

**POLISH COMMUNITY ASSOCIATION IN GEELONG
INCORPORATED**



November 2016

1.	NAME.....	2
2.	STATEMENT OF PURPOSE.....	2
3.	DEFINITIONS	3
4.	INTERPRETATION OF RULES	4
5.	MEMBERS	4
6.	CATEGORIES OF MEMBERS	5
7.	MEMBERS' PRIVILEGES AND ENTITLEMENTS	7
8.	APPLICATION FOR NEW MEMBERSHIP.....	8
9.	NOTIFICATION OF OUTCOME OF MEMBERSHIP APPLICATION OR TRANSFER	9
10.	CESSATION OF MEMBERSHIP	9
11.	REJOINING	10
12.	FUNDS.....	10
13.	PAYMENTS	10
14.	FEES & SUBSCRIPTIONS	10
15.	MANAGEMENT	11
16.	TERM OF COMMITTEE MEMBERS	11
17.	ELECTION OF THE PRESIDENT.....	11
18.	ELECTION OF OFFICE BEARERS OTHER THAN PRESIDENT	13
19.	CASUAL VACANCIES.....	13
20.	REMOVAL OF COMMITTEE MEMBER	14
21.	MEETINGS OF THE COMMITTEE	15
22.	VALIDATING ACTS OF THE COMMITTEE	15
23.	INDEMNITY	16
24.	MANAGER.....	16
25.	SUB-COMMITTEES	16
26.	SPORTING SECTIONS	17
27.	DISCIPLINING A MEMBER	17
28.	DISPUTES AND MEDIATION	19
29.	ANNUAL GENERAL MEETINGS	20
30.	SPECIAL GENERAL MEETINGS	21
31.	NOTICE OF MEETINGS	21
32.	PROCEEDINGS AT MEETINGS.....	22
33.	PROXY	23
34.	VISITORS TO THE CLUB	23
35.	VISITORS' REGISTER.....	24
36.	COMMISSIONS, ALLOWANCES AND REMUNERATION	24
37.	ALTERATION OF RULES AND STATEMENT OF PURPOSES.....	24
38.	NOTICES	24
39.	WINDING UP OR CANCELLATION	25
40.	CUSTODY OF RECORDS (NEW PROVISION TO REFLECT CHANGED ACT).....	25
41.	TRANSITION	25

1. NAME

The name of the club is POLISH COMMUNITY ASSOCIATION IN GEELONG INCORPORATED (**the Club**).

2. STATEMENT OF PURPOSE

The purposes for which the Club is established are to:

- (a) promote, foster and maintain Polish activities, sport and culture with a view to integrating the same with the Australian way of life;
- (b) create, organise and supervise social, sporting and cultural events;
- (c) promote the welfare of Polish migrants and their families;
- (d) maintain and conduct a Club of a non-political character and to provide a clubhouse, sport courts and other conveniences for the use and recreation of the members at such place or places as decided by the members;
- (e) apply for, hold and renew a Club Licence and/or any permit or authority under the provision of the Liquor Control Act 1987 or any amendment thereof or to appoint a person to hold such licence on behalf of the Club;
- (f) do all such things as are incidental to or necessary for the purpose of the above objects;
- (g) provide and maintain its facilities from the joint funds of the Club;
- (h) encourage games and sports, particularly in the Breakwater area and greater Geelong region;
- (i) establish Sporting Sections within the Club for the promotion and participation of particular sports where such sections:
- (j) create, prepare and enter teams into sports competitions;
- (k) co-ordinate sports activities;
- (l) organise and conduct tournaments;
- (m) improve the abilities of participants and coaches;
- (n) encourage an increased and wider participation in sport;
- (o) foster and support teams in various games and sports including but not limited to:
 - (i) Australian Rules Football;
 - (ii) Soccer;
 - (iii) Tennis;
 - (iv) Darts; and
 - (v) Netball;
- (p) provide sporting facilities and opportunities for the community of Breakwater and Greater Geelong and visitors to the Greater Geelong area;
- (q) provide, encourage and foster the development, promotion, advancement of sport to the community generally, and particularly to the community of Breakwater and Greater Geelong with the view to providing the community with the health and social

- benefits of sport;
- (r) utilise available resources and influences of the Club to market sporting activities and facilitate reach and development into sporting activities; and
- (s) utilise available resources and influences of the Club to assist other sporting groups and organisations to improve and enhance their facilities and involvement in sport;

3. DEFINITIONS

In these Rules:

<i>Approved</i>	means a person who is approved by the VCGLR
<i>Associated Individual</i>	(or any other statutory body which is required to approve individuals to be associated with an entity that holds a venue operator’s licence &/or a liquor licence) as an approved associated individual of the Club
<i>Committee</i>	means the Committee of Management of the Club, comprising the Office Bearers and Ordinary Committee Members
<i>Committee Member</i>	means the Members of the Committee including Office Bearers and Ordinary Committee Members
<i>Constitution</i>	means this document and includes the Statement of Purpose and the Rules
<i>Domestic Relationship</i>	means a domestic relationship that is capable of registration under the Relationships Act (Vic) 2008
<i>Family Member</i>	has the same meaning as in the Family Law Act
<i>Financial year</i>	means the year commencing 1 July and ending 30 June
<i>General Meeting</i>	means both a Special General Meeting of Members convened in accordance with Rule 31 and the Annual General Meeting of the Club
<i>Member</i>	means a Member of the Club
<i>Membership year</i>	means the year commencing 1 July and ending 30 June
<i>Office Bearers</i>	means those Committee Members who hold the positions set out in Rule 15.2
<i>Ordinary</i>	means Committee Members who are not Office

<i>Committee Members</i>	Bearers
<i>Relevant Documents</i>	means records or other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club, including Membership records, accounts, accounting records and documents relating to transactions, dealings, business or property of the Club
<i>Rule</i>	means a clause in this document
<i>Special Resolution</i>	has the same meaning as in the Act
<i>Sporting Section</i>	means a sub-club of the Club which fields a Sporting Team and is established in accordance with Rule 27
<i>VCGLR</i>	Victorian Commission for Gambling and Liquor Regulation
<i>VCGLR Approval Form</i>	means the form required to be completed for VCGLR approval as an “associated individual” or any other form/s which may be required by law to be lodged in respect of a person associated with a licensed and/or gaming venue
<i>Voting Member</i>	is defined in Rule 7.10

4. INTERPRETATION OF RULES

- 4.1 In these Rules, words of the singular will, where the context so admits, imply the plural and vice versa.
- 4.2 In these Rules, words implying the masculine gender include the feminine gender and vice versa.
- 4.3 In these Rules, a reference to a statute or a statutory provision will be deemed to include any statute or statutory provision that amends, extends, consolidates or replaces the same or that has been amended, extended, consolidated or replaced by the same and any orders, regulations, instruments or other subordinate legislation made thereunder.
- 4.4 If any dispute occurs as to the interpretation of any of provisions of this Constitution, the dispute will be referred to the Committee whose decision will be binding on all Members unless and until the decision is reversed or altered by a Special Resolution of the Members.

