

Constitution - Riverside Golf Club (Essendon) Inc. A0026315A

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PART 1—PRELIMINARY

1.0 Name

The name of the incorporated association is "Riverside Golf Club (Essendon) Incorporated", hereafter called "the Club".¹

1.1 Scope

The persons who from time to time are members of the Association are an incorporated association by the name given in Rule 1.0.

1.2 Terms of contract

Under section 46 of the Associations Incorporation Reform Act 2012, these Rules are taken to constitute the terms of a contract between the Association and its members.

1.3 Business documents

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2.0 Purposes²

The purposes of the association are to:

- (a) foster, encourage, promote, support and manage the game of golf at the Club;
- (b) abide by the rules regulating the conduct of golf at the Club;
- (c) foster a safe, fair and inclusive environment and encourage a sense of community spirit and social interaction amongst members and visitors; the club's Member Protection Policy provides a means of supporting and guiding this agenda;
- (d) ensure that all members receive equal treatment and access;
- (e) establish and maintain facilities and amenities for the benefit, social comfort and advancement of golf, the association, its members and visitors;
- (f) affiliate with such other bodies as the association deems fit;
- (g) ensure environmental considerations and the public interest are taken into account in all golf and related activities conducted by the association;
- (h) do such things as are incidental or conducive to the attainment of any or all of these purposes.

3.0 Financial year

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

¹ Item 1 Schedule 1 AIRA

² Item 2 Schedule 1 AIRA

4.0 Definitions

In these Rules—

- 4.01 **absolute majority**, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (see separate definition relative to a standard 'majority');
- 4.02 **association** means Riverside Golf Club (Essendon) Inc. A0026315A, the incorporated association to which this constitution applies;
- 4.03 **by lot** means making a determination or choice by lottery. For example, this might include conducting a draw at random;
- 4.04 **by-laws** means the by-laws of the association;
- 4.05 **casual vacancy** on the committee means a vacancy that occurs when a committee member resigns, dies or otherwise stops holding office during their elected-term;
- 4.06 **Chairperson**, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;
- 4.07 **Club** means the abovenamed incorporated association;
- 4.08 **Committee** means the Committee having management of the business of the Association;
- 4.09 **committee meeting** means a meeting of the Committee held in accordance with these Rules;
- 4.10 **committee member** means a member of the Committee elected or appointed under Division 3 of Part 5;
- 4.11 **Committee of Management** shall comprise of only those persons referred to in Rule 44 of these Rules;
- 4.12 **constitution** means rules as defined in the Act;
- 4.13 **disciplinary appeal meeting** means a meeting of the members of the Association convened under rule 23(3);
- 4.14 **disciplinary meeting** means a meeting of the Committee convened for the purposes of rule 22;
- 4.15 **disciplinary subcommittee** means the subcommittee appointed under rule 20;
- 4.16 **Executive Committee** consists of the Chairperson, Honorary Secretary and the Honorary Treasurer;
- 4.17 **financial year** means the 12 month period specified in rule 3;
- 4.18 **General Body of Members** of the club comprises the following membership types, each of which carries voting rights:
(i) Ordinary Member;
(ii) Student Member;
(iii) Senior / Concessional Member;
(iv) Honorary Life Member.
- 4.19 **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;
- 4.20 **Honorary Life Member** means a member as described at Rule 14.5;
- 4.21 **Honorary Member** is a person assigned special or temporary rights, as described at Rule 14.8;
- 4.22 **joining fee** means a sum payable by new members to the club, including any person who has previously resigned or lapsed and subsequently wishes to re-join;
- 4.23 **Junior member** means a member as described at Rule 14.2;
- 4.24 **majority** means more than half of all eligible voting members present and voting at a committee meeting or a general meeting; (see separate definition relative to 'absolute majority');
- 4.25 **member entitled to vote** means a member who under rule 13(2) is entitled to vote at a general meeting;
- 4.26 **member** means a person who has been duly accepted as such by the committee in accordance with this constitution and who has paid any fees and levies due to the association;
- 4.27 **Men's Captain** means the Captain of the Men's Match Committee;

- 4.28 **Men's Match Committee** means the sub-committee of the Club which the Committee shall cause to be formed to develop a syllabus, plus have control and supervision of men's golf competitions of the day;
- 4.29 **month** means a calendar month;
- 4.30 **Office Bearers** means those persons who are on the Committee of Management;
- 4.31 **ordinary member** means a member as described at Rule 14.1;
- 4.32 **present** means being in attendance at a committee meeting, or being in attendance at a general meeting, whether in person or via technological means;
- 4.33 **quorum for a committee meeting** is a majority of the committee members holding office, as described at Rule 63.2;
- 4.34 **quorum for a general meeting** is 10% of the members entitled to vote, as described at Rule 36.2;
- 4.35 **Registrar** means the Registrar of incorporated associations in Victoria, being Consumer Affairs Victoria;
- 4.36 **Secretary, or Honorary Secretary** means Secretary of the Committee of Management;
- 4.37 **Senior / Concessional Member** means a member as described at Rule 14.4;
- 4.38 **signed** means agreed in writing;
- 4.39 **Social member** means a member as defined at Rule 14.6;
- 4.40 **special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting to vote in favour of the resolution;
- 4.41 **Student member** means a member as described at Rule 14.3;
- 4.42 **subscription** means a fee payable to the association for the receipt of membership rights and privileges;
- 4.43 surplus assets means the assets and property after payment of the debts and liabilities remaining on a winding-up of the incorporated association and the costs, charges and expenses of the winding-up;
- 4.44 **Temporary member** means a member as defined at Rule 14.7;
- 4.45 **the Act** means the Associations Incorporation Reform Act (AIRA) 2012 (VIC) as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the association;
- 4.46 **Treasurer, or Honorary Treasurer** means Treasurer of the Committee of Management;
- 4.47 **Women's Captain** means the Captain of the Women's Match Committee;
- 4.48 **Women's Match Committee** means the sub-committee of the Club which the Committee shall cause to be formed to develop a syllabus, plus have control and supervision of women's golf competitions of the day;
- 4.49 **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats; and
- 4.50 **year** means the financial year of the Club.

