

**QUEENSCLIFF BOWLING, TENNIS AND CROQUET ASSOCIATION
INCORPORATED**

STATEMENT OF RULES

AMMENDED May 30th 2014

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**QUEENSCLIFF BOWLING, TENNIS AND CROQUET ASSOCIATION
INCORPORATED
STATEMENT OF RULES**

1. NAME

The name of the incorporated Association is the Queenscliff Bowling, Tennis and Croquet Association incorporated (“the Association”).

2. PURPOSES

The purposes of the Association are:

- (1) To encourage promote and foster the sports of lawn bowls, tennis and croquet and the playing of sport generally;
- (2) To establish, maintain and conduct a club of a non-political character for both sporting and social purposes and to provide suitable accommodation, facilities and appropriate amenities necessary for the needs of the club members, their guests, and authorised visitors;
- (3) The assets and income of the Association shall be applied exclusively to the promotion of its purposes and no portion shall be paid either directly or indirectly to the members of the Association except as a bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

3. DEFINITIONS

3.1 In these rules, unless contrary intention appears:

- (1) “**Board**” means the Board of Management of the Association.
- (2) “**Financial Year**” means the year ending April 30th.
- (3) “**Club**” means the above mentioned incorporated Association
- (4) “**Sporting Sub Committee**” means a sub committee established by the Board of Management of the association and elected by the membership participating in the sport.
- (5) “**General Meeting**” means a general meeting of members convened in accordance with these rules.
- (6) “**Member**” means a financial member of the Association.
- (7) “**Director of the Board**” means a member of the Board of Management elected in accordance with rule 23.
- (8) “**Officer of the Board**” means a Director of the Board of Management elected in accordance with rule 21.2.
- (9) “**The Act**” means the *Associations Incorporation Reform Act 2012* (Vic).
- (10) “**The Regulations**” means regulations under the Act.

3.2 The address of the Secretary of the Association is 118 Hesse Street, Queenscliff 3225.

3.3 In these rules a reference to the Manager of the Association is a reference:

- a) where the person holds office under these rules as Manager of the Association – to that person; and
- b) in any other case the Secretary of the Association as defined in the Act.

3.4 Words or expression contained in these rules shall be interpreted in accordance with the provision of the Acts of Interpretation Act 1958 and the Act in force from time to time.

4. CLASSIFICATION OF MEMBERSHIP

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

- (1) Full Member.
- (2) Student Member.
- (3) Junior Member.
- (4) Social Member.
- (5) Honorary Life Member.
- (6) Honorary Member.
- (7) Associate Member.
- (8) Voting Member.
- (9) Reciprocal Member

4.2 Members shall be nominated and approved for membership as provided in Rule 6.

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

4.4 Full Member. An adult member of the bowling, tennis or croquet sections who has paid a prescribed subscription. He/She is eligible to fully participate at Annual and Special General Meetings and may enjoy the privileges as laid down in Rule 5, where they apply to His/Her particular subscription.

4.5 Junior and Student members shall be entitled to the rights and privileges set out in sub rule 5.1, (1), (2) and (3) provided however they will not be allowed to consume liquor on the Association's premises unless having a meal in the company of spouse, parent or legal guardian.

4.6 Social members. Any person who has attained the age of eighteen years may be elected as a Social member of the Association in accordance with Rule 6. Social Members shall have the rights and privileges set out in sub rule 5.1, (2).

4.7 Honorary Life Member of the Association. A member who is nominated by the Board of Management by a Notice of Motion posted by the Manager on the Association's Notice Board and circulated to members not less than seven clear days prior to a General Meeting. Further to this:

- (1) A nominated member shall become an Honorary Life Member on receiving, by secret ballot, the vote of the majority of two-thirds of the members present at the meeting.
- (2) The total number of Honorary Life Members shall not exceed fifteen at any given point in time.

4.8 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:

- (1) All players and officials of any team or any individual or official competing in or otherwise involved with a sporting competition or other event organised by the Association on the day of such competition or event.

4.9 Honorary Members shall have the rights and privileges set out in sub rule 5.1 (1), (2) and (3). They will however be subject to the following conditions:

- (1) they shall not introduce visitors to the Association; and
- (2) their membership may be cancelled at any time by the Association.

4.10 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.

4.11 (1) Associate Member. Any person who has attained the age of 18, who has paid the prescribed subscription may be elected as an Associate Member. An Associate member will have the rights and privileges as set out in sub rule 5.1 (2), (3), and (6).

