

THESE RULES WILL BE SUBMITTED TO THE MEMBERS OF THE MALVERN BOWLING CLUB FOR ADOPTION BY SPECIAL RESOLUTION AT A SPECIAL GENERAL MEETING TO BE HELD ON 19 JANUARY 2022 (NOTICE OF WHICH MEETING ACCOMPANIES THESE RULES).

**THE MALVERN
BOWLING CLUB INC.
RULES**



TO TAKE EFFECT UPON REGISTRATION AS AN INCORPORATED ASSOCIATION

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Note: Under section 46 of the **Associations Incorporation Reform Act 2012 9** (as amended), these Rules are taken to constitute the terms of a contract between the Club and its members.

PART 1—PRELIMINARY

1. Name

The name of the incorporated association is "The Malvern Bowling Club Incorporated".

2. Purposes

The purposes of the Association are:

- 2.1. To conduct the Association as a not for profit Club in accordance with Rule 6.
- 2.2. To encourage and promote the sport of lawn bowling and to provide such sporting athletic and recreational facilities for the members of the Club as may be from time to time determined by the Committee.
- 2.3. To maintain membership with and otherwise liaise with Bowls Victoria (including, but not limited to its Regions and Divisions), Bowls Australia and/or World Bowls and adopt their rules and policy framework to further the above purposes.
- 2.4. To abide by, promulgate, enforce and secure uniformity in the application of the rules of bowls as may be determined from time to time by Bowls Victoria, Bowls Australia and/or World Bowls and as may be necessary for the management and control of bowls and related activities in Victoria.
- 2.5. To do all such things as may be incidental or conducive to the attainment of the above purposes or any of them or otherwise to advance the interests of the Club provided that the same shall not be carried out for the purpose of profit or gain to individual members of the Club.

3. Financial Year

The financial year of the Club is each period of 12 months ending on 31 March.

4. Definitions

Part 8 of these Rules sets out a number of defined terms to assist with the interpretation of these Rules.

PART 2—POWERS OF THE CLUB

5. Powers of the Club

- 5.1. Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.
- 5.2. Without limiting Rule 5.1, the Club may:
 - 5.2.1. acquire, hold and dispose of real or personal property;
 - 5.2.2. open and operate accounts with financial institutions;
 - 5.2.3. invest its money in any security, consistent with the provisions of the Trustee Act 1958;
 - 5.2.4. raise and borrow money on any terms and in any manner as it thinks fit;
 - 5.2.5. secure the repayment of money raised or borrowed, or the payment of a debt or liability;

5.2.6. appoint agents to transact business on its behalf; and

5.2.7. enter into any other contract it considers necessary or desirable.

5.3. The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

6.1. The Club must not distribute any surplus, income or assets directly or indirectly to its members.

6.2. Rule 6.1 does not prevent the Club from paying a member:

6.2.1. reimbursement for expenses properly incurred by the member; or

6.2.2. for goods or services provided by the member;

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

PART 3---MEMBERSHIP, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7. Eligibility for Membership

Any person who supports the purposes of the Club is eligible for membership.

8. Classes of Membership

8.1. There shall be the following classes of membership of the Club:

8.1.1. **Full Members**, being those members who are entitled to represent the Club in official inter-club pennant bowling competition and to participate in all the Club's internal championship competitions;

8.1.2. **Life Members**, being those members elected as honorary life members pursuant to Rule 13;

8.1.3. **Social Bowling Members**, being those members entitled to utilize the Club's bowling facilities for social bowling purposes and being entitled to participate in the Club's internal championship competitions (excepting Club single championship competitions) but not being eligible to represent the Club in official inter-club pennant bowling competition;

8.1.4. **Social Members**, being those members who are entitled to utilize the Club's Clubhouse facilities and grounds for social purposes but are not entitled to utilize the Club's bowling facilities; and

8.1.5. **Junior Members** being members under the age of 18 years who, subject to the provisions of Rule 15.4, shall have the same rights and entitlements as Social Bowling Members.

8.2. The members may, in general meeting and on the recommendation of the Committee, from time to time create such additional classes of membership as the Club sees fit and may determine the rights, entitlements and privileges attaching to such additional classes.

8.3 Subject to the Act, the members may, in general meeting and on the recommendation of the Committee, amend or modify the rights, entitlements and privileges attaching to any class of membership of the Club.

9. Numbers of Members

9.1. Subject to the requirements of the Act or of any licence issued under the Liquor Control Reform Act 1998 (Vic) the members in general meeting may vary the permissible minimum and maximum numbers respectively of members of the Club and the permissible minimum and maximum numbers of members comprising each class of membership of the Club.

9.2. Subject to Rule 9.1. the following shall apply:

9.2.1. the number of members of the Club shall be not less than 50;

9.2.2. the number of members of the Club, excluding Social Members, shall not exceed 150;

9.2.3. the total number of members shall not exceed 250; and

9.2.4. the number of Life Members shall not exceed 3.

10. Register of Members

10.1. The Secretary must keep and maintain a register of members that includes:

10.1.1. for each current member:

- the member's name
- the address for notice last given by the member;
- the date of becoming a member;
- the member's class of membership; and
- any other information determined by the Committee.

10.1.2 for each former member, the date of ceasing to be a member.

10.2. Any member may, at a reasonable time and free of charge, inspect the register of members.

11. Application for Membership

11.1. To apply to become a member of the Club, a person must submit a written application to a committee member. The application shall be in a form approved for use by the Committee from time to time and shall signify that the applicant:

11.1.1. wishes to become a member of the Club within the class of membership specified;

11.1.2. supports the purposes of the Club; and

11.1.3. agrees to comply with these Rules.

11.2. The application:

11.2.1. must be signed by the applicant; and

11.2.2. may be accompanied by the entrance fee payable under Rule 19.4 (if any).

