

# RULES OF BROADMEADOWS SPORTING CLUB INC

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## **1. NAME**

1.1. The name of the club is Broadmeadows Sporting Club Inc hereinafter referred to as 'the Club'.

## **2. STATEMENT OF PURPOSES.**

2.1. The purposes for which the Club is established are the promotion of a social organisation and club to provide a means of social interaction between various persons.

2.2. To establish maintain and conduct a club for the social, sporting and educational purposes of the members of the Club and to establish maintain and conduct a Club House for the purpose of providing, to members, their guests and authorised visitors, entertainment, dining and such gaming and wagering facilities, as are authorised by the Federal, State and local governments from time to time.

2.3. To promote and sponsor participative sport in the City of Hume and surrounding localities.

2.4. To acquire, build and maintain facilities to enable the Club to continue to further these purposes, as the Board of Directors may think fit from time to time.

2.5. To apply for, obtain and renew a licence as a Club within the meaning of the Liquor Control Act, and such other licences and permits as are necessary from time to time for the Club to fulfill the purposes above.

## **3. DEFINITIONS**

3.1. In these rules:

3.1.1. "Board" means the Board of Management of the Club;

**Including Board Subcommittees**

3.1.2. "Board Member" means the members of the Board including Office Bearers and Ordinary Board Members;

3.1.3. "Financial year" means the year commencing 1 July and ending 30 June;

3.1.4. "General meeting" means both a special general meeting of members convened in accordance with rule 27 and the Annual General Meeting of the Club;

- 3.1.5. "Member" means a member of the Club;
- 3.1.6. "Member Protection Policy" means the Community Clubs Victoria (CCV) Member Protection Policy adopted by the club as the club's policy for prohibiting harassment, discrimination and bullying and the handling of complaints;
- 3.1.7. "Ordinary Board Members" means members of the Board who are not Office Bearers;
- 3.1.8. "Office Bearers" means those members of the Board who hold the positions set out in sub-rule 13.2;
- 3.1.9. "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.

#### **4. INTERPRETATION OF RULES**

- 4.1. In these rules, words of the singular shall where the context so admits imply the plural and vice versa.
- 4.2. In these rules, words implying the masculine gender include the feminine gender and vice versa.
- 4.3. In these rules, a reference to a statute or a statutory provision 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 thereunder.
- 4.4. 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.

#### **5. MEMBERS**

- 5.1. The Members of the Club shall be:
- 5.1.1. Every person who at the adoption of these rules is a member of the Club;

5.1.2. Every person who on or after the adoption of these rules becomes a member of the Club.

## **6. CATEGORIES OF MEMBERS**

6.1. In this Rule, references to being elected as a member of a particular category or class as provided for in rules 6 and 7.

### **6.2. ORDINARY MEMBERS**

6.2.1. Any person over the age of 18 years may be elected as an Ordinary Member.

### **6.3. LIFE MEMBERS**

6.3.1. Any Ordinary Member of the Club who has rendered meritorious service to the Club may be nominated by the Board to become a life member. Such nomination to be endorsed at the next Annual General Meeting.

6.3.2. The election to become a Life Member requires at least a two-thirds majority of members present and voting at the Annual General Meeting.

### **6.4. JUNIOR MEMBERS**

6.4.1. Any person who has not attained the age of 18 years may be elected as a Junior Member of the Club.

6.4.2. Upon attaining the age of 18 years any Junior Member may be transferred to Ordinary Membership.

### **6.5. HONORARY MEMBERS**

6.5.1. Any person who meets one or more of the following criteria shall be an Honorary Member for the day/s upon which he or she meets that criteria:

6.5.1.1. Any person who has rendered distinguished service to the community or special services to the Club;

6.5.1.2. Any distinguished visitor to the City of Hume;

6.5.1.3. Any person who is competing in any Inter-Club Match, Tournament, or game organised by the Club and taking place on the sporting facilities;

- 6.5.1.4. Any person who is an official of any other recognised club and who is attending the Club premises in connection with any such Match, Tournament or game;
- 6.5.1.5. Any person over the age of 18 years who is a member of any Club which the Board may from time to time determine as providing reciprocal rights and benefits.
- 6.5.2. All Honorary Members must provide the club with their name and address in a form as required by the Board from time to time.
- 6.5.3. Honorary Members shall not be required to pay annual subscriptions.
- 6.5.4. The Secretary 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.
- 6.5.5. The Board shall have the power to cancel the membership of any Honorary Member without notice and without assigning any cause therefore.

