

Leopold Sportsmans Club Incorporated

Constitution and Rules.

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is **Leopold Sportsmans Club** Incorporated .

2 Purposes

2.1 Objects

The objects of the Association are to encourage, promote and foster the sports of Bowls, Squash and Golf and Local Community Organisations.

3 Financial year

The financial year of the Association is each period of 12 months ending on 30th June.

4 Definitions

absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 44;

Club means the above mentioned Incorporated Association

Committee means the Committee having management of the business of the Association;

committee meeting means a meeting of the Committee held in accordance with these Rules;

committee member means a member of the Committee of Management elected or appointed under Division 3

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23 (2);

disciplinary meeting means a meeting of the Committee of Management convened for the purposes of rule 19;

disciplinary subcommittee means the subcommittee appointed under rule 20;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a member of the Association;

member entitled to vote means a member who under rule 12(2) is entitled to vote at a general meeting;

regulation mean regulations under the Act

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

the address is the registered address of the Association being 135 Kensington Road Leopold.

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub-rule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The assets and income of the Association shall be applied exclusively to the promotion of its objects and must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub-rule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member on behalf of the Association; or
 - (b) for goods or services provided by the member of the Association—if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7.1 The Association shall consist of the following categories of membership:

"Ordinary Members" Adult members of:

Bowling, Squash / Racquet ball , Golf, Indoor Bias Bowls , and other Sporting sections determined by the Committee of Management from time to time.

Other Categories of Membership:

Foundation Members

Club Members

Club Members- Partner

Social Members

Junior Members

Honorary Life Members

Honorary Members

7.2 Members shall be nominated and approved for membership as provided in Rule 10.

7.3 Each category of membership will be open to persons of either sex.

7.4 Club Member : Any person who has attained the age of eighteen years may be elected as a Club Member of the Association. The Club Member will have the rights and privileges set out in clause 8.1 paragraphs [i] [ii] [iii] and [iv].

7.5 Foundation Member: A Foundation Member is a person qualified to be elected as an Ordinary Member of the Association and who paid the said Association on or before the 30th June 1972 the sum of \$ 50-00 and who was elected as a Foundation Member. A Foundation Member also includes the spouse of any such member who has been elected as such in accordance with these rules. The Foundation Member will have the rights and privileges set out in clause 8.1 paragraphs [i] [ii] [iii] and [iv].

7.6 Junior Members : Shall be entitled to the rights and privileges set out in sub-clause 8.1 paragraphs [i] and [ii] provided however they will not be supplied with or allowed to consume liquor on the Association's premises.

7.7 Club Member-Partner: The lawful spouse / de facto of any Ordinary , Foundation or Club Member provided that they have attained the age of eighteen years may be elected as a Club member- Partner of the Association in accordance with Rule 10. A Club Member- Partner member shall have the rights and privileges set out in sub-clause 8.1 paragraph [i] [ii] [iii] & [iv]

7.8 Honorary Life Member of the Association: The Committee of Management may resolve upon receipt of a written submission signed by 7 (seven) current ordinary members of the Association, to recommend the nominated member for Honorary Life Membership of the Association.

[a] The recommendation must satisfy part or all of the following criteria

: -15 years continuous membership of the Club

- : -Service to the Association in capacity as a Committee Member on a sectional Committee and / or the Committee of Management for a minimum period of 7 years
- : -Representation of Club outside of the Association
- : -Outstanding voluntary service within the Association

- : - Outstanding Community Service on behalf of the Association
- : - Other Noteworthy Deeds

[b] The recommendation of the Committee of Management shall be put to the members at the Annual General Meeting following the date that the board made the resolution, and if three quarters majority of members present and voting by a show of hands at the Annual General meeting approves the recommendation, the member shall be elected as a life member of the Association.

