



**RULES**

**OF**

**THE WELD CLUB**

PERTH, WA  
SEPTEMBER, 2008

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# **RULES OF THE WELD CLUB**

## **RULE I**

### **NAME, PURPOSE, FINANCING, CONSTITUTION AND INTERPRETATION**

#### **NAME**

1. The Club shall be called "THE WELD CLUB" (in these Rules referred to as "the Club").

#### **PURPOSE**

2. The Club has been established for social purposes by providing accommodation and services for members and their guests at its premises in Barrack Street, Perth and not for the purpose of making profit divisible among the members or any of them.

#### **FINANCING**

3. The Club accommodation has been provided and shall be maintained from the joint funds of the members.

#### **CONSTITUTION AND CLASSES OF MEMBERS**

4. The Club will consist of present members and gentlemen from time to time elected as members divided into the following classes:
  - (a) Life Members
  - (b) Ordinary Members
  - (c) Supernumerary Members
  - (d) Honorary Members

#### **EQUAL BENEFITS**

5. No member shall be entitled to derive any benefit or advantage from the Club which is not shared equally by every member. The Committee may, however, allocate a car-parking bay for the exclusive use of the President.

## ORDINARY MEMBERS LIMIT

6. Ordinary Members are limited to a number not exceeding 750, excluding those Ordinary Members whose subscription is fixed by the Committee under the provisions of Sub-Rule 6 of Rule III.

## MINIMUM AGE

7. No person under the age of 21 years may be a member.

## MEMBERSHIP NON-TRANSFERABLE

8. No member will, by reason of his membership, have any transferable or assignable interest, by operation of law or otherwise, in any of the property of the Club.

## TRANSMISSION

9. On any member ceasing, by death, resignation or otherwise, to be a member all his interest shall survive, accrue, and belong to the other members for the time being.

## INTERPRETATION

10. Unless the context otherwise requires a reference in these Rules to:
  - (a) a word importing the singular shall include the plural and vice versa;
  - (b) the expressions "the President", "the Vice-President", "a Trustee", "a member", "the Secretary", "a meeting", or any other word, expression or term which by implication should be so construed as if it was followed by the words "of the Club" will be deemed to be followed by the words "of the Club";
  - (c) "a member" or "any member", unless otherwise specified, will be construed as a reference to all classes of member for the time being provided for under these Rules;
  - (d) "special resolution" means a resolution passed by a majority of not less than three quarters of the members entitled under these Rules to vote and who vote in person or where postal votes are allowed, by postal vote, at a general meeting of members of which 14

days notice specifying the intention to propose the resolution as a special resolution was duly given in accordance with these Rules;

- (e) "reciprocal club" means a club for the time being recognised by the Committee as affording reciprocal rights to members;
- (f) "Metropolitan Member" means an Ordinary Member who in the opinion of the Committee either resides or works within a radius of 50 kilometres from the Club House; and
- (g) "Liquor Act" means the Liquor Control Act 1988 (WA) as amended or re-enacted.

## **RULE II**

### **ELECTION OF LIFE AND ORDINARY MEMBERS**

#### **ELECTION OF LIFE MEMBERS**

1. A member nominated by the Committee in consideration of special services rendered to the Club, if his nomination is approved by members at the Annual General Meeting next after such nomination, will be deemed duly elected a Life Member. Life Members are entitled to all the rights and privileges of Ordinary Members and are exempt from payment of any portion of the annual subscription and calls.

#### **RESIDENTIAL REQUIREMENT FOR NOMINATION OF ORDINARY MEMBERS**

2. A gentleman is eligible for nomination as an Ordinary Member if he is ordinarily resident in Western Australia.

#### **NOMINATION AND ELECTION OF ORDINARY MEMBERS**

3. (a) Every candidate for election as an Ordinary Member will be proposed by a Life or Ordinary Member of at least ten years standing, and his nomination is to be seconded by a Life or Ordinary Member of at least five years standing. The nomination will also be supported by at least six referees, being Life, Ordinary or Supernumerary Members of at least two years standing. Otherwise the procedure to be followed in

nominating a candidate for election as an Ordinary Member will be determined by the Committee from time to time and published in the By-Laws.

- (b) Ordinary Members are elected by the general body of Life and Ordinary Members by ballot as provided in these Rules.

## BALLOT: MODE OF VOTING AND CALCULATION OF RESULT

### TIME BALLOT TO BE TAKEN

- 4. Ballots for membership will be taken on dates determined by the Committee being the third Thursday of a month and will remain open from 9.00 a.m. on that day until 2.00 p.m. on the following day, when the poll will close.

### SECRETARY TO ARRANGE BALLOT

- 5.
  - (a) The ballot-box shall be in the charge of the Secretary or his delegate. Ballot papers initialled by the Secretary or his delegate will be provided to Life and Ordinary Members attending in person and who have not already voted in that ballot.
  - (b) The Secretary or his delegate will record the name of each Life or Ordinary Member to whom a ballot paper is provided.

### MINIMUM VOTE REQUIREMENT

- 6. No ballot in respect of a candidate will be valid and effective unless thirty Life or Ordinary Members vote, in a manner allowed by these Rules, either for or against that candidate.

### MAILING OF BALLOT PAPERS

- 7. The Secretary will, on the date he causes a notice of nomination approved by the Committee to be displayed in the Club House, post or cause to be posted to every Life Member and every Ordinary Member not being a Metropolitan Member, a ballot paper containing voting instructions, the full name of each candidate, his occupation and address and the names of his proposer and seconder, together with an envelope (the ballot paper envelope) on which is endorsed:

No. .... BALLOT PAPER

FOR ..... 20.....

MEMBER'S SIGNATURE .....

#### RECORDING OF ABSENT VOTE

8. A Life or Ordinary Member desiring to vote under Sub-Rule 7 of this Rule may record his vote on the ballot paper in accordance with the voting instructions and return his ballot paper, having first placed it in the ballot paper envelope duly fastened or sealed, in another envelope addressed to the Secretary. A completed ballot paper not in the hands of the Secretary by the time of the close of the poll as provided in Sub-Rule 4 of this Rule will be excluded from the ballot.