12. Consideration of Applications by the Committee

12.1 Upon receipt of a duly completed application for membership the Committee shall post a copy of same (or an extract or summary thereof which identifies the candidate for membership) on the notice board in the Clubhouse for a period of 14 days and may take any further steps as the Committee in its discretion determines to communicate particulars of the application to the Club's members.

12.2. At any time during the interval between receipt of a membership application and the vote upon the applicant's membership, the Committee may request additional information in support of the application to be provided by the applicant in writing or by personal interview.

12.3. At the meeting of the Committee next following the 14 days referred to in Rule 12.1 the Committee shall decide by resolution whether to accept or reject the membership application. If three or more members of the Committee vote against admission of the applicant to membership the application will be deemed to be rejected.

12.4. The Committee shall notify the applicant in writing of its decision as soon as practicable after the meeting referred to in Rule 12.3 is held.

12.5. If a membership application is rejected, the Committee must return any money accompanying the application to the applicant.

12.6. The Committee shall not be obliged to provide an applicant with any reason or explanation for the rejection of an application.

12.7. Unless the Committee otherwise determines pursuant to Rule 12.8, any person whose application for membership of the Club has been rejected shall be ineligible to submit any further application within the period of 12 months following the meeting at which the application was rejected.

12.8. If at any time following the meeting of the Committee at which an application for membership is rejected, new or additional information is made known which, in the sole discretion and judgement of the Committee warrants reconsideration of the application, the Committee may accept a further application for consideration in accordance with this Rule 12.

13. Life Members

13.1. If in the unanimous opinion of the Committee any member has provided to the Club such outstanding service that it is fitting the member be invited to become a Life Member of the Club, the Committee may recommend to a general meeting that such member be elected a Life Member.

13.2. The election of a Life Member at a general meeting shall be by special resolution.

13.3. Life Members shall not pay any subscription but shall otherwise be entitled to enjoy all the rights, entitlements and privileges of Club membership on the same basis as Full Members.

14. New Membership and Change of Membership Class

14.1 When a person is elected to membership or a member's class of membership changes:

14.1.1. the resolution to accept the membership or the change in class of membership must be recorded in the minutes of the Committee meeting; and

14.1.2. the Secretary must, as soon as practicable, enter in the register of members the name, address, membership class and the date of becoming a member of the Club in respect of the new member.

14.2. A person becomes a member of the Club and, subject to Rules 15.2 and 15.5, is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:

14.2.1. the Committee approves the person's membership; or

14.2.2. the person pays the entrance fee payable under Rule 19.5 (if any).

14.3. If the membership class of a member changes the Secretary must, as soon as practicable, enter in the register the new class and date of change of class of that member.

15. General Rights of Members

15.1. Subject to Rules 15.3, 15.4 and 15.5 every member of the Club has the right:

15.1.1. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and

15.1.2. to submit items of business for consideration at a general meeting; and

15.1.3. to attend and be heard at general meetings; and

15.1.4. to have access to the minutes of general meetings and other documents of the Club as provided under Rule 74; and

15.1.5. to inspect the register of members.

15.2. A member is entitled to vote at general meetings if:

15.2.1. the member is a Full Member or a Life Member; and

15.2.2. more than 10 business days have passed since the member became a member of the Club.

15.3. Social Bowling Members, Social Members and Junior Members are not entitled:

15.3.1. to vote at general meetings of the Club; nor

15.3.2. to be elected as an officer of the Club or as a member of the Committee.

15.4. The rights of Junior Members to enjoy the facilities of the Clubhouse are subject to any restrictions or conditions applying to the Club pursuant to any licence held from time to time under the Liquor Control Reform Act 1998 (Vic)

15.5. During any period that a member's membership rights are suspended for any reason, none of the rights set out in this Rule 15 shall be exercisable by that member.

16. Rights not Transferable

The rights of a member are not transferable and end when membership ceases.

17. Ceasing Membership

17.1. The membership of a person ceases on:

17.1.1. the resignation, expulsion or death of the member; or

17.1.2. the default by a member of a financial obligation to the Club which pursuant to these Rules results in cessation of membership.

17.2. 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.

18. Resigning as a Member

18.1. A member may resign by notice in writing given to the Club.

18.2. A member is taken to have resigned if:

18.2.1. the Secretary has made a written request to the member to confirm that the member wishes to remain a member; and

18.2.2. the member has not, within 3 months after receiving that request, confirmed in writing that the member wishes to remain a member.

Division 2 – Members' Financial Obligations to the Club

19. Annual Subscription and Entrance Fee

19.1. The Committee shall recommend to each annual general meeting of the Club the amount of the annual subscription to be paid by each class of member for the following financial year.

19.2. At each annual general meeting of the Club the members present and entitled to vote shall determine by ordinary resolution the amount of annual subscription to be paid by each class of member for the following financial year either in accordance with the recommendation made by the Committee under Rule 19.1 or otherwise.

19.3. Unless otherwise determined by the Committee the due date for payment of annual subscriptions shall be 30 days after the date of invoice or 31 July (whichever is the later).

19.4. the Committee may determine that any new member who joins after the start of a financial year must, for that financial year, pay an entrance fee equal to:

19.4.1. the full annual subscription; or

19.4.2. a pro rata annual subscription based on the remaining part of the financial year; or

19.4.3. a fixed amount determined from time to time by the Committee.

19.5. Following the election of a new member the Secretary or Treasurer shall invoice the new member for any entrance fee payable pursuant to Rule 19.4, with a due payment date of 30 days from the date of invoice.

19.6. In circumstances where the Committee determines that it would be unreasonable to require payment of an entrance fee from a new member the Committee may in its absolute discretion waive the payment of such fee.

