

CONSTITUTION OF MAFFRA COMMUNITY SPORTS CLUB INC

2015

Contents

Part A Name & Purposes	2
Part B INTERPRETATION	3
Part C MEMBERS.....	5
Part D FEES & SUBSCRIPTIONS	9
Part E DISCIPLINE	10
Part F MEDIATION.....	13
Part G GENERAL MEETINGS	14
Part H THE COMMITTEE OF MANAGEMENT	17
Part I ELECTION AND REMOVAL OF COMMITTEE MEMBERS.....	18
Part J PROCEEDINGS OF THE COMMITTEE	21
Part K MANAGER.....	22
Part L SPORTING SECTIONS.....	23
Part M SUB-COMMITTEES	24
Part N LIQUOR & GAMING PROVISIONS.....	24
Part O FUNDS AND SIGNATURES	25
Part P CUSTODY AND INSPECTION OF RECORDS.....	25
Part Q PROFITS, DISTRIBUTIONS AND WINDING UP	27
Part R GENERAL.....	27

Part A Name & Purposes

1. The name of the Club is
THE MAFFRA COMMUNITY SPORTS CLUB INCORPORATED
(in these Rules called "the Club")
2. The Club's purposes are categorised as Primary Purposes and Secondary Purposes these are to:
 - 2.1 the primary purposes of the Club are to:
 - (a) encourage games and sports, particularly in the Maffra and surrounding region;
 - (b) foster and support teams in various games and sports including but not limited to:
 - (i) Australian Rules Football;
 - (ii) Golf;
 - (iii) Bowls; and
 - (iv) Netball;
 - (c) provide, encourage and foster the development, promotion, advancement of sport to the community generally, and particularly to the community of Maffra and the surrounding area with the view to providing the community with the health and social benefits of sport; and
 - (d) utilise available resources and influences of the Club to assist other sporting groups and organisations to improve and enhance their facilities and involvement in sport;
 - 2.2 the secondary purposes of the Club are to:
 - (a) provide a spirit of fellowship and co-operation among Members and to provide recreational and opportunities for the community of Maffra and the surrounding areas and visitors to the area;
 - (b) establish Sporting Sections within the Club for the promotion and participation of particular sports where such sections:
 - (i) create, prepare and enter teams into sports competitions;
 - (ii) co-ordinate sports activities;
 - (iii) organise and conduct tournaments;
 - (iv) improve the abilities of participants and coaches; and
 - (v) encourage an increased and wider participation in sport;

- (c) utilise available resources and influences of the Club to aid and assist the Members and their families;
- (d) provide facilities and services that meet the needs of the Members and patrons of the Club and in doing so obtain and operate within any licences or permits that are required by law; and
- (e) utilise available resources and influences of the Club to assist other groups and organisations to improve and enhance their involvement within the community.

Part B INTERPRETATION

3. In these Rules, unless the contrary intention appears:

<i>Act</i>	means the <i>Incorporated Associations Reform Act 2012</i> and any regulations thereunder
<i>Committee</i>	means the Committee of Management of the Club constituted under Rule 39
<i>Domestic Partner</i>	means a spouse or person who lives with the Member in a de facto relationship under the <i>Family Law Act 1975</i>
<i>Financial year</i>	means the year ending on 30 June
<i>Gaming Act</i>	means the <i>Gambling Regulation Act 2001</i> and any regulations thereunder
<i>Gaming Licence</i>	means a licence issued to the Club under the Gaming Act
<i>General Meeting</i>	means a general meeting of members including an annual general meeting and a special general meeting
<i>Liquor Act</i>	means the <i>Liquor Control Reform Act 1998</i> or any amendment or re-enactment thereof or regulations made under that Act
<i>Liquor Licence</i>	means a liquor licence issued to the Club under the Liquor Act
<i>Manager</i>	means the Manager engaged by the Committee under Rule 60, and if the Club has not engaged a Manager means the person appointed by the

	Committee under Rule 59.1
<i>Member</i>	means a member of the Club of whatever class
<i>Officer</i>	means an Officer of the Club as set out in Rule 39.2(a)
<i>Ordinary Committee Member</i>	means a Committee Member who is not an Officer
<i>Records of the Club</i>	records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the association and includes the following— <ul style="list-style-type: none"> (a) its membership records (if relevant) (b) its financial statements; (c) its financial records; records and documents relating to transactions, dealings, business or property of the association;
<i>Rules</i>	means this constitution
<i>Sporting Section</i>	means a sub-club of the Club which fields a Sporting Team and is established in accordance with Part L
<i>Tax Acts</i>	means the Income Tax Assessment Act 1997 and the Income Tax Assessment Act 1936
<i>VCGLR</i>	means the Victorian Commission for Gambling and Liquor Regulation
<i>Venue Operator's Licence</i>	has the same meaning as in the Gaming Act
<i>Voting Members</i>	Platinum Members and Life Members who are not unfinancial Members under Rule 10.3

3.1 In these Rules, unless the contrary intention appears the singular includes the plural and vice versa:

- (a) a gender includes the other genders;
- (b) the headings are used for convenience only and do not affect the interpretation of these Rules;
- (c) other grammatical forms of defined words or expressions have corresponding meanings;

- (d) a reference to a document includes the document as modified from time to time and any document replacing it;
 - (e) the word "month" means calendar month and the word "year" means 12 months;
 - (f) the words "in writing" include any communication sent by letter, facsimile transmission or email or any other form of communication capable of being read by the recipient;
 - (g) a reference to a thing includes a part of that thing;
 - (h) a reference to all or any part of a statute, rule, regulation or ordinance (statute) includes that statute as amended, consolidated, re-enacted or replaced from time to time;
 - (i) wherever "include" or any form of that word is used, it must be construed as if it were followed by "(without being limited to)";
 - (j) a reference to any agency or body, if that agency or body ceases to exist or is reconstituted, renamed or replaced or has its powers or functions removed (defunct body), means the agency or body that performs most closely the functions of the defunct body.
- 3.2 Any question of interpretation which arises under these Rules or a bylaw of the Club will be resolved by the Committee.