#### MEMBERS UNABLE TO ATTEND BALLOT

9. A Life or Ordinary Member who for any reason is or expects to be unable to attend on the days of the ballot to record his vote may at any time after a candidate has been proposed for election personally obtain from the Secretary or his delegate a ballot paper, and the same procedure as to voting as hereinbefore provided with regard to non Metropolitan Members shall be followed.

#### SECRETARY TO KEEP REGISTER

10. The Secretary shall keep a register of all ballot papers issued before the ballot day and the number against the member's name on the register must correspond with the number placed on the member's ballot paper envelope.

#### BALLOT BOX

11. On receipt of a ballot paper from a member recording his vote under Sub-Rule 7 of this Rule the Secretary shall place the ballot paper envelope in the ballot box.

## RESULT OF BALLOT

12. At the close of the poll the Secretary or the Committee's representative shall appoint 2 scrutineers, in whose presence the ballot box shall be opened, and the result of the ballot determined in the following manner – if the number of votes required under Sub-Rule 6 of this Rule have been cast there shall be deducted from the number of positive votes ten votes for each negative vote and if there remains at least one positive vote the candidate is elected. The report of the scrutineers shall be conclusive.

## NOTICE OF ADMISSION

13. The Secretary shall notify in writing each new member of his admission to the Club, and shall furnish him with a copy of the Rules and By-Laws and details of the amount of the subscription and fees he is called upon to pay.

## ADMISSION OF NEW MEMBERS

14. On the payment of the amount referred to in Sub-Rule 13 of this Rule the name of the new member shall be enrolled in the register referred to in Sub-Rule 6 of Rule XII according to his membership classification and thereupon he shall be entitled to the privileges of membership and be bound by these Rules.

## **RULE III**

### **ENTRANCE FEE, SUBSCRIPTIONS AND CALLS**

#### ENTRANCE FEE

1. Except in the case of a gentleman who is the son or grandson of a gentleman who was either a Life, Ordinary, or Supernumerary Member on 14<sup>th</sup> October 1987, being the date the Trustees were authorised to implement the scheme for the redevelopment of the Club's land, a newly-elected Ordinary Member is required to pay an entrance fee.

#### FAILURE TO PAY ENTRANCE FEE

2. If a newly-elected Ordinary Member does not pay his entrance fee and subscription within two months after election, his



election is void unless he justifies the delay to the satisfaction of the Committee.

#### AMOUNT OF ENTRANCE FEE

3. The amount of the entrance fee to be paid by a newly-elected Ordinary Member will be determined by the Committee and take effect when sanctioned by Life, Ordinary and Supernumerary Members voting at an Annual General Meeting or Special General Meeting.

#### REDUCED ENTRANCE FEE – NON METROPOLITAN MEMBERS

4. A newly elected Ordinary Member who is not a Metropolitan Member is required to pay one half of the entrance fee payable by a Metropolitan Member.

#### SUBSCRIPTIONS

5. Ordinary and Supernumerary Members are liable to pay an annual subscription of an amount respectively as may be determined by the Committee and sanctioned by Life, Ordinary and Supernumerary Members at an Annual General Meeting or Special General Meeting provided that –
  - (a) an Ordinary Member who has completed 50 years membership, shall, as from the 1st July next succeeding the 50th anniversary of his election to membership, be required to pay only one-quarter of the current annual subscription from time to time;
  - (b) an Ordinary Member who has completed 30 years membership is, as from the 1st July next succeeding the fulfilment of that condition, required to pay only one-half of the current subscription from time to time;
  - (c) an Ordinary Member who is under the age of 35 years at the time of his election is required to pay only one-half of the current entrance fee and subscription but shall be required to pay the full subscription from the 1st July next following the day on which he attains the age of 35 years;
  - (d) a Supernumerary Member returning permanently to Western Australia is required to pay to the Club a rateable proportion being not less than half of the

- Ordinary Member subscription for the then current half-year and all calls made in his absence in respect of payments for capital items, when he will again be entitled to all the privileges of Ordinary Membership and transferred to the list of Ordinary Members; and
- (e) a Supernumerary Member returning temporarily to the State for a period not exceeding three months will be entitled to the privileges of the Club for one month without payment of any further subscription amount but will be required to pay in addition to his normal subscription a monthly rateable proportion of the Ordinary Member subscription for any further portion of this period of three months.

## COMMITTEE MAY ALTER SUBSCRIPTIONS

6. Notwithstanding the foregoing provisions of this Rule, the Committee may from time to time fix, generally or in any particular case, the annual subscription of any Ordinary or Supernumerary Member who has been a member for many years and who is living in retirement, at a lesser sum than the sum fixed by the Rules from time to time.

## PAYMENT OF SUBSCRIPTIONS

7. Ordinary Member's subscriptions are to be paid half-yearly in advance, on the 1<sup>st</sup> day of January and the 1<sup>st</sup> day of July in each year. An Ordinary Member elected three months or more after 1<sup>st</sup> January or 1<sup>st</sup> July shall be liable to pay only one-half of the current half-year's subscription.

## INTEREST ON OVERDUE SUBSCRIPTION OR CALL

8. When a subscription or a call becomes due, notice in writing will be given to Ordinary Members by the Secretary and if a member, other than a member whose subscription has been fixed by the Committee, fails to pay on or before the 14<sup>th</sup> day of the month next following, he will be charged interest thereon at a rate of 10% for each month, or portion of a month.

## **CALLS**

9. The Committee has power to make such calls upon Ordinary Members as from time to time may be sanctioned by the Life, Ordinary and Supernumerary Members at an Annual General or Special General Meeting.

## **RULE IV SUPERNUMERARY MEMBERS**

### **APPLICATION FOR SUPERNUMERARY MEMBERSHIP**

1. If an Ordinary Member of at least three years standing has paid all subscriptions and amounts due by him to the Club and intends to leave the State for a period of not less than 12 months, he may, on application in writing to the Secretary, be placed on the list of Supernumerary Members.

