



CLIFTON SPRINGS GOLF CLUB INC
92-94 Clearwater Drive
Clifton Springs
Victoria, 3222

ABN: 15 353 725 035 REG NO: A0006439X

CONSTITUTION

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PART 1 PRELIMINARY

1. NAME

The name of the Club is Clifton Springs Golf Club Incorporated (hereinafter referred to as “the Club”).

2. PURPOSES

The purposes of the Club are:

- 2.1 to foster and play the game of golf.
- 2.2 to maintain and foster social activities and pastimes of and for the members.
- 2.3 to maintain and conduct a club of non-political, non-sectarian and non-discriminatory character.
- 2.4 to provide a clubhouse, golf course and other facilities for the use and recreation of members.
- 2.5 to construct, alter, add to, enhance and maintain all property leased by or belonging to the Club.
- 2.6 to apply for and obtain a grant of, take a transfer of and become and remain the holder of any licence or permit under the Liquor Control Act 1998 or any amendment or re-enactment thereof, either by itself or its nominee. To give and take a transfer of, renew, make application for, conduct any proceedings and do all other acts, matters or things in respect of any licence or permit. To conduct the business of a licensed club and to do everything possible to retain and protect the licence and registration in respect thereof.
- 2.7 to make application pursuant to the appropriate legislation, enacted and currently in force or any re-enactment or amendment thereof to the Victorian Casino & Gaming Authority (VCGA) for a Gaming Operator’s Licence and/or Venue Operator’s Licence or any other appropriate licence, permit or authority. To hold, transfer, renew, vary, remove or surrender any such licence or permit or authority if and when it is appropriate or

opportune to do so. To do all such acts or things which may be necessary to protect any such licence permit or authority.

- 2.8 such other purposes as the members shall determine from time to time that contribute to the advancement of the game of golf and would benefit the golfing community at large.

3. FINANCIAL YEAR

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

4. DEFINITIONS

In these rules:

Act – means the Clubs Incorporation Reform Act (2012).

By-Laws – means the additional operating and management rules, developed by the Committee, to assist in the management of the Club and the conduct of the members and guests.

Chairperson – means the person chairing a General Meeting or Committee Meeting.

Club – means Clifton Springs Golf Club Inc.

Committee – means the Committee having management of the business of the Club.

Committee Member – means a member of the Committee elected or appointed under Part 5 of these Rules.

Disciplinary Appeal Meeting – means a General Meeting called in accordance with disciplinary proceedings under Part 3, Section 2, Clause 19 of these Rules.

Executive Committee – means those members of the Committee who hold positions set out in Rule 40.

Executive Committee Member – means a member of the Executive Committee as set out in Rule 40.

Manager – means the person employed by the Club to manage daily operations including all legislative and secretarial requirements.

Member – means a member of the Club.

Ordinary Committee Member – means a member of the Committee who is not a member of the Executive Committee.

Proxy – means the authority of a member to represent another member at a General Meeting, especially with respect to voting.

Register – means the register of members of the Club.

Resolution – means a motion voted on at a General Meeting where a majority of votes is required to carry the motion.

Rule – means the numbered sections and clauses contained within this document.

Scrutineer – means a person responsible for overseeing the voting process at a General Meeting.

Special Resolution – means a motion voted on at a General Meeting where seventy five percent of the votes are required to carry the motion.

Sub-Committee – means a working party established by the Committee to conduct a specific set of operations or instructions on behalf of the Committee.

Subscription – means the annual contribution payable for a category of membership, including all fees, charges and levies.

Victorian Casino and Gaming Authority (VCGA) – means the State Government body responsible for the control and regulation of gaming in Victoria. That body has subsequently been renamed the Victorian Commission for Gambling and Liquor Regulation (VCGLR).

PART 2 POWERS OF CLUB

5. POWERS OF THE CLUB

5.1 Subject to the Clubs Incorporation Reform Act 2012 (as amended or replaced) the Club has the power to do all things incidental to or conducive to achieving its purposes.

5.2 Without limiting sub Rule (5.1) the Club may:

5.2.1 purchase, acquire or take on lease any land, buildings, easements or property, real or personal and to sell, demise, mortgage, give in exchange or otherwise dispose of the same or any part or parts thereof from time to time.

5.2.2 open and operate accounts with financial institutions and use the Club's income and assets (including any surplus) for its purposes;

- 5.2.3 invest money in any security in which trust monies may lawfully be invested.
- 5.2.4 borrow and raise money on any terms and in any manner the Club thinks fit.
- 5.2.5 secure the repayment of money raised or borrowed or the payment of a debt or liability of the Club;
- 5.2.6 appoint agents to transact business on behalf of the Club;
- 5.2.7 enter into any other contract the Club considers necessary or desirable.
- 5.2.8 make donations for charitable or community purposes from funds raised through designated charity events or as otherwise approved by the members.

6. NOT FOR PROFIT ORGANISATION

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

6.1.1 Sub Rule (6.1) does not prevent the Club from paying a member:

6.1.1.1 reimbursement for expenses properly incurred by the member,

6.1.1.2 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 MEMBERSHIP, DISCIPLINARY PROCEDURES & GRIEVANCES

SECTION 1 - MEMBERSHIP

7. ELIGIBILITY FOR MEMBERSHIP

7.1 CATEGORIES

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

- 7.1.1 All categories of membership of the Club are open to persons of either gender;
- 7.1.2 The categories of membership and those created by the Committee from time to time and recorded in the minutes of the meeting of the Committee in which they were proposed and adopted are:
- Ordinary Member
 - Honorary Life Member
 - Weekday Member
 - Non-Resident Member
 - Intermediate Member
 - Junior Member
 - Junior Provisional Member
 - Six Month Member
 - Pay As You Play Member
 - Patron Member
 - Non-Playing Member
 - Honorary Member
 - Social Member
- 7.1.3 The Committee may at any time establish new categories of membership or alter existing categories of membership, which must be ratified at the Annual General Meeting immediately following the adoption of such new or altered category and incorporated into the Club's constitution, provided that the rights accorded to any person becoming a member under such categories do not:
- 7.1.3.1 result in any reduction in the rights and entitlements of any existing members; or
 - 7.1.3.2 materially affect existing members in any way;

- 7.1.4 The Committee may, from time to time, determine policies to cover exceptional circumstances.

7.2 ORDINARY MEMBER

Any person over the age of 18 years may be elected as an Ordinary Member.

- 7.2.1 Any member of the following categories of member may apply for transfer to ordinary membership:

Weekday Member
Non-Playing Member
Non-Resident Member
Intermediate Member
Six Month Member
Pay As You Play Member
Social Member

Upon payment of the annual subscription, Ordinary Members are eligible to:

- 7.2.2 access the grounds and use the golf course at all times that they are open and to compete in Club competitions and tournaments as are open to them provided that the Committee may, with prior notice on special occasions, or otherwise at its discretion from time to time, extend or vary the times and days that Ordinary Members may be admitted to the grounds and use the golf course.
- 7.2.3 use the Club's non-golfing facilities in accordance with the law, these Rules and the By-Laws laid down by the Committee.
- 7.2.4 vote in elections for the Committee and other officers of the Club.
- 7.2.5 stand for election as Committee Members and other officers of the Club.
- 7.2.6 propose or second the nomination of any other qualified member for election to the Committee.

- 7.2.7 attend and vote at all General Meetings of the Club;
- 7.2.8 introduce visitors to the facilities at the Club.

7.3 HONORARY LIFE MEMBER

The Committee may resolve to recommend for Honorary Life membership any member who has rendered distinguished and exceptional service to the Club and/or service in the interest of golf.

- 7.3.1 The recommendation of the Committee shall be put to the members at the Annual General Meeting following the date that the Committee made the resolution and if at least seventy five percent of the members present and voting at the Annual General Meeting approve the recommendation, the member shall be elected as an Honorary Life Member of the Club.
- 7.3.2 An Honorary Life Member shall be exempt from the payment of annual subscriptions and, unless otherwise directed by the Committee, from all other fees, charges and levies.

