

Operational from 17th November, 2014

CELTIC CLUB INCORPORATED

ABN 84 059 085 350

RULES

AS AMENDED JUNE, 2015

Operational from 17th November, 2014

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Note

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 "Celtic Club Incorporated" (ABN 84 059 085 250).

Note:

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

2 Purposes

The purposes of the Association are:

- (a) to establish a Club whose members support and celebrate pride in Irish heritage and culture and that of the broader Celtic community;
- (b) to provide a suitable venue, facilities and other resources for the benefit, education and enjoyment of members and guests;
- (c) to promote and encourage the Gaelic language, Irish music, art and culture;
- (d) to establish, maintain a library of Celtic literature, cultural artefacts and related material and provide rooms for meetings of Celtic heritage groups from all over Victoria;
- (e) to make donations out of the funds of the Association or otherwise to such public or private charitable, benevolent, patriotic, educational or cultural institutions and causes as the Committee or members by resolution in a general meeting may from time to time determine;
- (f) to apply for, obtain, retain and renew:
 - (i) a club licence under the *Liquor Control Reform Act 1998* for the time being in force in Victoria; and
 - (ii) a gaming operator's licence and/or a venue operator's licence or any other appropriate licence, permit or authority under the *Gambling Regulation Act 2003*.

3 Financial year

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

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 affiliate member means a member referred to in rule 9(b);

Chairperson of a general meeting or committee meeting, means the person chairing the meeting as required under rule 48;

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

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

committee member means a member of the Committee elected or appointed under Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 22;

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 23;

disciplinary sub-committee means the sub-committee appointed under rule 23;

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 15(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, whether in person or by proxy, to vote in favour of the resolution;

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

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF THE ASSOCIATION

5 Powers of the 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; and
 - 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.

Note:

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

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least five members.

8 Who is eligible to be a member?

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

9 Membership categories

The categories of membership of the Association shall be:

- a) full member;
 - i. life member;
 - ii. veteran member; and
- b) affiliate social member;
- c) temporary member.

Full member

Full membership shall be open to all natural persons who have attained 18 years of age and who apply for membership in accordance with the provisions of rule 10.

A full member is entitled to all the rights and privileges of the Association.

Life member

Life membership may, on the recommendation of the Committee and following a vote of the Committee at which at least 75% of the whole Committee voted in favour, be conferred upon any full member who, in the opinion of the Committee has rendered exceptional service to the Association, by the votes of a majority of those financial members present and voting in that regard at an annual general meeting.

A life member shall be entitled to all the rights and privileges of the Association provided that all annual subscriptions becoming payable after the commencement of life membership shall, for the purpose of these Rules, be deemed to have been paid.

Life members may have their life membership rescinded if they engage in any conduct which in the opinion of the Committee is detrimental to the Association. Rescission must follow the same procedures set out in Division 2 for the removal or expulsion of members.

Veteran members

Veteran members are members who have had 30 years continuous full membership of the Association (including years of membership of the unincorporated Celtic Club) and on attainment of the 30 years apply to the Committee for veteran member status which can be granted by a simple majority vote of any scheduled meeting of the Committee.

A veteran member shall be entitled to all the rights and privileges of the Association provided that all annual subscriptions becoming payable after the commencement of veteran membership shall, for the purpose of these Rules, be deemed to have been paid.

Affiliate social membership

Affiliate social membership shall be open to all natural persons who have attained the age of 18 years, who:

- a) support the objects of the Association;
- b) do not wish to take an active role in the affairs of the Association;
- c) apply in the manner as decided by the Association from time to time; and
- d) pay the appropriate annual subscription.

Affiliate social members shall be entitled to all rights and privileges of the Association save and except that they will have no voting rights and will not be eligible to hold any office in the Association.

Affiliate social members may apply for full membership at the time of annual membership renewal, with such application subject to the same procedures as for any full membership application save that nominators will not be required.

Full members may elect to alter their membership to affiliate social status at the time of annual membership renewal with such application to be automatically approved by the Secretary.

