



# **BONBEACH YCW JUNIOR SPORTS CLUB CONSTITUTION**

**VERSION 2**

**BONBEACH YCW JUNIOR SPORTS CLUB INCORPORATED No \_22533620715**

Associations Incorporation Reform Regulations 2012

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## PART 1—PRELIMINARY

### 1 Name

The name of the incorporated association is "BONBEACH YCW JUNIOR SPORTS CLUB Incorporated". It was formerly known as Chelsea YCW Junior Sports Club Inc.

### 2 Purpose

1. To maintain and conduct an Association of male and female persons over the age of eighteen years and of good character who are lawfully associated together for social, sporting and athletic purposes;
2. To provide the maximum opportunity for the fullest participation in sporting activities as approved by the Association for junior persons at the highest standards possible, within the limits of this constitution and rules;
3. To participate in fully organized and supervised competitive sporting activities on the basis that the attainment of exceptional skills or the winning of games is secondary, and that the moulding of future citizens is of prime importance;
4. Within these objectives:
  - To teach sportsmanship and fair play,
  - To teach skills and co-ordination, and
  - That each person, irrespective of their skills, who trains regularly with their member club, will participate in at least one half of each game;
5. To maintain and conduct an Association of a non political character and to provide a Club House and other conveniences and facilities for the use of recreation of the members and their guests;
6. To provide a means of social intercourse and good fellowship between members and to support, promote, protect, encourage and foster the character, status and interests of sports and games and without affecting the generality of the objects of the Association or any other lawful competitive sports and games;
7. To form or assist such auxiliary organizations or other bodies as may seem suitable and to affiliate with any other body having objects wholly or in part similar to those of the Association;
8. To provide appropriate facilities, furnishing, fittings and other equipment as necessary and to ensure the premises of the Association are suitably equipped for all purposes or for any other objects of the Association;
9. To provide and maintain facilities from the joint funds of the Association;

10. To ensure amenities and refurbishments as are customarily furnished and supplied by sporting and social Associations are maintained, kept in good order, carried out and to do all necessary acts and things incidental thereto,

### 3 Financial year

The financial year of the Association is each period of 12 months ending on 30<sup>th</sup> September.

### 4 Definitions

In these rules unless the contrary intention appears:

1.	<b>'Act'</b> means the Associations Incorporations Reform Act 2012;
2.	<b>'Association'</b> means The Bonbeach YCW Junior Sports Club Inc;
3.	<b>'Committee'</b> means the "Committee of Management" of the Association;
4.	<b>'Committee Member'</b> means a member of the "Committee of Management" of The Association;
5.	<b>'Register'</b> means the register of members kept by the Secretary in accordance with rule 18 1.;
6.	<b>'Regulations'</b> means Regulations under the Act;
7.	<b>'Member Clubs'</b> means: The Bonbeach Junior Cricket Club, The Bonbeach Junior Football Club and The Bonbeach Junior Netball Club.
8.	Words or expression contained in these rules shall be interpreted in accordance with the provisions of the Interpretation of the Legislation Act 1984 and the Act as in force from time to time.
9.	In these rules unless the context otherwise requires: words importing the singular number include the plural number and vice versa; a reference to a section or Schedule of the Act on Regulations is a reference to that present provision as amended, renumbered, or re-enacted from time to time; a heading of clause is deemed to be part of that clause; and words importing any gender include the other genders; a reference to a clause or sub-clause is a reference to a clause or sub clause of these rules.
10.	In the event of any dispute in the interpretation of this constitution and rules, the decision of a majority of the Committee made either on the occasion

	when the question arises, or at a Special Committee Meeting called for that purpose, shall be final and conclusive and binding on all members.
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## PART 2—POWERS OF ASSOCIATION

