

**CONSTITUTION
VISION STATEMENT/ STATEMENT OF PURPOSE**

OF

the
YARRAVILLE
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Yarraville Club Incorporated

Current as at July 2011

(as approved and endorsed by the members at 2008 Annual General Meeting)

STATEMENT OF PURPOSE

- a) To maintain and conduct a Club of non-political character and to provide a Club House and other conveniences for the use and recreation of the Members, at such place or places as decided by Members.
- (b) To promote the social charitable and educational purposes of its Members and to promote and encourage friendly relationships between Members.
- (c) To establish and maintain accommodation facilities for the playing of lawful games and for musical, dramatic and other social entertainments for Members and their guests upon premises of which the Club is a bona fide occupier.
- (d) To provide those amenities and refreshments as are customarily furnished and supplied in social and sporting clubs and to carry out and do all necessary acts and things incidental thereto.
- (e) To apply from time to time for registration pursuant to the provisions of the Licensing Acts of the State of Victoria for the time being in force or for such licence or licences as it may be from time to time necessary to obtain pursuant to that Act or any other Act or Acts to enable the Club to provide for or sell to its Members liquor tobacco or any other goods and to apply from time to time for renewal or extension of any such registration or licence.
- (f) To hire and employ secretaries clerks managers servants and workmen and to pay to them and to other persons in return for services rendered to the Club the salaries wages gratuities and pensions.
- (g) To provide facilities for Members and their guests upon premises from time to time occupied by the Club. The facilities shall be provided and maintained from the joint funds of the Club.
- (h) To borrow or raise and give security for money by the issue of or upon bonds debentures bills of exchange promissory notes or other obligations or securities of the Club or mortgage or charge upon all or any of the property of the Club. To give any Guarantee or Indemnity for the payment of money or the performance of any contractual obligation or undertaking for which the Club has become, or may become, liable under or by virtue of any guarantee, indemnity or other contract pursuant to this paragraph, to mortgage the whole or any part of the property of the Club (in the present or future).
- (i) To purchase, take on lease or in exchange or otherwise to acquire any lands buildings easements or property real or personal which may be requisite for the purposes of or conveniently used in connection with any of the objects of the Club and to sell demise mortgage give in exchange or dispose of the same.
- (j) To invest and deal with the monies of the Club not immediately required upon such securities and in such manner as may from time to time be determined.
- (k) To construct, alter, add to or maintain all buildings and property belonging to the Club.
- (l) To promote and hold either alone or jointly with other associations clubs or persons sports meetings competitions and matches and to offer give or contribute towards prizes medals and awards and to promote give or support dinner balls concerts and other entertainments.
- (m) To establish promote or assist in establishing or promoting and to subscribe to or become a member of any other association or club whose objects are similar or in part similar to the objects of the Club or the establishment or promotion of which may be beneficial to this Club.
- (n) To support or subscribe to any charitable or public body.
- (o) The Board shall have the authority to apply to the appropriate authority or authorities for approval to conduct legal gaming activities on Club premises.
- (p) To do all such lawful things as are incidental or conducive to the attainment of the above objects. Provided that the Club shall not support with its funds or endeavour to import on or procure to be observed by its Members or others in regulation or restriction which if an object of the Club would make it a trade union with the meaning of the Trade Unions Act 1958.

The Yarraville Club Vision Statement

- **This Club has as its sole purpose the objective of providing fellowship and promoting good will to its members.**
- **It will be acknowledged as the most dynamic in its industry and region.**
- **Team members will be proud and excited to be part of the business and will benefit from market leading compensation; a safe, secure & inclusive working environment, with continuing opportunity for professional advancement plus personal growth and an active involvement in the decision-making process within the business.**
- **There will be a high level of trust and mutual respect among all team members, The Board of Directors, members and clients.**
- **Each person will understand and subscribe to the business's mission and will be expected to assist in its accomplishment.**
- **The Board of Directors will place the welfare of the business and its clients above their own self-interests.**
- **The Club will be innovative in its service delivery and will be always guided by its principal purpose of providing fellowship and promoting good will to its members. The service it offers will be clearly defined, highly structured and priced in accordance with the value it represents to its clients.**
- **The Club will acknowledge from time to time that it will be supportive of its wider local community.**

RULES OF YARRAVILLE CLUB INCORPORATED

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1. NAME

The name of the club is The Yarraville Club Inc hereinafter referred to as 'the Club'.

2. DEFINITIONS

In these rules:

- "Board" means the board of directors of the Club, comprising the officer bearers and ordinary board members;
- "board member" means the members of the board including office bearers and ordinary board members;
- "financial year" means the year commencing 1 July and ending 30 June;
- "general meeting" means both a special general meeting of members convened in accordance with rule 29 and the annual general meeting of the Club;
- "member" means a member of the Club;
- "ordinary board members" means members of the board who are not office bearers;
- "Office Bearers" means those members of the board who hold the positions set out in rule 15.2;
- "Relevant documents" means records or other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club, including membership records, accounts, accounting records and documents relating to transactions, dealings, business or property of the Club;
- "voting member" means a member described in rule 6.1.

