

ASSOCIATIONS INCORPORATION ACT

PORTARLINGTON GOLF CLUB INCORPORATED

Registered No. A12647N

RULES –

Incorporating amendments approved by members as at 31st October 2010 and the Board on 18th April 2011

1. Interpretation

In these Rules unless the contrary intention appears -

"Board" means the Board of Directors responsible for the management of the Club.

"Board Member" means a member of the Board of Directors, including Office Bearers

"Captain" means a duly elected Captain of the Club

"Club" means the abovenamed incorporated association.

"Contractor" means any person being a party to a written contract with the Club.

"Golf Course" means all generally recognised golfing facilities provided by the Club, including all practice facilities.

"Member" means a member of the Club.

"Month" means a calendar month.

"Office Bearer" means a person who holds an office as set out in the rules.

"Officer" means a person who has been elected to a position in the Club and includes Board Members.

"Year" means the financial year of the Club ending on 30th June.

"Weekdays" means Monday to Friday (both inclusive).

"the Act" means the Associations Incorporation Act 1981.

"the Regulations" means regulations under the Act.

"the General Body of Members" means the persons elected to the categories of membership of the Club referred to in Rule 2(f)(11) which shall comprise at least sixty per centum of the total membership of the Club excluding, temporary, social and clubhouse members.

Words importing the singular number only include the plural number and vice versa.

Words importing the masculine gender include the feminine gender and vice versa.

2. Members

(a) *The members of the Club shall be:*

(1) *Every person who at the adoption of these Rules is a member of the Club; and*

(2) *Every person who on or after the adoption of these Rules is elected to membership of the Club.*

- (b) *Where as a consequence of adoption of these Rules there is no category of membership which corresponds exactly with a category of membership of the Club in existence immediately prior to the adoption of these Rules, the Board shall allocate to each member of the Club so effected a category of membership available under these Rules which corresponds most closely to the category of membership enjoyed by such member immediately prior to coming into operation of these Rules. The decision of the Board shall be final and binding in each case.*
- (c) *Every amateur golfer shall be qualified to be elected a member of the Club and all categories of membership of the Club are open to persons of either sex. The masculine shall include the feminine throughout these Rules unless the contrary is expressed.*
- (d) *Subject to the express provisions of these Rules and to any By-Laws for the time being in force made by the Board of the Club as herein provided, all members of the Club shall be entitled to be supplied at such charges as the Board shall from time to time determine with such meals refreshments and things as are provided by the Club for the use of its members and no person shall be entitled under these Rules to derive any profit benefit or advantage from the Club which is not shared equally by every member, save as provided in Clause 3 of the Statement of Purposes.*
- (e) *The Board of Directors shall be entitled to create new membership categories or alter existing membership categories and may, from time to time, determine Policies to cover exceptional circumstances, such as Leave of Absence.*
- (f) *The Club shall consist of the following categories of memberships and those memberships created by the Board of Directors from time to time and recorded in the minutes of the meeting of the Board in which they were proposed and adopted each of which shall be open to persons of either sex:*
- (1) *Seven Day Members: Any amateur golfer who has attained the age of 21 years, or 23 years on cessation of being a full time student, may be elected as a Seven Day member of the Club in accordance with the provisions of Rules 4 and 5 hereof.*
 - (2) *Six Day Members: Any amateur golfer who has attained the age of 21 years, or 23 years on cessation of being a full time student, may be elected as a Six Day Member of the Club in accordance with the provisions of Rules 4 and 5 hereof or, if already a Seven day Member of the Club, by written request made to the Secretary.*
 - (3) *Honorary Life Members: The Board may resolve to recommend any member who has rendered outstanding service to the Club for Honorary Life Membership with such recommendation being put to members at the next Annual General Meeting, following the Board resolution, and if a majority of members present and voting approves the recommendation, the recommended member shall be elected as an Honorary Life Member. Honorary Life Members shall be exempt from the payment of annual subscriptions, and, unless otherwise directed by the Board, from all other levies. Honorary life members shall have the same rights and privileges as*

a Seven day Member. The Honorary Life membership of any person may be revoked by a majority of members present and entitled to vote at any general meeting of the Club

- (4) *Junior Members: Any amateur golfer who has not attained the age of 18 years may be elected as a Junior member of the Club in accordance with the provisions of Rules 4 and 5 hereof. A Junior member shall have the rights and privileges set out in Rule 3 hereof and shall on attaining the age of 18, be transferred, at the next time subscriptions are due, to Intermediate category, on payment of the relevant annual subscription.*
- (5) *Intermediate Members: Any amateur golfer between the ages of 18 years and 21 years, or between 21 years and 23 years who is a full time student as evidenced by documents placed before the Secretary, may be elected as an Intermediate member of the Club in accordance with the provisions of Rules 4 and 5 hereof. An Intermediate member shall have the rights and privileges set out in Rule 3 hereof and shall on attaining the age of 21 years, or on the cessation of being a full time student, be transferred, at the next time subscriptions are due, to seven day or six day membership, at their discretion, on payment of the relevant annual subscription.*
- (6) *Temporary Members: A Temporary membership may be granted at the discretion of an official delegated by the Board. A membership pass will be issued and a fee will be applied as determined by the Board of Directors if the period of Temporary membership exceeds one day. Privileges are subject to the conditions set out in Rule 3 hereof.*
- (7) *Non-Playing Members: Any member of the Club who because of age, ill health, infirmity or other reason acceptable to the Board is unable to play competitive golf may be elected as a Non-Playing member of the Club. A member desiring to become a Non-Playing member of the Club shall apply in writing to the Secretary stating the reason why such member is unable to play competitive golf. The Secretary shall refer the application to the Board who may then, if they think fit, elect the member as a Non-Playing member of the Club and transfer the member to the list of Non-Playing members. A Non-Playing member may only use the Club golf course facilities on payment of a fee prescribed by the Board from time to time but shall otherwise have the same rights as those applicable to the membership category applicable to that member prior to transfer.*
- (8) *Clubhouse/Ultimate Members: Any person who has attained the age of 18 years may be elected as a Clubhouse/Ultimate member of the Club in accordance with Rules 4 and 5 hereof. A Clubhouse/Ultimate member shall not be entitled to the use of the Club golf course but shall have the rights and privileges set out in Rule 3 hereof.*
- (9) *Senior members: Any person who has been a member of the Club continuously for twenty years, upon reaching the age of 70 years or any person who has been a member of the Club continuously for ten years, upon reaching the age of 75 years, may make application to the*

