

BARWON VALLEY GOLF CLUB INC.

Register no. A0003448A

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CONSTITUTION

In accordance with the Associations Incorporation Reform Regulations 2012

August 25th 2019

Amendments September 29th 2020

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RULES of BARWON VALLEY GOLF CLUB INC

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

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.

PART 1—PRELIMINARY

1. Name

The name of the incorporated association is "BARWON VALLEY GOLF CLUB Incorporated"
A0003448A

2. Purposes

To offer members and guests an enjoyable and affordable golfing experience by maintaining a quality course, accessible facilities and excellent services.

To engage with a diversity of community groups to promote golf as a healthy pastime with the opportunity for recreational, social and sporting activity.

To protect the cultural, vegetative and wildlife significance of the area upon which the golf club is situated.

To do such things as are incidental or conducive to the attainment of any or all of these purposes.

3. Financial year

The financial year of the Association is each period of 12 months ending on the last day of September.

4. Definitions

In these Rules:

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

associate member means a member referred to in rule 14(1);

Chairperson, of a general meeting or Board meeting, means the person chairing the meeting as required under rule 45;

Board means the Board having management of the business of the Association.

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

Board member means a member of the Board elected or appointed under Section 3 of Part 5;

direct vote means a vote cast by a member who will be absent from a general meeting, by completing and lodging a voting form prior to that general meeting;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23(3);

disciplinary meeting means a meeting of the Board convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 20;

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

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

member means a member of the Association;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

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;

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

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5. Powers of Association

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

6. Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub-rule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; 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.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Section 1—Membership

7. Minimum number of members

The Association must have at least 5 members.

8. Who is eligible to be a member

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

9. Application for membership

- (1) To apply to become a member of the Association, a person must complete the application form and submit to the Board 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.
- (2) The application—
 - (a) must be signed by the applicant.
 - (b) may be accompanied by the joining fee.

10. Approval of membership application

- (1) As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.
- (2) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Board rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

11. Approval of membership application

- (1) If an application for membership is approved by the Board:
 - (a) the resolution to accept the membership must be recorded in the minutes of the Board 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.
- (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 Board approves the person's membership; or
 - (b) the person pays the joining fee.

12. Annual subscription and fee on joining

- (1) The Board 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.
- (2) The Board may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to:
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (3) The rights of a member (including the right to vote) are suspended until outstanding payments are received if;
 - (a) Annual subscription is not paid by the due date, or
 - (b) Direct debit payments are one month in arrears.

13. General rights of members

- (1) A member of the Association who is entitled to vote has the right:
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 73; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if:
 - (a) the member is a member other than an associate member; and
 - (b) more than 10 business days have passed since he or she became a member of the Association; and
 - (c) the member's membership rights are not suspended for any reason.

14. Other Types of Membership

- (1) Associate members of the Association include:
 - (a) any members under the age of 18 years;
 - (b) Social members; and
 - (c) any other category of member as determined by the committee.
- (2) Reciprocal member:
 - (a) The Association may grant reciprocal membership to individuals from clubs for which a reciprocal membership arrangement has been established.
- (3) Honorary member:
 - (a) Anyone who visits the Association for the purpose of playing or facilitating golf is admitted as an Honorary Member for the day of their visit.

- (4) These members must not vote but may have other rights as determined by the Board or by resolution at a general meeting.

15. Rights not transferable

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

16. Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (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. Resigning as a member

- (1) A member may resign by notice in writing given to the Association.
- (2) A member is taken to have resigned if:
 - (a) the member's annual subscription is more than 3 months in arrears; or
 - (b) where no annual subscription is payable:
 - 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. Register of members

The General Manager, under the direction of the Secretary, must keep a register of members containing the Member's name, address, date of becoming a member, date of ceasing of being a member, category of membership and such other particulars required by the Board.

Section 2—Disciplinary action

19. Grounds for taking disciplinary action

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

- (a) has failed to comply with these Rules or the Association's by-laws, or
- (b) has engaged in conduct prejudicial to the Association.

20. Disciplinary subcommittee

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board 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) maybe Board members, members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

21. Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:

- (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - (d) advising the member that he or she may do 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.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22. Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must:
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with sub-rule (1), the disciplinary subcommittee may recommend to the Board:
 - (a) take no further action against the member; or
 - (b) subject to sub-rule (3):
 - i. reprimand the member; or
 - ii. suspend the membership rights of the member for a specified period; or
 - iii. expel the member from the Association.
- (3) The suspension of membership rights or the expulsion of a member by the Board under this rule takes effect immediately after the vote is passed.

23. Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given:
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under sub-rule (2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and

- (b) state:
 - i. the name of the person against whom the disciplinary action has been taken; and
 - ii. the grounds for taking that action; and
 - iii. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24. Conduct of disciplinary appeal meeting

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

Section 3—Grievance procedure

25. Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between:
 - (a) a member and another member;
 - (b) a member and the Board.
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (3) If a member has initiated a grievance procedure in relation to a dispute between the member and the Board or the Association, the Association must not take disciplinary action against any of the following people in relation to the matter which is the subject of the grievance procedure until the grievance procedure has been completed:
 - (a) the member who initiated the grievance procedure; or
 - (b) a member of the Association appointed to act on behalf of the member who initiated the grievance procedure.

26. Parties must attempt to resolve the dispute

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

27. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days:
 - (a) notify the Board of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - i. if the dispute is between a member and another member - a person appointed by the Board; or
 - ii. if the dispute is between a member and the Board or the Association - a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board may be a member or former member of the Association but in any case, must not be a person who:
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

28. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

29. Failure to resolve dispute by mediation

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

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

30. Annual general meetings

- (1) The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Board may determine the date, time and place of the annual general meeting.

- (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 Board 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 Board in accordance with Part 7 of the Act; and
 - (c) to elect members of the Board.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31. Special general meetings

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

32. Special general meeting held at the request of members

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with sub-rule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must:
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub-rule (3):
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub-rule (3).

33. Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must 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.
- (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.
- (3) This rule does not apply to a disciplinary appeal meeting.

34. Use of technology

- (1) A member who is not physically present at a general meeting may 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 general meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

35. Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, or as allowed under rule 34(1)) of 5% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - (a) in the case of a meeting convened by, or at the request of, members under rule 32, the meeting must be dissolved;
 - (b) in any other case:
 - i. the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - ii. notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
 - iii. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

36. Adjournment of general meeting

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

37. Voting at general meeting

- (1) On any motion arising at a general meeting:
 - (a) subject to sub-rule (3), each member who is entitled to vote has one vote; and
 - (b) members must vote in person (or as allowed under rule 34(1) and sub-rule (5));
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) Voting to elect Board members is in accordance with rule 53.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) If the motion is whether or not to confirm the minutes of the previous meeting, only members who were present at that meeting may vote.
- (5) The Board may determine that at any general meeting of the Association, a member who is entitled to attend and vote on a motion at that meeting is entitled to a direct vote in respect of that motion.
- (6) If the Board determines that votes may be cast by direct vote, the Board may specify the form, method and manner of casting a direct vote and the time by which a direct vote must be received by the Association in order for the vote to be valid.
- (7) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

38. Special resolutions

A special resolution is passed if not less than three-quarters of the members voting at a general meeting (whether in person or as allowed under rule 34 or Rule 37 (5)) vote in favour of the resolution.

39. Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or

- (d) lost; and
an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question:
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

40. Minutes of general meeting

- (1) The Board must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include;
 - (a) the names of the members attending the meeting; and
 - (b) the financial statements submitted to the members in accordance with rule 30(3)(b)(ii); and
 - (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—BOARD

Section 1—Powers of Board

41 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Board may:
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.
- (4) The Board shall have the power, from time to time, to make By-Laws and Regulations not inconsistent with these rules for the efficient working of the Association, and to alter, amend, or rescind the same, as occasion may require.

42. Delegation

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

Section 2—Composition of Board and duties of members

43. Composition of Board

- (1) The Board consists of:
 - (a) President;
 - (b) Secretary;
 - (c) Treasurer;
 - (d) Captain; and
 - (e) 3 General Members.
- (2) The Board endeavours to achieve gender equity but must have;
 - (a) not less than 2 females; and
 - (b) not less than 2 males.

44. General Duties

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence and;
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (4) Board 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.

45 President

- (1) Subject to sub-rule (2), the President is the Chairperson for any general meetings and for any Board meetings.
- (2) If the President 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 Board meeting - a committee member elected by the other Board members present.

46. Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must:
 - (a) maintain the register of members in accordance with rule 18; and
 - (b) except for the financial records referred to in rule 69(3), all books, documents and securities of the Association in accordance with rule 73; 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.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

47. Treasurer

- (1) The Treasurer may direct the General Manager to:
 - (a) receive all monies paid to or received by the Association; and
 - (b) ensure that all monies 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 counter signed by the Treasurer and at least 1 other person of authority within the club.
- (2) The Treasurer must:
 - (a) ensure that the financial records of the Association are kept in accordance with the Act;
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
 - (c) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Section 3—Election of Board members and tenure of office

48. Who is eligible to be a Board member

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

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

49. Positions to be declared vacant

After the annual reports and financial statements of the Association have been received:

- (a) the Chairperson of the Annual General Meeting must declare all positions on the Committee vacant with the exception of office bearers entering their second year of office as per rule 54.
- (b) the Chairperson must announce the results of the nominations and any ballot that came from those nominations in accordance with rules 50 to 53.