## **7. MEMBERS' PRIVILEGES AND ENTITLEMENTS:**

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

### **7.2. ORDINARY MEMBERS ARE ENTITLED TO THE FOLLOWING PRIVILEGES:**

- 7.2.1. Admission to the grounds and use of the sporting facilities at all times that they are open, and to compete in Club Competitions and tournaments as are open to them provided that the Board may with prior notice on special occasions or otherwise at its discretion from time to time extend or vary the times and days that Ordinary members may be admitted to the ground and use the sporting facilities. Where a competition has been scheduled for a particular venue, then the general manager may limit access to ordinary members;
- 7.2.2. Use of the Club's non-sporting facilities in accordance with these rules and the By-laws laid down by the Board;
- 7.2.3. To elect the Board Members of the Club;
- 7.2.4. To offer themselves for election as Board Members of the Club;

- 7.2.5. To propose or second the nomination of any other qualified member for election to the Board;
- 7.2.6. To attend and vote at all General Meetings of the Club;
- 7.2.7. To introduce visitors to the facilities at the Club

**7.3. LIFE MEMBERS ARE ENTITLED TO THE SAME PRIVILEGES AS ORDINARY MEMBERS ABOVE 7.2**

- 7.3.1. Use of the Club's facilities in accordance with the By-laws laid down by the Board;
- 7.3.2. To attend and vote at all General Meetings of the Club;
- 7.3.3. Exemption from the payment of annual subscriptions, and unless otherwise directed by the Board, from all other charges and levies.

**7.4. JUNIOR MEMBERS ARE ENTITLED TO THE FOLLOWING PRIVILEGES:**

- 7.4.1. Admission to the grounds and use of the sporting facilities of the Club as per rule 7.2. Use of the Club's non-sporting facilities in accordance with these rules, the By-laws laid down by the Board and any relevant laws;
- 7.4.2. To attend but not vote at any Annual General Meetings or Special General Meetings of the Club;
- 7.4.3. To introduce visitors to the facilities at the Club in accordance with rule 31 and any relevant laws

**7.5. HONORARY MEMBERS ARE ENTITLED TO THE FOLLOWING PRIVILEGES:**

- 7.5.1. Admission to the grounds and use of the sporting facilities of the Club on any day that they meet the criteria for Honorary Membership on the terms set out by the Board from time to time and provided that the Board shall have the power to cancel the membership of any Honorary Member without notice and without assigning any cause therefore;
- 7.5.2. Use of the Club's non-sporting facilities in accordance with these rules and the By-Laws laid down by the Board.

**8. APPLICATION FOR NEW MEMBERSHIP**

- 8.1. The procedure set out in this rule shall apply to applications for new membership to the following categories:
- Ordinary Members;
  - Junior Members;
  - For other categories of membership refer to the procedure laid out in rule 6 for the particular membership category.
- 8.2. Every applicant for new membership of the Club shall be proposed by one and seconded by another Member eligible to propose and second nominees.
- 8.3. The applicant shall be known personally by both the proposer and seconder.
- 8.4. Every application for membership shall be in writing in a form approved by the Board from time to time and signed by the applicant and his or her proposer and seconder and shall be delivered to the Secretary together with the relevant fee and subscription, and the Secretary shall refer the nomination to the Board as soon as practicable.
- 8.5. If requested to do so by the Board, the Secretary shall write to any applicant for membership requesting the applicant to attend at the Club House to be interviewed by the Board.
- 8.6. The Board shall consider the application for membership at a Board meeting.
- 8.7. The quorum for the Board meeting at which an application for membership is considered shall be six Board members present.
- 8.8. The decision to elect an applicant to membership requires a unanimous vote of the Board present and voting, PROVIDED THAT any Board Member voting against the election of an applicant is required to provide reasons for the vote, and if in the opinion of the majority of the Board present such reasons are unreasonable, the rejection of the application shall be over-ruled.
- 8.9. A record shall be kept by the Secretary of the number of votes by the Board Members.