4.12 Voting Member, An adult member who has paid the prescribed subscription may be elected as a voting member. A Voting Member will have the rights and privileges as set out in sub rule 5.1 with the exception of 5.1 (1), & (3).

4.13 Reciprocal Member, A person who has been included in a reciprocal arrangement approved by the Board under sub rule 41.1

5. PRIVILEGES OF MEMBERSHIP

5.1 Full Members and Honorary Life Members shall be entitled to:

- (1) Admission to the Associations premises at all times when open and to compete in any competitions and tournaments.
- (2) The use of the Associations clubhouse facilities in accordance with the By-Laws made by the Board.
- (3) The use of the Associations sporting facilities in accordance with the By-Laws made by the Board.
- (4) Elect the Directors of the Board at the Annual General Meeting.
- (5) Stand for election as a Director of the Board.
- (6) Stand for election as a member of an approved sub-committee.
- (7) Vote at meetings

6. APPLICATION FOR MEMBERSHIP

6.1 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.

6.2 The nomination of a person as a member of the Association shall be made in writing and signed by the candidate and both the nominator and seconder both of whom must be financial members of the Association.

6.3 The nomination must be lodged with the Manager of the Association who will immediately display same on the Notice Board.

- 6.4** As soon as practicable, after the receipt of any nomination, the Manager shall refer the application to the Board, who shall determine whether to approve or reject the nomination.
- 6.5** The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- 6.6** **If the Committee rejects the application, it must return any money accompanying the application to the applicant..**
- 6.7** No reason need be given for the rejection of an application
- 6.8** .Upon receipt of payment the nominees name shall be entered into the members register and upon that name being so entered, the nominee becomes a member of the Association.
- 6.9** A right, privilege or obligation of a person by reason of membership of the Association:
- (1) is not capable of being transferred or transmitted to another person; and
 - (2) terminates upon cessation of membership whether by death or otherwise.

7. REGISTER OF MEMBERS

- 7.1** The Manager shall keep and maintain a register of members in which shall be entered the full name, address, date of entry and particulars of payment of each member and the register shall be available for inspection by members at the address of the registered office of the Association.

8. ENTRANCE, ANNUAL AND PRESCRIBED SUBSCRIPTIONS

- 8.1** The Annual Subscription is the relevant amount as determined by the Board of Management from time to time and is payable in advance on or before the 1st of May in each year.
- 8.2** The Board may in a like manner, determine that a membership joining fee be paid and the amount payable.
- 8.3** Any responsible person over the age of eighteen admitted as a member after 31st December shall be charged pro-rata.
- 8.4** If any member fails to pay his or her annual subscription on or before the last day of June 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 in 30 days of the dating of the said request, the Board after considering any reasonable grounds of hardship, may direct that the member cease to be a member and that his/her name is to be removed from the register.

9. RESIGNATION OF MEMBERSHIP

- 9.1** 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 months' notice in writing to the Manager of intention to resign and upon expiration of that period of notice, the membership will cease.
- 9.2** Upon expiration of the notice given under sub clause 9.1 the Manager shall make an entry in the Register of Membership recording the date on which membership ceased.

10. DISCIPLINARY ACTION –

Grounds for taking disciplinary action

- 10.1** 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.

10.2 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.

10.3 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 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 10.5.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

10.4 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.
- (3) 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.
- (2) The disciplinary subcommittee may not fine the member.
- (3) 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.

10.5 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 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.
- (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.

10.6 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 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.
- (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.

11. DISPUTES AND MEDIATION

11.1 The grievance procedure set out in this rule applies to disputes under these Rules between:

- (1) a member and another member; or
- (2) a member and the Association.

11.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

11.3 The mediator must be:

- (1) a person chosen by agreement between the parties; or
- (2) in the absence of agreement:
 - a. in the case of a dispute between a member and another member, a person appointed by the Board of the Association; or
 - b. in the case of a dispute between a member and the Association, a person who is a retired Judge and who is impartial.
 - c. A member of the Association can be a mediator.
- (3) The mediator cannot be a member who is a party to the dispute;
- (4) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (5) The mediator, in conducting the mediation, must:
 - a. give the parties to the mediation process 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 to the dispute throughout the mediation process.
- (6) The mediator must not determine the dispute.

