

Constitution
of
The Ranelagh Club,
An Australian Public Company, Limited by Guarantee
ACN 004 127 262 and ABN 46 004 127 262
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PART 1-PRELIMINARY

1 Name and Nature of Company

The name of the company is Ranelagh Club ("the Club"). The Club is a company constituted in accordance with the Corporations Act, Australian Company Number ACN004127262 and is a not for profit corporation whose members liability is limited by guarantee.

2 Purposes

The purposes of the Club are to:

- a) provide social, recreational and sporting facilities for members;
- b) engage with local sports and recreational activities to enhance member experience and advance the operations of the club for the benefit of members; and
- c) such other purposes as the members may approve at a General Meeting.

3 Financial year

The financial year of the Club is each period of 12 months ending on the last day of the financial year i.e. 30 June.

4 Definitions and Interpretation

4.1 In this constitution unless the context requires otherwise.

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);

"Act" means the *Corporations Act 2001*

Associate Member means a member referred to in sub regulation (14.1);

"Board" means the Board of Directors of the Club appointed under this constitution

Chairperson, of a general meeting or Board meeting, means the person chairing the meeting as required under regulation (47);

"Director" means a member of the Board and includes any person acting in that capacity from time to time appointed under this Constitution.

~~***disciplinary appeal meeting*** means a meeting of the members of the Club convened under sub-regulation (25);~~

disciplinary meeting means a meeting of the Board convened for the purposes of regulation (22);

disciplinary subcommittee means the subcommittee appointed under regulation (21);

financial year means the 12-month period specified in regulation (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, ~~and~~ a special general meeting ~~and a disciplinary appeal meeting~~;

honorary life member means a member elected an honorary life member at an Annual General Meeting

Jjunior ~~member~~-Member means a member, under the age of 18 years referred to in Regulation (14.1)

member means a member of the Club;

member entitled to vote means a member who under sub regulation (13.2) 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;

PART 2-POWERS OF THE CLUB

5 Powers of the Club

- 5.1 Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes as provided by this Constitution and the Act.
- 5.2 Without limiting sub regulation (5.1), 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.
- 5.3 The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit status

- 6.1 The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- 6.2 Sub regulation (6.1) 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.

PART 3-MEMBERS, DISCIPLINARY, PROCEDURES AND GRIEVANCES

7 Minimum and maximum number of members

The Club must have at least 5 members. The number of members of the Club shall not exceed 2,200 individuals at any one time (not including Associate Members), unless and until the Club, in General Meeting determines to register an increase in the number, which may not be in excess of 5,000 individuals. The number of ~~Associate members, including junior members~~Junior Members shall not exceed forty per centum of the total membership.

8 Who is eligible to be a member

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

9 Application for membership

9.1 To apply to become a member of the Club, a person must submit a written application 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.

9.2 The application—

- (a) must be signed by the applicant and seconded by two current members; and
- (b) may be accompanied by the joining fee.

10 Consideration of application

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

10.2 The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.

10.3 If the Board rejects the application, it must return any money accompanying the application to the applicant.

10.4 No reason need be given for the rejection of an application.

11 New membership

11.1 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.

11.2 A person becomes a member of the Club and, subject to sub regulation (13.2) is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—

- (a) the Board approves the person's membership; or
- (b) the person pays the joining fee.

12 Membership Fees and Levies

- 12.1 The annual membership fees or other levies shall be payable by members to the Club at a time and in a manner of payment as shall be determined by the Board.
- 12.2 The Club may determine that a lower annual subscription is payable by ~~associate~~ Associate members.
- 12.3 The Club 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.
- 12.4 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.

13 General rights of members

- 13.1 A member of the Club who is entitled to vote has the right—
- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Regulations; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Club as provided under regulation (76); and
 - (f) to inspect the register of members.
- 13.2 A member is entitled to vote if—
- (a) the member is a member other than an ~~associate~~ Associate Member ~~or junior 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.

14 Associate ~~and Junior~~ members

- 14.1 Associate ~~members~~ Members of the Club include—
- (a) ~~any members under the age of 18 years~~ Junior Members; and
 - (b) any other category of member as determined by special resolution at a general meeting.
- 14.2 An ~~associate~~ Associate member Member must not vote but may have other rights as determined by the Board or by resolution at a general meeting.