## **9. FUNDS**

The funds of the Club shall be derived from fees, annual subscriptions, donations and such other sources as the Board determines.

## **10. PAYMENTS**

All payments on behalf of the Club shall be made by credit card, cheque, or any

other means authorised by the Board signed by such persons duly authorised by the Board from time to time.

## **11. FEES & SUBSCRIPTIONS**

- 11.1. Subject to these rules, the entrance 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 entrance fee or annual subscription for any particular category of membership.
- 11.2. All annual subscriptions shall be due and payable in advance on 31 July in every year.
- 11.3. Subject to the following rule 11.4 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.
- 11.4. 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 11.3 upon payment of outstanding fees and/or subscriptions without the requirement for the ceased member to reapply for membership.
- 11.5. The Board may determine that all members or particular members may pay subscriptions and/or fees by instalments.

## **12. CALLS**

- 12.1. The Board shall have power to make calls upon Members or categories of Members for a particular sum and expressed to be made as on the date of making such a call PROVIDED THAT Members who have been elected to membership during the membership year in which the call is made shall be obliged to pay one-twelfth of the call for each month or part of a month that they are Members during the year in which the call is made.
- 12.2. The Board shall determine the terms for payment of each call.
- 12.3. A call shall be a “fee” for the purposes of these rules and non-payment of a call by any member shall be subject to the provisions of sub-rule 11.3.

## **13. MANAGEMENT**



- 13.1. The affairs of the Club shall be managed by a Board of Directors consisting of the Office Bearers and eight Ordinary Board Members all elected in accordance with these rules.
- 13.2. The Office Bearers of the Club shall be:
- President;
  - Two Vice Presidents;
  - Secretary;
  - Treasurer.
- 13.3. The Board may, subject to these Rules, and the relevant legislation, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Club and without limiting the foregoing:
- 13.3.1. The Board shall be entitled from time to time to make By-laws for the management of the club 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;
- 13.3.2. The Board has the power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Club;
- 13.3.3. The Board shall not, without the prior approval of the members in general meeting dispose of or demise any part of the real property of the club's premises.

#### **14. TERM OF BOARD MEMBERS**

- 14.1. There shall be an annual election for the positions on the Board which fall vacant and each person elected to fill such vacancies shall hold the position for a term of three years from their election date or until their successors have been elected and (subject to the following rule 14.2) shall be eligible for re-election.
- 14.2. One third of the board will be elected each year, the first such election will be in 2008, when four members will be elected, and those elected and will be known as term "A" board members and will be subject to election each

three years thereafter. A further four members will be elected in 2009 will be known as term “B” board members and will be subject to election each three years thereafter. Five members will be elected in 2010 will be known as term “C” board members and will be subject to election each three years thereafter. Any board member who has been elected to fill a casual vacancy in the previous twelve months will also be subject to election at the first annual election following their appointment to the board.

- 14.3. In each year the positions which shall fall vacant will be the positions of those Board Members whose terms have expired by the expiration of time or such other manner as provided in these rules.
- 14.4. Nominations of candidates for election to fill vacancies on the Board:
  - 14.4.1. shall be made in writing on a form approved by the Board from time to time;
  - 14.4.2. shall be signed by a proposer and a seconder both of whom shall be members entitled to nominate members for election (not being the candidate);
  - 14.4.3. shall be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
  - 14.4.4. for such time as the Club holds a gaming licence, be accompanied by a completed form for approval as an “associated individual” or any other form/s which may be required by law to be lodged in respect of a person associated with a licensed gaming venue;
  - 14.4.5. shall be delivered to the Secretary, together with the form/s referred to in this rule, not less than fourteen days before the date fixed for the holding of the Annual General Meeting.
- 14.5. If the Secretary finds that any nomination contains an anomaly or is not accompanied by the form/s required by the previous rule 14.4 the Secretary shall notify the person concerned of the anomaly and where it is practicable to do so, shall give the person concerned the opportunity of remedying the anomaly within a reasonable period from the receipt of his notice, notwithstanding that the date for submission of nominations may have already passed.