5. MEMBERS

- 5.1 The Members will be:
- (a) every person who is a member at the adoption of these Rules; and
 - (b) every person who on or after the adoption of these Rules becomes a Member.

5.2 At the adoption of these Rules, members who were members immediately prior to the adoption of these Rules will be allocated to the category of membership that most closely reflects their category of membership prior to the adoption of these Rules.

5.3 No person will be exempted from the obligation to pay the subscription for Membership of the Club except those possessing the qualifications defined in these Rules and the admission or exemption is in accordance with these Rules.

6. CATEGORIES OF MEMBERS

6.1 Ordinary Members

Any person who is over the age of 18 years and is

(a) of Polish heritage; or

(b) in a Domestic Relationship with a person who is of Polish heritage

may apply to become an Ordinary Member.

6.2 Associate Members

Any person who is over the age of 18 years and is not a person described in Rules 6.1(a) or 6.1(b) may apply to become an Associate Member.

6.3 Honorary Life Members

(a) The Committee may resolve to recommend any Member who has rendered outstanding service to the Club for Honorary Life Membership.

(b) The recommendation of the Committee will be put to the Members at the General Meeting following the date that the Committee made the resolution, and if the General Meeting approves the recommendation, the Member will be elected as an Honorary Life Member.

(c) Honorary Life Membership of any person may be revoked by a 75% majority of Members present and voting at a General Meeting.

6.4 Social Members

Any person who is over the age of 18 years may apply to be a Social Member.

6.5 Eagle Member

(a) Any person who is over the age of 18 years may apply to be an Eagle Member.

(b) Application for Eagle Membership will be in writing on a form approved by the Committee from time to time.

(c) The application is to be delivered to the Club and once the appropriate entrance fee, if any, is paid by the applicant to the Club, the applicant will be an Eagle Member subject to Rule 6.5(e).

(d) The Secretary will refer all applications for Eagle Membership to the Committee and the Committee will consider the application at the next Committee Meeting and in its discretion decide whether or not to approve the applicant as an Eagle Member.

(e) The Committee may at any time revoke an Eagle Member's membership without the requirement to provide a reason.

6.6 Sporting Members

- (a) Any person who is
 - (i) registered with a Sporting Section;
 - (ii) an official or volunteer of a Sporting Section; or
 - (iii) a Family Member of a person who is registered with a Sporting Sectionis a Sporting Member.
- (b) Sporting Members are entitled to:
 - (i) participate in the activities of the Sporting Section with which they are affiliated in accordance with the Rules of that Sporting Section; and
 - (ii) use the Club's facilities in accordance with any relevant by-laws that relate to which facilities can be used by Sporting Members and how they will be used (including fees for use).
- (c) Sporting Members are not entitled:
 - (i) to attend or vote at meetings and in elections; nor
 - (ii) to stand for nor nominate other Members for the Committee.
- (d) Sporting Members may, concurrently with their Sporting Membership, apply for:
 - (i) Ordinary Membership;
 - (ii) Associate Membership; or
 - (iii) Social Membership.
- (e) Sporting Members who are also Ordinary Members or Associate Members have the privileges of both membership categories. (For example, a Sporting Member who is also an Ordinary Member or an Associate Member is a Voting Member, amongst other privileges).
- (f) For the avoidance of doubt, Sporting Members who are under 18 may be participants in the Sporting Sections' activities, and these underage participants are Club Sporting Members, but cannot nominate for other categories of Membership.

6.7 Honorary Members

- (a) Any person who meets one or more of the following criteria will be an Honorary Member for the days upon which they meet that criteria:
 - (i) any person who is competing in any match, tournament, or game organised by the Club and taking place at the Club's premises;
 - (ii) any person who is an official of any other club and who is attending the Club's premises in connection with any match, tournament or game;
 - (iii) any person who is a member of any other club which the Committee may from time to time determine as providing reciprocal rights and benefits, and is of a category of membership at that other club as approved by the Committee as being eligible for Honorary Membership;
 - (iv) a person who has booked a function at the Club's premises and is approved by the Secretary as an Honorary Member for the purposes of arranging and conducting that particular function and the Secretary will stipulate the period

- during which the person is an Honorary Member;
- (v) members of Parliament of the State of Victoria;
 - (vi) members of any Municipal Council in the Geelong area; or
 - (vii) any person visiting Geelong who has, in the opinion of the Committee, rendered outstanding Community service.
- (b) All Honorary Members must provide the Club with their names and addresses in a form as required by the Committee from time to time.
- (c) Honorary Members will not be required to pay annual subscriptions.
- (d) The Secretary will keep appropriate records of the names and addresses of all Honorary Members. Such records will specify the occasion or period in respect of which Honorary Membership is granted.
- (e) The Committee has the power to cancel the Membership of any Honorary Member without notice and without assigning any cause therefore.

7. MEMBERS' PRIVILEGES AND ENTITLEMENTS

- 7.1 Each particular category of Membership will enjoy:
- (a) the privileges set out in Rule 7.4; and
 - (b) those privileges of Membership as ascribed to that category in this Rule.
- 7.2 Notwithstanding the following provisions in this Rule 7, any Member whose annual subscription is not paid by 30 June in any year will not be a Voting Member, nor eligible to be nominated for election for the ensuing financial year.
- 7.3 Membership rights may be curtailed as a result of the disciplinary procedures set out in Rule 28.
- 7.4 All members are entitled to:
- (a) use the Club's facilities in accordance with these Rules and the by-laws laid down by the Committee;
 - (b) introduce visitors to the facilities at the Club in accordance with Rule 35; and
 - (c) inspect the Relevant Documents in accordance with Rule 41.
- 7.5 Ordinary Members and Honorary Life Members are entitled to:
- (a) vote in elections of Committee Members;
 - (b) be nominated for election as Committee Members;
 - (c) propose or second the nomination of any other qualified Member for election to the Committee;
 - (d) propose or second the application of a person for Membership;
 - (e) receive notices of General Meetings;
 - (f) submit items of business for consideration at General Meetings; and
 - (g) attend, be heard and vote at all General Meetings.
- 7.6 Associate Members
- (a) are entitled to:

- (i) propose or second the nomination of any other qualified Member for election to the Committee;
- (ii) attend and vote at all General Meetings;
- (iii) vote in elections for the Committee Members;
- (iv) propose or second the application of a person for Social Membership only;
- (v) receive notices of General Meetings;
- (vi) submit items of business for consideration at General Meetings; and
- (vii) attend, be heard and vote at all General Meetings; and

(b) are **not** entitled to be nominated for election as Committee Members or to be a Committee Member.

