

REVISED NOVEMBER 2016

RULES OF THE DROUIN GOLF AND COUNTRY CLUB INCORPORATED

Registration Number A0007955E

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PART 1—PRELIMINARY

1 Name

The name of the Incorporated Association is the Drouin Golf & Country Club Incorporated, Registration Number A0007955E (in these Rules called "The Club") known as The Drouin Country Club.

An up-to-date copy of these rules shall be displayed on the club website at all times.

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 purposes of The Club are:

- (a) To provide members, guests, visitors and the wider community with a healthy social golfing and recreational lifestyle to the benefit of all.
- (b) To provide members, guests, visitors and the wider community with a function facility and meals to be determined by the Board of Directors.
- (c) To provide a golf course, greens and club house and all things incidental to the game of golf.

3 Financial year

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

4 Definitions

In these Rules—

The following definitions apply in this Constitution unless the context otherwise requires.

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

board means the Board of Directors having management of the business of The Club;

board meeting means a meeting of the Board held in accordance with these Rules;

business days will be Monday to Friday excluding public holidays amended from time to time.

by-Laws mean the by-laws of The Club made in accordance with this Constitution, as amended from time to time;

Chairperson, of a general meeting or Board meeting, means the person chairing the meeting as required under rule 46;

Director means a person appointed or elected to the office of Director of The Club in accordance with this Constitution under Part 5; Division 3;

disciplinary appeal meeting means a meeting of the members of The Club convened under rule 23(3);

disciplinary meeting means a meeting of the Board convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 20;

Executive member of the Board means a member of the Executive of the Board of Directors of The Club under rule 44;

financial member means a Member who has paid all fees and other amounts due to be paid to the Club;

financial year means the 12-month period specified in rule 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;

Honorary Life Member means a person admitted to Honorary Life Membership of The Club;

member means a member of The Club;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

member present means, in connection with a meeting, a Financial Member present at the venue or venues for the meeting in person, or by proxy, or by attorney;

month means a calendar month;

Ordinary Member of the Board means a member of the Board of Directors who is not an Executive Member of the Board of Directors of the Club under Rule 44.

register means the register of members maintained by The Club in accordance with the Act;

resolution means a resolution other than a special resolution;

Secretary of the Board means the Secretary of the Board of Directors.

Secretary of the Club means the person previously referred to as the “Public Officer” and as specified in Rule 70.

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

subscription means the sum payable annually by a Member, as determined by the Board of Directors from time to time;

subscription year means the year commencing on 1 October and ending on 30 September the following year.

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

the Registrar means the Registrar of Incorporated Associations.

Regulations means regulations under the Act.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, The Club has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub-rule (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 deemed applicable;

- (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) Sub-rule (1) does not prevent The Club from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

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

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The 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 for membership.

9 Application for membership

- (1) To apply to become a member of The Club, a person must submit a written application to The Club stating that the person—
 - (a) wishes to become a member of The Club; and
 - (b) supports the purposes of The Club; and
 - (c) agrees to comply with these Rules.
- (2) The application—
 - (a) must be signed by the applicant; and a seconder; and
 - (b) may be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by The Club under rule 12(2).

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.

- (2) All Directors must be provided with notice of an application for membership, prior to the Board determining that application for membership.
- (3) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (4) If the Board rejects the application, it must return any money accompanying the application to the applicant.
- (5) No reason need be given for the rejection of an application.

11 New membership

- (1) If an application for membership is approved by the Board—
 - (a) the resolution to accept the membership must be recorded in the minutes of the Board meeting; and
 - (b) the Secretary of the Club must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of The Club and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) the Board approves the person's membership; or
 - (b) the person pays the membership fee and joining fee if applicable.

12 Annual subscription and fee on joining

- (1) At each annual general meeting, The Board must advise—
 - (a) the amount of the annual subscription for each membership category (if any) for the forthcoming or current subscription year; and
 - (b) the date for payment of the annual subscription.
- (2) 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.
- (3) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.
- (4) Annual subscriptions are non-refundable.