PART 2—POWERS OF ASSOCIATION

5.0 Powers of Association

- 5.1 Subject to the Act, the Association has power to do all reasonable things incidental or conducive to achieve its purposes.
- 5.2 Without limiting subrule 5.1, 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;
 - (h) accept funds by way of donation, grant, bequest, or benefaction by any person or entity who may choose to do so & where the funds are provided for the benefit of members;

- (i) promote the club via any newspaper, periodical, book or leaflet the committee may deem appropriate;
- (j) publish a website, blog, or social media account to promote the club's standing in the community and/or to communicate with members;
- (k) sell or dispose of club assets which:
 - (i) have ceased to be required for the benefit of members; or
 - (ii) would require maintenance expenditure in excess of the item's real or perceived value; or
 - (iii) have been superseded or replaced by another item which may be owned, hired, rented or leased by the club.

Note: The committee may dispose of an asset for an amount less than its depreciated value where it can reasonably be established the action would be in the best interests of the club and its members. All funds raised from an asset sale must be credited to the club's bank account; and

(l) impose a levy on all Members of the General Body of Members for such amount or amounts and payable at such time or times as shall be determined by the Committee but at no time shall the total amount of the levy or levies made on any Member in any one year exceed twenty-five (25) per cent of the current annual subscription for the category of membership to which the Member is elected.

5.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6.0 Not for profit organisation

6.1 The Association must not distribute any surplus, income or assets directly or indirectly to its members.

6.2 Subrule 6.1 does not prevent the Association from paying a member—

- (a) reimbursement for expenses properly incurred by the member; or
- (b) for goods or services provided by the member, if this is done in good faith on terms no more favourable than if the member was not a member.

Note: Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES³

Division 1—Membership

7.0 Minimum number of members

The Association must have at least 5 members, who:

- (a) must all have voting rights granted to them under their respective membership category; and
- (b) may be of any membership category noted at Rule 14 (below).

8.0 Who is eligible to be a member

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

9.0 Application for membership

9.1 To apply to become a member of the Association, a person must submit the Club's "Application for Membership" form to a committee member stating that the person—

- (a) wishes to become a member of the Association; and
- (b) supports the purposes of the Association; and
- (c) agrees to comply with these Rules.

³ Items 3, Schedule 1 AIRA

9.2 The application—

- (a) must be signed by the applicant; and
- (b) may be accompanied by the joining fee.

Note: The joining fee is the fee (if any) determined by the Association under rule 12(3).

10.0 Consideration of application

10.1 To comply with the provisions of Schedule 1 of the Liquor Control Reform Act 1998 the application for membership must not be decided within 14 days of it being received; after this time has passed, the Committee must decide by resolution whether to accept or reject the application.

10.2 The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.

10.3 If the Committee rejects the application, it must return any money accompanying the application to the applicant.

10.4 No reason need be given for the rejection of an application.

10.5 For the purposes of the Liquor Control Reform Act 1998 (Vic), a record shall be kept by the Secretary of the number of Committee members voting.

11.0 New membership

11.1 If an application for membership is approved by the Committee—

- (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
- (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

11.2 A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—

- (a) the Committee approves the person's membership; or
- (b) the person pays the applicable joining fee and subscription.

12.0 Annual subscription and fee on joining⁴

Note: Details of entrance fees, subscriptions and other amounts (if any) to be paid by members of the incorporated association may be updated from time to time and will be available via the club's website, or upon request to a Committee member.

12.1 At each annual general meeting, the Association must determine—

- (a) the amount of the annual subscription (if any) for the following financial year; and
- (b) the date for payment of the annual subscription.

Note: Unless varied under this provision, the due date for annual renewal of subscriptions will be set at 1st July.

12.2 The Association may determine that a lower annual subscription is payable by:

- (a) Junior members;
- (b) Seniors / Concessional members;
- (c) Honorary Life Members;
- (d) a member who the committee may determine, by a majority vote, is eligible to pay a lesser rate in recognition of special services to the club.

12.3 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, if joining between 1st July and 31st December; or
- (b) one half of the annual subscription for that year, if joining on or after 1st January; and

⁴ Items 4, 5 Schedule 1 AIRA

(c) one quarter of the annual subscription for that year, if joining on or after 1st April.

Note: The Joining Fee applicable to new members is payable in full for all applications, regardless of the month of application or acceptance.