Visitors and Members' Guests

Authorised gaming visitors may be admitted to such parts of the Association's premises and under such conditions as the Committee shall from time to time determine. The name and residential address and date of admission of such visitors shall be recorded in a register of authorised gaming visitors kept for that purpose and such authorised gaming visitors may be supplied with liquor on the Association's premises in accordance with the provisions of the *Liquor Control Reform Act 1998*.

10 Application for membership

An application for membership shall be:

- a) fully completed in writing or electronically in the format or to the effect of Appendix A as determined by the Committee from time to time;
- b) proposed by a financial member and seconded by a financial member;
- c) forwarded to the office for the time being of the Association; and
- d) accompanied by the first annual subscription.

11 Consideration of application

After receipt, the application shall be referred to next meeting of the Membership, Benefits and Privileges sub-committee for approval recommendation.

The sub-committee must consider each application and may:

- a) recommend approval of the application;
- b) defer approval pending receipt of specified further information; or
- c) recommend rejection of the application without the necessity to give or record any reasons therefore and return the annual subscription to the applicant.

A list of all properly completed applications for full membership must be presented by the Secretary to the next meeting of the Committee for approval.

In all cases the Secretary will appropriately advise the applicant of the Committee decision immediately following the Committee meeting.

Affiliate social membership applications may be immediately approved by the Secretary and processed accordingly. A list of the names of all new members so processed will be reported to the next Committee meeting for ratification. If the Secretary has reason to query an application for any reason other than administrative, then the application must be presented to the next Membership, Benefits and Privileges sub-committee meeting to resolve whether to accept or reject the application.

12 Rights, privileges and obligations of members

A person who is admitted to membership of the Association shall:

- a) be deemed to have approved of and shall be bound by these Rules and the *Statement of Purposes*, as adopted by the Committee from time to time;
- b) have their name entered into the members' register.

A right, privilege or obligation of a person by reason of their membership:

- a) is not capable of being transferred to another person; and
- b) terminates upon the cessation of their membership whether by death or resignation or otherwise.

13 Annual subscription

(1) At each annual general meeting, the Association must determine:

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

(2) The Association may determine that a lower annual subscription is payable by affiliate social members.

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

14 Membership renewals and financial membership

Membership renewal requests with the annual subscription are due to be paid by the 30th June of the relevant year.

If the appropriate subscription is not received by the Association by the 31st August each year, the membership will lapse and the member's name will be removed from the Association's members' register. A fresh application will need to be made to regain membership using the same process as that of a new member as in rule 10.

At renewal, a member may request to change their membership category from full to affiliate social or vice versa with payment of the appropriate subscription. If the application is from affiliate to full then it must be approved by the Committee with a new application excepting that nominators are not required. A change to affiliate social will be automatically approved and processed by the Secretary.

The renewal request period is the only time in any year that a change in membership status may be made.

15 General rights of members

(1) A member 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;
- b) to submit items of business for consideration at a general meeting;
- c) to attend and be heard at general meetings;
- d) to vote at a general meeting;
- e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 78; and
- f) subject to rule 78 to inspect the members' register at any reasonable time and free of charge.

(2) A member is entitled to vote if:

- a) the member is a member other than an affiliate social member; and
- b) is a member on the roll as determined by the Returning Officer for the relevant meeting; and
- c) the member's membership rights are not suspended for any reason.

16 Rights not transferable

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

17 Ceasing membership

- (1) The membership of a person ceases on becoming unfinancial, resignation, expulsion or death.

- (2) If a person ceases to be a member, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the members' register.

18 Resigning as a member

- (1) A member may resign by notice in writing given to the Association.

Note:

Rule 77 sets out how notice may be given to the Association. It includes by post or by handing the notice to a Committee member.

- (2) A member is taken to have resigned if:

- a) the member's annual subscription is unpaid at 31st August; 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 three months after receiving that request, confirmed in writing that he or she wishes to remain a member.

19 Members' register

The Secretary must keep and maintain a members' register that includes:

- a) for each current member:
 - i. the member's name;
 - ii. the address for notice last given by the member;
 - iii. the date of becoming a member;
 - iv. if the member is an affiliate social member, a register to that effect;
 - v. any other information determined by the Committee;
 - vi. whether subscriptions have been paid;
 - vii. any other information stipulated in the by laws from time to time and
- b) for each former member, the date of ceasing to be a member.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the members' register may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the members' register.