15 Honorary Members

On the recommendation of the Board a member who has rendered special services to the Club may be elected an Honorary Life Member at any General Meeting of the Club and shall thereafter be entitled to all the privileges of membership without payment of the annual subscription. A two-thirds majority of those present and voting at such General Meeting shall be required to ensure such election. There shall not be more than six Honorary Life Members of the Club at any one time.

16 Rights not transferable

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

17 Ceasing membership

17.1 The membership of a person ceases on resignation, expulsion or death.

17.2 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

18.1 A member may resign by notice in writing given to the Club

18.2 A member is taken to have resigned if—

- (a) the member's annual subscription is more than 3 months in arrears; or
- (b) where no annual subscription is payable—
 - (i) the Secretary 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

19.1 The Club shall keep and maintain a register of members that includes—

- (a) for each current member—
 - (i) the member's name including the details of parent or guardian for Junior ~~M~~members;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) if the member is an ~~associate~~ Associate member ~~Member~~, a note to that effect;
 - (v) any other information determined by the Board; and
- (b) for each former member, the date of ceasing to be a member.

19.2 Use of register

Subject to the Act and confidentiality considerations the register may be used to further the Objects, in such manner as the Board considers appropriate. The club shall ensure members can opt out of having their details listed in a year book or similar publication.

19.3 Inspection of register;

Having regard to the Act and confidentiality considerations, an extract of the Register, address or other direct contact details of any member, shall be available for inspection (but not copied) by members, upon reasonable request as required by law.

20 Grounds for taking disciplinary action

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

- (a) has failed to comply with the constitution or the Club Rules; or
- (b) refuses to support the purposes of the Club
- (c) has engaged in conduct prejudicial to the Club.
- (d) has engaged in conduct unbecoming as a Member

21 Disciplinary subcommittee

21.1 If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee consisting of a minimum of 3 members to hear the matter and determine what action, if any, to take against the member.

21.2 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.

22 Disciplinary Notice to member

22.1 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 (noting that member attendance is not mandatory but may proceed regardless of member's failure to attend);
 - (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 regulation (24)

- 22.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

23 Decision of Disciplinary subcommittee

- 23.1 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.
- 23.2 After complying with (23.1), the disciplinary subcommittee may—
- (a) take no further action against the member; or
 - (b) subject to sub regulation (23.3)—
 - (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.
- 23.3 The disciplinary subcommittee may not fine the member.
- 23.4 The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this regulation takes effect immediately after the vote is passed.

24 Disciplinary Appeal rights

- 24.1 A person whose membership rights have been suspended or who has been expelled from the Club under regulation (23) may give notice to the effect that he or she wishes to apply to appeal against the suspension or expulsion. An application to appeal may only proceed on the basis of:

- (a) Denial of procedural fairness;
- (b) Error of fact; or
- (c) Error of law,

24.1 to be determined by a director, not otherwise involved in the first instance hearing. For the avoidance of doubt, an appeal only as to the question of appropriateness of sanction is not permitted.

- 24.2 The application 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.

- 24.3 If a person has given notice under sub regulation (24.2), and the application notice proceeds per sub regulation (24.1):

- (a) 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; and
- (b) ~~the Board must appoint an appeal subcommittee consisting of a minimum of 3 members to hear the appeal, who may be Board members, members of the Club or anyone else, but must not be biased for or against the member concerned, and must have had no involvement in the first instance hearing.~~

~~24.4 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.~~

25 Conduct of disciplinary appeal ~~meeting~~

25.1 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.

25.2 After complying with sub regulation (25.1), the ~~members present and entitled to vote at the meeting appeal subcommittee~~ must ~~vote by secret ballot on~~ determine the question of whether the decision to suspend or expel the person should be upheld or revoked.

~~25.3 A member may not vote by proxy at the meeting.~~

~~25.4 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.~~

26 Grievance procedure

26.1 The grievance procedure set out in this regulation 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 Association.
- (d) a member and their guest.

26.2 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.

27 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.

28 Appointment of mediator

28.1 If the parties are unable to resolve the dispute between themselves within the time required by regulation (27), 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.

28.2 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.

28.3 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.

29 Mediation process

29.1 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.

29.2 The mediator must not determine the dispute.

30 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 MEETING OF THE CLUB

31 Annual general meetings

31.1 The Board must convene an annual general meeting of the Club to be held within 5 months after the end of each financial year.