Secretary with satisfactory proof of age and on doing so shall, as from the next following date when memberships fall due, be elected to Senior membership. Senior members shall have the same rights and privileges of the category of membership to which the members belonged immediately prior to election to this category.

- (10) *Veteran members: Any person who has been a member of the Club continuously for ten years may, upon reaching the age of 80 years, make application to the Secretary with satisfactory proof of age and on doing so shall, as from the next following date when memberships fall due, be elected to Veteran membership. Veteran members shall have the same rights and privileges of the category of membership to which the members belonged immediately prior to election to this category.*
- (11) *Staff Members: Any full time employee of the Club or a Contractor to the Club may be elected as a Staff Member of the Club in accordance with Rules 4 and 5 hereof.*
- (12) *The General Body of Members of the Club shall consist of:*
Seven Day members
Six Day members
Intermediate members
Honorary Life members
Non-Playing members
Senior members
Veteran members
who shall have full rights and privileges to those parts of the Club premises licensed under the Liquor Control Act 1968 ("the licensed premises") and the right to elect the Officers and Directors to manage the business and affairs of the Club.
- (13) *Clubhouse/Ultimate members: Any person who has attained the age of 18 years may be elected as a Clubhouse/Ultimate member. Clubhouse/Ultimate members shall have the rights and privileges set out in paragraph 3(a) sub-paragraph (ii) of these Rules and shall be governed by the provisos set out in paragraph 3(f) sub-paragraph (i), (ii), (iii) and (iv) of these Rules.*

3. Privileges of Membership:

- (a) *Seven Day members and Honorary Life members shall be entitled to:*
 - (i) *Admission to the grounds of the Club at all times such are open and to compete in such Club competitions and tournaments as are open to them;*
 - (ii) *The use of the Club's facilities in accordance with the by-laws made by the Board;*
 - (iii) *Attend and vote at all General Meetings of the Club, including voting in elections for members of the Board and Office Bearers;*
 - (iv) *Offer themselves, or propose or second the nomination of any qualified member, for election to the Board or as an Office Bearer.*

- (v) *To introduce visitors to the Club's golfing facilities provided that a member may not introduce more than three visitors at any one time without the prior consent of either Captain.*
- (b) *Intermediate members who have attained the age of 18 years shall be entitled to the rights and privileges set out in paragraph (a)(i), (ii) and (iii) hereof.*
- (c) *Junior members who have not attained the age of 18 years shall be entitled to the rights and privileges set out in paragraph (a) (i) and (ii)) hereof provided however that they shall not be supplied with or allowed to consume liquor on Club premises.*
- (d) *Non-Playing members shall be entitled to the rights and privileges set out in paragraph (a)(i), (ii) and (iii) hereof provided however that their use of the Club golf course shall be subject to payment of the fee referred to in Rule 2(e)(6) hereof.*
- (e) *Clubhouse/Ultimate members shall be entitled to the rights and privileges set out in paragraph (a)(ii) hereof and enjoy such additional clubhouse benefits as the Board may determine from time to time.*
- (f) *Temporary members shall be entitled to use the Club's facilities in accordance with the by-laws made by the Board and to use the Club golf course at such time or times as the Board may from time to time determine. They shall also be subject to the following conditions and regulations:*
 - (i) *They shall not introduce a visitor to the Club premises;*
 - (ii) *Their membership may be cancelled at any time by the Board;*
 - (iii) *They shall not be entitled to take part in any discussion at any meeting of the Club without the permission of the Chairperson or vote on any matter before the meeting; and*
 - (iv) *They shall not be entitled to stand for election as an Officer or other Director of the Club.*
- (g) *Six Day Members shall not be entitled to use the Club golf course during such hours on a Saturday or on such other occasions during the year as the Board may from time to time determine and, subject to that restriction, shall be entitled to the rights and privileges set out in paragraph (a)(i), (ii) and (iii).*
- (h) *Staff Members shall be entitled to the rights and privileges set out in paragraph (a)(i) and (ii) hereof but shall not be entitled to attend or vote at any general meeting of the Club.*

4. *Election of Members:*

- (a) *Every nomination for membership of the Club, except for Honorary Life, Temporary or Clubhouse/Ultimate members, shall be made in writing and shall be in such form as the Board may from time to time approve.*
- (b) *Until the Board shall otherwise prescribe, the procedure relating to the nomination of candidates for election to membership of the Club shall be as follows:*

The candidate will submit on the prescribed application form;
 (1) *Full name and signature of the candidate.*
 (2) *Full name and signature of the candidate's proposer*
 (3) *Full name and signature of the candidate's seconder*
 (4) *The private and business address, profession or occupation of the candidate and the clubs, if any, to which the candidate belongs*
 (5) *The category of membership for which the candidate is applying*
 (6) *Any other information the Board may reasonably require*