Division 2—Disciplinary action

20 Grounds for taking disciplinary action

An allegation that a member has

- a) Wilfully infringed any Rule or Bylaw of the Club;
- b) Been convicted of an indictable offence;
- c) Behaved in an unbecoming or dishonourable manner inside or outside Club premises (including but not limited to threatening or aggressive behaviour, fighting and/or swearing; or
- d) Acted in a manner which in the opinion of the Committee is or may be prejudicial and/or contrary to the interests and objectives of the Club

must be investigated by the (Manager/Secretary/other or (that person's) delegate), and then referred to a Disciplinary Sub-Committee established by the (Executive) Sub Committee for that purpose unless the (Manager/Secretary/other or (that person's) delegate) determines that the allegation is vexatious, frivolous or unsubstantiated."

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

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

21 Disciplinary sub-committee

- (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.
- (2) The members of the disciplinary sub-committee:
 - a) may be members, or anyone else; and
 - b) must not be biased against, or in favour of, the member concerned
 - c) must not have a personal interest in the dispute..

22 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;
 - b) stating the grounds for the proposed disciplinary action;
 - c) specifying the date, place and time of the meeting at which the disciplinary sub-committee intends to consider the disciplinary action (the disciplinary meeting);
 - 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 sub-committee at that meeting;
 - ii. give a written statement to the disciplinary sub-committee at any time before the disciplinary meeting; and
 - e) setting out the member's appeal rights under rule 25.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

23 Decision of sub-committee

- (1) At the disciplinary meeting, the disciplinary sub-committee 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 sub-committee may, by resolution:
- a) take no further action against the member; or
 - b) subject to sub-rule (3):
 - i. reprimand the member; or
 - ii. suspend the membership rights of the member for a specified period; or
 - iii. expel the member from the Association.
- (3) The disciplinary sub-committee may not fine the member.
- (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.

24 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 23 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 sub-committee immediately after the vote to suspend or expel the person is taken; or
 - b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under sub-rule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each Committee member as soon as practicable and must:
- a) specify the date, time and place of the meeting;
 - b) state:
 - i. the name of the person against whom the disciplinary action has been taken;
 - ii. the grounds for taking that action; and
 - iii. that at the disciplinary appeal meeting the Committee must vote on whether the decision to suspend or expel the member should be upheld or revoked.

25 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting:
- a) no business other than the question of the appeal may be conducted;

- b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with sub-rule (1), the Committee must vote on the question of whether the decision to suspend or expel the member should be upheld or revoked.
- (3) A Committee member may not vote by proxy at the meeting.
- (4) The decision is upheld if a majority of the Committee members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

26 Application

- (1) The grievance procedure set out in this Division applies to disputes under these rules between:
- a) a member and another member;
 - b) a member and the Committee; and
 - 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.

27 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.

28 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 27, the parties must within 10 days:
- a) notify the Committee of the dispute;
 - b) agree to or request the appointment of a mediator; and
 - c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be:
- a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement:
 - i. if the dispute is between a member and another member, a person appointed by the Committee; or

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

29 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.

30 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

31 Annual General Meeting

- (1) The Association shall in each calendar year convene an annual general meeting of its Members.
- (2) The annual general meeting shall be held on a day not later than the 31st of October in each year as the Committee determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:
 - a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - b) to receive from the Committee reports upon the activities of the Association during the last preceding financial year;
 - c) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
 - d) to receive the Returning Officer's report (if any);
 - e) to appoint the Returning Officer;
 - f) to appoint the Auditor;
 - g) to appoint the Chairperson/Convenor of the Cultural and Heritage sub-committee;
 - h) to appoint the Chairperson/Convenor of the Finance, Audit and Risk Management sub-committee; and
 - i) to appoint the Chairperson/Convenor of the Membership, Benefits and Privileges sub-committee;
 - j) to set the annual fees as per Rule 13;
 - k) to consider any item of general business of which proper notice has been given under Rule 33.3.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

32 Special General Meetings

- (1) All general meetings other than the annual general meeting shall be called special general meetings.
- (2) The Committee may, whenever it thinks fit, convene a special general meeting and, where, but for this sub-clause, more than 15 months would lapse between general meetings, shall convene a special general meeting before the expiration of that period.