- 14.6. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 14.7. 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. Those persons appointed to fill casual vacancies in the previous year will be deemed to have been elected to fill the remainder of the term of those members whose retirement from the board created the vacancy
- 14.8. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held in accordance with these rules.
- 14.9. In the event of a ballot being required the ballot shall be conducted as the Board may determine from time to time subject to these rules.
- 14.10. The Board shall appoint a Returning Officer to conduct the ballot.
- 14.11. The Returning Officer shall count the votes cast for each candidate and shall, despite any minor defects, attempt to give effect to each vote cast.
- 14.12. The candidates receiving the highest number of votes shall be elected to the longer terms.
- 14.13. In the event of two or more candidates receiving an equal number of votes for the same position, the Returning Officer shall decide the winner by lot.
- 14.14. A record shall be kept by the Secretary of the number of members voting.
- 14.15. Where an insufficient number of nominations has been received, the Chairman of the Annual General Meeting shall call for nominations from the floor of the Annual General Meeting and conduct a ballot in such appropriate manner as the Board shall determine

## **15. ELECTION OF OFFICE BEARERS.**

- 15.1. At the first Board of Directors meeting following the Annual General Meeting, the President will declare all the officer bearers' positions vacant and call for nominations from the Board.
- 15.2. Should the number of nominations exceed the number of vacancies the Returning Officer will conduct an election among the Board members present

at the meeting. Elections will be conducted in the following order; President, Vice Presidents (the candidate with the highest number of votes being the senior vice president, while the candidate with the second highest number of votes will be the junior vice president), Secretary and Treasurer.

## **16. CASUAL VACANCIES**

16.1. For the purpose of these rules, a casual vacancy occurs in the position of a Board Member if the:

- 16.1.1. the Board Member ceases to be a member of the Club;
- 16.1.2. the Board Member has his membership of the Club suspended in accordance with rule 25;
- 16.1.3. the Board Member becomes an insolvent under administration within the meaning of the Corporations Act;
- 16.1.4. the Board Member is absent from three consecutive meetings of the Board without apology;
- 16.1.5. the Board Member fails to declare any direct or indirect interest in any contract or proposed contract with the Club or participated in any discussion relating to such a contract at a Board meeting or voted on such a contract at a Board meeting or general meeting;
- 16.1.6. the Board Member resigns his position by notice in writing given to the Secretary;
- 16.1.7. the 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;
- 16.1.8. the Board Member's position is not filled at an election or subsequent ballot at the Annual General Meeting held in accordance these rules;
- 16.1.9. during any time that the Club holds a gaming venue operator's licence –
  - 16.1.9.1. if, within three months of the Board Member's election or appointment, he or she fails to be approved by the Victorian Commission for Gaming Regulation, or its successor, as an

associated individual or to meet the legal requirements of persons associated with an organisation that holds a gaming venue operator's licence;

16.1.9.2. if at any time during his term the Board Member becomes ineligible to be a person associated with any organisation that holds a gaming venue operator's licence.

16.2. In the event of a casual vacancy in the office of an Office Bearer, the Board may appoint one of its number to the vacant office thus creating a casual vacancy in the position of Ordinary Board Member, and the member so appointed shall hold office until the next annual election.

16.3. 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 until the next annual election.

## **17. REMOVAL OF BOARD MEMBER**

17.1. The members in a general meeting may by resolution remove any Board Member before the expiration of his or her term and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned member.