Honorary Life Members are eligible to:

- 7.3.3 access the grounds and use the golf course at all times that they are open, and to compete in Club competitions and tournaments as are open to them provided that the Committee may, with prior notice on special occasions, or otherwise at its discretion from time to time, extend or vary the times and days that Honorary Life Members may be admitted to the grounds and use the golf course.
- 7.3.4 use the Club's non-golfing facilities in accordance with the law, these Rules and the By-Laws laid down by the Committee.
- 7.3.6 vote in elections for the Committee and other officers of the Club.
- 7.3.5 stand for election as Committee Members and other officers of the Club.

- 7.3.6 propose or second the nomination of any other qualified member for election to the Committee.
- 7.3.7 attend and vote at all General Meetings of the Club;
- 7.3.8 introduce visitors to the facilities at the Club.

7.4 WEEKDAY MEMBER

Any person over the age of 18 years may be elected as a Weekday Member.

- 7.4.1 Any member of the following categories of member may apply for transfer to Weekday Membership:

- Ordinary Member
- Intermediate Member
- Six Month Member
- Pay As You Play Member
- Non-Playing Member
- Non-Resident Member
- Social Member

On payment of the annual subscription, Weekday Members are eligible to:

- 7.4.2 access the grounds and use the golf course at all times that they are open from Monday to Friday inclusive and to compete in Club competitions and tournaments as are open to them from Monday to Friday inclusive, provided that the Committee may with prior notice on special occasions or otherwise at its discretion, from time to time, extend or vary the times and days that Weekday Members may be admitted to the grounds and use the golf course.
- 7.4.3 access the grounds and use the golf course on Saturday and/or Sunday on payment of the full green fee.
- 7.4.4 play in Club competitions on Saturday and/or Sunday on payment of the full green fee and the relevant competition fee.

- 7.4.5 use the Club's non-golfing facilities in accordance with the law, these Rules and the By-Laws laid down by the Committee.
- 7.4.6 vote in elections for the Committee and other officers of the Club.
- 7.4.7 propose or second the nomination of any other qualified member for election to the Committee and other officers of the Club.
- 7.4.8 attend and vote at all General Meetings of the Club.
- 7.4.9 introduce visitors to the facilities at the Club.
- 7.4.10 stand for election as Committee Members and other officers of the Club.

Weekday members are not eligible to:

- 7.4.11 win honour board events held on Saturday or Sunday or represent the Club on Saturday or Sunday.

7.5 NON-RESIDENT MEMBER

Any person who is over the age of 18 years and whose usual place of residence is outside the defined radius of the Club as specified in the By-Laws, may be elected as a Non-Resident Member.

- 7.5.1 Any Non-Resident Member who becomes resident within the defined radius for a continuous period exceeding 3 months, in any 12-month period, shall be required to immediately transfer to Ordinary membership, Weekday membership, Six Month membership or Pay As You Play membership and shall be required to pay the difference between the annual subscription applicable to the new membership category for that year and the subscription applicable to Non-Resident membership.
- 7.5.2 Should the payment of the difference referred to in the previous sub-Rule 7.5.2 remain unpaid by the member for one month after the relevant change in residence, then the member shall cease to be a member of the Club.

7.5.3 Non-Resident members are responsible for advising the Club of any relevant change in the Non-Resident Member's residence.

On payment of the annual subscription, Non-Resident Members are eligible to:

7.5.4 access the grounds and use the golf course at all times that they are open and to compete in Club competitions and tournaments as are open to them provided that the Committee may, with prior notice on special occasions, or otherwise at its discretion from time to time, extend or vary the times and days that Non-Resident Members may be admitted to the grounds and use the golf course.

7.5.5 use the Club's non-golfing facilities in accordance with the law, these Rules and the By-Laws laid down by the Committee;

7.5.6 vote in elections for the Committee and other officers of the Club;

7.5.7 propose or second the nomination of any other qualified member for election to the Committee or other officers of the Club;

7.5.8 attend and vote at all General Meetings of the Club;

7.5.9 introduce visitors to the facilities at the Club.

Non-Resident Members are not eligible to:

7.5.10 stand for election as Committee Members and other officers of the Club.

7.6 INTERMEDIATE MEMBER

Any person who is aged 18 years and less than 23 years may be elected as an Intermediate Member.

7.6.1 Upon attaining the age of 23 years, Intermediate Members shall be transferred to Ordinary membership, Weekday membership, Six Month membership or Pay As You Play membership as directed by the Intermediate Member.

Upon payment of the annual subscription, Intermediate Members are eligible to:

- 7.6.2 access the grounds and use the golf course at all times that they are open, and to compete in Club competitions and tournaments as are open to them provided that the Committee may, with prior notice on special occasions, or otherwise at its discretion from time to time, extend or vary the times and days that Intermediate Members may be admitted to the grounds and use the golf course.
- 7.6.3 use the Club's non-golfing facilities in accordance with the law, these Rules and the By-Laws laid down by the Committee.
- 7.6.4 vote in elections for the Committee and other officers of the Club.
- 7.6.5 propose or second the nomination of any other qualified member for election to the Committee and other officers of the Club.
- 7.6.6 attend and vote at all General Meetings of the Club.
- 7.6.7 introduce visitors to the facilities at the Club.

Intermediate members are not eligible to:

- 7.6.8 stand for election as Committee Members and other officers of the Club.

7.7 JUNIOR MEMBER

Any person who is between 9 and 17 years of age may be elected as a Junior Member.

- 7.7.1 Upon attaining the age of 18 years, Junior Members shall be transferred to Ordinary membership, Weekday membership, Six Month membership, Pay As You Play membership or Intermediate membership, as directed by the Junior Member.

On payment of the annual subscription, Junior Members are eligible to:

- 7.7.2 access the grounds and use the golf course at all times that they are open, and to compete in Club competitions and

tournaments as are open to them provided that the Committee may, with prior notice on special occasions, or otherwise at its discretion from time to time, extend or vary the times and days that Junior Members may be admitted to the grounds and use the golf course.

- 7.7.3 use the Club's non-golfing facilities in accordance with the law, these Rules and the By-Laws laid down by the Committee.

Junior members are not eligible to:

- 7.7.4 vote in elections for the Committee and other officers of the Club.
- 7.7.5 stand for election as Committee Members and other officers of the Club.
- 7.7.6 propose or second the nomination of any other qualified member for election to the Committee and other officers of the Club.
- 7.7.7 introduce visitors to the facilities at the Club.
- 7.7.8 attend and vote at all General Meetings of the Club.

7.8 JUNIOR PROVISIONAL MEMBER

Any person who is between 9 and 12 years of age is eligible to be elected as a Junior Provisional member.

- 7.8.1 Upon attaining the age of 13 years Junior Provisional Members shall be transferred to Junior membership.

On payment of the annual subscription, Junior Provisional Members are eligible to:

- 7.8.2 access the grounds and use the golf course at all times that they are open and to compete in Club competitions and tournaments as are open to them – but not in Member competitions, Honour board events, nor as representatives of the Club. The Committee may on special occasions, or otherwise at its discretion, from time to time, extend or vary the times and days that Junior Provisional Members may be admitted to the grounds and use the golf course.

7.8.3 use the Club's non-golfing facilities in accordance with the law, these Rules and the By-Laws laid down by the Committee.

Junior Provisional Members are not eligible to:

7.8.4 obtain a golfing handicap.

7.8.5 vote in elections for the Committee and other officers of the Club.

7.8.6 stand for election as Committee Members and other officers of the Club.

7.8.7 propose or second the nomination of any other qualified member for election to the Committee and other officers of the Club.

7.8.8 introduce visitors to the facilities at the Club.

7.8.9 attend and vote at all General Meetings of the Club.

7.9 SIX MONTH MEMBER

Any person over the age of 18 years may be elected as a Six Month Member.

7.9.1 Any member of the following categories of member may apply for transfer to Six Month membership:

Ordinary Member

Intermediate Member

Weekday Member

Pay As You Play Member

Non-Playing Member

Non-Resident Member

Social Member

On payment of the annual subscription, Six Month Members are eligible to:

7.9.2 access the grounds and use the golf course at all times that they are open during the designated six month period of membership, and to compete in Club competitions and tournaments as are open to them provided that the Committee may, with prior notice on special occasions or

otherwise at its discretion, from time to time, extend or vary the times and days that Six Month Members may be admitted to the grounds and use the golf course.