[c] The total number of Honorary Life Members shall not exceed 20 living members of the Association

[d] Life Membership of any person may be revoked by a three quarters majority of members present and voting at a General Meeting of the Club

7.9 Honorary Member: a person who, upon recommendation by the Committee, is made an Honorary Member of the Association for such period as may be determined; or All Players and Officials of any team competing in a sporting event organised by a section of the Association on the day of such competition.

Honorary Members shall have the rights and privileges set out in sub-clause 8.1 paragraph

[i] and [ii]. They will however be subject to the following conditions:

[a] They shall not introduce visitors to the Association's premises and

[b] Their membership may be cancelled at any time by the Association.

7.10 No person shall be allowed to become an Honorary Member of the Association or to be relieved of payment of regular subscriptions except those possessing the qualifications defined in these rules and subject to the conditions and regulations prescribed herein.

7.11 Social Member: any responsible person over the age of eighteen may be elected as a Social Member. Social Members shall have the rights and privileges set out in sub-clause 8.1 paragraph [ii]. Always provided that this category of membership shall have no force or effect unless and until the Association has installed on its premises, electronic gaming machines in accordance with the requirements of the Electronic Gaming Machines Act and has a permit to operate the said machines.

8.0 Privileges of Membership

8.1 Ordinary Members, Club Members, Foundation Members and Honorary Life Members shall be entitled to:

[i] Admission to the Association's premises at all times such are open and to compete in any competitions and tournaments.

[ii] The use of the Association's facilities in accordance with the By-Laws made by the Committee.

[iii] Elect the Officers and other Members of the Committee of the Association and any other officer elected at the Annual General Meeting.

[iv] Stand for election as an Officer or Member of the Committee of the Association.

8.2 Minimum number of members

The Association must have at least 5 members.

9.0 Who is eligible to be a member

Any person who supports the purposes of the Association is eligible for membership.

10.0 Application for membership

10.1 A person who is nominated and approved for membership as provided in these rules is eligible to be a Member of the Association on payment of the annual subscription payable under these rules.

10.2 A person who is not a member of the Association at the time of the incorporation of the Association, or who was such a member at that time but has ceased membership, shall not be admitted to membership unless:

[a] nominated as provided in sub clause 10.3 and

[b] admission as a member is approved by the Committee.

10.3 The nomination of a person as a Member of the Association shall:

[a] be made in writing and signed by the proposer and seconder who must both be financial members of the Association.

[b] be lodged with the Manager of the Association.

10.4 As soon as is practicable after the receipt of any nomination the Manager shall refer the application to the Committee.

10.5 Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.

10.6 Upon a nomination being approved by the Committee the Manager shall, with as little delay as possible, notify the nominee in writing of the approval for membership and request payment, within twenty-eight days after the receipt of the notification of the sum payable under these rules.

10.7 The Manager shall, on receipt of the payment referred to in sub-clause 11.4(3), within the period referred to in that sub-clause, enter the nominee's name in the Members' Register and upon the name being so entered the nominee becomes a Member of the Association.

10.8 A right, privilege or obligation of a person by reason of membership of the Association:

[a] is not capable of being transferred or transmitted to another person.

[b] terminates upon cessation of membership whether by death or otherwise.

11.0 Annual subscription and fee on joining

11.1 The annual subscription is the relevant amount as determined by the Committee of Management from time to time, and is payable in advance on or before the 1st July in each year

11.2 Any responsible person over the age of eighteen admitted as a member (other than social member) after 31st December shall be charged half the annual subscription of that year.

11.3 If any member shall fail to pay his/ her annual subscription on or before the first day of August next after it becomes due, notice shall be sent to the member by the Manager of the association calling his/ her attention thereto and if such subscription is not paid by the 1st day of September following the person shall cease to be a member of the association and his/her name shall be removed from the members register.

11.4 A defined subscription of \$10.00 or such lesser amount approved by the Liquor Control Commission shall be payable in advance on or before the first day of July in each year by a member according to the classification of membership.