17.2. In the event that a Board Member is removed in accordance with the previous rule 17.1, 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.

17.3. A Board Member to whom a resolution referred to in rule 17.1 is directed may make representations in writing to the Secretary, which representations shall not exceed a reasonable length, and the Secretary shall ensure that a copy of the representations are sent to each member of the Club who is entitled to vote at general meetings and/or the Board Member may require that the representations are read to the members at the general meeting prior to the members voting on the resolution to remove the Board Member.

## **18.SUB-COMMITTEES**

- 18.1. The Board may from time to time appoint any Sub-Committees consisting of persons who are members and may delegate to the Sub-Committee such of the powers or duties of the Board as the Board may determine.
- 18.2. The Board may recall or revoke any appointment or delegation made in accordance with rule 18.1.
- 18.3. The business of Sub-Committees shall be conducted in accordance with the direction of the Board and Sub-Committees shall conform to any regulations that may be prescribed by the Board.
- 18.4. All Sub-Committees shall report to the Board and decisions of a Sub-Committee shall be subject to confirmation of the Board except where the Sub-Committee has been given express power to act by the Board.

The President and Vice President shall be ex-officio members of all Sub-Committees.

## **19.MEETINGS OF THE BOARD**

- 19.1. The Board shall hold meetings monthly in the period from February to December, or on a periodic basis as often as necessary.
- 19.2. Any four Board members or the President, having specified reasons, may require the Secretary to convene a special meeting of the Board, and the Secretary shall on the said requisition convene a special meeting of the Board.
- 19.3. No business shall be transacted at any meeting unless each Board Member has been given reasonable notice of the meeting.
- 19.4. Any six Board Members shall constitute a quorum for the transaction of the business of a meeting of the Board.
- 19.5. 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 19.2 in which case it lapses.

19.6. In the event that a meeting is adjourned in accordance with the rule 19.5, each Board member shall be notified of the place and time for the next meeting.

19.7. At meetings of the Board:

19.7.1. the President, or in his absence the Vice-President, shall preside; or

19.7.2. if the President and the Vice-Presidents are absent, one of the remaining Board Members may be chosen by the Board members present to preside.

19.8. 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 two members, by a poll taken in such manner as the person presiding at the meeting may determine.

19.9. Subject to the requirement for a quorum, the Board may act notwithstanding any vacancy on the Board.

## **20. VALIDATING ACTS OF THE BOARD**

All acts done by any meeting of the Board or a Sub-committee of the Board or by any person acting as a Board Member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such person or persons acting as aforesaid 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 be a Board Member.

## **21. INDEMNITY**

21.1. No Board Member shall be liable to the Club for any loss or expense not applicable to his or her own dishonesty or to the wilful commission by him/her of an act known by him/her to be a breach of trust or breach of duty.

21.2. To the full extent allowed by the law, the Board and each Board member shall be indemnified by the Club from and against any liability, loss or damage caused to or incurred by the Board or Board member by reason of the bona fide exercise by the Board and each Board member of any of the

duties, powers or privileges conferred or imposed on them by these rules or any amendment thereof.

## **22. SECRETARIES' DUTIES**

- 22.1. The Secretary shall cause to be kept on the Club 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 his or her subscription.
- 22.2. The Secretary shall 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 and shall cause to be performed all other duties which these rules require the Secretary to perform.
- 22.3. Unless determined otherwise by the Board from time to time, the Secretary shall cause to be lodged with the relevant authorities all financial statements returns, statements and forms in accordance with any relevant legislation.

## **23. TREASURER'S DUTIES**

- 23.1. The Treasurer shall cause to be kept correct accounts and books showing the financial affairs of the Club and the particulars usually shown in books of accounts of a like nature and in particular:
- 23.1.1. The sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place;
- 23.1.2. The assets and liabilities of the Club.
- 23.2. The Treasurer shall cause to be prepared annual financial statements for presentation at the Annual General Meeting.