3. INTERPRETATION OF RULES

- 3.1. In these rules, words of the singular shall where the context so admits imply the plural and vice versa.
- 3.2. In these rules, words implying the masculine gender include the feminine gender and vice versa.
- 3.3. In these rules, a reference to a statute or a statutory provision shall be deemed to include any statute or statutory provision that amends, extends, consolidates or replaces the same or that has been amended, extended, consolidated or replaced by the same and any orders, regulations, instruments or other subordinate legislation made there under.
- 3.4. If any dispute occurs as to the interpretation of any of the rules or statement of purposes of the Club such dispute shall be referred to the board whose decision shall be binding on all members unless and until such decision is reversed or altered by a special resolution of the members.

4. MEMBERS

- 4.1. The members shall be:
 - 4.1.1. every person who at the adoption of these rules is a member;
 - 4.1.2. every person who on or after the adoption of these rules becomes a member.

- 4.2. No person shall be exempted from the obligation to pay the regular subscription for membership of the Club except those possessing the qualifications defined in these rules and the admission or exemption is in accordance with these rules.
- 4.3. The manager shall cause to be kept on the Club premises a register of the members setting forth in full the names and addresses of all members of the Club and the date of the latest payment by each member of his or her subscription.
- 4.4. Each member shall communicate in writing any change in his/her address to the manager.

5. CATEGORIES OF MEMBERS

5.1. FULL MEMBERS

Any person over the age of 18 years may apply for full membership.

- 5.1.1. Application for full membership shall be in writing on a form approved by the board from time to time.
- 5.1.2. The application is to be delivered to the Club and once the appropriate entrance fee, if any, is paid by the applicant to the Club, the applicant becomes a full member (subject to approval by the board).
- 5.1.3. The manager shall refer all applications for full membership to the board and the board shall consider the application at the next board meeting and in its discretion decide whether or not to approve the applicant as a full member.
- 5.1.4. If the board does not approve the application, the manager shall advise the applicant in writing that the application was rejected and cause a refund of the fee, if any, paid by the applicant to be paid to the applicant within seven days of the board's rejection.

5.2. HONORARY LIFE MEMBERS

- 5.2.1. The board may resolve to recommend any member who has rendered outstanding service to the Club for honorary life membership.
- 5.2.2. The recommendation of the board shall be put to the members at the annual general meeting following the date that the board made the resolution, and if a majority of four fifths of the members present and voting at the annual general meeting approves the recommendation the member shall be elected as an honorary life member.
- 5.2.3. Honorary life membership of any person may be revoked by a four fifths majority of members present and voting at a general meeting.

5.3. JUNIOR MEMBERS

- 5.3.1. Any person who has not attained the age of 18 years may be elected as a junior member.
- 5.3.2. Upon attaining the age of 18 years all junior members shall be transferred to full membership. Upon payment of the fees applicable to full membership

5.4. SOCIAL MEMBERS

- 5.4.1. Any person who has attained the age of 18 years may apply to be a social member.

5.5. TEMPORARY MEMBERS

- 5.5.1. Any person who meets one or more of the following criteria shall be a temporary member for the day/s upon which he/she meets that criteria:
- 5.5.1.1. Any person who is competing in any match, tournament or game organised by the Club and taking place at the club premises;
 - 5.5.1.2. Any person who is an official of any other club and who is attending the Club premises in connection with any match, tournament or game;
 - 5.5.1.3. Any person who is a member of any other club which the board may from time to time determine as providing reciprocal rights and benefits, and is of a category of membership at that other club as approved by the board as eligible for honorary membership.
- 5.5.2. All Temporary members must provide the Club with their names and addresses in such form as required by the board from time to time.
- 5.5.3. Temporary members shall not be required to pay annual subscriptions.
- 5.5.4. The manager shall keep appropriate records of the names and addresses of all temporary members. Such records shall specify the occasion or period in respect of which temporary membership is granted.
- 5.5.5. The board shall have the power to cancel the membership of any temporary member without notice and without assigning any cause therefore.
- 5.5.6. Absentee member relating to the period of absence.

6. MEMBERS' PRIVILEGES AND ENTITLEMENTS

- 6.1. The following categories of members are voting members:
- Full members,
 - Honorary life members.
- 6.2. Voting members enjoy all the rights and privileges of membership including:
- 6.2.1. use of the Club's facilities in accordance with these rules and the by-laws laid down by the board;
 - 6.2.2. to vote in elections of the board and other officers of the Club;
 - 6.2.3. to offer themselves for election as board members and other officers of the Club;
 - 6.2.4. to propose or second the nomination of any other qualified member for election to the board;
 - 6.2.5. to propose the application for membership by any person;
 - 6.2.6. to attend and vote at all general meetings of the Club; and
 - 6.2.7. to introduce visitors to the facilities at the Club in accordance with rule 33.
- 6.3. The following categories of members are non-voting members:
- Temporary members
 - Junior members
 - Social members

- 6.4. Non-voting members are entitled to use the Club's facilities in accordance with these rules and the by-laws laid down by the board from time to time and to introduce visitors to the facilities at the Club in accordance with rule 33.
- 6.5. Non-voting members have no rights to:
 - 6.5.1. vote in elections of the board and other officers of the Club;
 - 6.5.2. offer themselves for election as board members and other officers of the Club;
 - 6.5.3. propose or second the nomination of any other qualified member for election to the board; and
 - 6.5.4. attend and vote at all general meetings of the Club.

