

LEONGATHA GOLF CLUB INC.

A0006814B

RULES

*(Redrafted and passed by the AGM on 28 August 2015 in accordance with the Associations
Incorporation Reform Act 2012)*

AS AT 22nd July 2016

**RULES FOR LEONGATHA GOLF CLUB INC
REGISTERED NUMBER A0006814B**

PART 1 – PRELIMINARY

1. Name
2. Purposes of the Club
3. Financial Year
4. Definitions

PART 2 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1- Membership

5. Minimum number of Members
6. Application for Membership
7. Consideration of application
8. New Membership
9. Annual Subscriptions and other Fees
10. General Rights of Members
11. Rights not transferable
12. Ceasing Membership
13. Resigning as Member
14. Register of Members
15. General Body of Members and Categories
16. Voting Rights of Members
17. Playing Rights of Members
18. Definitions of Membership Categories
19. Rejoining or Altering Membership Category
20. Leave of Absence of Member

Division 2 – Disciplinary Action

21. Grounds for taking disciplinary action
22. Disciplinary Sub Committee
23. Notice to Member

24. Decision of Sub Committee
25. Appeal Rights
26. Conduct of Disciplinary Appeal Meeting

Division 3 – Grievance procedures

27. Application
28. Parties must attempt to resolve the dispute
29. Appointment of a mediator
30. Mediation Process
31. Failure to resolve the dispute by mediation

PART 3 GENERAL MEETINGS OF THE CLUB

32. Annual General Meeting
33. Special General Meeting
34. Special General Meeting held at request of Members
35. Notice of General Meeting
36. Proxies
37. Use of Technology
38. Proceedings at Meetings – Conduct of Business
39. Quorum at General Meetings
40. Chairperson at Meetings
41. Adjournment of General Meeting
42. Voting at a General Meeting
43. Special Resolutions
44. Determining whether resolution is carried
45. Minutes of a General Meeting

PART 4 BOARD OF MANAGEMENT

Division 1 – Powers of the Board of Management

46. Role and powers
47. Delegation
48. Indemnity of Board Members

Division 2 – Composition of the Board of Management and Duties of Board Members

- 49. Composition of the Board of Management
- 50. General Duties of Members
- 51. President and Vice President
- 52. Secretary
- 53. Treasurer

Division 3 – Election of Board of Management and Tenure of Office Eligibility to Become a Board Member

- 54. Eligibility
- 55. Positions to be declared vacant
- 56. Nominations
- 57. Election of Officers of the Board
- 58. Election of Ordinary Members of the Board
- 59. Ballot
- 60. Term of Office/Removal of Board Member from Board
- 61. Vacation of Office
- 62. Filling casual vacancies

Division 4 – Meeting of the Board of Management

- 63. Meetings of the Board
- 64. Notice of Meetings
- 65. Urgent Meetings
- 66. Procedure and Order of Business
- 67. Use of technology
- 68. Quorum
- 69. Voting
- 70. Conflict of Interest
- 71. Minutes of Board Meeting
- 72. Leave of Absence of Board Members

PART 5 – FINANCIAL MATTERS

- 73. Source of Funds
- 74. Management of Funds
- 75. Financial Records
- 76. Financial Statements

PART 6 – GENERAL Matters

- 77.** Common Seal
- 78.** Registered Address
- 79.** Notice Requirements
- 80.** Custody and Inspection of Books and Records.
- 81.** Winding Up and Cancellation of the Club
- 82.** Alteration of Rules
- 83.** Sub Committees of Board
- 84.** The Supply of Liquor

PART 1 PRELIMINARY

1. **Name**

The name of the Incorporated Association is the Leongatha Golf Club Incorporated, Registration number A000 6814B, herein known as 'the Club.'

2. **Purposes of the Club**

1. The purposes for which the Club is formed are:-

- (a) To provide the game of golf and athletic sports or pastimes.
- (b) To provide a golf course, greens and club house and all things incidental to the playing of golf.
- (c) To supply refreshments for Members and guests and to apply for, hold and/or renew from time to time any licences, permits or other provisions for the sale of and disposal of Liquor within the meaning of the Liquor Control Reform Act 1998 (as amended) or any act passed in substitution therefore or amending the same.
- (d) To acquire by purchase, lease or otherwise golf course and grounds and to lay out, prepare and maintain the same for golf or other athletic sports or pastimes, and to build or otherwise provide a club house, workshops and other conveniences in connection therewith, and alter, enlarge, repair and uphold and maintain the same and to furnish and from time to time to refurnish the same.
- (e) To purchase, take on lease in exchange or otherwise acquire any land, buildings, easements or property, real or personal including any trading name or names and/or business name which may be required for the purpose of or conveniently used in conjunction with any of the objects of the Club, and to sell, demise, mortgage, give in exchange to or otherwise dispose of the same or any part or parts thereof from time to time, and to grant easements in, through, over or upon any land and/or to acquire easements or other rights of any kind or nature over any other real estate or personal property.
- (f) To purchase, hire, make or provide and maintain and/or to sell and deal in all kinds of furniture, plate, linen, golf clubs

and balls, of all kinds of liquors, provisions and refreshments and/or personal property required or used by the Club and Members thereof and all apparatus which may be conveniently used in connection with the course and grounds, club house and other premises of the Club.

- (g) The Club is authorised to trade under the Associations Incorporations Reform Act 2012.
- (h) To provide and maintain its facilities from the joint funds of the Club.
- (i) The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Statement and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any persons who at any time are or have been Members of the Club or to any of them or to any person claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Club or to any Member thereof or to any other person in return for any services actually rendered to the Club or the repayment of any money advanced by any Member or person to or for the purposes of the Club or any of them or the payment of any interest on money lent to the Club. Provided further that no person shall receive a greater profit benefit or advantage from the Club other than a remuneration or honorarium approved by the Liquor Control Commission for the work done by the Secretary, Treasurer or other Officer of the Club or salary or wages paid to employees, and in the event of the dissolution of the Club, the assets of the Club shall only be distributed to a body that has similar purposes to the Club and which is not carried on for the profit or gain of its individual Members.
- (j) To borrow or raise or secure the payment of money in such a manner as the Club shall think fit and in particular (but without limiting the generality of the foregoing) by the issue of debentures or debenture stock perpetual or otherwise

charged upon all or any of the Club's property (both present and future) or without any such security and upon such terms as the Club shall think fit and to purchase, redeem or pay off such securities at such times and in such manner and on such terms and conditions as the Club may from time to time consider desirable.