- 12.4 Members who are elected to a category of membership for which a greater subscription is applicable will be required to pay the difference between the fee paid (at the time of application) and the fee prescribed for the category to which they were accepted.
- 12.5 (a) 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;
(b) The Secretary may issue a reminder notice to the member if the subscription remains unpaid for (one) 1 month beyond the due date;
(c) If the member's subscription remains unpaid 3 months after the due date, their membership may be suspended or revoked by the committee; if revoked, the member would need to make a new application to re-join the club.
- 12.6 Any Member who has been outside the Commonwealth of Australia for six (6) months or more in a financial year may apply to the Committee, in writing, for a pro-rata remission of their annual subscription fee; the Committee will consider each case on its merits & has discretion to approve or deny the request
- 12.7 A member may apply to the Committee, in writing, for a remission or deferral of some or all of their annual subscription fee; the reason for the request is not restricted and the Committee will consider each case on its merits & has discretion to approve or deny the request.

13.0 General rights of members⁵

- 13.1 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 75; and
 - (f) to inspect the register of members.
- 13.2 A member is entitled to vote if—
- (a) the membership category to which they belong has voting rights; 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.

14.0 Membership⁶

- (a) The General Body of Members of the club comprises membership types, defined at Rule 4.46, which shall have full rights and privileges to those parts of the Club premises licensed under the Liquor Control Reform Act 1998 (Vic) ('the licensed premises') and the right to elect the Committee to manage the business and affairs of the Club;
 - (b) The full range of Membership categories, including those which do not have voting rights, are described below.
- 14.1 Ordinary Member is defined as a member who:
- (a) is over 18 years of age;
 - (b) does not reflect the criteria assigned to other membership categories;
 - (c) does not attract any concessional fee;
 - (d) is eligible to occupy a committee role;
 - (e) has voting rights at a general meeting.

⁵ Item 5 Schedule 1 AIRA

⁶ Items 3 and 5 Schedule 1 AIRA

14.2 Junior Member is defined as a member who:

- (a) is under 18 years of age at the time their subscription payment is due;
- (b) receives the benefit of a concessional fee;
- (c) is ineligible to occupy a committee role;
- (d) does not have voting rights at a general meeting;
- (e) cannot purchase or be served alcohol on the premises.

14.3 Student Member is defined as a member who:

- (a) is 18 to 25 years of age at the time their subscription payment is due;
- (b) is the holder of a current Student Card;
- (c) receives the benefit of a concessional fee;
- (d) is eligible to occupy a committee role;
- (e) has voting rights at a general meeting.

14.4 Senior / Concessional Member is defined as a member who:

- (a) has attained 70 years of age at the time their subscription payment is due; OR
- (b) is the holder of a current Australian Government Aged Pension Card;
- (c) receives the benefit of a concessional fee;
- (d) is eligible to occupy a committee role;
- (e) has voting rights at a general meeting.

14.5 Honorary Life Member is defined as a member who:

- (a) has given outstanding service to golf and/or to the Club for a period of 10 years or more; and whose achievements have been recognised by appointment to this category via a motion carried by a two-thirds majority of members voting at a general meeting;
- (b) receives the benefit of no membership renewal fee for as long as they remain a member of the Club;
- (c) is eligible to occupy a committee role;
- (d) has voting rights at a general meeting.

14.6 Social Member is defined as a member who:

- (a) is of any age;
- (b) has chosen not to play golf;
- (c) attracts a concessional fee;
- (d) is ineligible to occupy a committee role;
- (e) does not have voting rights at a general meeting.

14.7 Temporary Member is defined as a member who:

- (a) is a member of another club and who ordinarily resides 30 kms or more from the Clubhouse;
- (b) has made application for & been approved by the Committee to have Temporary Membership, which is valid for a period of three (3) months;
- (c) receives the benefit of a fee equivalent to one quarter of the annual Membership Fee for that year;
- (d) pays the full Joining Fee applicable to new members;
- (e) is ineligible to occupy a committee role;
- (f) does not have voting rights at a general meeting;
- (g) will not be eligible to win major events trophies or prizes;
- (h) at the expiration of any period of temporary membership may apply for another three month period, subject to a further payment of one quarter of the annual Membership Fee for that year; the Joining Fee will not be payable for any such extension.

14.8 Honorary Member is defined as a person who:

- (a) is a member of a golf club situated outside the boundaries of metropolitan Melbourne who has relocated to Melbourne, has applied for membership of the club and is awaiting determination of their application;
- (b) is representing associations or bodies which control the game of golf and with which the club is directly or indirectly affiliated;
- (c) is competing in a competition or tournament held with the permission of the club, or is an official acting at such a tournament;
- (d) has rendered distinguished service to the community or special services to the Club and has been granted Honorary Membership, at a concessional or nil fee, if so determined via a majority vote at a Committee meeting;
- (e) is ineligible to occupy a committee role;
- (f) does not have voting rights at a general meeting.

Note:

- (i) The Committee may cancel the membership of any Honorary Member without notice and without assigning any cause thereof;
- (ii) Honorary Membership as defined under parts (b) and/or (c) above will only exist for the duration of the competition or tournament in which the person is a competitor or official; during this time the person will also be deemed a "Visitor" for the purposes of the Liquor Reform Control Act and is therefore required to sign the Visitors' Book as per Rule 79.3.

14.9 Where as a consequence of the adoption of these Rules there is no category of membership which corresponds exactly with a category of membership of the Club in existence immediately prior to the adoption of these Rules, the Committee shall allocate to each Member of the Club so affected a category of membership available under these Rules which corresponds to the category of membership enjoyed by such Member immediately prior to the coming into operation of these Rules. The decision of the Committee shall be final and binding in each case.

