

Rules of The Petroleum Club of Western Australia

Freehills

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1 Membership

- (a) Membership shall consist of persons engaged in the Petroleum Industry or in activity vitally related to the petroleum industry.
- (b) In order that the name of the Club not be vitiated, it shall be the duty of the Board of Governors and its appointees to examine each candidate for membership as to his or her relevancy.
- (c) No person shall be excluded from membership by reason of race, national origin, religion, sex or colour.

2 Candidates for membership

2.1 Ordinary Membership

- (a) Candidates for membership must be proposed and seconded in writing by 2 members of the Club in good standing upon forms provided by the Board of Governors on which shall be stated the full given names, surname and address, the profession, occupation or status of the candidate, as well as being accompanied by the required fee.
- (b) The name of each proposed candidate, together with his proposer and seconder, shall be forwarded to the Honorary Secretary, who shall submit the proposal to the next meeting of the Board of Governors on a date to be notified. The Board of Governors shall consider the proposals submitted, which may be accepted by unanimous vote by the Board of Governors. Where the decision has not been unanimous, such proposal may again be brought forward in the following Club year from the first review of such proposal.

2.2 Life Membership

- (a) A maximum of 2 Life Memberships may be awarded in any financial year. An annual award is not mandatory and the Board of Governors may choose not to make any award in any year.
- (b) Life Memberships will be granted on a majority vote by the Board of Governors at their meeting immediately prior to the Annual General Meeting and announced at the AGM. The nominee should have served or be serving the Club on a voluntary basis.
- (c) Members will be asked by a notice issued 4 months prior to the AGM to nominate candidates for Life Membership. The notice will set down the criteria for award of Life Membership and provide the deadline for receipt of nominations, approximately 2 months prior to the AGM.
- (d) Nominations must address the criteria for Life Membership set out in clause 2.2(f). All nominations must be signed by the nominator and one member of the current Board of Governors. All nominations will be kept confidential.

- (e) Unsuccessful candidates may be renominated in any following financial year. However, the Board of Governors retains the discretion to consider as nominees any candidates previously nominated.
- (f) To be eligible for nomination to Life Membership, a member must:
 - (1) be a current financial member of the Club, and
 - (2) have contributed to the Club in one or more of the following ways:
 - (A) served on the Board of Governors for a minimum of 3 years;
or
 - (B) otherwise rendered distinguished service to the Club.
- (g) A Life Member will have all the rights and privileges of membership of the Club without payment of any subscription.

3 Entrance fees and subscriptions

The entrance fee and first subscription (incorporating administrative costs) shall be paid when application for membership is made and all future subscriptions shall be due and payable on the 1st of July in each year.

4 Duties and powers of the Board of Governors

4.1 Meetings of the Board of Governors

The Board of Governors shall meet not less than 10 times each year and may act notwithstanding any vacancy therein and minutes of all resolutions and proceedings thereof shall be entered in a book to be provided for that purpose.

4.2 Quorum

The quorum of the Board of Governors shall be as per 9.2 of the Constitution of the Petroleum Club of Western Australia (Inc).

4.3 Minimum attendance

If any Board member shall fail to attend more than 2 times in any one year without leave of absence acceptable to the Board his or her seat may be declared vacant and he or she disqualified from the position and upon the happening of such event shall be notified accordingly.

4.4 Co-opting of members

The Board of Governors may co-opt a member to fill the vacancy on the Board occasioned by resignation of a member of the Board or by clause 4.3. The member co-opted shall serve on the Board until the next Annual General Meeting of the Club, where they can stand for election to the Board.

4.5 Retirement of Board members

Board Members shall not serve on the Board for more than 3 years after election to the Board. A past Board Member shall be eligible to stand for re-election to the Board at least 12 months after they stand down from the Board.

4.6 Election of members to the Board of Governors

At each Annual General Meeting members shall be elected to the Board of Governors for a period of 3 years.

4.7 Membership

- (a) The Board of Governors may each year appoint a nominating committee consisting of 2 members and 1 member who is a retiring member in the Board of Governors.
- (b) The nominating committee shall make public the names of the candidates 30 days or more before the date of the Annual General Meeting and shall send by mail such notice of candidates not less than 30 days in advance of the Annual General Meeting.
- (c) Any 2 members in good standing may nominate a candidate on form issued by the Nominating Committee.