- 7.9.3 use the Club's non-golfing facilities in accordance with the law, these Rules and the By-Laws laid down by the Committee.
- 7.9.4 introduce visitors to the facilities at the Club.
- 7.9.5 play in member competitions during their period of membership.
- 7.9.6 hold a GA handicap with the Club only for the duration of the membership period.

Six Month Members are not eligible to:

- 7.9.7 play in, or qualify for, honour board events, nor represent the Club in events.
- 7.9.8 vote in elections for the Committee and other officers of the Club.
- 7.9.9 stand for election as Committee Members and other officers of the Club.
- 7.9.10 propose or second the nomination of any other qualified member for election to the Committee and other officers of the Club.
- 7.9.11 attend and vote at General Meetings of the Club.

7.10 PAY AS YOU PLAY MEMBER

Any person aged 18 years and over may be elected as a Pay As You Play Member.

- 7.10.1 Any member of the following categories of member may apply for transfer to Pay As You Play membership:

- Ordinary Member
- Intermediate Member
- Six Month Member
- Weekday Member
- Non-Playing Member
- Non-Resident Member

Social Member

On payment of the annual subscription, Pay As You Play Members are eligible to:

- 7.10.2 access the grounds and use the golf course, subject to the payment of the relevant game fee as specified in the By Laws, at all times that they are open and to compete in Club competitions and tournaments as are open to them provided that the Committee may, with prior notice on special occasions or otherwise at its discretion, from time to time, extend or vary the times and days that Pay As You Play Members may be admitted to the grounds and use the golf course.
- 7.10.3 use the Club's non-golfing facilities in accordance with the law, these Rules and the By-Laws laid down by the Committee.
- 7.10.4 play in member competitions as are open to them subject to the prior payment of the relevant game fee as specified in the By Laws and the relevant competition fee.
- 7.10.5 introduce visitors to the facilities at the Club.
- 7.10.6 propose or second the nomination of any other qualified member for election to the Committee and other officers of the Club.

Pay As You Play Members are not eligible to:

- 7.10.7 play in, or qualify for, honour board events, nor represent the Club in events.
- 7.10.8 vote in elections for the Committee and other officers of the Club.
- 7.10.9 stand for election as Committee Members and other officers of the Club.
- 7.10.10 attend and vote at General Meetings of the Club.

7.11 PATRON MEMBER

The Committee may resolve to recommend any person for election as a Patron Member of the Club.

- 7.11.1 The recommendation of the Committee shall be put to the members at the Annual General Meeting following the date that the Committee made the resolution, and if at least seventy five percent of the members present and voting at the Annual General Meeting approves the recommendation, the person shall be elected as a Patron Member.

Patron Members are eligible to:

- 7.11.2 access the grounds and use the golf course at all times that they are open and to compete in Club competitions and tournaments as are open to them provided that the Committee may, with prior notice on special occasions or otherwise at its discretion, from time to time, extend or vary the times and days that Patron Members may be admitted to the grounds and use the golf course.
- 7.11.3 use the Club's non-golfing facilities in accordance with the law, these Rules and the By-Laws laid down by the Committee.
- 7.11.4 introduce visitors to the facilities at the Club.

Patron Members are not eligible to:

- 7.11.5 vote in elections for the Committee and other officers of the Club.
- 7.11.6 stand for election as Committee Members and other officers of the Club.
- 7.11.7 propose or second the nomination of any other qualified member for election to the Committee and other officers of the Club.
- 7.11.8 attend and vote at all General Meetings of the Club.

7.12 NON-PLAYING MEMBER

Any current golfing member of the Club who, because of age, ill-health, injury or any other valid reason, does not wish to continue to participate in

golfing activities at the Club but who desires to retain a connection with the Club, may apply to the Committee for a transfer to Non-Playing membership.

On payment of the annual subscription, Non-Playing Members are eligible to:

- 7.12.1 access the grounds only upon payment of the relevant green fee, and use the golf course on any day at all times that they are open provided that the Committee may, with prior notice on special occasions or otherwise at its discretion from time to time, extend or vary the times and days that Non-Playing Members may be admitted to the grounds and use the golf course.
- 7.12.2 use the Club's non-golfing facilities in accordance with the law, these Rules and the By-Laws laid down by the Committee.
- 7.12.3 vote in elections for the Committee and other officers of the Club.
- 7.12.4 propose or second the nomination of any other qualified member for election to the Committee.
- 7.12.5 attend and vote at all General Meetings of the Club.
- 7.12.6 introduce visitors to the facilities at the Club.
- 7.12.7 stand for election as Committee Members and other officers of the Club.

7.13 HONORARY MEMBER

Any person who meets one or more of the following criteria shall be an Honorary Member for the day/s upon which he/she meets that criterion:

- 7.13.1 any person who is competing in any inter-club match, tournament, or game organised by the Club and taking place on the golf course; or
- 7.13.2 any person who is attending any meeting, presentation or similar event; or
- 7.13.3 any person who is an official of any other recognised golf club and who is attending the Club premises in connection

with any such meeting, presentation, match, tournament or game; or

- 7.13.4 any person over the age of 18 years who is a member of any Club which the Committee may from time to time determine as providing reciprocal rights and benefits.

Requirements:

- 7.13.5 All Honorary Members must provide the Club with their name and address on the form provided by the Committee.

- 7.13.6 The Club shall keep appropriate records of the names and addresses of all Honorary Members. Such records shall specify the occasion or period in respect of which Honorary membership is granted.

- 7.13.7 The Committee shall have the power to cancel the membership of any Honorary Member without notice and without assigning any cause therefore.

- 7.13.8 Honorary Members shall not be required to pay an annual subscription.

Honorary Members, upon payment of any fee as determined by the Committee, are eligible to:

- 7.13.9 access the grounds and use the golf course at all times that they are open, and to compete in Club competitions and tournaments as are open to them provided that the Committee may, with prior notice on special occasions, or otherwise at its discretion from time to time, extend or vary the times and days that Honorary Members may be admitted to the grounds and use the golf course.

- 7.13.10 play in member competitions, but are not eligible to qualify for Honour board events, nor represent the Club in events.

- 7.13.11 use the Club's non-golfing facilities in accordance with the law, these Rules and the By-Laws laid down by the Committee.

Honorary Members are not eligible to:

- 7.13.12 vote in elections for the Committee and other officers of the Club.

- 7.13.13 stand for election as Committee Members and other officers of the Club.
- 7.13.14 propose or second the nomination of any other qualified member for election to the Committee and other officers of the Club.
- 7.13.15 attend and vote at all General Meetings of the Club.

7.14 SOCIAL MEMBER

Any person who has attained the age of 18 years may be accepted as a Social Member of the Club.

- 7.14.1 Application for membership as a Social Member shall be in writing, in a form approved by the Committee from time to time.
- 7.14.2 The application is to be delivered to the Club and once the appropriate fee, if any, is paid by the applicant to the Club, the applicant becomes a member subject to approval by the Manager.
- 7.14.3 If the Manager does not approve the application, the Club shall refund the fee, if any, paid by the applicant within seven days of such a decision.

On payment of the annual subscription, Social Members are eligible to:

- 7.14.4 access the grounds only upon payment of the relevant green fee, and use the golf course on any day at all times that they are open provided that the Committee may, with prior notice on special occasions or otherwise at its discretion from time to time, extend or vary the times and days that Social Members may be admitted to the grounds and use the golf course.
- 7.14.5 use the Club's non-golfing facilities in accordance with the law, these Rules and the By-Laws laid down by the Committee.
- 7.14.6 introduce visitors only to the non-golfing facilities at the Club;

Social Members are not eligible to:

- 7.14.7 vote in elections for the Committee and other officers of the Club.
- 7.14.8 stand for election as Committee Members and other officers of the Club.
- 7.14.9 propose or second the nomination of any other qualified member for election to the Committee and other officers of the Club.
- 7.14.10 attend and vote at all General Meetings of the Club.