14.10 Membership initiatives

- (a) The Committee may from time to time formulate and put into effect membership initiatives provided always that such initiatives shall comply with Rules 9, 10 and 11. Where an inconsistency in the club's standard terms and/or conditions relative to membership arises due to a membership initiative, the provisions of the initiative will prevail;
- (b) A membership initiative for the purpose of these Rules includes but is not limited to:
 - (i) any initiative for the purpose of attracting new members to the Club;
 - (ii) any initiative for the purpose of creating a sub-group of Members within an existing category of Members;
 - (iii) any initiative for the purpose of increasing the size of an existing category of membership; and
 - (iv) any initiative for the purpose of the marketing and promotion of the Club.
- (c) No membership initiative shall be deemed to repeal or amend anything contained in the Rules of the Club;
- (d) Any membership initiative put into effect by the Committee shall take effect as a by-law of the Club and may be altered or repealed by the Committee at any time.

14.11 Membership category may be changed

- (a) During a financial year in which subscriptions have already been paid, a member may request the Committee to amend their category of Membership;
- (b) The request must be made in writing to the Secretary;

- (c) The committee will consider any request on its merits and a majority vote will be required to effect the change;
- (d) The committee will advise the member of the decision in writing;
- (e) Any member elected to another category of membership for which a greater entrance fee is applicable may, at the discretion of the committee, be required to pay the difference between the entrance fee paid and that prescribed for the other category at the time of election to such other category;
- (f) Any member elected to another category of membership for which a lesser entrance fee is applicable may, at the discretion of the committee, be paid a refund as per Rule 12.7.

15.0 Rights not transferable⁷

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

16.0 Ceasing membership⁸

- 16.1 The membership of a person ceases on resignation, expulsion or death.
- 16.2 If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17.0 Resigning as a member

- 17.1 A member may resign by notice in writing given to the Association.
Note: Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.
- 17.2 A member is taken to have resigned if—
 - (a) the member's annual subscription is more than 12 months in arrears; or
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

18.0 Register of members⁹

- 18.1 The Secretary 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) if the member is a Junior member, a note to that effect;
 - (v) any other information determined by the Committee; and
 - (b) for each former member, the date of ceasing to be a member.
- 18.2 Any member may, at a reasonable time and free of charge, inspect the register of members.
Note: Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.
- 18.3 The Secretary will make the register available to an officer representing an authorised regulatory body, or an officer who is authorised under relevant legislation to have access to the information.

⁷ Item 5 Schedule 1 AIRA

⁸ Item 6 Schedule 1 AIRA

⁹ Section 56 AIRA

Division 2—Disciplinary action¹⁰

19.0 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) breached, failed, refused or neglected to comply with a provision of this constitution, the association's Member Protection Policy, by laws or any resolution or determination of the committee;
- (b) refused to support the purposes of the association;
- (c) acted in a manner unbecoming of a member, or prejudicial to the character and interests of the association; and/or
- (d) brought themselves, the association, any other member or the sport into disrepute.

20.0 Disciplinary subcommittee

20.1 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.

20.2 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.

21.0 Notice to member

21.1 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 one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- (e) setting out the member's appeal rights under rule 23.

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

22.0 Decision of subcommittee¹¹

22.1 At the disciplinary meeting, the disciplinary subcommittee must—

- (a) give the member a full and fair opportunity to be heard;
- (b) consider any written statement submitted by the member;
- (c) allow the member to be accompanied by a support person, however the support person may not speak on behalf of the member nor provide commentary or input to the proceedings.

22.2 After complying with subrule (1), the disciplinary subcommittee may—

- (a) take no further action against the member; or
- (b) subject to subrule (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.

¹⁰ Item 7 Schedule 1 AIRA

¹¹ S 54 AIRA

- 22.3 Where the disciplinary subcommittee determines a sanction is appropriate, they must take into consideration:
- (i) the gravity, seriousness, and impact/s of the matter for the club and/or any affected member/s; and
 - (ii) any previous disciplinary action/s taken against the Member.
- 22.4 The decision of the disciplinary subcommittee will be confirmed to the member, in writing, by the club Secretary.
- 22.5 The disciplinary subcommittee may not fine the member.
- 22.6 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.

23.0 Appeal rights

- 23.1 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.
- 23.2 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.
- 23.3 If a person has given notice under subrule (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.
- 23.4 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.

24.0 Conduct of disciplinary appeal meeting

Note: A disciplinary appeal meeting is a general meeting of all members who are eligible to vote.

- 24.1 At a disciplinary appeal meeting—
- (a) If the member who has requested the appeal fails to attend the scheduled meeting within 30 minutes of the scheduled starting time and without having provided a valid reason for their absence, the appeal will be deemed to have been withdrawn;
 - (b) no business other than the question of the appeal may be conducted; and
 - (c) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (d) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 24.2 After complying with subrule (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.
- 24.3 A member may not vote by proxy at the meeting.
- 24.4 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 procedure¹²

25.0 Application

- 25.1 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.
- 25.2 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.

26.0 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.

27.0 Appointment of mediator

- 27.1 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.
- 27.2 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.
- 27.3 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.

28.0 Mediation process

- 28.1 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.
- 28.2 The mediator must not determine the dispute.

29.0 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.

¹² Item 8 Schedule 1 AIRA and 2 55 AIRA

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

30.0 Annual general meetings¹³

- 30.1 The Committee must convene an annual general meeting of the Association to be held within five (5) months after the end of each financial year.
- 30.2 The Committee may determine the date, time and place of the annual general meeting.
- 30.3 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 confirm or vary the amounts (if any) of the annual subscription and joining fee.
- 30.4 The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.
- 30.5 The only persons entitled to vote at general meetings or to have any voice in the management of the Club shall be the General Body of Members, provided however that the Committee may invite a person or person to attend any such meeting or meetings.

