

The rules for
The City of Melbourne Bowls Club Incorporated



TABLE OF PROVISIONS

<i>Regulation</i>	<i>Page</i>
PART 1—PRELIMINARY	5
1. Name.....	5
2. Purposes.....	5
3. Financial year.....	5
4. Definitions.....	5
PART 2—POWER OF THE CLUB	7
5. Powers of the Club.....	7
6. Not for profit organisation.....	7
PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES	8
Division 1—Membership	8
7. Minimum number of members.....	8
8. Who is eligible to be a member.....	8
9. Classes of membership.....	8
10. Application for membership.....	8
11. Consideration of application.....	8
12. Probation.....	9
13. Annual subscription and fee on joining.....	9
14. General rights of members.....	9
15. Life members.....	10
16. Associate and social members.....	10
17. Rights not transferable.....	10
18. Ceasing membership.....	10
19. Resigning as a member.....	10
20. Register of members.....	10
21. Employment of members.....	11
Division 2—Disciplinary action and grievances	11
22. Grounds for taking disciplinary action.....	11
23. Disciplinary subcommittee.....	11
24. Disciplinary processes.....	11
25. Grievance processes.....	11
PART 4—GENERAL MEETINGS OF THE CLUB	12
26. Annual general meetings.....	12
27. Notice of general meetings.....	12
28. Quorum at general meetings.....	12
29. Adjournment of general meeting.....	12
30. Voting at general meeting.....	13
31. Proxies.....	13
32. Use of technology.....	13
33. Determining whether resolution carried.....	13
34. Minutes of general meeting.....	14
35. Special resolutions.....	14
36. Special general meetings.....	14
37. Special general meeting held at request of members.....	14
38. Quorum at a special general meeting.....	15
PART 5—BOARD OF MANAGEMENT	16
Division 1—Powers of Board of Management	16
39. Role and powers.....	16
40. Delegation.....	16
Division 2—Composition of Board of Management and duties of members	16

41. Composition of Board of Management	16
42. General Duties.....	16
43. Chairperson and Vice-Chairperson	17
44. Secretary	17
45. Treasurer	17
Division 3—Election of Board of Management members and tenure of office.....	18
46. Elections	18
47. Ballot	18
48. Who is eligible to be a Board of Management member	19
49. Positions to be declared vacant.....	19
50. Election of Executive Committee.....	19
51. Election of ordinary members	19
52. Term of office	19
53. Removal of Board of Management member	20
54. Vacation of office.....	20
55. Filling casual vacancies	20
Division 4—Meetings of Board of Management	20
56. Meetings of Board of Management.....	20
57. Notice of meetings	21
58. Urgent meetings.....	21
59. Procedure and order of business.....	21
60. Use of technology	21
61. Quorum	21
62. Voting	22
63. Conflict of interest	22
64. Minutes of meeting	22
65. Leave of absence	22
PART 6—FINANCIAL MATTERS.....	23
66. Source of funds.....	23
67. Management of funds	23
68. Financial records.....	23
69. Financial statements.....	23
PART 7—GENERAL MATTERS.....	24
70. Common seal.....	24
71. Registered address	24
72. Notice requirements.....	24
73. Custody and inspection of books and records	24
74. Winding up and cancellation	25
75. Alteration of Rules	25
Regulation 1.....	26
Procedures relating to disciplinary action under section 22 of the Constitution	26
1 Notice to member	26
2 Decision of disciplinary committee	26
3 Appeal rights.....	26
4 Conduct of disciplinary appeal meeting	27
Regulation 2.....	28
Procedures relating to grievance procedures under Section 23 of the constitution	28
1 Application.....	28
2 Parties must attempt to resolve the dispute.....	28
3 Appointment of mediator	28
4 Mediation process	28
5 Failure to resolve dispute by mediation	28

Amended by Special Resolutions passed at the Annual General Meeting held on 5 June 2022.

Rules for The City of Melbourne Bowls Club Incorporated

PART 1—PRELIMINARY

1. Name

The name of the incorporated Club is "City of Melbourne Bowls Club Incorporated".

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

2. Purposes

The main purpose of the Club is:

To promote the playing of lawn bowls in general and in particular by providing and supporting a team or teams bearing the name City of Melbourne Bowls Club.