11.5 The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—

- (a) the full annual subscription; or
- (b) a fixed amount determined from time to time by the Association.

11.6 The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

12 General rights of members

(1) A member of the Association who is entitled to vote has the right—

- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) to submit items of business for consideration at a general meeting; and
- (c) to attend and be heard at general meetings; and
- (d) to vote at a general meeting; and
- (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 76; and
- (f) to inspect the register of members.

(2) A member is entitled to vote if—

- (a) the member is a member other than a Junior, Social or Honorary member; and
- (b) more than 10 business days have passed since he or she became a member of the Association; and
- (c) the member's membership rights are not suspended for any reason.

13 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

14 Ceasing membership

(1) A member of the Association who has paid all monies due and payable to the Association may resign from the Association by first giving one month's notice in writing to the Manager of intention to resign and upon expiration of that period of notice, the membership will cease.

(2) Upon the expiration of a notice given under sub-clause 14.1 the Manager shall make an entry in the Register of Membership recording the date on which the member, by whom the notice was given, ceased to be a member.

(3) The membership of a person ceases on resignation, expulsion or death.

15 Register of members

(1) The Manager must keep and maintain a register of members that includes—

- (a) for each current member—

- (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) the membership category of the member,
 - (v) any other information determined by the Committee; and
- (b) for each former member, the date of ceasing to be a member.

(2) Any member may, at a reasonable time and free of charge, inspect the register of members.

16.0 Visitors.

16.1 A member of the Association may introduce visitors to the privileges of the sporting facilities and any other amenities of the Association on payment of such fees as may be determined from time to time by the Association but such member shall not introduce more than four visitors into the licensed area at any one time; however

16.2 The visitor's name and address and the name of the member introducing the visitor[s] shall be entered into the Visitors' Book.

16.3 Bona fide visitors who are domiciled at a greater distance than ten kilometres from the Association's premises may be admitted for the purpose of gaming in accordance with the requirements of the electronic Gaming Machines Act and the Liquor Control Act provided that such a visitor must:

[a] produce evidence of his or her residential address before being admitted to the licensed premises; and

[b] carry identification at all times whilst on the licensed premises and:

[c] comply with any relevant rules of the Association whilst on licensed premises.

16.4 A register must also be kept recording the name and residential address of each authorised gaming visitor admitted to the licensed premises and the date of that admission.

17.0 Trading Association

17.1 The Association is authorised to trade under Section 51 of the Association Incorporations Act 1981.

17.2 In the event of the winding up or cancellation of the incorporation of Association, the assets of the Association will be transferred to an organisation with similar or charitable purposes (Winding up clause) .

17.3 The provisions for trading and winding up cannot be altered without the consent from the Minister (as shown in "Variations to Constitution and Purposes) .

18.0 Supply of Liquor

18.1 No liquor shall be supplied or sold to any person except on the days during the hours and in the manner prescribed and permitted by the Association's Liquor Licence.

18.2 No liquor shall be sold or supplied to any person under the age of eighteen years except where any such person is accompanied by a spouse or parent or legal guardian and the liquor sold is supplied for consumption as part of a meal supplied on the Association's premises.

18.3 No liquor shall be sold or supplied for consumption elsewhere than on the Association's premises unless the same is supplied during the hours in which liquor may be supplied for consumption on the Association's premises and unless the liquor is removed from the premises by the member

purchasing the same.

18.4 A visitor shall not be supplied with liquor in the Association's premises unless:

- [a] a guest in the company of a member of the Association: or
- [b] an authorised gaming visitor in accordance with paragraph 16.3 ;or
- [c] at a particular function or occasion in respect of which a limited licence has been granted under the provisions of Section 52 of the Liquor Control Act 1987.

18.5 No payment or part payment to any Manager or other officer or servant of the Association shall be made by way of commission or allowance from or upon the receipts of the Association for liquor supplied.