### 5 Powers of association

1. Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
2. Without limiting subrule 1.; the Association may
3. acquire, hold and dispose of real or personal property;
4. open and operate accounts with financial institutions;
5. invest its money in any security in which trust monies may lawfully be invested;
6. raise and borrow money on any terms and in any manner as it thinks fit;
7. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
8. appoint agents to transact business on its behalf;
9. enter into any other contract it considers necessary or desirable.
10. hold a liquor licence and permits under the provision of the Liquor Control Reform Act 1998 or any amendment or re-enactment thereof and the Gambling Regulation Act and to exercise any action necessary from time to time for the renewal or extension of any such licence, licences, permit or permits;
11. Hold, purchase, hire, lease or otherwise acquire for the purposes of the Association any real or personal property and from time to time sell, demise, let, mortgage or otherwise dispose of the same.
12. To insure against all risks, liabilities and eventualities as may seem advisable and to apply the proceeds of any claim and any insurance in such manner and for such purpose or purposes as shall be thought fit;
13. To do or cause to be done all such other things as are incidental or conducive to the attainment of the objects of the Association or for the Association generally;
14. To do all such other lawful things as may be necessary or advantageous for the attainment of the objects of the Association;
15. To make house rules or by-laws to ensure the satisfactory conduct of the members, guests of the members and guests of the Association and for any other purpose deemed appropriate by The Committee;
16. The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes

## 6 Not for profit organisation

1. The Association must not distribute any surplus, income or assets directly or indirectly to its members.
2. subrule 1.; does not prevent the Association from paying a member
  - (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member if this is done in good faith on terms no more favourable than if the member was not a member.

## PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

### Division 1—Membership

## 7 Minimum number of members

The Association must have at least 10 members.

## 8 Who is eligible to be a member

1. Any male or female person over the age of 18 who is a parent or guardian of a player who is registered with the Association and applies for and is approved for membership as provided in these Rules, is eligible to be a member of the Association on payment of an annual subscription payable under these Rules.
2. Life members of the Bonbeach YCW Junior Sports Club
3. Current committee members who are not parents or guardians of current registered players.

## 9 Application for membership

1. To apply to become a member of the Association, a person must complete a membership application (as provided by The Association) to a committee member stating that the person
  - (a) wishes to become a member of the Association; and
  - (b) supports the purposes of the Association; and
  - (c) agrees to comply with these Rules.
2. The application,
  - (a) must be signed by the applicant; and



- (b) may be accompanied by a joining fee or membership fee as determined by the Association **rule 11 3**;

## 10 Consideration of application

1. As soon as practicable after receiving the membership application, the Secretary must refer it to the Committee and the Committee shall determine by resolution whether to approve or reject the application. The Association may accept or reject an application whether the applicant has complied with the requirements of rule 9(1), or not. The Association shall not be required or compelled to provide any reason for such acceptance or rejection. If the Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
2. The resolution to accept a member's application must be recorded in the minutes of the Committee meeting.
3. Upon an application being approved by the Committee and following receipt of the Subscription Fee payable by the Applicant, the Secretary shall within 14 days enter the Applicant's name in the Register of Members **rule 18(1)**;
4. Upon being entered in the Register of Members **rule 18 (1)**; the Applicant shall become a member of the Association and shall be entitled to the privileges of membership until the expiry date of their membership.

## 11 Membership categories and subscriptions

1. Category classes for Individual Members shall be determined by The Committee and Members shall be entitled to all rights and privileges of the Association as determined by the Committee and as recorded in the By Laws of The Association.
2. Subscriptions shall be due and payable on the 31st day of March in each year, or as otherwise determined by the Committee.
3. The annual membership subscription and any fees or other levies payable by Members to the Association shall be determined by the Committee. Subscription fee/s shall be set in accordance with regulations set down in the Liquor Control Reform Act 1998.
4. The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
  - (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the financial year; or
  - (c) a fixed amount determined from time to time by the Association.
5. The Committee on the application of any member who because of exceptional circumstances or ill health or for financial hardship is unable to pay the amount of annual subscription may reduce the amount of annual subscription to a sum not less than the sum prescribed by the Liquor Control Reform Act.

## 12 Visiting members, players and officials

Members, players or officials of visiting clubs who are over the age of 18 and have been involved on the day with sporting activities on the premises or the grounds, will be afforded the privilege of membership for that day only. No membership fee will be applicable in these instances. This category of member is entitled to use of the licenced clubhouse, but does not enjoy general rights of members as detailed in Rule 14;

## 13 Life membership

Life membership shall be awarded to persons who, in the opinion of the Office Bearers of the Association, have rendered outstanding service and have served the Association for at least five (5) years. Such membership must be elected by at least two-thirds of the votes of the full Committee of Management. Life Members shall have the same rights and privileges as any member.