- (3) The Committee shall, on the requisition in writing of not less than 50 full members, convene a special general meeting.
- (4) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the Association and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (5) If the Committee does not cause a special general meeting to be convened within one month after the date on which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
- (6) A special general meeting convened by Members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the committee, including use of the Club's premises and facilities, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

33 Notice of meetings

- (1) The Secretary shall, at least 14 days or, if a special resolution has been proposed, at least 21 days before the date fixed for holding a general meeting, cause to be sent to each Member at his or her address appearing in the members' register, a notice by prepaid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting. The notice will include a proxy form in the form of or to the effect of Appendix B which forms part of these Rules.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any item of general business before a meeting may give 28 days notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

34 Proceedings at meetings

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (2) Twenty-five members personally present (being members entitled under the Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 20) shall be a quorum.
- (4) The President, or in his absence, the Vice President, shall preside as Chairperson at each general meeting.

- (5) If the President or the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
- (6) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (7) Where a meeting is adjourned for 14 days or more, like notice of the adjournment meeting shall be given as in the case of the general meeting.
- (8) Except as provided in sub-rule (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjournment meeting.
- (9) A question arising at a general meeting shall be determined on a show of hands and unless before or on the declaration regarding the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minutes shall be evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (10) Upon any question arising at a general meeting, a member has one vote only:
 - i. all votes shall be given personally or by proxy; and
 - ii. in the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (12) If at a meeting, a poll on any question is demanded by not less than three members, it shall be taken at that meeting by division and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (13) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the next item of business on the agenda is transacted by division.

35 Proxies

- (1) A member may appoint another member 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.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the Chairperson as proxy must give specific directions as to how the proxy is to vote on his or her behalf, otherwise if any other member is appointed the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) The proxy form allows for two types of proxy, directed and undirected. A directed proxy will always appoint the Chairperson of the respective meeting and will indicate whether the member votes in favour against or abstains on each particular matter listed as an Agenda item for the meeting. No direction given on any particular agenda item will be taken as abstaining. The proxy will be valid providing at least one valid direction is made notwithstanding how many agenda items may be contained on the proxy form.

- (5) The Chairperson must vote all proxies received and must vote them as directed by the member giving the proxy and only on the matters so directed. The proxy is not valid for any other matters that may arise during the meeting such as voting on procedural matters.
- (6) An undirected proxy appoints another member (other than the Chairperson) and allows the member so appointed to vote, including abstaining, each proxy received as they see fit for agenda items and any other matters that may arise during the meeting that require a vote to be taken. If the member so appointed as an undirected proxy is not in attendance for any part of the general meeting, the proxy cannot therefore be exercised and will lapse for all or part of the meeting as appropriate.
- (7) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (8) Notice of a general meeting given to a member under rule 33 must:
 - a) state that the member may appoint another member as a proxy for the meeting; and
 - b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (9) A form appointing a proxy sent by post, courier, FAX or electronically is of no effect unless it is received by the Association no later than 48 hours before the commencement of the meeting.

36 Use of technology

- (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.
- (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.

37 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 physical presence of 25 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;

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 special meeting, the members must make a new request under rule 32.

- b) in any other case:
 - i. the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - ii. notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule (3) (b), the members present at the meeting (if not fewer than three) may proceed with the business of the meeting as if a quorum were present.

38 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.

Example

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

- (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.

39 Voting at general meeting

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

(4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under Division 2.

40 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 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; or*
- b) to alter these Rules, including changing the name or any of the purposes of the Association; or*
- c) under Rule 80 regarding sale or alienation of land; or*
- d) under Rule 81 regarding winding up of the association*

41 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 a division is called) is demanded by three or more members on any question:

- a) the poll must be taken at the meeting by division; 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.

42 Minutes of general meeting

(1) The Committee must ensure that minutes are taken and kept of each general meeting.