The ancillary purposes of the Club are:

- (a) To maintain and provide a clubhouse, bowling green and other conveniences for the use and recreation of the members at such place or places as decided by the members
- (b) To affiliate with Bowls Victoria and other similar associations designed to promote or co-ordinate lawn bowls
- (c) To apply for, hold and renew a club licence pursuant to the Liquor Control Reform Act 1998 and any permit or authority thereunder
- (d) To formulate and put into effect such other objectives as the members shall determine, but always to have in mind the advancement and best interests of the game of bowls and the engendering by the Club of a collegiate feeling amongst bowlers
- (e) To do all such things as are incidental or necessary to satisfy these purposes

3. Financial year

The financial year of the Club is each period of 12 months ending on 28th February (excluding leap years where it will be 29th February).

4. Definitions

In these Rules—

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

associate member means a member referred to in section 16;

Board means the Board of Management

Board of Management means the Board having management of the business of the Club;

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

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

Chairperson, of a general meeting or Board of Management meeting, means the person elected by the members to the position of Chairperson;

disciplinary appeal meeting means a meeting of the members of the Club convened under Regulation 1 (4);

disciplinary meeting means a meeting of the Committee convened for the purposes of section Regulation 1 (2);

disciplinary subcommittee means the subcommittee appointed under section 23;

financial year means the 12 month period specified in section 3;

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

general member means a member of the Club;

member entitled to vote means a member who under section 14(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 in person to vote in favour of the resolution;

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

the Club means the City of Melbourne Bowls Club Incorporated

the Registrar means the Registrar of Incorporated Clubs.

PART 2—POWER OF THE CLUB

5. Powers of the Club

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

6. Not for profit organisation

- (1) The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subsection (1) does not prevent the Club from paying a member—
 - (a) a reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member provided that they are:
 - (i) reasonable in the circumstances if the club and the member were dealing at arms' length, or
 - (ii) less favourable to the member than the terms referred to in sub-paragraph (i)

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7. Minimum number of members

The Club must have at least 5 members.

8. Who is eligible to be a member

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

9. Classes of membership

- (1) General Member, who is entitled to vote
- (2) Life Member, who is entitled to vote
- (3) Social Member, who is not entitled to vote
- (4) Associate Member, who is not entitled to vote
- (5) Such other category or categories of membership as determined by the Board of Management from time to time.

10. Application for membership

- (1) A person who is nominated and elected to membership as provided in these rules is eligible to be a member of the Club on payment of the entrance fee and annual subscription payable under these Rules.
- (2) A person who is not a member of the Club at the time of the incorporation of the Club (or who was such a member at the time but has ceased to be a member) shall not be elected to membership:-
 - (a) unless they are nominated as provided in sub-clause (3); and
 - (b) their admission as a member is approved by the Board.
- (3) A nomination of a person for membership of the Club:-
 - (a) shall be made in writing in the approved form; and
 - (b) shall be lodged with the Secretary of the Club.
- (4) As soon as is practicable after the receipt of a nomination the Secretary shall post it on the Club's notice board for exhibition at least seven days immediately preceding the day of election and an interval of not less than two weeks shall elapse between the date of nomination and election.

11. Consideration of application

- (1) Members shall be elected by the Board by ballot and
 - (a) three adverse votes shall exclude the applicant
 - (b) the decision of the Board as to whether any candidate has been duly elected or not shall be final
 - (c) a record shall be kept by the Secretary or members of the Board voting at any election of Members of any classification.
- (2) Upon a nomination being approved by the Board, the Secretary shall, with as little delay as possible, notify the nominee in writing that they are approved for membership of the Club and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the entrance fee and the first year's annual subscription.
- (3) The Secretary shall upon payment of the amounts referred to in sub-clause (6) within the period referred to in that subclause, enter the nominee's name in the register of members kept by them and, upon the name being so entered, the nominee becomes a member of the Club.
- (4) If a newly elected member fails to pay their subscription within 28 days after their election, their election shall be void unless they justify the delay to the satisfaction of the Board.