## 14 General rights of members

1. Members of the Association have the right to receive notice of General Meetings and proposed special resolutions in the manner and time prescribed by these rules.
2. Members of the Association shall be able to submit items of business for consideration at a general meeting.
3. Members of the Association shall be entitled to attend and be heard at general meetings and to vote at general meetings.
4. Members of the Association shall have access to the minutes of general meetings and other documents of the association, subject to rule 82 2.;
5. Members of the Association shall have access to the Register of Members, subject to rules 18 2. and 82 2.;
6. Subject to the provisions of Clause 74, members of the Association are entitled to use the facilities of the Licensed Premises;
7. A person shall not merely by virtue of his or her membership of The Association be entitled to attend a sporting event, or a function held by the Association, or a private event, where an entry charge or condition of entry applies, unless the entry fee has been paid and/or the conditions or entry have been satisfied.
8. The rights of a member (including the right to vote) who has not paid the annual subscription fee by the due date are suspended until the subscription is paid.

## 15 Rights not transferable

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

## 16 Ceasing membership

1. The membership of a person ceases on resignation, expulsion or death, or if the child of the person ceases to be registered with the Association as a player.
2. If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.
3. If any member fails to pay the annual subscription on or before the last day of the month following due date as determined in **rule 11 2**; their membership shall lapse and the Secretary shall remove the name of the member from the register of members. If any former member whose membership has ceased by virtue of this clause makes an adequate and sufficient explanation to the Committee for failing to pay the annual subscription the Committee may re-elect such person upon payment of the annual subscription.
4. A person ceasing to be a member under these rules shall not again be nominated as a member for a period of two months from date of cessation of membership

## 17 Resigning as a member

A Member of The Association who has paid all monies due and payable by a member to the Association may resign from the Association by giving 14 day's notice in writing to the Secretary. On receipt of such notice by the Secretary such person shall immediately cease to be a member of the Association but shall continue to be liable for any subscription and/or other monies due and unpaid to the Association as at the date of cessation of membership.

**Note: Rule 80 3;** sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

## 18 Register of members

1. The Secretary must keep and maintain a register of current members that includes –
  - (a) for each current member:
    - (i) The members name;
    - (ii) the address for notice last given by the member
    - (iii) the date of becoming a member;
    - (iv) if the member is a particular category, a note to that effect;
    - (v) any other information determined by the Committee; and
  - (b) for each former member, the date of ceasing to be a member.
- .2. Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members, upon reasonable request.

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

3. Such register shall be open at any time to the inspection of a licensing inspector, in whose division the licensed premises are situated, any authorized member of the police force, and any supervisor of licensed premises.

## 19 Grounds for taking disciplinary action

The Committee may take disciplinary action against a member if that member is in the opinion of the Committee, guilty of wilfully infringing any of the rules or by-laws of the association, or of conduct unbecoming or dishonourable conduct, or conduct in any way injurious to the character or interest of the association whether before or after his or her election as a member, and whether in the Club House or elsewhere.

## 20 Disciplinary subcommittee

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

## 21 Notice to member

1. Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (a) stating that the Association proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
  - (d) advising the member that he or she may do one or all of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting;
    - (iii) have a representative address the disciplinary subcommittee on their behalf; and
2. setting out the member's appeal rights under **rule 23**;

## 22 Decision of subcommittee

1. At the disciplinary meeting, the disciplinary subcommittee must—
  - (a) give the member (or the member's representative) an opportunity to be heard; and
  - (b) consider any written statement submitted by the member;
2. After complying with subrule 1.; the disciplinary subcommittee may—
  - (a) take no further action against the member; or
  - (b) apply one or more of the following penalties
    - (i) reprimand the member; or
    - (ii) suspend the membership rights of the member for a specified period; or
    - (iii) expel the member from the Association; or
      - I. fine a member an amount not exceeding \$1,000.
3. The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## 23 Appeal rights