(2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

(3) In addition, the minutes of each annual general meeting must include:

- a) the names of the members attending the meeting;
- b) proxy forms given to the Chairperson of the meeting under rule 35(6);
- c) the financial statements submitted to the members in accordance with rule 31;
- d) the certificate signed by two Committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COMMITTEE

Division 1—Powers of Committee

43 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may appoint and remove staff;

44 Standing sub-committees

The Committee:

- a) must appoint a Finance, Audit and Risk Management sub-committee, the role of which is to be generally in accordance with the model charter in Appendix C;
- b) must appoint a Cultural and Heritage sub-committee;
- c) must appoint a Membership, Benefits and Privileges sub-committee;
- d) may establish other sub-committees consisting of members with terms of reference it considers appropriate.

45 Delegation

- (1) The Committee may, by resolution, delegate to a Committee member, 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 Committee by the Act or any other law.
- (2) The delegation must be in writing in the form or to the effect of, Appendix D and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, by resolution and in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

46 Composition of Committee

The Committee shall consist of nine members comprising:

- a) four Officers of the Association being:
 - i. the President;
 - ii. the Vice President;
 - iii. the Secretary;
 - iv. the Treasurer; and
- b) five ordinary committee members.

47 General Duties

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

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (7) 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.
- (8) The Committee may make by-laws not inconsistent with these Rules with respect to the management of the affairs of the Association, the admittance of non-members to the Association's premises, the duties and behaviour of employees, the conduct of Members, the conduct of elections, the removal of books or papers from the Association, the use of the billiard tables and other games, the preservation of the assets of the Association and

generally with respect to all matters to which the Committee may deem necessary or convenient to make.

(9) The Committee may, by resolution, alter or rescind such by-laws and fix and enforce penalties for the breach thereof.

(10) Any by-law may be disallowed by a majority of the Members present at any Annual General Meeting or Special General Meeting.

(11) By-laws shall be available on the website.

48 President and Vice-President

(1) Subject to sub-rule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.

(2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:

- a) in the case of a general meeting, a member elected by the other members present; or
- b) in the case of a committee meeting, a committee member elected by the other committee members present.

49 Secretary

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

Example

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

(2) The Secretary must:

- a) maintain the members' register in accordance with rule 19;
 - b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 73, all books, documents and securities of the Association in accordance with rules 72 and 75;
 - c) subject to the Act and these rules, provide members with access to the members' register, 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.

50 Treasurer

- (1) The Treasurer must:
- a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - b) ensure that all moneys received are paid into the account of the Association within five working days after receipt;
 - c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds;
 - d) ensure cheques and electronic funds payments are authorised by at least two committee members;
 - e) ensure that the financial records of the Association are kept in accordance with the Act;
 - f) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association;
 - g) cooperate with the auditor in relation to the annual audit;
 - h) attend all meetings of the Finance, Audit and Risk Management sub-committee;
 - i) prepare financial statements for each committee meeting; and
 - j) prepare a draft budget annually for consideration by the Committee.
- (2) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Division 3—Election of Committee members and tenure of office

51 Who is eligible to be a Committee member

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

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

52 Term of office

The Committee is elected for a term of two years commencing immediately following the Returning Officer's report of the declaration of the poll at the annual general meeting in the election year.

53 Elections for the Committee

Elections for the Committee will take place every two years commencing in 2015.