- (5) The payment of the subscription or using the Club's property shall imply a member's acquiescence in the Rules, By-Laws and Regulations of the Club.
- (6) Any person whose application for membership is rejected or whose election is voided under Rule 11(4) shall not again be nominated for a period of at least six months from the date of the rejection or voidance of membership

12. Probation

- (1) Once a prospective members' application for membership has been approved and the prospective member has paid the relevant fees, they are admitted to membership on probation.
- (2) The period of probation is ten (10) months from the latter of:
 - (a) the payment of all fees, or
 - (b) the approval of membership by the Board of Management.
- (3) At any time during the period of probation the Board of Management may, at its absolute discretion, cancel the membership of a member.
- (4) A decision made under sub-section (3) is not appealable.
- (5) The Board of Management may, and at its discretion, refund the fees of a member whose membership has been cancelled under probation, less any unrecoverable.

13. Annual subscription and fee on joining

- (1) The amount of the annual subscription and any other fees payable by members or categories of members, the benefits which apply and the manner of payment shall be determined by the Board from time to time.
- (2) The Board may determine the due date for membership fees.
- (3) The Board may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Club.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date may be suspended until the subscription is paid.

14. General rights of members

- (1) A member of the Club who is entitled to vote under Section 9 has the right:
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Club as provided under section 73; and
 - (f) to inspect the register of members (subject to Section 20).
- (2) A member is entitled to vote if—
 - (a) the member is entitled to vote under Section 9; and
 - (b) more than six (6) months have passed since he or she became a member of the Club; and
 - (c) the member's membership rights are not suspended for any reason; and
 - (d) the member's membership fee for the current year has been fully paid at the time that the event is notified (e.g. the date that notice of the AGM is issued, not the date of the AGM).

15. Life members

- (1) A member who has performed significant meritorious service to the Club may be awarded a Life Membership.
- (2) The Board must unanimously endorse a recommendation for Life Membership and present the reasoning to the Annual General Meeting.
- (3) If a three quarters majority of those members present at the AGM, and where applicable including those members utilising technology under Section 32, who are entitled to vote approve of the recommendation for Life Membership then that member is to be granted Life Membership.
- (4) There shall not be more than five (5) living Life Members at any one time.
- (5) A Life Member is excused from paying membership fees.
- (6) Life Membership may only be removed from a member following a Special General Meeting of members under Section 36.

16. Associate and social members

- (1) Associate members of the Club include—
 - (a) any members under the age of 18 years; and
 - (b) any other category of member as determined by the Board.
- (2) An associate member must not vote but may have other rights as determined by the Board from time to time.

17. Rights not transferable

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

18. Ceasing membership

- (1) The membership of a person ceases upon resignation, expulsion or death.
- (2) If a person ceases to be a member of the Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

19. Resigning as a member

- (1) A member may resign by notice in writing given to the Club. The date of effect of the resignation shall be 30 days from the date of the notice.
- (2) A member is taken to have resigned if the member's annual subscription is more than 2 months in arrears unless exceptional circumstances are discussed with the Secretary or Chair.

20. Register of members

- (1) The Secretary must keep and maintain a register of members 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 associate member, a note to that effect;
 - (v) any other information determined by the Board of Management; and
 - (b) for each former member, the date of ceasing to be a member
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Notes: Under section 59 of the Act, a member may request that the Secretary limit access to the personal information of a person recorded in the register to the Board or to the exclusion of a person or persons. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

21. Employment of members

No member of the club, including a social member, may be employed by the club in a paid role as either a permanent, part-time or casual employee.

Note: See also Section 6 regarding any payments to members

Division 2—Disciplinary action and grievances

22. Grounds for taking disciplinary action

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

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Club; or
- (c) has engaged in conduct prejudicial to the Club; or
- (d) has breached the COMBC Code of Conduct.

23. Disciplinary subcommittee

- (1) If the Board of Management is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board of Management must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
 - (a) may be Board of Management members, members of the Club or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

24. Disciplinary processes

The details of the disciplinary process are outlined in Regulation 1.

25. Grievance processes

- (1) A member may institute a grievance procedure against the club, another member, or the Board of Management.
- (2) The process for addressing a grievance is detailed in Regulation 2.