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

- (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel or fine the person should be upheld or revoked.
5. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## 24 Conduct of disciplinary appeal meeting

1. At a disciplinary appeal meeting
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Committee must state the grounds for suspending or expelling or fining the member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled or who has been fined must be given an opportunity to be heard or if they wish to have a representative address the meeting on their behalf.
2. After complying **with subrule 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 or fine the person should be upheld or revoked.
3. A member may not vote by proxy at the meeting.
4. A member of the disciplinary subcommittee must not vote at the meeting.
5. The member lodging the appeal must not vote at the meeting.
6. The decision is upheld if not less than one-half of the members voting at the meeting vote in favour of the decision.

## Division 3—Grievance procedure

### 25 Application

1. The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member;
  - (b) a member and the Committee;
  - (c) a member and the Association.
2. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

### 26 Parties must attempt to resolve the dispute

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

## 27 Appointment of a mediator

1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by **rule 26**; the parties must within 10 days—
  - (a) notify the Committee 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 Committee; or
    - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
  
3. A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

## 28 Mediation process

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

## 29 Failure to resolve dispute by mediation

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

## PART 4—GENERAL MEETINGS OF THE ASSOCIATION

### 30 Annual general meetings

1. The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
2. Despite subrule 1.; the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
3. The Committee may determine the date, time and place of the annual general meeting.
4. 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 Committee on the activities of the Association during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act; and
    - (iii) the annual report of each division
  - (c) to elect the members of the Committee;
  - (d) to confirm or vary the amount (if any) of the annual subscription and joining fee
5. The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules, at least 7 days before the date of issue of the notice of the meeting.

### 31 Special general meeting

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

**Note:** General business may be considered at the meeting if it is included as an item for consideration in the notice under **rule 33**; and the majority of members at the meeting agree.

### 32 Special general meeting held at request of members

1. The committee must convene a special general meeting if a request to do so is made in accordance with **subrule 2.**; by at least 10% of the total number of members.
2. A request for a special general meeting must—
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions



- (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- 3. If the Committee 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 **subrule 3;**—
  - (a) must be held within 2 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- 5. The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under **subrule 3;**

### 33 Notice of general meetings

- 1. The Secretary (or, in the case of a special general meeting convened under **rule 32 3**); the members convening the meeting) must give to each member of the Association—
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- 2. Notice to members forwarded under **rule 33 1;** may be sent by any of the following;
  - (a) prepaid post to the address appearing in the register of members; or
  - (b) electronic notice to e-mail address; or
  - (c) Notice posted in a prominent place in the premises of the Association; or
  - (d) Posted on the website of the Association.
- 3. The notice must—
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution;
- 4. This rule does not apply to a disciplinary appeal meeting.  
*Note **Rule 234;** sets out the requirements for notice of a disciplinary appeal meeting.*

### 34 Proxies

Each member entitled to vote at the meeting shall be entitled to appoint another member who is entitled to vote as their proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which proxy is appointed.

## 35 Use of technology

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

## 36 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 of at least 20 members entitled to vote.
3. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - (a) in the case of a meeting convened by, or at the request of, members under **rule 32;**— the meeting must be dissolved;
  - (b) **Note** - If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under **rule 32.;**
  - (c) in any other case—
    - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
4. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under **subrule 3.(b);** the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

## 37 Adjournment of general meeting

1. The Chairperson of a general meeting at which a quorum is present may, with the consent of majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
2. Without limiting **subrule 1.;** a meeting may be adjourned—

- (a) if there is insufficient time to deal with the business at hand; or
- (b) to give the members more time to consider an item of business.

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

3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
4. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with **rule 33**;

## 38 Voting at general meeting

1. On any question arising at a general meeting—
  - (a) subject to **subrule 3.**; each member who is entitled to vote has one vote; and
  - (b) members may only vote personally, no proxy allowed; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
2. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
3. If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
4. This rule does not apply to a vote at a disciplinary appeal meeting conducted under **rule 24**;

## 39 Special resolutions

A special resolution is passed if not less than two-thirds of the members voting in person at a general meeting vote in favour of the resolution.