13 General rights of members

- (1) A member of The Club who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; 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 rule 78; and
 - (f) to inspect the register of members.

- (2) A member is entitled to vote if—
 - (a) the member is a member other than an Honorary, Temporary or Social member or a member under 18 years of age; and
 - (b) more than 10 business days 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.
- (3) A member is not entitled to vote at a General Meeting unless all moneys due and payable by the member to the Club have been paid.

14 Categories of Members

- (1) The Categories of Members of the Club shall be those set out by the Board and revised from time to time
- (2) **Honorary Life Members**
 - (a) The Board may from time to time recommend to the Annual General Meeting that any person who has met The Club criteria set out in the Life Member policy by exceptional service to The Club, or its predecessor bodies be appointed as an Honorary Life Member.
 - (b) An Honorary Life Member shall be entitled to attend and speak at General Meetings of The Club and be entitled to vote.

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.
- (2) If a person ceases to be a member of The Club, the Secretary of The Club must, as soon as practicable, enter the date the person ceased to be a member in the register of members.
- (3) (a) If a Member's Subscription remains unpaid after it becomes due, the Board may direct the Club Secretary to give notice to the Member.
- (b) If the Subscription remains unpaid on the expiration of a period determined by the Board after the date of the notice, the Board may suspend or expel the Member from membership of The Club and, if applicable, remove the Member's name from the Register.
- (c) A Member is not entitled to exercise any rights of membership unless that Member is a Financial Member, or Life Member and a Member whose membership of The Club has been suspended is not entitled to exercise any rights of membership until that suspension has ended.

. 17 Resigning as a member

- (1) A member may resign by notice in writing given to The Club.

Note

Rule 77(3) sets out how notice may be given to The Club. It includes by post or by handing the notice to a member of the Board.

- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription is more than 3 months in arrears; or
 - (b) where no annual subscription is payable—

- (i) the Secretary of The Club has made a written request to the member to confirm that he or she wishes to remain a member; and
- (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

18 Register of members

- (1) The Secretary of The Club 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 has the right to vote, a note to that effect;
 - (v) any other information determined by the Board; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may apply in writing to The Board, at a reasonable time and free of charge, to inspect the register of names of members but is subject to the Access to Records Policy as set down by The Board from time to time.
- (3) Other personal information contained in the register will not be made available unless permission is granted by that member on the list whose information is requested. If a member wishes to send out information to a/the member(s) it will be subject to the Access to Records Policy as set down by The Board from time to time.
- (4) Every Member is required to communicate any change of their address to the Club in writing and any such change of address shall be entered in the Register. The latest address in the Register is deemed to be the Member's registered address

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.

Division 2—Disciplinary action

19 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.

20 Disciplinary subcommittee

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board 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 a Director, member of The Club 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 of the Board 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 subcommittee 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 subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with sub-rule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to sub-rule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from The Club.
- (3) The disciplinary subcommittee may not fine the member.
- (4) 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 Club under rule 22 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 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 sub-rule (2), a disciplinary appeal meeting must be convened by the Board 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.

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 Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with sub-rule (1), the 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 three quarters 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 Board;
 - (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.

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 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 Board 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; or
 - (ii) if the dispute is between a member and the Board or The Club—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board 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.

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 CLUB

30 Annual general meetings

- (1) The Board 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 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 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 in accordance with Part 7 of the Act;
 - (c) to confirm the amounts of the annual subscription and joining fee (if any).

- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31 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 may convene a special general meeting whenever it deems.
- (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 Board must convene a special general meeting if a request to do so is made in accordance with sub-rule (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 to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary of the Club.
- (3) If the Board does not convene a special general meeting within one month after the date on which the request is received, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub-rule (3)—
 - (a) must be held within 3 months after the date on which the original request was received by the Secretary; 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 sub-rule (3).

