

CONSUMER AFFAIRS VICTORIA
Associations Incorporation Reform Act 2012

CONSTITUTION
For
BUNINYONG GOLF CLUB INCORPORATED
(as amended May 2015)

Associations Incorporation Reform Regulations 2012

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Constitution (Rules) of Buninyong Golf Club Incorporated

Note

The persons who from time to time are members of the Club are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Club and its members.

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is Buninyong Golf Club Incorporated.

Note

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

2 Purposes

The objectives of the Club:

- (1) To promote the sporting and social welfare of its members, to provide golfing and other sporting facilities for them and to provide a Club House and other conveniences.
- (2) To supply refreshments for members and to apply to hold and renew from time to time a club licence and any appropriate permits pursuant to the provisions of the Licensing Act of the State of Victoria for the time being for the sale and disposition of liquor or any other goods.
- (3) To purchase, hire, make or provide and maintain and sell and deal in all kinds of merchandise and all kinds of liquor provisions and refreshments and personal property required or used by the Club and the members thereof and all apparatus and equipment which may be required to be used in connection with the links and grounds, Club House and other premises of the Club.
- (4) To borrow or raise money or to secure the repayment of any debt, liability or engagement incurred, undertaken or entered into by the Club by the issue of Bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Club or by way of overdraft or by Mortgage or charge of all or part of the property and assets of the Club.
- (5) To ensure that no person shall receive a greater profit or benefit or advantage from the Club than that received by every member thereof other than remuneration or honorarium approved by the Board for work done by the Secretary, or other officer of the Club or salary and wages paid to both permanent and casual employees.
- (6) To make rules, regulations and by-laws for the proper government of the Club and _
carry out the objects and do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

3 Financial year

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

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4 Definitions

In these Rules—

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

associate member means a member referred to in rule 15(1);

Chairperson, of a general meeting or Board meeting, means the person chairing the meeting as required under rule 49;

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

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

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

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 25(3);

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

disciplinary subcommittee means the subcommittee appointed under rule 22;

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;

member means a member of the Club;

member entitled to vote means a member who under rule 14(2) is entitled to vote at a general meeting;

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

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

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF THE CLUB

5 Powers of The Club

- (1) Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Club may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;

- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (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

Every amateur golfer shall be qualified to be elected a member of the Club.

All classes of membership of the Club are open to persons of either sex.

The members of the Club shall be the following persons:

- (a) Every person who is a member of the Club as at the date hereof.
- (b) Every person who on or after the date hereof is elected as a member of the Club.

9 General Body of Members

The General Body of Members of the Club shall be those as set out hereunder:

- (1) Honorary Life Members
- (2) Ordinary (Full) Members
- (3) 6 Month Members
- (4) 3 Month Members
- (5) Country Members (residing more than 75km away)
- (6) Cadet Members (Under 14 years)

- (7) Junior Members (Aged 14 to 17 years)
- (8) Student Members (Students aged 17 to 25 years)
- (9) Social, non-playing Members
- (10) Veteran Members (Aged over 67 on 1st July and have 10 years continuous full membership)
- (11) Family Members (2 Adult full Members and all their children under 17 years)

Those current members who were granted membership under past categories of membership may continue in those categories until they either cease or change their membership. No new members can be admitted except under the categories 1 to 10 above.

The Board shall have the power to determine the various categories of membership from time to time and to define them as an addendum to this Constitution, once ratified by a General Meeting of the Members and the registrar.

10 Application for membership

- (1) To apply to become a member of the Club, a person must submit a written application to a Board member 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 two Members; and
 - (b) may be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by the Club under rule 13(3).

11 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) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Board rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

12 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 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 14(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 joining fee.

13 Annual subscription and fee on joining

- (1) At each annual general meeting, the Club must determine—
 - (a) the amount recommended by the Board of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (2) The Club may determine that a lower annual subscription is payable by associate members or other Member categories.
- (3) The Board may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Club.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

14 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 this Constitution; 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, sub-committee meetings and other documents of the Club as provided under rule 79; 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 associate member; 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) Supernumerary List

In the event of any Member leaving the district or being desirous of being placed on the supernumerary list, they may, upon his application in writing to the Board, setting out the reason for making such application, and with the consent of the Board, be placed thereon, and during the time the member's name shall be on the said list they shall be exempt from payment of the annual subscription, but shall not be allowed to exercise the privileges of membership, and shall not be replaced on the list of members except with the consent of the Board, and until they shall have paid a portion of the subscription for the current year, calculated from the first day of the month in which they shall apply to

be replaced upon the list of members. The name of every member availing of this indulgence must be entered in the book of Supernumerary Members by the Secretary.