**Note:** In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

## 40 Determining whether resolution carried

1. Subject to **sub rule 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—
- I. 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 five 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.

## 41 Minutes of general meeting

- 1 The Committee must ensure that minutes are taken and kept of each general meeting.
2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
3. In addition, the minutes of each annual general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (b) the financial statements submitted to the members in accordance with **rule 304.(b)(ii)**; and
  - (c) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## PART 5—COMMITTEE

### Division 1—Powers of Committee

## 42 Role and powers

1. The affairs of the Association shall be managed by a Committee of management.
2. The Committee of Management;
  - (a) shall control and manage the business affairs of the Association; and
  - (b) may, subject to these rules, the act and the regulations, exercise all such powers and functions as may be exercised by the Association other than

those powers that are required by the rules to be exercised by general meetings of the members of the Association; and

- (c) The Committee may appoint sub-committees as it may deem expedient, but the powers of any sub-committee shall be limited to enquiring into and reporting upon the question or questions or class or kind of questions, as the case may be, in respect to the terms of reference provided to it.
- (d) The Committee may appoint and remove staff.

## 43 Delegation

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

## Division 2—Composition of Committee of Management and Duties of Members

### 44 Composition of committee

1. The Committee of management shall comprise;
  - (a) four elected officers, President, Vice President, Secretary and Treasurer who must all be Members of The Association and who shall be elected under **rule (52); sub rules (1,2 and 3)**; and
  - (b) three appointed officers, one representing each of the three 3. member clubs as defined in **rule 4 7.**; shall be appointed in terms of **rule 52; sub rules (4, 5, 6)**.
2. The committee of each member club shall comprise its President, Vice President, Secretary, Treasurer and general committee members who shall be elected under **rule (52); sub rules (1,2 and 3)**.

### 45 General duties

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

(b) (b) for a proper purpose.

5. Committee members and former committee members must not make improper use of—
  - (a) their position; or
  - (b) information acquired by virtue of holding their position—  
so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

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

6. In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

## 46 President and Vice President

1. Subject to **subrule 2.**; the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
2. If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - (a) in the case of a general meeting—a member elected by the other members present; or
  - (b) in the case of a committee meeting—a committee member elected by the other committee members present.
3. The President of the Association shall have the right to attend and vote at all sub-committee meetings.

## 47 Secretary

1. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
2. The Secretary must—
  - (a) maintain the register of members in accordance with **rule 18**; and
  - (b) keep custody of the common seal of the Association and, except for the financial records referred to in **rule 70 3.**; all books, documents and securities of the Association in accordance with **rules 81 and 82**; 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 of the Association shall have the right to attend and vote at all sub-committee meetings.
4. The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

## 48 Treasurer

1. The Treasurer must—
  - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (b) ensure that apart from petty cash referred to in **rule 69 6.**; all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
  - (d) ensure cheques are signed accordance with **rule 69 4.**;
  - (e) maintain and control a petty cash balance to a level authorised by the Committee.
  
2. The Treasurer must—
  - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
  - (c) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

## Division 3—Election of Committee of Management members and tenure of office

### 49 Who is eligible to be a committee member

1. Subject to **Rule 44**; a member is eligible to be elected or appointed as a committee member if the member—
  - (a) is 18 years or over; and
  - (b) is entitled to vote at a general meeting.

### 50 Positions to be declared vacant

1. This rule applies to—
  - (a) the first annual general meeting of the Association after its incorporation; or
  - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
2. The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 51 to 54.

## 51 Nominations

- 1 Nomination of candidates for election as members of The Committee of Management of the Association under **rule 44 1. (a)**; shall be submitted by written application to The Secretary of The Association fourteen (14) days before the date of the annual general meeting and such nominations shall be signed by the candidate, the nominator and a seconder;
- 2 Nomination by each member club under rule 44 1.(b); shall be submitted to The Secretary of The Association fourteen (14) days before the date of the annual general meeting, The nomination must include the name of its nominee for appointment as an Officer of The Association. The form of nomination shall be signed by The Secretary of The nominating member club and the nominee.