33 Notice of general meetings

- (1) The Secretary of The Club (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 Club with voting rights —
 - (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) 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; and
 - (d) comply with rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 33 must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be received by the Secretary of the Club before the commencement of the meeting.

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 sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

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 (physically, by proxy or as allowed under rule 35) of 5% members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 32— the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this 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.

(b) in any other case—

- (i) the meeting must be adjourned to a date not less than 7 days and not more than 21 days after the adjournment; and
- (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

(4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule (3)(b), the members present at the meeting (if not fewer than 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 a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

(2) Without limiting sub-rule (1), a meeting may be adjourned—

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

Example

The members may wish to have more time to examine the financial statements submitted by the Board 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 sub-rule (3), each member who is entitled to vote has one vote; and
- (b) members may vote personally or by proxy; and
- (c) except in the case of a special resolution, the question must be decided on a majority of votes.

(2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

(3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

(4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

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

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

40 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.

41 Minutes of general meeting

- (1) The Board 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) proxy forms given to the Secretary of the Club for the meeting under rule 34(6); and
 - (c) the financial statements submitted to the members in accordance with rule 30(3)(b)(ii); and
 - (d) the certificate signed by two Board Directors certifying that the financial statements give a true and fair view of the financial position and performance of The Club; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—BOARD OF DIRECTORS

Division 1—Powers of Board of Directors

42 Role and powers

- (1) The business of The Club must be managed by or under the direction of the Board of Directors.

- (2) The Board 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 may—
 - (a) appoint and remove staff;
 - (b) establish committees and subcommittees consisting of members and/or non-members with terms of reference it considers appropriate.

43 Delegation

- (1) The Board may delegate to a member of the Board, a committee, subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Board 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 considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of the Board and duties of Board of Directors

44 Composition of Board of Directors

The Board consists of—

- (a) a Chairperson; and
- (b) a Vice-Chairperson; and
- (c) a Secretary of the Board; and
- (d) a Treasurer; and
- (e) three Ordinary Directors; and
- (f) it is preferable that two of the board members be members of the club

45 General Duties

- (1) As soon as practicable after being elected or appointed to the Board, each Board Director must become familiar with these Rules, the Act, the Board Handbook and Code of Conduct.
- (2) The Board is collectively responsible for ensuring that The Club complies with the Act and that individual members of the Board comply with these Rules.
- (3) Board Directors must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board Directors 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 Directors and former Board Directors/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 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 association.

- (6) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.
- (7) The management and control of the business and affairs of the Club shall be vested in the Board. The Board may exercise all powers of the Company which are not, by the Act or this Constitution, required to be exercised by the Club in general meeting.
- (8) A Board member may not be an employee of The Club
- (9) the role of the Board is to steer The Club:
This includes:
 - (a) a Strategic role – setting the overall operational direction of The Club, and
 - (b) a Stewardship role – ensuring The Club’s activities reflect the values and purposes as outlined, maintain good governance, employment principles and ensure The Club has arrangements in place to meet its statutory obligations; and
 - (c) Board members do not participate in day-to-day management; that is the role of the Club Manager.

46 Roles and Responsibilities

(1) Strategy

- (a) set the overall strategy for The Club to meet its objectives and performance targets
- (b) ensure the preparation of and approve strategic plans, annual reports, key procedures and policies.
- (c) approve decisions related to strategic initiatives
- (d) help develop and approve the annual budget

(2) Governance

- (a) appoint the Club Manager (or their equivalent should the organizational structure change)
- (b) establish performance measures for the Club Manager
- (c) establish and monitor governance arrangements for The Club
- (d) establish and review relevant policies regularly, e.g. Board of Directors Orientation, conflict of interest, etc.
- (e) apply the Board of Directors Code of Conduct
- (f) monitor and evaluate the performance of the Board, The Club and the Club Manager (or equivalent)

(3) Risk Management

- (a) integrate risk management into The Club’s strategic planning process
- (b) monitor and review the effectiveness of internal financial and operational risk management, compliance and reporting systems