## **24. MANAGER**

The Board shall be empowered to engage a Club Manager on terms and conditions that the Board consider 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 and to whom the Board may delegate the duties of any officer bearer



## **25. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS**

### 25.1 Grounds for taking disciplinary action

The board will ensure the peaceful enjoyment of the club facilities by members and their guests.

Should unruly or inappropriate behaviour be brought to the attention of management, the person guilty of such behaviour may have their membership suspended by the supervisor in charge for up to seven days. In more serious cases the Club Manager may suspend the person for up to a total of a month.

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

25.1.2 has failed to comply with these Rules; or

25.1.3 refuses to support the purposes of the Club; or

25.1.4 has engaged in conduct prejudicial to the Club.

### 25.2 Disciplinary subcommittee

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

25.3 The members of the disciplinary subcommittee—

25.3.1 may be Board members, members of the Club or anyone else; but

25.3.2 must not be biased against, or in favour of, the member concerned.

### 25.4 Notice to member

25.4.1 Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

25.4.2 stating that the Club proposes to take disciplinary action against the member;

25.4.3 stating the grounds for the proposed disciplinary action; and

25.4.4 specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and

25.4.4.1 advising the member that he or she may do one or both of the following—

25.4.4.2 attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;

25.4.4.3 give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

25.4.4.4 setting out the member's appeal rights under rule 26.

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

25.5 Decision of subcommittee

25.5.1 At the disciplinary meeting, the disciplinary subcommittee must—

25.5.1.1 give the member an opportunity to be heard; and

25.5.1.2 consider any written statement submitted by the member.

25.5.2 After complying with sub rule (25.5.1), the disciplinary subcommittee may—

25.5.2.1 take no further action against the member; or

25.5.2.2 subject to sub rule (25.6)—

25.5.2.2.1 reprimand the member; or

25.5.2.2.2 suspend the membership rights of the member for a specified period; or

25.5.2.2.3 expel the member from the Club.

25.6 The disciplinary subcommittee may not fine the member.

25.7 The suspension of membership rights or the expulsion of a member by the subcommittee under this rule takes effect immediately after the vote is passed.

25.8 Appeal rights

25.8.1 A person whose membership rights have been suspended or who has been

expelled from the Club under rule 25.5 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

25.8.2 The notice must be in writing and given—

25.8.2.1 to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

25.8.2.2 to the Secretary not later than 48 hours after the vote.

25.8.3 If a person has given notice under sub rule (25.8.2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.

25.8.4 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—

25.8.4.1 specify the date, time and place of the meeting; and

25.8.4.2 state—

25.8.4.2.1 the name of the person against whom the disciplinary action has been taken; and

25.8.4.2.2 the grounds for taking that action; and

25.8.4.2.3 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.

25.9 Conduct of disciplinary appeal meeting

25.9.1 At a disciplinary appeal meeting—

25.9.1.1 no business other than the question of the appeal may be conducted; and

25.9.1.2 the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and

25.9.1.3 the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

25.9.2 After complying with sub rule (25.9.1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

25.9.3 A member may not vote by proxy at the meeting.

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

## **26. DISPUTES AND MEDIATION**

26.1 Application

26.2 The grievance procedure set out in this rule applies to disputes under these Rules between—

26.2.1 a member and another member;

26.2.2 a member and the Committee;

26.2.3 a member and the Club.

26.3 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26.4 Parties must attempt to resolve the dispute

26.4.1 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.

26.5 Appointment of mediator

26.5.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26.4.1, the parties must within 10 days

26.5.1.1 notify the Board of the dispute; and

26.5.1.2 agree to or request the appointment of a mediator; and

26.5.1.3 attempt in good faith to settle the dispute by mediation.

26.5.2 The mediator must be—

26.5.2.1 a person chosen by agreement between the parties; or

26.5.2.2 in the absence of agreement—

26.5.2.2.1 if the dispute is between a member and another member—a person appointed by the Board; or

26.5.2.2.2 if the dispute is between a member and the Board or the Club—a person appointed or employed by either Community Clubs Victoria (CCV) or the Dispute Settlement Centre of Victoria.

