

Kwinana Blue Jays Baseball Club Inc.

Constitution



Document Control

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KBJBC – CONSTITUTION

CLUB SECRETARY

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WA, 6167

Table of Contents

1. THE CLUB	2
2. DEFINITIONS	2
3. CLUB COLOURS	4
4. OBJECTS	4
5. NOT FOR PROFIT	4
6. POWERS	4
7. MEMBERSHIP	6
8. REGISTER OF MEMBERS	7
9. MEMBERSHIP FEES	7
10. TERMINATION OF MEMBERSHIP	8
11. SUSPENSION OF MEMBERSHIP	8
12. MANAGEMENT COMMITTEE	9
13. PROCEEDINGS OF COMMITTEE	11
14. GENERAL MEETINGS	12
15. ANNUAL GENERAL MEETING	12
16. MINUTES OF MEETINGS	13
17. VOTING	13
18. PROXY VOTING	14.
19. AMENDMENTS TO THE RULES	14
20. BY-LAWS	15
21. COMMON SEAL	15
22. INSPECTION OF RECORDS	15
23. DISPUTES AND MEDIATION	16
24. DISSOLUTION OF THE CLUB	16

1. The Club

The Club shall be an Incorporated Association in accordance with the Associations Incorporations Act (2015) as amended and shall be known as “Kwinana Blue Jays Baseball Club Inc.” hereinafter referred to as the KBJBC or the Club.

2. Definitions

In these rules, unless the contrary intention appears:

- o ‘AGM’ means the Annual General Meeting convened in accordance with Rule 15;
- o ‘Bylaws of the KBJBC’ means the written bylaws that are adopted by the KBJBC from time to time;
- o ‘club’ means the Kwinana Blue Jays Baseball Club Inc;
- o ‘committee meeting’ means a meeting referred to in Rule 12;
- o ‘committee member’ means person so elected at the AGM and filling positions described in rule 8
- o “Common Seal” means the official seal of the KBJBC;
- o ‘Constitution’ means this Constitution and the Rules therein;
- o ‘department’ means the government department with responsibility for administering the KBJBC under the Associations Incorporation Act 2015;
- o ‘financial year’ means the period commencing 1 May each year until 30 April in the following year;
- o ‘general meeting’ means any meeting of the Club to which all members of the Club are invited;
- o ‘Governing Body’ means Baseball WA or other such organization that may oversee the running of baseball competitions in which KBJBC teams participate;
- o ‘member’ means a member of the Club;
- o ‘ordinary resolution’ means a resolution to decide a question, matter or resolution at a General Meeting, at which there is a quorum, that is not a Special Resolution, and is supported by the votes of a simple majority of Members present, in person or by proxy and eligible to vote at the meeting;
- o ‘poll’ means voting conducted by a secret ballot in written form (as opposed to a show of hands);
- o ‘Register’ means the Register of Members referred to in Rule 7;
- o ‘Rules’ means the Rules as contained in this constitution;
- o ‘special general meeting’ means a general meeting other than the Annual General Meeting;
- o ‘special resolution’ has the meaning given by section 24 of the Act, that is:

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the KBJBC who are entitled under the rules of the KBJBC to vote and vote in person or, where proxies or postal votes are allowed by the rules of the KBJBC by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules. In a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the

fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the KBJBC or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least three members of the KBJBC present in person or, where proxies are allowed, by proxy. If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

o “the Commissioner” means the Commissioner for Consumer Protection exercising powers under the Act;

3. Club Colours

The colours of the KBJBC shall be Blue (Dark Royal), Red and White or such other colours and of such design as the committee shall from time to time determine for the use of merchandise, sponsors, advertising, media and fundraising.

4. Objects

The objects of the KBJBC are:

- (a) To encourage and sponsor the game of Baseball in the Kwinana District and within the state of Western Australia.
- (b) To encourage and assist in the development of junior baseball within the Kwinana District.
- (c) To affiliate each year with the Baseball Governing Body in Western Australia to allow participation as a club in any or all competitions conducted by the Governing Body.
- (d) To promote good fellowship and sportsmanship among members and parents of our district.
- (e) To make proper use of the buildings and facilities made available through the City of Kwinana.
- (f) To promote participation in sport in general for enjoyment and which is played in an environment free from bias and intimidation.
- (g) The KBJBC shall be non-sectarian and non-political.
- (h) To do all such other acts, matters and things as are incidental or conducive to the attainment of all or any of the above objects.