31.0 Special general meetings

- 31.1 Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 31.2 The Committee may convene a special general meeting whenever it thinks fit.
- 31.3 No business other than that set out in the notice under rule 33 may be conducted at the meeting.
Note: General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32.0 Special general meeting held at request of members

- 32.1 The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- 32.2 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.
- 32.3 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.
- 32.4 A special general meeting convened by members under subrule (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.
- 32.5 The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

¹³ Item 17 Schedule 1 AIRA

33.0 Notice of general meetings¹⁴

- 33.1 The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member 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.
- 33.2 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
 - (d) comply with rule 34(5).
- 33.3 This rule does not apply to a disciplinary appeal meeting.
Note: Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.
- 33.4 The proceedings at a general meeting or a special general meeting are not invalidated due to:
- (a) the non-receipt of a notice issued under rule 13(1), or rule 33(1) above; or
 - (b) the accidental omission to issue such notice to a member.

34.0 Proxies

- 34.1 Voting by proxy shall not be permitted at any general meeting.¹⁵

35.0 Use of technology¹⁶

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

36.0 Quorum at general meetings¹⁷

- 36.1 No business may be conducted at a general meeting unless a quorum of members is present.
- 36.2 The quorum for a general meeting is the presence (physically, or as allowed under rule 35) of 10% of the members entitled to vote.
- 36.3 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;
Note: If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.
 - (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and

¹⁴ Item 19 Schedule 1 AIRA

¹⁵ Item 18 Schedule 1 AIRA

¹⁶ S 79 AIRA

¹⁷ Item 18 Schedule 1 AIRA

(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.

36.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (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.

37.0 Adjournment of general meeting

37.1 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.

37.2 Without limiting subrule (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.

Example:

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

37.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

37.4 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.

38.0 Voting at general meeting

38.1 On any question arising at a general meeting—

- (a) subject to subrule (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 votes.

38.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

38.3 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.

38.4 This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39.0 Special resolutions

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

Note:

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

40.0 Determining whether resolution carried

40.1 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.

- 40.2 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.
- 40.3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 40.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41.0 Minutes of general meeting¹⁸

- 41.1 The Committee must ensure that:
- (a) minutes are taken and kept of each general meeting;
 - (b) members who are present and voting at a general meeting have their name recorded in a book provided for that purpose; where a member is participating via technology their details will be recorded in the book by the Secretary.
- 41.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 41.3 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
 - (c) 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
 - (d) 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

42.0 Role and powers¹⁹

- 42.1 The business and affairs of the club shall be under the management of the Committee which is:
- (a) elected by the General Body of members as per rule 52 for the period of time as set out in rule 55;
 - (b) a Management committee for the purposes of Schedule 1 of the Liquor Control reform act 1998 (VIC).
- 42.2 The Committee 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.
- 42.3 The Committee may—
- (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

43.0 Delegation

- 43.1 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;
 - (b) a duty imposed on the Committee by the Act or any other law;
 - (c) their control of the supply of liquor to or by the club.

¹⁸ Item 14(a) Schedule 1 AIRA

¹⁹ Item 9 Schedule 1 AIRA

- 43.2 The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate; the delegation will be recorded as a By-Law of the club.
- 43.3 The Committee may, in writing, revoke a delegation wholly or in part.
- 43.4 The members of any Sub-Committee created under this rule will be appointed for such period as the Committee deems appropriate but the tenure of any member on such a Sub-Committee will not exceed twelve (12) months.

Division 2—Composition of Committee and duties of members

44.0 Composition of Committee

The Committee consists of—

- (a) a Chairperson; and
- (b) a Secretary; and
- (c) a Treasurer; and
- (d) a representation of ordinary members elected under rule 53.

45.0 General Duties

- 45.1 As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- 45.2 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.
- 45.3 Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- 45.4 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; and
 - (c) with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- 45.5 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.
Note: See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.
- 45.6 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.

46.0 Chairperson

- 46.1 Subject to subrule (2), the Chairperson of the Committee is the Chairperson for any general meetings and for any committee meetings.
- 46.2 If the Chairperson of the Committee is absent, or 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.

47.0 Secretary²⁰

47.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example: Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

47.2 The Secretary must—

- (a) maintain the register of members in accordance with rule 18; and
- (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
- (c) 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
- (d) perform any other duty or function imposed on the Secretary by these Rules; and
- (e) ensure the accounts maintained are at all times sufficient to explain the financial operations and the financial position of the Club.

47.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48.0 Treasurer

48.1 The Treasurer must—

- (a) receive 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; and
- (e) ensure any payments made via on-line platforms and/or online banking are authorised by at least 2 committee members; and
- (f) ensure any direct-debit authorities are authorised by at least 2 committee members.

48.2 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;
- (c) report to the Committee of Management at least once every year on the performance and activities of Match Committees or any other sub-committees who, by delegation under this Rule, are exercising the powers and duties of the Treasurer.

48.3 The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Division 3—Election of Committee members and tenure of office²¹

49.0 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;

²⁰ Item 10 Schedule 1 AIRA and Ss 72-76 AIRA

²¹ Item 9(a) Schedule 1 AIRA

- (b) is entitled to vote at a general meeting and does not hold the membership category of Junior, Social, Temporary or Honorary member;
- (c) has been a bona fide member of the Club for not less than twelve (12) months;
- (d) has paid the annual subscription for the current financial year;
- (e) is not insolvent under administration within the meaning of the Companies (Victoria) Code.