### **ENTITLEMENTS OF SUPERNUMERARY MEMBERS**

2. A Supernumerary Member may not vote on a membership ballot nor act as a proposer or seconder in relation to the election of a member although he may act as a referee. He may vote at meetings of members as provided in these Rules and he is entitled to receive from the Committee:
  - (a) notices in respect of Annual General Meetings and Special General Meetings;
  - (b) the Club's annual functions list;
  - (c) the Club's annual membership book; and
  - (d) his account.

## **RULE V HONORARY MEMBERS**

### **ADMISSION AS AN HONORARY MEMBER**

1. A gentleman holding appointment as, serving in the capacity of or being:
  - (a) the Governor of the State of Western Australia for the time being;
  - (b) a Senior Officer of a foreign navy, army or air force on the active list and visiting Western Australia;

- (c) the Senior Officer commanding the Royal Australian Navy, the Australian Army or the Royal Australian Air Force, residing in Western Australia;
- (d) a Senior Officer of the Royal Australian Navy, the Australian Army or the Royal Australian Air Force on the active list and visiting Western Australia;
- (e) a senior diplomat or consular officer holding appointment in Australia, resident in or visiting Western Australia, provided he is not also engaged in professional or commercial pursuits in Australia or New Zealand;
- (f) the Secretary during his term of office;
- (g) a distinguished visitor to Western Australia;
- (h) a member of a reciprocal club; or
- (i) a recent arrival in Western Australia and who does not yet qualify for election under Sub-Rule 3 of Rule II;

may in the Committee's discretion be admitted as an Honorary Member on the terms prescribed by this Rule and subject to the By-Laws, during his stay in Western Australia.

2. A gentlemen referred to in paragraph (i) of Sub-Rule 1 of this Rule may be admitted as an Honorary Member for a period not exceeding eleven months as the Committee may think fit and must be proposed and seconded in writing by a Life or Ordinary Member on a form signed by each of them confirming that such person is to the knowledge of the proposer and seconder eligible according to the Rules to become an Honorary Member. Notice of such proposal shall be posted in the Club House by the Secretary and the time of such posting shall be marked thereon. Seven days at least shall elapse between the posting of the notice and the admission of the Honorary Member. The Committee may on expiry of the time fixed under Sub-Rule 2 proceed to admit the candidate to the privileges of Honorary Membership, and the candidate is then to be advised in writing of his admission.
3. A gentleman mentioned in paragraph (h) of Sub-Rule 1 of this Rule may be admitted as an Honorary Member by the Committee for such period as the Committee decides provided

that he shall not be entitled to Honorary Membership for a period exceeding in the aggregate, six months, during any one period of two continuous years. Subject to that qualification, after having received a card, letter or introduction, a telephone message or other evidence of that gentleman's current membership of a reciprocal club, the Secretary may make or cause to be made and shall sign the requisite entry in the Register specified in Sub-Rule 4 of this Rule and that gentlemen becomes an Honorary Member.

## REGISTER OF HONORARY MEMBERS

4. Upon the admission of a gentleman as an Honorary Member the name, home address, occupation (and in the case of a gentleman mentioned in paragraph (h) of Sub-Rule 1 of this Rule, the name of the reciprocal club and expected date of arrival) and the duration of such membership, shall be duly recorded in the Register of Honorary Members.

## ENTRANCE, SUBSCRIPTION AND OTHER FEES

5. An Honorary Member as described in paragraphs (a), (b), (c), (d), (e) and (f) of Sub-Rule 1 of this Rule is not required to pay an entrance fee or a subscription fee.
6. An Honorary Member as described in paragraphs (g) and (i) of Sub-Rule 1 of this Rule is not required to pay an entrance fee or, for the first seven days after his admission, any subscription fee, but thereafter he shall pay each month by way of fees:
  - (a) a subscription fee of one twelfth of the annual subscription for Ordinary Members for each calendar month or part thereof that he continues to be an Honorary Member; and
  - (b) a fee equal to 10% of the total of his Club account in that month, excluding the subscription fee referred to in sub-paragraph (a) hereof.
7. An Honorary Member as described in paragraph (h) of Sub-Rule 1 of this Rule is not required to pay an entrance fee or a subscription fee but will be required to pay each calendar month or part thereof that he continues to be an Honorary Member an

amount equal to 10% of the total of his Club account in that month.

## **REVOCATION OF HONORARY MEMBERSHIP**

8. The Committee may revoke the admission of an Honorary Member at any Committee meeting at which not less than five members thereof are present.

## **RESTRICTIONS UPON HONORARY MEMBERS**

9. An Honorary Member may not:
  - (a) hold any office except that of Secretary;
  - (b) attend or vote at any meeting of the members;
  - (c) hold any right, title or interest in or to any Club property;
  - (d) propose any gentleman as a member; or
  - (e) entertain visitors in the Club House except as may be prescribed under the By-Laws from time to time or as the Committee may from time to time determine.

## **RIGHTS OF HONORARY MEMBERS**

10. Except as aforesaid, Honorary Members will be accorded all the privileges enjoyed by Ordinary Members.

## **RULE VI SPOUSES OF MEMBERS**

### **HONORARY MEMBERSHIP**

1. If a spouse of a member ("Spouse") commences to occupy accommodation in the Club House with him then her name is to be entered in a register provided for the purpose and such entry signed by the member and countersigned by the Secretary. Thereupon she will be deemed an Honorary Member for the period of her occupation of such accommodation and will be entitled to make such use of the Club House and facilities only as may be prescribed by the By-Laws or as the Committee may determine.

## REQUIRED PAYMENT

2. A Spouse shall not be liable to pay any entrance fee or subscription, but amounts becoming due to the Club for goods supplied or services rendered to her shall be charged to the account of the member referred to in Sub-Rule 1 of this Rule and he shall be liable to pay the same as if he had signed a chit in respect thereof.

## **RULE VII MANAGEMENT OF THE CLUB**

### THE COMMITTEE

1. The business and affairs of the Club shall be under the control and management of a committee (the Committee) comprised of the President and Vice-President (ex officio members) and seven other members being Life or Ordinary Members elected for a term of two years (or such lesser period as may be dictated by operation of Sub-Rule 4 of this Rule) by members present and entitled to vote at an Annual General Meeting.