31.2 Despite sub regulation (31.1), the Club may hold its first annual general meeting at any time within 18 months after its incorporation.

31.3 The Board may determine the date, time and place of the annual general meeting.

31.4 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 the Act;
- (c) to elect the members of the Board;
- (d) to confirm the proposed annual fee and/or joining fee if it differentiates by greater than 5% or CPI +2%, whichever is greater from current fees;

(e) Appointment of auditors

31.5 The annual general meeting may also conduct any other business of which not less than 21 clear days' notice in writing has been given to members

32 Special general meetings

32.1 Any general meeting of the Club, other than an annual general meeting ~~or a disciplinary appeal meeting~~, is a special general meeting.

32.2 The Board may convene a special general meeting whenever it thinks fit.

32.3 No business other than that set out in the notice under regulation (33) may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under regulation (33) and the majority of members at the meeting agree.

33 Special general meeting held at request of members

33.1 The Board must convene a special general meeting if a request to do so is made in accordance with sub regulation (33.2) by at least 10% of the total number of members.

33.2 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.

33.3 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.

33.4 A special general meeting convened by members under sub regulation (33.3)

- (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.

33.5 The Club must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub regulation (33.3)

34 Notice of general meetings

34.1 The Secretary (or, in the case of a special general meeting convened under sub regulation (33.3), 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.

34.2 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 sub regulation (35.5).

~~34.3 This regulation does not apply to a disciplinary appeal meeting.~~

35 Proxies

- 35.1 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.~~
- 35.2 The appointment of a proxy must be in writing and signed by the member making the appointment.
- 35.3 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.
- 35.4 If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- 35.5 Notice of a general meeting given to a member under regulation (34) 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.
- 35.6 A form appointing a proxy must be given to the Secretary not later than 48 hours before the time of the general meeting in respect of which the proxy is appointed.

36 Use of technology

- 36.1 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.
- 36.2 For the purposes of this Part, a member participating in a general meeting as permitted under sub regulation (36.1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

37 Quorum at general meetings

- 37.1 No business may be conducted at a general meeting unless a quorum of members is present.
- 37.2 The quorum for a general meeting is the presence (physically, by proxy or as allowed under regulation 35) of 20 members entitled to vote.

37.3 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 regulation (33) —the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this sub rule, 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 regulation (32).

- (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.

37.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub regulation (37.3) (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.

38 Adjournment of general meeting

38.1 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.

38.2 Without limiting sub regulation (38.1), 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.)

38.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

38.4 Notice of the adjournment of a meeting under this regulation 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 regulation (33).

39 Voting at general meeting

39.1 On any question arising at a general meeting—

- (a) subject to sub regulation (39.3) 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.

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

39.3 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.

~~39.4 This regulation does not apply to a vote at a disciplinary appeal meeting conducted under regulation (24).~~

40 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 Board member from office;
- (b) to alter these Rules, including changing the name or any of the purposes of the Club.)

41 Determining whether resolution carried

41.1 Subject to sub regulation (41.2), 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 majority; or
- (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

41.2 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.

41.3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

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

42 Minutes of general meeting

42.1 The Board must ensure that minutes are taken and kept of each general meeting.

42.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

42.3 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 regulation (35) and
- (c) the financial statements submitted to the members in accordance with sub regulation (31.4 (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 Club; and
- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5-THE BOARD

43 Role and powers of the Board

- 43.1 The Board controls all business matters in connection with the management of the Club and may exercise all the powers of the Club that are not required to be exercised by the members at a general meeting.
- 43.2 The Board may—
 - (a) appoint and remove staff
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.
- 43.3 The Board shall have the power to make, alter and rescind any Club Rules that it considers necessary for the effective administration of the Club, provided that no Club Rules may be inconsistent with the Act.

44 Delegation of the Board

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

45 Composition and duties of Board

The Board consists of—

- (a) a President; and
- (b) two Vice-Presidents; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) and a maximum of six other members of ordinary members (if any) elected under regulation (54).

46 General Duties of the Board

- 46.1 As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Regulations and the Act.
- 46.2 The Board is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Board comply with these Regulations.
- 46.3 Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- 46.4 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.
- 46.5 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.
- 46.6 In addition to any duties imposed by these Regulations, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.
- 46.7 Five members of the Board of whom one shall be the President or a Vice President personally present shall constitute a quorum at any meeting of the Board.
- 46.8 Any member of the Board who fails to attend three consecutive meetings of the Board without leave of the Board shall unless the Board otherwise determines cease to be a member thereof.