Part C MEMBERS

4. The Club will consist of the following classes of members:

4.1 **Platinum Members**

- (a) Any person over the age of 18 may nominate for Platinum Membership.
- (b) Platinum Members are entitled to:
 - (i) use the Club's facilities in accordance with any relevant bylaws that relate to which facilities can be used by Platinum Members, and how they will be used (including fees for use);
 - (ii) vote at meetings and in elections; and
 - (iii) subject to rule 4.1(c) to be nominated for, and nominate other Members for, election to the Committee.
- (c) Only those Platinum Members that have been Platinum Members for a continuous period of 3 years are entitled to be nominated for election to the Committee

4.2 **Sporting Members**

- (a) Any person who is:
 - (i) registered with a Sporting Section;
 - (ii) an official or volunteer of a Sporting Section; or

- (iii) a parent or sibling or Domestic Partner of a person who is registered with a Sporting Section -
is a Sporting Member.
- (b) Sporting Members are entitled to:
 - (i) participate in the activities of the Sporting Section with which they are affiliated in accordance with the Rules of that Sporting Section; and
 - (ii) use the Club's facilities in accordance with any relevant bylaws that relate to which facilities can be used by Sporting Members, and how they will be used (including fees for use).
- (c) Sporting Members are **not** entitled:
 - (i) to vote at meetings and in elections; nor
 - (ii) to stand for, and nominate other Members for, election to the Committee.
- (d) Sporting Members may, concurrently with their Sporting Membership nominate for and become a Platinum Membership.
- (e) Sporting Members who are also Platinum Members have the entitlements of both:
 - (i) Sporting Membership; and
 - (ii) Platinum Membership.

4.3 **Life Members**

- (a) The Committee may resolve to recommend for Life Membership any Platinum Member who has rendered outstanding service to the Club.
- (b) The recommendation of the Committee will be put to the Members at the Annual General Meeting following the date that the Committee made the resolution, and if a majority of Members present and voting at the Annual General Meeting approves the recommendation the Member will be elected as a Life Member.
- (c) Life Members enjoy the privileges of Platinum Membership and are exempt from payment of annual subscriptions.
- (d) Life Membership may be revoked by a majority of the Members present and voting at a General Meeting.

4.4 **Honorary & Reciprocal Members**

- (a) Any person who meets one or more of the following criteria will be an Honorary Member for the day/s upon which he/she meets that criteria:
 - (i) is competing in any Inter-Club match, tournament, or game organised by the Club;
 - (ii) is an official of an opposing team who is attending the Club's premises in connection with any match, tournament or game;

- (iii) is a Member of any other club which the Committee may from time to time determine as providing reciprocal rights and benefits, and is of a category of Membership at that other club as approved by the Committee as eligible for Honorary Membership; and
 - (iv) has been nominated for Membership and whose nomination is yet to be considered by the Committee.
- (b) All Honorary Members must provide the Club with their names and addresses in such form as required by the Committee from time to time.
 - (c) Honorary Members will not be required to pay annual subscriptions.
 - (d) The Manager and Secretary will keep appropriate records of the names and addresses of all Honorary Members. Such records will specify the occasion or period in respect of which Honorary Membership is granted.
 - (e) The Committee will have the power to cancel the Membership of any Honorary Member without notice and without assigning any cause therefore.

4.5 **Gold Members**

- (a) Any person over the age of 18 may nominate for Gold Membership.
- (b) Gold Members are entitled to use the Club's facilities in accordance with any relevant bylaws (including fees for use).
- (c) Gold Members are not entitled:
 - (i) to vote at meetings and in elections; nor
 - (ii) to stand for, or nominate other Members for, election to the Committee.

5. Any person who is a Member at the adoption of these Rules will be a Member in the category that corresponds most closely to the Member's Membership class immediately prior to adoption of these Rules.

6. **NOMINATION FOR MEMBERSHIP**

6.1 **Platinum Membership**

- (a) A nomination for Platinum Membership will be:
 - (i) in writing in the form approved by the Committee from time to time;
 - (ii) accompanied by the required non-refundable application fee (if any); and
 - (iii) lodged with the Manager.
- (b) As soon as practicable after the receipt of a nomination, the Manager will refer the nomination to the Committee.
- (c) Upon a nomination being referred to the Committee, the Committee will determine whether to approve or to reject the nomination, and will not be required to give reasons for its determination.

- (d) Upon a nomination being approved by the Committee, the Manager will, with as little delay as possible:
 - (i) notify the nominee in writing that he/she is approved for Membership; and
 - (ii) request payment within 28 days after receipt of the notification of the entrance fee (if any) and the first year's annual subscription.
- (e) The Manager will, upon receipt of the amounts in Rule 6.1(d)(ii), enter the nominee's name in the Members' Register and, upon the name being entered in the Members' Register, the nominee becomes an Platinum Member.
- (f) Upon a nomination being rejected by the Committee, the Manager will with as little delay as possible advise the nominee in writing of the rejection and will not be required to give reasons.

6.2 **Sporting Membership**

Sporting Members are required to comply with the procedure of the relevant Sporting Section for membership or registration.

6.3 **Gold Membership**

- (a) A nomination for Gold Membership will be:
 - (i) in writing on a form approved by the Committee from time to time;
 - (ii) delivered to the Manager; and
 - (iii) accompanied with the non-refundable entrance fee (if any).
- (b) The Manager will refer all applications for Gold Membership to the Committee and the Committee will consider the application at the next Committee Meeting and in its discretion decide whether or not to approve the applicant as a Gold Member.
- (c) The Committee will not be required to provide any reasons for its determination pursuant to Rule 6.3(b).