### NOMINATION OF NEW COMMITTEEMEN

2. A Life or Ordinary Member nominating for election as a member of the Committee must be proposed by and his nomination seconded by Life or Ordinary Members in writing; the nomination to be received by the Secretary not less than twenty eight days prior to the forthcoming Annual General Meeting.

### ELECTION OF OFFICERS

3. The election of all honorary officers of the Club shall be by ballot when the number proposed exceeds those to be elected but there will be no absentee voting.

### TERM OF OFFICE OF MEMBERS OF THE COMMITTEE

4. At the Annual General Meeting in September the three members of the Committee (not being ex-officio members) who shall have been longest in office without re-election shall retire but each is eligible for re-election.

## NOTICE OF NOMINATION OF NEW COMMITTEEMEN

5. The names of candidates proposed as members of the Committee with the names of their proposer and seconder shall be posted in the Club House for at least one week before the Annual General Meeting.

## MODE OF FILLING VACANCY IN COMMITTEE

6. If a casual vacancy occurs in the Committee the remaining members of the Committee shall appoint a Life or Ordinary member to fill the vacancy until the conclusion of the next Annual General Meeting.

## PRESIDENT AND VICE-PRESIDENT

7. The President and Vice-President shall be elected at the Annual General Meeting, each for a term of one year and be eligible for re-election for a second year.

## PRESIDING AT MEETINGS

8. The President, and in his absence the Vice-President shall preside at all meetings of members and at all meetings of the members of the Committee.

## ABSENCE OF PRESIDENT

9. Should neither the President nor the Vice-President be present, a chairman shall be elected by the meeting.

## CASTING VOTE

10. The chairman shall have a casting vote in addition to his own vote whenever there would otherwise be an equality of votes.

## TERM OF PRESIDENT

11. No member may occupy the position of President for more than two years consecutively.



## MEETINGS OF COMMITTEE

12. (a) The Committee shall meet at least once a month (except January) on a stated day for the transaction of ordinary business.
- (b) The President or the Secretary may requisition a meeting of the Committee at any other time.

## QUORUM OF COMMITTEE

13. Three members of the Committee including the President or failing him then the Vice-President shall form a quorum of the Committee.

## MINUTES

14. Minutes of all resolutions and proceedings of the Committee shall be entered in a book to be provided for the purpose.

## BY-LAWS

15. The Committee may make By-Laws (provided that they be not inconsistent with the Rules), and to alter, amend, or rescind them as occasion may require.

## BY-LAW BOOK

16. A book containing the By-Laws shall be kept in such place as the Committee shall appoint for that purpose.

## ANNUAL REPORTING

17. The Committee shall furnish to the members at each Annual General Meeting:
  - (a) a report on the general concerns of the Club;
  - (b) a report as to the financial affairs of the Club for the 12 months ending on 30<sup>th</sup> June preceding such Annual General Meeting; and
  - (c) a report on such financial report by the Auditor in conformity with Sub-Rule 2 of Rule X.

## INTERPRETATION OF RULES

18. The Committee shall decide upon the interpretation of these Rules or any matter in dispute in relation to these Rules, and its decisions shall be final.

## LIMITATION OF INDEBTEDNESS

19. Unless the approval referred to in Sub-Rule 20 of this Rule is first given, the Committee shall not incur debts for amounts which it cannot finance from either trading surpluses, sanctioned realizations or sales of investments, borrowings authorised in accordance with Rule XXX, realizations or sales of investments sanctioned in accordance with Sub-Rule 6 of Rule VIII, or calls sanctioned by members in accordance with Sub-Rule 9 of Rule III.

## EXTRAORDINARY EXPENDITURE

20. The Committee may not commit to any expenditure of Club funds, other than for investment in accordance with Sub-Rule 6 (c) of Rule VIII or Rule IX, where the commitment, or several linked commitments, may require the payment in any year of a sum exceeding \$100,000, without the approval of a specified limit of expenditure by the Life and Ordinary Members in general meeting.

## DISQUALIFICATION OF COMMITTEEMEN

21. Any member of the Committee (except the ex-officio members) not attending a meeting thereof for a period of three consecutive monthly meetings shall cease to be a member of the Committee.

## APPROPRIATIONS TO STAFF GRATUITY FUND

22. The Committee is empowered to transfer to the Staff Gratuity Fund money paid by Honorary Members pursuant to Sub-Rule 6(b) and Sub-Rule 7 of Rule V.

## **RULE VIII TRUSTEES**

### **ELECTION OF TRUSTEES**

1. There shall be three Trustees, being Life or Ordinary Members, each of whom shall be elected at an Annual General or a Special General Meeting.

### **CONDITIONS AND TERM OF OFFICE**

2. Each of the Trustees and any future Trustee shall hold office only so long as he shall continue to be a member; provided nevertheless that it shall be competent for any Trustee to resign his office, and further that in the event of any Trustee declining or becoming incapable to act, or residing abroad for a period upwards of twelve months, he shall cease to be a Trustee. A certificate signed by the President stating that a Trustee has ceased to be a Trustee is to be conclusive evidence of that fact.

### **VACANCY**

3. If there is a vacancy in the office of Trustee, it is to be filled at the next Annual General or Special General meeting, when a member shall be elected to fill the vacancy.

### **CORPORATE TRUSTEE**

4. To facilitate the holding of investments as authorised by these Rules the Club may arrange the incorporation of a proprietary company limited by shares to act as an incorporated custodian trustee ("the Corporate Trustee") subject to the following:
  - (a) the articles of association proposed for the Corporate Trustee and any amendment thereto are first sanctioned by the Life, Ordinary and Supernumerary Members at an Annual General or Special General Meeting;
  - (b) all issued shares in the Corporate Trustee are held by the Trustees on behalf of the Club;
  - (c) the directors of the Corporate Trustee are the members of the Committee for the time being;
  - (d) the Secretary of the Corporate Trustee is the Secretary for the time being;

- (e) all property held by the Corporate Trustee is held under bare trust for the Life, Ordinary and Supernumerary Members; and
- (f) the Corporate Trustee may not trade or conduct business in its own right but will act solely as a nominee and custodian trustee for the Life, Ordinary and Supernumerary Members.