7.7 Social Members

(a) are entitled to propose or second the application of a person for Social Membership only; and

(b) are **not** entitled to:

- (i) propose or second the nomination of Members for election to the Committee;
- (ii) be nominated for election as Committee Members, or to be a Committee Member; and
- (iii) to vote on any resolution of the Members or in any election.

7.8 Honorary Life Members are entitled to exemption from the payment of annual subscriptions, and from other charges and levies as directed by the Committee from time to time.

7.9 Sporting Members are entitled to:

- (a) participate in the activities of the Sporting Section with which they are affiliated in accordance with the Rules of that Sporting Section;
- (b) use the Club's facilities in accordance with any relevant by-laws that relate to which facilities can be used by Sporting Members and how they will be used (including fees for use).

7.10 Ordinary Members and Associate Members whose current annual subscription is paid by 30 June and Honorary Life Members are Voting Members.

8. APPLICATION FOR NEW MEMBERSHIP

The procedures set out in this Rule will apply to applications for new Membership to the following categories:

- Ordinary Members;
- Associate Members; and
- Social Members.

For other categories of Membership refer to the procedures laid out in Rule 6 for the particular Membership category.

8.1 Every applicant for new Membership will be proposed by one eligible Member and seconded by another eligible Member. (see Rule 7 for which categories of Members can propose and

second applicants for particular categories of Membership)

- 8.2 The applicant will be known personally to the proposer and the seconder.
- 8.3 Every application for Membership will:
- (a) be in writing in a form approved by the Committee from time to time and contain;
 - (i) the name, address, phone number(s), email address (if any) and signature of the applicant;
 - (ii) the name and signature of their proposer and seconder; and
 - (iii) any other information required by the Committee; and
 - (b) be delivered to the Secretary together with:
 - (i) the application fee (if any); and
 - (ii) the annual subscription for the ensuing year.
- 8.4 If requested to do so by the Committee, the Secretary will write to any applicant for Membership requesting that the applicant attend at the Club's premises to be interviewed by a sub-committee of the Committee.
- 8.5 If an interview is conducted under Rule 8.4, the sub-committee will report to the Committee on the appropriateness of approving the person's application for membership.
- 8.6 The Committee will consider the application for Membership and any report from the sub-committee under Rule 8.5 at a Committee Meeting held as soon as practicable after receipt of the application and will resolve whether to accept or reject the application.
- 8.7 A record will be kept by the Secretary of the number of votes for and against each application cast by the Committee Members.

9. NOTIFICATION OF OUTCOME OF MEMBERSHIP APPLICATION OR TRANSFER

- 9.1 If the Committee accepts an application for Membership:
- (a) the Secretary will as soon as practicable notify the applicant in writing;
 - (b) the applicant will be a Member; and
 - (c) the Secretary will enter the new Member's details in the Members Register.
- 9.2 If the Committee rejects an application for Membership, the Secretary will as soon as practicable:
- (a) notify the applicant in writing; and
 - (b) return any money paid to the Club under Rule 8.3(b).
- 9.3 The Committee will not be required to provide reasons for the rejection.
- 9.4 If a person's application for Membership is rejected, the person may not apply again for Membership for a period of at least 6 months from the date of the resolution of the Committee rejecting the application.

10. CESSATION OF MEMBERSHIP

- 10.1 Any Member may resign Membership of the Club by notifying the Secretary in writing prior to 30 June in the year that the Member wishes to resign. If the written notice of resignation is not received prior to 30 June in the relevant year, the resigning Member will be liable to

pay the annual subscription for the next ensuing Membership year.

- 10.2 If a notice of resignation is stated to be effective prior to 30 June in any year, the resigning Member will not be entitled to any refund of fees or subscriptions paid.
- 10.3 Subject to Rule 14.5, if a Member fails to pay any relevant fee and/or subscription within one month of it becoming due, the defaulting Member will cease to be a Member.
- 10.4 A Member ceases to be a Member if they are expelled as a result of disciplinary action in accordance with Rule 28.
- 10.5 If a Member ceases to be a Member for any reason (including as a result of disciplinary action in accordance with Rule 28) the Member will remain liable to pay any subscription or fee due at the time that Membership ceases and will not be entitled to any refund of any subscription or fee paid in advance, unless otherwise determined by the Committee.

11. REJOINING

A Member who has ceased to be a Member in accordance with Rule 10 will be required to apply again for Membership in accordance with these Rules unless the Committee determines otherwise.

12. FUNDS

The funds of the Club will be derived from fees, annual subscriptions, donations, receipts from licensed hospitality operations and other sources as the Committee determines.

13. PAYMENTS

All payments on behalf of the Club will be:

- (a) made by credit card, cheque, electronic fund transfers or any other means authorised by the Committee; and
- (b) signed by any two persons authorised by the Committee from time to time.

14. FEES & SUBSCRIPTIONS

- 14.1 The Members will determine at the Annual General Meeting each year for each category of Membership:
 - (a) the application fee; and
 - (b) the annual subscription.
- 14.2 The Members may determine that there will be no application fee or annual subscription for any particular category of Membership.
- 14.3 All annual subscriptions will be due and payable in advance by 30 June in every year.
- 14.4 The Committee may determine that Ordinary or Associate Members who are elected after 1 July in any year will pay a proportion of the annual subscription for the year of joining.
- 14.5 The Committee may, at its discretion, grant extensions of time for payment of fees and/or subscriptions for all Members or particular Members, and may reinstate a Member who has ceased to be a Member by virtue Rule 10.4 upon payment of outstanding fees and/or subscriptions without the requirement for the ceased Member to reapply for Membership. However, the Member will not be eligible to vote at the Annual General Meeting in any year that the annual subscription was not paid by 30 June.