- (k) To make rules, regulations and by-laws for the proper government of the Club and to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
- (l) To register and/or acquire a business name or business names as the property of the Club to enable an activity or various activities of the Club to be separately identified, accounted for and promoted for the overall benefit of the Club to attain the above objects or any of them.

3 Financial Year

The financial year of the Club is each period of twelve months ending on the 30th of June.

4 DEFINITIONS

- (1) In these Rules unless the contrary intention appears,
 - 'General Meeting' means a General Meeting of the Members convened in accordance with Clauses 31 and 32 and includes an Annual General Meeting and a Special General Meeting;
 - 'Member' means a Member of the Club.
 - 'Ordinary Member of the Board' means a Member of the Board who is not an Officer of the Club.
 - 'The Act' means the Associations Incorporations Reform Act 2012.
 - 'The Regulations' means the Regulations under the Act.
 - 'The Club' means the abovementioned Incorporated Association.
 - 'Month' means a calendar month.
 - 'Weekdays' means Monday to Friday (both inclusive.)
 - 'Board' means the Board of Management of the Club.
 - 'Chairperson of a General Meeting or Board Meeting' means the person chairing the meeting under Rule 39.

‘Board Meeting means a meeting of the Board of Management held in accordance with these Rules;

‘Disciplinary Appeal Meeting’ means a meeting of the Members of the Club convened for the purposes of Rule 23.

‘Special resolution means a resolution that requires not less than three-quarters of the Members voting at a General Meeting, whether in person or by proxy, to vote in favour of the resolution.

‘The Registrar’ means the Registrar of Incorporated Associations.

- (2) In these Rules, a reference to the Secretary of the Club is a reference to the person who holds that office and is also therefore responsible for all Club returns to the Registrar.

PART TWO – MEMBERSHIP AND DISCIPLINARY PROCEDURES AND GRIEVANCES.

Division 1 Membership

5. Minimum number of Members

The Club must have at least 5 Members

6. Application for Membership

- (1) A person who is nominated and approved for Membership as provided in these Rules is eligible to be a Member of the Club on payment of the Membership fee which applies to the category of Membership they select.
- (2) Nomination – A nomination of a person for Membership of the Club –
- (a) shall be made in writing on form/s decided by the Board from time to time; and
 - (b) shall be lodged with the Manager of the Club.
- (3) As soon as practicable after the receipt of a nomination, the Manager shall display it on the Club noticeboard for a period of 14 days.
- (4) After the period of display on the Club noticeboard, the Manager shall refer the nomination to the Board.

7. Consideration of Application

- (1) Upon a nomination being referred to the Board, the Board shall determine whether to approve or reject the nomination.
- (2) Once a nomination has been approved by the Board and noted in the Minutes of the Meeting, the Secretary shall, with as little delay as possible, notify the nominee in writing that they have been approved for Membership of the Club and request that payment of the set fees be made within 28 days after the receipt of the notification of acceptance.
- (3) If the Board should reject the application, any monies accompanying the application must be returned as soon as possible.
- (4) No reason need be given for the rejection of the application.
- (5) All nominations and their acceptance or rejection must be recorded in the Minutes of the Board Meeting.
- (6) All new Members are initially accepted on a probationary period of six months.

8. New Membership

- (1) The Secretary shall, upon payment of the fees required enter the nominee's name in the register of Members, and upon the name being entered into the register the nominee becomes a Member of the Club after the completion of the probationary period required.

9. Annual Subscriptions and Other Fees

- (a) All annual subscriptions are due and payable in advance on the first day of July each year.
- (b) The amount of entrance fees and annual subscriptions applicable to every class of Membership shall be fixed from time to time by the Board, but the subscription shall not be less than that specified by the Liquor Control Reform Act of 1998.
- (c) If a Member fails to pay his subscription by July 31 his Membership shall be suspended. Such a Member may be re-elected if they pay the arrears by August 31. While the Membership of any person is suspended, he shall not be entitled to the use of any of the premises, course or privileges of the Club.
- (d) If any Member fails to pay his subscription by August 31, following the date when the subscription became due and payable, his Membership of the Club shall cease.
- (e) Pro rata Payment

New Members elected on and after September 30 shall pay only 75% of the annual subscription for that year, after December 31 in any year shall pay only 50% of the annual subscription for that year and after March 31 in any year shall pay only 25% of the annual subscription for that year, excepting social Members who shall pay the full amount irrespective of the time of year in which they are elected to that category.

(f) The Board shall send to every Member of the Club at the address appearing in the Club Register a notice by pre-paid post, or by electronic means or personally that his subscription is due under Clause 9a above and such notice shall be given at least 14 days before such subscription becomes due and payable.

(g) Arrears

The Board shall send to any Member whose subscription is in arrears on the 31st day of August in any year a notice by prepaid post, or electronically or personally, requesting payment of such subscription and informing the Member of the provisions of Clause 9c above. Such notice will be sent not later than the 15th of August.

(h) Levy

The Board has the power to make a levy on all or any of the Members of the Club of an amount not exceeding one half of the amount of the annual subscription payable in respect of the relevant class of Membership by any Member in any financial year. The amount of such a levy shall be due and payable at such time and under such conditions as the Board shall determine.

10 General Rights of Members

(1) A Member of the Club who is entitled to vote has the right to:–

- (a) receive notice of General Meetings and proposed special resolutions in the manner and time prescribed in these Rules; and
- (b) submit items of business for consideration at a General Meeting; and
- (c) attend and be heard; and
- (d) vote at a General Meeting; and to have access to the minutes of General Meetings and other documents of the Club as provided under these Rules; and
- (e) inspect the register of Members; and
- (f) subject to the provisions of these Rules and to any by-laws in force at the time, all Members of the Club shall be entitled to be supplied with such meals and refreshments and things that are provided by the Club, at such charges as determined by the Board; and
- (g) no Member of the Club shall be entitled to derive any profit, benefit or advantage from the Club which is not shared equally by every Member, save as provided in Clause 2 (i) of these Rules; and
- (h) every amateur golfer shall be qualified to be elected a Member of the Club; and
- (i) all classes of Membership are open to both genders; and
- (j) the masculine shall include the feminine in these Rules unless the contrary is directly expressed.