8. APPLICATION FOR NEW MEMBERSHIP

8.1 The procedure set out in this Rule shall apply to applications for new membership to all categories except:

- Honorary Life Member
- Patron Member
- Honorary Member
- Social Member

Every application for membership shall be in writing in a form approved by the Committee and shall be delivered to the Manager together with the required entrance fee (if applicable) and shall be signed by the applicant and contain the names of a proposer and a seconder.

8.2 As soon as is practicable after an application for membership is received, the Committee must decide, by resolution, whether to accept or reject the application.

9. TRANSFER OF MEMBERSHIP CATEGORY

9.1 Any member may apply to the Committee to transfer from one category of membership to a new category for which the member is eligible and, subject to these Rules the Committee may determine to approve or reject the application for transfer without giving reasons therefore and, without limiting the Committee's discretion, the Committee may determine that the applicant for transfer must comply with the application procedure set out in Rule 8.1.

- 9.2 Unless the Committee determines otherwise in respect of particular applicants, members transferring to a category of membership for which a lesser annual subscription is applicable shall not be entitled to a refund of the difference between the amounts prescribed for the new category and those for the old category and shall be required to pay the lesser fees applicable to the new category when annual subscriptions next fall due.
- 9.3 Unless the Committee determines otherwise in respect of particular applicants, members transferring to a category of membership for which a higher annual subscription is applicable shall be required to pay the difference between the annual subscription applicable to the new membership category for that year on a pro rata basis and the subscription applicable to the old membership category.

10. NOTIFICATION OF OUTCOME OF MEMBERSHIP APPLICATION OR TRANSFER

- 10.1 When an applicant has been elected as a new member in accordance with Rule 8 or an application for transfer has been approved in accordance with Rule 9, the Manager shall forthwith notify the applicant in writing and such notification shall include a request for payment of the relevant annual subscription and upon payment the applicant shall become a member of the relevant category.
- 10.2 If within one month after receipt of the notice referred to in Rule 10.1, the applicant's payment has not been received by the Club, the election to membership or approval for transfer shall be voided.
- 10.3 In the event of an application for new membership being rejected by the Committee, the Manager shall forthwith notify the applicant of the rejection and shall not be required to provide reasons for the rejection and shall refund the entrance fee paid by the applicant (if applicable).
- 10.4 In the event of an application for transfer to a different category being rejected, the Manager shall forthwith notify the applicant of the rejection and shall not be required to provide reasons for the rejection, and the applicant shall remain in his or her current category.

11. CESSATION OF MEMBERSHIP

- 11.1 The membership of a person ceases on resignation, death or if he or she is expelled as a result of disciplinary action in accordance with Rule 18.2.
- 11.2 If a member ceases to be a member for any reason (including as a result of disciplinary action in accordance with Rule 18.2), the member shall remain liable to pay any subscription or fee due at the time that membership ceases and shall not be entitled to any refund of any subscription or fee paid in advance, unless otherwise determined by the Committee.
- 11.3 The rights of a member are not transferable and end when membership ceases.

12. REGISTER OF MEMBERS

- 12.1 The Club must keep and maintain a register of members that includes:
- a) For each current member:
 - The member's name;
 - The address for notices last given by the member;
 - The date of becoming a member;
 - The membership category;
 - Any other information determined by the Committee; and
 - b) For each former member:
 - The date of ceasing to be a member.
- 12.2 Any member may, at a reasonable time and free of charge, inspect the register of members to see the information held about themselves. No member shall be permitted to inspect information about other members which may infringe any relevant statute.

13. REJOINING

A member who has ceased to be a member in accordance with Rule 11, and is subsequently re-elected as a member, shall be required to pay the entrance fee payable at the time of re-election.

14. FEES & SUBSCRIPTIONS

- 14.1 Subject to these Rules, the entrance fee, annual subscription and, in the case of Pay As You Play Membership game fee, for each category of membership shall be determined by the Committee. The Committee shall be at liberty to determine that there shall be no entrance fee or annual subscription for any particular category of membership and/or for any particular member.
- 14.2 The fees and subscriptions shall be subject to the applicable taxes including GST.
- 14.3 All annual subscriptions shall be due and payable in advance on 1 July in every year.
- 14.4 The Committee may authorise any member who is elected after 31 July in any year to pay a pro-rata fee as determined by the Committee for that year.
- 14.5 Any member who falls into arrears with their subscriptions can pay the outstanding balance over a period of time agreed with the Manager.
- 14.6 If a member fails to pay the relevant fee and/or subscription by the due date stated in Rule 14.3, or has not entered into an arrangement with the Manager for payment of any arrears, the member shall cease to be entitled to any privileges of membership including, but not limited to, voting at meetings, participating in Club competitions and use of the golfing facilities.
- 14.7 Subject to the following Rule 14.8, if the defaulting member fails to pay the outstanding amount within one month of it becoming due, the defaulting member shall cease to be a member.
- 14.8 The Committee may, at its discretion, grant extensions of time for payment of fees and/or subscriptions for all members or particular members, and may reinstate a member who has ceased to be a member by virtue of the previous Rule 14.7 upon payment of outstanding fees and/or subscriptions without the requirement for the ceased member to reapply for membership.
- 14.9 The Committee may determine that all members or particular members may pay subscriptions and/or fees by instalments and may impose an administration fee on members paying by instalments.

SECTION 2 – DISCIPLINARY ACTION

15. GROUNDS FOR TAKING DISCIPLINARY ACTION

The Club may take disciplinary action against a member in accordance with this Section 2, if it is determined that the member:

- 15.1 has failed to comply with these Rules; or
- 15.2 refuses to support the purposes of the Club; or
- 15.3 has engaged in conduct prejudicial to the Club.

16. DISCIPLINARY SUB-COMMITTEE

- 16.1 If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary sub-committee to hear the matter and determine what action, if any, to take against the member.
- 16.2 The members of the disciplinary sub-committee:
 - 16.2.1 may be Committee members, members of the Club or anyone else; but
 - 16.2.2 must not be biased against, or in favour of, the member concerned.

17. NOTICE TO MEMBER

- 17.1 Before disciplinary action is taken against a member, the Manager must give written notice to the member:
 - 17.1.1 stating that the Club proposes to take disciplinary action against the member; and
 - 17.1.2 stating the grounds for the proposed disciplinary action; and
 - 17.1.3 specifying the date, place and time of the meeting at which the disciplinary sub-committee intends to consider the disciplinary action (the ***disciplinary meeting***); and

17.1.4 advising the member that he or she may do one or both of the following:

17.1.4.1 Attend the disciplinary meeting and address the disciplinary sub-committee at that meeting; and/or

17.1.4.2 Give a written statement to the disciplinary sub-committee at any time before the disciplinary meeting; and

17.1.5 setting out the member's appeal rights under Rule 19.

17.2 The notice referred to in Rule 17.1 must be given no earlier than 28 days and no later than 14 days before the disciplinary meeting is held.

18. DECISION OF DISCIPLINARY SUB-COMMITTEE

18.1 At the disciplinary meeting, the disciplinary sub-committee must:

18.1.1 give the member an opportunity to be heard; and

18.1.2 consider any written statement submitted by the member.

18.2 After complying with sub Rule 18.1, the disciplinary sub-committee may:

18.2.1 take no further action against the member; or

18.2.2 subject to sub Rule 18.3:

(i) reprimand the member; or

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

(iii) expel the member from the Club.

18.3 The disciplinary sub-committee may not fine the member.

18.4 The suspension of membership rights or the expulsion of a member by the disciplinary sub-committee under this Rule takes effect immediately after the vote is passed.

19. APPEAL RIGHTS

- 19.1 A person whose membership rights have been suspended or who has been expelled from the Club under Rule 18 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 19.2 The notice must be in writing and given to:
 - 19.2.1 the disciplinary sub-committee immediately after the vote to suspend or expel the person is taken; or
 - 19.2.2 the Manager not later than 48 hours after the vote.
- 19.3 If a person has given notice under sub Rule 19.1, 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.
- 19.4 Notice of the Disciplinary Appeal Meeting must be given to each member of the Club who is entitled to vote as soon as practicable and must:
 - 19.4.1 specify the date, time and place of the Disciplinary Appeal Meeting; and
 - 19.4.2 state:
 - 19.4.2.1 the name of the person against whom the disciplinary action has been taken; and
 - 19.4.2.2 the grounds for taking that action; and
 - 19.4.2.3 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.

