

Constitution of The Petroleum Club of Western Australia

Freehills

AMP Building 140 St Georges Terrace Perth WA 6000 Australia
Telephone 61 8 9211 7777 Facsimile 61 8 9211 7878
www.freehills.com.au DX104 Perth

SYDNEY MELBOURNE PERTH CANBERRA BRISBANE HANOI HO CHI MINH CITY SINGAPORE
Correspondent Offices JAKARTA KUALA LUMPUR

Liability limited by the Solicitors' Limitation of Liability Scheme, approved under the
Professional Standards Act 1994 (NSW)

Reference Michael Dulaney

Table of contents

<i>Clause</i>		<i>Page</i>
1	Name	1
2	Objects	1
3	Incidental powers	1
4	Profits	2
4.1	Non profit organisation	2
4.2	Application of property	2
5	Membership	2
5.1	Persons who are members	2
5.2	Foundation and life members	2
6	Entrance fee and subscriptions	3
7	Cessation of membership	3
7.1	Resignation or death	3
7.2	Resolution of the Board of Governors	3
8	Officers	3
9	Management	3
9.1	Board of Governors	3
9.2	Quorum	3
9.3	Sub-Committees	4
10	Annual General Meetings	4
10.1	Date of AGM	4
10.2	Motions	4
10.3	Quorum	4
10.4	Voting	4
11	Extraordinary General Meeting	5
11.1	Procedure	5
11.2	Notice of motions	5
11.3	Quorum	5
11.4	Voting	5

12	Finance	5
13	Previous rules	5
14	Change of Constitution	6
15	Dissolution	6
16	Audit and inspection of books	6

1 Name

The name of the Club shall be **The Petroleum Club of Western Australia (Inc.)**.

2 Objects

The objects of the Club shall be:

- (a) To promote and encourage social intercourse between its members.
 - (b) To provide means and facilities for persons engaged in and concerned with the petroleum industry to meet.
 - (c) Where appropriate, to facilitate the education of the general public on the activities of the petroleum industry.
-

3 Incidental powers

The incidental powers of the Club shall be:

- (a) To purchase, take on lease or in exchange, hire or otherwise acquire and maintain any real or personal property and any rights and privileges.
- (b) To erect, and to improve, repair, pull down and rebuild buildings and other structures.
- (c) To sell, exchange, lease, mortgage, hire, dispose of, turn to, account or otherwise deal with all or any part of the real and personal property of the Club.
- (d) To accept donations whether of real or personal estate and devises and bequests.
- (e) To borrow or raise or secure the payment of money in such manner as the Club thinks fit with power to issue debentures, grant mortgages, charges or any class of security upon or charging all or any of the Club property real or personal, both present and future of the Club and to redeem or pay off any existing or future security.
- (f) To invest and deal with the moneys of the Club not immediately required for the purposes of the Club in such manner as may from time to time be determined.
- (g) To hold any property on any trust.
- (h) To subscribe to any patriotic, charitable, benevolent or public object referred to in paragraph (a) (sub-section 1) of Section 78 of the *Income Tax Assessment Act 1937* (as amended).
- (i) To cooperate or affiliate with any other club or society having objects wholly or in part similar to those of the Club.

- (j) To appoint, employ and pay officers and servants and to dismiss or to suspend any officer or servant.
- (k) To apply for and obtain and renew from time to time a Club licence under the *Liquor Act 1970* as amended.
- (l) To sue.
- (m) To promote public awareness of the responsible activities and achievements of the petroleum industry in Western Australia by means of structured education programs.
- (n) To liaise and operate joint programs with other petroleum industry representative groups for mutual benefit and for the benefit of the petroleum industry.
- (o) To do all other things as are incidental or conducive to the attainment of its objects.

4 Profits

4.1 Non profit organisation

The Club shall be constituted as a non-profit organisation.

4.2 Application of property

- (a) The income and property of the Club shall be applied solely towards the promotion of the objects of the Club.
- (b) No portion of the income or property of the Club shall be paid, transferred or distributed directly or indirectly to the members of the Club provided that nothing shall prevent the payment in good faith or remuneration to any officer or employee of the Club or to any person other than a member, in return for services rendered to the Club.

5 Membership

5.1 Persons who are members

Membership shall be drawn from persons directly concerned with the petroleum industry.

5.2 Foundation and life members

Membership shall include

- (a) all foundation members, being those who received registration by 21 March 1967; and
- (b) all life members, being those who are elected life members by the Board of Governors,

who are entitled to exercise every privilege open to members of the Club.

6 Entrance fee and subscriptions

Members shall pay such entrance fees and subscriptions to the Club as shall from time to time be determined by the Board of Governors. The Board of Governors has power to raise or reduce any entrance fee or subscription.

7 Cessation of membership

7.1 Resignation or death

A member's membership shall cease on the member's written resignation or death.

7.2 Resolution of the Board of Governors

Subject to the right of appeal set out in the Rules of the Club, the Board of Governors may, by resolution, in its absolute discretion, cancel the membership of any member who:

- (a) fails to pay any amount due to the Club for one month after receipt of notice in writing;
 - (b) fails to observe any rule or regulation of the Club; or
 - (c) is convicted of any indictable criminal offence,
- if:
- (d) at least 7 days' notice of the intention to propose the resolution has been given to each member of the Board of Governors; and
 - (e) the resolution is carried by an absolute majority.