## VESTING OF PROPERTY

- 5.
  - (a) Subject to these Rules all the property of the Club both real and personal shall be held on trust for the Life, Ordinary and Supernumerary Members either by the Trustees or by the Corporate Trustee, as the Committee from time to time determines.
  - (b) The Club House land (including the land leased as and known as Exchange Plaza) being portion of each of Perth Town Lots L1, L2, L3 and L4, comprising Lot 500/Diagram 74602 together with all buildings and improvements thereon ("the Club House Land"), shall remain vested in the Trustees.
  - (c) Such money as the Committee thinks fit for the proper management of the affairs of the Club may be held in an account at any bank and paid therefrom on such signatures as are prescribed by Sub-Rule 10 of Rule XII; and the Trustees shall bear no responsibility in respect of any money held in the account.

## PROPERTY AND INVESTMENTS

- 6.
  - (a) Subject to the provisions of this Rule property of the Club shall be subject to the control and disposition of the Committee.
  - (b) Except as provided in Sub-rule 7 of this Rule no sale, lease or other disposition may be made of or any charge or other security interest given or created in or affecting the Club House Land without the previous sanction of a special resolution of the Life, Ordinary and Supernumerary Members at an Annual General Meeting or Special General Meeting.
  - (c) Money of the Club may be invested in any manner authorised by Sub-Rule 4 of Rule IX.

- (d) A direction of a meeting of the Committee contained in a notice signed by the chairman of that meeting and attested by the signature of the Secretary, shall be obligatory upon and a justification of the Trustees and the Corporate Trustee as to anything directed by the notice and shall validate anything done pursuant thereto. No person shall be entitled to enquire into the regularity of that notice beyond the verification of the signature of the Secretary.
- (e) Except as may be necessary by the fact that title to any property of the Club is vested either in the Trustees or in the Corporate Trustee, contracts entered into in the ordinary course of the affairs of the Club shall be entered into in the name of the Club.

## **DISPOSAL OF SURPLUS PROPERTY**

- 7. The Committee may sell or otherwise dispose of at any one time such of the moveable chattels or other property of the Club as it considers surplus to the requirements of the Club:
  - (a) for amounts exceeding in the aggregate \$50,000, with the prior written sanction of the Trustees; and
  - (b) for amounts not exceeding in the aggregate \$50,000, in their sole discretion.

## **RULE IX CAPITAL FUND**

### **FUNDING OF CAPITAL FUND**

- 1. There shall be a fund known as the Capital Fund which shall consist of donations made thereto by members and other persons and legacies under the wills of members and other persons which are specifically directed to be paid into or to be applied for the purposes of the Capital Fund. The Committee may refuse any donation or renounce any legacy.

### **TRANSFERRING OF MONEY TO CAPITAL FUND**

- 2. The Committee shall have power to transfer money or investments from the general funds of the Club to the Capital Fund as shall from time to time be sanctioned by Life, Ordinary

and Supernumerary Members at an Annual General Meeting or Special General Meeting.

## OPERATION OF CAPITAL FUND

3. All money or investments forming part of the Capital Fund from time to time and all donations and legacies made or given to the Capital Fund and money or investments transferred to the Capital Fund in accordance with Sub-Rule 2 of this Rule will be held by the Corporate Trustee as custodian trustee for the Life, Ordinary and Supernumerary Members and which shall invest the same in or upon any of the investments authorised by these Rules with power to vary or transpose any investments for or into others of a nature so authorised and shall from time to time at the request in writing of the Committee apply any moneys for the time being representing income of the Capital Fund for the purpose of renovating or repairing (including painting) the Club premises or the furniture or furnishing therein purchasing other furniture or furnishings except that if any donation or legacy is given or made by the donor for a specific purpose then and in any such case the donation or legacy or the income therefrom shall be applied to give effect for such purpose.

## INVESTMENT OF CAPITAL FUND

4. Money in the Capital Fund may be invested with such consent as aforesaid in or upon any of the investments for the time being authorised by the laws in force anywhere in Australia for the investment of trust funds or in or upon the fully paid up shares of stock debentures or a debenture stock or notes or other securities of or on deposit with any limited liability company incorporated or carrying on business in any part of Australia.

## RESTRICTIONS ON OPERATION

5. Unless authorised by a special resolution:
  - (a) no portion of the capital of the Capital Fund may be expended for any purpose other than investment; and
  - (b) no portion of the income of the Capital Fund shall be applied for any purpose other than one of the purposes mentioned in Sub-Rule 3 of this Rule.

## **RULE X AUDITORS**

### **DEFINITION**

1. In this Rule the term “Auditor” includes a firm of auditors, if the firm is a registered company auditor pursuant to the provisions of the Corporations Act (Commonwealth).

### **AUDIT REPORT**

2. The books, financial records and accounts are to be audited annually and a report thereon made to members by the Auditor in accordance with these Rules.

### **ELECTION OF AUDITOR**

3. The auditor is to be elected at the Annual General Meeting.

### **QUALIFICATIONS OF AUDITOR**

4. The Auditor is not, necessarily, required to be a member, but no Auditor nor partner in a firm of auditors may be a member or ex-officio member of the Committee.

### **ACCESS TO RECORDS**

5. The Auditor and the Auditor’s staff shall have unfettered access to the Club’s books, financial records and accounts for the purpose of performing the annual audit and for that purpose are to be supplied by the Club’s staff with such information and explanations as are reasonably necessary.

### **FILLING A VACANCY**

6. The Committee has power to fill a vacancy in the office of Auditor.

### **REMUNERATION OF AUDITOR**

7. The Auditor is entitled to receive such remuneration as the Committee from time to time determines.

## **RULE XI**

### **SUB-COMMITTEES**

#### **COMMITTEE MAY ESTABLISH SUB-COMMITTEES**

1. The Committee may establish sub-committees to assist it with the Club's operations and activities.

#### **MEMBERSHIP OF SUB-COMMITTEE**

2.
  - (a) A sub-committee established for the purposes of attending to the day to day affairs of the Club between meetings of the Committee may be composed only of members of the Committee.
  - (b) A sub-committee established for another purpose may be composed of such Life or Ordinary Members as the Committee may appoint but will include at least one member of the Committee.
  - (c) The term of office of a member appointed to a sub-committee will run from the date of his appointment until the next following Annual General Meeting when it will cease. Terms may be renewed by re-appointment in the Committee's discretion.