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

12. LIABILITY OF MEMBERS

12.1 If a member, by any breach of Club Rules, or by any unlawful act, causes the Club or any officer of the Club to suffer any loss of money or property, such member shall be civilly liable to the Club or such officer for the amount so lost.

13. VISITORS

13.1 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 Board.

13.2 The visitors name and address and the name of the member introducing the visitor/s shall be entered into the Visitors Book.

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

- (1) produce evidence of his or her residential address before being admitted to the licensed premises; and
- (2) carry identification at all times whilst on the licensed premises; and
- (3) comply with any relevant rules of the Association whilst on licensed premises.

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

14. SUPPLY OF LIQUOR

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

- 14.2** No liquor shall be 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 is supplied for consumption as part of a meal supplied on the Association's premises.
- 14.3** No liquor shall be sold or supplied for consumption within the Association's licensed area unless the same is supplied during the hours in which liquor may be supplied for consumption on the Association's premises or unless the liquor is removed from the premises by the member purchasing same.
- 14.4** A visitor shall not be supplied with liquor in the Association's premises unless they are:
- (1) a guest in the company of a member of the Association;
 - (2) an authorised gaming visitor in accordance with paragraph 5.1(2); or
 - (3) 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.
 - (4) listed by name and residential address in a visitors register on that day.
- 14.5** 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.
- 14.6** 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.

15. ANNUAL GENERAL MEETING

- 15.1** The Association shall in each calendar year convene an Annual General Meeting of its members.
- 15.2** The Annual General Meeting shall be held on such day as the Board of Management determines so long as the meeting is held within five (5) months of the end of the financial year.
- 15.3** The Annual General Meeting shall be as specified in the notice convening it.
- 15.4** The ordinary business of the Annual General Meeting shall be:
- (1) reading of the notice convening the meeting;
 - (2) to confirm the minutes of the preceding Annual General Meeting;
 - (3) to receive from the Board reports upon the activities of the Association during the preceding year;
 - (4) to elect members to those vacancies upon the Board of Management;
 - (5) to receive and consider the Balance Sheet and Statement of Accounts;
 - (6) to consider the Auditor's report and to consider the Board's recommendation on the appointment of a Licensed Accountant as Auditor for the following year;
 - (7) to transact special business of which written notice has been given in accordance with these rules; and
 - (8) to consider other general business; however any resolutions may proceed as recommendations only to the Board.
- 15.5** The Annual General Meeting shall be in addition to any other General Meetings that may be held during the same year.

16. SPECIAL GENERAL MEETINGS

- 16.1** All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- 16.2** The Board may, whenever it thinks fit, convene a Special General Meeting of the Association and where but for this sub clause, more than fifteen months would lapse between Annual General Meetings, convene a Special General Meeting before the expiration of that period.
- 16.3** The Board shall, on the requisition in writing of members representing not less than 15% of the total number of voting members convene a Special General Meeting.
- 16.4** The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Manager and may consist of several documents in like form, each signed by one or more of the members making the requisition.
- 16.5** If the Board does not cause a Special General Meeting to be held within one month of the date on which the requisition is sent to the address of the Manager, the members making the requisition or any of them may convene a Special General Meeting to be held not less than three months after that date and in a manner as nearly as possible as that in which those meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded to the person incurring the expenses.

17. NOTICE OF MEETING

- 17.1** The Manager of the Association shall, at least fourteen days before the date fixed for holding a General Meeting of the Association, cause to be given personally, **via electronic mail, or by notice** sent to each member of the Association at the address appearing in the register of members, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 17.2** No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 17.3** A member desiring to bring any business before a meeting may notify the Manager in writing of that business and he/she must include that business in the notice calling the next General Meeting.

18. PROCEEDINGS AT MEETINGS

18.1 Business:

- (1) All business that is transacted at a Special General Meeting and business transacted at the Annual General Meeting with the exception of that previously referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.

18.2 Quorum:

- (1) The presence of 10% of the members of the Association entitled to vote constitutes a quorum for the transaction of the business of a General Meeting.
- (2) If within a half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the request of members

shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice given to members before the day on which the meeting was adjourned) at the same place and if at the adjourned meeting the quorum is not present for the commencement of the meeting, the members present (being not less than ten) shall be a quorum.

18.3 Chair:

- (1) The Chair or in his or her absence the Deputy Chair shall preside as Chair at each General Meeting of the Association.
- (2) If the Chair and Deputy Chair are absent from a General Meeting the members present shall elect one of their number to preside as Chair at the meeting.