7. APPLICATION FOR NEW MEMBERSHIP

- 7.1. The procedure set out in this rule shall apply to applications for Full and junior membership. For other categories of membership refer to the procedure laid out in rule 5 for the particular membership category.
- 7.2. Every applicant for new membership of the Club shall be proposed by one and seconded by another member eligible to propose and second applicants.
- 7.3. Every application for membership shall be in writing in a form approved by the board from time to time and shall contain the name and signature of the applicant and his/her proposer and seconder and shall be delivered to the manager together with the required non-refundable application fee (if any).
- 7.4. The name of the applicant and his/her proposer and seconder shall be displayed at the Club's premises for a period of not less than 7 days prior to consideration of the application by the board in accordance with rule 7.5.
- 7.5. The board shall consider the application for membership at a board meeting after the application has been displayed for seven days in accordance with rule 7.4.
- 7.6. If requested to do so by the board, the manager shall write to any applicant for membership requesting the applicant to attend at the Club premises to be interviewed by the board.
- 7.7. A simple majority of votes shall be required to approve an application for membership.
- 7.8. A record shall be kept by the manager of the number of votes by the board members.

8. NOTIFICATION OF OUTCOME OF MEMBERSHIP APPLICATION OR TRANSFER

- 8.1. When an applicant has been elected as a new member in accordance with rule 7, the manager shall forthwith notify the applicant in writing and such notification shall include a request for payment of the relevant entrance fee, if any, and annual subscription and upon payment the applicant shall become a member.
- 8.2. If within six weeks after receipt of the notice referred to in rule 8.1 the applicant's payment has not been received by the Club, the approval of membership shall be voided.
- 8.3. In the event of an application for new membership being rejected by the board, the manager shall forthwith notify the applicant of the rejection and shall not be required to provide reasons for the rejection.

9. CESSATION OF MEMBERSHIP

- 9.1. Any member may resign membership of the Club by notifying the manager in writing prior to 30 June in the year that the member wishes to resign. If the written notice of resignation is not received prior to 30 June in the relevant year, the resigning member shall be liable to pay the annual subscription for the next ensuing membership year.
- 9.2. If a notice of resignation is stated to be effective prior to 30 June in any year, the resigning member shall not be entitled to any refund of fees or subscriptions paid.
- 9.3. Subject to rule 13.5 if a member fails to pay any relevant fee and/or subscription within six weeks of it becoming due, the defaulting member shall cease to be a member.
- 9.4. A member ceases to be a member if he/she is expelled as a result of disciplinary action in accordance with rule 29.
- 9.5. If a member ceases to be a member for any reason (including as a result of disciplinary action in accordance with rule 29), the member shall remain liable to pay any subscription or fee due at the time that membership ceases and shall not be entitled to any refund of any subscription or fee paid in advance, unless otherwise determined by the board.

10. REJOINING

A member who has ceased to be a member in accordance with rule 9 and subsequently is re-elected as a member shall not be required to pay any entrance fee unless the entrance fee payable at the time of re-election is greater than the entrance fee paid by the member when he/she was originally elected, in which case the re-joining member shall be required to pay the difference between the two amounts, and such difference shall be a "fee" for the purposes of these rules.

11. FUNDS

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

12. PAYMENTS

All payments on behalf of the Club shall be made by credit card, cheque, or any other means authorised by the board signed by such persons duly authorised by the board from time to time.

13. FEES & SUBSCRIPTIONS

- 13.1. Subject to these rules, the application fee, entrance fee and annual subscription for each category of membership shall be determined by the board from time to time.
 - 13.1.1. The board shall be at liberty to determine that there shall be no application or entrance fee or annual subscription for any particular category of membership and shall also be at liberty to provide for different amounts of annual subscriptions for members.
- 13.2. All annual subscriptions shall be due and payable in advance on 1 July in every year.
- 13.3. Subject to the following rule 13.5 if a member fails to pay the relevant fee and/or subscription within sixty days of it becoming due, the defaulting member shall cease to be a member and shall cease to be entitled to any of the privileges of membership.

- 13.4. The board may, at its discretion, grant extensions of time for payment of fees and/or subscriptions for all members or particular members, and may reinstate a member who has ceased to be a member upon payment of outstanding fees and/or subscriptions without the requirement for the ceased member to reapply for membership.
- 13.5. The board may determine that all members or particular members may pay subscriptions and/or fees by instalments.

14. CALLS

- 14.1. The board shall have power to make calls upon members or categories of members.
- 14.2. The board shall determine the terms for payment of each call.
- 14.3. A call shall be a “fee” for the purposes of these rules and non-payment of a call by any member shall be subject to the provisions of sub-rule 13.4.

15. MANAGEMENT

- 15.1. The affairs of the Club shall be managed by a board of directors consisting of the office bearers and four ordinary board members all elected in accordance with these rules, one of whom shall be the Club's Public Officer for the purpose of the associations Incorporation Act 1981.
- 15.2. The office bearers of the Club shall be:
 - chairperson;
 - vice chairperson;
 - treasurer
- 15.3. The board may, subject to these rules, and the relevant legislation, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Club and without limiting the foregoing:
 - 15.3.1. the board shall be entitled from time to time to make by-laws for the management of the Club and the conduct of the members and visitors, such by-laws are to be communicated to the members and visitors in a manner determined by the board;
 - 15.3.2. the board has the power to perform all such acts and things as appear to the board to be essential for the proper management of the business and affairs of the Club;
- 15.4. If for any reason the number of board members shall be reduced to less than four, the remaining board members, or if there be none the public officer, shall call a special general meeting for the purpose of filling the vacancies and may do all acts that may be necessary for the said purpose. Any member so appointed to fill such vacancies shall hold the position for the remainder of the term that the vacating board member would have served.