15. MANAGEMENT

- 15.1 The affairs of the Club will be managed by a Committee consisting of the Office Bearers and five Ordinary Committee Members all elected in accordance with these Rules.
- 15.2 The Office Bearers of the Club will be:
- A President elected in accordance with clause 17;
 - A Vice President elected in accordance with clause 19;
 - A Treasurer elected in accordance with clause 19; and
 - A Secretary elected in accordance with clause 19.
- 15.3 The Committee may, subject to these Rules and the relevant legislation, exercise all powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by Members in General Meetings and without limiting the foregoing:
- (a) the Committee will be entitled from time to time to make by-laws for the management of the Club and the conduct of the Members and visitors, which by-laws are to be communicated to the Members and visitors in a manner determined by the Committee;
 - (b) the Committee may levy charges on the Members or particular categories of Members from time to time, which charges will be fees for the purposes of these Rules; and
 - (c) the Committee has the power to perform all acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.

16. TERM OF COMMITTEE MEMBERS

- 16.1 Committee Members (including the President) will be elected for a term of 2 years.
- 16.2 The term of each Committee Member will expire at the conclusion of the Annual General Meeting in the year of their retirement.
- 16.3 Retiring Committee Members will be eligible for re-election.

17. ELECTION OF THE PRESIDENT

- 17.1 Only Ordinary Members whose subscriptions were paid by 30 June in the relevant year and Honorary Life Members may be nominated for election as President.
- 17.2 A current Committee Member may be nominated for election as President and is not required to resign the Committee position in order to be nominated as President.
- 17.3 Nominations for election as President:
- (a) will be made in writing on a form approved by the Committee from time to time;
 - (b) will contain the name and signature of a proposer and a seconder both of whom will be Voting Members (not being the candidate);
 - (c) will be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
 - (d) for such time as the Club holds a liquor and/or venue operator's licence, be accompanied by completed VCGLR Approval Forms unless the current candidate is a currently an Approved Associated Individual; and
 - (e) will be delivered to the Secretary, together with the forms referred to in Rule 17.3(d)

not less than seven days before the date fixed for the holding of the Annual General Meeting at which the election is to be held.

- 17.4 If the Secretary finds any anomaly in the nomination form for President, or that it is not accompanied by the forms required by the Rule 17.3(d), the Secretary will notify the nominee of the anomaly and where it is practicable to do so, will give the nominee the opportunity of remedying the anomaly within a reasonable period from the receipt of the notice, notwithstanding that the date for submission of nominations may have already passed.
- 17.5 If only one nomination is received, the person nominated will be deemed to be elected as President.
- 17.6 If more than one nomination is received, a ballot will be conducted at the Annual General Meeting in such reasonable manner as the Committee will determine but always prior to the election for other Committee Members. If a current Committee Member is elected as President, then there will be a vacancy on the Committee and the Members at the Annual General Meeting may elect a person to fill the vacant Committee position for the remainder of the term of the Committee Member who is elected as President.

18. ELECTION OF OTHER COMMITTEE MEMBERS

- 18.1 Only Ordinary Members whose subscriptions were paid by 30 June in the relevant year and Honorary Life Members may be nominated for election to the Committee.
- 18.2 In each year the positions which will fall vacant will be the positions of those Committee Members whose terms have expired by the expiration of time or such other manner as provided in these Rules.
- 18.3 Nominations of candidates for election to fill vacancies on the Committee:
- (a) will be made in writing on a form approved by the Committee from time to time;
 - (b) will contain the name and signature of a proposer and a seconder both of whom will be Voting Members (not being the candidate);
 - (c) will be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
 - (d) for such time as the Club holds a liquor and/or venue operator's licence, be accompanied by completed VCGLR Approval Forms unless the candidate is currently an Approved Associated Individual; and
 - (e) will be delivered to the Secretary, together with the forms referred to in Rule 18.3(d), not less than seven days before the date fixed for the holding of the Annual General Meeting.
- 18.4 If the Secretary finds that any nomination contains an anomaly or is not accompanied by the forms required by the Rule 18.3(d), the Secretary will notify the nominee of the anomaly and where it is practicable to do so, will give the nominee the opportunity of remedying the anomaly within a reasonable period from the receipt of the notice, notwithstanding that the date for submission of nominations may have already passed.
- 18.5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.
- 18.6 If the number of nominations exceeds the number of vacancies to be filled, a ballot will be

held in accordance with these Rules.

- 18.7 If a ballot is required, it will be conducted in such reasonable manner as the Committee will determine at the Annual General Meeting.

19. ELECTION OF OFFICE BEARERS OTHER THAN PRESIDENT

- 19.1 As soon as practicable following the Annual General Meeting in each year the President will convene a Committee Meeting for the purposes of electing the other Office Bearers.
- 19.2 The President will call for nominations from the Committee Members for each Office Bearer in the following order:
- (a) Vice- President;
 - (b) Secretary;
 - (c) Treasurer.
- 19.3 The election of each Office Bearer will be conducted prior to the nominations being called for the next Office Bearer.
- 19.4 Subject to these Rules, the election will be conducted as reasonably directed by the Chairman of the meeting.
- 19.5 Nominees who receive the highest number of votes will be elected to the Office.
- 19.6 Office Bearers other than the President will hold Office until the conclusion of the Annual General Meeting in the year following their election as an Office Bearer.
- 19.7 The same Committee Member may hold more than one office concurrently including the President.

20. CASUAL VACANCIES

- 20.1 For the purpose of these Rules, a casual vacancy occurs in the position of a Committee Member if:
- (a) the Committee Member ceases to be a Member;
 - (b) the Committee Member has their Membership suspended or cancelled in accordance with Rule 28;
 - (c) the Committee Member is absent from three consecutive Committee Meetings without apology;
 - (d) the Committee Member:
 - (i) has a material personal interest in a matter that relates to the affairs of the Club (**the matter**); and
 - (ii) participated in any discussion relating to the matter at a Committee Meeting or voted in relation to the matter at a Committee Meeting or General Meeting; and
 - (iii) the Committee Members who do not have an interest in the matter pass a resolution that the interest is of a nature to require the Committee Member to vacate their Committee position;
 - (e) the Committee Member resigns their position by notice in writing given to the Secretary;
 - (f) the Committee Member is removed from the Committee in accordance with these Rules by the Members at a General Meeting and the Members do not appoint a replacement

Committee Member at that General Meeting;

- (g) the Committee Member's position is not filled at an election or subsequent ballot at the Annual General Meeting held in accordance these Rules;
- (h) during any time that the Club holds a venue operator's and/or liquor licence:
 - (i) if, within three months of the Committee Member's election or appointment, they fail to be approved by the VCGLR as an Approved Associated Individual or to meet the legal requirements of persons associated with an organisation that holds a gaming venue operator's licence or liquor licence; or
 - (ii) if at any time during their term the Committee Member becomes ineligible to be a person associated with any organisation that holds a gaming venue operator's and/or liquor licence;

AND the Committee Members who are Approved Associated Individuals pass a resolution that further time should not be allowed for the Committee Member to become an Approved Associated Individual.