(2) Visitors

- (a) A Member may introduce not more than three visitors to the privileges of the golf course playing facilities and any other amenities of the Club upon the payment of the fees determined by the Board which apply to Member's guests.
- (b) A Member shall not introduce more than four Members to the Clubhouse at any one time.
- (c) A Member shall not introduce the same visitor to the Club's amenities any more than twelve times in any given year.
- (d) The name and address of all visitors shall be entered into the Visitor's Book.

11. Rights not transferable

The rights of a Member are not transferable.

12. Ceasing Membership

(1) The Membership of a person ceases on resignation, expulsion or death.

(2) If a person ceases to be a Member of the Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the register of Members.

13. Resigning as a Member

(1) A Member who has paid all monies due and payable by the Member to the Club may resign from the Club by giving one month's notice, in writing to the Secretary; upon the expiration of that period the Member ceases to be a Member.

(2) A Member is taken to have resigned if their Membership is in arrears on August 31 in the year the subscription was due and payable.

14 Register of Members

(1) The Club will maintain a Register of all Members that includes the:- names, address for notices, telephone, and mobile phone numbers, email addresses, date of becoming a Member, category of Membership held, among any other information required by the Board for each Member.

(2) Any Member may, at a reasonable time and in keeping with privacy requirements under law, inspect the Register of Members.

15. The General Body of the Members and the Categories

A. Category

- (i) Honorary Life Members
- (ii) Ordinary Members
- (iii) Senior Members
- (iv) Country Members
- (v) District Members
- (vi) Junior Members (under 16 years of age)

- (vii) Ordinary Member (age 16 to 21 years)
- (viii) Ordinary Member (age 22 to 25 years)
- (ix) Ordinary Member (age 26 to 30 years)
- (x) Introductory
- (xi) Pay and Play
- (xii) Social Members
- (xiii) House Members
- (xiv) Honorary Members

- B. The general body of the Members shall be those referred to in Clause 15A. They shall have the full rights and privileges to those parts of the Club premises licensed under the Liquor Reform Control Act 1998, ('The Licensed Premises').

16. Voting Rights of Members

Honorary Life Members, Ordinary Members, Introductory Members, Senior Members, Country Members, District Members and full time Tertiary/Apprentice Members have the right to elect Officers and Board Members to manage the business and the affairs of the Club, and to vote on all matters put to the Membership at the Annual General Meetings and such Special General or Disciplinary Appeal Meetings as may be convened from time to time.

17. Playing Rights of Members

All categories of Members except Social Members and House Members and Pay and Play Members are eligible to play in all Board Events and Club Championships.

18. Definitions of Membership Categories

- (i) Honorary Life Members
Any Member of the Club whom the Board shall recommend for Life Membership of the Club may be elected an Honorary Life Member by two thirds majority of the Members present and entitled to vote at a General Meeting of the Club. Any such Life Member so elected shall thereafter have the rights and privileges of an Ordinary Member.

- (ii) Ordinary Member
Ordinary Members shall be persons who when elected are entitled to all the rights and privileges of the Club.
- (iii) Senior Members
Every Ordinary Member and every Country Member over the age of 70 years on the first day of July who has been a continuous Member for the past 10 years in either category or both categories shall be entitled to be nominated as a Senior Member. A Senior Member shall pay a subscription of not less than 65% and not more than 85% of the current full Membership fee. A Senior Member shall have the rights and privileges of an Ordinary Member.
- (iv) Country Members
Every amateur golfer, whose permanent place of residence lies outside the boundaries of the South Gippsland District Golf Association shall be entitled to be elected as a Country Member. A Country Member shall have the rights and privileges of an Ordinary Member.
- (v) District Members
Every amateur golfer, who is an ordinary Member of another Club within the South Gippsland District Golf Association, shall be entitled to be elected as a District Member. A District Member shall have the rights and privileges of an Ordinary Member.
- (vi) Junior Member under the age of 16 Years of Age.
Every amateur golfer under 16 years of age on first of July is entitled to be elected as a Junior Member. Subject to the provisions of Clause 17 a Junior Member shall have the rights and privileges of an Ordinary Member.
- (vii) Introductory Member
A person over the age of 21years, who has not been a Member of Leongatha Golf Club, shall be entitled to be elected as an Introductory Member for one year from the date on which they join the Club. Thereafter they are eligible to join the Club in another category. The pro rata portion of the subscription for that category shall be paid by the Member to the end of the financial year. An

Introductory Member shall have all the rights and privileges of an Ordinary Member.

(viii) Social Member

Any person over the age of 18 shall be entitled to be elected as a Social Member of the Club. Subject to the provisions of Clauses 16 and 17 a Social Member shall enjoy all the rights and privileges of the Club except that they are restricted to playing 6 games on the Course during their year of Membership unless prescribed green fees at the Member's guest rate have been paid.

(ix) House Members

Any person over the age of 18 shall be entitled to be elected as a House Member. Subject to the provisions of Rules 16 and 17 House Member shall enjoy all the rights and privileges of the club house only. A House Member and their guest must first pay green fees at the Member's guest rates before being entitled to play on the course.

(x) Pay and Play Members

Any person not being a present or past Member of the Club shall be entitled to be elected as a Pay and Play Member. Subject to the provisions of Clauses 16 and 17 a Pay and Play Member shall have the rights and privileges of an ordinary Member. They shall be required to pay such green fees and other fees as the Board determines. They are not eligible to play in Board Events or the Club Championships.

(xii) Honorary Members

Persons over the age of 18 years possessing the following qualifications may become Honorary Members of the Club, namely:-

(a) Any resident of another State, Territory, or Country who is visiting Victoria.

(b) Any person as a Member of any Gold Club affiliated with Golf Victoria and any golfer who is participating in any competition conducted by the Club on its Golf Course.

(c) Any green fee player who has paid their fees may be elected as an Honorary Member for the day or days they are entitled to play on the course.