54 Nominations for Candidature

- (1) In an election year the Returning Officer will send out with the membership renewal forms a request for nominations for all positions on the Committee.
- (2) Only those full members who are on the members' register as at the 30th April in the election year are able to nominate for or accept nomination to the Committee.
- (3) The nomination form will also be available from the Returning Officer on request. The nomination must contain:
 - a) the names and signatures of two nominators who must be financial members;
 - b) the name and signature of the candidate accepting nomination; and
 - c) the Committee position the candidate is contesting ie. either as an officer or ordinary member.
- (4) Candidates may nominate for one position only. In the event that a candidate nominates for more than one position, the nominations shall be rejected.
- (5) The Returning Officer must advise the candidate immediately of the acceptance of a valid nomination or request rectification if the nomination is invalid in any way.
- (6) Nominations will close at 5.00pm on the 30th June in the relevant year and no further nominations will be received.
- (7) The Returning Officer's address will be the same as the Association's registered address.
- (8) The Secretary, Manager and staff at the Club must ensure that all correspondence to the Returning Officer is handled safely and strictly confidentially.
- (9) Following the close of nominations, the Returning Officer must prominently display in the public area of the Club's premises and on the Club's website a list of all those candidates who have nominated and the relevant position for which they have been nominated.
- (10) Nominations must remain on display until the 31st August during which time a candidate may withdraw their acceptance, such withdrawal to be in writing to the Returning Officer.
- (11) In the case of any such withdrawal, the Returning Officer must amend the public list accordingly.
- (12) On the 31st August the Returning Officer must also remove from the candidates list any candidates who are not themselves financial or if either nominator is not financial.
- (13) If the number of candidates exceeds the number required for any given position, that is more than one nomination for any particular officer position or more than five nominations for ordinary member of Committee, the Returning Officer must declare that an election is required for the number of contested positions.
- (14) If the number of candidates is equal to the number of positions to be filled, then they are declared elected, with a formal declaration by the Returning Officer at the annual general meeting.

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- (15) The Returning Officer will prepare ballot papers for all positions to be contested. The position on the single ballot paper will be drawn by lot for each contested position. The ballot paper positions will commence with President and follow the same order as in rule 46.
- (16) The Returning Officer must invite candidates to submit a recent photograph and an election biography of strictly no more than 200 words, excess words being deleted, which will be printed and sent with the ballot paper.
- (17) Election material sent to members will then consist of a single ballot paper, the candidate biographies and recent photograph with voting instructions, an envelope for the ballot paper and an envelope addressed to the Returning Officer.
- (18) The member will complete the ballot paper, place it in the ballot paper envelope provided and seal the envelope. The member will then place the envelope containing the ballot paper in the envelope addressed to the Returning Officer, complete their details as required on the inside flap of the envelope including signature, seal it and then either mail it or cause it to be delivered to the Returning Officer.
- (19) The Returning Officer must then check the member's details against the voting list, which will be the same as the mailing list, mark them as having voted and place the ballot paper unopened in a sealed ballot box.
- (20) On the second last Friday in September the Returning Officer will open a polling place at the Club. The polling place must open from 12 noon until 6.00pm. Members, upon identification and being marked off on the electoral roll may put their completed ballot papers in the ballot box. The Returning Officer may also issue ballot papers to members who have not received or lost the postal ballot or who being entitled to have not otherwise participated in the election.
- (21) At 6.00 pm the poll will close for entry to all persons and no further votes, either postal or personal, will be included save for those personal voters who are at the polling place but have not yet received or completed their ballot paper.
- (22) When all votes have been cast the Returning Officer will then allow entry to any appointed scrutineers who will confirm the integrity of the ballot box which will then be opened and the votes counted.
- (23) A candidate for the election or a staff member of the Club cannot be a scrutineer.
- (24) No other person except the Returning Officer, staff appointed by the Returning Officer as assistants and any scrutineers are permitted to either enter or remain in the designated polling place at this time.
- (25) Each candidate will be allowed to appoint one scrutineer for the purpose of overseeing the Returning Officer in counting the votes and compiling the results of the election. A scrutineer may act for more than one candidate if so appointed.
- (26) The Returning Officer, on completion of the count, will then declare the poll and post the results in a prominent public place in the Club and on the Club's website.
- (27) The Returning Officer will then, as the first item of business at the next annual general meeting, report the results to members after which time the new Committee term of office will commence.

55 Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she:
 - a) ceases to be a member ; or
 - b) fails to attend three consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 68; or
 - c) otherwise ceases to be a committee member by operation of section 78 of the Act.

Note

The Secretary must reside in Australia.

56 Filling casual vacancies

- (1) The Committee must appoint an eligible member to fill a position on the Committee 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 Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

57 Meetings of Committee

- (1) The Committee must meet at least ten 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 Committee as soon as practicable after the annual general meeting of the Association at which the committee members were elected.
- (3) Special committee meetings may be convened by the President or by any four committee members.