- (c) *The completed application form shall be sent to the Secretary, together with the relevant application fee as determined by the Board from time to time. The form shall be displayed in a conspicuous place in the Clubhouse for at least seven days before the application is considered by the Board*
- (d) *If requested to do so by the Board, the Secretary shall write to any candidate for election to membership requesting the candidate to attend the Club House for interview by the Board*
- (e) *For the purpose of this Rule the Board shall be an election committee for the purpose of the Liquor Control Act and a record shall be kept by the Secretary of the Club of the number of Directors voting. Six members of the Board shall be a quorum for the purposes of this Rule. Every candidate for election to membership as aforesaid shall be balloted for by the Board and one rejection shall exclude provided however that any Director exercising the right of rejection shall furnish reasons for so doing and if in the opinion of a majority of the Board present such reasons are unacceptable, the rejection shall be overruled.*
- (f) *When a candidate has been elected as a new member, or an application for transfer in accordance with Rule 5, has been approved by the Board, notification in writing shall be provided by the Secretary requesting payment of such fees and levies as are then payable and such payment must be received within one calendar month or the election to membership or transfer shall be void.*
- (g) *In the event that an application for membership or a transfer in accordance with Rule 5 has been rejected, notification in writing shall be provided by the Secretary who shall not be required to provide any reason for the rejection.*
- (h) *Admission procedures for Temporary and Clubhouse/Ulimate members shall be determined, and may be varied from time to time, by the Board, ensuring at all times compliance with the Liquor Control Act.*

5. *Change of Membership Category:*

Any member may if the Board thinks fit and upon the application of such member in writing be elected a member of any other category of membership subject to there being a vacancy in that category of membership.

6. Entrance Fees and Annual Subscription:

- (a) *The entrance fees for the various categories of membership shall be such sums as the Board shall from time to time determine.*
- (b) *The annual subscriptions for the various categories of membership shall be such sums as the Board shall from time to time determine.*
- (c) *All annual subscriptions shall become due and payable in advance on the first day of July in every year. All categories of members, if elected on or after the first day of July in any year, may be entitled to pay only a proportion of the annual subscription for that year at a rate as may be determined from time to time by the Board.*
- (d) *If a member fails to pay his subscription after it becomes due the defaulting member shall thereupon cease to exercise any of the privileges of membership and his name may be erased by the Board from the list of members but may be replaced thereon by the Board upon payment of all arrears and outstanding levies provided that the Board may at its discretion grant an extension of time for payment of any subscription or levies in cases of hardship.*
- (e) *Members elected to another category of membership for which a greater entrance fee is applicable shall be required to pay the difference between the entrance fee paid and that prescribed for the other category at the time of election to such other category.*

7. Resignation/ Termination of Membership

- (a) *Any Member may resign by notifying the Secretary, in writing, prior to 30 June in the year the Member wishes to resign*
- (b) *If the notice of resignation is stated to be effective prior to 30 June, the resigning Member shall not be entitled to any refund of fees or levies paid in advance, unless otherwise determined by the Board.*
- (c) *If a Member fails to pay the subscription within the defined period, clause 6(d) shall apply*
- (d) *A Member may cease to be a Member if such action is taken in accordance with Rule 6(d)*

8. Rejoining:

A member who has resigned and subsequently wishes to be re-elected to the Club shall pay any entrance fee applicable at the time of rejoining.

9. Discipline, Suspension and Expulsion of Members

- (a) *The Board shall authorise a Disputes Committee to hear and resolve all matters related to Discipline, Behaviour or any incidents which are deemed likely to bring the reputation of the Portarlinton Golf Club into disrepute.*

The Disputes Committee shall comprise the President (Chairman), Lady President, Men's Captain, Lady Captain and Chief Executive Officer.

- (b) *If the Disputes Committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club, the Disputes Committee may, after following due process:-*
 - (1) *suspend the reported member from membership of the Club for a specified period; or*
 - (2) *expel the reported member from the Club; or*
 - (3) *take whatever other disciplinary action against the reported member that the Disputes Committee deems appropriate.*
- (c) *The Disputes Committee will only act under sub-rule (a) if the Secretary has received a written complaint from a member of the Club, an employee of the Club, or a visitor to the Club or a complaint relevant to sub-rule (a) has been verbally raised with a Member of the Disputes Committee.*
- (d) *The reported member will be advised of the complaint by the Chairman of the Disputes Committee and a meeting of the Disputes Committee will be held within 7 Days of the reported member being advised. The reported member may choose to appear in person at the meeting to respond to the complaint raised or to submit a written response to the complaint for consideration by the Disputes Committee.*
- (e) *Within 24 hours of the meeting of the Disputes Committee, held under sub rule (c), the reported member will be advised by the Chairman of the Disputes Committee of the disciplinary action, if any, determined by the Disputes Committee under sub-rule (a)*
- (f) *In the event that disciplinary action is imposed the reported member may, not later than 48 hours after receiving the advice in sub-rule (d), give the Secretary notice in writing to the effect that he or she wishes to lodge an appeal against the decision of the Disputes Committee with such appeal to be considered by the full Board of Directors at a Special Board Meeting. The reported member shall not be entitled to use of the Club's facilities, pending the appeal*
- (g) *If the Secretary receives a notice under sub-rule (f), he or she must convene a Special Board Meeting to be held within 7 Days of the date the Secretary received the notice. The notice of meeting must include details of the complaint considered by the Disputes Committee, the disciplinary action determined by the Disputes Committee and the reasons advanced by the reported member as to why the Disputes Committee's action should be revoked.*
- (h) *At the Special Board Meeting of the Club, convened under sub-rule (g),*
 - (1) *no business, other than the question of the appeal by the reported member, may be conducted;*
 - (2) *a Member of the Disputes Committee may place before the meeting details of the grounds for the disciplinary action;*
 - (3) *the reported member, or his or her representative, may place before the meeting the reasons why the decision of the Disputes Committee should be revoked.*

The decision of the full Board to uphold or revoke the decision of the Disputes Committee shall be determined by a show of hands of all Directors with the majority vote confirming the decision. Such decision is final and no further appeal will be considered.