5. Not for Profit

5.1 The property and income of the KBJBC 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.

5.2 The Financial year of the KBJBC shall commence on the 1st day of May each year.

5.3 A payment may be made to a member out of the funds of the Association only

if it is authorised under sub-rule (5.4).

5.4 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 Association 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.

6. Powers

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

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) make, alter and rescind any by-law that it considers necessary for the effective administration of the KBJBC, provided that no by-law may be inconsistent with the Act or these rules.
- (d) invest its money in any security in which trust monies may lawfully be invested; or in any other manner authorized by the rules of the KBJBC.
- (e) borrow money upon such terms and conditions as the KBJBC thinks fit;
- (f) give such security for the discharge of liabilities incurred by the KBJBC as the KBJBC thinks fit;
- (g) appoint agents to transact any business of the KBJBC on its behalf;
- (h) enter into any other contract it considers necessary or desirable; and
- (i) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of KBJBC.

7. Membership

7.1 Membership shall be open to all persons: a. who wishes to further the interests of the club, interested in playing or encouragement of baseball. b. who have not previously been expelled from the KBJBC pursuant to rule 11.2 of this constitution.

7.2 A person who wishes to become a member must: a. apply for membership to the Committee in writing and in such form as the committee from time to time directs; and b. pay the required membership fee as determined by the committee and set out in the KBJBC By-Laws. c. be bound by the Constitution and By-laws of the KBJBC and rules and regulations of the Governing Body.

7.3 The Committee members must consider each application made under sub-rule 7.2 at a Committee meeting and must at the Committee meeting or the next Committee meeting accept or reject that application.

7.4 Applicants denied membership shall be advised in writing

7.5 An applicant whose application for membership of the KBJBC is rejected under sub-rule 7.3 must, if he or she wishes to appeal against that decision, give notice to the Secretary of his/her intention to do so within a period of 14 days from the date he or she is advised of the rejection.

7.6 When notice is given under sub-rule 7.4, the KBJBC in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the KBJBC in the general meeting.

7.7 Life Membership

Any member, past or present, who has rendered distinguished service to the KBJBC may be awarded life membership by the management committee, upon a recommendation as set out in the KBJBC Life Membership Policy. The nomination shall be added to the March Committee meeting agenda where a 75% majority of all members present is required to award Life Membership. All members with voting rights shall be invited to the meeting to vote on the nomination in accordance with sub-rule 13.9. The vote shall be in the form of a secret ballot. Proxy voting on the nomination for Life Membership shall be accepted.

If the resolution is passed the member shall be bestowed Life Membership at the Club's Senior Awards Presentation. Any member so elected shall receive all entitlements of Life Membership of the KBJBC as set out in the Club By-Laws. Refer to the KBJBC Life Membership Policy.

8. Register of Members

8.1 The club shall keep and maintain a register in which shall be entered:

- (a) the full name, address, Date of Birth, phone, email, preferred mode of contact, class of membership and date of entry of each member.
- (b) where applicable, the date of termination of membership of any member.

8.2 Members shall provide notice of any change and required details to the club within one month of such change.

8.3 The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the committee at a general meeting decide.

8.4 The Secretary must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule 8.1.

8.5 Having regard to the Act, confidentiality considerations and privacy laws, an extract of the register of members, shall be available for inspection (but not copying) by members, upon reasonable request.

8.6 Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the objects, in such manner as the board considers appropriate.

9. Membership Fees

9.1 The committee may from time to time at a general meeting determine the amount of the subscription to be paid by each member. Refer to Club By-Laws.

9.2 Each member must pay to the Club, annually on or before the first fixture game or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule (1).

9.3 Subject to sub-rule (4), a member whose subscription is not paid within three months after the relevant date fixed by or under sub-rule 9.2 ceases on the expiry of that period to be a member, unless the Committee decides otherwise.

9.4 A person exercises all the rights and obligations of a member for the purposes of these rules if their subscription is paid on or before the relevant date fixed by or under sub-rule (2) or such other time as the Committee allows.