19.7. The Committee may at its discretion from time to time discount by such amount as it considers reasonable any fees that would otherwise be payable under these Rules by members who are not Junior Members but who are engaged in full time academic studies or unpaid vocational training.

20. Overdue Payments

20.1. If a person newly elected to the Club fails to pay by the due date any entrance fee invoiced pursuant to Rule 19.5 the Committee may in its absolute discretion:

20.1.1. determine that the right of the person for admission to membership of the Club is forfeit and so notify the person; or

20.1.2 agree to extend the due date for payment of the entrance fee for such period as the Committee considers reasonable in the circumstances.

20.2. If at the end of the extended date for payment under Rule 20.1.2 the overdue entrance fee remains unpaid the Committee must invoke the provisions of Rule 20.1.1.

20.3. A determination to forfeit the right of a person for admission to membership of the Club pursuant to Rule 20.1.1 or Rule 20.2 renders null and void the election to membership of that person under Rule 12 and the provisions of Rule 12.7 shall apply to that person.

20.4. If any member's annual subscription remains outstanding on 31 August next after it has become due the Secretary shall write to the member (hereinafter in this Rule referred to as a "defaulting member") requiring immediate payment of the amount due and drawing the attention of the defaulting member to the provisions of this Rule 20.

20.5. If the defaulting member fails to pay the overdue annual subscription in full by the following 30 September the defaulting member shall as at that date cease to be a member of the Club and, subject to Rule 20.6, shall no longer be entitled to enjoy any of the rights, entitlements or privileges of membership of the Club. The Secretary shall give written notice of the cessation of membership to the former member and at the expiration of 30 days shall cause a like notice to be posted in the Clubhouse.

20.6. If after giving the notice of cessation of membership under Rule 20.5, and prior to posting a like notice in the Clubhouse pursuant to that Rule, the Committee receives from the former member an

acceptable explanation for non payment of the overdue subscription the Committee may, in its absolute discretion, accept late payment of the overdue subscription and revoke the cessation of membership.

20.7. Where the Committee revokes a cessation of membership pursuant to Rule 20.6 the Secretary shall not proceed to post a notice of cessation of membership in the Clubhouse under Rule 20.5.

20.8. Any person ceasing to be a member of the Club pursuant to this Rule 20 (and whose cessation of membership is not revoked under Rule 20.6) shall be ineligible to submit any further application for membership within the period of 12 months following that person's cessation of membership taking effect.

Division 3 – Disciplinary Action

21. Grounds for taking Disciplinary Action

21.1 The Club may take disciplinary action against a member in accordance with this Division if it is determined that the member:

- 21.1.1. has failed to comply with these Rules; or
- 21.1.2. refuses to support the purposes of the Club; or
- 21.1.3. has engaged in conduct prejudicial to the Club.

22. Disciplinary Sub-committee

22.1. If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary sub-committee to hear the matter and determine what action, if any, to take against the member.

22.2. The members of the disciplinary sub-committee:

- 22.2.1. may be Committee members, members of the Club or anyone else; but
- 22.2.2. must not be biased against, or in favour of, the member concerned.

23 Notice to Member

23.1. Before disciplinary action is taken against a member, the Secretary must give written notice to the member:

- 23.1.1 stating that the Club proposes to take disciplinary action against the member; and
- 23.1.2. stating the grounds for the proposed disciplinary action; and
- 23.1.3 specifying the date, place and time of the meeting at which the disciplinary sub-committee intends to consider the disciplinary action (the *disciplinary meeting*); and
- 23.1.4 advising the member that he or she may do one or both of the following:
 - 23.1.4.1 attend the disciplinary meeting and address the disciplinary sub-committee at that meeting;
 - 23.1.4.2 give a written statement to the disciplinary sub-committee at any time before the disciplinary meeting; and
- 23.1.5 setting out the member's appeal rights under rule 25.

23.2. 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 Sub-committee

24.1. At the disciplinary meeting, the disciplinary sub-committee must:

24.1.1 give the member an opportunity to be heard; and

24.1.2 consider any written statement submitted by the member.

24.2. After complying with Rule 24.1, the disciplinary sub-committee may:

24.2.1 take no further action against the member; or

24.2.2 subject to Rule 24.3

24.2.2.1 reprimand the member; or

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

24.2.2.3 expel the member from the Club.

24.3. The disciplinary sub-committee may not fine the member.

24.4. The suspension of membership rights or the expulsion of a member by the disciplinary sub-committee under this rule takes effect immediately after the vote is passed.

25. Appeal Rights

25.1. A person whose membership rights have been suspended or who has been expelled from the Club under rule 24 may give notice of appeal against the suspension or expulsion.

25.2. The notice must be in writing and given:

25.2.1. to the disciplinary sub-committee immediately after the vote to suspend or expel the person is taken; or

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

25.3. If a person has given notice under Rule 25.2, a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

25.4. Notice of the disciplinary appeal meeting must be given to each member of the Club who is entitled to vote as soon as practicable and must:

25.4.1. specify the date, time and place of the meeting and state:

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

25.4.1.2 the grounds for taking that action; and

25.4.1.3 that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

26. Conduct of Disciplinary Appeal Meeting

26.1. At a disciplinary appeal meeting:

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

26.1.2 the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and

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

26.2. After complying with Rule 26.1, 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.

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

26.4. 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—Grievances Procedure

27. Application

27.1 The grievance procedure set out in this Division applies to disputes under these Rules between:

27.1.1. a member and another member;

27.1.2. a member and the Committee;

27.1.3. a member and the Club.

27.2. 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

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

29. Appointment of Mediator

29.1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 28, the parties must within 10 days:

29.1.1. notify the Committee of the dispute; and

29.1.2. agree to or request the appointment of a mediator; and

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

29.2 The mediator must be:

29.2.1. a person chosen by agreement between the parties; or

29.2.2. in the absence of agreement:

29.2.2.1. if the dispute is between a member and another member, a person appointed by the Committee; or

29.2.2.2. if the dispute is between a member and the Committee or the Club, a person appointed or employed by the Dispute Settlement Centre of Victoria.