16. TERM OF BOARD MEMBERS

- 16.1. The board members' term shall be three years and retiring board members shall be eligible for re-election.
- 16.2. The term of each board member shall expire at the conclusion of the annual general meeting in the year of their retirement.

17. NOMINATION OF CANDIDATES FOR THE BOARD

- 17.1. In each year the positions which fall vacant will be the positions of those board members whose terms have expired by the expiration of time or such other manner as provided in these rules.
- 17.2. Nominations of candidates for election to fill vacancies on the board:
 - 17.2.1. shall be made in writing on a form approved by the board from time to time;
 - 17.2.2. shall contain the name and signature of a proposer and a seconder neither of whom shall be the candidate and both of whom shall be voting members (see rule 5);
 - 17.2.3. shall be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
 - 17.2.4. for such time as the Club holds a liquor and/or venue operators licence, be accompanied by a completed form for approval as an “associated individual” or any other form/s which may be required by law to be lodged in respect of a person associated with a licensed and/or gaming venue unless a current board member standing for re-election has already satisfied these conditions; and
 - 17.2.5. shall be delivered to the manager, together with the form/s referred to in this rule, not less than twenty eight days before the date fixed for the holding of the annual general meeting.
- 17.3. If the manager finds that any nomination contains an anomaly or is not accompanied by the form/s required by the rule 17.2.4, the manager shall notify the person concerned of the anomaly and where it is practicable to do so, shall give the person concerned the opportunity of remedying the anomaly within a reasonable period from the receipt of this notice, notwithstanding that the date for submission of nominations may have already passed.
- 17.4. Candidates shall be entitled to nominate for more than one position on the board (for example, a candidate may nominate for chairperson and treasurer and ordinary board member).
- 17.5. Serving board members may nominate for election as office bearers (for example, an ordinary board member may nominate for chairperson, and a treasurer may nominate for chairperson).
- 17.6. In the event of a serving board member being elected to another position on the board, a vacancy will be created in the position that the serving board member vacates, which vacancy shall be filled in accordance with rule 18.5.
- 17.7. If insufficient nominations are received to fill all vacancies on the board, the candidates nominated shall be deemed to be elected and the chairperson shall seek to fill the remaining vacancies in accordance with rule 18.5.
- 17.8. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 17.9. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held in accordance with these rules.

18. ELECTION OF BOARD MEMBERS

- 18.1. In the event of a ballot being required the manager shall prepare a list of the candidates for election and the positions for which they have nominated and:
 - 18.1.1. display the list in a conspicuous place at the club house for a period of at least fourteen days prior to the annual general meeting in the year of the election; and
 - 18.1.2. include the list with the notice of annual general meeting issued in accordance with rule 30.4. .
- 18.2. In the event of a ballot being required the ballot shall be conducted in such reasonable manner as the board shall determine subject to this rule:
 - 18.2.1. The manager shall prepare ballot papers containing the names of all the candidates and the position for which they have nominated. The names of candidates shall be listed in alphabetical order on the ballot papers.
 - 18.2.2. The manager shall make the ballot papers available to each voting member together with an envelope marked "Voting Paper" and identified with the voting member's name and membership number.
 - 18.2.3. The voting member shall complete the ballot paper and place the completed ballot paper in the envelope marked "Voting Paper" and seal the envelope and return the sealed envelope to the returning officer no earlier than 9 days prior to the annual general meeting and no later than 8.00pm 2 days prior to the annual general meeting.
 - 18.2.4. The candidates shall be entitled to appoint any voting member as his/her scrutineer by advising the manager of the appointment prior to the closing of the ballot at 8.00pm 2 days prior to the annual general meeting.
 - 18.2.5. The returning officer shall count the votes cast for each candidate in the presence of the scrutineers and shall, despite any minor defects, attempt to give effect to each vote cast.
 - 18.2.6. The candidates receiving the highest number of votes shall be elected.
 - 18.2.7. In the event of two or more candidates receiving an equal number of votes for the same position, the returning officer shall decide the winner by lot.
- 18.3. In the event of one candidate being elected to more than one position, the candidate shall be elected to the position first mentioned in rule 15.2, and the votes cast for that elected candidate shall be disregarded in the counting of votes for subsequent positions.
- 18.4. A record shall be kept by the manager of the number of members voting.
- 18.5. Where an insufficient number of nominations has been received, or where the election has resulted in a position on the board becoming vacant, the chairperson may call for nominations from the floor of the annual general meeting and a ballot shall be held at the annual general meeting in any reasonable manner that the chairperson shall determine. Alternatively the chairperson may rule that the position is to be treated as a casual vacancy and may make an appointment under the provisions of rule 19.2
- 18.6. Members elected to fill positions vacated by a serving board member being elected to a

different position on the board shall hold the position for the term or the remainder of the term of the vacating board member.

- 18.7. The Board shall appoint two full members of the club to act as The Returning Officer and Assistant Returning Officer.