5 Obligations of the Board of Governors

The Board of Governors shall manage the affairs of the Club in accordance with the Rules and objects of the Club generally and shall have power to do the following special acts:-

- (a) To purchase, take or lease any building or part thereof for the purpose of the Club and to sub-let any building or part thereof so taken or leased upon such terms as they may think fit.
- (b) To erect, maintain, improve and alter any buildings for the purpose of the Club.
- (c) To purchase magazines, periodicals and books for the use of members of the Club.
- (d) To purchase, hire or otherwise acquire any personal property for the benefit, convenience and accommodation of the members and to sell, lease or otherwise dispose of same.
- (e) To borrow money for all or any of the purposes of the Club on mortgage debenture or otherwise save that the Board of Governors may not create liabilities in excess of current assets without first presenting to the members the reasons therefor and shall receive a minimum of 60% or more affirmative votes based on receipts within 30 days of mailing to each member a ballot setting forth the pertinent information in relation to the borrowing of moneys.
- (f) To open and operate accounts at any bank.

- (g) To appoint among their number as soon as thereafter following the annual election a President, a Vice President, an Honorary Secretary and an Honorary Treasurer and to remove them at their discretion.
- (h) Subject to the provisions of the Liquor Act, to make, alter, amend and repeal by-laws of the Club from time to time for the good working and management of the Club, provided such by-laws shall not abrogate or alter the Rules of the Club. Provided further, notice of the making, alteration, amending or repealing of any by-law shall be decided by a 60% majority vote of those present and eligible to vote at the Annual General Meeting or other extraordinary general meeting called for such purpose.
- (i) To pay any servant of the Club any gratuity for faithful and diligent service as seems fit.
- (j) That if it be an instruction from the Annual General Meeting to the Board of Governors, to prepare a budget of anticipated income and expenditure to be presented to members at an extraordinary general meeting to be convened.
- (k) To appoint sub-committees consisting of members of the Club for all or any purposes that it may deem fit.
- (l) To appoint a member to fill any casual vacancy of the Board of Governors or nominating committee.
- (m) To raise and expend money for such purpose as the Board of Governors in its discretion considers necessary for the benefit, convenience and accommodation of the members.
- (n) To discipline, suspend or expel members in a manner consistent with the Constitution and these Rules.
- (o) Subject to 7 days' notice of motion being published, a member of the Board of Governors, or the Board of Governors, may from time to time limit the number of members of the Club generally and specially and may vary or withdraw such limit.
- (p) To invest surplus moneys in investments authorised by Law for Trustees.
- (q) To recommend to the Annual General Meeting an auditor or auditors who shall be a qualified chartered accountant or accountants and shall be a member or members of the Institute of Chartered Accountants in Australia or the Australian Society of Accountants.

6 Duties of officers

6.1 President

The President of the Board of Governors shall have executive authority to carry out the decisions of the Board of Governors and shall preside at meetings of the Board and of the members.

6.2 Vice President

The Vice President designated by the Board of Governors shall succeed in the President's duties, whenever the President declares himself or herself unable to act or is requested to do so by the Board of Governors.

6.3 Honorary Secretary

- (a) The Honorary Secretary shall keep or cause to be kept a record of all business transacted at the meetings of the Board of Governors, sub-committees and Annual and Extraordinary General Meetings.
- (b) The Honorary Secretary shall at least 7 days before any general meeting post to every member a notice of such meeting stating the time, date and place where it will be held and the business to be brought before it.
- (c) The Honorary Secretary may by direction of the Board of Governors apply to the Licensing Court for such permits as shall from time to time be required.

6.4 Honorary Treasurer

- (a) The Honorary Treasurer shall keep or cause to be kept records of all financial transactions subject to the supervision of the Board of Governors and shall keep or cause to be kept proper books of account and prepare an annual balance sheet for distribution to members.
- (b) The Honorary Treasurer and 3 other members of the Board shall be named as signatories on any bank account, investment, savings and any other account in the Club's name.
- (c) All moneys the property of the Club shall be deposited in an account in a bank to be nominated by the Board of Directors.
- (d) Cheques and withdrawals of accounts shall be payable on 2 signatures of either the Honorary Treasurer and 3 other members of the Board of Governors.

