

Petroleum Club of Western Australia

Constitution of The Petroleum Club of Western Australia

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 networking between its members.
 - (b) To provide means and facilities for persons engaged in and concerned with the petroleum industry to meet.
 - (c) To educate the general public on the activities of the petroleum industry.
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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, employees and contractors and to dismiss or to suspend any officer, employee or contractor.
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- (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 otherwise 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

- (a) Membership shall be drawn from persons directly concerned with the petroleum industry.
- (b) The Club shall have the following classes of membership:
 - (i) Young Professional;
 - (ii) Ordinary;
 - (iii) Life; and
 - (iv) Foundation.

5.1A Becoming an Ordinary or Young Professional Member

- (a) Applications for membership are to be made in writing to the Honorary Secretary.
- (b) An application shall be in the form determined by the Board of Governors.
- (c) The application shall be considered by the Board of Governors which may accept or reject the application in its absolute discretion.
- (d) If an application is accepted, membership commences when any fee due under Rule 6 is paid.
- (e) A Young Professional Member shall be under 35 years of age on the membership application date and will automatically become an member on attaining 35 years of age.

Ordinary

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.

5A Register of Members

- (a) The Club shall maintain a Register of members.
- (b) The Register is to include each member's name, membership class and at least one member contact address selected from:
 - (i) a residential address;
 - (ii) a postal address; and
 - (iii) an e-mail address
 for the member.
- (c) Any changes to the Register must be made within 28 days of advice of the change to the Honorary Secretary.
- (d) A member may inspect the Register for:
 - (i) the purposes of the management and organisation of the Club; and/or
 - (ii) the purpose of administration of the *Associations Incorporation Act 2015*.
- (e) A member wishing to make any copy of the Register must provide a written request acceptable to the Board of Governors and including a statutory declaration setting out the purpose for which the request is made and declaring that the purpose is directly connected with the affairs of the Club.

- (f) The Board of Governors may:
 - (i) determine a reasonable charge for the cost of complying with a request under sub-rule (e); and
 - (ii) require the person making the request to pay the charge to the Club.

- (g) The Register may be maintained electronically.

6 Fees and subscriptions

Members shall pay such 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 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, 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

- (a) The officers of the Club shall consist of a President, a Vice President, an Honorary Secretary, an Honorary Treasurer and the Club General Manager.
- (b) The Board may appoint other officers of the Club if seen fit.

9 Management

9.1 Board of Governors

- (a) 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 Officers of the Club and such other members as the Board of Governors shall require from time to time.
- (b) Each member of the Board is to take all reasonable steps to ensure that management and organisation of the Club complies with these rules and the *Associations Incorporation Act 2015*.
- (c) The Club shall maintain a record of Officers and other Board members which is available for inspection by Members.

9.1A Becoming a member of the Board

- (1) A qualified member of the Club becomes a member of the Board by:
 - (a) election at an elected member at a general meeting; or
 - (b) by appointment, by the Board, to a casual vacancy on the Board.
- (2) A member is qualified under rule 9.1A(1) if:
 - (i) none of the circumstances in rule 7.2(a) to (c) applies;
 - (ii) the member is not, by law, disqualified from membership of the Board;and
 - (iii) the member has complied with the nomination process as described in Sub-rule (3) of this Rule.
- (3) A member qualified under this rule may submit a nomination in the written form as approved by the Board no later than 21 days prior to an annual general meeting for consideration by delegated members of the Board prior to election.
- (4) A member whose nomination does not comply with this rule is not eligible for election to the Board.

9.1B Term of Office

- (a) An elected member of the Board has, subject to these rules, a term expiring at the annual general meeting held in the year three (3) years after election.
- (aa) Subject to this Constitution, a member of the Board elected at the September 2017 annual general meeting shall have a term expiring at the March 2021 annual general meeting.
- (ab) Subject to this Constitution, a member of the Board elected at the September 2019 annual general meeting shall have a term expiring at the March 2023 annual general meeting.