29.3. A mediator appointed by the Committee may be a member or former member of the Club but in any case must not be a person who:

29.3.1. has a personal interest in the dispute; or

29.3.2. is biased in favour of or against any party.

30. Mediation process

30.1. The mediator to the dispute, in conducting the mediation, must:

30.1.1. give each party due opportunity to be heard; and

30.1.2. allow due consideration by all parties of any written statement submitted by any party; and

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

30.2. The mediator must not determine the dispute.

30.3. Proceedings at a mediation shall be kept confidential by all parties to the mediation unless otherwise required by law.

31. Failure to resolve 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 4—GENERAL MEETINGS OF THE CLUB

32. Annual General Meetings

32.1. The Committee must convene an annual general meeting of the Club to be held within 5 months after the end of each financial year.

32.2. The Committee may determine the date, time and place of the annual general meeting.

32.3. The ordinary business of the annual general meeting shall be:

32.3.1. to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;

32.3.2. to receive and consider:

32.3.2.1. the annual report of the Committee on the activities of the Club during the preceding financial year; and

32.3.2.2. the financial statements of the Club for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;

32.3.2.3. to elect the members of the Committee, including the persons to hold office pursuant to Rule 46 ;

32.3.2.4. to appoint an auditor if required by the Act or if so decided by the Committee; and

32.3.2.5. to confirm or vary the amounts of the annual subscription and entrance fee (if any) recommended by the Committee.

32.4. The annual general meeting may also conduct any other business approved by the Committee as being proper to be dealt with by the annual general meeting provided that business is:

32.4.1. referred in writing to the Committee by one or more members at least twenty eight days prior to the date of the annual general meeting; and

32.4.2. specifies the nature and purpose of any such special business; and

32.4.3. specifies any resolution which the member or members seek to have approved by the Committee as special business.

33. Special General Meetings

33.1. Any general meeting of the Club, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

33.2. The Committee may by absolute majority resolve to convene a special general meeting whenever it thinks fit.

33.3. No business other than that set out in the notice under Rule 35 may be conducted at the meeting.

34. Special General Meeting held at Request of Members

34.1. The Committee must convene a special general meeting if a request to do so is made in accordance with Rule 34.2 by at least 10% of the total number of members.

34.2. A request for a special general meeting must:

34.2.1. be in writing; and

34.2.2. state the business to be considered at the meeting and any resolutions to be proposed;

34.2.3. include the names and signatures of the members requesting the meeting; and

34.2.4. be given to the Secretary.

34.3. If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

34.4. A special general meeting convened by members under Rule 34.3:

34.4. 1. must be held within 3 months after the date on which the original request was made; and

34.4.2. may only consider the business stated in that request.

34.5. The Club must reimburse to the members convening a special general meeting under Rule 34.3 all reasonable expenses necessarily incurred by them in convening the meeting.

35. Notice of General Meetings

35.1. The Secretary (or, in the case of a special general meeting convened under Rule 34.3, the members convening the meeting) must give to each member of the Club:

35.1.1. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

35.1.2. at least 14 days' notice of a general meeting in any other case.

35.2. The notice must:

35.2.1. specify the date, time and place of the meeting; and

35.2.2. indicate the general nature of each item of business to be considered at the meeting; and

35.2.3. if a special resolution is to be proposed:

35.2.3.1. state in full the proposed resolution; and

35.2.3.2. state the intention to propose the resolution as a special resolution; and

35.2.3.3. comply with rule 36.5.

35.3. This Rule 35 does not apply to a disciplinary appeal meeting.

36. Proxies

36.1. A member who is entitled to vote may appoint another such 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).

36.2. The appointment of a proxy must be in writing and be signed by the member making the appointment.

36.3. The member appointing the proxy may give specific directions as to how the proxy is to vote on the member's behalf. In the absence of such directions the proxy may vote on behalf of the member in any matter as the proxy sees fit.

36.4. The Committee may prescribe a form to be used for the appointment of a proxy. In the absence of such prescribed form, the member may use any other form that clearly identifies the person appointed as the member's proxy and otherwise complies with Rule 36.2.

36.5. Notice of a general meeting given to a member under rule 35 must:

36.5.1. state that a member entitled to vote may appoint another such member as a proxy for the meeting; and

36.5.2. include a copy of any form that the Committee has prescribed for the appointment of a proxy.

36.6. A form appointing a proxy is of no effect unless it is received by the Club no later than 24 hours before the commencement of the meeting.

36.7. All proxy forms received by the Club in accordance with Rule 36.6 will be delivered to the Chairperson at or before commencement of the meeting.

37. Quorum at General Meetings

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

37.2. Except in the circumstances described in Rule 54.3, the quorum for a general meeting is the presence personally or by proxy of one-third of members entitled to vote.

37.3. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:

37.3.1. in the case of a meeting convened by, or at the request of, members under Rule 34, the meeting must be dissolved;

37.3.2. in any other case:

37.3.2.1. the meeting must be adjourned to a date not more than 21 days after the adjournment; and

37.3.2.2. notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

37.4. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under Rule 37.3 then, provided not less than ten members entitled to vote are present at the meeting, the members present may proceed with the business of the meeting as if a quorum were present.

38. Chairing of General Meetings

38.1. Subject to Rule 38.2 the President or, in the President's absence, the Vice-President, shall chair all general meetings.

38.2. If both the President and the Vice-President are absent, or for any reason are unable or unwilling to chair a general meeting, those members present and entitled to vote may elect one of their number to chair the meeting.