47 President and Vice-President(s)

- 47.1 Subject to sub regulation (47.2), the President or, in the President's absence, one of the Vice-Presidents is the Chairperson for any general meetings and for any Board meetings.
- 47.2 If the President and one the Vice-Presidents 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 committee members present.

48 Secretary

- 48.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of the Club.
- 48.2 The Secretary must—
 - (a) maintain the register of members
 - (b) keep custody of the common seal (if any) of the Club and, except for the financial records referred to in sub regulation (71.3) all books, documents and securities of the Club in accordance with sub regulations (72, 73 and 76); and perform any other duty or function imposed on the Secretary by these Rules

48.3 The Secretary must give to the appropriate regulatory body notice as required of his or her appointment within 14 days after the appointment.

49 Treasurer

49.1 The Treasurer must oversee—

- (a) all moneys paid to or received by the Club and is accounted for.
- (b) make any payments authorised by the Board or by a general meeting of the Club from the Club's funds; and
- (c) ensure all payments are signed/approved by at least 2 Board members and/or 1 Board and 1 General Manager.

49.2 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.

49.3 The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Club.

50 Who is eligible to be a Board member

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.

51 Positions to be declared vacant

51.1 This regulation 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.

51.2 The Chairperson of the meeting can only declare those positions on the Board that have been held for a minimum of 2 years as vacant and hold elections for those positions in accordance with regulations (52 to 55).

52 Board Nominations

52.1 Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.

52.2 An eligible member of the Club may—

- (a) nominate himself or herself; or
- (b) with the member's consent, be nominated by another member.

52.3 All Board nominations must be received in writing to the office and signed no later than 14 days prior to the AGM or SGM.

- 52.4 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.

53 Election of President and the Officer Bearers.

- 53.1 At the annual general meeting, separate elections must be held for each of the following positions—
- (a) President;
 - (b) Secretary;
 - (c) Treasurer.
- 53.2 If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- 53.3 If more than one member is nominated, a ballot must be held in accordance with regulation (55).
- 53.4 On his or her election, the new President may take over as Chairperson of the meeting.

54 Election of ordinary members

- 54.1 The annual general meeting must by resolution decide the number of ordinary members of the Board (if any) it wishes to hold office for the next year.
- 54.2 A single election may be held to fill all of those positions.
- 54.3 If the number of members nominated for the position of ordinary Board member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- 54.4 If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with regulation (55).

55 Ballot

- 55.1 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.
- 55.2 The returning officer must not be a member nominated for the position.
- 55.3 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 55.4 The election must be by secret ballot.
- 55.5 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).
- 55.6 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.
- 55.7 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.

55.8 Ballot papers that do not comply with sub regulation (55.7(b)) are not to be counted.

55.9 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

55.10 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.

55.11 If the returning officer is unable to declare the result of an election under sub regulation (55.10) 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 sub regulations (55.4 to 55.10) 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.

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

56 Term of office

56.1 Subject to sub regulation (56.3) and regulation (57), a Board member holds office for a maximum of 2 years which at this time the position is declared vacant at the next general election.

56.2 A Board member may be re-elected.

56.3 A general meeting of the Club may—

(a) by special resolution remove a Board member from office; and

(b) elect an eligible member of the Club to fill the vacant position in accordance with this Division.

56.4 A member who is the subject of a proposed special resolution under sub regulation (56.3(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.

56.5 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.

57 Vacation of office

57.1 A Board member may resign from the Board by written notice addressed to the Board.

57.2 A person ceases to be a Board member if he or she—

(a) ceases to be a member of the Club; or

(b) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under regulation (68);

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

58 Filling casual vacancies

- 58.1 The Board may appoint an eligible member of the Club to fill a position on the Board that—
- (a) has become vacant under regulation (57); or
 - (b) was not filled by election at the last annual general meeting.
- 58.2 If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- 58.3 Regulation (56) applies to any Board member appointed by the Board under sub regulation (58.1 or 58.2).
- 58.4 The Board may continue to act despite any vacancy in its membership.