PART 4—GENERAL MEETINGS OF THE CLUB

26. Annual general meetings

- (1) The Board of Management must convene an annual general meeting of the Club to be held within 5 months after the end of each financial year.
- (2) The Board of Management may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows:
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider:
 - (i) the annual report of the Board of Management on the activities of the Club during the preceding financial year; and
 - (ii) the financial statements of the Club for the preceding financial year submitted by the Board of Management in accordance with Part 7 of the Act;
 - (c) to elect the members of the Board of Management.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

27. Notice of general meetings

- (1) The Secretary must give to each member of the Club at least 28 days notice of a general meeting.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting;
 - (c) if technology is to be available, notice of the type of technology to be available (see s32), and
 - (d) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution.

28. Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present
- (2) The quorum for a general meeting is the presence (physically, or as allowed under section 32) of 25% of the members entitled to vote no later than 30 minutes after the scheduled commencement of the meeting
In any other case—
 - (a) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (b) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (3) If a quorum is not present within 30 minutes after the time to which an adjourned general meeting has been scheduled under subsection (2)(a), the members present at the meeting (if not fewer than 10) may proceed with the business of the meeting as if a quorum were present.

29. 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 subsection (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 Board of Management 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 section 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 section 27.

30. Voting at general meeting

- (1) On any question arising at a general meeting:
 - (a) subject to subsection (3), each member who is entitled to vote has one vote; and
 - (b) 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.

31. Proxies

Proxy voting will not be allowed at any meeting, including:

- (a) an Annual General Meeting, and
- (b) a Special General Meeting, and
- (c) a Disciplinary Appeal Meeting.

32. Use of technology

- (1) Subject to suitable technology, a member not physically present at a general meeting may be permitted to participate in the meeting, including voting at the meeting.
- (2) Notice of the type of technology, if any, to be available at a particular meeting shall be included in the notice of the meeting.

33. Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—
and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting;
and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

34. Minutes of general meeting

- (1) The Board of Management must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include:
 - (a) the names of the members attending the meeting; and
 - (b) the financial statements submitted to the members in accordance with section 30(4)(b)(ii) of the Act; and
 - (c) the certificate signed by two Board of Management members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
 - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- (4) The draft minutes of the meeting must be available to the membership within 21 days of the meeting.

35. 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 utilising technology if approved) 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 Board of Management member from office;
- (b) to alter these Sections, including changing the name or any of the purposes of the Club.

36. Special general meetings

- (1) Any general meeting of the Club, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Board of Management may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under section 27 may be conducted at the meeting.

Note: General business may be considered at the meeting if it is included as an item for consideration in the notice under section 27 and the majority of members at the meeting agree.

37. Special general meeting held at request of members

- (1) The Board of Management must convene a special general meeting if a request to do so is made in accordance with subsection (2) by at least 15% of the total number of members who are eligible to vote.
- (2) A request for a special general meeting must:
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) be made by members who are eligible to vote, and
 - (d) include the names and signatures of the members requesting the meeting; and
 - (e) be given to the Secretary.
- (3) If the Board of Management does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

- (4) A special general meeting convened by members under subsection (3):
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Club must reimburse all reasonable expenses incurred by the members convening a special general meeting under subsection (3).

38. Quorum at a special general meeting

- (1) A quorum at a special general meeting is the same as section 28, subject to subsection (2) of this section.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a special general meeting:
 - (a) in the case of a meeting convened by, or at the request of, members under section 37, the meeting must be immediately dissolved; and
 - (i) If a meeting convened by, or at the request of, members is dissolved under this subsection, 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 section 36, or
 - (ii) in all other cases the procedures under section 28 shall be followed.

PART 5—BOARD OF MANAGEMENT

Division 1—Powers of Board of Management

39. Role and powers

- (1) The business of the Club must be managed by or under the direction of a Board of Management.
- (2) The Board of Management may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Club.
- (3) The Board of Management may:
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate; and
 - (c) create regulations.

40. Delegation

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

Division 2—Composition of Board of Management and duties of members

41. Composition of Board of Management

The Board of Management consists of:

- (a) a Chairperson; and
- (b) a Vice-Chairperson; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) four (4) ordinary members elected under section 48.

42. General Duties

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

detriment to the Club.

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

- (6) Board of Management members must avoid any conflict of interest (see section 63).
- (7) In addition to any duties imposed by these Rules, a Board of Management member must perform any other duties imposed from time to time by resolution at a general meeting.