## 52 Election of Officers of the Association

1. If the number of nominations received for the 3. elected officers rule **44 1.(a)**; is less than or equal to the number to be elected, then the Chairman of the meeting shall declare each of the nominees to be elected.
2. If the number of nominations received for the 3. elected officers rule **44 1.(a)**; exceeds the number to be elected, a ballot must be held in accordance with **rule 54.**
3. If there are insufficient nominations received to fill all committee vacancies for the 3. elected officers rule **44 1.(a)**; the Chairman of the meeting may call for nomination from the floor. If required a ballot will be conducted in terms of **rule 54.**
4. The 3. nominees for positions as appointed officers nominated under **rule 44 1. (b)**; shall be appointed by resolution and vote by members in accordance with the rules of The Association.
5. If a nominee for position as appointed officer under **rule 44 1. (b)**; is not approved under **sub rule 52 4.**; or if a nomination is not received from one or more of the member clubs **rule 44 (1 (b))**; the vacant position/s shall be filled in accordance with **sub rule 3..**
6. If there are insufficient nominations received to fill all committee positions under **rule 44 1. (a)**; and **rule 44 1.(b)**; the positions will be deemed casual vacancies under **rule 57.**

## 53 Election of ordinary members

1. The Committee at its discretion, may propose a resolution to the annual general meeting for additional ordinary members to be elected to the Committee for the next year.
2. In the event that a resolution under rule **53 1.**; is approved, a single election may be held to fill all of those positions.
3. If the number of members nominated for the position of ordinary committee 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.



4. If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with **rule 54**;

## 54 Ballot

1. If a ballot is required for the election 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. Before the ballot is taken, each candidate may make a short speech in support of his or her election.
4. The election must be by secret ballot.
5. The returning officer must give a blank piece of paper to each member present in person.
6. If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
7. If the ballot is for more than one position—
  - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) the voter must not write the names of more candidates than the number to be elected.
8. Ballot papers that do not comply with **subrule 7.(b)**; are not to be counted.
9. Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
10. 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.
11. If the returning officer is unable to declare the result of an election under subrule 10.; 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 **subrules 4. to 10.**; to decide which of those candidates 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.

## 55 Term of Office

1. Subject to **subrule 3.**; and **rule 56**; a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
2. A committee member may be re-elected.
3. A general meeting of the Association may—
  - (a) by special resolution remove a committee member from office; and
  - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
4. A member who is the subject of a proposed special resolution under subrule 3(a); may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association
5. The Secretary or the President may give a copy of the representations to each member of the Association 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.

## 56 Vacation of Office

1. A committee member may resign from the Committee by written notice addressed to the Committee.
2. For the purposes of these rules a person ceases to be a committee member if he or she—
  - (a) ceases to be a member of the Association; or
  - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under **rule 67**; or
  - (c) dies; or
  - (d) becomes bankrupt or makes any arrangements or compensation with his creditors generally; or
  - (e) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Association; or
  - (f) has brought the Association into disrepute; or
  - (g) is removed by Special Resolution; or
  - (h) otherwise ceases to be a committee member by operation of section 78 of the Act.

**Note:-** *A Committee member may not hold the office of secretary if they do not reside in Australia.*

## 57 Filling casual vacancies

1. The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
  - (a) has become vacant under **rule 56**; or
  - (b) was not filled by election at the last annual general meeting.

2. If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
3. **Rule 55**; applies to any committee member appointed by the Committee under **subrule 1.**; or **2.**
4. The Committee may continue to act despite any vacancy in its membership.
5. Any casual vacancy may only be filled for the remainder of the Officer of The Associations term under this Constitution.

## Division 4—Meetings of Committee

### 58 Meetings of Committee

1. The Committee must meet at least 4 times in each year at such place and such times as the Committee may determine.
2. The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
3. Special meetings of the Committee may be convened by the President or by any 3 members of the Committee.

