

# Rules of LARA SPORTING CLUB Inc.

As adopted at Annual General Meeting 27<sup>th</sup> November 2017

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## PART 1 - PRELIMINARY

### 1. Name

The name of the club is LARA SPORTING CLUB Inc. hereinafter referred to as 'the Club'.

### 2. Purposes

The purposes of the Lara Sporting Club Inc are to:

- 1) Foster and promote a diverse range of sporting codes for the residents of Lara and surrounding districts by providing sporting facilities and coaching staff, encourage participation in club and community activities, regardless of age, sex, race or religion, and promote sportsmanship and social interaction with an emphasis on family participation.
- 2) Undertake the responsibility for all sporting activities and ensure that the various sporting codes are conducted in accordance within the constitutions and rules of the appropriate Associations.
- 3) Actively promote the Club to the wider Sporting and Business community of the Lara region.
- 4) Assist charities or other community causes by the Club acting as a good Corporate Citizen.
- 5) Provide a sporting and hospitality facility for the enjoyment of members, their families, guests of members and the general Lara community.

### 3. Financial Year

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

### 4. Definitions

In these rules:

**"Board"** means the board of management of the Club, comprising the officer bearers and ordinary board members;

**"Board member"** means the members of the Board including office bearers and ordinary board members;

**"Category of membership"** means the categories set out in rule 9;

**"Deputy Chairperson"** means a person elected by the Board to act as Deputy Chairperson

**"General meeting"** means both the annual general meeting and special general meeting of members of the Club convened in accordance with rules 25 and 26.

**"Manager"** means the person appointed by the board to manage the Club.

**"Member"** means a member of the Club;

**"Ordinary board members"** means board members who are not office bearers.

**"Office bearers"** means those board members who hold the positions set out in sub-rule 35.1).

**"Officer"** means a person who holds an office of trust, authority or command within the Club.

**"Relevant documents"** 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;

“**Section**” means a sporting section established pursuant to rule 49 and pertaining to particular sports offered by the Club, and consisting of members who have registered with the section;

“**Section Committee**” means the section committee elected in accordance with rule 49.5)

“**Section officer**” means members who are elected by the relevant sporting sections to be officials of the Club’s sporting sections;

“**Sponsoring member**” has the meaning set out in rule 12.1)

**Associated Bodies includes:** Geelong Baseball Association (GBA), Baseball Victoria (BV) and Geelong Cricket Association (GCA), AFL Barwon (AFLB), AFL Vic and Netball Victoria (NV)

**The Act** means the **Association Incorporation Reform Act 2012** and includes any regulations made under the act.

## **5. Interpretations of Rules**

- 1) In these rules words of the singular shall where the context so admits imply the plural and vice versa.
- 2) In these rules words implying the masculine gender include the feminine gender and vice versa.
- 3) In these rules a reference to a statute or a statutory provision shall 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 there under.
- 4) If any dispute occurs as to the interpretation of any of the rules or statement of purposes of the Club such dispute shall be referred to the board whose decision shall be binding on all members unless and until such decision is reversed or altered by a special resolution of the members.

## **PART 2 – POWERS OF ASSOCIATION**

### **6. Powers of Association**

- 1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- 2) Without limiting sub rule 1), the Association may—
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf;
  - (g) enter into any other contract it considers necessary or desirable.
- 3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes

## **7 . Not for profit organisation**

- 1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 2) Sub rule 1) does not prevent the Association from paying a member—
  - (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

## **PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1 – Membership**

#### **8. Who is eligible to be a Member**

- 1) Every person who at the adoption of these rules is a member;
- 2) Every person who on or after the adoption of these rules becomes a member.
- 3) No person shall become an Honorary member or be exempted from the obligation to pay the regular 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.
- 4) Each member shall communicate in writing any change in his/her address to the manager and where applicable the manager shall communicate the change onto the relevant section secretary.
- 5) The Club must procure that each Member admitted to membership agrees to be bound by and observe:
  - (a) This Constitution;
  - (b) The Laws of the game as applicable to the various sporting bodies.
  - (c) The Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to Members.
  - (d) The Statutes and Regulations and the constitutions and by-laws of Associated Bodies as enforced from time to time.
  - (e) The Codes of Behaviour and Rules of Competition of Associated Bodies as amended from time to time; and
  - (f) The Associated Bodies' Codes of Conduct, as amended from time to time.

#### **9. Categories of Members**

##### **10. Ordinary Members**

- 1) Any person over the age of 18 years may apply to become an Ordinary member.
- 2) Ordinary members may from time to time register with any section/s in accordance with rule 49.1).

## **11. Life Members**

The Board may subject to clause 11.5) resolve to recommend for Life membership any Ordinary member who has:

- 1) Been a member of the Club for a minimum of 15 consecutive years; or
- 2) Served as a Board member or a section officer of the Club for a period of 10 years.
- 3) Demonstrated a significant, sustained and distinguished contribution to the Club or section/s of the Club.
- 4) The recommendation of the Board shall be put to the members at the annual general meeting following the date that the Board made the resolution, and if a majority of two thirds of the members present and voting at the annual general meeting approves the recommendation the member shall be elected as a Life member.
- 5) Life members may from time to time register with any section/s in accordance with rule a. 49.
- 6) The number of Life memberships awarded is to be limited to two (2) nominations from the a. board or each section per year.