- 20.2 If a casual vacancy occurs in the office of an Office Bearer, the Committee may appoint one of its Members to the vacant office.
- 20.3 If a casual vacancy occurs in the position of an Ordinary Committee Member, the Committee may appoint a Member who is eligible for election to the Committee (see Rule 18.1) to fill the vacancy and the Member so appointed will hold the position for the remainder of the term that the vacating Committee Member would have served.
- 20.4 If the number of Committee Members is less than five, the remaining Committee Members may act to convene a Committee Meeting for the sole purpose of appointing sufficient Committee Members to form a quorum and the Committee Members so appointed will hold the positions until the conclusion of the terms of the Committee Members they are replacing as designated by the remaining Committee Members.
- 20.5 If for any reason the number of Committee Members is reduced to zero the Manager (or if there is no Manager, the Member who was Secretary at the previous Annual General Meeting) will call and chair a Special General Meeting for the purpose of filling all the Committee vacancies, and will do all acts that may be necessary for that purpose.
- 20.6 The Members present at the Special General Meeting convened under clause 20.5 will determine which Committee Members elected at the Special General Meeting will hold which position, and which Committee Members will hold their position for a term of one year and which Committee Member will hold the position for a term of two years.

21. REMOVAL OF COMMITTEE MEMBER

- 21.1 The Members in General Meeting may by resolution remove any Committee Member before the expiration of their term and appoint another Member in their stead to hold office until the expiration of the term of the removed Committee Member.
- 21.2 If a Committee Member is removed in accordance with the previous Rule 21.1, the removal of the Committee Member is not invalidated by the fact that the Members did not appoint another Member to the Committee, and if another Member is not appointed to the Committee, a casual vacancy will exist for the Committee position.

- 21.3 A Committee Member to whom a resolution referred to in Rule 21.1 is directed may make representations in writing to the Secretary, which will not exceed a reasonable length, and:
- (a) the Secretary will ensure that a copy of those representations are made available to all Voting Members in the same manner as notices of general meetings under Rule 32.4; and/or
 - (b) the Committee Member may require that the representations are read to the Members at the General Meeting prior to the Members voting on the resolution to remove the Committee Member.

22. MEETINGS OF THE COMMITTEE

- 22.1 The Committee will hold Meetings on a periodic basis as often as the Committee determines.
- 22.2 Committee Meetings may be convened in any way approved by the Committee and attendance may be by telephone or conference call or such other reasonable means as agreed by the Committee.
- 22.3 Any three Committee Members may require the Secretary to convene a Special Meeting of the Committee, and the Secretary will on the requisition of three Committee Members convene a Special Meeting of the Committee.
- 22.4 No business will be transacted at any Meeting unless each Committee Member has been given reasonable notice of the Meeting.
- 22.5 Any five Committee Members will constitute a quorum for the transaction of the business of a Committee Meeting.
- 22.6 No business will be transacted unless a quorum is present and if within half an hour of the time appointed for the Committee Meeting a quorum is not present, the Chairman will adjourn the Committee Meeting to an appropriate time and place unless the Committee Meeting was a Committee Meeting requisitioned by three Committee Members pursuant to Rule 22.3 in which case it lapses.
- 22.7 If a Committee Meeting is adjourned in accordance with the Rule 22.6, each Committee Member will be notified of the place and time for the adjourned Meeting.
- 22.8 At Committee Meetings:
- (a) the President, or in the President's absence the Vice-President, will preside as Chairman; or
 - (b) if the President and the Vice-President are both absent or unable to preside, such one of the remaining Committee Members as may be chosen by the Committee Members present will preside as Chairman;
 - (c) questions arising at a Committee Meeting or a sub-committee Meeting will be determined on a show of hands or, if demanded by two Committee Members, by a poll taken in the manner that Chairman at the Meeting reasonably determines;
 - (d) the Chairman will have a deliberative and casting vote; and
 - (e) subject to the requirement for a quorum, the Committee may act notwithstanding any vacancy on the Committee.

23. VALIDATING ACTS OF THE COMMITTEE

All acts done by any Committee Meeting or sub-committee meeting or by any person acting

as a Committee Member will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of that person or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if that person had been duly appointed and was qualified to be a Committee Member.

24. INDEMNITY

- 24.1 No Committee Member will be liable to the Club for any loss or expense not applicable to their own dishonesty or to the wilful commission by them of an act known by them to be a breach of trust or breach of duty.
- 24.2 To the full extent allowed by the law, the Committee and each Committee Member will be indemnified by the Club from and against any liability, loss or damage caused to or incurred by the Committee or Committee Member by reason of the bona fide exercise by the Committee and any Committee Member of any of the duties, powers or privileges conferred or imposed on them by these Rules or any amendment thereof.
- 24.3 The indemnity contained in this Rule 24 extends to sub-committees and their respective Members and will be read accordingly.

25. MANAGER

- 25.1 The Committee is empowered to engage a Manager on terms and conditions that the Committee considers appropriate and the Manager will be required to act diligently, honestly and faithfully in the best interests of the Club and carry out the directions of the Committee.
- 25.2 Without limiting the previous Rule 25.1, in particular the Manager will perform all the duties assigned to the Secretary in these Rules and will also:
- (a) cause to be kept on the Club premises a Members Register containing the names and addresses of all Members and the date of the latest payment by each Member of the Member's subscription;
 - (b) cause to be kept correct minutes of the proceedings of all Committee Meetings and General Meetings records provided for the purpose;
 - (c) cause to be kept correct accounts and books showing the financial affairs of the Club and the particulars usually shown in books of accounts of a like nature and in particular the sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place and the assets and liabilities of the Club; and
 - (d) unless determined otherwise by the Committee from time to time, cause to be prepared and lodged with the relevant authorities all financial statements and returns and forms in accordance with any relevant legislation.