50.0 Positions to be declared vacant

50.1 This rule applies to—

- (a) the first annual general meeting of the Association after its incorporation; or
- (b) any annual general meeting of the Association, after the annual report and financial statements of the Association have been received.

50.2 The Chairperson of the meeting must:

- (a) identify all positions on the committee which will become vacant (refer to Rule 55 which details the tenure of positions); and
- (b) declare those positions on the Committee vacant and hold elections in accordance with rules 51 to 54.

51.0 Nominations

Prior to the election of each committee position, the Chairperson must call for nominations to fill that position; nominations are to be forwarded to the Secretary and:

- (a) the period for nominations will open **21** days prior to the date of the general meeting at which the election will be conducted;

51.1 (b) the period for nominations will close **10** days prior to the date of the general meeting at which the election will be conducted;

- (c) nomination forms will be made available to all members entitled to nominate and/or vote 21 days prior to the general meeting; the forms will be made available via email dispatch or, where the member has not provided an email address, nomination forms will be available from noticeboards in the Clubrooms.

51.2 For each position becoming vacant a list of candidates' names, in alphabetic order based on surname/last name, will be provided; any retiring candidate who is re-nominating will be identified by an asterisk beside their name.

51.3 The names and addresses of persons proposed for election as members of the management committee of the club shall be:

- (a) displayed in a conspicuous place in the club premises for not less than 7 days before the date of the election; and
- (b) listed in alphabetic order based on surname / last name; and
- (c) sent to members via email or postal service not less than 7 days before the date of the election.

51.4 An eligible member of the Association may—

- (a) nominate himself or herself; or
- (b) with the member's consent, be nominated by another member.

52.0 Election of Executive Committee.

52.1 At the annual general meeting, separate elections must be held for each of the following positions where the term of the incumbent will expire

- (a) Chairperson;
- (b) Secretary;
- (c) Treasurer.

52.2 If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.

- 52.3 If more than one member is nominated, a ballot must be held in accordance with rule 54.
52.4 On his or her election, the new Chairperson may take over as Chairperson of the meeting.

53.0 Election of ordinary members

- 53.1 The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
53.2 A single election may be held to fill all of those positions.
53.3 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. Note: If there are insufficient nominees for the positions, the Committee has authority to subsequently fill the position/s as a casual vacancy - refer Rule 57.1(b).
53.4 If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

54.0 Ballot

- 54.1 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint:
(a) a member to act as returning officer to conduct the ballot, and
(b) three members, not being candidates, to act as scrutineers.
54.2 The returning officer must not be a member nominated for the position.
54.3 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
54.4 The election must be by secret ballot which may be conducted in a paper-based format or via a suitable technology which allows the member to securely register their vote.
54.5 The returning officer must provide a ballot form to each person present.
54.6 If the ballot is for a single position, the voter must record on the ballot form the name of the candidate for whom they wish to vote.
54.7 If the ballot is for more than one position—
(a) the voter must record on the ballot form the name of each candidate for whom they wish to vote;
(b) the voter must not record the names of more candidates than the number to be elected.
54.8 Ballot forms that do not comply with subrule (7)(b) are not to be counted.
54.9 Each ballot form on which the name of a candidate has been recorded counts as one vote for that candidate.
54.10 Members voting will return the completed ballot/s to the Secretary in a sealed envelope or via a secure technology employed for that purpose.
54.11 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.
54.12 If the returning officer is unable to declare the result of an election under subrule (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 subrules (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.
Examples:
The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.
54.13 The declaration of the Chairperson upon the receipt of the report of the returning officer shall be final and conclusive.

55.0 Terms of office²²

55.1 Subject to the provisions of S. 55.7 to 55.9 below, the terms of office for committee members are:

- (a) Chairperson, Secretary, Treasurer for 2 years;
- (b) General committee members for 1 year.

55.2 Positions with 1 year term of office:

At each annual general meeting of the association, the General committee members must retire from office, but are eligible, on nomination, for re-election.

55.3 Positions with 2 year terms of office:

The Chairperson, Secretary and Treasurer shall remain in office from the conclusion of the annual general meeting at which they were elected until the second annual general meeting following their election, but are eligible, on nomination, for re- election.

55.4 The committee shall have the power to determine, by agreement, the sequence of retirements to ensure rotational terms; this practice exists to minimise the impact and disruption which might otherwise occur by churning the full executive committee each year.

55.5 Committee members shall remain in office from the annual general meeting at which they were elected until the annual general meeting at the conclusion of their nominated terms, but are eligible, on nomination, for re-election.

55.6 There is no maximum number of consecutive terms for which a Committee member may hold office.

55.7 A general meeting of the Association may seek to remove a committee member from office where:

- (a) a special resolution has been proposed and received by the committee not less than 21 days prior to the date of the general meeting at which the election will be conducted; and
- (b) the vote for the special resolution is supported by no less than three quarters of the members voting at a general meeting, as per S.39 above.

55.8 A member who is the subject of a proposed special resolution under subrule (7)(a) may make representations in writing to the Secretary or Chairperson of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

55.9 The Secretary or the Chairperson 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.

55.10 Where a committee member is removed by a special resolution, a casual vacancy will occur, and members will elect an eligible member of the Association to fill the vacant position in accordance with this Division.