## **12. Family Members**

- 1) An Ordinary member or a Life member (the “sponsoring member”) may propose any members of his/her household for family membership.
- 2) For the purposes of rule 12.1), household members include:
  - (a) The sponsoring member’s domestic partner who is the spouse of the sponsoring member or a person, although not legally married to the sponsoring member, resides at the same address as the sponsoring member on a bona fide domestic basis.
  - (b) The children of the sponsoring member’s household who are under the age of 18 years up to a maximum of two children.
- 3) If the sponsoring member of a family member ceases to be a member at any time the corresponding family membership/s shall also expire.
- 4) In the event of a change occurring to the sponsoring member’s domestic arrangements whereby a family member ceases to qualify in accordance with rule 12.2), the sponsoring member shall advise the Club in writing and the corresponding family membership/s shall cease immediately and the Club shall not be liable to repay any family membership fees already paid.
- 5) Family members may from time to time register with any section/s in accordance with rule 49.1).
- 6) A family member who is a child of the sponsoring member’s household shall be transferred to ordinary membership when annual subscriptions next become due after his/her 18<sup>th</sup> birthday.

## **13. Honorary Members**

- 1) Any person who meets one or more of the following criteria shall be an Honorary member for the day/s upon which he/she meets that criteria.
  - (a) Any person who is competing in any inter-club match, tournament, or game organised by the Club and taking place on Club’s sporting facilities.

- (b) Any person who is an official of any other recognised club and who is attending the Club's premises in connection with any match, tournament or game.
  - (c) Any person who has paid fees to use the Club's sporting facilities on the day.
  - (d) Members of staff who are specifically approved by the board for Honorary Membership and to enjoy such privileges as the board shall determine.
  - (e) A spouse or partner of a Life Member
- 2) All Honorary members must provide the Club with their names and addresses in a form as required by the board from time to time.
  - 3) Honorary members shall not be required to pay annual subscriptions.
  - 4) The manager shall keep appropriate records of the names and addresses of all Honorary members. Such records shall specify the occasion or period in respect of which Honorary membership is granted.
  - 5) The Board shall have the power to cancel the membership of any Honorary member without notice and without assigning any cause therefore.

#### **14. Social Members**

- 1) Any person over the age of 18 years may apply for Social membership.
- 2) Application for Social membership shall be in writing on a form approved by the board from time to time.
- 3) The application is to be delivered to the manager with the appropriate fee, if any.
- 4) Social members are not eligible to register with any section/s in accordance with rule 49.1).

#### **15. Junior Members**

- 1) Any person who has not attained the age of 18 years may apply to become a Junior member.
- 2) Junior members may from time to time register with any section/s in accordance with rule 49.1).
- 3) Junior members shall be transferred to Ordinary membership when annual subscriptions next become due after their 18<sup>th</sup> birthday.

#### **16. Members Privileges and Entitlements**

Each particular category of membership shall enjoy the privileges of membership as set out in this rule.

- 1) Ordinary Members, Life Members and Family Members over the age of 18 years are entitled to the following privileges.
  - (a) Use of the Club's facilities in accordance with these rules and the by-laws laid down by the board.
  - (b) To vote in the election of the Board members and of section.
  - (c) To offer themselves for election as Board members and section officers.
  - (d) To propose or second the nomination of any other qualified member for election as a board member and section officers.
  - (e) To nominate any person for membership.

- (f) To attend and register one vote at all general meetings.
- (g) To introduce visitors to the facilities at the Club in accordance with rule 61.

**17. Family and Junior Members under the age of 18 years are entitled to the following privileges**

- 1) Use of the Club's facilities in accordance with these rules and the by-laws laid down by the board and relevant laws.
- 2) Family and Junior members under the age of 18 years are not entitled to:
  - a. Offer themselves for election as board members and section officers.
  - b. Propose or second the nomination of any other qualified member for election as a board member and section officer.
  - c. Attend and vote at all general meetings.

**18. Social Members are entitled to the following privileges**

- 1) Use of the Club's facilities in accordance with these rules and the by-laws laid down by the board.
- 2) Social members are not entitled to:
  - (a) Offer themselves for election as board members or section officers.
  - (b) Propose or second the nomination of any other qualified member for election as a board member and section officer.
  - (c) To introduce visitors to the non-sporting facilities
  - (d) Nominate any person for membership.
  - (e) Attend and vote at all general meetings.

**19. Honorary Members are entitled to the following privileges**

- 1) Use of the Club's facilities in accordance with these rules and the by-laws laid down by the board.
- 2) Honorary members are not entitled to:
  - (a) Offer themselves for election as board members or section officers.
  - (b) Propose or second the nomination of any other qualified member for election as a board member and section officer.
  - (c) Nominate any person for membership.
  - (d) Attend and vote at all general meetings.

**20. Application for new Membership**

- 1) The procedure set out in this rule shall apply to applications for new membership to the following categories:
  - (a) Ordinary members.
  - (b) Family members (also see rule 12.1) for application for family membership);
  - (c) Junior members.
  - (d) For other categories of membership refer to the procedure laid out in rule 9 for the particular membership category.



- 2) Unless the board prescribes otherwise from time to time, the procedure for application for membership of the categories set out in rule 20.1) shall be as set out in this rule 20.3) to 20.10).
- 3) Every applicant for new membership shall be nominated by a member eligible to nominate applicants for membership. In the case of an application for Family membership, the nominator will be the Sponsoring member.
- 4) The applicant shall be known personally by the nominator.
- 5) Every application for membership shall:
  - (a) be in writing in a form approved by the Board from time to time; stipulate the category of membership for which the applicant is applying and also the section/s for which the applicant wishes to be registered (if any).
  - (b) include the names and signatures of the applicant and his/her nominator.
  - (c) be delivered to the manager or the relevant section secretary accompanied by the relevant:
    1. application fee (if any)
    2. section fee (if any); and
    3. annual subscription.
- 6) Each application shall be referred to the board.
- 7) If requested to do so by the Board, the manager shall write to any applicant for membership requesting the applicant to attend at the Club's premises to be interviewed by the board.
- 8) The Board shall consider the application for membership and shall determine in its absolute discretion whether to elect the applicant to membership or to reject the application, and in the event that the board rejects an application for membership, the board shall not be required to provide reasons for the rejection.
- 9) In the event of an application for new membership being rejected by the Board the manager shall forthwith notify the applicant of the rejection and shall refund any section fee and annual subscription paid by the applicant (but not the application fee).