(d) Any official of any recognised golf club who is attending the Club premises in connection with any such competition as is described in sub-clause (b) above.

- (e) Any person who rendered distinguished service to the Community or special services to the Club.
- (f) Any person who is the partner accompanying any Member over the age of 18 years, other than an Honorary member, on the occasion of any special social function being held on the Club premises, provided that such special social function has been declared by the Board to be a special social function for the purposes of this clause and provided further that the Board may not declare more than four such special functions in any one calendar year.

19. Rejoining/Altering Membership Category

- (a) Any person who has been a Member of the Club wishing to rejoin may be elected in accordance with these Rules. The Board may in such cases remit payment of any entrance fee unless, in the meantime, such a fee shall have increased, in which case an amount not less than such an increase shall be payable.
- (b) Any Member of the Club, other than an Honorary Member wishing to transfer from or to Ordinary Membership or to some other form of Membership for which he is qualified, shall make an application in writing to the Board to have such a transfer affected. Any such Member shall be liable to pay an increase in entrance fees as between the two Memberships

20. Leave of Absence of Member –

- (1) The Board may grant Leave of Absence to a member, at its discretion, following a written application by a member.
- (2) Leave of Absence may only be granted on medical or compassionate grounds for a period of not less than six months and not more than twelve months. A member requiring further leave after twelve months, may apply to the Board in writing, but such further leave may not exceed a period of a more than twelve months.
- (3) The Leave of Absence may begin from the date the letter of application was received at the Club, but only when approved by the Board.
- (4) During the period of the Leave, the member's fees shall be

waived, but an administration fee equal to the price of the House Membership fee will apply to cover any costs incurred by the Club, except for Junior members who will not be required to pay this fee.

- (5) Members on Leave of Absence shall be granted a House Membership and shall enjoy all the rights and privileges of a House Member.
- (6) The period of Leave of Absence is treated as a continuous membership, until the member resumes their membership or the membership lapses.
- (7) Following the period of the Leave of Absence, member's rights are only restored once any outstanding subscriptions have been paid.

Division 2 – Disciplinary Action

21. Grounds for taking disciplinary action

The Club may take disciplinary action against a Member in accordance with this Division if it is determined that the Member-

- (a) has failed to comply with these Rules; or
 - (b) refuses to support the purposes of the Club; or
 - (c) has engaged in conduct prejudicial to the Club.
- (2) The Members of the disciplinary subcommittee –
- (a) may be Board Members, Members or anyone else; but
 - (b) must not be biased against, or in favour of, the Member concerned.
- (3) The disciplinary committee must be comprised of at least five people.

22. Disciplinary Subcommittee

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.

23. Notice to Member

Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member –

- (a) stating that the Board proposes to take disciplinary action
- (b) against the Member, and
- (c) stating the grounds for the proposed action, and
- (d) specifying the date, time and place of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
- (e) advising the Member that he or she may do one or both of the following:-
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- (f) setting out the Member' appeal rights under Rule 24
- (g) The notice must be given no earlier than 28 days, and no later than 14 days before the disciplinary meeting is held.

24. Decision of Subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must-
 - (a) give the Member an opportunity to be heard; and
 - (b) consider any written statement submitted by the Member.
- (2) After complying with subrule (1), the disciplinary subcommittee may –
 - (a) take no further action against the Member; or
 - (b) subject to subrule 3 –
 - (i) reprimand the Member; or
 - (ii) suspend the Membership right of the Member for a specified period; or
 - (iii) expel the Member from the Club.
- (3) The disciplinary subcommittee may not fine the Member.
- (4) The suspension of Membership rights or the expulsion of a Member by the disciplinary subcommittee under this rule takes effect immediately after the vote has passed.

25. Appeal rights

- (1) A person whose Membership rights have been suspended or who has been expelled from the Club under Rule 23 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given -
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If the person has given notice under subrule (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.
- (4) Notice of the disciplinary appeal meeting must be given to each Member of the Club who is entitled to vote in accordance with these Rules as soon as practicable and must –
 - (a) specify the date, time and place of the meeting; and
 - (b) state –
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for that action; and
 - (iii) that at the disciplinary appeal meeting the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

26. Conduct of Disciplinary Appeal Meeting

- (1) At a disciplinary appeal meeting –
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Subcommittee must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
 - (c) the person whose Membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (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.

- (3) A Member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the Members voting at the meeting vote in favour of the decision.

Division 3 – Grievance Procedures

27. Application

- (1) The grievance procedure set out in this Division applies to disputes under these rules between –
 - (a) a Member and another Member;
 - (b) a Member and the Board;
 - (c) a Member and any subcommittee of the Board;

- (2) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

28. Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

29. Appointment of a mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 27, the parties must within 10 days-
 - (a) Notify the Board of the dispute; and
 - (b) Agree to or request the appointment of a mediator; and
 - (c) Attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be –
 - (a) a person chosen by agreement between the parties; or
 - (b) In the absence of agreement –
 - (i) If the dispute is between a Member and another Member, a person appointed by the Board; or
 - (ii) If the dispute is between a Member and the Board or a subcommittee of the Board – a person appointed by the Dispute Settlement Centre of Victoria.

- (3) A mediator appointed by the Board may be Member or former Member of the Club but in any case must not be a person who –
- (a) has a personal interest in the dispute or;
 - (b) is biased in favour of or against any party.

30. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must –
- (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

31. Failure to resolve the dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 3 GENERAL MEETINGS OF THE CLUB.

32. Annual General Meetings

- (1) The Club must in each calendar year convene an Annual General Meeting within 5 months after the end of each financial year.
- (2) The Board will determine the date, time and place of the Annual General Meeting.
- (3) The Annual General Meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the Annual General Meeting shall be –
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - (b) to receive from the Board reports upon the activities of the Club during the last preceding financial year; and

- (c) to receive the financial statements of the Club for the preceding financial year submitted to the Board in accordance with Part 7 of the Act;
- (d) to elect Officers and Ordinary Members of the Board; and
- (5) The Annual Meeting may transact special business of which notice is given by either by electronic means, or prepaid post to the address given in the Register of Members, or personally at least 7 days prior to the meeting.
- (6) The Annual General Meeting shall be in addition to other General Meetings that may be held in the same year.