58 Notice of meetings

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

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

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 Committee.
- (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) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting except that specially referred to in these Rules as being the special business of the annual general meeting shall be deemed to be general business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (3) Twenty-five members personally present (being members entitled under the Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 20) shall be a quorum.
- (5) The President, or in his absence, the Vice President, shall preside as Chairperson at each general meeting of the Association.
- (6) If the President or the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
- (7) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (8) Where a meeting is adjourned for 14 days or more, like notice of the adjournment meeting shall be given as in the case of the general meeting.
- (9) Except as provided in sub-rule (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjournment meeting.

- (10) A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration regarding the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minutes of the Association shall be evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (11) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (12) All votes shall be given personally or by proxy.
- (13) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (14) If at a meeting, a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (15) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the next item of business on the agenda is transacted as the Chairperson may direct.
- (16) A member is not entitled to vote at any general meeting unless he or she is then a financial member.
- (17) Each member entitled to vote shall be entitled to appoint another member as his proxy by notice given to the Association not later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
- (18) The notice appointing the proxy shall be in the form set out in Appendix B for non-election issues.
- (19) If the member so appointed is not in attendance at the general meeting, the proxy shall not be exercised and will lapse.

61 Proceedings of the Committee

- (1) The Committee shall meet at least ten times a year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any four of the committee members.
- (3) Reasonable notice by mail, telephone, facsimile, e-mail or other accepted practice shall be given to committee members of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting unless agreed by a present number equal to or exceeding a majority of the total number of those holding offices or positions on the Committee.
- (4) At any time the quorum necessary for the transaction of business of the Committee or any sub-committee shall be a majority of the total number of those holding office. No business shall be transacted at a Committee meeting unless a quorum is present.

- (5) If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At a meeting of the Committee:
 - a) the President or in his absence the Vice-President; or
 - b) if the President and Vice-President are absent, such one of the remaining committee members as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a division.
- (8) Each member present at a meeting of the Committee or of any sub-committee (including the Chairperson) is entitled to one vote and in the event of any equality of votes on any question, the Chairperson presiding may exercise a second or casting vote.
- (9) The Committee may act notwithstanding any vacancy on the Committee.
- (10) The Committee may delegate in writing any of its powers and/or functions to one or more of the committee members, sub-committees or staff..
- (11) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present at the meeting and in the event of any equality of voters the Chairperson shall have a second or casting vote.
- (12) All acts done in conformity with any meeting of the Committee or of any sub-committee or by any person acting as a committee member or by any sub-committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any of the committee member or sub-committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee or sub-committee.
- (13) A resolution in writing signed by all the committee members for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the said Committee members.
- (14) Copies of minutes of each meeting of the Committee shall be circulated to all committee members before or at the same time as the notice summoning the next meeting of the Committee.
- (15) Such minutes shall be laid on the table at the next following meeting and be taken as read unless a majority of those present at such meeting desire the contrary and any amendments thereto moved and duly passed shall be incorporated into the minutes and shall be signed as required in rule 30 hereof.
- (16) Committee members, sub-committee members, board members, contractors and staff must not release information that the person knows, or should reasonably know, is confidential information regarding the proceedings of Committee, particularly in respect of matters that are legally or commercially sensitive, with the exception that the Committee must meet any requirements of relevant regulatory authorities.

62 Register of Interests

- (1) All committee members must complete a register of interests in the form or to the effect of Appendix E
- (2) Such register must be completed by each committee member at the first Committee meeting following the member's election to the Committee and updated by 30 June each year or when the committee member becomes aware of a substantive change in the interests to be declared.
- (3) The Secretary is responsible for maintenance of the register of interests.
- (4) The register of interests may be inspected and copied by any member free of charge at any reasonable time.

63 Use of technology

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

64 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 63) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
 - a) in the case of a special meeting—the meeting lapses;
 - b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 58.

65 Voting

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

66 Conflict of interest

- (1) A committee member who has a real or perceived conflict of interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee prior to the matter being considered.
- (2) The member:
 - a) must not be present while the matter is being considered at the meeting; and
 - b) must not vote on the matter.