43. Chairperson and Vice-Chairperson

- (1) Subject to subsection (2), the Chairperson or, in the Chairperson's absence, the Vice-Chairperson is the Chairperson for any general meetings.
- (2) If the Chairperson and the Vice-Chairperson are both absent, or are unable to preside, the Chairperson of the meeting must be:
 - (a) a member elected by the other members present.
- (3) Any decisions of a meeting chaired under section (2)(a) are non-binding in the absence of the Chairperson or Vice-Chairperson.

44. Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated Club
Example: Under the Act, the secretary of an incorporated Club is responsible for lodging documents of the Club with the Registrar.
- (2) The Secretary must:
 - (a) maintain the register of members in accordance with section 20; and
 - (b) keep custody of the common seal (if any) of the Club and, except for the financial records referred to in section 68(3), all books, documents and securities of the Club in accordance with section 69 and 72; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

45. Treasurer

- (1) The Treasurer must:
 - (a) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and
 - (b) ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and
 - (c) make any payments authorised by the Board of Management or by a general meeting of the Club from the Club's funds; and
 - (d) ensure cheques are signed by at least 2 Board of Management members.
- (2) The Treasurer must:
 - (a) ensure that the financial records of the Club are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Club and their certification by the Board of Management prior to their submission to the annual general meeting of the Club; and
 - (c) ensure that the club is subjected to an annual audit by a qualified practitioner.
- (3) The Treasurer must ensure that at least one other Board of Management member has access to the accounts and financial records of the Club.
- (4) The Treasurer may delegate their responsibilities under sub-section (1) of this section to a book-keeper

or similar upon appointment of that person by the Board.

Division 3—Election of Board of Management members and tenure of office

46. Elections

- (1) Nominations of candidates for election to all positions shall:
 - (a) be made in writing, signed by two members eligible to vote and accompanied by the written consent of the candidate; and
 - (b) be delivered to the Secretary not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Board of Management, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held under section 47.
- (5) There shall be no restrictions on any member holding office on other Boards of Management or similar bodies.

47. Ballot

- (1) If a ballot is required for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) The election must be by secret ballot.
- (4) The returning officer must provide each member present who is eligible to vote with the names of the candidates listed in random order.
- (5) If the ballot is for a single position, the voter must mark the ballot against the name of the candidate for whom they wish to vote.
- (6) If the ballot is for more than one position, rank the candidates in order of preference.
 - (a) the voter must mark the ballot against the names of each candidate for whom they wish to vote, based on the number of vacant positions;
 - (b) the voter must not mark the names of more candidates than the number to be elected.

Example: Where there are two vacant positions the voter should mark against the names of the two candidates they wish to elect
- (7) Ballot papers that do not comply with subsections (5) and (6) are not to be counted.
- (8) Each mark against a candidate's name shall count as one vote for that candidate.
- (9) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (10) If the returning officer is unable to declare the result of an election under subsection (9) because 2 or more candidates received the same number of votes, the returning officer must:
 - (a) conduct a further election for the position in accordance with subsections (4) to (9) to decide which of those candidates who received the same number of votes, is to be elected; or

(b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples: The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

48. Who is eligible to be a Board of Management member

A member is eligible to be elected or appointed as a Board of Management member if the member:

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting; and
- (c) has been a member who is entitled to vote for more than 12 months.

49. Positions to be declared vacant

- (1) This rule applies to each annual general meeting of the Club, after the annual report and financial statements of the Club have been received.
- (2) The Chairperson of the meeting must declare those positions due to be vacated on the Board of Management vacant and hold elections for those positions in accordance with sections 46 and 47.

50. Election of Executive Committee

- (1) At the annual general meeting, separate elections must be held for each of the following positions:
 - (a) Chairperson
 - (b) Vice-Chairperson
 - (c) Secretary, and
 - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with section 47.

51. Election of ordinary members

- (1) A single election may be held to fill all vacant positions.
- (2) If the number of members nominated for the position of ordinary Board of Management member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with section 47.

52. Term of office

- (1) Subject to subsection (3) and section 54, a Board of Management member holds office for two (2) years until the position is declared vacant at the second annual general meeting following their election.
- (2) A Board of Management member may be re-elected, subject to sub-section (3).
- (3) A Board of Management member may only serve four (4) consecutive terms.
- (4) A general meeting of the club may elect an eligible member of the Club to fill a vacant position in accordance with this Division.