15 Associate members

- (1) Associate members of the Club include—
 - (a) any members under the age of 17 years; and
 - (b) any other category of member as determined by special resolution at a general meeting.
- (2) An associate member must not vote but may have other rights as determined by the Board or by resolution at a general meeting.

16 Rights not transferable

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

17 Ceasing membership

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

18 Resigning as a member

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

Note

Rule 78(3) sets out how notice may be given to the Club. It includes by post or by handing the notice to a Director.

- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

19 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) the ~~member~~ category of membership;
 - (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, at a reasonable time and free of charge, inspect the register of members.

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.

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20 Visitors

Introduction by Member

Any Member may introduce visitors to the privileges of the Club House and Course on payment of such fees and on such conditions and regulations as may be prescribed by the Board.

Signing in of a Visitor

Each visitor's name and address and the name of the Member introducing such visitor shall be entered in his or her hand writing in the Visitors Book and payment of the playing fees prescribed shall be made prior to play.

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

21 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.
- (d) has breached the R&A Rules of Golf or the local rules.

22 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 of at least three persons to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
 - (a) may be Board members, members of the Club or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

23 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Club proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary 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 25.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

24 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 subrule (1), the disciplinary subcommittee may—
- (a) take no further action against the member; or
 - (b) subject to subrule (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.

25 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Club under rule 24 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 subrule (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.

26 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 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 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

27 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.

28 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.

29 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 28, 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.

30 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.

31 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

32 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) Despite subrule (1), the Club may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Board 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 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 elect the members of the Board;
 - (d) to confirm or vary the amounts (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.

33 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 thinks fit.
- (3) No business other than that set out in the notice under rule 35 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 35 and the majority of members at the meeting agree.

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

35 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 34(3), the members convening the meeting) must give to each member of the Club—
 - (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 36 (5).

- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 25(4) sets out the requirements for notice of a disciplinary appeal meeting.

36 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 not 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 35 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 given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Club no later than 24 hours before the commencement of the meeting.

37 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.

38 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 37) of 10% of the 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 34—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 34.

(b) in any other case—

(i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and

(ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

(4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under 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.

39 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 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 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 35.

40 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 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 26.

41 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.

42 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.

43 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 Chairperson of the meeting under rule 36(6); and
 - (c) the financial statements submitted to the members in accordance with rule 32(4)(b)(ii); and
 - (d) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5— BOARD

Division 1—Powers of Board

44 Role and powers

- (1) The business of the Club must be managed by or under the direction of a Board.
- (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 subcommittees consisting of members with terms of reference it considers appropriate.

45 Delegation

- (1) The ~~Committee~~ Board may delegate to a member of the Board, a sub-committee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the 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 Board and duties of members

46 Composition of the Board

The Board consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) ~~no less than four and no more than six Directors~~ ~~ordinary members (if any)~~ elected under rule 56.

47 Eligibility for the Board

The persons comprising the Board shall be Life, Ordinary, Country, ~~Cell~~, Student, Veteran or adult Family members of the Club and shall be elected by the general body of members at an Annual General meeting and shall be elected to hold office for a period of two years.

48 General Duties

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- (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 members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Club; and
 - (b) for a proper purpose.

- (5) Board members and former Board 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.

49 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 Board 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 Board meeting—a Board member elected by the other Board members present.

50 Secretary

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

Example

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

- (2) The Secretary must—
- (a) maintain the register of members in accordance with rule 19; and
 - (b) keep custody of the common seal (if any) of the Club and, except for the financial records referred to in rule 74(3), all books, documents and securities of the Club in accordance with rules 76 and 79; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

51 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 members as authorised by the Board.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Club are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Club and their certification by the Board 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.

Division 3—Election of Board members and tenure of office

52 Who is eligible to be a Director

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.