33 Special General Meeting

- (1) Any General Meeting other than the Annual General Meeting is a Special General Meeting.
- (2) The Board may convene a Special General Meeting whenever it thinks fit. If, but for this sub clause, more than fifteen months would elapse between annual General Meetings, the Club shall convene a special General Meeting before the expiration of that period.
- (3) No business other than that set out in the notice under Rule 34 can be conducted at the meeting.
(Note: General business may be considered at the meeting if it is included in the notice under Rule 34 and the majority of Members at the meeting agree.

34 Special General Meeting held at the request of Members.

- (1) The Board must convene a Special General Meeting if a request to do so is made by at least 10% of the total number of Members.
- (2) A request for a special meeting must-
 - (a) Be in writing;
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and

- (c) Include the names of and signatures of the Members requesting the meeting; and
- (d) be given to the Secretary.

If the Board does not convene a Special General Meeting within one month of the date on which the request is made, the Members making the request (or any one of them) may convene the Special General Meeting.

- (3) A Special General Meeting may be convened by Members.
 - (a) It must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
 - (c) (The Club must reimburse all reasonable expenses incurred by the Members convening a special meeting.)

35 Notice of General Meeting

- (1) The Secretary, or in the case of a Special General Meeting the Members convening the meeting, must cause to send to each Member of the Club at the address appearing in the register of Members a notice by pre-paid post or electronic means or personally-
 - (a) at least 21 days' notice of a General Meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a General Meeting in any other case.
- (2) The notice must –
 - (a) Specify the date, time and place of the meeting; and
 - (b) Indicate the general nature of each item of business to be considered at the meeting; and
 - (c) If a special resolution is to be proposed –
 - (d) State in full the proposed resolution; and
 - (e) State the intention to propose the resolution as a special resolution; and

This rule does not apply to a disciplinary appeal meeting.

36 Proxies

- (1) Proxy votes may only be used for the Annual General Meeting or Special Meetings of the Club. They may not be used for elections of sub committees of the Board or any issue or proposal of such group.
- (2) A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a General Meeting other than at a disciplinary appeal meeting.
- (3) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (4) The Member appointing the proxy may give specific instructions as to how the proxy may vote on behalf of the Member in any matter as he or she sees fit.
- (5) If the Board has approved a form for the appointment of a proxy, the Member may use any other form that clearly identifies the person appointed as the Member's proxy and that has been signed by the Member.
- (6) Notice of General Meeting given to a Member under these Rules must
 -
 - a) state that the Member may appoint another Member as a proxy for the meeting; and
 - b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (7) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

37 Use of technology

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

38 Proceedings at Meetings and Conduct of Business

- (1) All business that is transacted at a special General Meeting and all business transacted at the Annual General Meeting with the exception of that specifically referred to in these Rules as being the

ordinary business of the Annual General Meeting shall be special business.

- (2) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these rules to vote is present during the time when the meeting is considering that item.

39 Quorum at General Meetings

(1) The quorum at a General Meeting shall be in person or by proxy of 25 Members entitled to vote under these Rules at a General Meeting.

(2) If a quorum is not present within 30 minutes after the notified commencement time of the General Meeting –

(a) In the case of a meeting convened by or at the request of Members the meeting is dissolved and the business that was to have been considered at the meeting is taken to have lapsed. If Members wish to have the business reconsidered at another special meeting, the Members must make a new request.

(b) in any other case –

(i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and

(ii) notice of that date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by notice given to all Members either by pre-paid post at the address supplied to the Club Register or electronically or personally, as soon as practicable after the meeting.

(3) If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned the Members present at the meeting (if not less than 5) may proceed with the business of the meeting as if a quorum were present.

40 Chairperson at meetings.

(1) The President, or in the President's absence, the Vice President, shall preside as Chairperson at each General Meeting of the Club.

(2) If the President and the Vice President are absent from a General Meeting, the Members present shall elect one of their number to preside as Chairperson at the meeting.

41 Adjournment of Meetings

- (1) The Chairperson of a General Meeting at which a quorum is present, may, with the consent of the Members present at the meeting, adjourn the meeting to another time at the same place or another place.
- (2) A meeting may be adjourned –
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give Members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case the notice of the meeting must be given in accordance with these Rules.

42 Voting at a General Meeting

- (1) (On any question arising at a General Meeting of the Club, a Member has one vote only; and
- (2) Members may vote in person or by proxy.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the Minutes of a previous meeting, only those Members who were present at that meeting may vote.
- (5) This Rule does not apply to a vote at a disciplinary appeal meeting.

43 Special Resolutions

A Special Resolution is passed if not less than three quarters of the Members present voting at General Meeting (whether in person or by proxy if proxies are allowed), vote in favour of the resolution.

44 Determining Whether a Resolution is Carried -

- (1) the Chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been -
 - (a) carried; or

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

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

- (2) **If a poll** (where votes are cast in writing) is demanded by one or more Members on any question-
 - (a) The poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any question must be taken before the close of the meeting at a time determined by the Chairperson.

45 Minutes of a General Meeting

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

PART 4 – THE BOARD OF MANAGEMENT

DIVISION 1 – Powers of the Board of Management.

46 Role and Powers of the Board of Management, hereafter called ‘the Board’.

- (1) The business of the Club shall be managed by the Board in accordance with the Act.
- (2) The Board may exercise all powers of the Rules of the Club, except those powers that these Rules and the Act require to be exercised by General Meetings of the Club.
- (3) Subject to the Regulations and the Act, the Board has the power to perform all such acts and things which appear to the Board to be essential for the proper management of the business and affairs of the Club.
- (4) The Board has the power, from time to time, to make, alter and repeal all such by-laws as it may deem necessary for the or convenient for the proper conduct and management of the Club and in particular, but not exclusively, it may by such by-laws provide for and regulate:-
 - (a) the time of opening and closing the golf course and grounds, Club House and premises or any part thereof; and
 - (b) the playing of any games on the Club premises or the prohibition thereof entirely or at a particular time; and
 - (c) the conduct of the Members of the Club on Club premises in relation to one another and to any servant or employee of the Club; and
 - (d) the duties and powers of any Officer, Manager or employee of the Club.
 - (e) The appointment, removal, duties, functions, powers and privileges of any sub-committee in connection with the conduct of the affairs of the Club; and
 - (f) generally, all such matters as are commonly the subject matters of the Club by-laws.
- (5) The Board may appoint and remove staff; and
- (6) establish sub committees with terms of reference it considers appropriate.

