

THE KARINGAL BOWLING CLUB INC CONSTITUTION

October 2018

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Part A Name & Purposes

1. The name of the Club is
THE KARINGAL BOWLING CLUB INCORPORATED
(in these Rules called "the Club")
2. **STATEMENT OF PURPOSES**
 - 2.1 The Club’s purposes are to provide all things incidental to the playing, advancement and observing of games of bowls, during and after such games, and of camaraderie amongst players of the game of bowls.
 - 2.2 The Club is established for the following purposes:
 - (a) maintain and conduct a sporting and social Club and to build, maintain or otherwise provide facilities for the use and recreation of the Members;
 - (b) act, at all times, on behalf of and in the interest of the Members and the game of

Bowls;

- (c) conduct, encourage, promote, advance and administer Bowls throughout the local area;
- (d) raise and borrow any monies, and to buy, sell or otherwise deal with any real or personal property, required for the purposes of the Club upon such terms and conditions and/or on such securities as may be determined;
- (e) affiliate 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 frameworks to further these purposes;
- (f) 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;
- (g) apply for hold and renew any liquor or gaming licences;
- (h) have regard to the public interest in its operations; and
- (i) undertake and/or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.

Part B Dictionary and Interpretation

3. Dictionary and interpretation.

3.1 In these Rules, unless the contrary intention appears:

<i>Act</i>	means the <i>Incorporated Associations Reform Act 2012</i> and any regulations thereunder.
<i>Board</i>	means the Board of Management of the Club constituted under Rule Part I.
<i>Bowls Committee</i>	means the Bowls Committee established under Part O.
<i>Bowls Committee Secretary</i>	means the person elected as the Bowls Secretary under Rule 89.
<i>Director of Administration</i>	means the person holding the Board position described at Rule 45(c) and who is the Secretary for the purposes of the Act.
<i>Financial year</i>	means the year ending on 30 June.
<i>Gaming Act</i>	means the <i>Gambling Regulation Act 2001</i> and any regulations thereunder.
<i>Gaming Licence</i>	means any licence issued to the Club under the Gaming Act.
<i>General Meeting</i>	means a General Meeting of members including an Annual General Meeting and a Special General Meeting.
<i>Liquor Act</i>	means the <i>Liquor Control Reform Act 1998</i> or

	any amendment or re-enactment thereof or regulations made under that Act.
<i>Liquor Licence</i>	means any liquor licence issued to the Club under the Liquor Act.
<i>Member</i>	means a member of the Club of whatever class.
<i>Register</i>	the Members Register maintained by the Director of Administration under Rule 6.
<i>Regulations</i>	means a regulation made by the Board under Rule 46(d).
<i>Rules</i>	means this constitution.
<i>Secretary</i>	means the person appointed by the Board under Rule 80.
<i>Special Resolution</i>	means a resolution: <ul style="list-style-type: none">(a) at a General Meeting where each Affiliated and Life Member has been given at least 21 days' notice of the proposed resolution, in the manner provided by Rule 40.2 and which notice of general meeting:<ul style="list-style-type: none">(i) states in full the proposed resolution; and(ii) states the intention to propose the resolution as a Special Resolution; and(b) which requires a majority of not less than three quarters of the Members voting at the meeting, whether in person or by proxy, to vote in favour of the resolution in order to pass the resolution.
<i>Support Person</i>	means an impartial, independent person (who may or may not be a Member) who is appointed by the Board to Support and assist a Member with the procedures set out in Part E and Part F
<i>Tax Acts</i>	means the Income Tax Assessment Act 1997 and the Income Tax Assessment Act 1936.
<i>VCGLR</i>	means the Victorian Commission for Gambling and Liquor Regulation.
<i>Venue Operator's Licence</i>	has the same meaning as in the Gaming Act.
<i>Voting Members</i>	Affiliated Members and Life Members who are not: <ul style="list-style-type: none">(a) prohibited from voting under Rule 4.1(c); or(b) unfinancial Members under Rule 11.

- 3.2 In these Rules, unless the contrary intention appears:
- (a) the singular includes the plural and vice versa;
 - (b) a gender includes the other genders;
 - (c) the headings are used for convenience only and do not affect the interpretation of these Rules;
 - (d) other grammatical forms of defined words or expressions have corresponding meanings;
 - (e) a reference to a document includes the document as modified from time to time and any document replacing it;
 - (f) the word "month" means calendar month and the word "year" means 12 months;
 - (g) the words "in writing" include any communication sent by letter, facsimile transmission or email or any other form of communication capable of being read by the recipient;
 - (h) a reference to a thing includes a part of that thing;
 - (i) a reference to all or any part of a statute, Rule, regulation or ordinance (statute) includes that statute as amended, consolidated, re-enacted or replaced from time to time;
 - (j) wherever "include" or any form of that word is used, it must be construed as if it were followed by "(without being limited to)"; and
 - (k) a reference to any agency or body, if that agency or body ceases to exist or is reconstituted, renamed or replaced or has its powers or functions removed (defunct body), means the agency or body that performs most closely the functions of the defunct body.
- 3.3 Any question of interpretation which arises under these Rules or a Regulation will be resolved by the Board.
- 3.4 If these Rules provide for the Board to do anything or make an appointment or determination or act in any way - it means that the Board may also revoke and/or change that action or appointment or determination from time to time.