10. *Disputes and Mediation.*

- (a) *The grievance procedure set out in this rule applies to disputes under these Rules between-*
 - (i) *a member and another member; or*
 - (ii) *a member and the Club.*
- (b) *The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.*
- (c) *If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend the meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.*
- (d) *The mediator must be-*
 - (i) *a person chosen by agreement between the parties; or*
 - (ii) *in the absence of agreement-*
 - (1) *in the case of a dispute between a member and another member, a person appointed by the Board of the Club; or*
 - (2) *in the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).*
- (e) *A member of the Club can be a mediator.*
- (f) *The mediator cannot be a member who is a party to the dispute.*
- (g) *The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.*
- (h) *The mediator, in conducting the mediation, must-*
 - (i) *give the parties to the mediation process every opportunity to be heard;*
 - (ii) *allow due consideration by all parties of any written statement submitted by any party; and*
 - (iii) *ensure natural justice is accorded to the parties to the dispute throughout the mediation process.*
- (i) *The mediator must not determine the dispute.*

- (j) *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.*

11. Visitors

- (a) *Members may introduce visitors to the privileges of the golf course, subject to the Policy relating to visiting golfers as adopted by the Board from time to time, and subject to the prescribed fee being paid prior to commencement of play. No fees shall be charged in respect of the Presidents, Captains or Secretaries of Golf Clubs affiliated with the Victorian Golf Association, the Australian Golf Union or other equivalent State or National golf body or for General Managers/Chief Executive Officers of registered Golf Clubs or for members of the Professional Golfers Association of Australia .*
- (b) *Bona fide visitors who are domiciled at a greater distance than ten kilometres from the Club premises may be admitted to the Club for the purpose of gaming in accordance with the requirements of the Electronic Gaming Machines Act and the Liquor Control Act.*
- (c) *The Secretary shall keep on the Club premises a register of authorised gaming visitors in which shall be entered the name and residential address of each authorised gaming visitor as defined in the Liquor Control Act 1987 who is admitted to the Club premises and the date of such admission.*
- (d) *Every authorised gaming visitor to the Club premises shall:*
 - (i) *produce evidence of his/her residential address before being admitted to the Club premises;*
 - (ii) *carry identification at all times whilst on the Club premises; and*
 - (iii) *comply with all relevant Rules and By-laws of the Club whilst on the Club premises.*
- (e) *The Board shall, from time to time , determine a Policy in relation to both the number of visitors, and the frequency at which individual visitors, may be introduced to the Clubhouse facilities by Members*

12. Supply of Liquor

- (a) *No liquor shall be sold or supplied to any person except on the days during the hours and in the manner prescribed or permitted by the provisions of the Liquor Control Act 1987 or any amendments thereof or substitution thereof or under any rules or regulations made pursuant to such Act or amendment thereof or substitution therefor.*
- (b) *No liquor shall be sold or supplied to any person under 18 years of age except where any such person is accompanied by a spouse or parent or guardian and the liquor sold is supplied for consumption as part of a meal supplied on the Club premises.*
- (c) *No liquor shall be sold or supplied for consumption elsewhere than on the Club premises unless the same is supplied during the hours in which liquor*

may be supplied for consumption on the Club premises and unless the liquor is removed from the Club premises by the member purchasing the same.

- (d) *A visitor shall not be supplied with liquor in the Club premises unless the visitor is:*
 - (i) *a guest in the company of a member of the Club; or*
 - (ii) *an authorised gaming visitor admitted in accordance with the Rules of the Club; or*
 - (iii) *being served with liquor pursuant to a Limited Licence granted under Section 52 of the Liquor Control Act 1987 as amended.*
- (e) *No payment or part payment to any Secretary Manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.*
- (f) *For the purposes of these Rules the word "liquor" where appearing shall be deemed to mean liquor within the meaning of the Liquor Control Act 1987 and the words "Club premises" where appearing shall be deemed to mean such portion of the Club's premises as is for the time being "licensed premises" within the meaning of the Liquor Control Act 1987.*
- (g) *No person under 18 years of age except persons who are being trained as waiters and are not allowed to serve behind the bar shall be employed in the Club.*
- (h) *No more than 300 persons will be permitted on the licensed premises at any one time, save that where the area of the licensed premises is varied by the Liquor Licensing Commission, the number of persons permitted on the licensed premises, as so varied, shall be such number as the Liquor Licensing Commission may approve.*

13. Office Bearers:

- (a) *Subject to the provisions of Rule 14, the Officers of the Club shall consist of a President, ~~a Vice President~~, an Honorary Secretary, and an Honorary Treasurer ~~(or if insufficient nominations are received in any year for the separate positions of Honorary Secretary and Honorary Treasurer, an Honorary Secretary/Treasurer)~~ to be elected from the General Body of Members of the Club.*

- (b) Subject to the provisions of Rule 14, the Board of the Club shall be the Officers mentioned in Rule 13 (a) hereof and not more than six other persons from the General Body of Members of the Club. elected as hereinafter provided.