7. **MEMBERS REGISTER**

7.1 The Manager will keep and maintain a Members Register in which will be entered each Member's:

- (a) full name and address;
- (b) email address (if any); and
- (c) date of entry to and (when appropriate) cessation of Membership.

7.2 The Members Register will be available for inspection by Members on written request at the Club's premises.

8. **CESSATION OF MEMBERSHIP**

8.1 Any Member will cease to be a Member if:

- (a) the Member resigns Membership by notifying the Manager in writing prior to June 30 in the year that the Member wishes to resign;
- (b) the Member is expelled as a result of disciplinary action in accordance with Part E of these Rules;
- (c) the Membership ceases in accordance with Rule 10.4;
- (d) if the Member is a Gold Member and the Committee determines to revoke the Member's Membership; or
- (e) if the Member is a Sporting Member or an Honorary Member and the Member ceases to meet the criteria for that Membership.

8.2 If a Member ceases to be a Member for any reason, the Member will:

- (a) remain liable for any fee or subscription due to the Club by the Member at the time the Member ceases to be a Member; and

(b) not be entitled to any refund of fees or subscriptions paid - unless otherwise determined by the Committee.

9. RE-JOINING

A Member who ceases to be a Member in accordance with Rule 8 will be required to apply again for Membership in accordance with these Rules.

Part D FEES & SUBSCRIPTIONS

10. FEES & SUBSCRIPTIONS

10.1 Subject to these Rules, the application fee, entrance fee and annual subscription for each category of Membership will be determined by the Committee from time to time, and the Committee may determine that there will be no application or entrance fee or annual subscription for any particular category of Membership.

10.2 All annual subscriptions will be due and payable in advance on 1 July in every year.

10.3 Subject to Rule 10.5 if a Member fails to pay any relevant fee and/or subscription by the due date, the defaulting Member will be an unfinancial Member and until the fee or subscription is paid, will not be entitled to:

- (i) vote;
- (ii) nominate for election to Committee; or
- (iii) nominate others for the Committee.

- 10.4 If a Member fails to pay any relevant fee and/or subscription within 2 months of the due date, the defaulting Member will cease to be a Member and will cease to be entitled to any of the privileges of Membership.
- 10.5 The Committee may, at its discretion:
- (a) grant extensions of time for payment of fees and/or subscriptions for all Members or particular Members;
 - (b) reinstate a Member who has ceased to be a Member by virtue of the previous Rule 10.4 upon payment of all outstanding fees and/or subscriptions without the requirement for the ceased Member to reapply for Membership; and/or
 - (c) accept payment of any amount owed to the Club by instalments.

Part E DISCIPLINE

11. If the Committee receives information, in writing, orally or otherwise (the "Information"), alleging that a Member:
- (a) has refused or neglected to comply with these Rules; or
 - (b) has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Club;
- the Committee will consider the Information at a duly convened Committee Meeting.
12. If after considering the Information the Committee decides that the Information requires further consideration, the Committee will include the matter in the agenda of a Committee Meeting.
13. If the Committee convenes a Meeting in accordance with Rule 12 the Committee will:
- (a) give the Member written notice that the Committee intends to consider the Information at a Committee Meeting with the prospect of sanctioning the Member; and
 - (b) convene a Committee Meeting to be held no sooner than seven days after receipt of the notice by the Member.
14. The notice referred to in Rule 13(a) will:
- (a) state that the Committee will consider the Information;
 - (b) contain a copy or a précis of the Information;
 - (c) state the date, place and time of that Committee Meeting;
 - (d) state that the Member may:
 - (i) attend that Committee Meeting with or without representative/s and address the Committee on the Information and the imposition of a

- sanction; and/or
 - (ii) give to the Committee before the date of that Committee Meeting a written statement addressing the Information and the imposition of a sanction; and
 - (e) contain a copy of the disciplinary procedure set out in this Part E of these Rules.
15. At the Committee Meeting held in accordance with Rule 13(b), the Committee will:
- (a) give the Member an opportunity to be heard on the substance of the Information and any sanction to be imposed on the Member;
 - (b) give due consideration to any written statement submitted by the Member; and
 - (c) by resolution determine whether the Member should be sanctioned, and if so, decide to:
 - (i) expel the Member from the Club;
 - (ii) suspend the Member from the Club for a specified period; or
 - (iii) impose any appropriate requirement or restriction on the Member including but not limited to payment of a fine.
16. If the Committee resolves to impose a sanction on the Member, the Committee will as soon as possible after the Meeting give written notice to the Member stating:
- (a) the resolution of the Committee;
 - (b) that the Member may, not later than 48 hours after receipt of the notice, give the Secretary a written notice to the effect that he/she wishes to appeal against the resolution; and
 - (c) that if he/she chooses to appeal the resolution he/she may:
 - (i) attend the Meeting of the Appeal Committee; or
 - (ii) give to the Committee before the date of the Meeting of the Appeal Committee a written statement seeking revocation of the resolution and setting out the Member's grounds.
17. Where the Secretary receives notice under Rule 16(b):
- (a) the sanction imposed will be suspended until such time as it is confirmed in accordance with Rule 21(a);
 - (b) the Secretary will notify the Committee of the Member's Appeal; and
 - (c) the Committee will convene a Meeting of 3 of the following persons to constitute the Appeal Committee:
 - (i) the Immediate Past President, the Immediate Past Vice President and one other former member of the Committee; and