- (b) A member appointed to a casual vacancy on the Board has, subject to these rules, a term expiring at the next annual general meeting.
- (c) On expiry of the term of office, a member of the Board is, subject to these rules, available for election to a further term of office as specified in rule 9.1B(a).
- (d) The General Manager remains a member of the Board during the term of their employment.

9.1C Meetings of the Board

- (a) The Board must meet regularly and on no less than 9 occasions per calendar year.
- (b) No Board meeting is to be held more than 2 months after the date of the preceding meeting.
- (c) Notice of each Board meeting including date, time, place and agenda for the meeting must be given at least 3 days before the proposed meeting.

9.1D Procedure

- (a) The President or, in the President's absence, an Officer of the Club is to preside over meetings of the Board.
- (b) The Board may determine the procedure to be followed at each meeting.
- (c) Minutes of each Board meeting are to be maintained in Club records.
- (d) A Board member must disclose any conflict of interest or potential conflict of interest relevant to the business of the meeting.

9.2 Quorum

- (a) No business can be conducted at a Board meeting unless the meeting is attended by a quorum consisting of at least 50% of the Board of Governors of which 3 shall be Officers of the Club.
- (b) Each member of the Board has one vote on any question arising at a Board meeting.
- (c) Where votes on a question are equal, the vote is to be resolved in the negative.

9.3 Sub-Committees

- (a) 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.
- (aa) The Board of Governors may determine a nomination and election procedure for members of a sub-committee.
- (b) The Board of Governors may substitute its own decision for a decision of a sub-committee.

- (c) A sub-committee must seek prior approval from the Board of Governors before incurring any substantial financial expense.

9.4 Ceasing to be a member of the Board

- (1) Subject to rule 9.4(2), a member of the Board of Governors ceases to be a member of the Board if:
 - (a) the member resigns;
 - (b) any of the circumstances in rule 7.2 applies or the member is otherwise disqualified by law;
 - (c) the member is a party to a breach of rule 9.3(c);
 - (d) if without leave of the Board, a member fails to attend a Board meeting on more than 3 occasions in a calendar year; or
 - (e) is removed from office at an annual general meeting or extraordinary general meeting.
- (2) If any of the circumstances in rule 9.4(1)(c) or (d) apply, the member ceases to be a member of the Board only on resolution by the Board.
- (3) If any of the circumstances in rule 9.4(1)(a), (b) or (e) apply, the member automatically ceases to be a member of the Board.

10 Annual General Meetings

10.1 Date of AGM

- (a) Up to and including the calendar year 2019, the Annual General Meeting will be held in September of each year on a date set by the Board of Governors. From the calendar year 2020 onwards, the Annual General Meeting will be held in March of each year on a date set by the Board of Governors.
- (b) Formal notice of an Annual General Meeting shall be sent to members at least 21 days before the meeting.
- (c) The formal notice of meeting must include:
 - (i) The date, place and time of the meeting; and
 - (ii) A summary of proposed business for the meeting.
- (d) Notices of meeting shall be communicated electronically.

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.

10.2A Procedure

- (1) The President, or in the President's absence, the Vice President or an Officer of the Club shall chair the Annual General Meeting.
- (2) Meeting procedure shall, in the absence of a successful contrary motion, be determined by the Chair of the meeting.

10.3 Quorum

- (a) The quorum for conducting any business 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

- (a) The majority necessary to carry a resolution in ordinary general meeting shall be:
- (i) in the case of an ordinary resolution - a simple majority of votes cast including votes cast by members present at the meeting, votes cast by proxy or votes cast electronically; and
- (ii) in the case of a special resolution – no less than 75% of votes cast including votes cast by members present at the meeting, votes cast by proxy or votes cast electronically.
- (b) Elections for the Board of Governors require a secret ballot of members no later than during the meeting.
- (c) Voting may be conducted electronically at any time before the conclusion of voting on a resolution in an ordinary general meeting.