- ~~(b)~~(c) *Prior to the Annual General Meeting each year, the financial male members of the Club shall elect from among their number a Men's Captain, a Men's Vice Captain and five other male members who shall constitute the Men's Golf Committee.*

- ~~(e)~~(d) *Prior to the Annual General Meeting each year, the financial lady members of the Club shall elect from among their number a Ladies' President, Captain, Vice Captain, Honorary Secretary, Honorary Treasurer, Handicap Manager and two Committee members who shall constitute the Ladies' Golf Committee.*

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(de) *The manner of electing the Men's Captain and other members of the Men's Golf Committee and the Ladies' Captain and other members of the Ladies' Golf Committee shall be as determined from time to time by the Board.*

(ef) *The members of the Men's Golf committee shall elect from among their number a Chairperson and such other officials as may be deemed by them to be necessary. The Chairperson shall chair meetings of the Men's Golf Committee and shall have a casting vote at its meetings.*

(e) (g) *The Men's Golf Committee, the Ladies' Golf Committee and any other-sub-committee which may be appointed by the Board shall be subject to the control and direction of the Board.*

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~~(g) Subject to the provisions of Rule 14, the Board of the Club shall be the Officers mentioned in Rule 13 (a) hereof and five other persons from the General Body of Members of the Club elected as hereinafter provided.~~

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(h) *No Officer or member of the Board shall be entitled to remuneration for his services save as provided in Clause 3 of the Statement of Purposes.*

14. Members Eligible as Officers and Board:

Members eligible to be elected as an Officer or to the Board of the Club shall be Honorary Life members and financial Seven Day members and former seven Day members who are currently financial Senior or Veteran members .

15. Votes of Members:

(a) *Every member of the General Body of Members shall have one vote and no more. No other member or person shall be entitled to vote and no member otherwise eligible shall be entitled to vote at any meeting unless the entrance fee and/or the annual subscription for the current year has been paid or the time of payment thereof or of any unpaid part thereof extended.*

(b) *Each member entitled to vote may obtain a postal voting paper by request to the Secretary.*

(c) *A postal vote shall not be valid unless it is completed and returned to the Secretary at least 24 hours before the time of the meeting at which the vote is to be taken.*

(d) *No member shall be entitled to vote by proxy at any General Meeting.*

16. Chairman of Meetings:

The President shall preside as chairman at every general meeting of the Club. If the President is not present within 5 minutes of the time for holding the meeting, the eligible members present shall choose someone of their number to be chairman of that meeting. In case of any equality of votes, the chairman shall be entitled to a second or casting vote.

17. Election of Officers and Board:

The election of Officers and Directors of the Club shall take place in the following manner:

- (a) *Any two financial members of the General Body of Members of the Club shall be at liberty to nominate a member eligible under Rule 18 hereof to serve as an Officer or Director of the Club.*
- (b) *At least thirty-five clear days before the Annual General Meeting the name of each member so nominated together with the names of the proposer and the seconder shall be sent in writing to the Secretary of the Club accompanied by a memorandum signed by the candidate consenting to serve if elected.*
- (c) *A list of the candidates for election as Officers and of the candidates for election as other Directors (such last named candidates to be listed in alphabetical order) with the proposer's and seconder's names shall be posted in a conspicuous place in the Club House for at least seven days immediately preceding the Annual General Meeting.*
- (d) *Where the number of candidates equals the number of vacancies for the Officers or other Directors to be elected, the nominated candidates shall be declared elected to such positions.*
- (e) *Where the number of candidates is less than the number of vacancies for the Officers or other Directors to be elected, the nominated candidates shall be declared elected and nominations for any unfilled vacancies shall be made and received at the meeting.*
- (f) *Where an election is required such election shall be by postal ballot with all members of the General Body of Members of the Club being provided with a ballot paper under the procedures set out in 17 (g).*
- (g) *The following procedures shall apply to a postal ballot*
 - (i) *the Secretary shall cause a ballot paper to be printed containing in alphabetical order the names of the candidates and the positions for which they are proposed showing by an asterisk the name or names of the retiring candidate or candidates;*
 - (ii) *the Secretary shall post one of such lists to each member of the General Body of Members at least 14 days before the date fixed for the meeting;*
 - (iii) *the members voting shall strike out the name or names of the candidates for whom they do not desire to vote and shall sign their names on the flap of the envelope and shall post or deliver such list in the envelope marked "Voting Paper" on the outside so as to reach the Secretary at least 24 hours before the time of the meeting;*
 - (iv) *the Board shall appoint at or before the meeting three members not*

being candidates to act as scrutineers;

- (v) *the Secretary shall not more than twenty-four hours before the time of the meeting hand unopened all the said envelopes received from members within the period mentioned in part (iii) to the scrutineers who shall count the effective votes and hand to the Chairman at the beginning of or during the meeting their report as to the number of votes given to each candidate;*
- (vi) *the Chairman shall read the report of the scrutineers at the meeting and declare elected the candidates who have received most votes for the respective positions;*
- (vii) *in the case of two or more candidates receiving an equal number of votes, the Chairman shall elect by lot from such candidates the candidate or candidates who is or are to be elected.*

18. Vacancies on Board:

- (a) *If there are insufficient nominations received pursuant to Rule 17(a) for election as an Officer or Director, the Chairman shall accept nominations made from the floor of the meeting which comply with Rule 17(a) and those so nominated shall be eligible for election by those present at the meeting.*
- (b) *Casual vacancies in the number of Officers and other Directors shall be filled by the Board. A person chosen to fill such vacancy shall retain office for so long as the vacating member of the board would have retained the same. Should a casual vacancy for the position of Director occur at the time that elections are being held the Board may, at its discretion, determine that it will fill the vacancy by increasing the number of persons for whom members shall vote in order to include the casual vacancies. Directors elected to fill casual vacancies, who will serve for one year only, will be selected in order of votes cast after the regular vacancies have been filled.*

19. Power of Board:

- (a) *The business and affairs of the Club shall be under the management of the Board of the Club elected by the General Body of Members as aforesaid for a period of not less than twelve months and they shall be a Board for all the purposes of the Liquor Control Act. They shall hold periodical meetings and minutes of all resolutions and proceedings of the Board at such meetings shall be recorded and retained indefinitely.*
The President for the time being shall be the Chairman of the Board and shall when present preside at all meetings of the Board. In the absence of the President, any other Officer or Director elected from among those present shall be Chairman.
Save as herein otherwise provided questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

A Director may, at any time, request the Secretary to summon a meeting of the Board.