39. Adjournment of General Meeting

39.1. The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

39.2. Without limiting Rule 39.1, a meeting may be adjourned:

39.2.1. if there is insufficient time to deal with the business at hand; or

39.2.2. to give the members more time to consider an item of business; or

39.2.3. to give members additional time to nominate candidates for election to the Committee.

39.3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

39.4. 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 notice of the meeting must be given in accordance with Rule 35.

40. Voting at General Meeting

40.1. On any question arising at a general meeting:

40.1.1. subject to Rules 15.4 and 40.3, each member who is entitled to vote has one vote; and

40.1.2. members may vote personally or by proxy; and

40.1.3. except in the case of a special resolution, the question must be decided on a majority of votes.

40.2. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote but if the Chairperson declines to use such casting vote the proposed resolution shall be deemed to have been lost.

40.3. If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

40.4. Every resolution carried at a general meeting is conclusive and binding on every member whether or not present at such meeting.

40.5. This Rule does not apply to a vote at a disciplinary appeal meeting conducted under Rule 26.

41. Special Resolutions

41.1. A special resolution is required:

41.1.1. to remove a committee member from office; or

41.1.2. to alter these Rules, including changing the name or any of the purposes of the Club; or

41.1.3. for any other matters so specified by the Act.

41.2. A special resolution is passed if not less than three quarters of the members present (whether in person or by proxy) and entitled to vote at a general meeting vote in favour of the resolution.

42. Determining whether Resolution Carried

42.1. Subject to Rule 42.2, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:

- 42.1.1. carried; or
- 42.1.2. carried unanimously; or
- 42.1.3. carried by a particular majority; or
- 42.1.4 . lost

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

42.2. If a poll (where votes are cast in writing) is demanded by ten or more members entitled to vote on any question:

- 42.2.1. the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
- 42.2.2. the Chairperson must declare the result of the resolution on the basis of the poll.

42.3. A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

42.4. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

43. Minutes of General Meeting

43.1. The Committee must ensure that minutes are taken and kept of each general meeting.

43.2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

43.3. In addition, the minutes of each annual general meeting must include:

- 43.3.1 the names of the members attending the meeting in person; and
- 43.3.2. the names of members who appointed proxies under the proxy forms delivered to the Chairperson of the meeting pursuant to Rule 36.7; and
- 43.3.3. the financial statements submitted to the members in accordance with Rule 32.3.2.2; and
- 43.3.4. the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
- 43.3.5. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act or are commissioned by the Committee.

PART 5—COMMITTEE

Division 1---Powers of the Committee

44. Role and Powers

44.1. The business of the Club shall be managed by or under the direction of a Committee.

44.2. The Committee may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Club.

44.3. The Committee may:

- 44.3.1. appoint and remove staff;

44.3.2. establish sub-committees consisting of such voting members with such terms of reference as the Committee considers appropriate.

44.4. The validity of any proceedings, decisions or acts of the Committee or any sub-committee shall not be affected by reason of any vacancy on such Committee or sub-committee or by reason of any defect in the qualification, election or appointment of any member thereof.

45. Delegation

45.1. The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than:

45.1.1. this power of delegation; or

45.1.2. a duty imposed on the Committee by the Act or any other law.

45.2. The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

45.3. The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition and Duties of Committee

46. Composition of Committee

46.1. The Committee shall consist of:

46.1.1. a President; and

46.1.2. a Vice-President; and

46.1.3. a Secretary; and

46.1.4. a Treasurer; and

46.1.5. such number of other committee members (but not exceeding five) as are elected by the members at the Annual General Meeting.

46.2. The Vice President and those committee members referred to in Rule 46.1.5 will ordinarily be appointed to chair subcommittees but nothing in this Rule shall constrain the Committee in the exercise of its powers under Rule 44.3.2.

47. General Duties

47.1. As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.

47.2. The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Committee comply with these Rules.

47.3. Committee members must exercise their powers and discharge their duties:

47.3.1. with reasonable care and diligence; and

47.3.2. in good faith in the best interests of the Club; and

47.3.3. for a proper purpose.

47.4. Committee members and former committee members must not make improper use of:

47.4.1. their position; or

47.4.2. information acquired by virtue of holding their position

so as to gain an advantage for themselves or any other person or to cause detriment to the Club.

47.5. In addition to any duties imposed by these Rules, a committee member must perform any other duties reasonably imposed from time to time by resolution at a general meeting.

48. Secretary

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

48.2. The Secretary shall:

48.2.1. maintain the register of members in accordance with rule 10; and

48.2.2. keep custody of the common seal (if any) of the Club and, except for the financial records referred to in Rule 69.3, all books, documents and securities of the Club referred to in Rules 69 and 74; and

48.2.3. subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and

48.2.4. perform any other duty or function imposed on the Secretary by these Rules.

48.3. The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

49. Treasurer

49.1. The Treasurer shall:

49.1.1. receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and

49.1.2. ensure that all moneys received are paid into the account of the Club promptly after receipt; and

49.1.3. make any payments authorised by the Committee or by a general meeting of the Club from the Club's funds; and

49.1.4. ensure cheques are signed by at least 2 committee members; and

49.1.5. ensure that the financial records of the Club are kept in accordance with the Act; and

49.1.6. coordinate the preparation of the financial statements of the Club and their certification by the Committee prior to their submission to the annual general meeting of the Club.

49.2. The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Club and shall ensure compliance with Rule 68.

Division 3—Election of Committee Members and Tenure of Office

50. Eligibility for Committee membership

50.1. A member is eligible to be elected or appointed as a committee member if the member:

50.1.1. is not less than 18 years of age; and

50.1.2. is entitled to vote at a general meeting.

51. Positions to be Declared Vacant

At each annual general meeting of the Club, after the annual report and financial statements of the Club have been received, the Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with Rules 52 to 54.