18.4 Meeting Adjournment

- (1) The Chair of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where the meeting is adjourned for fourteen days or more, a like notice of the notice of the adjourned meeting shall be given as in the case of the General Meeting.
- (3) Except as where provided in sub clause 18.4(1) it is not necessary to give notice of an adjournment or of the business to be transacted at a General Meeting.

18.5 Voting:

- (1) A question arising at a General Meeting of the Association shall be determined on a show of hands and unless, before or on the declaration of a show of hands, a poll is demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or carried with a particular majority or lost, and an entry in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes.
- (2) Upon any question arising at a General Meeting of the Association a member has one vote only.
- (3) All votes shall be given personally or by proxy.
- (4) In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise both a deliberative and casting vote.

19. PROXIES

19.1 Each member is entitled to appoint another member as proxy by notice given to the Manager no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

19.2 The notice appointing the proxy must be in a form approved by the Board of Management.

20. THE BOARD OF MANAGEMENT

20.1 The affairs of the Club shall be managed by a Board of Management, constituted as provided for in this Constitution.

20.2 The Members shall vest such control in a Board of Management elected by them at the Annual General Meeting. Such Board shall consist of the Officers and Directors of the Club as herein after provided and shall hold office for not less than twelve (12) months and until their

successors are appointed.

- 20.3** The Board shall meet at least once in each month for transaction of the business of the Club, and the Chair, or in his absence the Deputy Chair shall when necessary, or when requested by three (3) members of the Board convene a Special Meeting of that Board.
- 20.4** The Chair, Deputy Chair, or in their absence, one of the Board shall preside at Board Meetings.
- 20.5** Should any Member of the Board fail to attend for three (3) consecutive Board Meetings without leave, or apology delivered at or prior to the meetings, he or she shall thereupon cease to be a member of the Board.
- 20.6** In the event of a vacancy occurring on the Board in any year, the Board is empowered to appoint a replacement until the next Annual General Meeting.
- 20.7** No member shall be elected to hold a dual office on the Board.
- 20.8** The Minutes of all resolutions and proceedings of the Board shall be entered in a book provided for that purpose.
- 20.9** No Board Member or other Office Bearer shall be held to have resigned his or her office until his or her resignation in writing has been accepted by the Board.

21. COMPOSITION OF THE BOARD

- 21.1** The Board shall consist of eight (8) members comprising:
- (1) The Officers of the Association - Chair, Deputy Chair and Financial Controller;
 - (2) Three Directors;
 - (3) An ex-officio member of the new Board who shall be the immediate Past Chair; and
 - (4) The Venue Operator's approved nominee as appointed by the Board.
- 21.2** At the first meeting of the new Board, it shall appoint from its **elected Directors**, the Officers of the Association.
- 21.3** Each Director of the Board is elected for a period of two (2) years and is eligible for re-election.
- 21.4** The Venue Operators approved nominee, as appointed by the Board of Management as shall be required, is deemed to be an Officer of the Association with power to vote. The holder of this appointed position is exception to Rule 23 (Election of Directors) in that he/she is not required to stand for re-election.
- 21.5** An employee cannot be nominated for a position on the Board of Management.
- 21.6** In the event of more than two vacant positions on the Board in one (1) year, the replacement for the third and any subsequent such vacancy shall be decided at a General Meeting. The Board shall convene a General Meeting of Members to appoint an eligible Member of the Club to fill the vacant position and to hold office for the remaining term of the person replaced.

22. THE BOARD SHALL HAVE THE POWER

- 22.1** To oversee and if deemed to be required, audit the activities of all Committees, to appoint and disband sub committees, to make by-laws and regulations not inconsistent with this Constitution, for the more efficient working of the Club and may later amend or rescind same

as occasion may require.