10. Termination of membership

Membership of the KBJBC may be terminated upon:

- (a) Receipt by the Secretary or another Committee member of a notice in writing from a member of his/her resignation from the KBJBC. Such person remains liable to pay to the KBJBC the amount of any subscription due and payable by that person to the KBJBC but unpaid at the date of termination; or
- (b) Non-payment by a member of his/her subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 9.3; or
- (c) Expulsion of a member in accordance with rule 11.

11. Suspension or expulsion members

11.1 If the Committee considers that a member should be suspended or expelled from membership of the KBJBC because his/her conduct is detrimental to the interests of the KBJBC, the Committee must communicate, either orally or in writing, to the member:

- (a) Notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
- (b) Particulars of that conduct, not less than 30 days before the date of the Committee meeting referred to in paragraph (a).

11.2 At the Committee meeting referred to in a notice communicated under sub rule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the Club and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

11.3 Subject to sub-rule (5), a member has his/her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).

11.4 A member who is suspended or expelled under sub-rule (2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his/her intention to do so within the period of 14 days referred to in sub-rule (3).

11.5 When notice is given under sub-rule (4):

- (a) The KBJBC in a general meeting must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the KBJBC in the general meeting; and
- (b) The member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.

12. Management Committee

12.1 Subject to sub-rule (10), the affairs of the KBJBC will be administered exclusively by a Committee of Management consisting of a:

- (a) President;
- (b) Vice-President (2);
- (c) Secretary;
- (d) Treasurer;
- (e) Registrar;

12.2 The President, Secretary, Treasurer, V. President (Seniors) and V. President (Juniors) shall constitute the Club's Executive for the following purposes :

- (a) Shall deal with all matters referred to it by the Committee, but shall not have the power to incur expenditure on behalf of the club without approval of the Committee.
- (b) Shall deal with any emergency where time does not permit the calling of a committee meeting and any decision of the Executive made therein shall be submitted to the Committee at the first meeting after any such emergency for ratification.
- (c) The Secretary is authorized and shall convene all meetings of the Executive. Any three (3) members shall constitute a quorum thereof.

(d) The Treasurer shall ensure safe custody of all KBJBC finances as set out in the KBJBC By-Laws clause 6.

12.3 Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule (9).

12.4 Subject to sub-rule (9), a Committee member's term will be from his/her election at an Annual General Meeting until the election referred to in sub-rule (3) at the next Annual General Meeting after his/her election, but he or she is eligible for re-election to membership of the Committee.

12.5 Except for nominees under sub-rule (8), a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by:

(a) The nominator; and

(b) The nominee to signify his/her willingness to stand for election, to the Secretary not less than seven (7) days before the day on which the annual general meeting concerned is to be held.

12.6 A person who is eligible for election or re-election under this rule may:

(a) Propose or second himself or herself for election or re-election; and

(b) Vote for himself or herself.

12.7 If the number of persons nominated in accordance with sub-rule (5) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled:

(a) The Secretary must report accordingly to; and

(b) The Chairperson must declare those persons to be duly elected as members of the Committee at the annual general meeting concerned.

12.8 If vacancies remain on the Committee after the declaration under sub-rule (7), additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of the Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

12.9 If a vacancy remains on the Committee after the application of sub-rule (8), or when a casual vacancy within the meaning of sub-rule (13) occurs in the membership of the Committee:

(a) The Committee may appoint a member to fill that vacancy; and

(b) A member appointed under this sub-rule will:

i. Hold office until the election referred to in sub-rule (3); and

ii. Be eligible for election to membership of the Committee, at the next following annual general meeting.

12.10 The Committee may delegate, in writing, to one to more sub-committee (consisting of such member or members of the Club as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than:

(a) The power of delegation; and

(b) A function which is a duty imposed on the Committee by the Act or any other law.

12.11 Any delegation under sub-rule (10) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.

12.12 The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (10).

12.13 A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:

(a) Dies;

(b) Resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Committee;

(c) Is convicted of an offence under the Act;

(d) Is permanently incapacitated by mental or physical ill-health;

(e) Is absent from more than three consecutive Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings; of which meetings the member received notice, and the Committee has resolved to declare the office vacant;

(f) Ceases to be a member of the KBJBC; or

(g) Is the subject of a resolution passed by a general meeting of members terminating his/her appointment as a Committee member.