47 Delegation

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

48 Indemnity of Board Members

- (a) Every Officer of the Board as herein defined and every other Member of the Board shall be indemnified by the Club with an appropriate Insurance Policy paid for by the Club.
- (b) The Board shall pay all costs, losses and expenses which any Officer of the Board or any other Board Member may incur or become liable to by reason of any contract entered into or act or thing done by him as an Officer or other Member of the Board or in any way discharged or purported to be discharges of his duty.
- (c) No Officer or other Member of the Board shall be liable for acts, receipts, neglects or defaults in any other Officer or Board Member; or
- (d) for joining in any receipt of any act of conformity or for any loss or expense happening through the deficiency or insufficiency of title to any property acquired by the Board for and on behalf of the Club; or
- (e) for any sufficiency or deficiency for of any security in or upon which any of the moneys of the Club shall be invested; or
- (f) for any loss or damage arising from the bankruptcy or tortuous act of any person owing moneys to the Club or with whom any moneys, securities or effects shall be deposited or with whom any moneys, securities or effects shall be deposited; or
- (g) for any loss occasioned by an error of judgement or oversight on his part; or
- (h) for any other loss, damage or misfortune whatever shall happen in the execution of the duties of his office in relation thereto unless the same happens through his own dishonesty.

Division 2 – Composition of The Board of Management and Duties of Board Members

49 The Composition of the Board of Management

The Board consists of at least 6 and no more than 9 Members including:

- (a) the Officers of the Board which are The President, Vice President, Secretary and Treasurer; and
- (b) up to three other Board Members, two of which may be Country Members.
- (c) Two Members comprising the Men's Captain and Women's Captain or their alternative as approved by the Board.
- (d) The Secretary shall perform the Duties specified in the new Associations Incorporation Reform Act 2012 and in compliance with these Rules.
- (e) The Board may, from time to time, by ordinary resolution passed at a General Meeting increase or reduce the number of Officers or other Members of the Board
- (f) Eligibility to be a Board Member is limited to fully paid up Members in the categories of: Honorary Life Members, ordinary Members, Country Members, Introductory Members, Senior Members, 22 to 25 year old Members and 26 to 30 year old Members.

50 General Duties of Board Members

- (1) As soon as practicable after being elected or appointed to the Board, each Board Member must become familiar with these Rules.
- (2) The Board is collectively responsible for ensuring that the Club complies with the Act and that individual Members of the Board comply with these Rules.
- (3) Board Members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board Members and former Board Members must exercise their powers and discharge duties-
 - (a) in good faith and in the best interests of the Club; and
 - (b) for a proper purpose.
- (5) Board Members and former Board Members must not make improper use of-
 - (a) their position; and

- (b) information acquired by virtue of holding their position- so as to gain an advantage for themselves or any other person to cause detriment to the Club.
- (6) No person shall be entitled under these Rules or any by-laws of the Club to derive any profit, benefit or advantage from the Club which is not shared equally by every Member of the Club.

51 President and Vice President

- (1) The President or, in the President's absence, the Vice president is the Chairperson of any General Meetings or for any Board Meetings
- (2) If the President and Vice President are both absent, or unable to preside, the Chairperson of the meeting must be-
 - (a) in the case of a General Meeting – a Member elected by the other Members present; or
 - (b) in the case of a Board meeting – a Board Member elected by the other Board Members present.

52 Secretary

- (1) The Secretary must perform any duty or function required under the Associations Incorporation Reform Act, 2012. These tasks include-
 - (a) performing the duties of lodging of all documents required by the Registrar;
 - (b) maintaining the register of Members; and
 - (c) keeping custody of the common seal of the Club and, except for the financial records of the Club, all books, documents, electronic records and securities of the Club.
 - (d) Subject to the Act and these Rules, provide Members with access to the register of Members, the minutes and other books and documents; and
 - (e) keep the Minutes of the resolutions and proceedings of each General Meeting and each Board meeting together with a record of the names of those present at each meeting in books provided for that purpose.

- (f) Perform any other duty or function imposed on the Secretary by these Rules.
- (2) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

Note: A Board Member may not hold the office of Secretary if they do not reside in Australia.

53 Treasurer

The Treasurer must –

- (a) ensure that the financial records of the Club are kept in accordance with the Act; and
- (b) coordinate the preparation of the financial statements of the Club and deliver them to the nominated auditor as soon as practicable after the end of the financial year; and
- (c) ensure that the audited accounts are presented to the Board for certification by the Board, prior to their submission to the Annual General Meeting of the Club.
- (d) The audited Statement of Accounts for the preceding year must be placed on the Noticeboard of the Club at least seven days before the Annual General Meeting.

Division 3 – Election of Board Members and Tenure of Office

54 Eligibility to become a Board Member

A Member is eligible to be elected or appointed as a Board Member if the Member is –

- (a) 18 years or over; and
- (b) is entitled to vote at a General Meeting.

55 Positions to be declared vacant

- (1) The chairperson of the meeting at which the amendment of this rule was adopted, shall declare all elected positions vacant and hold elections for those positions, on the basis that:
 - a. the 2 persons nominated for the positions of President and Vice President shall each be appointed for a term of 2 years
 - b. the 2 persons nominated for the positions of Secretary and Treasurer shall each be appointed for a term of 1 year, and
 - c. each of the persons elected as another member of the board shall be appointed for a term of 1 year.

(2) The Chairperson of all subsequent meetings shall declare vacant:

a. the positions of each of the 2 officer of the board positions the term of whose appointment is about to expire and the positions of each other board members and hold elections for each of those positions on the basis that - the 2 persons nominated for the 2 officer of the board positions shall each be appointed for a term of 2 years and the positions of all other board members shall be for a term of 1 year

(3) in the event of there being any casual vacancy to be filled at an Annual General Meeting, the Chairperson shall hold an election for such position, on the basis that the term of the appointment of the replacement member shall be the same as that of the replaced member.