20. CONDUCT OF DISCIPLINARY APPEAL MEETING

- 20.1 At a Disciplinary Appeal Meeting:
 - 20.1.1 no business other than the question of the appeal may be conducted; and
 - 20.1.2 the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and

- 20.1.3 the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 20.2 After complying with sub Rule 20.1, 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.
- 20.3 A member may not vote by proxy at the meeting.
- 20.4 The decision is upheld if at least seventy five percent of the members voting at the meeting vote in favour of the decision.

SECTION 3 - GRIEVANCE PROCEDURE

21. APPLICATION

- 21.1 The grievance procedure set out in this Section 3 applies to disputes under these Rules between:
 - 21.1.1 a member and another member;
 - 21.1.2 a member and the Committee;
 - 21.1.3 a member and the Club.
- 21.2 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.

22. 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.

23. APPOINTMENT OF MEDIATOR

- 23.1 If the parties to a dispute are unable to resolve the dispute between them within the time required by Rule 22, the parties must, within 10 days:
 - 23.1.1 notify the Committee of the dispute; and
 - 23.1.2 agree to, or request the appointment of, a mediator; and

- 23.1.3 attempt, in good faith, to settle the dispute by mediation.
- 23.2 The mediator must be a person chosen by agreement between the parties; or in the absence of agreement:
 - 23.2.1 if the dispute is between a member and another member - a person appointed by the Committee; or
 - 23.2.2 if the dispute is between a member and the Committee, or a member and the Club - a person appointed by or employed by the Dispute Settlement Centre of Victoria.
- 23.3 A mediator appointed by the Committee may be a member or former member of the Club but in any case must not be a person who:
 - 23.3.1 has a personal interest in the dispute; or
 - 23.3.2 is biased in favour of or against any party.

24. MEDIATION PROCESS

- 24.1 The mediator to the dispute, in conducting the mediation, must:
 - 24.1.1 give each party every opportunity to be heard; and
 - 24.1.2 allow due consideration by all parties of any written statement submitted by any party; and
 - 24.1.3 ensure that natural justice is accorded to the parties throughout the mediation process.
- 24.2 The mediator must not determine the dispute.

25. 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

26. ANNUAL GENERAL MEETING

- 26.1 The Committee must convene an Annual General Meeting of the Club to be held within 5 months after the end of each financial year.
- 26.2 The Committee shall determine the date, time and place of the Annual General Meeting.
- 26.3 The ordinary business of the Annual General Meeting is as follows:
 - 26.3.1 To confirm the minutes of the previous Annual General Meeting and of any General Meeting held since then,
 - 26.3.2 To receive and consider:
 - 26.3.2.1. the annual report of the Committee on the activities of the Club during the preceding financial year: and
 - 26.3.2.2 the financial statements of the Club for the preceding financial year submitted by the Committee in accordance with the relevant legislation.
- 26.4 To declare the outcome of the election and conduct a ballot for members of the Committee, if required, in accordance with these Rules.
- 26.5 To appoint an auditor for the following year.
- 26.6 The Annual General Meeting shall also conduct any other business of which notice has been given in accordance with these Rules.

27. GENERAL MEETING

- 27.1 Any meeting of the Club, other than an Annual General Meeting or a Disciplinary Appeal Meeting, is a General Meeting.
- 27.2 The Committee may convene a General Meeting whenever it thinks fit.
- 27.3 No business other than that set out in the notice convening a General Meeting shall be conducted at the meeting.

28. GENERAL MEETING HELD AT REQUEST OF MEMBERS

- 28.1 The Committee must convene a General Meeting if a request to do so is made in accordance with sub Rule 28.2 by at least ten percent of the total number of members entitled to vote at meetings.

- 28.2 A request for a General Meeting must:
 - 28.2.1 be in writing; and
 - 28.2.2 state the business to be considered at the meeting and any resolutions to be proposed; and
 - 28.2.3 include the names and signatures of the members requesting the meeting; and
 - 28.2.4 be given to the Manager.
- 28.3 If the Committee does not convene a 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 General Meeting.
- 28.4 A General Meeting convened by members under sub Rule 28.3 must:
 - 28.4.1 be held within 3 months of the date on which the original request was made, and
 - 28.4.2 only consider the business stated in that request, and
 - 28.4.3 as far as possible, follow the procedures for General Meetings as set out in these Rules.
- 28.5 The Club must reimburse all reasonable expenses incurred by the members convening a General Meeting under sub Rule 28.3.

29. NOTICE OF GENERAL MEETING

- 29.1 In the case of the Annual General Meeting, in addition to the notice referred to in Rule 29.4, the Manager must provide a preliminary notice at least 45 days prior to the date fixed for the Annual General Meeting.
- 29.2 The preliminary notice referred to in Rule 29.1 must specify:
 - 29.2.1 the date, place and time of the Annual General Meeting.
 - 29.2.2 the number of Committee Members to be elected at the Annual General Meeting and the procedure for nominating for election as a Committee Member.
 - 29.2.3 the requirement to lodge notice of special business with the Manager at least 28 days prior to the date fixed for the Annual General Meeting.
- 29.3 The preliminary notice referred to in Rule 29.1 shall be delivered by way of notice posted on a notice board at the Club, by newsletter or by such other method as the Committee shall determine.

- 29.4 In the case of both Annual General Meetings and General Meetings, the Manager (or in the case of a General Meeting convened under Rule 28.3, the members convening the General Meeting) must give to each member of the Club:
- 29.4.1 at least 21 days notice of the General Meeting.
- 29.5 The notice must:
- 29.5.1 specify the date, time and place of the meeting; and
- 29.5.2 indicate the general nature of each item of business to be considered at the meeting; and
- 29.5.3 if a special resolution is to be proposed:
- (a) state in full the proposed resolution; and
- (b) state the intention to propose the resolution as a special resolution; and
- 29.5.4 comply with Rule 30.5.
- 29.6 The notice shall be posted on a notice board at the Club and also sent to each member eligible to vote at General Meetings by such method/s as indicated by the member as being acceptable to them including:
- Mail
 - Email
 - Fax
- 29.7 Proof of posting or electronic transmission shall be deemed to be evidence of receipt by the beneficiary.
- 29.8 The proceedings of any meeting of the members, the Committee or any sub-committee under these Rules, shall not be invalidated by reason of any accidental omission to give any notice thereby required.
- 29.9 This Rule does not apply to a Disciplinary Appeal Meeting.

30. PROXIES

- 30.1 A member may appoint another member who is eligible to vote as his or her proxy to vote and speak on his or her behalf at a General Meeting other than at a Disciplinary Appeal Meeting.
- 30.2 The appointment of a proxy must be in writing and signed by the member making the appointment.

- 30.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- 30.4 Subject to Rule 30.1 and 30.2, the form for the appointment of a proxy will be determined by the Committee and published in the By-Laws.
- 30.5 Notice of a General Meeting given to a member under Rule 29 must:
 - 30.5.1 state that the member may appoint another member who is eligible to vote as a proxy for the meeting; and
 - 30.5.2 include a copy of any form that the Committee has approved for the appointment of a proxy.
- 30.6 A form appointing a proxy must be given to the Manager not later than 24 hours prior to the date and time specified in the notice of the meeting.
- 30.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Club at the address (including an electronic address) stated in the notice not later than 24 hours before the commencement of the meeting. Proof of posting or electronic transmission will not be deemed to be evidence of receipt within the time limits stated.

31. USE OF TECHNOLOGY

- 31.1 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.
- 31.2 For the purposes of this part, a member participating in a General Meeting as permitted under sub Rule 31.1 is taken to be present at the meeting and, if the member votes at the meeting is taken to have voted in person.