18.6 For the purpose of these rules the word "liquor" where appearing shall be deemed to mean liquor within the meaning of the Liquor Control Act 1987 and the Association's premises shall be deemed to mean such portion of the Association's premises as is for the time being "licensed premises" within the meaning of the Liquor Control Act.

18.7 The number of persons permitted into the licensed premises shall not exceed the approved numbers recorded on the Liquor License issued by the Liquor Control Commission and displayed in a prominent position within the licensed premises.

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

20 Disciplinary subcommittee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
 - (a) may be Committee members, members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

21 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the member that he or she may do the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at

that meeting

(ii) temporary suspension of membership rights pending attendance at the arranged disciplinary meeting.

(e) setting out the member's appeal rights under rule 23.

(2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 Decision of subcommittee

(1) At the disciplinary meeting, the disciplinary subcommittee must—

(a) give the member an opportunity to be heard; and

(b) consider any written statement submitted by the member.

(2) After complying with sub-rule (1), the disciplinary subcommittee may—

(a) take no further action against the member; or

(b) subject to sub-rule (3)—

(i) reprimand the member; or

(ii) suspend the membership rights of the member for a specified period; or

(iii) expel the member from the Association.

(3) The disciplinary subcommittee may not fine the member.

(4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed. It also takes effect if the member fails to appear before the disciplinary subcommittee

23 Appeal rights

(1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

(2) The notice must be in writing and given—

(a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

(b) to the Secretary not later than 48 hours after the vote.

(3) If a person has given notice under sub-rule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

(4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—

(a) specify the date, time and place of the meeting; and

(b) state—

(i) the name of the person against whom the disciplinary action has been taken; and

(ii) the grounds for taking that action; and

- (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with sub-rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Committee;
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

28 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (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 throughout the mediation process.
- (2) The mediator must not determine the dispute.

29 Failure to resolve dispute by mediation

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

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

30 Annual general meetings

- (1) The Committee must convene an annual general meeting of the Association within each financial year.
- (2) The Committee may determine the date, time and place of the annual general meeting within the first week of September yearly.
- (3) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Committee;

- (d) to consider and elect nominations for Honorary Life Membership nominated in accordance with rule 7.8
 - (d) to appoint an auditor
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

32 Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with sub-rule (2) by at least 15% of the total number of eligible members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub-rule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub-rule (3).

33 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must display on such notice in the public notice section of the local newspaper and by posting a notice in a conspicuous place on the licensed premises of the Association—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—

- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
- (3) This rule does not apply to a disciplinary appeal meeting.

34 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically) of 20 members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 32— the meeting must be dissolved;
 - (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

35 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-rule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

36 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to sub-rule (3), each member who is entitled to vote has one vote; and
 - (b) members must vote personally, and
 - (c) except in the case of a special resolution, the question must be decided on a majority of vote by show of hands
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 19.

37 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (in person) vote in favour of the resolution.

38 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

39 Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

- (3) In addition, the minutes of each annual general meeting must include—
- (a) the names of the members attending the meeting; and
 - (b) the financial statements submitted to the members in accordance with rule 30(3)(b)(ii); and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

40 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee of Management.
- (2) The Committee of Management may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate;
 - (c) determine the annual membership fee as per rule 11.1

41 Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

42 Composition of Committee

The Committee consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and

- (d) a Treasurer; and
- (e) three ordinary members elected under rule 53.
- (f) an ex-officio member who shall be the Past President in an advisory capacity only
And therefore unable to vote.

43 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—
so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

44 President and Vice-President

- (1) Subject to sub-rule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

45 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
 - (b) control the custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), control all books, documents and securities of the Association in accordance with rules 72 and 75; and
 - (c) ensure The Common Seal of the association shall not be used unless authorised by

the Committee of Management.