50. Nominations

- (1) The secretary must call for nominations to fill Board positions not less than 4 weeks prior to the AGM.
- (2) An eligible member of the association may nominate a person for one or all of the Board positions by completing and submitting the nomination form as instructed.
- (3) Nominations will be taken from the floor at the AGM if there have not been sufficient nominations to fill committee positions.

51. Elections of office bearers

- (1) Following the call for nominations separate elections must be held for office bearer positions up for re-election in accordance with rule 54(2)(3).
 - (a) President;
 - (b) Secretary;
 - (c) Treasurer; and
 - (d) Captain.
- (2) If, following the call for nominations only one member is nominated for each position, the Chair shall declare that those persons nominated have been elected uncontested to their respective Board positions.
- (3) If, following the call for nominations more than one member is nominated for any position, the committee shall proceed to hold an election in accordance with rule 53

52. Election of General Members

- (1) A single election may be held to fill all the positions of General Members.
- (2) If the number of members nominated for the position of General 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.
- (3) If the number of members nominated exceeds the number to be elected a ballot must be held in accordance with rule 53.

53. Election Ballot

If a ballot is required for the election of a position, the Board must appoint a member to act as returning officer and 2 members to act as scrutineers to conduct the ballot.

- (1) The returning officer and scrutineers must not be a member contesting a position.
- (2) The election must be by secret ballot.
- (3) A ballot form shall be created, and a draw held for position on the form.
- (4) If the ballot is for a single position, the voter must indicate on the ballot paper the name of the candidate for whom they wish to vote.
- (5) If the ballot is for more than one position:
 - (a) The voter must indicate on the ballot form the name of each candidate for whom they wish to vote
 - (b) The voter must not indicate more candidates than the number to be elected.
- (6) Ballot papers which do not comply with sub-rule 5(b) are not to be counted.
- (7) The ballot must be conducted in accordance with the Association's by-laws.
- (8) Ballot forms must be returned no less than 72 hours prior to the AGM
- (9) For nominations from the floor at the AGM (rule 50), the chair will call for a vote or, in the instance of more than one nomination for the position, a ballot.
- (10) The Board may establish By- Laws and proper procedures, that allow members to vote online by way of the internet, in lieu of a paper ballot form.

54. Term of office

- (1) Subject to sub-rule (5) and rule 55, a Board member holds office until their position is declared vacant.
- (2) The President, Secretary, Treasurer and Captain are elected for a period of 2 years with a maximum of 3 consecutive 2-year terms.
- (3) The President and Secretary are elected in odd numbered years and the Captain and Treasurer are elected in even numbered years.
- (4) General Members are elected for a period of 1 year.
- (5) A Board member may be nominated for any other position on the Committee after their term has expired.
- (6) A general meeting of the Association may:
 - (a) by special resolution remove a Board member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this section.
- (7) A member who is the subject of a proposed special resolution under sub-rule (5) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (8) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

55. Vacation of office

- (1) A Board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a committee member if he or she:
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive committee meetings (other than special or urgent Board meetings) without leave of absence under rule 66; or
 - (c) otherwise ceases to be a Board member by operation of section 78 of the Act.

56. Filling casual vacancies

- (1) The Board may appoint an eligible member of the Association to fill a position on the Board that:
 - (a) has become vacant under rule 55; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 54 applies to any committee member appointed by the Committee under sub-rule (1) or (2).
- (4) The Board may continue to act despite any vacancy in its membership.

Section 4—Meetings of Board

57. Meetings of Board

- (1) The Board must meet at least 10 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Association at which the members of the Board were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the Board.
- (4) Members may request to attend a Board meeting in order to make a submission.

58. Notice of meetings

- (1) Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting. Board meeting is convened, the notice must include the general nature of the business to be conducted.
- (4) The only business that may be conducted at the meeting is the business for which the meeting is convened.

59. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 58 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

60. Procedure and order of business

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

61. Use of technology

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

62. Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under rule 61) of a majority of the Board members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board 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 58.

63. Voting

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

64. Conflict of interest

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

65. Minutes of meeting

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following:
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 64.
- (3) Members cannot inspect or get copies of Board meeting minutes or parts of the minutes, unless the Board specifically allows it.

66. Leave of absence

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

PART 6—FINANCIAL MATTERS

67. Source of funds

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

68. Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.

- (3) The Board 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 Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the treasurer and at least one other person of authority within the club.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

69. Financial records

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

70. Financial statements

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting sub-rule (1), those requirements include:
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board;
 - (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

71. Registered address

The registered address of the Association is 61 Barwon Heads Road, Belmont, 3126, Victoria.
The postal address of the Association is P.O. Box 367, Belmont, 3216, Victoria.

72. Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given:
 - (a) by handing the notice to the member personally; or

- (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission or
- (2) Sub-rule (1) does not apply to notice given under rule 59.
- (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 Board ; 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 Board 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.

73. Custody and inspection of books and records

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

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

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

74. Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.

- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

75. Alteration of Rules

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