52. Nominations

52.1. Any two members of the Club who are eligible to vote may nominate an eligible member or members (other than themselves) for any position or positions on the Committee.

52.2. Nominations shall be:

52.2.1. in writing and signed by the two proposing members; and

52.2.2. specify the name of each person being nominated; and

52.2.3. specify the office or offices for which each person is being nominated; and

52.2.4. be signed by each nominated person to confirm that person's consent to nomination.

52.3. Subject to Rule 52.4, nominations shall be delivered to the Secretary not less than 8 days before the day of the annual general meeting at which the election shall take place.

52.4. If an annual general meeting is adjourned pursuant to Rule 39.2.3 any resulting additional nominations of candidates for election to the Committee may be delivered to the Secretary not less than 3 days before resumption of the adjourned meeting.

52.5. The Secretary shall cause all nominations to be posted on the notice board in the Clubhouse at least 7 days before the day of the annual general meeting at which the elections shall take place, or at least 2 days in respect of nominations delivered to the Secretary pursuant to Rule 52.4.

53. Elections

53.1. If at the time of an election the number of nominations for any position does not exceed the number of vacancies then the persons nominated shall be declared elected.

53.2. If the number of nominations for any position or positions exceeds the number of vacancies then a ballot shall be conducted in accordance with Rule 54.

54. Ballot

54.1. An election ballot required under Rule 53.2 shall be conducted as follows:

54.1.1. Ballot papers shall be prepared with the names of candidates for each contested office and indicating which, if any, are retiring Committee members.

54.1.2. Each member present and entitled to vote shall be entitled to receive a ballot paper and to vote for up to as many candidates as there are vacancies. Votes may be cast by placing a tick beside the name or names of the candidates for whom the member wishes to vote and/or by striking out the name or names of the candidate or candidates for whom the member does not wish to vote. Failure by a member to comply with these provisions will invalidate that member's vote.

54.1.3. The Chairman of the meeting shall appoint two members who are not candidates for the contested positions to count the votes.

54.1.4. Vacancies shall be progressively filled by those candidates who receive the greatest number of votes for each contested office until all vacancies have been filled.

54.1.5. In the case of an equality of votes the Chairman of the meeting shall decide by lot which candidate shall be elected.

54.2. The result of a poll conducted pursuant to Rule 54.1 shall be determined at the meeting at which the election takes place provided that, when it is not possible to determine the result within a reasonable time, the Chairperson may adjourn the meeting for up to 14 days to enable the results to be finalised.

54.3. If any annual general meeting is adjourned pursuant to Rule 54.2:

54.3.1. the business of the meeting when reconvened shall be limited to receiving the results of the poll; and

54.3.2. the presence of five voting members of the Club at such reconvened meeting shall constitute a valid quorum for such meeting.

55. Committee Vacancies

55.1. The position of any member of the Committee shall become vacant if the member:

55.1.1. ceases for any reason to be a member of the Club; or

55.1.2. fails, without previously having obtained leave of absence, to attend 3 consecutive committee meetings, between the first and third of which such meetings there shall have been an interval of not less than two months. Non-attendance at an urgent meeting convened at short notice under Rule 59 shall be disregarded for the purposes of this Rule; or

55.1.3. resigns by notice in writing to the Secretary; or

55.1.4. is removed from office by special resolution of members at a special general meeting; or

55.1.5. otherwise ceases to be a member of the Committee by operation of Section 78 of the Act.

55.2. The Committee may appoint an eligible member of the Club to fill a position on the Committee that:

55.2.1. has become vacant under Rule 55.1; or

55.2.2. was not filled by election at the last Annual General Meeting.

55.3. If the position of Secretary becomes vacant, the Committee must appoint an eligible member to that position within 14 days.

55.4. The Committee may continue to act despite any vacancy in its membership.

56. Term of Office

56.1. Subject to Rules 55.1 and 56.3.1, each committee member holds office from the time of their election or appointment until the positions of the Committee are declared vacant at the next annual general meeting pursuant to Rule 51.

56.2. A committee member may be re-elected.

56.3. A general meeting of the Club may:

56.3.1. by special resolution remove a committee member from office; and

56.3.2. elect an eligible member of the Club to fill the vacant position in accordance with this Division.

56.4. A member who is the subject of a proposed special resolution under Rule 56.3.1 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 who are entitled to vote.

56.5. Subject to Rule 56.6, the Secretary or the President may give a copy of the representations to each member of the Club who is entitled to vote 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.

56.6. If any representations received under Rule 56.4 are considered, on reasonable grounds, to be defamatory of any member or other person or entity, or to include unsubstantiated allegations or accusations against any person or entity, the Committee may require the redaction from the representations of all such defamatory contents and all such unsubstantiated allegations or accusations before implementing the provisions of Rule 56.5.

Division 4—Meetings of Committee

57. Meetings of Committee

57.1. The Committee must meet at least once every two months at the dates, times and places determined by the Committee.

57.2. As soon as practical after the annual general meeting in each year the newly elected committee members shall determine the date, time and place of their first committee meeting.

57.3. Special committee meetings may be convened by the President or by any 4 members of the Committee.

58. Notice of Meetings

58.1. Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.

58.2. Notice may be given of more than one committee meeting at the same time.

58.3. The notice must state the date, time and place of the meeting.

58.4. If a special committee meeting is convened:

58.4.1. the notice must include the general nature of the business to be conducted; and

58.4.2. the only business that may be conducted at the meeting is the business for which the meeting is convened.

58.5. All notices required to be given under this Rule 58 may be given in the manner set out in Rule 73.3.4

59. Urgent meetings

59.1. In cases of urgency, a meeting can be held without notice being given in accordance with Rule 58 provided that as much notice as practicable is given to each committee member by the quickest means practicable.