- (ii) if any of the persons mentioned in Rule 17(c)(i) are unavailable or do not qualify under Rule 18, then the Appeal Committee will be constituted by any of the persons set out in Rule 17(c)(i) who are available and qualify together with any other past Committee Member who is available and qualifies and is appointed to the Appeal Committee by a resolution of the Committee.
- 18. A person qualifies to be part of the Appeal Committee if he/she meets all of the following criteria:
 - (a) is not a current Committee Member;
 - (b) is not the Member being sanctioned;
 - (c) Is not related to the Member being sanctioned; and
 - (d) the appointment of whom would not give rise to an accusation of bias or compromise of natural justice.
- 19. The Appeal Committee will meet within thirty-five days after the date on which the Secretary received the notice under Rule 16(b).
- 20. At the Appeal Committee Meeting convened under Rule 19:
 - (a) no business other than the question of the Appeal will be transacted;
 - (b) the Committee may place before the Appeal Committee Meeting details of the grounds for the Committee's resolution and the reasons for the passing of the Committee's resolution;
 - (c) the Member will be given an opportunity to be heard, and/or may submit a written statement to the Appeal Committee prior to the Meeting;
 - (d) the Appeal Committee will consider all material before it; and
 - (e) the Appeal Committee will vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 21. If the Appeal Committee:
 - (a) votes by simple majority in favour of the confirmation of the Committee's resolution, the Committee's resolution is confirmed; and
 - (b) in any other case, the Committee's resolution is revoked.
- 22. If the Appeal Committee revokes the Committee's resolution, the Appeal Committee may by simple majority determine that, based only on the information before it at the Appeal Committee Meeting, the Member has refused or neglected to comply with these Rules or has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Club and substitute an appropriate sanction in place of the sanction determined by the Committee.
- 23. Throughout the disciplinary procedure in this Part E the Committee will observe the principles of natural justice and afford procedural fairness to the Member.

Part F MEDIATION

24. The grievance procedure set out in this Part applies to disputes under these Rules between:
- (a) a Member and another Member; or
 - (b) a Member and the Club.
25. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
26. If the parties are unable to resolve the dispute at the Meeting, or if a party fails to attend that Meeting, then the parties must, within ten days, hold a Meeting in the presence of a mediator.
- (a) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) in the case of a dispute between a Member and another Member, a person appointed by the Committee; or
 - (B) in the case of a dispute between a Member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
27. A Member can be a mediator.
28. The mediator cannot be a person who is a party to the dispute.
29. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
30. The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
 - (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 in the dispute throughout the mediation process.
31. The mediator must not determine the dispute.
32. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute at law.

Part G GENERAL MEETINGS

33. ANNUAL GENERAL MEETINGS

- 33.1 The Club will, in each calendar year, convene an annual general meeting of its Members.
- 33.2 The annual general meeting will be held on a day as the Committee determines within three months of the end of the Club's financial year.
- 33.3 The annual general meeting will be specified as such in the notice convening it.
- 33.4 The ordinary business for the annual general meeting will 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 the Committee's annual reports (if any) on the transactions of the Club during the preceding financial year;
 - (c) to elect the Committee Members; and
 - (d) to receive and consider the statement of accounts submitted by the Club in accordance with the Act.
- 33.5 The annual general meeting may transact special business of which notice is given in accordance with these Rules and the Act.
- 33.6 The annual general meeting will be in addition to any other general meeting that may be held in the same year.

34. SPECIAL GENERAL MEETINGS

- 34.1 All general meetings other than the annual meeting will be special general meetings and can only be called in accordance with these Rules and the Act.
- 34.2 The Committee may, whenever it thinks fit, convene a special general meeting and, where, but for this Rule 34.2 more than fifteen months would lapse between annual general meetings, will convene a special general meeting before the expiration of that period.
- 34.3 The Committee will, on the requisition in writing of not less than 50 Voting Members, convene a special general meeting to be held not more than 2 months after the date the Committee receives the requisition.
- 34.4 The requisition for a special general meeting will state the objects of the meeting and will be signed by the Members making the requisition and be delivered to the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- 34.5 If the Committee does not cause a special general meeting to be held within 3 months after the date on which the requisition is received by the Committee, a majority of the Members making the requisition may convene a special general meeting to be held not later than 4 months after that date.
- 34.6 A special general meeting convened by Members in pursuance of these Rules will

be convened in the same manner, as nearly as possible, as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting will be refunded by the Club to the persons incurring the expenses.

35. NOTICES OF GENERAL MEETINGS

35.1 In the case of annual general meetings, the Secretary must provide a preliminary notice in accordance with this Rule 35.1. The preliminary notice is in addition to the notice referred to in 35.2.

(a) The Secretary will at least thirty five days prior to the date fixed for the Annual General Meeting in each year issue a preliminary notice advising Members of:

- (i) the place, date and time of the annual general meeting;
- (ii) the number of Committee Members to be elected;
- (iii) how to nominate for election as a Committee Member including lodging nominations 28 days before the annual general meeting; and
- (iv) the requirement to lodge notice of special business with the Secretary at least twenty eight days prior to the date fixed for the annual general meeting.

(b) The preliminary notice referred to in this Rule 35.1 will be by way of newsletter or notice posted on the notice board at the Club's premises or such other reasonable manner as the Committee determines.

35.2 In the case of both annual general meetings and special general meetings the Secretary will, at least 21 days before the date fixed for holding a general meeting, place on the notice Committee within the Club's Premises a notice that:

- (a) sets out the date, time and place of the general meeting;
- (b) states the general nature of the meeting's business;
- (c) if a special resolution is to be proposed at the meeting, sets out an intention to propose the special resolution and states the resolution; and
- (d) contains a statement setting out the following information:
 - (i) that the member has a right to appoint a proxy; and
 - (ii) that the proxy must be a Voting Member.
- (e) If a ballot is to be conducted at the general meeting, the names of the candidates running for election to the Committee; and
- (f) If no ballot is to be conducted at the general meeting the names of the candidates who have been elected to the Committee.