#### **TERMS OF REFERENCE**

8. The Committee will assign terms of reference to each sub-committee as to its purpose, duties and responsibilities and may issue directions to it from time to time supplementing or modifying such terms of reference. All sub-committees will report to and will be accountable to the Committee.

## **RULE XII**

### **SECRETARY – DUTIES – FINANCIAL PROCEDURES**

#### **APPOINTMENT OF SECRETARY**

1. There shall be a Secretary, who shall be appointed by the Committee.



## TERM OF OFFICE

2. The Secretary shall hold office during the pleasure of the Committee.

## REMUNERATION

3. If a member, the Secretary shall not be liable to pay any subscription whilst acting in that office: and he shall hold office at such salary and allowance as the Committee may think proper.

## NO PAYMENT BY WAY OF COMMISSION ON SUPPLY OF LIQUOR

4. No payment or part payment of any Secretary, manager or other officer or employee of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.

## DUTIES OF SECRETARY

5. It shall be the duty of the Secretary to conduct the affairs of the Club under the directions of the Committee; and to keep in books provided for that purpose, the accounts of the Club; also full and accurate minutes of the proceedings of all meetings of members as well as meetings of the Committee.

## REGISTER OF MEMBERS

6. The Secretary shall record in a register the names and addresses of all members, each in his class and in the case of Honorary Members shall specify the names of their proposers.

## REGISTER OF GUESTS

7. The Secretary shall ensure that a Guest Book is available in the Club House.

## RECEIPT OF MONEY

8. The Secretary shall receive all entrance fees, subscriptions, and other money, and his receipt shall be a sufficient discharge.

## MONEY TO BE BANKED

9. The Secretary shall ensure that all sums of money are to be paid into the bank at which the Club transacts its business, at least once a week.

## CHEQUES AND SIGNATORIES

10. The Secretary will ensure that all payments shall be made by cheques drawn on the Club's bank account or by electronic transfer from the Club's bank account. Cheques shall be signed and all electronic transfers shall be authorised in writing by any two of the following: the President, the Vice-President, a member of Committee or the Secretary.

## BOOKS OF ACCOUNT

11. Correct accounts and books shall be kept showing the financial affairs of the Club, and the particulars usually shown in books of account of a like nature, and the Secretary shall submit the same to the Committee at such time or times as the Committee may direct.

## MEMBERS CHANGE OF ADDRESS

12. Members must communicate a change of address in writing to the Secretary, who shall record the same in the register of members.

## DEEMED DELIVERED

13. All notices delivered at or sent by post to a registered address shall be valid.

## CLUB HOUSE DELIVERY

14. If no addresses be given, a notice left at the Club House will be sufficient.

## LIQUOR LICENCE

15. The Committee may appoint the Secretary or such other person as it sees fit to apply for and hold as trustee for and on behalf of the Club such licence or licences as may or might from time to time be issued or granted to the Club under the Liquor Act.

## **RULE XIII MEETINGS**

### **PLACE OF MEETINGS**

1. All meetings whether of officer-bearers or members, to transact any business thereof, shall be held in the Club House.

### **ANNUAL MEETINGS**

2. An Annual General Meeting of the members shall be held on the third Wednesday in September, or on such other date in September as the Committee may decide. The business of the Annual General Meeting shall be:
  - (a) to receive the report of the Committee and the audited financial report for the year last ended;
  - (b) to elect an auditor for the ensuing year;
  - (c) to elect members of the Committee;
  - (d) to elect a Vice-President and a President for the ensuing year; and
  - (e) to transact any other general business of the Club.

### **CONVENING SPECIAL GENERAL MEETINGS**

3. The Committee may at any time, by notice signed by at least five of its members, call a Special General Meeting on giving a seven day notice of its object or objects, and shall also do so, under the same restrictions, on the requisitions of ten Life, Ordinary or Supernumerary Members. Should a motion requiring a special resolution be proposed the period of notice is fourteen days unless otherwise provided by these Rules.

### **QUORUM FOR MEETINGS – ADJOURNMENT**

4. Other than at a meeting called and held under Rule XXVIII, at all Annual General Meetings or Special General Meetings forty Life or Ordinary Members shall form a quorum. Should, at the expiry of half an hour, the requisite number of members not be present, the meeting shall be considered adjourned for a week when twenty Life or Ordinary Members shall form a quorum.

## METHOD OF VOTING

5. Life, Ordinary and Supernumerary Members may vote in writing on all matters brought before an Annual General or Special General Meeting, their votes to have the same effect in all respects as those of members present at the meeting. Votes recorded in writing and signed by the member may be sent to the Secretary by facsimile transmission or by letter addressed to the Chairman of the meeting, in each case to be received not less than three hours prior to the meeting.

## RESOLUTIONS PASSED BINDING ON MEMBERS

6. All resolutions passed at meetings shall be conclusive and binding on all members, whether they shall be present or not provided that such meetings are held in conformity with the Rules then in force in the Club and that the resolutions are in harmony with those Rules.

## **RULE XIV** **VARIATION OF RULES**

1. No new Rule, alteration or suspension of a Rule shall have effect unless:
  - (a) it has been exhibited, as required by Sub-Rule 2 of this Rule, for at least 14 days immediately preceding the day of the meeting and a copy thereof and of the attendant motion shall have been posted to every Life, Ordinary and Supernumerary Member at least 14 days prior to the date of the meeting;
  - (b) where the Rule to which the variation relates is a Rule other than Rule XXVIII it has been carried by a special resolution of Life, Ordinary and Supernumerary Members voting at an Annual General or Special General Meeting, forty Life or Ordinary Members at least being present and voting on such occasion;
  - (c) where the Rule to which the variation relates is Rule XXVIII, it has been carried by the votes of at least two-thirds of the Life, Ordinary and Supernumerary Members entitled to vote; and

- (d) particulars thereof certified by the Secretary have been provided to and approved by the Director of Liquor Licensing holding office under Section 13 of the Liquor Act.