53 Positions to be declared vacant

- (1) This rule applies to—
 - (a) the first annual general meeting of the Club after its incorporation; or
 - (b) any subsequent annual general meeting of the Club, after the annual report and financial statements of the Club have been received.
- (2) The Chairperson of the meeting must declare the number of positions on the Board that are vacant and hold elections for those positions in accordance with rules 54 to 57.

54 Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Club may—
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

55 Election of President etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer;
 - (e) No less than four and no more than six Directors
- (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 57.

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

56 Election of Directors

- (1) The annual general meeting must by resolution decide the number of Directors of the Board (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary Director 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 57.

57 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—
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- (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.

58 Term of office

- (1) Subject to subrules (3) and rule 59, a Director holds office for two years or until the positions of the Board are declared vacant at the next annual general meeting.
- (2) A Board member may be re-elected.
- (3) A general meeting of the Club may—
 - (a) by special resolution remove a Director from office; and
 - (b) elect an eligible member of the Club 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 Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- (5) The Secretary or the President 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.

59 Vacation of office

- (1) A Director may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Director or sub-committee member if he or she—
 - (a) ceases to be a member of the Club; or
 - (b) fails to attend 3 consecutive meetings (other than special or urgent Board meetings) without leave of absence under rule 70; or
 - (c) otherwise ceases to be a Director or sub-committee member by operation of section 78 of the Act.

~~(d) a(3) A Director or sub-committee member becomes insolvent~~

~~(e) a(4) A Director or sub-committee member is convicted of a criminal offence such as dishonesty/fraud/violence etc.~~

~~(f) a(5) A Director or sub-committee member becomes a represented person under the Guardianship and Administration Act 1986 (i.e. loss of mental capacity).~~

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

60 Filling casual vacancies

- (1) The Board may appoint an eligible member of the Club to fill a position on the Board that—
 - (a) has become vacant under rule 59; or
 - (b) was not filled by election at the last annual general meeting.

- (2) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 58 applies to any Director appointed by the Board under subrule (1) or (2).
- (4) The Board may continue to act despite any vacancy in its membership.

Division 4—Meetings of Board

61 Meetings of Board

- (1) The Board must meet at least 10 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 Directors as soon as practicable after the annual general meeting of the Club at which the Directors were elected.
- (3) Special Board meetings may be convened by the President or by any 4 Directors.
- (4) The President, or whoever is in the chair in their absence, shall have an additional (a-casting vote in
vote) addition to his own at any meeting of the Club or the Board where there are equal
votes for and against
a resolution.
- (5) Sub-Committees shall be appointed by the Board as soon as practical after the Annual General Meeting of the Club in the areas determined by the Board from time to time, but shall include Finance, House and Match Sub-committees.
Each Sub-committee shall consist of as many members as the Board shall from time to time determine and whenever possible be chaired by a Director.

62 Notice of meetings

- (1) Notice of each Board meeting must be given to each Director 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 62 provided that as much notice as practicable is given to each Director 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 Directors present at the meeting.

65 Use of technology

- (1) A Director who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Director and the Directors present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Director participating in a Board 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.

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 65) of a majority of the Directors holding office.
- (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 62.

67 Voting

- (1) On any question arising at a Board meeting, each Director present at the meeting has one vote.
- (2) A motion is carried if a majority of the Directors 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 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 Director 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 Directors 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 68.

70 Leave of absence

- (1) The Board may grant a Director 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 Director to seek the leave in advance.

71 By-Laws

The Board shall have the power from time to time to make, alter and repeal such by-laws as may be necessary or convenient for the proper conduct or management of the Club, provided always that no by-law shall be inconsistent with anything contained in this constitution and that any by-law may be set aside by the Club, but such resolution shall not invalidate any prior act of the Board done pursuant to any by-law which is subsequently set aside.

PART 6—FINANCIAL MATTERS

72 Source of funds

- (1) The funds of the Club may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.
- (2) The Board shall not without the approval of a General Meeting of the Members of the Club give, sell or exchange or otherwise dispose of the whole or any part of the real property (if any) of the Club or course or lands used by the Club.
- (3) The Board shall be empowered from time to time as it sees fit to purchase machinery for use on the golf course and to engage in expenditure of a capital nature for course improvements and to this extent shall not be limited by the provisions of rule 72(4).