56.0 Vacation of office²³

56.1 A committee member may resign from the Committee by written notice addressed to the Committee.

56.2 A person ceases to be a committee member if he or she—

- (a) ceases to be a member of the Association; or
- (b) resigns his/her office by notice in writing given to the secretary of the Club; or
- (c) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
- (d) ceases to reside in Australia; or
- (e) becomes insolvent under administration; within the meaning of the companies (Victoria) code or the Corporations Act (Cth) 2001; or
- (f) becomes a represented person (within the meaning of the Guardianship and Administration Act (Vic) 1986); or

²² Item 9(b) Schedule 1 AIRA

²³ Item 9(c) Schedule 1 AIRA

- (g) becomes disqualified from managing a corporation or entity as defined by section 57A of the Corporations Act (Cth) 2001; or
- (h) fails to disclose the nature of any material personal interest in a matter that relates to the affairs of the association; or
- (i) is made bankrupt; or
- (j) is found to not otherwise comply with the requirements of this constitution or the Act; or
- (k) otherwise ceases to be a committee member by operation of section 78 of the Act; or
- (l) dies or becomes of unsound mind or is a person who is liable to be dealt with in any way under the law relating to mental health.

57.0 Filling casual vacancies²⁴

- 57.1 Subject to a quorum being available the committee will, at the next committee meeting, 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.
- 57.2 If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- 57.3 Rule 55 applies to any committee member appointed by the Committee under subrule (1) or (2).
- 57.4 All casual vacancies arising among the members of the committee, any sub-committee or Match Committee shall be filled by resolution of the committee of management.
- 57.5 A person chosen to fill a casual vacancy among the members of the committee, sub- committee or Match Committee shall retain office for only so long as the vacating member of the committee would have retained the same if no vacancy had occurred.
- 57.6 Subject to a quorum being available, the Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee²⁵

58.0 Meetings of Committee

- 58.1 The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- 58.2 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.
- 58.3 Special committee meetings to deal with urgent or pressing matters may be requested by any committee member; where this occurs the Secretary will convene a meeting to deal with the specific issue as per S.51.

59.0 Notice of meetings

- 59.1 In normal circumstances, notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- 59.2 Notice may be given of more than one committee meeting at the same time.
- 59.3 The notice must state the date, time and place of the meeting.
- 59.4 If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- 59.5 The only business that may be conducted at the meeting is the business for which the meeting is convened.

²⁴ Item 9(d) Schedule 1 AIRA

²⁵ Item 9(e) Schedule 1 AIRA

60.0 Urgent meetings

- 60.1 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.
- 60.2 Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- 60.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61.0 Procedure and order of business

- 61.1 The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- 61.2 The order of business may be determined by the members present at the meeting.

62.0 Use of technology

- 62.1 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.
- 62.2 For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63.0 Quorum

- 63.1 No business may be conducted at a Committee meeting unless a quorum is present.
- 63.2 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.
- 63.3 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.
- 63.4 If for any reason the number of committee members is reduced to four or less, the remaining committee members:
- (a) will have the power to call a special general meeting, as described under Rule 33;
 - (b) will call a special general meeting of the General Body of Members, as described under Rule 33, for the purpose of filling the vacancies; and
 - (c) are authorised to do all acts and cause to be issued all notices which may be necessary for the said purpose.

64.0 Voting

- 64.1 On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- 64.2 A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- 64.3 Subrule (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.
- 64.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 64.5 Voting by proxy at a committee meeting is not permitted.

65.0 Conflict of interest

65.1 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.

65.2 The member—

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

Note:

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

65.3 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.

66.0 Minutes of meeting

66.1 The Committee must ensure that minutes are taken and kept of each committee meeting.

66.2 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.

67.0 Leave of absence

67.1 The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.

67.2 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

68.0 Source of funds²⁶

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

68.2 The association may also raise funds by the sale of:

- (i) food, meals, drinks, refreshments;
- (ii) club apparel, or other items to members, guests or visitors at prices the club may set from time to time.

68.3 Records must be maintained which adequately detail any or all monies received.

69.0 Management of funds²⁷

69.1 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; additional accounts may be opened, with the same financial institution, where they are deemed to support audit and/or management purposes.

²⁶ Item 20 Schedule 1 AIRA

²⁷ Item 21 Schedule 1 AIRA

- 69.2 Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- 69.3 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, provided the payment/s are made under joint authorisation as per s.48 and S69.4.
- 69.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.²⁸
- 69.5 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 69.6 With the approval of the Committee, the Treasurer may maintain a cash float up to a specified amount, provided that:
- (a) all money paid from or paid into the float is accurately recorded at the time of the transaction; and
 - (b) the cash held does not exceed the specified amount for greater than 5 working days.

70.0 Financial records

- 70.1 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.
- 70.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 70.3 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.

71.0 Financial statements

- 71.1 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 71.2 Without limiting subrule (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.

PART 7—GENERAL MATTERS

72.0 Common seal²⁹

- 72.1 The Association may have a common seal.
- 72.2 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 custody of the Secretary.

²⁸ Item 21 Schedule 1 AIRA

²⁹ Item 12 Schedule 1 AIRA

73.0 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.

74.0 Notice requirements

74.1 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.

74.2 Subrule (1) does not apply to notice given under rule 60.

74.3 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.

75.0 Custody and inspection of books and records³⁰

75.1 Members may on request inspect free of charge—

- (a) the register of members;
- (b) the minutes of general meetings;³¹
- (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.³²

Note:

See note following rule 18 for details of access to the register of members.