### 59 Notice of meetings

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

### 60 Urgent meetings

1. In cases of urgency, a meeting can be held without notice being given in accordance with **rule 59** provided that as much notice as practicable is given to each committee member by the quickest means practicable.
2. Any resolution made at the meeting must be passed by an absolute majority of the Committee present in person or as allowed under **rule 62**;
3. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

## 61 Procedure and order of business

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

## 62 Use of technology

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

## 63 Quorum

1. No business may be conducted at a Committee meeting unless a quorum is present.
2. The quorum for a committee meeting is the presence in person or as allowed under **rule 62**; of any 3 committee members holding office.
3. If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
  - (a) in the case of a special meeting—the meeting lapses;
  - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59;

## 64 Voting

1. On any question arising at a committee meeting, each committee member present at the meeting has one vote, which shall be determined by a show of hands or, if demanded by a Committee member, by a poll taken in such manner as the person presiding at the meeting may determine.
2. A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
3. **Subrule (2).**; does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
4. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
5. Voting by proxy is not permitted.

## 65 Conflict of Interest

1. A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
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 813. of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.*
3. This rule does not apply to a material personal interest—
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

## 66 Minutes of meeting

1. The Committee must ensure that minutes are taken and kept of each committee meeting.
2. The minutes must record the following:-
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under **rule 65**;

## 67 Leave of absence

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

## PART 6—FINANCIAL MATTERS

### Source of funds

1. The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.
2. The Committee shall negotiate with the Member Clubs **rule 4 7.**; concerning any contributions that they may need to make with respect to the lease of the Club House,

the maintenance and upkeep of the premises, the provision of utilities and services and any other items of expenditure that the Committee may deem to be appropriate.

## 70 Financial records

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

## 71 Financial statements

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

## 75 Hire of Rooms

1. A member or members may, with the express approval of the Committee, arrange a function or occasion to be held in a designated area of the Club House.
2. The Committee may approve an application for a particular function or occasion, or a series of functions or occasions, including the supply of liquor to non-members of the Association, subject to compliance with the terms and conditions of the Associations liquor licence.

## PART 8—LIQUOR LICENCE

### 76 Liquor Licence

1. While and so long as the Association is licensed under the Liquor Control Act, the Secretary of the Association shall within one month from the making of any

- amendment or alteration of the rules of the Association, forward to the Liquor Control Commission a certified copy of every such amendment or alteration as may be required by the Liquor Control Commission.
2. Notwithstanding anything hereinbefore contained, the Committee may upon the advice of the associations legal advisers, make such amendments to the Rules as may be considered necessary by such legal advisers, to make the said rules conform with the provisions of the Liquor Control Reform Act 1998, and the policy of the Liquor Control Commission, and upon receiving such advice, that any amendment or amendments is or are desirable or necessary for the purpose of obtaining or facilitating the obtaining of a licence by the Association, the Committee may by resolution resolve that the rules shall thereupon be amended in accordance with such advice.
  3. The Association shall control use of the Club House as defined in the Lease entered into with The Kingston Council and as prescribed in the Liquor Licence.

## **PART 9—GENERAL MATTERS**

### **77 Common Seal**

1. The name of the Association must appear in legible characters on the common seal
2. The Common Seal of the Association shall be kept in the custody of the Secretary or if appointed, The Secretary Manager.
3. The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signature of any two of the President, Treasurer or Secretary.

### **78 Regulations and By Laws**

1. All Regulations and By Laws are binding on the Association and all Members.
2. Amendments, alterations, interpretations or other changes to Regulations and By Laws shall be advised to Members by means of bulletins approved by the Committee and prepared and issued by the Association. The Association shall take reasonable steps to distribute information in the bulletins to Members. The matters in the bulletins are binding on all Members.

### **79 Registered address**

1. The registered address of the Association is—
  - (a) the address determined from time to time by resolution of the Committee; or
  - (b) if the Committee has not determined an address to be the registered address—  
the postal address of the Secretary, P O Box 42, Chelsea, Vic, 3196.

### **80 Notice requirements**

1. Any notice required to be given to a member or a committee member under these Rules may be given—

- (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by email or facsimile transmission.
2. **Subrule 1.;** does not apply to notice given under **rule 60;**
  3. Any notice required to be given to the Association or the Committee may be given—
    - (a) by handing the notice to a member of the Committee; or
    - (b) by sending the notice by post to the registered address; or
    - (c) by leaving the notice at the registered address; or
    - (d) by email to the email address of the Association or the Secretary.