32. QUORUM AT GENERAL MEETINGS

- 32.1 No business may be conducted at a General Meeting unless a quorum of members is present.
- 32.2 The quorum for a General Meeting is the physical presence or as allowed under Rule 31 of 10% of members eligible to vote. Proxy votes shall not be included in determining whether the requisite number of members is present.

- 32.3 If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
- 32.3.1 In the case of a meeting convened by, or at the request of, members under Rule 28.3, the meeting must be dissolved.
(Note: If a meeting convened by, or at the request of, members is dissolved under this sub Rule, 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 General Meeting, the members must make a new request under Rule 28.)
- 32.3.2 In any other case;
- (a) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
- (b) 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.
- 32.4 If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under sub Rule 32.3.2(b), the members present at the meeting (if not fewer than 10) may proceed with the business of the meeting as if a quorum were present.

33. ADJOURNMENT OF GENERAL MEETING

- 33.1 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.
- 33.2 Without limiting sub Rule 33.1, a meeting may be adjourned:
- 33.2.1 if there is insufficient time to deal with the business at hand;
- or
- 33.2.2 to give the members more time to consider an item of business.
- 33.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

- 33.4 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 29.

34. VOTING AT GENERAL MEETING

- 34.1 On any question arising at a General Meeting:
- 34.1.1 subject to sub Rule 34.3, each member who is entitled to vote has one vote; and
 - 34.1.2 members may vote personally or by proxy; and
 - 34.1.3 except in the case of a special resolution, the question must be decided on a majority of votes.
- 34.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 34.3 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.
- 34.4 This Rule does not apply to a vote at a Disciplinary Appeal Meeting conducted under Rule 20.

35. SPECIAL RESOLUTIONS

A special resolution is passed if not less than seventy five percent of the members voting at a General Meeting (whether in person or by proxy) 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 Club.*

36. DETERMINING WHETHER RESOLUTION CARRIED

- 36.1 Subject to subsection 36.2, the Chairperson of a General Meeting may, on the basis of a show of hands or on the voices of those present, declare that a resolution has been:
- 36.1.1 carried; or
 - 36.1.2 carried unanimously; or

- 36.1.3 carried by a particular majority; or
 - 36.1.4 lost,
- and an entry to that effect in the Minutes of the meeting is conclusive proof of that fact.
- 36.2 If a poll (where votes are cast in writing) is demanded by any three members on any question:
 - 36.2.1 the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - 36.2.2 the Chairperson must declare the result of the resolution on the basis of the poll.
 - 36.3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
 - 36.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

37. MINUTES OF GENERAL MEETING

- 37.1 The Committee must ensure that Minutes of each General Meeting are taken and kept.
- 37.2 The Minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 37.3 In addition, the Minutes of each Annual General Meeting must include:
 - 37.3.1 the names of the members attending the meeting; and
 - 37.3.2 proxy forms given to the Manager under Rule 30; and
 - 37.3.3 the financial statements submitted to the members in accordance with Rule 26.3.2.2; and
 - 37.3.4 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 Club; and
 - 37.3.5 any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the relevant legislation.

PART 5 COMMITTEE AND MANAGEMENT

38. ROLE AND POWERS

- 38.1 The business of the Club shall be managed by and under the direction of the Committee.
- 38.2 The Committee may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by General Meetings of the members of the Club.
- 38.3 The Committee may, but is not limited to, perform the following:
- 38.3.1 appoint and remove staff;
 - 38.3.2 establish sub-committees consisting of members with terms of reference it considers appropriate;
 - 38.3.3 make By-Laws for the management of the Club and the conduct of members and guests. Such By-Laws are to be communicated to the members in a manner determined by the Committee.
- 38.4 The Committee has the power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.

39. DELEGATION AND SUB-COMMITTEES

- 39.1 The Committee may delegate to a member of the Committee, a sub-committee or staff, any of its powers and functions other than:
- 39.1.1 this power of delegation; or
 - 39.1.2 a duty imposed on the Committee by the Act or any other law.
- 39.2 The delegation must be in writing and is subject to the conditions, regulations and limitations the Committee considers appropriate.
- 39.3 The Committee may, in writing, revoke a delegation wholly or in part.
- 39.4 All sub-committees shall report to the Committee and decisions of a sub-committee shall be subject to confirmation of the Committee.
- 39.5 The President shall be an ex-officio member of all sub-committees.

40. COMPOSITION OF EXECUTIVE

The Executive shall consist of:

The President; and

The Vice President; and

The Treasurer; and

The Captain.

41. COMPOSITION OF COMMITTEE

The Committee shall consist of:

The Executive; and

The Vice Captain; and

3 Ordinary Committee Members.

42. GENERAL DUTIES

42.1 As soon as possible after being elected or appointed to the Committee, each Committee Member must become familiar with these Rules and the Act.

42.2 The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Committee comply with these Rules.

42.3 Committee Members must exercise their powers and discharge their duties with reasonable care and diligence.

42.4 Committee Members must exercise their powers and discharge their duties:

42.4.1 in good faith in the best interests of the Club; and

42.4.2 for a proper purpose.

42.5 Committee Members and former Committee Members must not make improper use of:

42.5.1 their position; or

42.5.2 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 Club.

42.6 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.

43. PRESIDENT AND VICE PRESIDENT

43.1 Subject to sub Rule 43.2, the President or, in the President's absence, the Vice President is the Chairperson for any General Meeting and for any Committee Meeting.

43.2 If the President and the Vice President are both absent or are unable to preside, the Chairperson of the meeting must be:

43.2.1 In the case of a General Meeting, a member elected by the other members present; or

43.2.2 In the case of a Committee Meeting, a Committee Member elected by the other Committee Members physically present.

44. TREASURER

44.1 The Treasurer must:

44.1.1 ensure that the financial records of the Club are kept in accordance with the Act; and

44.1.2 coordinate the preparation of the financial statements of the Club and their certification by the Committee prior to their submission to the Annual General Meeting of the Club.

44.2 The Treasurer must ensure that at least one other Committee Member has access to the accounts and financial records of the Club.

45. WHO IS ELIGIBLE TO BE A COMMITTEE MEMBER

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

45.1 is 18 years of age or over; and

45.2 is a member of a membership category that permits members to stand for election.

46. POSITIONS TO BE DECLARED VACANT

There shall be an annual election for the positions on the Committee which fall vacant and each person elected to fill such vacancies shall, subject to these Rules, hold the position for a term of two years from the date of their election or until their successors have been elected. Committee Members shall be eligible for re-election.

47. ELECTION OF COMMITTEE MEMBERS

47.1 In each year, the positions which shall fall vacant will be the positions of those Committee Members whose terms of office have expired by the passage of time or such other manner as provided in these Rules.

47.2 Nominations of candidates for election to fill vacancies shall be:

47.2.1 made in writing on a form approved by the Committee from time to time;

47.2.2 signed by a proposer and a seconder (neither being the candidate) both of whom shall be members eligible to nominate members for election;

47. 2.3 accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);

47.2.4 for such time as the Club holds a gaming licence, accompanied by a completed form for approval as an “associated individual” or any other form/s which may be required by law to be lodged in respect of a person associated with a licensed gaming venue;

47.2.5 delivered to the Manager, together with the form/s referred to in this Rule, not less than 14 days before the date fixed for the holding of the Annual General Meeting.

47.3 If the Manager finds that any nomination contains an anomaly or is not accompanied by the form/s required by the previous Rule 47.2, the Manager shall notify the person concerned of the anomaly and, where it is practicable to do so, shall give the person concerned the opportunity to remedy the anomaly within a reasonable time prior to the Annual General Meeting.