7 General meetings

7.1 Annual General Meeting

The business of the Annual General Meeting shall be conducted in the following order:-

- (a) Call to order.
- (b) Minutes of last Annual General Meeting and business arising therefrom.
- (c) Presidential report and acceptance.
- (d) To receive financial reports and balance sheets duly audited and made up to the 30th day of June in each year.
- (e) Election of the Board of Governors.
- (f) Confirmation of auditor for the following year.

- (g) Transaction of such business of which notice shall have been given.
- (h) General business.
- (i) On a vote, any 2 members may call for a division when the chairman shall divide the meeting.

7.2 Board of Governor's meetings

The business of the Board of Governors' meetings shall be in the following order:

- (a) Roll call.
- (b) Minutes of last meetings.
- (c) Business arising therefrom.
- (d) Correspondence.
- (e) Financial reports.
- (f) Authorisation for payments.
- (g) Memberships.
- (h) Unfinished business.
- (i) New business.
- (j) Next meeting.
- (k) Closure.

7.3 Extraordinary General Meetings

At an extraordinary general meeting called for a specific purpose, business other than that for which the meeting was called shall not be discussed.

8 Miscellaneous

- (a) Any member who shall destroy, damage or lose any property belonging to the Club shall pay the full costs of replacing the same.
- (b) No member shall take away from the Club upon any pretence whatsoever any newspaper, book, or any other articles of property of the Club unless duly authorised.
- (c) Any member:-
 - (1) who shall have become bankrupt or insolvent or make an assignment for the benefit of his creditors, or compound or arrange with his creditors (whether such creditors are his separate creditors or the creditors of any partnership of which he is a member); or
 - (2) who shall fail in the observance of any rule or regulation of the Club; or
 - (3) who in the opinion of the Board of Governors shall be guilty either in or out of the Club of conduct derogatory to the character of a gentleman or lady or prejudicial to the interests of the Club, or

calculated in any manner to impair or affect the enjoyment of the Club by the members thereof;

shall be liable to be suspended, fined or expelled from the Club in the absolute discretion of the Board of Governors and notice of such suspension, fine or final expulsion shall forthwith be sent to the member.

- (d) Any member of the Club or an applicant for membership to the Club who may feel aggrieved by any action of the Board of Governors may appeal to the Board of Governors within 14 days of receipt of notice of the decision. Upon receipt of the appeal, the Board of Governors shall cause a hearing to be convened within 31 days at which the Board of Governors and a minimum of 10 members in good standing shall attend, consider the appeal and vote thereon. The decision of the Board of Governors shall have full effect pending the hearing of any appeal.
- (e) Any member who is not an Australian national may at the discretion of the Board of Governors cease to be a member on declaration of war between Australia and the country of which he is a citizen.
- (f) Any person ceasing from any cause to be a member of the Club shall nevertheless remain liable for the payment of all subscriptions and other moneys due and payable by him or her to the Club.
- (g) The Club, the Board of Governors and the nominating committee shall not be liable to any member of the Club, or to any person using the Club property under or by virtue of the Rules thereof, or by reason of any act, neglect, default or negligence of any officer, servant, employee or agent of the Club. All such persons as aforesaid using the property of the Club or making use of any of the conveniences or facilities provided by the Club shall be deemed to do so at their own risk.
- (h) Every member shall advise the Honorary Secretary of his/her address and all notices required by these Rules to be sent or given to members shall be deemed to have been sent or given if sent to such address.

“I HEREBY CERTIFY the foregoing to be a true and correct copy of the Rules of The Petroleum Club of Western Australia (Inc).”

Signed by: Marie Malaxos
President of the Petroleum Club of
Western Australia (Inc) (2008-2009)

Signature: *M Malaxos*

Date: _____

Witness: Don Sanders
Vice President of the Petroleum Club of
Western Australia (Inc) (2008-2009)

Signature: _____

Date: _____