26. SUB-COMMITTEES

- 26.1 The Committee may from time to time appoint any sub-committees consisting of persons who are Members, employees and/or contractors of the Club and may delegate to the sub-committees any of the powers or duties of the Committee as the Committee may determine.
- 26.2 The Committee may recall or revoke any appointment or delegation made in accordance with Rule 26.1.

- 26.3 The business of sub-committees will be conducted in accordance with the direction of the Committee and sub-committees will conform to any regulations prescribed by the Committee.
- 26.4 All sub-committees will report to the Committee and decisions of a sub-committee will be subject to confirmation by the Committee except where the sub-committee has been given express power to act by the Committee.
- 26.5 The Chairman and Secretary will be ex-officio Members of all sub-committees.

27. SPORTING SECTIONS

- 27.1 The Committee is empowered to establish Sporting Sections to promote particular sports that the Club sponsors and to be responsible for the conduct of the particular sports.
- 27.2 Each Sporting Section will be governed by its own rules; which rules will require the approval of the Committee.
- 27.3 The operations of each Sporting Section will be subject to the direction of the Committee, and in particular all financial dealings of the Sporting Sections will be subject to direction of the Committee, including the collection and expenditure of funds and the conduct of bank accounts.
- 27.4 Sporting Sections are not separate entities from the Club and will not register separately for incorporation or tax purposes and will not own any property in their own right.
- 27.5 All Sporting Sections will report to the Committee and decisions of a Sporting Section will be subject to confirmation by the Committee except where the Sporting Section has been given express power to act by the Committee.
- 27.6 Sporting Sections will be entitled to discipline members by withdrawing Members' rights to participate in the particular sport providing that the Sporting Section affords the Member to be disciplined procedural fairness and the Sporting Section complies with its own rules governing the discipline of Members.
- 27.7 Membership of a Sporting Section will be conferred in accordance with the rules of the particular Sporting Section and Members of the Sporting Sections will be Sporting Members.
- 27.8 Sporting Members will be entitled to apply for and be accepted as Members in any other category of Membership for which they qualify concurrently with Sporting Membership.
- 27.9 The President will be an ex-officio member of all Sporting Section governing bodies.

28. DISCIPLINING A MEMBER

- 28.1 If the Committee or a Committee Member receives information, in writing, orally or otherwise (**the Information**), alleging that a Member:
- (a) has refused or neglected to comply with these Rules; or
 - (b) has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Club;
- the Committee may consider the information at a Committee Meeting.

- 28.2 If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Committee must appoint a disciplinary sub-committee to hear the matter and determine what action, if any, to take against the member.
- 28.3 The members of the disciplinary sub-committee:
- (a) may be Committee members, members of the Club or anyone else; but
 - (b) must not be biased against, or in favour of, the Member concerned.
- 28.4 The Secretary will:
- (a) give the Member written notice that the disciplinary sub-committee intends to consider the information at a meeting with the prospect of sanctioning the Member; and
 - (b) convene a disciplinary sub-committee to be held no sooner than seven days after receipt of the notice by the Member.
- 28.5 The notice referred to in Rule 28.4(a) will:
- (a) contain a copy or a précis of the Information;
 - (b) state the date, place and time of that Meeting;
 - (c) state that the Member may:
 - (i) attend that Meeting with or without representative/s and address the disciplinary sub-committee on the Information and the imposition of a sanction; and/or
 - (ii) give to the disciplinary sub-committee before the date of the Meeting a written statement addressing the Information and the imposition of a sanction; and
 - (d) contain a copy of the discipline procedure set out in this Rule 28.
- 28.6 At a Meeting of the disciplinary sub-committee held in accordance with Rule 28.4(b), the disciplinary sub-committee will:
- (a) give the Member an opportunity to be heard on the substance of the Information and what sanction to be imposed on the Member;
 - (b) give due consideration to any written statement submitted by the Member; and
 - (c) by resolution determine whether the Member should be sanctioned, and if so, decide to:
 - (i) expel the Member from the Club;
 - (ii) suspend the Member from Membership of the Club for a specified period; or
 - (iii) impose any appropriate requirement or restriction on the Member.
- 28.7 If the disciplinary sub-committee resolves to impose a sanction on the Member, the disciplinary sub-committee will, as soon as possible after the Meeting, give written notice to the Member stating:
- (a) the resolution of the disciplinary sub-committee;
 - (b) that not later than 48 hours after receipt of the notice, the Member may give the Secretary a written notice to the effect that they wish to appeal to the Members in General Meeting against the resolution; and
 - (c) if they give the Secretary a notice under Rule 28.7(b), then they may

- (i) attend the General Meeting; or
 - (ii) give to the Committee before the date of the General Meeting a written statement seeking revocation of the resolution and giving reasons.
- 28.8 Where the Secretary receives notice under Rule 28.7(b):
- (a) the sanction imposed will be effective until such time as it is confirmed or revoked in accordance with Rule 28.9; and
 - (b) the Committee will convene a General Meeting to be held within 60 days after the date on which the Secretary received the notice.
- 28.9 At a General Meeting convened under Rule 28.8(b):
- (a) no business other than the question of the appeal will be transacted;
 - (b) the Committee may place before the General Meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the Member will be given an opportunity to be heard, or in the absence of the Member the Committee will read to the General Meeting any written statement submitted prior to the General Meeting by the Member; and
 - (d) the Members present will vote by secret ballot on the question whether the resolution should be confirmed or revoked. No proxy votes will be accepted at the General Meeting.
- 28.10 If at the General Meeting:
- (a) a majority of the Members vote in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.
- 28.11 If the Members vote at the General Meeting to revoke the resolution of the disciplinary sub-committee, the Members may determine that, based only on the material before them at the General Meeting, the Member has refused or neglected to comply with these Rules or has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Club and substitute an appropriate sanction in place of the sanction determined by the disciplinary sub-committee.
- 28.12 Throughout the disciplinary procedure in this Rule 28 the Committee and the disciplinary sub-committee will observe the principles of natural justice and afford procedural fairness to the Member.

29. DISPUTES AND MEDIATION

- 29.1 The grievance procedure set out in this Rule applies to disputes under these Rules between:
- (a) a Member and another Member; or
 - (b) a Member and the Club.
- 29.2 All disputes must, in the first instance, be referred to the Committee in writing, which document must clearly set out the precise nature of the dispute and must contain the name and signature of the disputing Members.
- 29.3 The Committee will arrange a meeting of the parties to the dispute within 14 days after the dispute is referred to the Committee to allow the parties to discuss the matter in dispute, and, if possible, resolve the dispute.