59.2. Any resolution made at the meeting must be passed by an absolute majority of the Committee.

59.3. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

60. Proceedings of the Committee

60.1. Subject to Rule 60.2, the President or, in the President's absence, the Vice President, shall chair all meetings of the Committee.

60.2. If both the President and the Vice President are absent, or for any reason are unable or unwilling to chair a committee meeting, the committee members present shall elect one of their number to chair the meeting.

60.3. Subject to these Rules, the Committee may adjourn and otherwise regulate its proceedings in such manner as its members think fit.

61. Use of Technology

61.1. A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.

61.2. For the purposes of this Part, a committee member participating in a committee meeting as permitted under Rule 61.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

62. Quorum

62.1. No business may be conducted at a committee meeting unless a quorum is present.

62.2. The quorum for a committee meeting is the presence (in person or as allowed under Rule 61) of a majority of the committee members holding office.

62.3. If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:

62.3.1. in the case of a special meeting—the meeting shall lapse;

62.3.2. in any other case—the meeting shall be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 58.

63. Voting

63.1. On any question arising at a committee meeting, each committee member present at the meeting has one vote.

63.2. Subject to Rule 12.3 and Rule 63.3, a motion or resolution is carried if a majority of committee members present at the meeting vote in favour of the motion or resolution.

63.3. Rule 63.2 does not apply to any motion or resolution which is required by these Rules to be passed by an absolute majority of committee members.

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

63.5. Voting by proxy is not permitted at meetings of the Committee.

64. Conflict of Interest

64.1. A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.

64.2. The member—

64.2.1. must not be present while the matter is being considered at the meeting; and

64.2.2. must not vote on the matter.

64.3. This Rule does not apply to a material personal interest:

64.3.1. that exists only because the member belongs to a class of persons for whose benefit the Club is established; or

64.3.2. that the member has in common with all, or a substantial proportion of, the members of the Club.

65. Minutes of Meeting

65.1. The Secretary shall keep accurate minutes of the proceedings at all meetings of the Committee.

65.2. The minutes must record the following—

- 65.2.1. the names of the members in attendance at the meeting;
- 65.2.2. the business considered at the meeting;
- 65.2.3. any resolution on which a vote is taken and the result of the vote;
- 65.2.4. any material personal interest disclosed under Rule 64.

65.3. In the absence of the Secretary the Committee shall appoint another member of the Committee to record the minutes.

65.4. The minutes of each meeting shall be submitted for approval and confirmation at the next meeting of the Committee (other than a special or urgent meeting).

65.5. If and when the minutes are confirmed they shall be signed by the Chairperson of the confirming meeting.

65.6. After being signed in accordance with Rule 65.5, the minutes shall be deemed for all purposes as a true record of the proceedings at the meeting to which they relate.

66. Leave of Absence

66.1. The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.

66.2. The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

67. Source of Funds

The funds of the Club may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

68. Management of Funds

68.1 The Club must maintain an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.

68.2. For the purposes of investment or efficient cash management the Club may maintain accounts with financial institutions other than the account referred to in Rule 68.1.

68.3. Subject to any restrictions imposed by a general meeting of the Club, the Committee may approve expenditure on behalf of the Club.

68.4. The Committee may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended. Such authorisation may also modify the requirements of Rule 68.5 in relation to payments up to a specified limit or to any particular type or class of payments.

68.5. Except for authorised payments made by the Treasurer pursuant to Rules 68.4 or 68.7:

- 68.5.1. all cheques issued in the name of the Club must be signed by either the Secretary or Treasurer and counter-signed by either the President or Vice-President;

68.5.2. electronic bank payments and transfers may be executed by either the Secretary or Treasurer but must be co-authorised by either the President or Vice President. All four said authorised officers shall have access to the bank website which provides an overview of the Club's current and past transactions and account balances.

68.6. All funds of the Club must be deposited into the financial account of the Club promptly after receipt.

68.7. With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

69. Financial records

69.1 The Club must keep financial records that:

- 69.1.1. correctly record and explain its transactions, financial position and performance; and
- 69.1.2. enable financial statements to be prepared as required by the Act.

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

69.3. The following must stay in the custody or under the control of the Treasurer:

- 69.3.1. the financial records for the current financial year; and
- 69.3.2. any other financial records as authorised by the Committee.

70. Financial Statements

70.1. For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.

70.2. Without limiting Rule 71.1, those requirements include—

- 70.2.1. the preparation of the financial statements;
- 70.2.2. if required, the review or auditing of the financial statements;
- 70.2.3. the certification of the financial statements by the Committee;
- 70.2.4. the submission of the financial statements to the annual general meeting of the Club;
- 70.2.5. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

71. Common seal

71.1 The Club may have a common seal.

71.2. If the Club has a common seal:

- 71.2.1. the name of the Club must appear in legible characters on the common seal;
- 71.2.2. a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
- 71.2.3. the common seal must be kept in the custody of the Secretary.

72. Registered address

The registered address of the Club is the Clubhouse situated at 14 Coonil Crescent, Malvern VIC 3144

73. Notice requirements

73.1. Any notice required to be given to a member or a committee member under these Rules may be given:

- 73.1.1. by handing the notice to the member personally; or
- 73.1.2. by sending it by post to the member at the address recorded for the member on the register of members; or
- 73.1.3. by email or facsimile transmission; or
- 73.1.4. by electronic scanning to the recipient's email address.

73.2. Rule 74.1 does not apply to notice given under Rule 59.

73.3. Any notice required to be given to the Club or the Committee may be given:

- 73.3.1. by handing the notice to a member of the Committee; or
- 73.3.2. by sending the notice by post to the registered address; or
- 73.3.3. by leaving the notice at the registered address; or
- 73.3.4. if the Committee determines that it is appropriate in the circumstances:
 - 73.3.4.1 by email to the email address of the Club, the Secretary or individual Committee members; or
 - 73.3.4.2. by electronic scanning to the Club's email address.