## **21. Cessation of Membership**

- 1) Any member may resign membership of the Club by notifying the manager in writing prior to 1<sup>st</sup> June in the year that the member wishes to resign. If the written notice of resignation is not received prior to 1<sup>st</sup> June in the relevant year, the resigning member shall be liable to pay the annual subscription for the next ensuing financial year.
- 2) If a notice of resignation is stated to be effective prior to 1<sup>st</sup> June in any year, the resigning member shall not be entitled to any refund of fees or subscriptions paid.
- 3) Subject to rule 57 if a member fails to pay any relevant fee and/or subscription within one month of it becoming due, the defaulting member shall cease to be a member.
- 4) A member ceases to be a member if he/she is expelled as a result of disciplinary action in accordance with rule 23.

- 5) If a member ceases to be a member for any reason (including as a result of disciplinary action in accordance with rule 23, the member shall remain liable to pay any subscription or fee due at the time that membership ceases and shall not be entitled to any refund of any subscription or fee paid in advance, unless otherwise determined by the Board.

## **22. Rejoining**

- 1) A member who has ceased to be a member in accordance with rule 21 and subsequently is re-elected as a member shall be required to pay such application fee as is determined by the board.

## **Division 2 – Disciplinary Action**

### **23. Discipline of Members**

- 1) Subject to these rules, the Board may by resolution:
  - (a) Expel a member from the Club;
  - (b) Suspend a member from membership of the Club for a specified period; or
  - (c) Impose any appropriate requirement or restriction on a member.
- 2) A resolution referred to in the previous rule 23.1) may be made if the Board is of the opinion that the 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.
- 3) Prior to the Board passing a resolution under rule 23.1) the manager shall cause to be served on the relevant member a notice in writing:
  - (a) Setting out in full the details of the complaint against the member;
  - (b) Stating that the member may address the Board at the meeting to be held by the board where the
  - (c) complaint will be considered;
  - (d) Stating the date, place and time of that meeting;
  - (e) Informing the member that he/she may do one or more of the following:
    1. Attend that meeting
    2. Give to the board before the meeting a written statement regarding the complaint
    3. Advising the member of his/her rights of appeal pursuant to rule 23.5)
- 4) At the meeting of the Board where the complaint is considered, the board shall:
  - (a) Give the member an opportunity to be heard.
  - (b) Give due consideration to any written statement submitted by the member.
  - (c) By simple majority, determine whether to make a resolution under rule 23.1)
- 5) If the Board makes a resolution under rule 23.1) the manager shall as soon as practicable inform the member of the resolution by whatever means are appropriate.

- 6) If the Board passes a resolution under rule 23.1), the member may, not later than 48 hours after that meeting at which the resolution was passed, give the manager a notice to the effect that he/she wishes to appeal to the Club against the resolution. Where the manager receives a notice under this rule 23.6) the manager shall notify the board and the Board shall appoint a disciplinary committee consisting of one member from each section (none of whom shall be a board member) and convene a meeting of the disciplinary committee to be held within 30 days after the date on which the manager received the notice.
- 7) At the disciplinary committee meeting convened under rule 23.1)
  - (a) No business other than the question of the appeal shall be transacted;
  - (b) The Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) The member shall be given an opportunity to be heard; and
  - (d) The disciplinary committee shall vote on the motion that the resolution should be confirmed.
- 8) If at the disciplinary committee meeting
  - (a) A simple 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.
- 9) In the event that the disciplinary committee vote to revoke the resolution of the board, the disciplinary committee may by simple majority determine that, based only on the information before them at the 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 a resolution under rule 26.1 in place of the resolution of the board.

### **Division 3 – Grievance Procedures**

#### ***24. Disputes and Mediation***

- 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; or
  - (c) A member and the Association
- 2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- 3) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
- 4) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten days, hold a meeting in the presence of a mediator.
- 5) The mediator must be:
  - (a) A person chosen by agreement between the parties; or

(b) In the absence of agreement:

1. In the case of a dispute between a member and another member, a person appointed by the board; or
  2. In the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by Clubs Vic and in the event that Clubs Vic fails to appoint a mediator, the Dispute Settlement Centre of Victoria (Department of Justice).
- 6) A member of the Club can be a mediator.
- 7) The mediator cannot be a member who is a party to the dispute.
- 8) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 9) The mediator, in conducting the mediation, must:
- (a) Give the parties to the mediation 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.
- 10) The mediator must not determine the dispute.
- 11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART 4 – GENERAL MEETINGS OF THE ASSOCIATION**

### ***25. Annual general meetings***

- 1) There shall be an annual general meeting held not later than three months after the end of the financial year on such day and at such place as the Board determines.
- 2) The annual general meeting shall be specified as such in the notice convening it.
- 3) The ordinary business of the annual general meeting shall 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 board reports upon the transactions of the Club during the last preceding financial year;
  - (c) to declare the outcome of the election, and conduct a ballot if required for board members in accordance with these rules;
  - (d) to receive and consider the audited financial statement submitted by the Club in accordance the relevant legislation; and
- 4) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- 5) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

## **26. Special general meetings**

- 1) All general meetings other than the annual general meeting shall be called special general meetings.
- 2) The Board may, whenever it thinks fit, convene a special general meeting.
- 3) If, but for this sub-rule, more than 18 months would elapse between annual general meetings, the board must convene a special general meeting before the expiration of that period.
- 4) The board shall, on the requisition in writing of members representing not less than 30 per cent of members who are entitled to vote at meetings, convene a special general meeting of the Club.
- 5) The requisition for a special general meeting shall state the business of the meeting and shall be signed by the members making the requisition and be delivered to the manager and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 6) If the Board does not cause a special general meeting to be held within six weeks after the date on which the requisition is delivered to the manager, 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.
- 7) A special general meeting convened by members in pursuance of this rule shall be convened in the same manner as nearly as possible as general meetings convened by the board and all reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