22.2 To make appointments, fix joining fees and annual subscription for all categories of membership (any relevant capitation, affiliation or fees due to affiliated Associations shall be in addition to the Annual Subscription fees set by the Board). Further powers include:

- (1) To fix the date of the annual General Meeting and all Special General Meetings.
- (2) Approve candidates to all categories of membership: establish and maintain a standard of dress, decorum and general behaviour within the Club.
- (3) Do all acts and things that it deems necessary for carrying out and managing the business and affairs of the Club.
- (4) Shall with the authority of a General Meeting or Special General meeting of the Club impose levies on members other than life members.
- (5) Interpret the rules and by-laws of the Club and to make decisions as to such interpretation.
- (6) Enforce discipline by fines or by expulsion for any misconduct or wilful infringement of the Rules and By-laws of the Club; deal with other matters which may arise or which are not specifically provided for in the Rules of the Club.
- (7) To cause correct accounts and books to be kept showing the financial affairs of the club, they shall authorise all normal expenditure for the next month including any expenditure passed at an Annual or Special General Meeting and direct the method of dealing with monies received for an on behalf of the Club.
- (8) Ensure that all Committees and Sub-committees keep a record of all meetings and activities which remain the property of the Club and must be passed on to the appropriate Committee after Committee elections or after the Annual General Meeting. All records are subject to scrutiny by the Board at any time.

23. ELECTION OF DIRECTORS

23.1 Nominations of candidates for election as Directors:

- (1) shall be made 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 nominations; and
- (2) shall be delivered to the Manager not less than seven days before the date fixed for the holding of the Annual General Meeting and immediately displayed on the notice board.

23.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected. The remaining vacancies shall be filled by the Board of Management in accordance with Rule 20.6.

23.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

23.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

23.5 The ballot for the election of Directors of the Board shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

24. MEMBERS ELIGIBLE AS DIRECTORS

24.1 Members eligible to be elected Directors of the Board of Management of the Association shall be Honorary Life Members and financial Members entitled to vote.

25. VACANT OFFICE

25.1 For the purposes of these rules, the office of an Officer of the Association or a Director of the Board becomes vacant if the Officer or member:

- (1) ceases to be a member of the Association;
- (2) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
- (3) resigns office by notice in writing given to the Manager and upon acceptance by the Board.

26. PROCEEDINGS OF BOARD OF MANAGEMENT

26.1 The Board shall meet at least twelve (12) times each year at such place and such times as the Board may determine.

26.2 Special meetings of the Board may be convened by the Chair or any three members of the Board.

26.3 Notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

26.4 Any four members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

26.5 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and the same hour of the same day in the following week unless the meeting was a Special Meeting in which case it lapses.

26.6 At meetings of the Board:

- (1) In the absence of the Chair the Deputy Chair shall preside.
- (2) If the Chair and Deputy Chair are absent, such one of the remaining members of the Board as may be chosen by the members present shall preside.

26.7 Questions arising at a meeting of the Board or of any sub-committee appointed by it shall be determined:

- (1) on a show of hands or, if demanded by the member, by a poll taken in such manner as the person presiding may determine; and
- (2) each member present, including the person presiding, shall have one vote and in the event of equality of votes on any question, the person presiding may exercise a second, or casting vote.

26.8 Written notice of each Board meeting shall be served on each member of the Board by delivering it to the member at a reasonable time before the meeting or sending it via electronic mail, or by pre-paid post addressed to the usual place of abode at least two business days before the date of the meeting.

26.9 (1) A member not physically present at a meeting of the Board 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.

(2) For the purposes of this part, a member participating in a meeting as permitted in rule 26.9 (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

26.10 Subject to sub clause 26.4, the Board may act notwithstanding any vacancy on the Board.

27. MANAGER

27.1 The Board must appoint a suitably qualified person to the position of Manager of the Association.

27.2 The term of appointment under sub rule 27.1 is at the discretion of the Board and shall be recorded in the Minutes of the Board Meeting where the appointment was made.

27.3 The Board may, at its absolute discretion, review the performance and operating functions of the Manager.

27.4 During a Board Meeting where a quorum is present, the Board may, by ordinary resolution, remove the person serving as Manager from that position before the expiry of their term of appointment. Should the Board take this course of action, they must fill the vacant position of Manager as soon as is practicably possible.

27.5 The Manager of the Association shall keep minutes of the resolutions and proceedings of each General Meeting and each Board meeting in books provided for that purpose or in electronic format together with a record of the names of persons present at Board meetings.

27.6 The Manager shall provide for the safe custody of the Common Seal and the books, documents and securities of the incorporated association.

27.7 The Common Seal of the association shall not be used unless authorised by the Board of Management.

28. FINANCIAL CONTROLLER

28.1 The Financial Controller of the Association shall be responsible for the proper:

- (1) Collection and receipt of all monies due to the Association and the making of all payments authorised by the Association;
- (2) Keeping of correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association; and
- (3) Receipt of quarterly statement from each Section of the Association.