Note: The Board of Management may adopt transitional arrangements to the tenure model where circumstances could otherwise disrupt the efficient running of the Club

53. Removal of Board of Management member

- (1) A general meeting of the Club may by special resolution remove a Board of Management member from office.
- (2) A member who is the subject of a proposed special resolution under subsection (1) may make representations in writing to the Secretary or Chairperson of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- (3) The Secretary or the Chairperson may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

54. Vacation of office

- (1) A Board of Management member may resign from the Board of Management by written notice addressed to the Board of Management.
- (2) A person ceases to be a Board of Management member if he or she:
 - (a) ceases to be a member of the Club; or
 - (b) fails to attend 3 consecutive Board of Management meetings (other than special or urgent Board of Management meetings) without leave of absence under section 65;
 - (c) otherwise ceases to be a Board of Management member by operation of section 78 of the Act; or
 - (d) becomes insolvent; or
 - (e) becomes a represented person under the Guardianship and Administration Act 1986.

Note: A Board of Management member may not hold the office of Secretary if they do not reside in Australia.

55. Filling casual vacancies

- (1) The Board of Management may appoint an eligible member of the Club to fill a position on the Board of Management that:
 - (a) has become vacant under section 53 or 54; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board of Management must appoint a member to the position within 14 days after the vacancy arises.
- (3) Section 52 applies to any Board of Management member appointed by the Board of Management under subsection (1) or (2).
- (4) The Board of Management may continue to act despite any vacancy in its membership.
- (5) A member appointed to a vacancy holds that position until the earlier of:
 - (a) their removal under section 53, or
 - (b) their vacation under section 54, or
 - (c) the next annual general meeting.

Division 4—Meetings of Board of Management

56. Meetings of Board of Management

- (1) The Board of Management must meet at least 10 times in each year at the dates, times and places determined by the Board of Management.
- (2) The date, time and place of the first Board of Management meeting must be determined by the members of the Board of Management as soon as practicable after the annual general meeting of the Club at which the members of the Board of Management were elected.
- (3) Special Board of Management meetings to consider matters that are urgent may be convened by the Chairperson or by any 4 members of the Board of Management. The outcomes of a special meeting must be ratified at the next general Board of Management meeting.

57. Notice of meetings

- (1) Notice of each Board of Management meeting must be given to each Board of Management member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Board of Management meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Board of Management 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.

58. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with section 57 without meeting the provisions of section 56, provided that as much notice as practicable is given to each Board of Management member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board of Management.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.
- (4) The outcomes of a special meeting must be ratified at the next general Board of Management meeting using the voting procedures under section 62.

59. Procedure and order of business

- (1) At meetings of the Board, the Chairperson shall chair the meeting. If the Chairperson and Vice-Chairperson are absent or unwilling to act, the Board shall appoint one of its members to chair the meeting in accordance with section 43.
- (2) Questions arising at a meeting of the Board shall be determined on a show of hands, or if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.

60. Use of technology

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

61. Quorum

- (1) No business may be conducted at a Board of Management meeting unless a quorum is present.
- (2) The quorum for a Board of Management meeting is the presence (in person or as allowed under section 60) of a majority of the Board of Management members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board of Management 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 section 57.

62. Voting

- (1) On any question arising at a Board of Management meeting, each Board of Management member present at the meeting has one vote.
- (2) A motion is carried if a majority of Board of Management members present at the meeting vote in favour of the motion.
- (3) Subsection (2) does not apply to any motion or question which is required by these Sections to be passed by an absolute majority of the Board of Management.
- (4) If votes are divided equally on a question, the motion shall fail; neither the Chairperson nor the chair may exercise a second or casting vote.
- (5) Voting by proxy is not permitted.

63. Conflict of interest

- (1) A Board of Management member who has a material personal interest in a matter being considered at a Board of Management meeting must disclose the nature and extent of that interest to the Board of Management and it must be recorded in the minutes that a conflict of interest existed.
- (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 Board of Management 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 section 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 Club is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Club.

64. Minutes of meeting

- (1) The Board of Management must ensure that minutes are taken and kept of each Board of Management meeting
- (2) The minutes must record the following:
 - (a) the names of the members in attendance at the meeting; and
 - (b) the business considered at the meeting; and
 - (c) any resolution on which a vote is taken and the result of the vote; and
 - (d) any material personal interest disclosed under section 63.
- (3) A copy of the draft minutes shall be made available to the membership within 5 working days (note that the minutes will be in draft form and are not considered a true record unless confirmed at the next Board of Management meeting).