## **27. Notice of meetings**

- 1) In the case of annual general meetings the manager must provide a preliminary notice in accordance with this rule. The preliminary notice is in addition to the notice referred to in 27.4).
- 2) The manager shall at least 45 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 Board positions which will be vacated at the annual general meeting and how to nominate for election as a Board member;
  - (c) the requirement to lodge notice of special business with the manager at least 28 days prior to the date fixed for the annual general meeting.
- 3) The preliminary notice referred to in rule 27.2) shall be by way of newsletter or notice posted on the notice board or such other manner as the Board determines.
- 4) In the case of both annual general meetings and special general meetings the manager shall, 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 house and served ( in accordance with rule 38) on all members eligible to vote .
- 5) The notice of general meeting shall state the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- 6) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 7) A member desiring to bring any business before a general meeting may give notice of that business in writing to the manager at least 28 days prior to the meeting, and the manager shall include that business in the notice calling the next general meeting after the receipt of the notice.

## **28. Proceedings at meetings**

- 1) All business that is transacted at general meetings, with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.
- 2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 3) Twenty members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 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 shall be dissolved and in any other case shall 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 at the time of the adjournment – 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) shall be a quorum.
- 5) The president, or in his/her absence, the deputy chair (refer rule 37) secretary, shall preside as chairman at each general meeting of the Club.
- 6) If the president the deputy chair and the secretary are absent from a general meeting, the treasurer shall preside as chairman at each general meeting of the Club
- 7) If all three office bearers are absent from a general meeting, the members present shall elect one of their number to preside as chairman at the meeting.
- 8) 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 shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.
- 9) Where a meeting is adjourned for 14 days or more, a notice of the adjourned meeting shall be given as in the case of the general meeting and such a notice will be valid notwithstanding that the notice was issued within twenty one days of the date of the adjourned meeting being held.
- 10) Except as provided in rule 28.9), 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.

- 11) A question arising at a general meeting of the Club shall 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 carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 12) Upon any question arising at a general meeting of the Club, each member entitled to vote in attendance or his/her proxy has one vote only, except in the event of an equality of votes when the chairman shall have a second or casting vote.
- 13) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting, in such manner as the chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 14) A poll that is demanded on the election of a chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairman may direct.
- 15) If a member in attendance at a general meeting abstains from voting on a resolution, his/her vote will not be included in the calculation of whether the required majority was in favour of the resolution.
- 16) A member is not entitled to vote at any general meeting unless all subscriptions and fees due and payable to the Club have been paid.

### ***29. Restricted Proxy voting***

- 1) All votes in elections or on resolutions shall be cast in person or by proxy vote cast in accordance with the following sub-rule.
- 2) All proxy votes shall appoint the chairman as the member's proxy and shall indicate how the member wishes to vote. An appointment of a proxy will be invalid if it does not appoint the chairman as the proxy or if it provides for the proxy to use his/her discretion regarding how or whether to cast the vote.
- 3) The appointment of a proxy must be in writing and signed by the member making the appointment.

### ***30. Use of technology***

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

### ***31. Quorum at general meetings***

- 1) No business may be conducted at a general meeting unless a quorum of members is present.

- 2) Twenty members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

### **32. Minutes of general meeting**

- 1) The Committee must ensure that minutes are taken and kept of each general meeting.
- 2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 3) In addition, the minutes of each annual general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (b) proxy forms given to the Chairperson of the meeting under rule 32; and
  - (c) the financial statements submitted to the members in accordance with rule 25.3.(b); and
  - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **PART 5 – BOARD OF MANAGEMENT**

### **Division 1 – Powers of the Board**

#### **33. Role and powers**

- 1) The affairs of the Association shall be managed by a Board of management consisting of the office bearers and five ordinary Board members all elected in accordance with these rules.
- 2) The Board may, subject to these rules and the relevant legislation, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings and without limiting the foregoing:
  - (a) The Board shall be entitled from time to time to make by-laws for the management of the Association and the conduct of the members and guests, such by-laws are to be communicated to the members in a manner determined by the Board and all such by laws shall be binding on members;
  - (b) The Board has the power to perform all acts and things as appear to the board to be essential for the proper management of the business and affairs of the Club;
  - (c) Notwithstanding the foregoing, without the approval of the members in general meeting, the board shall not commit the Club to a debt that exceeds 20% of the Club's gross income in the financial year prior to the debt being incurred;
  - (d) The secretary of the Club shall also be the Club's Secretary for the purposes of the Associations Incorporation Reform Act 2012.
- 3) The Board may:
  - (a) appoint and remove staff.
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.



### **34. Delegation**

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

## **Division 2 – Composition of the Board and duties if its members**

### **35. Composition of Board**

- 1) The Board shall consist of the Office Bearers and five (5) ordinary members
- 2) The office bearers of the Club shall be the:
  - (a) President
  - (b) Secretary
  - (c) Treasurer

### **36. General Duties**

- 1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- 2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- 3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- 4) Board members must exercise their powers and discharge their duties:
  - (a) in good faith in the best interests of the Association;
  - (b) and for a proper purpose.
- 5) Board members and former Board members must not make improper use of:
  - (a) their position; or
  - (b) information acquired by virtue of holding their position:so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- 6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

### **37. President**

- 1) Subject to sub rule 37.2), the President or, in the President's absence, the Deputy Chairperson is the Chairperson for any general meetings and for any Board meetings.
- 2) If the President and the Deputy Chairperson are both absent, or are unable to preside, the Chairperson of the meeting must be—

- (a) in the case of a general meeting—refer rule 28.5); or
- (b) in the case of a Board meeting—refer rule 28.6).