8 Officers

The officers of the Club shall consist of a President, a Vice President, an Honorary Secretary and an Honorary Treasurer.

9 Management

9.1 Board of Governors

The sole management and organisation of the Club shall be vested in a Board of Governors, which shall consist of at least 8 members, including the President, the Vice President, the Honorary Secretary, the Honorary Treasurer and such other members as the Board of Governors shall require from time to time.

9.2 Quorum

Consists of at least 50% of the Board of Governors of which 2 shall be Officers of the Club.

9.3 Sub-Committees

The Board of Governors may appoint sub-committees of members and may delegate power to act provided that all such committees shall be required to report to and be responsible to the Board of Governors.

10 Annual General Meetings

10.1 Date of AGM

The Annual General Meeting will be held in September of each year on a date set by the Board of Governors.

10.2 Motions

- (a) Notice of motion on any resolution (other than ordinary business) shall be sent to the Honorary Secretary not later than the 14th day preceding such Annual General Meeting and the Honorary Secretary shall not less than 28 days preceding the meeting send a reminder to this effect to each member.
- (b) All notices of motion received by the Honorary Secretary shall immediately be published and shall remain published until after the meeting. The failure to publish any notice shall not invalidate such notice. In the case of notices of motion, the Honorary Secretary shall give at least 7 days notice in writing to each member of the motion or the purport of the motion.
- (c) Accidental omission to send or delay in sending any notice or non-receipt of any notice will not invalidate any meeting, nomination, resolution or election.

10.3 Quorum

- (a) The quorum at a general meeting shall be not less than 10% of the current total membership of the Club.
- (b) In the event of there being no quorum, the Honorary Secretary shall adjourn the meeting to such time, date and place as he or she may deem fit.
- (c) The quorum at any adjourned meeting shall be the number of members in attendance at the time fixed for such meeting.

10.4 Voting

The majority necessary to carry a resolution in ordinary general meeting shall be a simple majority of those present and entitled to vote, both subject to clause 15.

11 Extraordinary General Meeting

11.1 Procedure

- (a) Upon authority being given by the Board of Governors or by requisition made and signed by at least 25% of the members stating the subject or subjects intended to be discussed, the Honorary Secretary shall call an extraordinary general meeting of the Club. In all cases, the subject matter to be discussed shall be set out in the form of a notice of motion.
- (b) Such meetings shall be convened by the Honorary Secretary for the consideration of such subject or subjects only and not later than 42 days after such authority or requisition (as the case may be); and at least 14 days' notice in writing of such meeting and the notice of motion or the purport thereof shall be given to each member. Accidental omission to notify a member in due time or at all will not render void any such meeting or resolution.

11.2 Notice of motions

All notices of motion received by the Honorary Secretary shall immediately be published and remain until after the meeting. The removal of any notice shall not invalidate such notice or any resolution which may be subsequently carried.

11.3 Quorum

The quorum for any such extraordinary meeting shall be at least 25% of the members and in the event that insufficient members attend to form a quorum within 15 minutes of the time notified for such meeting then the meeting shall be adjourned to a date agreed by a majority of those members present. The quorum at any adjourned meeting shall be the number of members in attendance at the time fixed for such hearing.

11.4 Voting

The majority necessary to carry a resolution in extraordinary general meetings shall be a simple majority of those present and entitled to vote, subject to clause 15.

12 Finance

After providing for all expenses and payments considered by the Board of Governors to be necessary or desirable, the balance of the funds of the Club may be utilised or dealt with in such manner as the Board of Governors may determine for the furtherance of the objects of the Club.

13 Previous rules

All previous acts and appointments legal and valid under former rules shall, subject to this Constitution and the Rules, remain legal and valid.

14 Change of Constitution

- (a) This Constitution may be altered or repealed or a new Constitution may be proposed by the Board of Governors, upon written notice being provided to members no less than 14 days' prior to the day upon which the proposal will be moved.
- (b) If 60% or more of members present at the meeting are in favour of the change to the Constitution, then such change will take effect to the Constitution.

15 Dissolution

- (a) The Club may be dissolved or wound up by resolution at an extraordinary general meeting called for such purpose.
- (b) In the event of an extraordinary general meeting being called for the Club to be dissolved, the Board of Governors shall forward by mail to all members not less than 30 days in advance of the meeting relevant reasons for the dissolution as provided by the member or members calling for the dissolution of the Club.
- (c) At such meeting votes by proxy will not be received and the votes of more than 2/3rds of the members voting in person will be necessary to carry the proposition for dissolution.
- (d) If upon the dissolution or winding up of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, transferred or distributed amongst the members of the Club. It shall be:
 - (1) given to some other club, association, institution or body having objects similar, wholly or in part, to the objects of the Club provided that the club, association, institution or body shall prohibit the distribution of its income and property among its members; or
 - (2) paid to or transferred to some charitable object,
which club, association, institution, body or object shall be determined by the members of the Club before the time of dissolution.
- (e) If the members do not make a determination as required by clause 16(e) or effect cannot be given to such determination, then such payment or distribution shall be determined by a judge of the District Court of Western Australia.

16 Audit and inspection of books

- (a) The accounts of the Club shall be audited by an auditor appointed each year by the members at the Annual General Meeting and such accounts shall be presented with the Honorary Treasurer's report to the Annual General Meeting.