35.3 Subject to Rule 35.4 a Member desiring to bring any business before a meeting may give written notice of that business to the Secretary who will include that business in the notice calling the next general meeting that is not less than 28 days after the receipt of the notice.

- 35.4 Community, Honorary and Sporting Members are not entitled to place any business before a general meeting.
- 35.5 Where a meeting is adjourned for more than 14 days, a notice of the adjourned meeting will be given as in the case of a general meeting.
- 35.6 Except as provided in Rule 35.5, it is not necessary to give notice of an adjournment of a meeting, or of the business to be transacted at an adjourned meeting.

36. PROCEEDINGS AT GENERAL MEETINGS

- 36.1 No business other than that set out in the notice convening the meeting will be transacted at the meeting.
- 36.2 All business that is transacted at a general meeting, with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting, will be special business.
- 36.3 No item of business will be transacted at a general meeting unless a quorum of Voting Members under Rule 36.4 is present during the time when the meeting is considering that item.
- 36.4 Twenty Voting Members present in person or by proxy constitute a quorum for the transaction of the business of the general meeting.
- 36.5 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, will be dissolved and in any other case will stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman 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:
- (a) in the case of an annual general meeting, the Voting Members present will be a quorum; and
 - (b) in the case of a special general meeting the meeting will be abandoned.
- 36.6 The President, or in the absence of the President, the Vice-President, will preside as Chairman at each general meeting.
- 36.7 If the President and the Vice-President are absent from a general meeting, the Voting Members present will elect one of their number to preside as Chairman at the meeting.
- 36.8 The Chairman 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 will be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 36.9 Unless before or on the declaration of the show of hands a poll is demanded, a question arising at a general meeting will be determined on a show of hands and:
- (a) a declaration by the Chairman; and

(b) an entry in the minute book of the Club -
is evidence of the fact that a resolution has, on a show of hands, been:

- (c) carried;
- (d) carried unanimously;
- (e) carried by a particular majority; or
- (f) lost -

without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- 36.10 Upon any question arising at a general meeting, a Voting Member (including the Chairman subject to rule 36.11) has one vote only.
- 36.11 In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
- 36.12 If at a meeting a poll on any question is demanded by not less than 3 Voting Members, it will be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll will be deemed to be a resolution of the meeting on that question.
- 36.13 A poll that is demanded on the election of a Chairman or on a question of an adjournment will be taken forthwith and a poll that is demanded on any other question will be taken at such time before the close of the meeting as the Chairman may direct.

37. PROXY

- 37.1 A Voting Member (**the Appointee Member**) may appoint another Voting Member (**the Proxy**) to act as the proxy for the Appointee Member at any general meeting.
- 37.2 All votes will be given personally by proxy.
- 37.3 An appointment of a proxy will be in writing in such reasonable manner as determined by the Committee from time to time and communicated to Members in the notice convening the general meeting at which the proxy will vote.

38. MINUTES

The Secretary will keep minutes of the proceedings of all general meetings.

Part H THE COMMITTEE OF MANAGEMENT

39. THE COMMITTEE

- 39.1 The affairs of the Club will be managed by the Committee.
- 39.2 The Committee will consist of:

- (a) the Officers being:
 - (i) a President;

- (ii) a Vice-President
 - (iii) a Secretary; and
 - (iv) a Treasurer;
- (b) and 7 Ordinary Committee Members.
- 39.3 The Committee:
- (a) will control and manage the business and affairs of the Club;
 - (b) may, subject to these Rules, and the Act, exercise all powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by general meetings of the Members; and
 - (c) subject to these Rules and the Act, has 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.
- 39.4 Each Committee Member will be elected for a term of 3 years and a Committee Member's term will expire at the conclusion of the third annual general meeting after the Committee Member's election.
- 39.5 Committee Members are eligible for re-election.

Part I ELECTION AND REMOVAL OF COMMITTEE MEMBERS

40. NOMINATIONS OF CANDIDATES FOR ELECTION AS COMMITTEE MEMBERS

- 40.1 Only Voting Members who have been Platinum Members for no less than 3 continuous years are eligible to be nominated for election as Committee Members.
- 40.2 Nominations of candidates for election as Committee Members:
- (a) will be in writing, signed by two members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
 - (b) for such time as the Club holds a liquor and/or gaming licence, will be accompanied by correctly completed forms 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 and/or gaming venue; and
 - (c) will be delivered together with the forms required in 40.2(b) to the Secretary not less than 28 days prior to the annual general meeting.
41. If the Secretary finds that any nomination contains an anomaly or is not accompanied by the form/s required by the Rule 40.2(b) the Secretary will notify the person concerned of the anomaly and, where it is practicable to do so, will give the person concerned the opportunity of remedying the anomaly within a reasonable period, notwithstanding that the date for submission of nominations

may have already passed.

42. If sufficient nominations to fill all vacant positions on the Committee are not received 28 days prior to the annual general meeting, nominations may be received at the annual general meeting.
43. If the number of nominations received 28 days before the annual general meeting is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.
44. If the number of nominations received 28 days before the annual general meeting exceeds the number of vacancies to be filled, a ballot will be held prior to the annual general meeting in such usual and proper manner as the Committee may direct.
45. If the number of nominations received in accordance with Rules 40 and/or 42 is less than the number of vacancies to be filled, those nominated will be deemed to be elected and a casual vacancy will exist for the unfilled positions on the Committee.