13. Proceedings of Committee

13.1 The Committee shall come together for the dispatch of KBJBC business not less than nine (9) times in each calendar year and the Chairperson, or at least half the members of the Committee, may at any time convene a meeting of the Committee.

13.2 Each Committee member has a deliberative vote.

13.3 A question arising at a Committee meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Committee meeting will have a casting vote in addition to his/her deliberative vote.

13.4 Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.

13.5 As required under sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of,

the Committee (except if that pecuniary interest exists only by virtue of the fact the member of the Committee is a member of a class of persons for whose benefit the KBJBC is established), must: a. as soon as he or she becomes aware of that interest, disclose the nature and extent of his/her interest to the Committee; and b. not take part in any deliberations or decision of the Committee with respect to that contract.

13.6 Sub-rule (5a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact the member of the Committee is an employee of the KBJBC.

13.7 The Secretary must cause every disclosure made under sub-rule (5a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

13.8 The quorum for a Committee Meeting to proceed shall be a minimum of nine (9) committee members.

13.9 Members of the club shall be invited to attend Committee meetings if they so wish, but shall not be eligible to vote unless the vote is for a Life Membership nomination at the March Committee meeting.

14. General meetings

14.1 General meetings may be called by the management committee at the request of the President and Secretary or on the written request of seven (7) financial members of the club who are eligible to vote.

14.2 The secretary shall give at least seven (7) days notice by circular, social media, telephone or through one of the local papers of the date of the General Meeting to the members. Notice of General meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that General Meeting.

14.3 The quorum at the general meeting shall be a minimum of nine (9) financial members eligible to vote in accordance with the Constitution.

15 Annual General Meeting

15.1 The Annual General meeting of the KBJBC shall be held within the last two (2) weeks of the month of May each year.

15.2 The date and time of the meeting shall be fixed by management committee at the April general meeting and notified to all members by circular, social media or through one of the local papers at least ten (10) days prior to the meeting.

15.3 All financial members and interested persons may attend the annual General Meeting.

15.4 The quorum at the Annual General Meeting shall be a minimum of fifteen (10) members entitled to vote at the meeting.

15.5. If at the end of 30 minutes after the time appointed in the notice for the opening of the meeting the required quorum is not present the person proceeding at the meeting shall call another Annual General Meeting at a date and time and place as he may decide.

15.6 At the adjourned meeting any number of members eligible to vote at the Annual General Meeting but not less than six (6) shall constitute a quorum.

15.7 The agenda for the Annual General Meeting shall be : ☐

Opening & welcome ☐

Attendance & apologies ☐

Proxy forms ☐

Confirmation of previous Annual General Meeting minutes ☐

Presentation of Reports

(a) President

(b) Treasurer

(c) Secretary ☐

Club Business regarding reports ☐

Acceptance of Reports ☐

Election of Incoming committee ☐

Handover to new committee ☐

Other general business ☐

Closure

16. Minutes of meetings

16.1 The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 21 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.

16.2 The Chairperson must ensure that the minutes taken of a general meeting or Committee meeting under sub-rule (1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Committee meeting, as the case requires.

16.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:

(a) The general meeting or Committee meeting to which they relate (in this sub-rule called 'the meeting') was duly convened and held;

(b) All proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and

(c) All appointments or elections purporting to have been made at the meeting have been validly made.

17. Voting

17.1 Voting powers at the Annual General Meeting and General Meetings;

17.1.1 The president shall be entitled to a deliberate vote and in the event of a tied vote the Status quo shall remain unchanged.

17.1.2 Each individual financial member entitled to vote shall have one (1) vote.

17.1.3 Each affiliated club or team shall be entitled to one (1) vote.

17.1.4 Each individual life member shall have one (1) vote.

17.2 Voting powers at Management committee meetings

17.2.1 The president shall be entitled to a deliberate vote and in the event of a tied vote shall have the casting vote.

17.2.2 Each individual committee member present shall have one (1) vote.

17.3 At all meetings voting shall be by a show of hands except where 1/3 of the members eligible to vote desire a ballot.