- 29.4 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the Committee will arrange for the parties to hold a meeting within 10 days in the presence of a mediator.
- 29.5 The mediator must be a person chosen by agreement between the parties, or in the absence of agreement:
- (a) in the case of a dispute between a Member and another Member, a person appointed by the Committee; or
 - (b) in the case of a dispute between a Member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 29.6 A Member can be a mediator, but the mediator cannot be a party to the dispute and will report to the Committee on the outcome of the mediation.
- 29.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 29.8 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 29.9 The mediator must not determine the dispute.
- 29.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute at law.

30. ANNUAL GENERAL MEETINGS

- 30.1 There will be an Annual General Meeting held not later than five months after the end of the financial year on such day and at such place as the Committee determines.
- 30.2 The Annual General Meeting will be specified as such in the notice convening it.
- 30.3 The ordinary business of the Annual General Meeting will be:
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that Meeting;
 - (b) to receive from the Committee reports on the transactions of the Club during the last preceding financial year;
 - (c) if required to conduct a ballot for the President or the Committee in accordance with these Rules;
 - (d) to receive, adopt and consider the audited financial statement submitted by the Club in accordance with the relevant legislation; and
 - (e) to appoint auditor for the forthcoming year.
- 30.4 The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- 30.5 The Annual General Meeting will be in addition to any other General Meetings that may be held in the same year.

31. SPECIAL GENERAL MEETINGS

- 31.1 All General Meetings other than the Annual General Meeting will be called Special General Meetings.
- 31.2 The Committee may, whenever it thinks fit, convene a Special General Meeting.
- 31.3 If, but for this Rule, more than 18 months would elapse between Annual General Meetings, the Committee must convene a Special General Meeting before the expiration of that period.
- 31.4 The Committee will convene a Special General Meeting on the requisition in writing of:
- (a) five Committee Members; or
 - (b) at least 40 Voting Members.
- 31.5 The requisition for a Special General Meeting:
- (a) will state the business of the Meeting;
 - (b) will contain the name and the signature of the Members making the requisition;
 - (c) will be delivered to the Secretary; and
 - (d) may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- 31.6 If the Committee does not cause a Special General Meeting to be held within six weeks after the date on which the requisition is delivered to the Secretary, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after the date on which the requisition is delivered.
- 31.7 A Special General Meeting convened by Members in pursuance of this Rule will be convened in the same manner as nearly as possible as General Meetings convened by the Committee and all reasonable expenses incurred in convening the Meeting will be refunded by the Club to the persons incurring the expenses.

32. NOTICE OF MEETINGS

- 32.1 In the case of Annual General Meetings, the Secretary must provide a preliminary notice in accordance with Rule 32.2. The preliminary notice is in addition to the notice referred to in Rule 32.4.
- 32.2 The Secretary will at least 35 days prior to the date fixed for the Annual General Meeting in each year issue a preliminary notice advising Members of:
- (a) the place, date and time of the Annual General Meeting;
 - (b) the number of Committee Members to be elected and how to nominate for election as a Committee Member; and
 - (c) the requirement to lodge notice of special business with the Secretary at least 28 days prior to the date fixed for the Annual General Meeting.
- 32.3 The preliminary notice referred to in Rule 32.2 will be by way of newsletter or notice posted on the notice board and the website or such other manner as the Committee determines.
- 32.4 In the case of both Annual General Meetings and Special General Meetings the Secretary will, at least 21 days before the date fixed for holding a General Meeting, cause a notice of the Meeting to be posted on the notice board in the Club's premises, on the Club's website and sent by email to all Voting Members who have provided the Club with their email address.

- 32.5 The notice of the General Meeting will state the place, date and time of the Meeting and the nature of the business to be transacted at the Meeting.
- 32.6 No business other than that set out in the notice convening the Meeting will be transacted at the Meeting.
- 32.7 A Member desiring to bring any business before a Meeting may give notice of that business in writing to the Secretary at least 28 days prior to the Meeting, and the Secretary will include that business in the notice calling the next General Meeting after the receipt of the notice.

33. PROCEEDINGS AT MEETINGS

- 33.1 All business that is transacted at a General Meeting, with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting, will be special business.
- 33.2 No item of business will be transacted at a General Meeting unless a quorum of Voting Members is present during the time when the Meeting is considering that item.
- 33.3 Twenty-five Voting Members personally present constitute a quorum for the transaction of the business of a General Meeting.
- 33.4 If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the Meeting if convened upon the requisition of Members will be dissolved and in any other case will stand adjourned to the same day in the next week at the same time and at the same place, unless another place or time is specified by the Chairman of the Meeting at the time of the adjournment and by written notice to Members given before the day to which the Meeting is adjourned, and if at the adjourned Meeting the quorum is not present within half an hour after the time appointed for the commencement of the Meeting, the Members present (being not less than ten) will be a quorum.
- 33.5 The President, or in the President's absence the Vice-President, will preside as Chairman at each General Meeting.
- 33.6 If the President and the Vice-President are absent from a General Meeting or unable to preside, the Members present will elect one of their number to preside as Chairman at the Meeting.
- 33.7 The Chairman of a General Meeting at which a quorum is present may, with the consent of the Meeting, adjourn the Meeting to a time and place agreed by the Meeting, but no business will be transacted at an adjourned Meeting other than business left unfinished at the Meeting at which the adjournment took place.
- 33.8 Where a Meeting is adjourned for 14 days or more, a notice of the adjourned Meeting will be given as in the case of the General Meeting, and such a notice will be valid notwithstanding that the notice may have been issued within 21 days of the date of the adjourned Meeting being held.
- 33.9 Except as provided in Rule 33.8, or when the time and place for the adjourned Meeting is not agreed upon at the Meeting, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.
- 33.10 A question arising at a General Meeting will be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been:

- (a) carried;
- (b) carried unanimously;
- (c) carried by a particular majority; or
- (d) lost,

and an entry to that effect in the minute book of the Club, is evidence of the fact, and it is not necessary to have proof of the number or proportion of the votes recorded in favour of or against that resolution.