- (b) *The Board of the Club shall exercise all such powers and do all such things as may be exercised or done by the Club save such as are by these Rules or by any statute for the time being in force required to be exercised or done by the Club in general meeting.*
- (c) *The quorum necessary for the transaction of business of the Board may be fixed by the Board and unless and until fixed shall be five.*
- (d) *No member shall join in any discussion or vote on any matter in which he has a direct or indirect pecuniary interest, whether such discussion or vote takes place at a meeting of the Board or at a general meeting of the Club.*
- (e) *The Board may from time to time make a levy on all members for such amount or amounts and payable at such time or times as shall be determined by the Board but so that the total amount of the levy or levies made on any member shall not in any one year exceed twenty-five per cent of the current annual subscription for the category of membership to which the member is elected.*
- (f) *The Board shall cause the Common Seal of the Club to be kept in the custody of the Secretary. The affixing of the Common Seal to any instrument shall be attested by any two members of the Board and such action will be brought forward for ratification by the Board at its next meeting.*

20. *Duties of Officers and Directors of the Club*

- (a) *An Officer or Director of the club, or a former Officer or Director of the Club, must not knowingly or recklessly make improper use of information acquired by virtue of his or her position as an Officer or director of the Board of the Club so as to gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person, or so as to cause a detriment to the Club.*
- (b) *An Officer or Director of the Club must not knowingly or recklessly make improper use of his or her position as an Officer or Director of the Board of the Club so as to gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person, or so as to cause detriment to the Club.*
- (c) *If a person is found guilty of an offence against rule 20(a) or rule 20(b), the court, in addition to imposing a penalty, may order the person to pay a sum specified by the court to the Club as compensation.*
- (d) *An order made under rule 20(c) must be taken to be a judgement debt due by the offender to the Club and payment of any amount remaining unpaid under the order may be enforced in the court by which it was made.*

- (e) *An Officer or Director of the Club who has any direct or indirect pecuniary interest in a contract, or proposed contract, with the Club-*
 - (i) *must, as soon as he or she becomes aware of his or her interest, disclose the nature and extent of his or her interest to the Board; and*
 - (i) *must disclose the nature and extent of his or her interest in the contract in the statement submitted under section 30(3) of the Associations Incorporation Act 1981 by the Board to its members at the next annual general meeting of the Club.*
- (f) *Rule 20(e) does not apply in respect of a pecuniary interest that exists only by virtue of the fact –*
 - (i) *that the Officer or Director is an employee of the Club; or*
 - (ii) *that the Officer or Director of the Board is a member of a class of persons for whose benefit the club is established; or*
 - (iii) *that the Officer or Director of the Club has the pecuniary interest in common with all or a substantial proportion of the members of the Club.*
- (g) *If an Officer or Director of the Club discloses a pecuniary interest in a contract, or proposed contract, in accordance with rule 20(e) or his or her interest is not such as need be disclosed under rule 20(e)-*
 - (i) *the contract is not liable to be avoided by the Club on any ground arising from the fiduciary relationship between the Officer or Director of the Board and the Club; and*
 - (ii) *the Officer or Director of the Board is not liable to account for profits derived from the contract.*
- (h) *An Officer or Director of the Club who has any direct or indirect pecuniary interest in a contract, or a proposed contract, with the Club must not take part in any decision of the Board with respect to that contract but may, subject to the provisions of part V of the Act, take part in any deliberations with respect to that contract.*
- (i) *Rule 20(h) does not apply in respect of a pecuniary interest -*
 - (i) *that exists only by virtue of the fact that the Officer or Director is a member of a class of persons for whose benefit the Club is established; or*
 - (ii) *that the Officer or Director has in common with all or a substantial proportion of the members of the Club.*

21. Delegation by Board:

The Board of the Club may from time to time delegate any of its powers to such sub-committee or sub-committees consisting of one or more members of the Board as it shall think fit to appoint with or without power to co-opt any other member of the Club and may recall or revoke any such delegation or appointment. Any such sub-committee shall in the exercise of the powers so delegated conform to any regulations

that may be prescribed by the Board provided always that the Board shall have no power to delegate its control of the supply of liquor to the Club

All acts done by any meeting of the Board or a sub-committee of the Board or by any person acting as a member of the Board 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 member of the Board.

22. *Power to make By-Laws:*

The Board shall have power to make alter and repeal by-laws for the conduct and management of the Club provided however that no by-law shall be inconsistent with or affect or repeal anything contained in the Rules of the Club.