56 Nominations

(1) Nominations of candidates for election as Officers of the Club or as Ordinary Members of the Board –

(a) shall be made in writing, signed by two Members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) shall be delivered to the Secretary of the Club not less than seven days before the date fixed for the holding of the Annual General Meeting.

(2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nomination may be received at the Annual General Meeting.

(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be declared elected.

(4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

(5) The ballot for the election of Officers and ordinary Members of the Board must be held in the manner specified by Rule 58

57 Election of Officers of the Board

(1) At the Annual General Meeting, separate elections must be held for each of the following positions-

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer.

(2) If only one Member is nominated for the position the Chairperson must declare the Member elected to the position.

58 Election of Ordinary Members of the Board.

A single election may be held to fill all of these positions if required. A ballot will only be required if more nominations than positions occurs.

59 Ballot

(1) If a ballot is required for the election of a position, the Chairperson of the meeting must appoint a Member to act as returning officer to conduct the ballot.

(2) The returning officer must not be a Member nominated for a position.

(3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.

(4) The election must be by secret ballot.

(5) The returning officer must give a blank piece of paper to-

- (a) each Member eligible to vote and present in the room; and
- (b) each proxy appointed by a Member.

(6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

(7) If the ballot is for more than one position-

- (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
- (b) the voter must not write the names of more candidates than the number to be elected.

(8) Ballot papers that do not comply with subrule (7) (b) are not to be counted.

- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare the candidate elected or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must-
 - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which candidate is to be elected; or
 - (b) with the agreement of the candidates, decide which of them is to be elected,

60 Term of Office/Removal of Board Member from the Board

- (1)(1) Subject always to Rule 60 (2), the duration for which each officer of the board and other board members holds office shall be the duration determined at the time of his or her current appointment as a member of the board.
- (2) A Board Member may be re-elected.
- (3) A General Meeting may-
 - (a) by special resolution remove a Board Member from office; and
 - (b) elect an eligible Member to fill the vacant position in accordance with this Division.
- (4) A Member who is the subject of a proposed special resolution under subrule (3) (a) may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Club.
- (5) The Secretary or President may give a copy of the representations to each Member in accordance with these Rules or, if they are not so given, the Member may require that they be read out at the meeting at which the special resolution is to be proposed.

61 Vacation of Office

- (1) A Board Member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board Member if he or she –
 - (a) ceases to be a Member of the Club; or
 - (b) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence or;
 - (c) otherwise ceases to be a Board Member by operation of section 78 of the Act.

62 Filling Casual Vacancies

- (1) The Board may appoint an eligible Member of the Club to fill a position on the Board that –
 - (a) has become vacant under rule 60; or
 - (b) was not filled by election at the last Annual General Meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint a Member to the position within 14 days after the vacancy arises.
- (3) Rule 54 applies to any Board Member appointed by the Board under subrule (a) or (b).
- (4) The Board may continue to act despite any vacancy in its Membership.
- (5) The term of the appointment of the replacement member shall be the same as that of the replaced member.

Division 4 – Meetings of the Board of Management.

63 Meetings of the Board of Management

- (1) The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the Members of the Board as soon as practicable after the Annual General Meeting of the Club at which Members of the Board were elected.

- (3) Special Board meetings may be convened by the president or by any 4 Members of the Board.

64 Notice of Meetings

- (1) Notice of each meeting must be given to each Board Member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Board Meeting at the same time.
- (3) The Notice must state the date, time and place of the meeting.
- (4) If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) Notices may be delivered by prepaid post to the address on the Register of Members, sent by electronic means or handed to the Member in person.

65 Urgent Meetings

- (1) In cases of emergency, a meeting can be held without notice being given provided that as much notice as practicable is given to each Board Member by the quickest means practicable.
- (2) The only business which can be conducted at an urgent meeting is the business for which the meeting was convened.

66 Procedure and the Order of Business

At meetings of the Board-

- (1) if the President and the Vice President are absent, one of the remaining Board Members may be chosen by the Members present to preside.
- (2) Questions arising at a meeting of the Board or of any subcommittee of the Board shall be determined by a show of hands, or if demanded by a Member a poll taken in a manner to be determined by the Member presiding.
- (3) The procedure to be followed at meetings must be determined from time to time by the Board.
- (4) The order of business may be determined by the Members present at the meeting.

67 Use of Technology

(1) A Board Member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board Member and the Board Members present at the meeting to clearly and simultaneously communicate with each other.

(2) For the purpose of this Part, a Board Member participating in a Board meeting is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

68 Quorum

(1) No business can be conducted at a meeting unless there is a quorum present.

(2) Any four Members of the Board constitute a quorum for the transaction of the business of the Board.

(3) If a quorum is not present within 30 minutes of the appointed time for the Board meeting –

(a) in the case of a Special Meeting – the meeting lapses;

(b) in any other case- the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place of the new meeting must be given in accordance with these Rules.

69 Voting

(1) On any question arising at a Board meeting, each Board Member present at the meeting has one vote.

(2) A motion is carried if a majority of Board Members present at the meeting vote in favour of the motion.

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

(4) Voting by proxy is not permitted.

70 Conflict of Interest

(1) A Board Member who has a material interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.

(2) The Member –

(a) must not be present while the matter is being considered at the meeting; and

(b) must not vote on the matter.

- (3) This rule does not apply to a material personal interest-
 - (a) that exists only because the Member belongs to class of persons for whose benefit the Club is established; or
 - (b) that the Member has in common with all, or a substantial proportion of, the Members of the Club.

71 Minutes of Board Meetings

- (1) The Board must ensure that Minutes are taken and kept of each Board Meeting.
- (2) The Minutes must record the following-
 - (a) the names of the Members in attendance at the meeting;
 - (b) the business conducted at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 69.

72 Leave of Absence for Board Members

- (1) The Board may grant a Board member Leave of Absence of not less than two months and not more than six months on medical or compassionate grounds.
- (2) During the period of the Leave of Absence the Board member may not participate in any Board Activities, although the President may seek his/her advice if needed.
- (3) The Board must not grant Leave of Absence retrospectively, unless the Board is satisfied that it was not feasible for the Board member to seek leave in advance.
- (4) The Board member may shorten the Leave of Absence by notifying the Secretary of his/her intentions to return to the role of Board member.