### **38. Secretary**

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

**Example:**

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

- 2) The Secretary or manager must—
  - (a) maintain the register of members in accordance with rule 62; and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 54.3), all books, documents and securities of the Association in accordance with rules 59 and 68; and
  - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
- 3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

### **39. Treasurer**

- 1) The Treasurer must—
  - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - (c) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
  - (d) ensure cheques or electronic fund transfers are signed by at least any 2 of the following
    - 1. Nominated Board members
    - 2. Manager
    - 3. Nominated Staff members
- 2) The Treasurer must:
  - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- 3) The Treasurer must ensure that at least one other Board member and Manager has access to the accounts and financial records of the Association.

## **Division 3 – Election of Board Members and tenure of office**

### **40. Term of Board Members**

- 1) Each Board member with the exception of the executive namely President, Secretary and Treasurer shall be elected for a term of two years, which term shall expire at the conclusion of the annual general meeting in the year that the term expires, unless concluded earlier in accordance with these rules.
- 2) The President, Secretary and Treasurer shall be elected for a term of 3 years, which term will expire at the conclusion of the annual general meeting in the year that the term expires, unless concluded earlier in accordance with these rules.
- 3) Retiring Board members shall be eligible for re-election.
- 4) Notwithstanding anything to the contrary if the Club holds a gaming licence pursuant to the *Gambling Regulation Act 2003*, a Board member who has not met the requirements of a person associated with a club that holds a gaming licence may not act as a board member until such time as the Board member meets the requirements.

### **41. Nominations for Election of Board members**

- 1) Only those members whose fees and subscriptions are totally paid at the time of nomination and who are entitled to be nominated for election as Board members (refer to rule 16) are eligible to stand for election.
- 2) Only those members whose fees and subscriptions are totally paid at the time of nomination and who are entitled to propose and second nominees for election to the Board (refer to rule 16) shall be entitled to propose or second the nomination of any other member for election as a board member.
- 3) Nominations of candidates for election to the Board:
  - (a) shall be made in writing on a form approved by the board from time to time.
  - (b) shall contain the name and signature of a proposer and a seconder, both of whom shall be members entitled to nominate members for election (not being the candidate).
  - (c) shall 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 gaming licence, be accompanied by a completed form/s which may be required by law to be lodged in respect of a person associated with a licensed and/or gaming venue.
  - (e) shall be delivered to the manager, together with the form/s referred to in this rule, not less than 28 days before the date fixed for the holding of the annual general meeting.
- 4) If the manager finds that any nomination contains an anomaly or is not accompanied by the form/s required by rule 41.3.(d) the manager shall notify the member concerned of the anomaly and where it is practicable to do so, shall give the member concerned the opportunity of remedying the anomaly within a reasonable period from the receipt of the notice but no later than 21 days prior to the annual general meeting.

- 5) The manager shall display copies of all valid nominations in a conspicuous place at the Club's premises for a period of at least 21 days immediately preceding the annual general meeting.
- 6) Candidates shall be entitled to nominate for more than one position on the board (for example, a candidate may nominate for president and/or treasurer and/or Ordinary Board Member).
- 7) Serving board members may nominate for election to other board positions (for example, the serving treasurer may nominate for president).
- 8) In the event of a serving board member being elected to another position on the board, a vacancy will be created in the position that the serving board member vacates, which vacancy shall be filled in accordance with rule 44.14) and the person elected to fill the vacancy shall hold the position for the remainder of the term that the vacating board member would have served.
- 9) If insufficient nominations are received to fill all vacancies on the board, the candidates
- 10) nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 11) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 12) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held in accordance with these rules.

#### **42. Election of President etc**

- 1) At the annual general meeting, separate elections must be held for each of the following positions—
  - a. President
  - b. Secretary
  - c. Treasurer
- 2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- 3) If more than one member is nominated, a ballot must be held in accordance with rule 44.
- 4) On his or her election, the new President may take over as Chairperson of the meeting.

#### **43. Election of ordinary members**

- 1) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
- 2) A single election may be held to fill all of those positions.
- 3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- 4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 44.

#### **44. Ballot for the election of Board Members**

- 1) In the event that a ballot is required, the procedures set out in this rule shall apply.
- 2) The manager shall prepare ballot papers containing:
  - a. the names of all the candidates;
  - b. the position/s for which each candidate has been nominated.
- 3) The manager shall, at least 21 days prior to the annual general meeting, make available to each member eligible to vote in elections a ballot paper together with an envelope marked "Voting Paper" and identified with the voting member's name and membership number.
- 4) The voting member shall complete the ballot paper and place the completed ballot paper in the envelope marked "Voting Paper" and seal the envelope and return the sealed envelope to the manager no later than the commencement of the annual general meeting.
- 5) Prior to the annual general meeting the board shall appoint three independent scrutineers, none of whom shall be a candidate or board member.
- 6) Immediately prior to the annual general meeting the manager shall provide the scrutineers with all the returned ballot papers.
- 7) Depending on which Board positions are vacant in any particular year the scrutineers shall count the votes for Board positions in the following order:
  - (a) President
  - (b) Secretary
  - (c) Treasurer
  - (d) Ordinary Board Members
- 8) The scrutineers shall count the votes cast for each candidate and shall, despite any minor defects, attempt to give effect to each vote cast.
- 9) In the event of a dispute between the scrutineers, the majority decision shall prevail.
- 10) The candidates receiving the highest number of votes shall be elected.
- 11) In the event of two or more candidates receiving an equal number of votes for the same position, the chairman of the annual general meeting shall decide the winner by lot.
- 12) In the event of a candidate who has been nominated for more than one position being elected to a position, the votes cast for that elected candidate shall be disregarded in the counting of votes for subsequent positions.
- 13) The scrutineers shall report the results of the ballot to the chairman of the annual general meeting.
- 14) A record shall be kept by the manager of the number of members voting.
- 15) Where an insufficient number of nominations has been received, or where the election has resulted in a position on the board becoming vacant, the chairman of the annual general meeting shall call for nominations from the floor of the annual general meeting to fill the vacant positions and conduct a ballot in such appropriate manner as the board shall determine subject to the following sub-rule.