28.2 The accounts and books referred to in sub rule 28.1(2) shall be available for inspection by members.

29. REMOVAL OF A MEMBER OF BOARD OF MANAGEMENT

29.1 The Association in General Meeting may by resolution remove any member of the Board before the expiration of their term of office and appoint another member to hold office until the expiration of the term of the member removed.

29.2 Where the member to whom a proposed resolution is referred to in sub clause 29.1 makes representations to the Manager or the Chair of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Manager or the Chair may send a copy of said representations to each member of the Association, or if they are not so sent, the member may require that they may be read out at the meeting.

29.3 Any member of the Board who is absent, without proper reason for three consecutive meetings shall automatically forfeit his or her position.

30. INDEMNITY

30.1 If any member of the Board, the Manager and any member of a Section Committee in his/her office as such has paid or is liable to pay money for any act, default or omission of any other person, such money shall be refunded to him by the Club and to be paid by the Club.

31. CHEQUES

31.1 The Board at its first meeting following the Annual General Meeting shall authorise the signatories for all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments.

32. AUDIT

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

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

33. ALTERATION OF RULES

33.1 These rules may be from time to time added to, rescinded or amended and any new Rule(s) may from time to time be made at any General or Special General Meeting subject to the following:

- (1) Any member entitled to attend and vote at a meeting of the Association and wishing to propose any addition, recision, alteration or amendment to these rules shall give a minimum of twenty-eight days notice thereof in writing to the Manager of the Association together with a copy of the addition, recision, alteration or amendment proposed.
- (2) Upon receiving the notice referred to in sub rule 33.1 (1) above, the Manger shall table the proposed alterations in a conspicuous place on the licensed premises as soon as is practicably possible, but, at least 21 days prior to General Meeting where the alteration will be voted upon.

- (3) The proposed addition, rescission, alteration or amendment or any new Rule(s) shall be submitted by the Board of Management of the Association at the next Annual General Meeting or at a Special General Meeting called for that purpose and if seconded a vote may be taken thereon and shall be decided by a majority of three quarters of the members present and entitled to vote, or the meeting may be adjourned from time to time as may be deemed necessary.
- (4) A copy to be available to all members on request.
- (5) The Manager shall within one month of the making of any amendment or alteration to the Constitution and Purposes of the Association forward to the Gaming, Liquor Control and Corporate Affairs Commissions a certified copy of the amendment or alteration.

34. NOTICES

- 34.1** A notice may be given by the Association to any member either personally, via electronic mail or by sending it to him/her at the registered last known address or in the case of an Special General Meeting only, by posting a notice in a conspicuous place on the licensed premises and maintaining such notice from the time of posting up to and including the date of the meeting.

35. SEAL

- 35.1** The Common Seal of the Association shall be kept by the Manager.
- 35.2** The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signature either of two Directors of the Board or of one Director of the Board and of the **Secretary** of the Association.

36. WINDING UP OR CANCELLATION

- 36.1** In the event of the Association being dissolved the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the Association in accordance with its powers to any organisation which has similar objects and which has rules prohibiting the distribution of its assets and income to its members.

37. CUSTODY OF RECORDS

- 37.1** Except as otherwise provided in these rules, the Manager shall keep in custody or under control all books, documents and securities of the Association.

38. MEMBER'S ACCESS TO BOOKS AND OTHER DOCUMENTS

- 38.1** Members of the Association may apply to the Board of Management to access the financial records, books, securities and other relevant documents of the Association. Upon receiving such a request, the Board may, at its absolute discretion, decide to permit or refuse the request. If the Board permits the request, it may impose conditions upon the member's access.

39. MEMBER'S ACCESS TO MINUTES

- 39.1** Members of the Association may on request to the Board of Management inspect and make copies of the Minutes of General Meetings of the Association free of charge.
- 39.2** Members of the Association may request to access the Minutes of meetings of the Board. Upon receiving such a request, the Board may, at its absolute discretion, decide to permit or refuse the request.

40. FUNDS

40.1 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

41. RECIPROCAL MEMBER:

41.1 The Board may from time to time at its discretion enter into a reciprocal membership arrangement with other groups. Such reciprocal arrangement may be cancelled at any time by the Board.

42. HEADINGS

42.1 Headings of these rules shall not be taken as part thereof or in any manner affecting the interpretation of the same.