club for services actively rendered to the Club

13. Associated Groups

13.1. In accordance with this Constitution various "Associated Groups" may be established within the Club

13.2. Associated Groups shall at all times be bound by the Constitution of the Club

13.3. Such Associated Groups are not separate organisations, but complete subsidiaries of the Club itself

13.4. Any person who belongs to an Associated Group and desires to have voting rights within that group must be a member of the Club

13.5. Associated Groups must at all times observe the stated objectives of the Club and must not work to the detriment of the Club

13.6. Prior to formation of the Associated Group, approval must be given by the Club's Management Committee

13.7. A delegate from each Associated Group must be present at all monthly Management committee meetings. Such a delegate shall present an activity report of that group

14. Special General Meetings

14.1. A Special General Meeting, stating the business to be dealt with, may be called by:

- (a) The Management Committee
- (b) At least 20% of the members in good standing
- (c) The Committee of Auditors

- 14.2. Any Special General Meeting called as a result of a request by any of the above groups shall be held within twenty-one (21) days from the receipt by the Secretary of such a request
- 14.3. Written notice of the Special General Meeting shall be given or sent to each member no later than 2 weeks before the Special General Meeting
- 14.4. The quorum for the Special General Meeting shall be one-quarter of all the members of the Club
- 14.5. At the Special General Meetings, the standing order and rules of debate as contained in section 9.8 shall apply.

15. Committee of Auditors

- 15.1. The Annual General Meeting shall elect a Committee of Auditors to consist of:
 - (a) Chairperson of the Committee
 - (b) Two (2) Members

The committee of Auditors shall hold office for 24 months

- 15.2. The function of the Committee of Auditors shall be:
 - (a) Check all books of account within the Club at least every six (6) months and verify the expenditure
 - (b) Submit a written report to the Annual General Meeting and to recommend that the Annual General Meeting approve (or otherwise) the financial transactions made by the Management Committee

16. Inspection of Records and Documents

- 16.1. Subrule (16.2) applies to a member who wants to inspect —
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Club, under section 58(3) of the Act; or
 - (c) any other record or document of the Club.
- 16.2. The member must contact the secretary to make the necessary arrangements for the inspection.
- 16.3. The inspection must be free of charge.
- 16.4. If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- 16.5. The member may make a copy of or take an extract from a record or document referred to in subrule (16.1(c)) but does not have a right to remove the record or document for that purpose.
- 16.6. The member must not use or disclose information in a record or document referred to in subrule (16.1(c)) except for a purpose —
 - (a) that is directly connected with the affairs of the Club; or
 - (b) that is related to complying with a requirement of the Act.

17. Publication by Committee Members of Statements about Club Business Prohibited

- 17.1. A committee member must not publish, or cause to be published, any statement about the business conducted by the Club at a general meeting or committee meeting unless —
- 17.2. the committee member has been authorised to do so at a committee meeting; and

17.3. the authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.

18. Common Seal

18.1. The Club shall have a Common Seal which shall be kept in the custody of the Secretary and shall not affix to any document except by the authority of the Committee, and in the presence of at least three members of the Committee. Any document to which the Seal is affixed shall be counter-signed by the Secretary or any other member of the Committee appointed for that purpose

19. Alteration of the Constitution

19.1. The Constitution of the Club may be amended or repealed only by the Special Resolution which is passed by a 75% majority of members present and entitled to vote at the General Meeting.

19.2. Within one month after the passing of a special resolution altering the Constitution of the Club, the Secretary shall provide to the Commissioner particulars of the changes proposed. No effect will be given to the change without the prior approval of the Commissioner.

20. Dissolution of the Club

20.1. Dissolution of the Club shall be decided by a Special Resolution carried at a General Meeting. The Special Resolution to be passed by a majority of 75% members present and entitled to vote at the general meeting.

20.2. If upon dissolution or winding up of the Club there remains after the satisfaction of all its debts and liabilities and any property whatsoever, the same shall not be paid to or distributed among the members or former members of the Club but shall be given or transferred to another association incorporated under the Act having objects similar wholly or in part to objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members, or for charitable purposes which association or purposes, as case requires, shall be determined by resolution of the members.