19. CASUAL VACANCIES

- 19.1. For the purpose of these rules, a casual vacancy occurs in the position of a board member if the:

- 19.1.1. the board member ceases to be a member;
- 19.1.2. the board member has his/her membership suspended in accordance with rule 29;
- 19.1.3. the board member is absent from three consecutive meetings of the board without apology;
- 19.1.4. the board member fails to declare any material personal interest in a matter that relates to the affairs of the Club and participates in any discussion relating to such an interest at a board meeting or voted in relation to such an interest at a board meeting or general meeting UNLESS the board members who do not have such an interest in the matter pass a resolution that the interest is not of a nature to require the position of the board member to become vacant;
- 19.1.5. the board member resigns his/her position by notice in writing given to the manager;
- 19.1.6. the board member is removed from the board in accordance with these rules by the members at a general meeting and the members do not appoint a replacement board member at that general meeting;
- 19.1.7. the board member's position is not filled at an election or subsequent ballot at the annual general meeting held in accordance these rules;
- 19.1.8. during any time that the Club holds a venue operator's and or liquor licence:
 - 19.1.8.1. if, within three months of the board member's election or appointment or such longer period if the board so decides, he/she fails to be approved by the VCGR as an associated individual or to meet the legal requirements of persons associated with an organisation that holds a gaming venue operator's licence or liquor licence; and
 - 19.1.8.2. if at any time during his/her term the board member becomes ineligible to be a person associated with any organisation that holds a gaming venue operator's and/or liquor licence.

- 19.2. In the event of a casual vacancy occurring in the position of a board member, the board may appoint a member who is eligible for election to the board to fill the vacancy and the member so appointed shall hold the position for the remainder of the term that the vacating board member would have served.

20. REMOVAL OF BOARD MEMBER

- 20.1. The members in a general meeting may by resolution remove any board member before the

expiration of his/her term and appoint another member in his/her stead to hold office until the expiration of the term of the first-mentioned board member.

- 20.2. In the event that a board member is removed in accordance with the previous rule 20.1, the removal of the board member is not invalidated by the fact that the members did not appoint another member to the board, and in the event that another member is not appointed to the board, a casual vacancy shall exist for the board position.
- 20.3. A board member to whom a resolution referred to in rule 20.1 is directed may make representations in writing to the manager, which shall not exceed a reasonable length, and the manager shall ensure that a copy of representations is sent to each member who is entitled to vote at general meetings and/or the board member may require that the representations are read to the members at the general meeting prior to the members voting on the resolution to remove the board member.

21. SUB-COMMITTEES

- 21.1. With the approval from the board, members shall be entitled to form themselves into various sections of sporting or recreational activities, and for the purposes of organising their particular affairs form such sub-committees as they see fit.
- 21.2. The board may from time to time appoint any sub-committees consisting of persons who are members, employees and/or contractors of the Club and may delegate to the sub-committees such of the powers or duties of the board as the board may determine.
- 21.3. The board may recall or revoke any appointment or delegation made in accordance with rule 21.2.
- 21.4. The business of sub-committees shall be conducted in accordance with the direction of the board and sub-committees shall conform to any regulations that may be prescribed by the board.
- 21.5. All sub-committees shall report to the board and decisions of any sub-committee shall be subject to confirmation of the board except where the sub-committee has been given express power to act by the board.
- 21.6. The chairperson shall be an ex-officio member of all sub-committees.

22. MEETINGS OF THE BOARD

- 22.1. The board shall hold meetings on a periodic basis as often as necessary.
- 22.2. Board meetings may be convened in any way approved by the board and attendance may be by telephone or conference call or such other reasonable means as agreed by the board.
- 22.3. Any two board members may require the manager to convene a special meeting of the board, and the manager shall on the requisition of two board members convene a special meeting of the board.
- 22.4. No business shall be transacted at any meeting unless each board member has been given reasonable notice of the meeting.
- 22.5. Any four board members shall constitute a quorum for the transaction of the business of a meeting of the board.

- 22.6. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the chairperson shall adjourn the meeting to an appropriate time and place unless the meeting was a meeting requisitioned by a board member pursuant to rule 22.3 in which case it lapses.
- 22.7. In the event that a meeting is adjourned in accordance with the rule 22.6, each board member shall be notified of the place and time for the meeting.
- 22.8. At meetings of the board:
- 22.8.1. the chairperson, or in his/her absence the vice-chairperson, shall preside; or
 - 22.8.2. if the chairperson, vice-chairperson and Treasurer are absent or unable to preside, such one of the remaining board members as may be chosen by the board members present shall preside.
- 22.9. Questions arising at a meeting of the board or of any sub-committee shall be determined on a show of hands or, if demanded by two members, by a poll taken in such manner as the person presiding at the meeting may determine.
- 22.10. The person presiding over the meeting shall have a deliberative and casting vote.
- 22.11. Subject to the requirement for a quorum, the board may act notwithstanding any vacancy on the board.

23. VALIDATING ACTS OF THE BOARD

All acts done by any meeting of the board or a sub-committee or by any person acting as a member of the board or sub-committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such person or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if any such person had been duly appointed and was qualified to be a board member or sub-committee member.

24. INDEMNITY

- 24.1. No board members shall be liable to the Club for any loss or expense not applicable to his/her own dishonesty or to the wilful commission by him/her of an act known by him/her to be a breach of trust or breach of duty.
- 24.2. To the full extent allowed by the law, the board and each board member shall be indemnified by the Club from and against any liability, loss or damage caused to or incurred by the board or board member by reason of the bona fide exercise by the board and each board member of any of the duties, powers or privileges conferred or imposed on them by these rules or any amendment thereof.
- 24.3. The indemnity contained in this rule 24 extends to sub-committees and their respective members and shall be read accordingly.