- 16) Depending on which board positions are vacant, the chairman shall call for nominations and conduct a ballot for board positions in the order set out in rule 44.6)

#### **45. Casual vacancies**

- 1) A casual vacancy occurs in a board position if:
  - (a) a board member ceases to be a member of the Club;
  - (b) a board member has his/her membership cancelled in accordance with rule 23;
  - (c) a board member is absent from three consecutive meetings of the board without apology;
  - (d) subject to rule 45.2) a board member has a material personal interest in a matter that relates to the affairs of the Club unless the board member has declared the interest and refrained completely from partaking in any decision related to the matter;
  - (e) a board member resigns his/her position by notice in writing given to the manager;
  - (f) a board member is removed from the board in accordance with these rules by the members at a general meeting and the members do not appoint a replacement board member at that general meeting;
  - (g) a board position is not filled at an election or ballot at the annual general meeting held in accordance these rules;
  - (h) a board member is appointed to another position on the board to fill a casual vacancy.
- 2) Notwithstanding rule 45.1).(d) a Board member who has a material personal interest in a matter that relates to the affairs of the Club (the "interested board member") does not vacate his/her position if the board members who do not have a material personal interest in the matter pass a resolution that the interest is not of a nature to require the position of the interested board member to become vacant.
- 3) In the event of a casual vacancy in the office of an office bearer, the board may appoint one of its members to the vacant office thus creating a further casual vacancy, and the member so appointed shall hold office for the remainder of the term that the vacating office bearer would have served.
- 4) In the event of a casual vacancy occurring in the position of an Ordinary Board Member the board may appoint a member of the Club who is eligible for election to the board to fill the vacancy and the member so appointed shall hold the position for the remainder of the term that the vacating Board member would have served.
- 5) The board shall have the discretion whether or not to fill any casual vacancy on the board.
- 6) The serving Board members shall have the power to fill casual vacancies notwithstanding that due to casual vacancies, the board does not have enough members to make a quorum.
- 7) In the event that a Board member has his/her membership suspended in accordance with rule 23, the board member's position on the board is also suspended for the same period.

#### **46. Removal of Board member**

- 1) The members in a general meeting may by resolution remove any board member before the expiration of his/her term and appoint another member in his/her stead to hold office until the expiration of the term of the first-mentioned member.
- 2) Notice of intention to move the resolution referred to in rule 46.1) must be given to the manager at least one month before the meeting is to be held.
- 3) The manager must give the Board member a copy of the notice referred to in rule 46.2) as soon as practicable after it is received.
- 4) The Board member to whom the resolution refers is entitled to put his/her case to members by:
  - (a) giving the manager a written statement for circulation to members; and
  - (b) speaking to the motion at the meeting.
- 5) The written statement is to be circulated by the manager to members by:
  - (a) sending a copy to everyone to whom notice of the meeting is sent if there is time to do so; or
  - (b) if there is not time to comply with rule 46.5).(a) - having the statement distributed to members attending the meeting and read out at the meeting before the resolution is voted on.
- 6) The director's statement does not have to be circulated to members if it is more than 1,000 words long or defamatory.
- 7) In the event that a Board member is removed in accordance with the rule 46.1), the removal of the board member is not invalidated by the fact that the members did not appoint another member to the board, and in the event that another member is not appointed to the board, a casual vacancy shall exist for the board position.

#### **Division 4 – Meetings of the Board**

##### **47. Meetings of the Board**

- 1) The Board shall hold meetings on a periodic basis as often as necessary.
- 2) Board meetings may be convened in any way approved by the board, and attendance may be by telephone or conference call or such other reasonable means as agreed by the board.
- 3) Any three board members may require the secretary to convene a special meeting of the board, and the secretary shall on the requisition of three board members convene a special meeting of the board.
- 4) No business shall be transacted at any meeting unless each board member has been given reasonable notice of the meeting.
- 5) Subject to rule 45.6) - any four Board members shall constitute a quorum for the transaction of the business of a meeting of the board and no business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the chairman shall adjourn the meeting to an appropriate time and place unless the meeting was a meeting requisitioned by board members pursuant to rule 47.3) in which case it lapses.

- 6) In the event that a meeting is adjourned in accordance with the rule 47.5), each Board member shall be notified of the place and time for the reconvened meeting.
- 7) At meetings of the Board:
  - (a) the president, or in his/her absence the Deputy Chairperson, shall preside as chairman; or
  - (b) if the president and the deputy Chairperson are absent, a nominated Board member shall preside as chairman; or
  - (c) if all the office bearers are absent or unable to preside as chairman, such one of the remaining Board members as may be chosen by the members present shall preside as chairman.
- 8) Questions arising at a meeting of the Board or of any sub-committee appointed by the board shall be determined on a show of hands or, if demanded by a Board member, by a poll taken in such manner as the chairman may determine.
- 9) The chairman shall have a deliberative and a casting vote.
- 10) Subject to the requirement for a quorum the board may act notwithstanding any vacancy on the board.

#### **48. Sub-Committees**

- 1) The Board 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 such of the powers or duties of the board as the board may determine.
- 2) The Board may recall or revoke any appointment or delegation made in accordance with rule 48.1)
- 3) The business of sub-committees shall be conducted in accordance with the direction of the board and sub-committees shall conform to any direction that may be prescribed by the board.
- 4) All sub-committees shall report to the board and decisions of a sub-committee shall be subject to confirmation by the board except where the sub-committee has been given express power to act by the board.