46. ELECTION OF OFFICERS

- 46.1 As soon as reasonably practicable after the annual general meeting in each year the Committee Members (some of whom will have been elected at that annual general meeting) will convene a Committee Meeting.
- 46.2 The Committee Members will, by simple majority, vote to appoint a Voting Member who is not a Committee Member to conduct an election for the Officers.
- 46.3 The Voting Member appointed in accordance with Rule 46.2 will call for nominations from the Committee Members for each of the Officers in the following order:
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary; and then
 - (d) Treasurer.
- 46.4 The election of each Officer will be conducted prior to the nominations being called for the next Officer.
- 46.5 Subject to these Rules, the election will be conducted as reasonably directed by the Voting Member appointed in accordance with Rule 46.2.
- 46.6 Nominees who receive the highest number of votes will be elected to the Office.
- 46.7 Officers will hold Office to the conclusion of the annual general meeting in the year following their election as an Officer.

47. CASUAL VACANCIES

- 47.1 In the event of a casual vacancy in any Office, the Committee may appoint one of

its members to the vacant position and the Committee Member so appointed may continue in Office up to the conclusion of the next annual general meeting. The consequential vacancy created in the position of the Ordinary Committee Member may be filled in accordance with Rule 47.2

- 47.2 In the event of a casual vacancy occurring in the position of an Ordinary Committee Member, the Committee may appoint a Voting Member to fill the vacancy and the Member so appointed will be a Committee Member for the duration of the term of the vacating Committee Member..

48. REMOVAL OF A COMMITTEE MEMBER

- 48.1 The position of a Committee Member becomes vacant if the Committee Member:

- (a) ceases to be a member;
- (b) becomes an insolvent under administration within the meaning of the Commonwealth Bankruptcy Legislation;
- (c) resigns by notice in writing given to the Secretary;
- (d) is convicted of an offence under the Liquor Act or the Gaming Act;
- (e) subject to Rule 48.2 has, in the opinion of a majority of the Committee, without the consent of the Committee published or communicated or allowed to be published or communicated information in relation to the deliberations of the Committee or matters which the Committee has agreed are of a confidential nature;
- (f) subject to Rule 48.2 fails to declare any direct or indirect interest in any contract or proposed contract with the Club as soon as practicable after the Committee Member becomes aware of the interest, or votes on such a contract at a Committee Meeting or general meeting;
- (g) is removed from the Committee in accordance with Rule 48.4 by the Members at a general meeting and the Members do not appoint a replacement Committee Member at that general meeting;
- (h) vacates the position by virtue of expiration of his/her term and the position is not filled at an election or subsequent ballot at the annual general meeting held in accordance with these Rules;
- (i) subject to Rule 48.3, during any time that the Club holds a gaming venue operator's licence or a liquor licence:
 - (i) within three months of the Committee Member's election or appointment, fails to be approved by the 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 a liquor licence; or
 - (ii) at any time during his/her term becomes ineligible to be a person associated with any organisation that holds a gaming venue operator's licence or a liquor licence.

- 48.2 Notwithstanding Rules 48.1(e) and 48.1(f) a Committee Member who has a

material personal interest in a matter that relates to the affairs of the Club or who has divulged confidential information relating to the Club (the “**interested Committee Member**”) does not vacate his/her position if the other Committee Members (who are not the interested Committee Member) pass a resolution that the position of the interested Committee Member should not be vacated.

- 48.3 Notwithstanding Rule 48.1(i), a Committee Member who has not been approved by the VCGLR within 3 months of being elected (the “**relevant Committee Member**”) does not vacate his/ her position if the other Committee Members who have been approved by the VCGLR pass a resolution that the relevant Committee Member be given longer time to be approved PROVIDED ALWAYS that the relevant Committee Member refrains from participation in business relating to gaming if he/ she is not an approved associated individual for the purposes of the Club’s Venue Operator’s Licence.
- 48.4 The Voting Members in general meeting may, by resolution, remove any Committee Member before the expiration of his/ her term and may or may not appoint another Member in his/her stead to the Committee until the expiration of the term of the removed Committee Member.
- 48.5 Where the Committee Member, against whom a proposed resolution referred to in Rule 48.4 is made, makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that they be provided to the Members, the Secretary or the President may send a copy of the representations to each Voting Member or, if they are not so sent, the Committee Member may require that they be read out at the meeting.

Part J PROCEEDINGS OF THE COMMITTEE

49. The Committee will meet at least 3 times in each year at such a place at such times as the Committee may determine and a Committee Member may attend a Committee Meeting by any reasonable means such as telephone, Skype etc.
50. Committee Meetings may be convened by the President or by any 3 Committee Members.
51. Notice of Committee Meetings will be given to Committee Members in a reasonable fashion and time; and will specify the general nature of the business to be transacted and no business other than that in the notice convening the Committee Meeting will be transacted at the Committee Meeting.
52. Any 6 Committee Members one of whom is an Officer will constitute a quorum for the transaction of the business of a Committee Meeting.
53. No business will be transacted unless a quorum is present and if, within half an hour of the time appointed for the Committee Meeting, a quorum is not present, the meeting will stand adjourned to the same place and at the same hour of the same day in the following week.

54. At Committee Meetings:
- (a) the President or, in the President's absence, the Vice-President will preside as Chairman; or
 - (b) if the President and the Vice-President are absent, the Committee Members present will chose one of them to preside as Chairman.
55. Questions arising at a Committee Meeting or of any sub-committee appointed by the Committee will be determined on a show of hands or, if demanded by a Committee Member, by a poll taken in such a manner as the Chairman may determine.
56. Each Committee Member present at a Committee Meeting or of any sub-committee appointed by the Committee (including the Chairman) is entitled to one vote and, in the event of any equality of votes on any question, the Chairman may exercise a second or casting vote.
57. Subject to the requirement to have a quorum, the Committee may act notwithstanding any vacancy on the Committee and if the number of Committee Members falls below 6 the remaining Committee Members may act to restore the number of Committee Members to 6.
58. The Secretary will keep minutes of all Committee Meetings.