59 Meetings of Board

- 59.1 The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.
- 59.2 The date, time and place of the first committee meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Club at which the members of the Board were elected.
- 59.3 Special Board meetings may be convened by the President or by any 4 members of the Board.

60 Notice of meetings

- 60.1 Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.
- 60.2 Notice may be given of more than one Board meeting at the same time.
- 60.3 The notice must state the date, time and place of the meeting.
- 60.4 If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
- 60.5 The only business that may be conducted at the meeting is the business for which the meeting is convened.

61 Urgent meetings

- 61.1 In cases of urgency, a meeting can be held without notice being given in accordance with regulation (59) provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- 61.2 Any resolution made at the meeting must be passed by an absolute majority of the Board.
- 61.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

62 Procedure and order of business

- 62.1 The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- 62.2 The order of business may be determined by the members present at the meeting.

63 Use of technology

- 63.1 A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- 63.2 For the purposes of this Part, a Board member participating in a Board meeting as permitted under sub regulation (63.1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

64 Quorum

- 64.1 No business may be conducted at a Board meeting unless a quorum is present.
- 64.2 The quorum for a Board meeting is the presence (in person or as allowed under regulation (63)) of a majority of the Board members holding office.
- 64.3 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 regulation (60).

65 Voting

- 65.1 On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- 65.2 A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- 65.3 Sub regulation (65.2) does not apply to any motion or question which is required by these regulations to be passed by an absolute majority of the Board
- 65.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 65.5 Voting by proxy is not permitted.

66 Conflict of interest

- 66.1 A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- 66.2 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: If there are insufficient Board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

66.3 This regulation 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.

67 Minutes of meeting

67.1 The Board must ensure that minutes are taken and kept of each Board meeting.

67.2 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 regulation (66).

68 Leave of absence

68.1 The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.

68.2 The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

PART 6-FINANCIAL MATTERS

69 Source of funds

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

70 Management of funds

70.1 The Club must open an account or accounts with a financial institution/s from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.

70.2 Subject to any restrictions imposed by a general meeting of the Club, the Board may approve expenditure on behalf of the Club.

70.3 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.

- 70.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed/or in the case of electronic funds transfers authorised by 2 Board members and or delegated authorities
- 70.5 All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt.
- 70.6 With the approval of the Board, the Club 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.

71 Financial records

- 71.1 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.
- 71.2 The Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- 71.3 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.

72 Financial statements

- 72.1 For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- 72.2 Without limiting sub regulation (72.1), 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 lodgment with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7-GENERAL MATTERS

73 Common Seal

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

74 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.

75 Notice requirements

75.1 Any notice required to be given to a member or a Board member under these Rules may be given—

- (a) by handing the notice to the member personally; or
- (b) by sending it by post to the member at the address recorded for the member on the register of members; or
- (c) by email or facsimile transmission.

75.2 Sub regulation (75.1) does not apply to notice given under regulation (60).

75.3 Any notice required to be given to the Club or the Board may be given—

- (a) by handing the notice to a member of the Board; or
- (b) by sending the notice by post to the registered address; or
- (c) by leaving the notice at the registered address; or
- (d) if the Board determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Club or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Club.

76 Custody and Inspection of books and records

(1) Members may on request inspect free of charge

- (a) The register of members
- (b) The minutes of general meetings
- (c) Subject to subrule (2) the financial records, books, securities and any other relevant document of the club, including minutes of board meetings

(Note: See note following regulation 19.3 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 the regulations available to members and applicants for membership free of charge.
- (4) Subject to sub regulation (76.2), a member may make a copy of the other records of the club referred to in this regulation and the club may charge a reasonable fee for provision of a copy of such record

77 Winding up and cancellation

77.1 The Club may be wound up voluntarily by special resolution.

77.2 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.

77.3 Subject to the Act and any court order made, 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.

77.4 The body to which the surplus assets are to be given must be decided by special resolution.

78 Alteration of Regulations

These may only be altered by special resolution of a general meeting of the club

79 Member Liability

79.1 The liability of each member of the club is limited to the sum of \$1

79.2 Subject to sub regulation (79.1) each member is bound by the constitution and any rules made under it. Each member must comply with any lawful direction given by or with the authority of the Board.

80 Club Rules

The Board may establish Club Rules to support and regulate the smooth operations of the Club. The Club Rules should not be incompatible with the Constitution and Act binding on the Club.