25. MANAGER

- 25.1. The board shall be empowered to engage a manager on terms and conditions that the board considers appropriate and who shall be required to act diligently, honestly and faithfully in the best interests of the Club and carry out the directions of the board.

- 25.2. Without limiting the previous rule 25.1, in particular the manager shall perform all the duties assigned to the manager in these rules and shall also:
- 25.2.1. cause to be kept on the Club premises a register of the members setting forth in full the names and addresses of all members and the date of the latest payment by each member of the member's subscription;
 - 25.2.2. cause to be kept correct minutes of the proceedings of all meetings of the board and of the members in records provided for the purpose;
 - 25.2.3. cause to be kept correct accounts and books showing the financial affairs of the Club and the particulars usually shown in books of accounts of a like nature and in particular the sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place and the assets and liabilities of the Club; and
 - 25.2.4. unless determined otherwise by the board from time to time, cause to be prepared and lodged with the relevant authorities all financial statements returns, statements and forms in accordance with any relevant legislation.
- 25.3. In the absence of a manager, the board shall nominate a director/s to be responsible for performing the duties of the manager

26. DISCIPLINING A MEMBER

- 26.1. If the board or a board member or the manager receives information, in writing, orally or otherwise (the "information"), alleging that a member:
- 26.1.1. has refused or neglected to comply with these rules; or
 - 26.1.2. has been guilty of conduct unbecoming of a member or prejudicial to the interests of the Club.
- 26.2. If after considering the information the board, board member or manager decides that the information requires further consideration, the matter shall be referred to the board discipline committee to further consider the information at a meeting of the board discipline committee with the prospect of sanctioning the member.
- 26.3. If the board discipline committee convenes a meeting in accordance with rule 26.2, the board discipline committee shall:
- 26.3.1. give the member notice that the board discipline committee intends to consider the information at a meeting with the prospect of sanctioning the member;
 - 26.3.2. convene a discipline meeting to be held no sooner than seven days after receipt of the notice by the member.
- 26.4. The notice referred to in rule 26.3.1 shall:
- 26.4.1. state the decision of the board discipline committee to consider the information;
 - 26.4.2. contain a copy or a précis of the information;
 - 26.4.3. state the date, place and time of that meeting;
 - 26.4.4. state that the member may:

- 26.4.4.1. attend that meeting with or without representative/s and address the board; and/or
- 26.4.4.2. give to the board discipline committee before the date of that meeting a written statement; and
- 26.4.5. contain a copy of the discipline procedure set out in this rule 26.
- 26.5. At a meeting of the board discipline committee held in accordance with rule 26.3.2, the board shall:
 - 26.5.1. give to the member an opportunity to be heard on the substance of the information and the sanction to be imposed on the member;
 - 26.5.2. give due consideration to any written statement submitted by the member;
 - 26.5.3. by resolution determine whether the member should be sanctioned and if so decide to;
 - 26.5.3.1. expel the member from the Club;
 - 26.5.3.2. suspend the member from membership of the Club for a specified period; or
 - 26.5.3.3. impose any appropriate requirement or restriction on the member.
- 26.6. If the board resolves to impose a sanction on the member, the board shall as soon as possible after the meeting give notice to the member stating:
 - 26.6.1. the resolution of the board;
 - 26.6.2. that the member may, not later than 48 hours after receipt of the notice, give the manager a notice to the effect that he/she wishes to appeal to the Club in general meeting against the resolution;
 - 26.6.3. that if he/she chooses to appeal the resolution to a general meeting that he/she may:
 - 26.6.3.1. attend that general meeting; or
 - 26.6.3.2. give to the board before the date of that general meeting a written statement seeking revocation of the resolution addressing the grounds that it is based.
- 26.7. Where the manager receives notice under rule 26.6.2:
 - 26.7.1. the sanction imposed will be effective during the period before the appeal; and
 - 26.7.2. the manager shall notify the board and the board shall convene a general meeting to be held within thirty-five days after the date on which the manager received the notice.
- 26.8. At a general meeting convened under rule 26.7.2:
 - 26.8.1. no business other than the question of the appeal shall be transacted;
 - 26.8.2. the board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - 26.8.3. the member shall be given an opportunity to be heard, or in the absence of the member the board shall read to the general meeting any written statement submitted prior to the meeting by the member; and
 - 26.8.4. the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 26.9. If at the general meeting:
 - 26.9.1. a majority of the members vote in favour of the confirmation of the resolution, the

resolution is confirmed; and

26.9.2. in any other case, the resolution is revoked.

- 26.10. In the event that the members vote at the general meeting to revoke the resolution of the board, the members may by simple majority determine that, based only on the information before them at the meeting, the member has refused or neglected to comply with these rules or has been guilty of conduct unbecoming of a member or prejudicial to the interests of the Club and substitute an appropriate sanction in place of the sanction determined by the board.
- 26.11. Throughout the disciplinary procedure in this rule 26 the board shall observe the principles of natural justice and afford procedural fairness to the member.