65. Leave of absence

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

PART 6—FINANCIAL MATTERS

66. Source of funds

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

67. Management of funds

- (1) The Club must open and maintain an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Club, the Board of Management may approve expenditure on behalf of the Club.
- (3) The Board of Management may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Board of Management for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments above the limit specified in sub-paragraph (3) must be signed by 2 Board of Management members.
- (5) All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt.
- (6) With the approval of the Board of Management, 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.
Note: See also section 45 which details the Treasurer's responsibilities and delegation

68. Financial records

- (1) The Club 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 Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control:
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Board of Management; and
 - (c) the audit papers.

69. Financial statements

- (1) For each financial year, the Board of Management must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- (2) Without limiting subsection (1), those requirements include:
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board of Management;
 - (d) the submission of the financial statements to the annual general meeting of the Club;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.
- (3) Without limiting subsection (1), the Club shall have their financial statements audited by a qualified external auditor.

PART 7—GENERAL MATTERS

70. Common seal

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

71. Registered address

The registered address of the Club is:

- (a) the address determined from time to time by resolution of the Board of Management; or
- (b) if the Board of Management has not determined an address to be the registered address— the postal address of the Secretary.

72. Notice requirements

- (1) Any notice required to be given to a member or a Board of Management member under these Sections may be given:
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Subsection (1) does not apply to notice required to be given in a particular manner.
- (3) Any notice required to be given to the Club or the Board of Management may be given:
 - (a) by handing the notice to a member of the Board of Management; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Board of Management determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Club or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Club.

73. Custody and inspection of books and records

- (1) Members may on request and with reasonable notice, inspect free of charge:
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subsection (2), the financial records, books, securities and any other relevant document of the Club, including minutes of Board of Management meetings.

Note: See note following section 20 for details of access to the register of members

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

- (4) Subject to subsection (2), a member may make a copy of any of the other records of the Club referred to in this section and the Club may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this section:
relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes 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 Club.

74. Winding up and cancellation

- (1) The Club may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any members or former members of the Club.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Club and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

75. Alteration of Rules

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

Note: An alteration of these Rules does not take effect unless or until it is approved by the Registrar

Regulation 1

Procedures relating to disciplinary action under section 22 of the Constitution

1 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 Club proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary committee intends to consider the disciplinary action (the **disciplinary meeting**); and
 - (d) advising the member that he or she may do one or both of the following:
 - (i) attend the disciplinary meeting and address the disciplinary committee at that meeting;
 - (ii) give a written statement to the disciplinary committee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under section 3 of Regulation 1.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

2 Decision of disciplinary committee

- (1) At the disciplinary meeting, the disciplinary 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 subsection (1), the disciplinary committee may:
 - (a) take no further action against the member; or
 - (b) subject to subsection (3):
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Club.
- (3) The disciplinary committee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary committee under this section takes effect immediately after the vote is passed.

3 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Club under section 2 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 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 subsection (2), a disciplinary appeal meeting must be convened by the Board of Management as soon as practicable, but in any event not later than 21 days after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Club who is entitled to vote as soon as practicable and must:
 - (a) specify the date, time and place of the meeting; and
 - (b) state:
 - (i) the name of the person against whom the disciplinary action has been taken; and

- (ii) the grounds for taking that action; and
- (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

4 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting:
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the disciplinary 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 subsection (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than an absolute majority of the members voting at the meeting vote in favour of the decision.

Regulation 2

Procedures relating to grievance procedures under Section 23 of the constitution

1 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Sections between:
 - (a) a member and another member;
 - (b) a member and the Board of Management;
 - (c) a member and the Club.
- (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.

2 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.

3 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within 6 months of the notification of the dispute, the parties must within 10 days—
 - (a) notify the Board of Management of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) if the dispute is between a member and another member—a person appointed by the Board of Management; or
 - (ii) if the dispute is between a member and the Board of Management or the Club—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board of Management may be a member or former member of the Club 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.

4 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.

5 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may:

- (a) agree to disagree
- (b) seek to resolve the dispute in accordance with the Act or otherwise at law, at their own expense.