74. Custody and inspection of books and records

74.1. Members may on request inspect free of charge:

- 74.1.1. the register of members;
- 74.1.2. the minutes of general meetings;
- 74.1.3. subject to Rule 74.2, the financial records, books, securities and any other relevant document of the Club, including minutes of Committee meetings.

74.2. The Committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

74.3. The Secretary may restrict access to the personal information of a person recorded in the Club's register of members:

- 74.3.1. if authorized to do so by the provisions of Section 59 of the Act; or
- 74.3.2. if the Secretary has reasonable grounds to believe that the person seeking access to such information intends to improperly use the information in breach of Section 58 of the Act.

74.4. The Committee must on request make copies of these Rules available to members and applicants for membership free of charge.

74.5. Subject to Rules 74.2. and 74.3, a member may make a copy of any of the other records of the Club referred to in this Rule and the Club may charge a reasonable fee for provision of a copy of such a record.

74.6. For purposes of this Rule 74 "relevant documents" means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following:

- 74.6.1 its membership records;
- 74.6.2. its financial statements;
- 74.6.3. its financial records;
- 74.6.4. records and documents relating to transactions, dealings, business or property of the Club.

75. Winding up and cancellation

75.1. The Club may be wound up voluntarily by special resolution.

75.2. In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any members or former members of the Club.

75.3. Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given 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.

75.4. The body to which the surplus assets are to be given must be decided by special resolution. A member of the Club who is also a member of the body to which the surplus assets are proposed to be given, or who has any active affiliation with the activities or operations of such body, shall be disqualified by reason of conflict of interest from voting on the special resolution.

76. Standards of Conduct

76.1. All members of the Club are expected to conduct themselves in accordance with the established etiquette and customs of the game of bowls and, when representing the Club in competition, to comply with any relevant standards or rules of conduct prescribed by Bowls Victoria.

76.2. All members of the Club are expected to conduct their interactions with other members with appropriate courtesy and respect and to avoid conduct that is abusive, threatening or otherwise incompatible with that expectation.

76.3. Any member failing to comply with Rule 76.1 or Rule 76.2 shall be deemed to have engaged in conduct prejudicial to the Club and may face disciplinary action under Division 3 of Part 3 of these Rules.

77. Obligations of Former Members

77.1. Upon cessation of membership of the Club:

77.1.1. a former member or representatives of the former member must promptly deliver up to the Club any keys enabling access to the Club's premises and any property or records of the Club (including all items of Club uniform except those already paid for by the member) that are in the possession or under the control of such former member or representative: and

77.1.2. a former member shall not engage in conduct that is likely to imply that the former member remains a current member of the Club.

78. Committee Members Indemnified

78.1. Each member of the Committee or any sub-committee established pursuant to these Rules is hereby indemnified by the Club to the extent of the assets of the Club (including the liability of members to the Club) against all liabilities, claims, costs and expenses which may from time to time be incurred by that member of the Committee or sub-committee, as the result of the exercise or purported exercise in good faith of any of the duties, rights, powers or discretions conferred by or pursuant to these Rules or the Act on the Committee or any sub-committee

78.2. The indemnity set out in Rule 78.1 applies to all relevant liabilities, claims, costs and expenses whether they are incurred during or after the period during which the relevant committee and sub-committee members hold office.

79. Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Club

PART 8-----DEFINITIONS

80. In these Rules—

absolute majority of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

annual general meeting is a meeting of members convened pursuant to Rule 32;

Bowls Victoria means Bowls Victoria Incorporated, the governing body for bowls in Victoria, or its successors;

Chairperson means the person chairing a general meeting (in accordance with Rule 38) or, as the context requires, a Committee meeting the meeting (in accordance with Rule 60);

Club means The Malvern Bowling Club Incorporated.;

Clubhouse means the principal premises of the Club located at 14 Coonil Crescent, Malvern, Victoria 3144;

Committee means the Committee having management of the business of the Club as provided under Part 5 of these Rules;

committee meeting means a meeting of the Committee held in accordance with Division 4 of Part 5 of these Rules;

committee member means a member of the Committee elected or appointed under Division 3 of Part 5 of these Rules;

disciplinary appeal meeting means a meeting of the members of the Club convened under Rule 25.3;

disciplinary meeting means a meeting of the sub-committee convened for the purposes of Rule 23;

disciplinary sub-committee means the sub-committee appointed under Rule 22;

entrance fee means the fee (if any) determined by the Committee for payment by a person upon becoming a member of the Club;

financial year means the 12 month period specified in Rule 3;

Full Members means those members of the Club as are described in Rule 8.1.1;

general meeting means a general meeting of the members of the Club convened in accordance with Part 4 of these Rules and includes an annual general meeting, a special general meeting and (except where otherwise specified by these Rules) a disciplinary appeal meeting;

Junior Member means those members of the Club as are described in Rule 8.1.5;

Life Member means those members of the Club as are described in Rule 8.1.2;

member means a member of the Club;

member entitled to vote means a member who under Rule 15 is entitled to vote at a general meeting;

President, Vice-President, Secretary and Treasurer includes any person who with the approval of the Committee is acting in any of those positions;

Social Bowling Members means those members of the Club as are described in Rule 8.1.3;

Social Members means those members of the Club as are described in Rule 8.1.4;

special resolution means a resolution that, in order to pass, requires not less than three-quarters of the members voting at a general meeting, in person or by proxy, to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 20129** (as amended) and includes any regulations made under that Act;

the Association means the Malvern Bowling Club Incorporated; and

the Registrar means the Registrar of Incorporated Associations.