#### **49. Sporting Sections**

- 1) Without limiting the preceding rule 48, the Board shall establish particular sporting sections pertaining to particular sports offered by the Club, and consisting of members who have paid the full Club membership fee.
- 2) A member may be a member of more than one section simultaneously.
- 3) Each year the Board shall facilitate the convening of annual meetings of the members of each section.
- 4) At the section annual meetings the members shall elect the section committee for the relevant sections.
- 5) The section committee/s shall consist of such officers as the members consider appropriate.
- 6) The election for section committees shall be conducted in such reasonable manner as determined by the particular section with approval by the board.



- 7) The section committees shall meet periodically as required and the provisions for the conduct of board meetings shall, with necessary modifications, apply to the conduct of section committee meetings.
- 8) The section committees shall be responsible for the conduct of their respective sports and the establishment of by-laws for the conduct of the sports, which by-laws shall be subject to the approval of the Board.
- 9) The Board may recall or revoke any appointment or delegation made to a section or section committee.
- 10) The business of section committees shall be conducted in accordance with the direction of the Board and section committees shall conform to any direction that may be prescribed by the Board.
- 11) All section committees shall report to the Board and decisions of a section committee shall be subject to confirmation by the Board except where the section committee has been given express power to act by the board.
- 12) Minutes of section meetings must be forwarded to the secretary of the Board prior to the next scheduled section meeting.

### **50. Validating Acts of the Board**

All acts done by any meeting of the Board or officer of the Club board member or officer of the Club shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any one or more of such persons, or that they or any of them were disqualified, be as valid as if any such person had been duly appointed and was qualified to act.

### **51. Indemnity**

- 1) No Board member or officer of the Club shall be liable to the Club for any loss or expense not applicable to his/her own dishonesty or to the wilful commission by him/her of an act known by him/her to be a breach of trust.
- 2) To the full extent allowed by the law, the Board and each board member and officer of the Club (past and present) shall be indemnified by the Club from and against any liability, loss or damage caused to or incurred by the board or board member and officer of the Club (past or present) by reason of the bona fide exercise by the board and each board member and officer of the Club of any of the duties, powers or privileges conferred or imposed on him/her by these rules or any amendment thereof including (but not limited to) the costs and expenses incurred in defending civil and/or criminal proceedings regardless of the outcome of those proceedings.
- 3) The board shall ensure that the Club maintains appropriate insurance cover to indemnify the board members and officers of the Club (past and present) in accordance with the indemnity contained in this rule 24, and without limiting the effect of the indemnity contained in this rule 24, to cover costs and expenses incurred by the board members and officers of the Club (past or present) in defending any proceedings whether civil or criminal and regardless of the outcome of those proceedings.

## **PART 6 – FINIANCIAL MATTERS**

### **52. Source of funds**

- 1) The funds of the Club shall be derived from fees, annual subscriptions, donations, hospitality operations and such other sources as the board determines and shall be applied to the promotion of the purposes of the Club in such manner as the board shall direct.
- 2) The Treasurer shall ensure that the Manager of the Club carries out all responsibilities directed in clause 60 sub clause 60.2).(d).

### **53. Management of funds**

- 1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- 3) The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 4) All drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by nominated Board members and manager.
- 5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 6) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

### **54. Financial records**

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

### **55. Financial statements**

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

- (d) the submission of the financial statements to the annual general meeting of the Association;
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **56 Payments**

- 1) All payments on behalf of the Club shall be made by any means authorised by the Board and signed by such persons duly authorised by the Board from time to time.
- 2) All Sections must nominate a person for signing authority on the Sections behalf and that authority approved by the Board

## **57 Fees and Subscriptions**

- 1) The application fee and annual subscription for each category of membership shall be determined by the board from time to time, and the board shall be at liberty to determine that there shall be no application fee or annual subscription, or may determine to provide a discount, for any particular category of membership or particular members.
- 2) Subject to rule 57.3), the section fees for each section shall be determined by the relevant section committees from time to time, and the section committees shall be at liberty to determine that there shall be no section fee, or may determine to provide a discount, for any particular section or particular members, and may determine that difference section fees are payable for different types of registration within the section.
- 3) Section fees set in accordance with rule 57.2) shall be subject to the approval of the board, and, notwithstanding rule 57.2) the board shall be at liberty to set the section fee for any particular section/s.
- 4) All annual subscriptions shall be due and payable in advance on 1<sup>st</sup> April in every year.
- 5) Section fees shall be due on the date set by the relevant section committee.
- 6) A member who is elected after 1<sup>st</sup> April in any year shall pay one-twelfth of the relevant annual subscription for that year for each month or part thereof that the person is a member.
- 7) Subject to the following rule 57.8) if a member fails to pay the relevant fee and/or subscription within one month of it becoming due, the defaulting member shall cease to be a member and shall cease to be entitled to any of the privileges of membership.
- 8) The board 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 of the previous rule 57.7) upon payment of outstanding fees and/or subscriptions without the requirement for the ceased member to reapply for membership.
- 9) The board may determine that all members or particular members may pay fees by instalments.

## **58. Levies and Debentures**

- 1) Subject to the approval of the members in general meeting, the board shall have power to impose levies upon members or categories of members or members registered in a particular section.
- 2) The board shall determine the terms for payment of each levy.

- 3) A levy shall be a “fee” for the purposes of these rules and non-payment of a levy by any member shall be subject to the provisions of rule 57.7).
- 4) Without in any way limiting the powers of the board as set out in rule 33.2), the board may issue debentures, bonds or other securities to members at any time and in any form or manner and on such terms and conditions as the board may think fit including the payment of interest by the Club, the provisions for redemption and a power to restrict the transfer, assignment or charge thereof.