47 Chairperson and Vice-Chairperson

- (1) Subject to sub-rule (2), the Chairperson or, in the Chairperson's absence, the Vice-Chairperson is the Chairperson for any general meetings and for any Board 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) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a Board meeting—a Board Director elected by the other Board Directors present.
- (3) Subject to sub-rule (2), the Chairperson or, in the Chairperson's absence, the Vice-Chairperson is the Chairperson for any general meetings and for any Board meetings.
- (4) refer to the job descriptions set out in the Board Handbook

48 Secretary of the Board

The role of Secretary of the Board is to support the Chairperson to ensure the smooth functioning of the Board of Management.

The Secretary of the Board must—

- (1) ensure meetings are effectively minuted and organized
- (2) maintain effective records and administration
- (3) be responsible for communication and correspondence
- (4) refer to the job description contained in the Board Handbook

49 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 or by a general meeting of The Club from The Club's funds; and
 - (d) ensure cheques are signed by at least 2 Board members.
- (2) The Treasurer must—
 - (a) ensure that the financial records of The Club are kept in accordance with the Act; and
 - (b) co-ordinate the preparation of the financial statements of The Club and their certification by the Board prior to their submission to the annual general meeting of The Club.
- (3) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of The Club.
- (4) The Treasurer may delegate the day to day financial requirements of the running of the Club with The Board's approval.
- (5) Refer to the job description contained in the Board Handbook

Division 3—Election of Board of Directors and tenure of office

50 Who is eligible to be a Board Director

- (1) A member is eligible to be elected or appointed as a Board member if the member—
 - (a) is 18 years or over; and

(b) is entitled to vote at a general meeting.

(2) A non-member is eligible to be elected or appointed as a Board member

51 Terms of Office

(1) The term of office will be for two years

(2) Each year, at least 2 positions will become vacant in order to stagger the positions vacant so continuity is maintained.

52 Board Positions

(1) Any or all Board positions as they become vacant, through the expiration of their term, shall be elected by members of The Club at the Annual General Meeting.

(2) Candidates will nominate which position they wish to fulfil with their nomination.

53 Positions to be declared vacant

(1) The Chairperson must declare which positions will become vacant.

54 Nominations

(1) The Secretary of The Club must call for nominations to fill each vacant Board position prior to the Annual General Meeting.

(2) Nominations must be—

(a) made in writing, seconded by a member of the Club or a member of the current Board of Directors and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination).

(b) delivered to the Secretary of the The Club not less than 14 days before the date fixed for holding the Annual General Meeting.

(c) be displayed on the club notice board by the Secretary of The Club and remain there until the close of voting.

(3) An eligible member of The Club may—

(a) nominate himself or herself; or

(b) with the member's consent, be nominated by another member.

(4) An eligible non-member of The Club may—

(a) with the non-member's consent, be nominated by a member of the Board of Directors.

(5) A candidate may only be nominated for one office, or as an ordinary member of the Board, prior to the Annual General Meeting.

55 Election of Board of Directors

(1) Separate elections must be held for each of the following positions as they become vacant, as per Rule 52.

(a) Chairperson;

(b) Vice-Chairperson;

(c) Secretary;

(d) Treasurer;

(e) 3 Ordinary Board Members

- (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 rule 59.
- (4) On his or her election, the new Chairperson may take over as Chairperson of the meeting.

56 Ballot

- (1) If a ballot is required to elect a position on the Board, the Secretary of the Club shall prepare ballot papers listing alphabetically the names of candidates and their nominated positions. This may include a short paragraph in support of their position. This must be sent to Club members at least seven business days prior to the election at the Annual General Meeting.
- (2) The election must be by secret ballot.
- (3) The member voting shall
 - (a) tick the box beside the name of the candidate for whom they wish to vote;
 - (b) place the ballot paper inside the return envelope marked 'Voting Paper', seal the envelope and print their name and sign where indicated; and
 - (c) return the envelope to the Secretary of the Club by 3:00 pm on the day of the Annual General Meeting.
- (4) Ballot papers that do not comply with rule (3) are not to be counted.
- (5) Each ballot paper on which the name of a candidate has been ticked counts as one vote for that candidate.
- (6) The Board of Directors must appoint a member to act as returning officer to conduct the ballot.
- (7) The returning officer must not be a member nominated for a position.
- (8) 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.
- (9) If the returning officer is unable to declare the result of an election under sub-rule (8) because 2 or more candidates received the same number of votes, the returning officer must decide by lot which of them is to be elected.