- 47.4 Candidates shall be entitled to nominate for more than one position on the Committee (for example, a candidate may nominate for President and Treasurer and Ordinary Committee Member).
- 47.5 Serving Committee Members may nominate for election to Executive (for example, an Ordinary Committee Member may nominate for President and a Treasurer may nominate for President).
- 47.6 In the event of a serving Committee Member being elected to another position on the Committee, a vacancy will be created in the position that the serving Committee Member vacates, which vacancy shall be filled in accordance with Rule 48.
- 47.7 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 47.8 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.
- 47.9 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held in accordance with these Rules.
- 47.10 In the event of a ballot being required, the Manager shall cause a list of the persons nominated for election to be displayed in a conspicuous place in the clubhouse for a period of at least 7 days prior to the Annual General Meeting in the year of election.
- 47.11 In the event of a ballot being required, the ballot shall be conducted at the Annual General Meeting in such appropriate manner as the Committee directs provided that, depending on which Committee Members are retiring in any particular year. The scrutineers shall count the votes for Committee positions in the following order:
- President
 - Vice President
 - Captain
 - Treasurer
 - Vice Captain
 - Ordinary Committee Members.
- 47.12 Where an insufficient number of nominations has been received, or where a position that was not due to fall vacant does fall vacant after the close of

nominations, or where the election has resulted in a position on the Committee becoming vacant, the Chairperson of the Annual General Meeting shall call for nominations from the floor of the meeting and conduct a ballot in such appropriate manner as the Committee shall determine subject to the following Rule 47.13.

47.13 Depending on which Executive or Committee positions are vacant, the Chairperson shall call for nominations and conduct a ballot in the following order:

- President
- Vice President
- Captain
- Treasurer
- Vice Captain
- Ordinary Committee Members.

47.14 In the event of a vacancy being created by a serving Committee Member being elected to a different position on the Committee, the person elected to fill the vacancy shall hold the position for the remainder of the term that the vacating Committee Member would have served.

48. VACATION OF OFFICE

48.1 A Committee Member may resign from the Committee by written notice addressed to the Committee.

48.2 A person ceases to be a member of the Committee if he or she:

- 48.2.1 ceases to be a member of the Club; or
- 48.2.2 fails to attend 3 consecutive Committee Meetings (other than special or urgent Committee Meetings) without leave of absence under Rule 55; or
- 48.2.3 otherwise ceases to be a Committee Member by operation of Section 78 of the Act; or
- 48.2.4 becomes an employee of the Club; or
- 48.2.5 has their membership of the Club suspended in accordance with Rule 18.2(ii); or
- 48.2.6 becomes insolvent under administration within the meaning of the Corporations Act; or
- 48.2.7 is declared bankrupt under relevant legislation; or

- 48.2.8 fails to declare any direct or indirect conflict of interest in any contract or proposed contract with the Club or participates in any discussion relating to such contract at a Committee Meeting or votes on such a contract at a Committee Meeting or General Meeting; or
- 48.2.9 is removed from the Committee in accordance with these Rules by the members at a General Meeting; or
- 48.2.10 during the time that the Club holds a gaming venue operator's licence:
 - 48.2.10.1 if, within 3 months of the Committee Member's election or appointment, fails to be approved by the Victorian Commission for Gambling and Liquor Regulation (VCGLR) as an associated individual or to meet the legal requirements of persons associated with an organisation that holds a gaming venue operator's licence; or
 - 48.2.10.2 if, at any time during his or her term of office, the Committee Member becomes ineligible to be a person associated with an organisation that holds a gaming venue operator's licence.

49. FILLING CASUAL VACANCIES

49.1 In the event that a vacancy occurs in the Committee as a result of any of the circumstances related in Rule 48 the Committee may fill that vacancy as follows:

- 49.1.1 In the event of a casual vacancy occurring in the office of an Executive Member, the Committee may appoint one of the Ordinary Committee Members to the vacant office thus creating a casual vacancy in the position of Ordinary Committee Member and the member so appointed shall hold office for the remainder of the term that the vacating Executive Member would have served.
- 49.1.2 In the event of a casual vacancy occurring in the position of an Ordinary Committee Member the Committee may appoint a member of the Club who is eligible for election to the Committee to

fill the vacancy and the member so appointed shall hold the position for the remainder of the term that the vacating Committee Member would have served.

49.2 In the event that there are concurrently 3 casual vacancies at one time, the Manager shall convene a General Meeting to be held within one month of the event occurring, for the sole purpose of the members electing persons to fill the casual vacancies.

50. REMOVAL OF COMMITTEE MEMBER

50.1 The members in a General Meeting may, by special resolution, remove any Committee Member before the expiration of his or her term and appoint another member in his or her stead to hold office until the expiration of the term of the removed Committee Member.

50.2 In the event that a Committee Member is removed in accordance with the previous Rule 50.1, the removal of the Committee Member is not invalidated by the fact that the members did not appoint another member to the Committee and in the event that another member is not appointed to the Committee, a casual vacancy shall exist for the Committee position.

50.3 A Committee Member to whom a special resolution referred to in Rule 50.1 is directed may make representations to the Committee in writing. The Committee shall ensure that a copy of the representations is sent to each member of the Club who is entitled to vote at a General Meeting. The Committee Member may require that the representations are read to the members at the General Meeting prior to the members voting on the special resolution to remove the Committee Member.

51. NOTICE AND CONDUCT OF MEETINGS OF COMMITTEE

51.1 The Committee shall meet monthly on the 3rd Monday of every month unless changed by giving Committee Members at least 7 days advance notice or more often as the Committee determines.

51.2 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 Club at which members of the Committee were elected. Subsequent meetings may be arranged in

advance with no limit as to time and notice of more than one meeting may be given at a time.

- 51.3 Special Committee Meetings may be convened by the President or by any two members of the Committee and the Manager shall, on the requisition of two Committee Members, convene a special meeting of the Committee.
- 51.4 No business shall be conducted at any meeting unless each Committee Member has been given reasonable notice of the meeting and the business to be conducted.
- 51.5 Any six Committee Members shall constitute a quorum for the transaction of business of a meeting of the Committee.
- 51.6 No business shall be transacted unless a quorum is present and if, within 30 minutes of the time appointed for the meeting, a quorum is not present the Chairman shall adjourn the meeting to an appropriate time and place unless the meeting was requisitioned by Committee Members pursuant to Rule 51.3 in which case it lapses.
- 51.7 In the event that a meeting is adjourned in accordance with Rule 51.6 each Committee Member shall be notified of the time and place for the adjourned meeting.
- 51.8 At meetings of the Committee:
- 51.8.1 the President, or in his or her absence the Vice President, shall be the Chairperson; or
- 51.8.2 if the President and the Vice President are both absent, one of the remaining Committee Members physically present shall be the Chairperson.
- 51.9 Questions arising at a Committee Meeting, or of any sub-committee appointed by the Committee, shall be determined on a show of hands or, if demanded by two Committee Members, by a poll taken in such manner as the Chairperson of the meeting shall determine. Each member of the Committee shall have one vote. If the votes are divided equally the Chairperson shall have a second and casting vote.
- 51.10 Voting by proxy is not permitted.
- 51.11 Subject to the requirement for a quorum, the Committee may act notwithstanding any vacancy on the Committee.

52. USE OF TECHNOLOGY AT COMMITTEE MEETINGS

- 52.1 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.
- 52.2 For the purposes of these Rules, a Committee Member participating in a Committee Meeting as permitted under sub Rule 52.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

53. CONFLICT OF INTEREST

- 53.1 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 prior to any discussion of the matter.
- 53.2 The Committee Member must not:
- 53.2.1 be present while the matter is being considered at the meeting; and
 - 53.2.2 must not vote on the matter.
- 53.3 This Rule does not apply to a material personal interest:
- 53.3.1 that exists only because the member belongs to a class of persons for whose benefit the Club is established; or
 - 53.3.2 that the member has in common with all, or a substantial proportion of, the members of the Club.

54. MINUTES OF MEETINGS

- 54.1 The Committee must ensure that Minutes are taken and kept of each Committee Meeting.
- 54.2 The Minutes must record the following:
- 54.2.1 The names of the members in attendance at the meeting;
 - 54.2.2 The business considered at the meeting;
 - 54.2.3 Any resolution on which a vote is taken and the result of the vote;
 - 54.2.4 Any material personal interest disclosed under Rule 53.

55. LEAVE OF ABSENCE

55.1 The Committee may grant a Committee Member leave of absence from Committee Meetings for a period not exceeding 3 months.

55.2 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.

56. VALIDATING ACTS OF THE COMMITTEE

All acts done by any meeting of the Committee, or a sub-committee of the Committee, or by any person acting as a Committee Member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such person or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if any such person had been duly appointed and was qualified to be a Committee Member.