23. *Retirement of Officers and Board:*

(a) *Each Officer of the Club shall hold office until the second Annual General Meeting following his election subject only to the provisions of paragraph (e) hereunder.*

(b) *Each other member of the Board shall hold office until the second Annual General Meeting following his or her election subject only to the provisions of paragraphs (c) and (e) hereof.*

(c) *All retiring Officers and other Directors shall be eligible for re-election.*

(d) *If an ordinary member of the Board is elected or appointed an Officer of the Club, there shall be deemed to be a casual vacancy for the unexpired portion of that Board member's term of office.*

(e) *The office of an Officer of the Club or of a member of the Board of the Club becomes vacant if the Officer or member:*

- (1) *absents himself from three consecutive meetings of the Board without leave;*
- (2) *fails to declare any direct or indirect pecuniary interest he has in any contract or proposed contract with the Club or in any matter discussed and/or voted on at a meeting of the Board.*
- (3) *ceases to be a member of the Club;*
- (4) *becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;*
- (5) *resigns office by notice in writing given to the Secretary of the Club; or*
- (6) *is removed from Office by a resolution of the members at an Extraordinary Meeting of the Club.*

24. *If for any reason the number of Officers and other Directors shall be reduced to less than five, the remaining Officers and Directors or if there be none, the Secretary of the Club, shall have power to call and shall call an Extraordinary Meeting of members for the purpose of filling the vacancies and may do all acts and cause to be issued all notices which may be necessary for the said purpose.*

25. *Notices:*

A notice may be given by the Club to any member either personally or by sending it by post to him at the registered or last known address or in case of an Extraordinary Meeting only, by posting a notice in a conspicuous place in the Club House and on the Club's web site and maintaining such notice from the date of posting up to and including the date of the meeting. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice and shall be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of post.

26. Indemnity:

- (a) *Every Officer, Director and Member of the Club shall be indemnified by the Club against and it shall be the duty of the Board out of the funds of the Club to pay all costs, losses and expenses which such Officer, Director or Member may incur or become liable to incur by reason of any contract entered into or act or thing done by him in the bona fide discharge of his duties as an Officer or Director or, in the case of a Member acting, with authority and responsibility delegated to him by the Board to act on behalf of the Club.*
- (b) *No such Officer, Director or Member of the Club shall be liable for the acts receipts neglects or defaults of any other Officer or Director of the Club or for joining in any receipt or other act for conformity or for any loss or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the Board for and on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Club shall be invested or for any loss or damage arising from the bankruptcy or tortious act of any person owing moneys to the Club or with whom any moneys securities or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty.*

27. Secretary:

- (a) *The Secretary of the Club shall keep minutes of the resolutions and proceedings of each general meeting and each Board meeting in books provided for that purpose together with a record of the names of persons present at Board meetings and shall perform all other duties which these Rules require the Secretary to perform.*
- (b) *A Register of members of the Club for the time being shall be kept by the Secretary at the Club House and shall always be open to the inspection of the members. The Register shall set forth in full the names and addresses of all members of the Club and the date of the last payment by each member of his subscription.*

28. Accounts:

- (a) *The Treasurer of the Club shall report monthly to the Board on the financial affairs of the Club*

- (b) *The Chief Executive Officer of the Club shall cause correct accounts and books to be kept showing the financial affairs of the Club and particulars usually shown in books of account of a like nature and in particular:*
- (1) *of the sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place, and*
 - (2) *of the assets and liabilities of the Club.*
- (c) *The books of accounts shall be kept at the registered office of the Club or at such other place or places as the Board thinks fit and shall always be open to the inspection of the members.*
- (d) *Once at least in every year the Board shall lay before the Club in General Meeting an account of income and expenditure for the period since the preceding account. A balance sheet shall be made out in every year and laid before the Club in General Meeting made up to a date not more than six months before such meeting and a copy thereof shall not less than seven days before the date of the meeting be made available upon request to all persons entitled to receive notice of General Meetings.*
- (e) *All payments of money shall be made by the order of the Board by cheques or by electronic funds transfer. Cheques shall be signed and electronic funds transfers shall be approved in writing by any two of the President, Secretary, Treasurer and General Manager*
- (f) *All cheques and electronic funds transfer must be approved in writing by the General Manager and Administration Manager, within the limits set by the Board.*
- (g) *The Club derives its income principally from golfing memberships and associated activities such as competition fees and green fees, restaurant and catering services and bar and gaming facilities.*

29. Audit:

- ~~(a) A practising qualified accountant shall be appointed auditor at each Annual General Meeting and shall continue in that capacity until the next Annual General Meeting but shall be eligible for re-appointment.~~
- ~~(b) No member of the Board shall be eligible to be appointed auditor under sub clause (a).~~
- ~~(c) In the event of the death, resignation, removal from the district or incapacity of the auditor appointed under sub clause (a), the Board may appoint another auditor in his place.~~
- (a) An appropriately qualified Audit Firm will be appointed at a General Meeting and that Audit firm will hold office until it submits its resignation or the Club terminates the appointment in accordance with Section 30C of the Associations Incorporation Act 1981, in which case the name of a replacement Audit Firm

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will be submitted for approval at a General Meeting in accordance with the Act.

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- (~~b~~d) *The books and accounts of the Club shall be audited at the conclusion of each year .The results of such audit shall be presented at the next meeting of the Board thereafter and shall be presented at the next Annual General Meeting of the Club thereafter.*

30. Power to Borrow Money:

- (a) *The Board of the Club may issue debentures debenture stock bonds or obligations of the Club at any time in any form or manner and for any amount including a power to restrict the transfer assignment or charge thereof or of any of them and for any amount and may raise or borrow for the purposes of the Club any sum or sums of money either upon mortgage or charge of any of the property of the Club or on bonds or debentures charging all or any of such property or without any security or otherwise as it thinks fit.*
- (b) *No mortgagee or other person advancing money to the Club shall be concerned to see that any money advanced by him is required for any purpose of the Club or that no more than is required is raised or borrowed.*
- (c) *The Board of the Club shall not without the sanction of a general meeting of the Club demise underlet exchange sell or otherwise dispose of the whole or any part of the land and buildings of the Club.*