## **PART 7 – GENERAL MATTERS**

### **59. Common Seal**

- 1) The Common Seal of the Club shall be kept in the custody of the secretary of the Board (refer rule 38.2).(b).
- 2) The Common Seal shall not be affixed to any instrument except by the authority of the board and the affixing of the Common Seal shall be attested by the signatures of two board members.

### **60. Manager**

- 1) The board shall be empowered to engage a manager on terms and conditions that the board considers appropriate and who shall be required to act diligently, honestly and faithfully in the best interests of the Club and carry out the directions of the board.
- 2) Without limiting the previous rule 60.1), in particular the manager shall perform all the duties assigned to the manager in these rules and shall also:
  - (a) cause to be kept on the Club’s premises a register of the members setting forth in full the names and addresses of all members of the Club 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 meetings of the board and of the members in records provided for the purpose;
  - (c) cause to be prepared and lodged with the relevant authorities all financial statements returns, statements and forms in accordance with any relevant legislation.
  - (d) Undertake the supervision for the collection and receiving of all monies due to the club and ensuring the proper recording of same and be responsible for all payments authorised by the Club;
  - (e) All drafts, bill of exchange, promissory notes and other negotiable instruments must be signed by a least one nominated Board member and one nominated staff member as approved by the Board.
- 3) In the absence of a Manager, the board shall nominate a Board member/s to be responsible for performing the duties of the manager.

### **61. Visitors to the Club**

- 1) Where it is stipulated in these rules, members shall be entitled to introduce visitors to the Club’s premises as guests of the members.

- 2) A visitor shall 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*).
- 3) Authorised gaming visitors to the Club's premises 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;
  - (c) comply with all relevant rules and by-laws of the Club whilst on the licensed premises of the Club.

## **62. Register of Members**

- 1) The manager must keep and maintain a register of members containing--
  - (a) the name and address of each member; and
  - (b) the date on which each member's name was entered in the register.
- 2) The register shall be available for inspection free of charge by any member upon request.
- 3) A member may make a copy of entries in the register.

## **63. Visitors register**

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

- 1) introduced as a guest of member – in which case the register shall record the name of the guest and the name of the introducing member; OR
- 2) an authorised gaming visitor – in which case the register shall record the residential address of the visitor.

## **64. Commissions, allowances and remuneration**

- 1) No board member, member, employee or agent of the Club may receive any payment of any amount by way of commission or allowance from the Club's receipts for the supply of liquor.
- 2) No board member shall be paid any remuneration or commission for his/her services to the Club, but the board shall have the power to grant an honorarium to board member/s of such amount as it deems appropriate.
- 3) No member shall receive any dividend or profit whatsoever from the Club other than remuneration for services or product provided, or honorarium for work done as approved by the board in accordance with these rules, or salary or wages paid to employees.

## **65. Alteration of rules and statement of purposes**

- 1) No alteration or addition to these rules and statement of purposes shall 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 member entitled to vote at that meeting.
- 2) The special resolution shall be passed by a majority of three-quarters of the members present and entitled to vote.

- 3) An alteration of the statement of purposes or the rules does not take effect unless and until it is approved by the relevant authority.

## **66. Notices**

- 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 to the member at his/her address as shown in the register of members which address may be an email or fax address.
- 2) Where a document is properly addressed, prepaid and sent to a person, the document shall, 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 events.

## **67. Winding up or cancellation**

- 1) The members at a general meeting may, by special majority of the members present, pass a resolution for the dissolution of the Club.
- 2) Such resolution shall have no effect unless:
  - (a) the resolution is confirmed by a special resolution at a general meeting held not less than one month after the meeting referred to in the previous rule 67.1);
  - (b) not less than one-half of the members of the Club are present and voting at the special general meeting; and
  - (c) not less than three-quarters of those present and voting at the special general meeting vote in favour of the resolution.
- 3) If the conditions set out in the previous rule 67.2) are met, the Club shall 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 shall 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 meeting general meeting referred to in rule 67.2.(a), and after completion of distribution the Club shall be dissolved.

## **68. Custody of records**

- 1) Except as otherwise provided in these rules, the manager shall keep in his/her custody or under his/her control, all books, documents and securities of the Club.
- 2) The register of members shall be open at all reasonable times for inspection by members and a member may make a copy of an entry/s in the register of members.
- 3) All relevant documents shall be available upon written request to the board for inspection by members for purposes related to the good conduct of the Club, which purposes are to be set out in the request.
- 4) The Board shall determine whether the request made by the member is for a purpose related to the good conduct of the Club and may refuse a member access to any relevant documents if it deems that the request is not, in the opinion of the board, related to the good conduct of the Club.

## **69. Associated bodies**

1) The Club must:

- (a) be a body corporate or incorporated association to be recognised by Associated Bodies and must have the following characteristics:
  - 1. it organises teams to participate in competitions sanctioned by Associated Bodies;
  - 2. all members of its teams are entitled to membership;
  - 3. agrees to be bound by the Statutes and Regulations, the Laws of the Game and those of Associated Bodies' rules (including the respective constitutions) and by-laws expressed to apply to it; and
  - 4. prevent infringement of the constitutions and by-laws Associated Bodies and protect the Sports it engages in from abuse.
- (b) amend:
  - this Constitution; or
  - the By-laws,
  - to promptly assess changes in the constitutions and by-laws of Associated Bodies made from time to time to the extent that they are applicable to the Club. In this clause the reference to changes to by-laws includes additional or replacement by-laws;
- (c) not otherwise amend or vary this Constitution without notifying Associated Bodies and in accordance with the Act; or
- (d) not otherwise amend or vary any of its By-laws without notifying Associated Bodies.
- (e) Subject to applicable law, the Club must
- (f) promulgate and comply with, and do everything within its power to enforce compliance with, the Statutes and Regulations and the Laws of the games; and
- (g) co-operate with Associated Bodies in all matters relating to the organisation of competitions, the Club's own competitions and sport in general.