27. DISPUTES AND MEDIATION

- 27.1. The grievance procedure set out in this rule applies to disputes under these rules between:
- 27.1.1. a member and another member; or
 - 27.1.2. a member and the Club.
- 27.2. All disputes must, in the first instance, be referred to the board in writing, which document must clearly set out the precise nature of the dispute and must contain the name and signature of the disputing member/s.
- 27.3. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
- 27.4. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten days, hold a meeting in the presence of a mediator.
- 27.5. The mediator must be a person chosen by agreement between the parties, or in the absence of agreement:
- 27.5.1.1. in the case of a dispute between a member and another member, a person appointed by the board; or
 - 27.5.1.2. in the case of a dispute between a member and the Club, a person who is a mediator appointed by agreement of all parties if the parties are unable to agree on a mediator, the Dispute Settlement Centre of Victoria (Department of Justice).
- 27.6. A member can be a mediator, but the mediator cannot be a member who is a party to the dispute.
- 27.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 27.8. The mediator, in conducting the mediation, must:
- 27.8.1. give the parties to the mediation process every opportunity to be heard;
 - 27.8.2. allow due consideration by all parties of any written statement submitted by any party; and
 - 27.8.3. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 27.9. The mediator must not determine the dispute.

- 27.10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute at law.

28. ANNUAL GENERAL MEETINGS

- 28.1. There shall be an annual general meeting held not later than five months after the end of the financial year on such day and at such place as the board determines.
- 28.2. The annual general meeting shall be specified as such in the notice convening it.
- 28.3. The ordinary business of the annual general meeting shall be:
- 28.3.1. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - 28.3.2. to receive from the board reports upon the transactions of the Club during the last preceding financial year;
 - 28.3.3. to declare the results of the election;
 - 28.3.4. to conduct a ballot, if required; and
 - 28.3.5. to receive and consider the audited financial statement submitted by the Club in accordance the relevant legislation.
- 28.4. The annual general meeting may transact special business of which notice is given in accordance with these rules.
- 28.5. The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

29. SPECIAL GENERAL MEETINGS

- 29.1. All general meetings other than the annual general meeting shall be called special general meetings.
- 29.2. The board may, whenever it thinks fit, convene a special general meeting.
- 29.3. If, but for this rule, more than eighteen months would elapse between annual general meetings, the board must convene a special general meeting before the expiration of that period.
- 29.4. The board shall, on the requisition in writing of members representing not less than twenty voting members, convene a special general meeting of the Club.
- 29.5. The requisition for a special general meeting shall state the business of the meeting and shall contain the name and the signature of the members making the requisition and be delivered to the manager and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 29.6. If the board does not cause a special general meeting to be held within six weeks after the date on which the requisition is delivered to the manager, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after the date on which the requisition is delivered.
- 29.7. A special general meeting convened by members in pursuance of this rules shall be convened in the same manner as nearly as possible as general meetings convened by the board and all reasonable expenses incurred in convening the meeting shall be refunded by

the Club to the persons incurring the expenses.

30. NOTICE OF MEETINGS

- 30.1. In the case of annual general meetings, the manager must provide a preliminary notice in accordance with rule 30.2. The preliminary notice is in addition to the notice referred to in 30.3.
- 30.2. The manager shall at least thirty five days prior to the date fixed for the annual general meeting in each year issue a preliminary notice advising members of:
 - 30.2.1.1. the place, date and time of the annual general meeting;
 - 30.2.1.2. the number of board members to be elected and how to nominate for election as a board member;
 - 30.2.1.3. the requirement to lodge notice of special business with the manager at least twenty eight days prior to the date fixed for the annual general meeting.
- 30.3. The preliminary notice referred to in rule 30.2 shall be by way of newsletter or notice posted on the notice board or such other manner as the board determines.
- 30.4. In the case of both annual general meetings and special general meetings the manager shall, at least twenty one days before the date fixed for holding a general meeting, cause a notice of the meeting to be posted on the notice board in the Club house and delivered to all members eligible to vote.
- 30.5. The notice of general meeting shall state the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 30.6. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 30.7. A member desiring to bring any business before a meeting may give notice of that business in writing to the manager at least twenty eight days prior to the meeting, and the manager shall include that business in the notice calling the next general meeting after the receipt of the notice.

31. PROCEEDINGS AT MEETINGS

- 31.1. All business that is transacted at a general meeting, with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.
- 31.2. 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.
- 31.3. Twenty members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 31.4. If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and at the same place, unless another place or time is specified by the

chairperson of the meeting at the time of the adjournment and by written notice to members given before the day to which the meeting is adjourned, and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than ten) shall be a quorum.

- 31.5. The Chairperson, or in his/her absence, the Vice-Chairperson, or in the absence of both the Chairperson and Vice-Chairperson, the Treasurer shall preside at each general meeting of the Club.
- 31.6. If the chairperson, vice-chairperson and the Treasurer are absent from a general meeting or unable to preside, the board members present shall elect one of their number to preside as chairperson at the meeting.
- 31.7. The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting to a time and place agreed by the meeting, but no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.
- 31.8. Where a meeting is adjourned for fourteen days or more, a notice of the adjourned meeting shall be given as in the case of the general meeting, and such a notice will be valid notwithstanding that the notice may have been issued within twenty one days of the date of the adjourned meeting being held.
- 31.9. Except as provided in rule 31.8, or when the time and place for the adjourned meeting is not agreed upon at the meeting, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 31.10. A question arising at a general meeting shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, and an entry to that effect in the minute book of the Club, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 31.11. Upon any question arising at a general meeting, a member entitled to vote has one vote only, except in the event of an equality of votes when the chairperson shall have a second or casting vote.
- 31.12. All votes shall be given personally or by proxy.
- 31.13. If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting, in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 31.14. A poll that is demanded on the election of a chairperson taken in accordance with rule 31.6 or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.
- 31.15. If a member in attendance at a general meeting either personally or by proxy abstains from

voting on a resolution, his/her vote will not be included in the calculation of whether the required majority was in favour of the resolution.