17.4 Election of offices shall always be carried out by a ballot of where more than one nomination shall be received.

18. Proxy Voting

A member (in this rule called 'the appointing member') may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

19. Amendments to the Rules

19.1 No alteration, repeal or addition shall be made to the constitution except at the Annual General Meeting, or a General Meeting called for that purpose at which due notice has been given.

19.2 The secretary shall forward such notices of motion to each management committee member at least fourteen (14) days prior to the Annual General meeting and seven (7) day prior to a General Meeting

19.3 Alterations to the By-laws can only be made at Management Committee meetings provided notice of the proposed alteration/s has been duly notified to committee members

19.4 Such notions or any part thereof shall be no effect unless passed by a seventy five percent (75%) majority (special resolution) of those present and entitled to vote at the Annual General Meeting, General Meeting or Management Committee Meeting as the case may be.

19.5 Within one (1) month of the passing of a special resolution, the Secretary shall notify the ministry of fair trading and the director of liquor licensing of the amendment.

19.6 These rules bind every member and the KBJBC to the same extent as if every member and the KBJBC had signed and sealed these rules and agreed to be bound by all their provisions.

19.7 The Constitution of the Club shall be reviewed every five (5) years or such other period less than five (5) years as the Committee may from time to time determine.

20. By-Laws

20.1 The Committee may make, amend and repeal By-Laws for the management of the Club, provided that the By-Laws are not inconsistent with the Rules of the Club or the Act.

20.2 The By-Laws made under sub-rule (1) do not form any part of the Rules of the Club.

20.3 The By-Laws made under sub-rule (1) may make provision for :

20.3.1 Adding, amending or repealing classes of membership and the rights, privileges and obligations that apply to each class of membership;

20.3.2 Requirements for financial reporting, financial accountability of accounts in addition to those prescribed by the Rules or the Act;

20.3.3 The signatories to the bank accounts of the Club; and

20.3.4 Any other By-Laws that the Committee may from time to time deem appropriate.

21. Common seal

21.1 The common seal of the KBJBC must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 16.

21.2 The affixing of the common seal of the KBJBC must be witnessed by any two (2) of the President, the Secretary and the Treasurer.

21.3 The common seal of the KBJBC must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

22. Inspection of Records

22.1 A member may at any time inspect without charge the books, documents, records and securities of the club

23. Disputes and mediation

23.1 The grievance procedure set out in this rule applies to disputes under these rules between:

(a) A member and another member; or

(b) A member and the KBJBC; or

(c) If the Club provides services to non-members, those non-members who receive services from the KBJBC, and the KBJBC.

23.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.

23.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator. The mediator must be:

(a) A person chosen by agreement between the parties; or

(b) In the absence of agreement:

i. in the case of a dispute between a member and another member, a person appointed by the Committee of the KBJBC;

ii. in the case of a dispute between a member or relevant non member (as defined by sub-rule (1) (c)) and the KBJBC, a person who is a mediator appointed to, or employed with, a not for profit organization.

23.5 A member of the KBJBC can be a mediator.

23.6 The mediator cannot be a member who is a party to the dispute.

23.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

23.8 The mediator, in conducting the mediation, must:

(a) Give the parties to the mediation process every opportunity to be heard;

(b) Allow due consideration by all parties of any written statement submitted by any party;
and

(c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

23.9 The mediator must not determine the dispute.

23.10 The mediation must be confidential and without prejudice.

23.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

24. Dissolution of the Club

The Club shall be dissolved if a resolution to that effect is adopted by a three fourths majority of the Voting Members present at a Special General Meeting called for the purpose. If upon dissolution of the Club there remains after the satisfaction of all its liabilities and debts, any assets whatsoever, the same shall not be paid to or distributed among the Members of the Club but shall be given or transferred to an incorporated association or institution or institutions having objects similar wholly or in part to the objects of the KBJBC and which shall prohibit the distribution of its or their income and assets among its or their members or to some charitable objects which association institution object shall be determined by the Voting Members of the Club at or object shall be determined by

the Voting Members of the Club at or before the time of dissolution or winding up, or in default thereof or if and insofar as effect cannot be given to such determination then such payment or distribution shall be determined by a Judge of the Supreme Court of Western Australia.