57 Term of office –

- (1) Subject to sub-rule (4) and rule 61, a Board member may hold office for two years or until those positions of the Board are declared vacant at the next annual general meeting.
Annually 3 or 4 Board positions will become vacant and the other ordinary Board Directors will continue to serve their second year.
- (2) Chairperson, Vice-Chairperson, Treasurer, Secretary hold office for two years or until the positions of the Board are declared vacant at the next annual general meeting.
- (3) A Board Director may be re-elected.
- (4) A general meeting of The Club may—
 - (a) by special resolution remove a Board **member** from office; and
 - (b) elect another eligible person to fill the vacant position in accordance with this Division.
- (5) A member who is the subject of a proposed special resolution under sub-rule (4)(a) may make representations in writing to the Secretary of The Club or Chairperson of The Club

(not exceeding a reasonable length) and may request that the representations be provided to the members of The Club.

- (6) The Secretary of The Club 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.

58 Vacation of office

- (1) A Board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board Member if he or she—
 - (a) is absent from 3 consecutive Board meetings without the consent of the Chairperson or granted a leave of absence under rule 72; or
 - (b) otherwise ceases to be a Board Director by operation of section 78 of the Act.
 - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (e) dies;
 - (f) is found guilty of an offence punishable by imprisonment

Note

A Board member may not hold the office of secretary if they do not reside in Australia.

59 Removal of a Board Director

- (1) A Board Director will be removed by a majority of the Board of Directors if:
 - (a) the they break the Board of Directors Code of Conduct
 - (b) have engaged in conduct prejudicial to the Club

60 Filling casual vacancies

- (1) The Board may appoint an eligible member to fill a position on the Board that—
 - (a) has become vacant under rule 61; or
 - (b) was not filled by election at the last meeting.
- (2) The person filling that vacancy will serve the remainder of the term of office of the vacancy.
- (3) If the position of Secretary of the Club becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (4) The Board may continue to act despite any vacancy in its membership.

Division 4—Meetings of Board of Directors

61 Meetings of Board of Directors

- (1) The Board must meet at least 12 times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after: -
 - (a) the annual general meeting of The Club at which the members of the Board were first elected.
- (3) Special Board meetings may be convened by the Chairperson or by any 4 members of the Board.

62 Notice of meetings

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

63 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 64 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

64 Procedure and order of business

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

65 Use of technology

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

66 Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under rule 67) of 5 of the Board members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board 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 64.

67 Voting

- (1) On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- (2) A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.

- (3) Sub-rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (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.

68 Conflict of interest

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

69 Minutes of meeting

- (1) The Board must ensure that minutes are taken and kept of each Board 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 70.

70 Leave of absence

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

71 Organisational Structure

- (1) The Board shall appoint Committees to manage defined areas of Club operation
The following will report to the Board:
Board Sub-Committees
Club Manager
Captain of Golf
Committee Chair(s)

Division 5—Captain of Golf and Committees

72 Captain of Golf

- (1) The Captain of Golf will be elected at the Annual General Meeting for a term of 2 years and be responsible to the Board; and, when required, attend Board meetings but does not serve on the Board.
- (2) The Captain of Golf must—
 - a. Ensure all play on the golf course shall be conducted in accordance with the rules of golf as approved from time to time by Golf Victoria.
 - b. Ensure the smooth running of all golf competitions
 - c. Attend monthly meetings of the Match Committee or such committee as determined by The Board
 - d. Ensure that members are advised of local rules
 - e. Liaise with the Club Manager/Club Professional/Course Superintendent/Ladies Captain in the preparation of the course programme.
 - f. Submit a monthly report to the Board of Directors, in writing, at least one-week prior to that meeting.