Note

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

- (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, or may have, in common with all, or a substantial proportion of, the members.

67 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following:
 - a) the names of the members in attendance at the meeting;
 - b) the business considered at the meeting;
 - c) any resolution on which a vote is taken and the result of the vote;
 - d) any material personal interest disclosed under rule 66.

68 Leave of absence

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

69 Removal of a Committee member

- (1) At a general meeting, the Association may by resolution remove any committee member before the expiration of his or her term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-rule (1) makes representations (not exceeding a reasonable length) in writing to the Secretary or President and requests that they be notified to the members of the Association, the Secretary or the

President may send a copy of the representations to each member or if they be not so sent, the member may require that they be read out at the meeting.

70 Supply of liquor

- (1) No payment of any amount to an Officer or servant of the Association shall be made by way of commission or allowance from the receipts of the Association for the sale and disposal of liquor.
- (2) No guest, gaming visitor or non-member shall be supplied with liquor on the Club premises unless exempted under the provisions of Section 10 of *the Liquor Control Reform Act 1998*.
- (3) No liquor shall be sold or supplied to any person under 18 years of age.
- (4) No person under 18 years of age (except persons who are being trained as waiters or waitresses and are not allowed to serve behind the bar) shall be employed in the Association.
- (5) The facilities of the Association are provided and maintained from the joint funds of the Association and no person shall be entitled to derive any profit, benefit or advantage from the Association greater than that received by every member thereof other than an advantage from the Association greater than that received by every Member thereof other than a remuneration of honorarium approved by the Director of Liquor Licensing for work done by the Secretary, Treasurer or officer of the Association or salary or wages paid to the Manager or employees

PART 6—FINANCIAL MATTERS

71 Source of funds

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

72 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, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than five working days after receipt.
- (6) With the approval of the Committee, 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.

73 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 seven years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control:
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

74 Financial statements

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

PART 7—GENERAL MATTERS

75 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal:
 - (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by resolution of the Committee and the sealing must be witnessed by the signatures of two committee members; and
 - (c) the common seal must be kept in the custody of the Secretary.

76 Registered address

The registered address of the Association is:

- (a) the address determined from time to time by resolution of the Committee; or

- (b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

77 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 members' register; or
 - (c) by email or facsimile transmission.
- (2) Sub-rule (1) does not apply to notice given under rule 58.
- (3) Any notice required to be given to the Association or the Committee may be given:
 - (a) by handing the notice to a committee member; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Committee determines that it is appropriate in the circumstances:
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

78 Custody and inspection of books and records

- (1) Members may on request inspect free of charge:
 - (a) the minutes of general meetings and minutes of Committee meetings (with the exception of confidential matters);
 - (b) subject to sub-rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of committee meetings.

Note

See note following rule 19 for details of access to the members' register.

- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these Rules available to members and applicants for membership free of charge on the Club's website or by Email.
- (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.

79 Indemnity

No member of the Committee shall be liable for or in respect of (and each member of the Committee shall be indemnified out of the money and other assets of the Association against) any claim, liability, cost, loss, damage or expense whatsoever (including the costs and expenses of defending any proceedings whether civil or criminal) incurred or arising in connection with any act, omission or mistake in connection with the Association or the exercise or performance (or non-exercise or non-performance as the case may be) of powers and/or duties vested in or imposed upon any such person by virtue of the office or position of member of the Committee or otherwise associated with or related to such office or position generally except to the extent that such claim, liability, cost, loss, damage or expense is a result of an act, omission or mistake involving that person's own personal fraud or wilful misconduct, wilful neglect or wilful default.

80 Restrictions of Power to Sell or Alienate Land

The Committee shall not, without the sanction of a 75% majority of those then entitled to do so and voting in person or by proxy at a General Meeting demise underlet exchange sell or otherwise dispose of the whole or part of the property of the Association provided that no mortgagee or any other person advancing money to the Association shall be concerned to see that any moneys advanced by him is wanted for any purpose of the Association or that no more than is wanted is raised.

81 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.

82 Alteration of Rules

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

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.