26.5.3 A mediator appointed by the Board may be employed a member or former member of the Club but in any case must not be a person who—

26.5.3.1 has a personal interest in the dispute; or

26.5.3.2 is biased in favour of or against any party.

26.6 Mediation process

26.6.1 The mediator to the dispute, in conducting the mediation, must—

26.6.1.1 give each party every opportunity to be heard; and

26.6.1.2 allow due consideration by all parties of any written statement submitted by a party; and

26.6.1.3 ensure that natural justice is accorded to the parties throughout the mediation process.

26.6.2 The mediator must not determine the dispute.

26.7 Failure to resolve dispute by mediation

26.7.1 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.

## **27. ANNUAL GENERAL MEETINGS**

27.1. There shall be an Annual General Meeting held not later than five months after the end of the financial year on such day and at such place as the Board determines.

27.2. The Annual General Meeting shall be specified as such in the notice convening it.

27.3. The ordinary business of the Annual General Meeting shall be:

- 27.3.1. to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
- 27.3.2. to receive from the Board reports upon the transactions of the Club during the last preceding financial year;
- 27.3.3. to hear a report from the Secretary and or Returning officer on the election for Board members and if necessary may elect a member or members to the board where the Returning officer reports that there was insufficient candidates to fill the vacancies on the board
- 27.3.4. to receive and consider the audited financial statement submitted by the Club in accordance the relevant legislation.
- 27.4. The Annual General Meeting may transact special business, which may include alteration to the Club rules, of which notice is given in accordance with these rules.
- 27.5. The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

## **28. SPECIAL GENERAL MEETINGS**

- 28.1. All general meetings other than the Annual General Meeting shall be called special general meetings.
- 28.2. The Board may, whenever it thinks fit, convene a special general meeting.
- 28.3. If, but for this sub-rule, more than eighteen months would elapse between Annual General Meetings, the Board must convene a special general meeting before the expiration of that period.
- 28.4. The Board shall, on the requisition in writing of members representing not less than ten percent of members who are entitled to vote at meetings, convene a special general meeting of the Club.
- 28.5. 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 Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 28.6. 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 Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after the date on which the requisition is delivered.

28.7. A special general meeting convened by members in pursuance of the previous rule 28.6 shall be convened in the same manner as near 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.

## **29. NOTICE OF MEETINGS**

29.1. In the case of Annual General Meetings the Secretary must provide a preliminary notice in accordance with this rule. The preliminary notice is in addition to the notice referred to in 29.2.

29.1.1. The Secretary shall at least twenty eight days prior to the date fixed for the Annual General Meeting in each year post a notice on the notice Board at the club house advising members of:

29.1.1.1. the place, date and time of the Annual General Meeting;

29.1.1.2. the requirement to lodge notice of special business with the Secretary at least twenty one days prior to the date fixed for the Annual General Meeting.

29.1.2. The notice referred to in this rule 29.1 shall be by way of newsletter or notice posted on the notice Board or such other manner as the Board determines.

29.2. In the case of both Annual General Meetings and special general meetings the Secretary shall, at least fourteen 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.

29.3. 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.

29.4. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

29.5 A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, in accordance with the rules and the Secretary shall include that business in the notice calling the next general meeting after the receipt of the notice.

### **30. PROCEEDINGS AT MEETINGS**

- 30.1. All business that is transacted at a special general meeting and all business that is transacted at the Annual General Meeting, 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.
- 30.2. 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.
- 30.3. Twenty eight 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.
- 30.4. 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 a time as determined by the Board of Directors. – 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 business of the meeting will be dealt with by the Board of Directors.
- 30.5. The President, or in his absence, the Vice-Presidents, shall preside as Chairman at each general meeting of the Club.
- 30.6. If the President and the Vice-Presidents are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.
- 30.7. The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting to a time and place agreed by the meeting, but no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.