- 33.11 A Voting Member has one vote only, including the Chairman, and if the votes for and against a motion are equal, the motion is lost.
- 33.12 All votes will be given personally or by proxy.
- 33.13 If at a Meeting a poll on any question is demanded by not less than three Members, it will be taken at that Meeting, as reasonably directed by the Chairman and the resolution of the poll will be a resolution of the Meeting on that question.
- 33.14 A poll that is demanded on the election of a Chairman or on a question of an adjournment will be taken forthwith and a poll that is demanded on any other question will be taken at such time before the close of the Meeting as the Chairman may direct.
- 33.15 If a Member in attendance at a General Meeting either personally or by proxy abstains from voting on a resolution, their vote will not be included in the calculation of whether the required majority was in favour of the resolution.
- 33.16 A Member is not a Voting Member unless all subscriptions and fees due and payable by that Member to the Club have been paid.

34. PROXY

- 34.1 Each Member is entitled to appoint as their proxy any Voting Member under Rules 7 and 33.16.
- 34.2 The notice of appointment of proxy must be given to the Secretary no later than two days before the General Meeting in respect of which the proxy is appointed. No proxy appointments will be accepted at the scheduled General Meeting.
- 34.3 The notice appointing the proxy must be:
 - (a) for a meeting convened in accordance with these Rules; and
 - (b) in the form set out in the by-laws.

35. VISITORS TO THE CLUB

- 35.1 Where it is stipulated in these Rules and subject to any by-laws, a Member will be entitled to introduce visitors to the Club as a guest of the Member.
- 35.2 A visitor will not be supplied with liquor in the Club premises unless the visitor is:
 - (a) a guest in the company of a Member; or
 - (b) an authorised gaming visitor (as defined in the Liquor Control Reform Act 1998).
- 35.3 Authorised gaming visitors to the Club must:
 - (a) produce evidence of their residential address before being admitted to the licensed

premises of the Club;

- (b) carry identification at all times whilst on the licensed premises of the Club; and
- (c) comply with all relevant Rules and by-laws of the Club whilst on the licensed premises of the Club.

36. VISITORS REGISTER

The Club will maintain a visitor's register recording the name of each visitor to the Club, the date of admission and whether the visitor was:

- (a) introduced as a guest of a Member – in which case the register will record the name of the introducing Member; or
- (b) an authorised gaming visitor – in which case the register will record the residential address of the visitor.

37. COMMISSIONS, ALLOWANCES AND REMUNERATION

- 37.1 No person may receive any payment of any amount by way of commission or allowance from the Club's receipts for the supply of liquor.
- 37.2 No Committee Member will be paid any remuneration or commission for their services to the Club as a Committee Member, but the Committee will have the power to grant an honorarium to a Committee Member of such amount as it deems appropriate.
- 37.3 The assets and the income of the Club will be applied solely for the furtherance of the Club's purposes.
- 37.4 No portion of the assets or income of the Club will be distributed, paid or applied, directly or indirectly, for the benefit of one or more Members or former Members except as:
 - (a) bona fide compensation for services rendered, goods supplied or expenses incurred for and on behalf of the Club;
 - (b) honorarium for work done as approved by the Committee in accordance with these Rules; or
 - (c) salary or wages paid to employees.

38. ALTERATION OF RULES AND STATEMENT OF PURPOSES

- 38.1 No alteration or addition to these Rules and Statement of Purposes will be made except by means of a special resolution at a General Meeting where 21 days' notice of the intention to propose the resolution has been forwarded to each Voting Member.
- 38.2 The special resolution of the Special General Meeting will be passed by a majority of three-quarters of the Voting Members present and voting.

39. NOTICES

- 39.1 Unless otherwise provided in these Rules, a notice may be served by or on behalf of the Club upon any Member either personally or by sending it by fax, electronic transmission or post to the Member at their address shown in the register of Members.
- 39.2 Where a document is properly addressed, pre-paid and posted to a person as a letter, the document will, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

39.3 Where a document is properly addressed and sent to a person as a fax or electronically, the document will, unless the contrary is proved, be deemed to have been given to the person at the time at which the document would have been delivered in the ordinary course of transmission.

40. WINDING UP OR CANCELLATION

40.1 The Members at a General Meeting may, by simple majority of the Members present, pass a resolution for the dissolution of the Club.

40.2 Such resolution will have no effect unless:

- (a) the resolution is confirmed by a Special Resolution at a Special General Meeting held not less than one month after the Meeting referred to in the previous Rule 40.1; and
- (b) not less than three-quarters of those present and voting at the Special General Meeting vote in favour of the resolution.

40.3 If the conditions set out in the previous Rule 40.2 are met, the Club will be wound up in accordance with the relevant legislation, and after realisation of the property of the Club and the discharge of all liabilities, all moneys will be allocated to local charitable organisations or organisations with similar purposes to those of the Club as specified by a Special Resolution of Members at the Special General Meeting referred to in Rule 40.2(a), and after completion of distribution the Club will be dissolved.

40.4 If the Club is wound up or its incorporation is cancelled:

- (a) no portion of the assets or income of the Club will be distributed, paid or applied, directly or indirectly, for the benefit of one or more Members or former Members except as bona fide compensation for services rendered, goods supplied or expenses incurred for and on behalf of the Club; and
- (b) the assets of the Club, after the satisfaction of all debts and liabilities, will be disposed of in accordance with the Act.

41. CUSTODY OF RECORDS (NEW PROVISION TO REFLECT CHANGED ACT)

41.1 Except as otherwise provided in these Rules, the Secretary will keep custody or control of all books, documents and securities of the Club.

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

- (a) the register of members;
- (b) the minutes of General Meetings; and
- (c) subject to Rule 41.4, the financial records, books, securities and any other relevant document of the Club, including minutes of Committee Meetings.

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

41.4 The Committee may refuse to permit a Member to inspect and/or to copy records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club or not related to the good conduct of the Club.

42. TRANSITION

- 42.1 At the General Meeting at which these Rules are adopted, the Members present and voting will:
- (a) by election conducted in accordance with the Rules that are in place immediately prior to the adoption of these Rules elect nine Members to the Committee;
 - (b) determine which elected Committee Member will be:
 - (i) President to hold office for a two-year term;
 - (ii) Vice- President to hold office for a one-year term;
 - (iii) Treasurer to hold office for a two-year term; and
 - (iv) Secretary to hold office for a one-year term;
 - (c) determine which three Ordinary Committee Members will hold office for a two-year term; and
 - (d) determine which two Ordinary Committee Members will hold office for a one-year term.