59. SECRETARY AND NOMINEE

- 59.1 The Committee will appoint a Committee Member to:
- (a) perform the duties assigned to the Manager by these Rules if the Committee has not engaged a Manager under Rule 60.
- 59.2 Unless the Committee has resolved otherwise (for example has appointed the Manager as the Club's nominee for the purposes of the Liquor Act and Gaming Act) it will appoint a Committee Member to be:
- (i) the Club's nominee for the purposes of the Liquor Act; and/or
 - (ii) the Club's nominee for the purposes of the Gaming Act.
- 59.3 The same Committee Member may be appointed under Rules, **Error! Reference source not found.**, 59.1(a) 59.2(i) and/or 59.2(ii).
- 59.4 The Committee may revoke any appointment under Rule 59.1(a) or 59.3.

Part K MANAGER

60. The Committee may engage a Manager on terms and conditions that the Committee considers appropriate.
61. The Committee may, at its discretion, appoint the Manager to be:
- (i) the Club's nominee for the purposes of the Liquor Act; and/or

- (ii) the Club's nominee for the purposes of the Gaming Act.
62. If the Committee engages a Manager, the Manager will be required to:
- (a) act diligently, honestly and faithfully in the best interests of the Club and carry out the directions of the Committee;
 - (b) perform all the duties assigned to the Manager in these Rules and/or the Committee including:
 - (i) maintaining the Members' Register;
 - (ii) keeping correct accounts and books showing the financial affairs of the Club and the particulars usually shown in books of accounts of a like nature and in particular the sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place and the assets and liabilities of the Club; and
 - (iii) preparation and lodging with the relevant authorities all financial statements returns, statements and forms in accordance with any relevant legislation.

Part L SPORTING SECTIONS

63. The Committee is empowered to establish Sporting Sections to promote particular sports that the Club sponsors and to be responsible for the conduct of the particular sports.
64. Each Sporting Section will be governed by its own rules, which rules will require the approval of the Committee.
65. The operations of each Sporting Section will be subject to the direction of the Committee, and in particular all financial dealings of the Sporting Sections will be subject to direction of the Committee, including the collection and expenditure of funds and the conduct of bank accounts.
66. Sporting Sections are not separate entities from the Club and will not register separately for incorporation or tax purposes and will not own any property in their own right.
67. All Sporting Sections will report to the Committee and decisions of a Sporting Section will be subject to confirmation by the Committee except where the Sporting Section has been given express power to act by the Committee.
68. Sporting Sections will be entitled to discipline members by withdrawing members' rights to participate in the particular sport providing that the Sporting Section affords the member to be disciplined procedural fairness and the Sporting Section complies with its own rules governing the discipline of members.

69. Membership of a Sporting Section will be conferred in accordance with the rules of the particular Sporting Section and Members of the Sporting Sections will be Sporting Members.
70. Sporting Members will be entitled to apply for and be accepted as Members in any other category of Membership for which they qualify concurrently with Sporting Membership.
71. The President will be an ex-officio member of all Sporting Section governing bodies.

Part M SUB-COMMITTEES

72. The Committee may from time to time appoint any sub-committees consisting of persons and may delegate to the sub-committees such of the powers or duties of the Committee as the Committee may determine.
73. The Committee may recall or revoke any appointment or delegation made in accordance with Rule 72.
74. The business of sub-committees will be conducted in accordance with the direction of the Committee and sub-committees will conform to any by-laws that may be prescribed by the Committee.
75. All sub-committees will report to the Committee and decisions of a sub-committee will be subject to confirmation by the Committee except where the sub-committee has been given express power to act by the Committee.
76. The President will be an ex-officio member of all sub-committees.

Part N LIQUOR & GAMING PROVISIONS

77. This Part N operates whilst the Club is a holder of a Venue Operator's Licence under the Gaming Act and/or a Liquor Licence under the Liquor Act.
78. No payment or part payment will be made to any Secretary, Manager or other Officer, Committee Member or servant of the Club by way of commission or allowance from or upon the receipts by the Club for sale and disposal of liquor or gaming.
79. Visitors to the Club's premises must not be supplied with liquor on the Club's premises unless the visitor is:
 - (a) a guest in the company of a Member;
 - (b) an authorised gaming visitor admitted in accordance with these Rules; or
 - (c) otherwise authorised to be supplied liquor under the Liquor Act.

80. The Manager will keep a record of visitors admitted to the Club's premises.
81. A person will not:
- (a) be admitted as an honorary or temporary member; or
 - (b) be exempt from the obligation to pay the annual subscription
- unless the person is of a class specified in these Rules and the admission or exemption is in accordance with these Rules.
82. No liquor will be sold or supplied to any person except in accordance with the provisions of the Liquor Act.
83. Any authorised gaming visitor must:
- (a) produce evidence of his/ her residential address before being admitted to the Club's licensed premises;
 - (b) carry identification at all times whilst on the Club's licensed premises; and
 - (c) comply with any relevant Rules whilst on the Club's licensed premises.

Part O FUNDS AND SIGNATURES

84. The funds of the Club will be derived from fees, subscriptions, donations, licensed hospitality, gaming and sporting operations, charges, and other such sources as the Committee determines.
85. All funds will be banked to the credit of the Club in bank accounts nominated by the Committee from time to time.
86. Withdrawals from the Club's bank accounts will require the authorisation of any two of the following:
- (a) President;
 - (b) Vice President;
 - (c) Secretary;
 - (d) Treasurer
 - (e) Manager; and
 - (f) Any other Committee Member nominated by the Committee as a signatory.
87. The execution of any instrument or document will be by the authority of the Committee and the will be executed on behalf of the Club by two of the persons listed in Rule 86 unless otherwise determined by the Committee..