- 30.8. Where a meeting is adjourned for fourteen days or more, a notice of the adjourned meeting shall be given as in the case of the general meeting.
- 30.9. Except as provided in rule 30.8, or when the time and place for the adjourned meeting is not agreed upon at the meeting, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 30.10. 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.
- 30.11. Upon any question arising at a general meeting of the Club, each member in attendance has one vote only, in the event of an equality of votes then the matter will have failed to gain a majority.
- 30.12. All votes shall be given personally.
- 30.13. If at a meeting a poll on any question is demanded by not less than twenty five percent of members in attendance 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.
- 30.14. 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.
- 30.15. If a member in attendance at a general meeting abstains from voting on a resolution, his or her vote will not be included in the calculation of whether the required majority was in favour of the resolution.
- 30.16. 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.

### **31. VISITORS TO THE CLUB**

- 31.1. Where it is stipulated in these rules, members shall be entitled to introduce visitors to the Club as guests of a member.
- 31.2. The same person shall not be introduced as a guest for the purpose of playing sport more than twelve times in the same calendar year.
- 31.3. The same person shall not be introduced to the non-sporting facilities of the Club as a guest more than five times in the same calendar year.
- 31.4. A visitor shall not be supplied with liquor in the Club premises unless the visitor is:
  - 31.4.1. a guest in the company of a member; or
  - 31.4.2. an authorised gaming visitor (as defined in the Liquor Control Reform Act 1998).
- 31.5. Authorised gaming visitors to the club must:
  - 31.5.1. produce evidence of his or her residential address before being admitted to the licensed premises of the Club;
  - 31.5.2. carry identification at all times whilst on the licensed premises of the Club;
  - 31.5.3. comply with all relevant rules and by-laws of the Club whilst on the licensed premises of the Club.

## **32. COMMISSIONS, ALLOWANCES AND REMUNERATION**

- 32.1. 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.
- 32.2. No Board Member shall be paid any remuneration or commission for his or her services to the Club, but the Board shall have the power to grant an honorarium to a Board Member of such amount as it deems appropriate.
- 32.3. 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.

## **33. ALTERATION OF RULES AND STATEMENT OF PURPOSES**

- 33.1. 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 twenty eight days notice of the intention to propose the resolution has been given by the placement of a notice on the Club's notice board.
- 33.2. The resolution of the special general meeting shall be passed if at least three quarters of the members at the meeting who are entitled to vote, vote in favour of the resolution.
- 33.3. An alteration of the statement of purposes or the rules does not take effect unless and until it is approved by the relevant authority.

#### **34. NOTICES**

- 34.1. Unless otherwise provided in these rules, a notice may be served by or on behalf of the Club upon any member either personally or by sending it by post to the member at his/her address shown in the register of members.
- 34.2. Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

#### **35. WINDING UP OR CANCELLATION**

- 35.1. The members at a general meeting may, by simple majority of the members present, pass a resolution for the dissolution of the Club.
- 35.2. Such resolution shall have no effect unless:
- 35.2.1. the resolution is confirmed at a special general meeting held not less than one month after the meeting referred to in the previous rule 35.1;
- 35.2.2. not less than one-half of the members of the Club eligible to vote at general meetings are present and voting at the special general meeting; and
- 35.2.3. not less than three-quarters of those present and voting at the special general meeting vote in favour of the resolution.
- 35.3. If the conditions set out in the previous rule 35.2 are met, the Board shall proceed to realise the property of the Club and after the discharge of all

liabilities shall proceed to allocate all moneys to local charitable organisations as specified by the majority of members at the general meeting referred to in rule 35.1 and after completion of distribution the Club shall be dissolved.

### **36. CUSTODY OF RECORDS**

- 36.1. Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control, all books, documents and securities of the Club.
- 36.2. 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 set out in the request.
- 36.3. 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.

### **37. COMMON SEAL**

- 37.1. The Common Seal of the Club shall be kept in the custody of the Secretary.
- 37.2. 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 of the Club or one Board Member and the Club Manager.

31/10/2007