- (d) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (e) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

46 Treasurer

- (1) The Treasurer must—
- (a) oversee all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least 2 committee members or 1 committee member and one authorised officer.
- (2) The Treasurer must—
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

47 Venue Operator

The Venue Operator is appointed by the Committee of Management as shall be required. The Venue Operator is deemed to be an Officer of the Association with power to vote. The holder of this position is exception to Clause 52 (Election of President etc) in that he/she is not required to stand for re-election .

48 Manager

- (1) The Manager of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.
- (2) The Manager shall provide for the safe custody of the Common Seal and the registers, books, Documents and securities of the incorporated association approved by the Secretary.

- (3) maintain the register of members in accordance with rule 15.
- (4) The Manager is required to apply to The Liquor Licenses Authority and be approved as Nominee on the Clubs Full Club Liquor License

Division 3—Election of Committee members and tenure of office

49 Who is eligible to be a Committee member

A member is eligible to be elected or appointed as a committee member if the member—

- (a) is 18 years or over; and
- (b) a financial eligible member
- (c) is not an honorary member, social member or junior member of the Association; and
- (d) total number of eligible members exceeds 60% of the total membership of the association excluding junior members, honorary members and social members.

50 Positions to be declared vacant

- (1) This rule applies to—
 - (a) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare which positions on the Committee are vacant and hold elections for those positions in accordance with rules 51 to 54.

51 Nominations

- (1) Prior to the election of each vacant position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Association may—
 - (a) nominate in writing, signed by two members of the Association and accompanied by the written consent of the candidate, which may be endorsed on the form of nomination; and
 - (b) shall be delivered to the Manager not less than fourteen days before the date fixed for the holding of the Annual General Meeting.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

52 Election of President etc.

- (1) At the annual general meeting, separate elections must be held for each position declared vacant as per rule **55** from the following —
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

53 Election of ordinary members

- (1) The annual general meeting will determine from the vacated positions of ordinary members of the Committee who holds office for the next term.
- (2) A single election may be held to fill all / any of those vacated positions.
- (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

54 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
 - (a) each member present in person;
- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with sub-rule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under sub-rule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with sub-rules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

55 Term of office

- (1) Subject to sub-rule (3) and rule 56, a committee member holds office until the positions of the Committee are declared vacant . A minimum of 2 vacancies must be made available at each annual general meeting, and
- (2) Committee members are not able to hold a committee position for any more than 3 years before re- election.
- (3) A committee member may be re-elected.
- (4) A general meeting of the Association may—
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (5) A member who is the subject of a proposed special resolution under sub-rule (4)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (6) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

56 Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
 - (a) ceases to be a member of the Association; or
 - (b) becomes insolvent; or
 - (c) fails to be approved as an Associated Individual by the Victorian Commission for Gaming and Liquor Regulation: or
 - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

57 Filling casual vacancies

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
 - (a) has become vacant under rule 56; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any committee member appointed by the Committee under sub-rule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

58 Meetings of Committee

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

59 Notice of meetings

- (1) Notice of each committee meeting must be given to each committee member no later than 2 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

60 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.

- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

62 Use of technology

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

64 Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Sub-rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

65 Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—

- (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest—
- (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

66 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 65.

67 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

68 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

69 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members or one committee member and one authorised officer.

- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

70 Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

71 Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting sub-rule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

72 Audit

72.1 A practising Qualified Accountant shall be engaged to audit the books and accounts of the Association.

72.2 No member of the Committee shall be eligible to be appointed auditor under sub clause 72.1

72.3 The books and the accounts of the Association shall be audited at the end of each year.

72.4 The results of such audit shall be presented at the next meeting of the Committee thereafter and shall be presented at the next Annual General Meeting of the Association.

PART 7—GENERAL MATTERS

73 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
 - (a) the name of the Association must appear in legible characters on the common seal;

- (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
- (c) the common seal must be kept in the control and custody of the Secretary.

74 Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address—
the postal address of the Secretary.

75 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Sub-rule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Association or the Committee may be given—
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Committee determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

76 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to sub-rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to sub-rule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

77 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

78 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.