Part P CUSTODY AND INSPECTION OF RECORDS

88. Except as otherwise provided in these Rules, the Manager will keep in his/her custody or under his/her control, all books, documents and securities of the Club.

89. INSPECTION OF RECORDS OF THE CLUB

89.1 Members may on written request to the Committee inspect free of charge and, for a reasonable fee, make a copy of:

- (a) the register of members;
- (b) the minutes of general meetings; and/or
- (c) subject to Rule 89.3, the financial records, books, securities and any other relevant document of the Club, including minutes of Committee meetings.

89.2 The Committee must on request make copies of these Rules available to Members and applicants for membership free of charge.

89.3 The Committee may refuse to permit a member to inspect and/or to copy 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 or not related to the good conduct of the Club.

89.4 Subject to rule 89.5 a person must not

- (a) use information about another person obtained from the Club Records to contact or send materials to the other person; nor
- (b) disclose information about another person obtained the Members Register of the Club knowing that the information is likely to be used to contact or send materials to the other person.

89.5 Rule 89.4 does not apply if the use or disclosure of the information:

- (a) is directly related to the management or the purposes of the Club;
- (b) is not prohibited by these Rules.

89.6 A Member may make a request to the Secretary to restrict access to their personal information recorded in the Members Register.

89.7 A request under Rule 89.6 may seek to restrict access so that the personal information is available only to:

- (a) the Manager, Secretary and Committee Members; or
- (b) the Manager, Secretary and Committee Members other than specified Committee member/s.

89.8 A request under Rule 89.7 may be made by—

- (a) the Member or past member; or
- (b) if the Member or past Member is a child— the child's parent or guardian.

- 89.9 If the Secretary is satisfied that there are special circumstances which justify doing so, the Secretary must agree to the request.
- 89.10 If the Secretary refuses the request, the Secretary must notify the person who made the request of the decision.
- 89.11 The notice must:
- (a) be in writing; and
 - (b) include the reasons for the decision.
- 89.12 If the Secretary refuses the request, the Secretary must not release the personal information except in accordance with the Act.

Part Q PROFITS, DISTRIBUTIONS AND WINDING UP

90. The assets and the income of the Club will be applied solely for the furtherance of the Club's purposes and no portion of the assets or income of the Club will be distributed, paid or applied directly or indirectly for the benefit of one or more Members except as bona fide compensation for services rendered, goods supplied or expenses incurred for and on behalf of the Club.
- 90.1 If the Club is wound up or its incorporation is cancelled, the assets of the Club, after the satisfaction of all debts and liabilities, must be disposed of, subject to the provisions of the Act and the Tax Acts by transfer to another sporting or games club that has similar purposes provided that such club does not permit the distribution of its property or income to its members.
- 90.2 If the Club is wound up or its incorporation is cancelled there will be no distribution of income or assets to the Members or former members of the Club.

Part R GENERAL

91. AMENDMENT OF THESE RULES

These Rules will not be altered except in accordance with the Act and the provisions of the Liquor Act and Gaming Act.

92. SERVICE OF NOTICES

92.1 Unless otherwise provided in these Rules:

- (a) a notice may be given by the Club to any Member at the address as notified to the Manager in writing from time to time by:
 - (i) hand delivery;
 - (ii) post;
 - (iii) facsimile; or
 - (iv) electronic transfer (e.g. email); and

(b) a notice may be given by a Member to the Club by addressing it to the Manager or Secretary at the Club's address and delivering it by:

- (i) hand delivery;
- (ii) post;
- (iii) facsimile; or
- (iv) electronic transfer (e.g. email).

92.2 Where a notice is sent by post, service of the notice will be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and in the case of a notice of meeting, will be deemed to be given on the day after the day of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.

92.3 Where a notice is sent by facsimile or electronic transfer, service of the notice will be deemed to be effected on the day it is sent unless intimation is received by the sender that the notice has not been received, (or not received in a readable form) whether that intimation comes from the sender, recipient or from the operation of facsimile machinery, computers or otherwise.

93. INDEMNITY

93.1 No Committee Member, Officer or Member will be liable to the Club for any loss or expense not applicable to his/her own dishonesty or to the wilful commission by him or her of an act known by him or her to be a breach of trust or breach of duty.

93.2 To the full extent allowed by the law, the Committee Members, and Members and any person acting officially for the Club (in this rule referred to as "Indemnified Persons") will be indemnified by the Club from and against any liability, loss or damage caused to or incurred by the Indemnified Person (including in defending any proceedings, whether civil or criminal) by reason of the bona fide exercise by any or all of the Indemnified Persons of the duties, powers or privileges conferred or imposed on them by these Rules or any amendment thereof.

93.3 The Club will maintain insurance cover that complies with all prudent commercial standards and which covers all Committee Members and persons acting officially for the Club.

94. TRANSITION

94.1 On the adoption of these Rules, the Committee Members who are Committee Members at the time of the adoption of these Rules will hold the same Committee positions as they held immediately prior to the adoption of these Rules.

94.2 At the conclusion of the annual general meeting in 2016 the following Committee Members' terms will expire and elections will be held in accordance with these Rules for those positions:

Neil Armistead

Geoff Crawford

Diedre Relph

- 94.3 At the conclusion of the annual general meeting in 2017 the following Committee Members' terms will expire and elections will be held in accordance with these Rules for those positions:

Terry McConnell

Kevin Lanigan

Brett Millington

Rick Murray

- 94.4 At the conclusion of the annual general meeting in 2018 the following Committee Members' terms will expire and elections will be held in accordance with these Rules for those positions:

Brett Pund

John Vardy

Barry Bedggood

Kate Nock