57. INDEMNITY

57.1 No Committee Member shall be liable to the Club for any loss or expense except where the loss or expense arises, in whole or in part, as a result of his/her own dishonesty or the wilful commission by him/her of an act which is a breach of trust, breach of duty or a breach of these Rules.

57.2 To the full extent allowed by the law, the Committee and each Committee Member shall be indemnified by the Club from and against any liability, loss or damage caused to or incurred by the Committee or Committee Member by reason of the bona fide exercise by the Committee and each Committee Member of any of the duties, powers or privileges conferred or imposed on them by these Rules or any amendment thereof.

58. MANAGER

58.1 The Committee shall be empowered to engage a Manager on terms and conditions that the Committee consider appropriate and who shall be required to act diligently, honestly and faithfully in the best interests of the Club and to carry out the directions of the Committee and to whom the Committee may delegate the duties of any Committee Member.

- 58.2 Without limiting the previous Rule 58.1, in particular the Manager shall perform all the duties assigned to the Manager in these Rules and shall also:
- 58.2.1 cause to be kept on the Club premises a register of the members setting forth in full the names and addresses of all members of the Club and the date of the latest payment by each member of his or her subscription; and
 - 58.2.2 cause to be kept correct Minutes of the proceedings of all meetings of the Committee and of the members in records provided for the purpose and shall cause to be performed all other duties which these Rules require the Manager to perform; and
 - 58.2.3 unless determined otherwise by the Committee, cause to be prepared and lodged with the relevant authorities all financial statements, returns, statements and forms in accordance with any relevant legislation; and
 - 58.2.4 perform all the duties and responsibilities of the Manager of the Club as required by any competent legislation; and
 - 58.2.5 keep custody of the Common Seal of the Club. Arrange that a document requiring to be executed under the Seal of the Club, shall only be sealed with the Common Seal by the authority of the Committee and the sealing must be witnessed by the signatures of two Executive Members; and
 - 58.2.6 keep custody of all books, documents and securities of the Club; and
 - 58.2.7 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
 - 58.2.8 receive all monies paid to or received by the Club and issue receipts for those monies in the name of the Club; and
 - 58.2.9 ensure that all monies received are paid into the account of the Club within 5 working days after receipt: and
 - 58.2.10 make any payments authorised by the Committee or by a General Meeting of the Club from the Club's funds; and

- 58.2.11 ensure that payments, including electronic payments, are signed by or approved by any two of the President, Treasurer and Manager; and .
- 58.2.12 perform any other duty or function imposed on the Manager by these Rules.
- 58.3 In the event that the Committee does not engage a Manager, the Treasurer shall be responsible for performing the duties of the Manager until the Committee appoints a replacement Manager.

PART 6 FINANCIAL MATTERS

59. SOURCE OF FUNDS

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

60. MANAGEMENT OF FUNDS

- 60.1 The Club must hold an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- 60.2 Subject to any restriction imposed by a General Meeting of the Club, the Committee may approve expenditure on behalf of the Club.
- 60.3 The Committee may authorise the Manager to expend funds on behalf of the Club (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.
- 60.4 With the approval of the Committee, the Manager shall maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

61. FINANCIAL RECORDS

- 61.1 The Club must keep financial records that:
- 61.1.1 correctly record and explain its transactions, financial position and performance, and
 - 61.1.2 enable financial statements to be prepared as required by the Act.
- 61.2 The Club must retain the financial records for 7 years after the transactions covered by the records are completed or as required by law.
- 61.3 The Manager must keep in his or her custody, or under his or her control:
- 61.3.1 the financial records for the current financial year: and
 - 61.3.2 any other financial records as authorised by the Committee.

62. FINANCIAL STATEMENTS

- 62.1 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- 62.2 Without limiting sub Rule 62.1, those requirements include:
- 62.2.1 the preparation of the financial statements;
 - 62.2.2 the auditing of the financial statements;
 - 62.2.3 the certification of the financial statements by the Committee;
 - 62.2.4 the submission of the financial statements to the Annual General Meeting of the Club;
 - 62.2.5 the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

63. CALLS

- 63.1 Members at a General Meeting, for which proper notice has been given, may approve the Club making calls on any members, or any particular category of members, for a particular sum provided that the members in the General Meeting may resolve that members who have been elected during the membership year in which the call is being made shall be obliged to pay one twelfth of the call for each month or part of a month that they are members during the year in which the call is made.

- 63.2 The members in the General Meeting shall determine the terms for payment of each call.
- 63.3 A call shall be a “fee” for the purposes of these Rules and non-payment of a call by any member shall be subject to the provisions of Rule 14.6.

64. COMMISSIONS, ALLOWANCES AND REMUNERATION

- 64.1 No Committee Member, member, employee or agent of the Club may receive any payment of any amount by way of commission or allowance from the Club’s receipts for the supply of any goods or services.
- 64.2 No Committee Member shall be paid any remuneration or commission for his or her services to the Club, but the Committee shall have the power to grant an honorarium to a Committee Member of such amount as it deems appropriate.
- 64.3 No member shall receive any dividend or profit whatsoever from the Club other than remuneration for services or product provided, or honorarium for work done as approved by the Committee in accordance with these Rules, or salary or wages paid to employees.

PART 7 GENERAL MATTERS

65. REGISTERED ADDRESS

- 65.1 The registered address of the Club is 92-94 Clearwater Drive, Clifton Springs, Victoria 3222; or
- 65.2 Such other address as may be determined from time to time by resolution of the Committee.

66. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 66.1 Members may, on request, inspect free of charge:
- 66.1.1 the Register of Members;
 - 66.1.2 the Minutes of General Meetings;
 - 66.1.3 subject to Rule 66.2, the financial records, books, securities and any other relevant document of the Club, including

Minutes of Committee Meetings and sub-committee meetings.

- 66.2 The Committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- 66.3 The Committee must, on request, make copies of these Rules available to members and applicants for membership, free of charge.
- 66.4 Subject to Rule 66.2, a member may make a copy of the other records of the Club referred to in this Rule and the Club may charge a reasonable fee for provision of a copy of such a record.
- 66.5 For the 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 Club and includes:
- 66.5.1 its membership records,
 - 66.5.2 its financial statement,
 - 66.5.3 its financial records,
 - 66.5.4 records and documents relating to transactions, dealings, business or property of the Club.

67. VISITORS TO THE CLUB

- 67.1 Where it is stipulated in these Rules, members shall be entitled to introduce visitors to the Club as guests of the members.
- 67.2 Members who introduce visitors as the member's guest/s shall be responsible for the conduct of their guests while the guests are at the Club premises and shall be liable to the Club for the debts and liabilities incurred by their guests.
- 67.3 A visitor shall not be supplied with liquor in the Club premises unless the visitor is:
- 67.3.1 a guest in the company of a member, or
 - 67.3.2 an authorised gaming visitor (as defined in the Liquor Control Reform Act 1998 or subsequent legislation).

- 67.4 Authorised gaming visitors to the Club must:
- 67.4.1 Produce evidence of their residential address before being admitted to the licensed premises of the Club;
 - 67.4.2 Carry identification at all times whilst on the licensed premises of the Club;
 - 67.4.3 Comply with all relevant Rules and By-Laws of the Club whilst on the licensed premises of the Club.

68. VISITORS REGISTER

- 68.1 The Club shall maintain a visitors register recording the name of each visitor to the Club, the date of admission and whether the visitor was:
- 68.1.1 introduced as a guest of a member, in which case the register shall record the name of the introducing member; or
 - 68.1.2 an authorised gaming visitor, in which case the register shall record the residential address of the visitor.

69. WINDING UP AND CANCELLATION

- 69.1 The Club may be wound up voluntarily by special resolution.
- 69.2 In the event of a winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any members or former members of the Club.
- 69.3 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 Club and which is not carried on for the profit or gain of its individual members.
- 69.4 The body to which the surplus assets are to be given must be decided by special resolution.

70. ALTERATION OF RULES

These Rules may only be altered by special resolution of a General Meeting of the Club.