## 81 Records and Accounts

1. The Association shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings. It shall produce these as appropriate at each committee or general meeting
2. Proper accounting and other records shall be kept in accordance with the Act.
3. The Committee shall submit the Associations statements of account to the Members at the annual general meeting in accordance with this Constitution and the Act.
4. The statements of account, when approved or adopted by an annual general meeting, shall be conclusive except when errors have been discovered within three months after such approval or adoption.

## 82 Custody and inspection of books and records

1. Except as otherwise provided in these Rules, all books, documents and securities of the Association shall be kept in the custody of and under the control of the Secretary and or Treasurer
2. Members may in writing, request inspect free of charge—
  - (a) the register of members
  - (b) the minutes of general meetings; (Members are not allowed access to minutes of Committee meetings
  - (c) subject to **subrule 3.;** the financial records, books, securities and any other relevant document of the Association

**Note;** See note following **rule 18;** for details of access to the register of members.
3. The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
4. The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
5. Subject to **subrule 3.;** a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record



6. For purposes of this rule—  
relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—
  - (a) its membership records;
  - (b) its financial statements;
  - (c) its financial records;
  - (d) records and documents relating to transactions, dealings, business or property of the Association.

## 83 Alteration of Rules

1. These rules or purpose of the Association must not be altered except in accordance with The Act and require the approval of a majority of at least seventy-five per cent of the members of the Association present at an annual general meeting or a special general meeting, of which 21 days' notice has been given to all members by the Secretary.
2. No amendment to these rules, nor any new rules which may from time to time be made, shall be valid if in anyway there is conflict with, or non-conformity with the requirements of the Liquor Control Act from time to time in force, or the Victorian Commission for Gambling Regulation or any authority which has or may acquire jurisdiction over lawful gambling devices and activities

## 84 Remuneration Honorarium or Commissions

1. These rules preclude any person receiving remuneration, honorarium, commissions, or other payments providing them with greater profit, benefit or advantage from the Association, than that received by every member hereof, other than payments (such as honorariums) approved by the members at a general meeting, for work done by the Secretary, Treasurer or other officers of the Association, or salary or wages paid to employees.
2. These rules preclude any payment or part payment to any Secretary, Manager of other official or servant of the Association by way of commission or allowance from the receipts of the Association for liquor supplied.

## 85 Auditor

Where required **rule 71 3.**; Auditors shall be appointed by the Committee. They shall audit or review the annual statements and balance sheets, sign same if correct, and submit any report or suggestion to the Committee concerning the welfare of the Association. The Committee shall have power to terminate any such appointment at any time.

## 86 Secretary Manager

1. If deemed appropriate a Secretary and/or Manager, or similar role, may be appointed by the Committee at remuneration to be fixed by the Committee.
2. The Secretary and/or Manager shall record in the minute book of the Association, minutes of all resolutions and proceedings of all Annual, General, Special General, Committee and Sub-Committee meetings. He or she shall keep correct accounts and books showing the financial affairs of the Association, and the particulars usually shown in the books of account of a like nature. He or she shall submit annually to the Committee, the balance sheet of the Association certified as being correct by the auditors.
3. The Secretary and/or Manager shall in the performance of his or her duties, obey all lawful and proper directions of the Committee, and the Committee shall have the power to suspend or dismiss him or her from their office, and to fill any vacancy occurring from any cause in the office of Secretary and/or Manager.

## 87 Suggestions and Complaints

All suggestions or complaints by members shall be in writing addressed to the Secretary who shall place the same before the Committee at the next meeting.

## 88 Winding up of The Association

1. In the event of a winding up of The Association (**see Rule 1**); the net assets of The Association will be distributed to:
  - (a) a fund with objectives similar to The Association or
  - (b) a fund which is appointed exclusively for a purpose referred to in paragraph (a) of the definition of "Community Purpose" in the "Gaming No 2 Act, 1997" or
  - (c) a community or charitable organization.

**ADOPTED pursuant to a Resolution of Members at a Special General Meeting**

**held on                      day of                      2015.**

**DATED at Bonbeach this                      day of                      2015**

.....

**President**

.....

**Secretary**