73 Committees

- (1) The Board will appoint Committees to facilitate the operations of The Club through their knowledge within the designated responsibilities of the committee.
- (2) Committees will be determined by The Board.
- (3) Each Committee will include up to a maximum of 7 people in total. Consideration will be given to the knowledge and skills of the proposed members. Committees may co-opt people with special expertise for projects. Board Directors may attend all / any Committee meetings as ex officio members but will not be eligible to vote at such meetings.
- (4) All Committee positions are declared vacant as of the Annual General Meeting with the exception of the Captain of Golf who has been elected for a two-year term. Nominations for Committees must be done in writing and submitted not less than 14 days of the Annual General Meeting unless otherwise specified by The Board.
- (5) Committee reports are to be submitted to the Board of Directors in writing, by email or in hard copy and a week prior to the Board meeting.

PART 6—SECRETARY OF THE CLUB

74 The Secretary of the Club

- (1) The Secretary of the Club (formerly the Public Officer) will be appointed by the Board. It is not necessary that they be a member of The Club. They shall perform all such duties in relation to The Club as required by these rules and under the Act and other such management duties as required by the Board.

Example

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

- (2) The Secretary of the Club must—

- (a) maintain the register of members in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of The Club and, except for the financial records referred to in rule 77(3), all books, documents and securities of The Club in accordance with rules 79 and 78; 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 of the Club by these Rules.
- (4) The Secretary of the Club must give to the Registrar notice of his or her appointment within 14 days after the appointment.

PART 7—FINANCIAL MATTERS

75 Source of funds

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

76 Management of funds

- (1) The Club must open 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 may approve expenditure on behalf of The Club.
- (3) The Board 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 for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 of the Treasurer, Chairperson, Secretary of the Board, Club Manager.
- (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, 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.

77 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.

78 Financial statements

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of The Club are met.
- (2) Without limiting sub-rule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board;
 - (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.

79 Remuneration

- (1) No Director is entitled to be paid a fee for his or her service as a Director.
- (2) A Director shall be entitled to be paid or reimbursed for all travel and other expenses properly incurred by him or her in connection with the performance of his or her duties or otherwise in connection with the business or affairs of the Club.

PART 8—GENERAL MATTERS

80 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 and the sealing must be witnessed by the signatures of two Board members;
 - (c) the common seal must be kept in the custody of the Secretary of the Club.

81 Registered address

The registered address of The Club is—

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

82 Notice requirements

- (1) Any notice required to be given to a member or a Board 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) Sub-rule (1) does not apply to notice given under rule 64.
- (3) Any notice required to be given to The Club or the Board may be given—

- (a) by handing the notice to a member of the Board; 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 determines that it is appropriate in the circumstances—
 - (i) by email to the email address of The Club or the Secretary of the Club; or
 - (ii) by facsimile transmission to the facsimile number of The Club.

83 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to sub-rule (2), the financial records, books, securities and any other relevant document of The Club, including minutes of Board meetings.

Note

See note following rule 18 for details of access to the register of members.

- (2) The Board 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 must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to sub-rule (2), a member may make a copy of any of the other records of The Club referred to in this rule and The Club may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents mean 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.

84 Indemnity and Insurance

The Board of Directors shall take out insurance policies as are necessary to protect and indemnify the members of the Board of Directors of the Club, members of designated Sub-Committees, other volunteers and staff in carrying out their duties as herein described.

85 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.

86 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. If these Rules (other than rule 1, 2 or 3) are altered, The Club is taken to have adopted its own rules, not the model rules.

These rules shall be the Rules of the Club as from the 8th day of November 2016;

Signed: _____ Date: November 8, 2016

Richard Snare

Chairperson, Board of Directors