31.16. A member is not entitled to vote at any general meeting unless all subscriptions and fees due and payable to the Club have been paid.

32. VISITORS TO THE CLUB

32.1. Where it is stipulated in these rules and subject to any by-laws, a member shall be entitled to introduce visitors to the Club as a guest of the member.

32.2. A visitor shall not be supplied with liquor on the Club premises unless the visitor is:

32.2.1. a guest in the company of a member; or

32.2.2. an authorised gaming visitor (as defined in the *Liquor Control Reform Act 1998*).

32.3. Authorised gaming visitors to the Club must:

32.3.1. produce evidence of their residential address before being admitted to the licensed premises of the Club;

32.3.2. carry identification at all times whilst on the licensed premises of the Club;

32.3.3. comply with all relevant rules and by-laws of the Club whilst on the licensed premises of the Club.

33. VISITORS' REGISTER

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

33.1.1. introduced as a guest of a member – in which case the register shall record the name of the introducing member; OR

33.1.2. an authorised gaming visitor – in which case the register shall record the residential address of the visitor.

34. COMMISSIONS, ALLOWANCES AND REMUNERATION

34.1. No board member, member, employee or agent of the Club may receive any payment of any amount by way of commission or allowance from the Club's receipts for the supply of liquor.

34.2. No board member shall be paid any remuneration or commission for his/her services to the Club, but the board shall have the power to grant an honorarium to a board member of such amount as it deems appropriate.

34.3. No member shall receive any dividend or profit whatsoever from the Club other than remuneration for services or product provided, or honorarium for work done as approved by the board in accordance with these rules, or salary or wages paid to employees.

35. ALTERATION OF RULES AND STATEMENT OF PURPOSES

35.1. No alteration or addition to these rules and statement of purposes shall be made except by means of a special resolution at a general meeting where twenty one days notice of the intention to propose the resolution has been forwarded to each member entitled to vote at that meeting.

35.2. The resolution of the Special general meeting shall be passed by a majority of three-quarters of the members present and entitled to vote.

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

36. NOTICES

36.1. Unless otherwise provided in these rules, a notice may be served by or on behalf of the Club upon any member either personally or by sending it by facsimile, electronic transmission or post to the member at his/her address shown in the register of members.

36.2. Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

37. WINDING UP OR CANCELLATION

37.1. The members at a general meeting may, by special majority of 75% of the members present, pass a resolution for the dissolution of the Club.

37.2. Such resolution shall have no effect unless:

37.2.1. the resolution is confirmed by a special resolution at a special general meeting held not less than one month after the meeting referred to in the previous rule 38.1;

37.2.2. not less than one-half of the members entitled to vote are present and voting at the Special general meeting; and

37.2.3. not less than three-quarters of those present and voting at the Special general meeting vote in favour of the resolution.

37.3. If the conditions set out in the previous rule 37.2 are met, the Club shall be wound up in accordance with the relevant legislation, and after realisation of the property of the Club and the discharge of all liabilities, all moneys shall be allocated to local charitable organisations or organisations with similar purposes to those of the Club as specified by a special resolution of members at the Special general meeting referred to in rule 37.2.1, and after completion of distribution the Club shall be dissolved.

38. CUSTODY OF RECORDS

38.1. Except as otherwise provided in these rules, the manager shall keep on the Club premises all books, documents and securities of the Club.

38.2. All relevant documents shall be available upon written request to the board for inspection by members for purposes related to the good conduct of the Club, which purposes are set out in the request.

38.3. The board shall determine whether the request made by the member is for a purpose related to the good conduct of the Club and may refuse a member access to any relevant documents if it deems that the request is not, in the opinion of the board, related to the good conduct of the Club.

38.4. At the expiration of his/her term or earlier if directed to do so by the board, any board member, manager or member shall return to the Club any property belonging to the Club, including but not limited to any documents, records, financials, equipment, memorabilia keys, computers.

39. COMMON SEAL

- 39.1. The Common Seal of the Club shall be kept in the custody of the manager.
- 39.2. The Common Seal shall not be affixed to any instrument except by the authority of the board and the affixing of the Common Seal shall be attested by the signatures of two board members.

40. TRANSITIONAL PROVISIONS

40.1 Immediately after the adoption of these rules the board shall consist of the board members who were board members at the time of adoption of these rules and each board member shall continue to hold the office that the board member held immediately prior to the adoption of these rules for the remainder of their term of office subject to 40.2 and 40.3. *(adopted at the 2008 AGM)*

40.2 Following the adoption of these rules the existing board members shall stand for election as follows:

- a) At the first AGM following the adoption of these rules the Treasurer and two Ordinary Directors shall be up for election.
- b) At the second AGM following the adoption of these rules the Vice Chair and Ordinary Director shall be up for election.
- c) At the third AGM following the adoption of these rules the Chairperson and one Ordinary Director shall be up for election.

40.3 At the first board meeting following the adoption of these rules the board shall nominate:

- a) The ordinary directors to stand for election at the first AGM following the adoption of these rules.
- b) The ordinary directors to stand for election at the second AGM following the adoption of these rules.
- c) The ordinary directors to stand for election at the third AGM following the adoption of these rules.