- (4) The Board shall have the power to borrow money from time to time for the general purposes of the Club on overdraft or otherwise as the Board considers fit and to mortgage or pledge any of the Club's assets to do so.
- (5) The Board shall have the custody, care and superintendence of the property of the Club and the right to appoint and dismiss any employee of the Club under whatever terms and conditions as it considers appropriate.
- (6) All annual subscriptions shall become due and payable in advance on the first day of July in each year on which date the financial year of the Club shall be deemed to commence. Any member who has not paid their subscription in full (unfinancial) at the time of an honour board event will not be eligible to enter such an event. The Chair of the Match shall have discretion to permit unfinancial members to enter other golf events.
- (7) The amount of member's annual subscription and entrance fees shall be fixed from year to year by the Board that:
- (a) Any increase shall ~~be not be~~ greater than 5% or CPI whichever is greater; and
- (b) Shall not be less than that defined by the Liquor Control Act 1998 as amended from time to time.
- Any proposed increase of greater than 5% and CPI shall be voted on by the Members at a Special Meeting or Annual General Meeting.
- (8) If any member fails to pay his or her subscription within 2 months after the same becomes due or fails to pay the amount of call (if any) on or before the date appointed for the same his or her membership of the Club shall thereupon cease but he or she may be reinstated at the discretion of the Board on payment of the arrears and a penalty (if any) to be assessed and paid forthwith. The Board may however at its discretion, reduce or remit the penalty or impose such other condition as it may think fit. Notwithstanding anything herein contained, if a member's annual subscription remains unpaid at the time appointed for any Special or General Meeting then he or she shall not have the right to vote at any such meeting.
- (9) All fees, subscriptions and other monies due to the Club by a Member are payable within 30 days of notification of same to the Member. Any monies due and payable and unpaid at the expiration of 30 days from notification shall attract interest at a monthly rate from the date of rising the account and the interest rate shall be determined at the discretion of the Board.
- (10) The Secretary ~~Manager~~ may, under delegation from the Board, enter into an agreement with any member for payment of their annual subscription on an instalment basis, free of interest penalty provided that such agreement is entered into

prior to the expiration of 30 days from issuing of the account. If the agreement is entered into subsequent to the expiration of 30 days from the issuing of accounts, then the interest penalty shall apply.

73 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 2 members authorised by the Board. ~~Directors.~~
- (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.

74 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.

75 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 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 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.

PART 7—GENERAL MATTERS

76 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 Directors;
 - (c) the common seal must be kept in the custody of the Secretary.

77 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.

78 Notice requirements

- (1) Any notice required to be given to a member or a Director 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 62.
- (3) Any notice required to be given to the Club or the Board may be given—
 - (a) by handing the notice to a Director; 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; or
 - (ii) by facsimile transmission to the facsimile number of the Club.

79 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 and sub-committee meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Club, including minutes of Board meetings.

Note

See note following rule 20 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 subrule (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 means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Club.

80 Supply of Liquor

- (1) The Club and all its members thereof shall strictly comply with all requirements of the Liquor Control Act 1969 or any alteration, amendment or substitution thereof.

No Liquor shall be sold or supplied to any person under the age of eighteen years except where any such person is accompanied by a spouse or parent or guardian and the liquor is sold or supplied for consumption as part of a meal supplied on the Club's premises. No liquor shall be sold or supplied for consumption elsewhere than on the Club premises, unless such liquor is removed from the premises of the Club by the member purchasing same.

- (2) Liquor may, pursuant and in accordance with a permit under the Licensing (amendment) Act 1960, be sold, supplied or disposed of in the premises of the Club on any Sunday at such times as defined by the Liquor Control Act 1968 as amended from time to time, for consumption on the Club premises and not elsewhere.

- (3) A visitor must not be supplied with liquor in the club premises unless the visitor is:-

1. A guest in the company of a member, or

2. At a particular function or occasion in respect of which a limited licence has been granted under the provisions of Section 52 of the Liquor Control Act 1987.

- (4) No persons under the age of 18 years (except persons who are being trained as waiters and are not permitted to serve behind the bar) shall be employed by the Club for the purpose of dispensing liquor.

- (5) No payment or part payment of any Secretary, Manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for alcoholic drink supplied.

- (6) The maximum number of persons permitted on the premises at any one time shall be limited to the number of persons determined by the Liquor Control Commission.

81 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.

82 Alteration of Rules

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

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.

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