75.2 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.³³

75.3 The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

75.4 Subject to subrule (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.

75.5 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.

³⁰ Item 11 Schedule 1 AIRA

³¹ Item 15 Schedule 1 AIRA

³² Items 13 and 16 Schedule 1 AIRA

³³ Item 16 Schedule 1 AIRA

76.0 Winding up and cancellation³⁴

- 76.1 The Association may be wound up voluntarily by special resolution.
- 76.2 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.
- 76.3 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.
- 76.4 The body to which the surplus assets are to be given must be decided by special resolution.

77.0 Alteration of Rules³⁵

- 77.1 These Rules may only be altered by special resolution of a general meeting of the Association.
- 77.2 An alteration to these Rules, whether by:
- (i) amendment of existing rule/s;
 - (ii) addition of rule/s;
 - (iii) repeal of any or all rules does not take effect unless or until it is approved by the Registrar.

78.0 By-Laws

- 78.1 The Committee shall have power to make, alter and repeal by-laws for the conduct and management of the Club provided always that no by-law shall be inconsistent with or affect or repeal anything contained in these Rules.
- 78.2 A by-law may be set aside by a majority vote of members at a general meeting of the association.
- 78.3 The action of creating, amending, setting-aside, or repealing a by-law does not require lodgement of any documentation with the Registrar.

79.0 Visitors

- 79.1 A Member of the General Body of Members may introduce not more than four (4) visitors into the Club House at any one time and the same visitor shall not be introduced more than twelve times in the same year.
- 79.2 The restrictions detailed in sub-rule 1 shall not apply to the spouse, partner, immediate family or fiancé/fiancée of a Member.
- 79.3 The name and address of each visitor and the name of the Member introducing shall be entered into the Visitor's book.

80.0 Limited Licence to supply liquor

- 80.1 The Club may supply refreshments for members and to apply for, hold and/or renew from time to time any licences, permits or other provisions for the sale and disposal of liquor within the meaning of the Liquor Control Reform Act 1998 (Vic) or any Act passed in substitution thereof or amending the same.
- 80.2 A visitor to the club must not be supplied with liquor in the club premises unless the visitor is a guest in the company of a member of the club.
- 80.3 The club will not provide payment of any amount to an officer or servant of the club by way of commission or allowance from the receipts of the club for the supply of liquor.
- 80.4 No liquor shall be sold or supplied to any person except on the days, during the hours, and in the manner prescribed or permitted by the provisions of the Liquor Control Reform Act 1998 (Vic) or any Act passed in substitution thereof or amending the same.

³⁴ Item 23 Schedule 1 AIRA

³⁵ Item 22 Schedule 1 AIRA

- 80.5 The facilities of the club are provided and maintained from the joint funds of the club. Except as otherwise permitted under the Liquor Control Reform Act 1998, no person may receive a greater profit, benefit or advantage from the club than that to which any member is entitled.
- 80.6 For the purposes of these Rules the word 'liquor' where appearing shall be deemed to be a reference to liquor within the definition of that word in s.3 of the Liquor Control Reform Act 1998 (Vic) and the words 'Club Premises' where appearing shall be deemed to mean such portion of the Club's premises as is for the time being 'licensed premises' within the definition of that phrase in s.3 of the Liquor Control Reform Act 1998 (Vic).

81.0 Premises

No more than 120 persons shall be permitted on the Club Premises at any one time.

82.0 Match Committees

- 82.1 Without limiting the generality of Rule 43, the Committee will cause the following sub-committees to be formed:
- (a) a Women's Match Committee which will have supervision of all match day competitions as set out in the Club Syllabus;
 - (b) a Men's Match Committee which will have supervision of all match day competitions as set out in the Club Syllabus.
- 82.2 The Rules governing Match Committees are contained in the Club's By-Laws.

83.0 Minutes & records of a sub committee³⁶

- (a) All sub committees will record minutes of any meetings conducted, in keeping with the requirements described at Rule 66.
- (b) A copy of minutes will be provided to the Committee within 5 days of being confirmed.
- (c) The sub-committee will produce and provide any reports or summaries as the committee may require to facilitate operation of the Club.

84.0 Indemnity of office holders

- 84.1 The association indemnifies each of its office bearers against any liability incurred in good faith by the office bearer in the course of performing his or her duties:
- (a) in good faith and in the best interests of the Association; and/or
 - (b) for a proper purpose.
- 84.2 It will be the duty of the Committee to pay out of the funds of the Club, all costs, losses and expenses which an office bearer may incur or become liable for by reason of any contract entered or act or thing done in the reasonable and responsible discharge of their duties as an office bearer of the association.
- 84.3 No office bearer will be liable for:
- (a) the actions, neglects or defaults; nor
 - (b) any deficiencies which may arise from a transaction or contract entered into by any other member on the association's behalf.
- 84.4 No member will be provided indemnity from any act which is dishonest or designed to disadvantage the members of the association, whether or not the act was for the member's own benefit or gain.
- 84.5 The indemnities extended to Committee Members and discussed in this Rule will also extend to Match Committee Members or Sub-Committee Members.

³⁶ Item 14(b) Schedule 1 AIRA

85.0 Audit

85.1 Once every alternate year the accounts of the Club shall be examined and the correctness of the working account and balance sheet ascertained.

85.2 The committee may employ the services of an auditor on a more regular basis, if deemed necessary.