PART 5 - FINANCIAL MATTERS

73 Sources of Funds

The funds of the Club may be derived from annual subscriptions, donations, fund raising activities, grants, interest, sales of food, drink and golf products and other sources approved by the Board.

74 The Management of Funds

(1) The Club must hold an account with a financial institution from which the expenditure of the Club is made and into which the Club's revenue is deposited.

(2) The exception to this rule is that small amounts to a level specified by the Board can be made through the Club's cash register to reimburse staff or Members for cash purchases made on the Club's behalf. These reimbursements must be approved by the Manager or an Officer of the Board.

(1) Subject to any restrictions imposed by a General Meeting, the Board can approve expenditure on behalf of the Club.

(2) The Board may authorise the Treasurer and the Manager to expend funds on behalf of the Club (including electronic funds transfer).

(3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments and electronic funds transfers must be approved by two persons approved as signatories by the Board.

(4) All funds of the Club must be deposited into the financial account of the Club, no later than 7 working days after receipt.

(5) The Manager must maintain a cash float for the Club's cash registers and record and balance the daily transactions of the trading activities of the Club. The Treasurer must monitor these activities.

75 Financial Records

(1) The Club must keep financial records that-

(a) correctly record and explain its transactions, financial position and performance; and

(b) enable financial statements to be prepared as required by the Act.

(2) The Club must retain the financial records for 7 years after the transactions covered by the records are completed.

(3) The Treasurer must keep in his or her custody, or under his or her control-

(a) the financial records for the current financial year; and

(b) any other financial records as authorised by the Board.

76 Financial Statements

- (1) For each financial year, the Board must ensure that requirements under the Act relating to the financial statements of the Club are met.
- (2) Those requirements are-
 - (a) the preparation of the financial statements, both ongoing and at annual statements at the end of the financial year;
 - (b) the annual audit of the financial statements by an approved external auditor in time to be pinned on the Club notice board on week before the Annual General Meeting;
 - (c) the certification of the Financial statements by the Board;
 - (d) the submission of the annual financial statements to the Annual General Meeting of the Club;
 - (e) the lodgement with the Registrar of the financial statements and accompanying report, certificates, statements and fee.

PART 6 – GENERAL MATTERS

77 The Common Seal

- (1) The common seal of the Club shall be kept in the custody of the Secretary.
- (2) A document may only be sealed with the Common Seal by the authority of the Board and the sealing must be witnessed by the signatures of two Members of the Board.
- (3) The name of the Club must appear in legible characters on the Common Seal.

78 The Registered Address

The Registered Address of the Club is 855 Inverloch-Koonwarra Road, Leongatha South 3953. The postal address is Post Office Box 578, Leongatha 3953.

79 Notice Requirements

- (1) Any notice required to be given to a Member or a Board Member under these Rules may be given –
 - (a) by handing the notice to the Member personally; or
 - (b) by sending it by post to the Member at the address recorded for the Member on the Register of Members; or

- (c) by electronic means.
- (2) Any notice required to be given to the Club or the Board may be given-
 - (a) by handing the notice to a Member of the Board; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Board determines that it is appropriate in the circumstances-
 - (i) by email to the email address of the Club or Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Club.

80 Custody and Inspection of Books and Records

- (1) Members may not have access to the financial records, books, securities and any other document of the Association, including minutes of Board meetings, unless otherwise permitted by these Rules, law, or the Board.
- (2) Members may on request inspect: (a) the register of members; (b) the minutes of general meetings; and (c) these Rules
- (3) The Secretary may refuse to allow a member to inspect the register of members if permitted by the Act.
- (4) Members must not: (a) use information obtained about another person from the register of members to contact or send materials to the other person; or (b) disclose information obtained about a person from the register of members knowing that the information is likely to be used to contact or send materials to the other person; unless (c) the purpose for which the information is used or disclosed is otherwise expressly permitted by these Rules or by law.
- (5) If the Board provides access to these Rules on the Club's website, the Board shall be deemed to have allowed a member to inspect and copy these Rules, unless the member informs the Board that he or she is unable to access the Rules on the website. A member must be given a copy of these Rules and minutes of general meetings within one month of the Board receiving a request by the member and the member paying any fee prescribed by the Board.

81 Winding Up and Cancellation of the Club

- (1) The Club may be wound up by special resolution.

- (2) In the event of the Club winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any Members.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be distributed to a body that has similar purposes to the Club and which is not carried on for the profit or gain of its individual Members.
- (4) The body to which the surplus assets are given must be decided by special resolution at a General Meeting of the Club.

82 Alteration of the Rules

These rules may only be altered by a special resolution of a General Meeting.

83 Sub Committees of the Board of Management

- (1) (1) The Board will appoint sub committees to undertake special projects or tasks as it sees appropriate from time to time.
- (2) The Men's Golf Committee, the Women's Golf Committee and the Green's Committee are all approved sub committees of the Board and answerable to the Board as per Rule 46 (6).
- (3) The role & duty of each sub-committee is as per the Roles & Responsibilities policy adopted by the Board
- (4) The composition of approved sub committees shall be (a) Consist of 6-8 members (b) The men's committee shall be chaired by the Men's Captain (c) The women's committee shall be chaired by the Women's Captain (d) The greens committee shall be chaired by a delegate of the board
- (5) Only members who are eligible to vote at an AGM can become members of approved sub committees.
- (6) The membership of approved sub-committees shall be appointed by nomination to the Board.
- (7) Nominations for positions on approved subcommittees shall conform with the requirements for nominations for the board in accordance with Rule 56.

The Board will appoint sub committees to undertake special projects or tasks as it sees appropriate from time to time. The Men's Golf Committee, the Women's Golf Committee and the Green's Committee are all approved sub committees of the Board and answerable to the Board.

84 Supply of Liquor

Leongatha Golf Club will supply alcoholic beverages in conformity with the licensing requirements of the day and in conformity with the Liquor Control Reform Act, 1998.

SignedRonald B Paice.....

President of the Club and Chairman of the Meeting.
29 August 2014