11 Extraordinary General Meeting

11.1 Procedure for calling meeting

- (a) Upon authority being given by the Board of Governors or by requisition made and signed by at least 20% 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 to be sent to all members of the Club.

- (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.

11.2A Procedure

- (1) The President, or in the President's absence, the Vice President or an Officer of the Club shall chair any Extraordinary General Meeting.
- (2) Meeting procedure shall, in the absence of a successful contrary motion, be determined by the Chair of the meeting.

11.3 Quorum

The quorum for any such Extraordinary General 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

- (a) The majority necessary to carry a resolution in an Extraordinary General Meeting shall be:
- (i) in the case of an ordinary resolution - a simple majority of votes cast including votes cast by members present at the meeting, votes cast by proxy or votes cast electronically; and
- (ii) in the case of a special resolution – no less than 75% of votes cast including votes cast by members present at the meeting, votes cast by proxy or votes cast electronically.
- (b) Voting may be conducted electronically at any time before the conclusion of voting on a resolution in an Extraordinary General Meeting.

11A Minutes of General Meetings

- (a) The Honorary Secretary, or a person authorised by the Board of Governors, must take and keep formal minutes of any general meeting.
- (b) The minutes must record the business conducted at the meeting, any resolution at which a vote is taken and the result of the vote.

12 Finance

- (a) The financial year of the Club is the calendar year.
- (b) 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.

12A Custody of Club Records

- (a) Subject to sub-rule (b), the Club's records must be kept in the custody or control of the Honorary Secretary.
- (b) The financial records, including financial statements, of the Club must be kept under the control of the Honorary Treasurer.
- (c) The records of the Club shall include at least those records required to be kept under the *Associations Incorporation Act 2015*.
- (d) Club records may be kept electronically.

13 Previous rules

All previous acts and appointments legal and valid under former rules shall, subject to this Constitution, the Rules and the Act, 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 for special resolution at either an Annual General Meeting or an Extraordinary General Meeting.
- (b) Subject to sub-rule 14(c), voting shall proceed in the manner prescribed in either rule 10.4 or 11.4, whichever is applicable, of this Constitution

- (c) If not less than 75% of votes cast, including votes cast by members present at the meeting, votes cast by proxy or votes cast electronically, 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 electronically notify 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 surplus property whatsoever, the same shall not be paid to, transferred or distributed amongst the members of the Club. The surplus property shall be distributed as determined by special resolution of the members of the Club having regard to:
 - (i) the requirement that any surplus property must only be distributed to the persons mentioned in section 24(1) of the *Associations Incorporation Act 2015 (the Act)*; and
 - (ii) a club, association or body eligible under the Act and having objects similar, wholly or in part, to the objects of the Club.

16 Review of Accounts

- (a) As a Tier 2 association under the Act, the accounts of the Club shall be reviewed by a reviewer 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.
- (b) In any other circumstances, the accounts shall be audited or reviewed as required by the Act.

17 Resolving Disputes

17.1 Relevant Disputes

- (a) This part applies if a dispute on a matter concerning the administration of the Club arises between:
- (i) a Club member and another Club member; or
 - (ii) a Club member and the Club.
- (b) For avoidance of doubt, a relevant dispute excludes any commercial matter outside the ordinary affairs of the Club.

17.2 Parties to Attempt to Resolve Dispute

Parties to a dispute must act in good faith to resolve a dispute within 21 days of the dispute arising.

17.3 Dispute Resolution Process

- (a) If the parties cannot resolve the dispute, and the President or a nominee Board member is also unable to secure resolution, the Board of Governors must consider the dispute at the next Board meeting following the expiry of the time limit in rule 17.2.
- (b) The Board of Governors must act reasonably in deciding a dispute resolution process for determining the dispute, which process may include determination by a Board meeting.
- (c) If the dispute cannot reasonably be determined by the Board, the parties to the dispute must agree to mediation by a mediator agreed by the parties, with agreement to a mediator not to be unreasonably withheld.
- (d) Parties to a dispute must bear their own costs.

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