## NOTICES EXHIBITED IN CLUB HOUSE

2. Every notice directed to be exhibited in the Club House shall be exhibited in the Entrance Hall in a conspicuous place.

## **RULE XV CESSATION OF MEMBERSHIP**

### RESIGNATIONS

1. Any member intending to resign or withdraw from the Club must signify his intention to do so, in writing, to the Secretary on or before the 1<sup>st</sup> day of January or July respectively, and in default of such notice he shall be liable to the payment of his subscription for the current half-year; but no resignation shall release any member from the payment of any subscription or other money due or payable by him at the time of such resignation.

### MEMBER CEASING TO BE A MEMBER UNDER BANKRUPTCY – RE-ADMISSION OF MEMBER

#### CEASING TO BE A MEMBER

2. If a member is adjudged bankrupt, or makes an assignment for the benefit of or makes a composition with his creditors, he ceases to be a member and the Secretary will so advise him in writing.

#### RE-ADMISSION

3. If, however, within 6 months of ceasing to be a member by reason of the operation of Sub-Rule 2 of this Rule the adjudication of bankruptcy or composition or liquidation or other proceedings be annulled, a discharge by a court of competent jurisdiction or a creditors release be obtained, the former member may be re-admitted under the Rules for the election of members within six months of the date of the annulment,

discharge or release and upon being elected shall be re-admitted without payment of an entrance fee.

## MEMBER CEASING TO BE A MEMBER ON NON-PAYMENT OF SUBSCRIPTION OR CALL RE-ADMISSION

### CEASING TO BE A MEMBER

4. If a member fails to pay his subscription or a call within three months of it being due, he ceases to be a member and the Secretary will so advise him in writing.

### RE-ADMISSION

5. Should the former member subsequently make a satisfactory explanation to the Committee, the Committee may in its discretion re-admit him as a member on payment of a sum equal to his outstanding subscriptions, calls and accrued interest thereon as determined by the Committee.

## INFRINGEMENT OF RULES – MEETING TO CONSIDER INFRINGEMENT OF RULES BALLOT – MAJORITY EXPULSION

### LIABILITY FOR EXPULSION

6. A member who wilfully refuses or neglects to comply with the provisions of these Rules or the By-Laws or who conducts himself, in the opinion of the Committee, in a manner unbecoming of a member or prejudicial to the objects, interests or reputation of the Club, is liable to expulsion.

### ENFORCEMENT OF RULE

7. Sub-Rule 6 of this Rule shall be enforced as follows:
  - (a) the Committee shall cause notice to be sent to the member in question specifying the charge against him and informing him that it will be investigated by the Committee at a time to be specified in such notice, and that he will then have an opportunity of giving, orally or in writing, any explanation or defence he may think fit;
  - (b) if, after such investigation, the Committee shall be of opinion that the circumstances so require, a resolution for his expulsion shall be proposed at the next Annual

- General or a Special General Meeting convened for the purpose, notice whereof and of the intended resolution for his expulsion shall be sent to such members; and
- (c) at the meeting the member whose expulsion is under consideration shall be allowed to offer orally or in writing any defence or explanation of his conduct, and if thereupon two-thirds of the members present shall vote for his expulsion he shall thereupon cease to be a member. Voting on the expulsion resolution shall be by ballot.

## **RE-ADMISSION OF MEMBER RESIGNING**

8. In circumstances where a gentleman who was formerly an Ordinary Member and who resigned in accordance with Sub-Rule 1 of this Rule is re-admitted under the Rules for the election of Members, the Committee shall waive the payment of any entrance fee but may impose a fee not exceeding the sum of all calls made upon Members in the period between the date upon which his resignation became effective and the date of his re-election.

## **SUSPENSION OF MEMBER**

9. If the Committee having investigated a charge against a member as envisaged in Sub-Rule 7 of this Rule considers that the member's conduct does not warrant expulsion from the Club, the Committee may reprimand that member and deny him from enjoying the facilities of the Club for such period as the Committee sees fit, provided that the suspension may not exceed twelve months.

## **RULE XVI HOURS AND SUPPLY OF LIQUOR**

1. The Club House shall be open and ready for reception of members at 8.00 a.m. and shall close at 12.30 a.m.
2. Liquor may be supplied to members and their guests at the Club premises during the trading hours stipulated in and otherwise in accordance with the provisions of the 'Club Licence' from time to time issued to the Club under the Liquor Act and the provisions of Section 48 of that Act as it relates to club licences.

3. Packaged liquor for consumption off the Club premises may be supplied to members only and provided that the member has given prior instructions for its delivery or removes it himself.

## **RULE XVII**

### **CARDS**

No game of loo or chance shall be played in the Club House, nor dice be used except for backgammon; and no higher stake than half-crown points shall be allowed at whist. After the hour of closing the Club no new game shall be commenced.

## **RULE XVIII**

### **DOGS**

No member is, on any account, to bring a dog into the Club House.

## **RULE XIX**

### **SMOKING**

No smoking is permitted in the Club House.

## **RULE XX**

### **NON REMOVAL OF BOOKS**

No member may take away from the Club any book (other than a library book taken in compliance with the Club's library lending rules), newspaper, or other article belonging to the Club; and no member may remove any article from one room to another, without the sanction of the Committee. A member damaging any book, newspaper, or other article shall pay its replacement cost.

## **RULE XXI**

### **EMPLOYEES**

No member shall send an employee of the Club out of the Club House upon errands or for other purposes, under any pretence whatever.



## **RULE XXII**

### **GRATUITIES TO EMPLOYEES**

No member shall give any present, money or gratuity to any employee of the Club.

## **RULE XXIII**

### **EMPLOYMENT OF MINORS**

All persons employed by the Club shall have attained the minimum statutory age requirement for the task employed or assigned.

## **RULE XXIV**

### **HOURS OF EMPLOYEES**

The conditions of employment of employees of the Club shall be no less advantageous to an employee than the provisions of the appropriate Industrial Awards, as amended from time to time.

## **RULE XXV**

### **COMPLAINTS**

All complaints shall be submitted to the Secretary in writing, signed by the member complaining, and the Secretary will lay them before the Committee. The conduct of an employee is in no case to be made the subject of personal reprimand by a member.