31. General Meetings:

- (a) *A general meeting shall be held once in every year at such time (not being more than five months after the end of the financial year) and place as may be prescribed by the Board.*
- (b) *The abovementioned general meetings shall be called Annual General Meetings. All other general meetings shall be called Extraordinary General Meetings.*
- (c) *The only persons entitled to vote at general meetings or to have any voice in the management of the Club shall be the General Body of Members provided however that the Board may invite a person or persons to attend any such meeting or meetings.*

32.. Quorum

- (a) *No business except to adjourn the meeting shall be transacted at any general meeting unless a quorum of the General Body of Members is present at the time when the meeting proceeds to business. Fifteen of the General Body of Members present personally shall be a quorum.*
- (b) *If within half an hour from the time appointed for the meeting a quorum of eligible members is not present the meeting if convened on the requisition of the eligible members shall be dissolved. In any other case it shall stand adjourned to such day time and place as the Board may within the period of*

ten days next following decide and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those eligible members personally present if more than one shall be a quorum.

33. Adjournment of Meeting:

The Chairman may with the consent of the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

34. Declaration of Chairman Conclusive:

At every general meeting unless a poll is demanded by at least one third of the members personally present and entitled to vote a declaration by the Chairman that a resolution has or has not been carried by either a simple or some special majority and an entry to that effect in the minute book of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

35. Notice of General Meetings:

Twenty-one days notice at the least specifying the place and date and the hour of meeting and in case of special business the general nature of the business shall be given to the General Body of Members in manner hereinbefore mentioned or in such other manner (if any) as may be prescribed by the Club in general meeting but the non-receipt of such a notice by or the accidental omission to give such notice to any eligible member shall not invalidate the proceedings at any General Meeting.

36. Extraordinary General Meetings:

- (a) *The Board may whenever it thinks fit and shall on a requisition made in writing by any twenty-five or more members of the General Body of Members convene an Extraordinary General Meeting.*
- (b) *Any requisition made shall state the object of the meeting proposed to be called and shall be signed by the requisitionists and deposited at the registered office of the Club.*
- (c) *On receipt of the requisition the Board shall forthwith proceed to convene an Extraordinary General Meeting. If it does not proceed to cause a meeting to be held within twenty-eight days from the date of the requisition being deposited the requisitionists or twenty-five members of the General Body of Members may themselves convene a meeting and for such purpose shall have access to the Register showing the names and addresses of the General Body of Members of the Club.*

37. Special Business:

All business shall be deemed special that is transacted at an Extraordinary General Meeting or that is transacted at an Annual General Meeting other than consideration

of the accounts and balance sheet, the ordinary reports of the Board and Auditor, the election of Officers and other members of the Board in place of those retiring and the fixing of any remuneration of the Auditor.

38. *If a poll is demanded in manner aforesaid the same shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.*

39. *Legal Proceedings:*

No action or legal proceedings whatsoever whether at law or in equity shall be taken or instituted by any member against the Club, the Board or any Officer or Director of the Club in respect of any decision proceeding resolution matter or thing whatsoever done omitted passed carried or sanctioned by the Club, the Board or any Officer or Director and notwithstanding any irregularity or informality in or relating to such decision proceeding resolution matter or thing and in the event of any such action or proceeding being instituted the production of these Rules shall be a complete answer thereto.

40. *Variation to Statement of Purposes and Rules:*

While and so long as the Club is licensed under the Liquor Control Act 1987 as amended the Secretary shall within one month of the making of any amendment or alteration in the Statement of Purposes or Rules of the Club forward to the Secretary of the Liquor Licensing Commission a certified copy of such amendment or alteration.

41. *Amendment of Statement of Purposes and Rules:*

The Statement of Purposes and Rules of the Club or any of them may be from time to time added to, rescinded, altered or amended and any new Purpose or Rule or Purposes or Rules may from time to time be made at any General or Extraordinary Meeting subject as follows:

- (a) *Any member entitled to attend and vote at a meeting of the Club and wishing to propose any addition, rescission, alteration or amendment to the Statement of Purposes or Rules shall give notice thereof in writing to the Secretary of the Club, together with a copy of the proposed addition, rescission, alteration or amendment proposed.*
- (b) *The proposed addition, rescission, alteration or amendment or any new Purpose or Rule or Purposes or Rules shall be submitted by the Board of the Club at the next Annual General Meeting or at an Extraordinary General Meeting called for the purpose and if seconded a vote may be taken thereon and shall be decided by a majority of three-quarters of the members present and entitled to vote, or the meeting may be adjourned from time to time as may be deemed necessary.*

42. *Winding Up:*

If upon winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any money or property whatsoever the same shall not be paid to or distributed among the members of the Club or any of them but shall be given or transferred to some other association, institution or body having objects similar to the objects of the Club (and which prohibits the distribution of its income and property

among its members to an extent at least as great as is imposed on the Club under or by virtue of Clause 3 of the Statement of Purposes of the Club) such association, institution or body to be determined by the members of the Club at or before the time of dissolution and in default thereof by the Supreme Court of Victoria or a Judge thereof and if and so far as effect cannot be given to the aforesaid provision then to some charitable object to be determined as aforesaid.

43. *Custody and Inspection of Books and Records.*

- (a) Except as otherwise provided in these Rules , the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Club.*
- (b) All accounts, books, securities and any other relevant documents must be available for inspection free of charge by any member present.*
- (c) A member may make a copy of any accounts, books, securities and any other relevant documents of the Club.*

44. *Headings:*

Headings of these Rules shall not be taken as part thereof or in any manner affecting the interpretation of the same.