## **RULE XXVI**

### **GUESTS**

#### **RIGHT TO INVITE GUESTS INTO CLUB HOUSE**

1. Any member may invite guests to the Club subject to the relevant By-Laws and the Club Licence under the Liquor Act.

#### **RESTRICTIONS**

2. In relation to Sub-Rule 1 of this Rule a member will:
  - (a) only supply to a guest liquor which is to be consumed on the premises;
  - (b) not supply liquor to a person who is under the age of eighteen (18) years; and

- (c) enter the name of every guest in the Guest Book and sign the Guest Book alongside such entry.

## **RULE XXVII**

### **PAYMENTS OF BILLS BY MEMBERS**

#### **PAYMENT TO BE MADE**

1. Members are to pay their Club accounts before the fourteenth day of the month next following the posting to them of their accounts otherwise it will be classified as "outstanding".

#### **INTEREST TO BE CHARGED**

2. A member whose account remains outstanding thereafter will be charged interest thereon at rate of 10% for each month, or portion of a month.

#### **PAYMENT OVERDUE BY ONE MONTH**

3. When a member's account is outstanding by one month, he may not increase his indebtedness to the Club and the Secretary shall so inform him whereupon he will cease to enjoy the facilities of the Club until he liquidates the whole of his indebtedness.

#### **PAYMENT OVERDUE BY 12 MONTHS**

4. Any member who shall fail for a period of twelve calendar months to pay off the whole of his indebtedness to the Club shall ipso facto, cease to be a member, and his name shall be struck off the list of members.

#### **MEMBERS LIABLE FOR DEFAULTING HONORARY MEMBERS**

5. The proposer of an Honorary Member shall be liable to pay the Club all moneys which have become payable by the Honorary Member and which he has failed to pay.

#### **PAYMENT TO RECIPROCAL CLUB**

6. If the Club pays to a reciprocal club a member's indebtedness to the reciprocal club the payment so made is to be deemed to

be a debt owing by the member to the Club and payable forthwith.

## **RULE XXVIII**

### **DISSOLUTION OF THE CLUB**

#### **NOTICE TO BE GIVEN**

1. On application, in writing, made to the Committee by not less than one hundred Life or Ordinary Members, signifying their desire that the Club should be dissolved, a Special General Meeting shall be called to consider the question, of which meeting and its objects notice shall be posted in the Club House and sent by circular to every Life, Ordinary and Supernumerary Member three months immediately preceding the day of meeting.

#### **ABSENTEE VOTING, QUORUM AND REQUISITE MAJORITY**

2. At the meeting referred to in Sub-Rule 1 of this Rule the procedure for absentee voting on resolutions at general meetings specified in Sub-Rule 5 of Rule XIII will apply. The votes of at least two thirds of the Life, Ordinary and Supernumerary Members entitled to vote will be necessary to carry the proposition for the dissolution. The quorum for such meeting shall be one hundred Life, Ordinary and Supernumerary Members. Should at the expiration of half an hour the requisite quorum not be present, the meeting shall be declared closed.

#### **DISPOSAL OF ASSETS**

3. In the event of a dissolution being carried into effect the assets of the Club shall be realised and any balance remaining after satisfaction or provision for payment for the debts and liabilities of the Club shall be divided equally among the then Life, Ordinary and Supernumerary Members.

## **RULE XXIX**

### **RECOVERY OF DUES**

Notwithstanding anything contained in these Rules all subscriptions and fines owing by a member to the Club and money owing or payable by a member to the Club for or in respect of accommodation, lodging, food, or liquors supplied or given to the member or on any other account whatever is recoverable by action in a court of law against that member at the suit of the Trustees for the time being, whether that member at the commencement of the action has ceased to be a member or not. A member so sued shall not be at liberty to defend the action on the ground that as a member, no action by the Trustees may lie against him or upon any other technical grounds, but his defence may only be upon the merits.

## **RULE XXX**

### **AUTHORITY TO BORROW ON MORTGAGE**

#### **RESOLUTION NEEDED TO CONFER POWERS**

1. With the previous sanction of a special resolution of the Life and Ordinary Members at an Annual General Meeting or Special General Meeting the Committee may be empowered to borrow for the purposes of the Club such amount of money either at one time or from time to time and upon such security as shall be specified in such resolution and thereupon the Trustees shall at the direction of the Committee enter into such arrangements by way of mortgage or charge over the property of the Club including the Club House Land as the Committee may deem proper.

#### **TERMS OF SECURITY PROVIDED**

2. Any charge or mortgage executed by the Trustees under the powers hereinbefore conferred upon them for securing any moneys raised as aforesaid may contain a power of sale and all the other usual powers, covenants and provisions usually contained in charges or mortgages of a like description; but it shall also contain a proviso to the effect that neither the Trustees nor any of them nor any member shall be personally responsible to the chargee or mortgagee for the payment of the principal and interest moneys secured by the charge or mortgage or any part thereof respectively.

## MORTGAGEE NOT BOUND

3. No chargee or mortgagee of the Club property shall be bound or in any way concerned to see the due application of any moneys raised by charge or mortgage as aforesaid nor be affected by the misapplication thereof.

## **RULE XXXI**

### **INDEMNITY**

1. Subject to Sub-Rule 2 of this Rule:
  - (a) the Club must, to the extent the person is not otherwise indemnified, indemnify each present and former office bearer or employee of the Club against any loss, cost, expense or liability incurred by reason of any act or deed or omission done or omitted to be done in good faith as such an office bearer or employee; and
  - (b) the Club may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by a present or former office bearer or employee of the Club in defending an action for a liability referred to in Sub-Rule 1(a) of this Rule or in resisting or responding to actions taken by a government agency.
2. No payment under Sub-Rule 1 of this Rule may be made to indemnify any present or former office bearer or employee of the Club against any loss, cost, expense or liability incurred as a result of conduct that is adjudged by a court:
  - (a) to be criminal, the related offence being one which may attract a term of imprisonment;
  - (b) to be fraudulent; or
  - (c) to involve a lack of good faith.