Part C Membership

4. The Club will consist of the following categories of Members:
- 4.1 AFFILIATED MEMBERS
- (a) Any person over the age of 18 may nominate for Affiliated Membership.
 - (b) Subject to Rule 4.1(c) and Rule 11 Affiliated Members are entitled to:
 - (i) use the Club's facilities in accordance with any relevant Regulations that relate to which facilities can be used by Affiliated Members, and how they will be used (including fees for use);
 - (ii) vote at General Meetings and in elections; and

- (iii) stand for, or nominate other Members for, election to the Board, the Bowls Committee or the Greens and Surrounds Committee.
- (c) If an Affiliated Member is a member of any other club that is affiliated with Bowls Victoria then that Affiliated Member does not have the rights set out in Rules 4.1(b)(ii) and 4.1(b)(iii) unless that Affiliated Member has nominated the Club as their Primary Club with Bowls Victoria.

4.2 LIFE MEMBERS

- (a) There will be no more than 10 living Life Members at any one time, and the Board will not consider any recommendation for Life Membership if passing the Special Resolution under Rule 4.2(d) will result in there being more than 10 living Life Members at any particular time.
- (b) The Bowls Committee may recommend to the Board the conferring of Life Membership on any Member who has rendered distinguished Service to the Club.
- (c) The Board will consider any recommendation for Life Membership made under Rule (b) and may resolve to put the recommendation to the Members as a Special Resolution at the next Annual General Meeting.
- (d) If the Members pass the Special Resolution to confer Life Membership, the Member must accept or reject in writing to the Director of Administration the Club's resolution to confer Life Membership within the time stipulated by the Board.
- (e) On receipt of the written acceptance, the Member will become a Life Member and their details will be entered into the Register.
- (f) Life Members enjoy the privileges of Affiliated Membership and are exempt from payment of annual subscriptions.
- (g) A Life Member's membership may cease under Rule 7.1(a) (resignation) or Rule 7.1(b) (as a result of disciplinary procedures) and Life Members remain subject to this Constitution including Rule Part E – disciplinary procedures.

4.3 TEMPORARY MEMBERS

- (a) Any person who meets one or more of the following criteria will be a Temporary Member for the day/s on which they meet that criteria:
 - (i) is competing in any Inter-Club match, tournament, or game organised by the Club;
 - (ii) is an official of an opposing team who is attending the Club's premises in connection with any match, tournament or game;
 - (iii) 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 Temporary Membership; and
 - (iv) has been nominated for Membership and whose nomination is yet to be considered by the Board.
- (b) All Temporary Members must provide the Club with their names and addresses in such form as required by the Board.
- (c) Temporary Members will not be required to pay annual subscriptions.

- (d) The Director of Administration will keep appropriate records of the names and addresses of all Temporary Members. Such records will specify the occasion or period in respect of which Temporary Membership is granted.
- (e) The Board will have the power to cancel the Membership of any Temporary Member without notice and without assigning any cause therefore.

4.4 SOCIAL MEMBERS

- (a) Any person over the age of 18 may nominate for Social Membership.
- (b) Social Members are entitled to use the Club's facilities in accordance with any Regulations (including fees for use).
- (c) Social Members are not entitled to:
 - (i) vote at meetings and in elections; nor
 - (ii) stand for, or nominate other Members for, election to the Board, the Bowls Committee or the Greens and Surrounds Committee.

4.5 JUNIOR MEMBERS

- (a) Any person aged not less than 9 years and not more than 18 years may nominate for Junior Membership.
- (b) Junior Members are entitled to use the Club's facilities in accordance with any relevant Regulations that relate to which facilities can be used by Junior Members, and how they will be used (including fees for use).
- (c) Junior Members are not entitled to:
 - (i) vote at meetings and in elections; nor
 - (ii) stand for, or nominate other Members for, election to the Board, the Bowls Committee or the Greens and Surrounds Committee.
- (d) On their 18th birthday, Junior Members will automatically transfer to Affiliated Membership without the requirement to pay any further annual subscriptions until the annual subscriptions are next due when they will be required to pay Affiliated Membership Subscriptions.

4.6 OTHER CATEGORIES

The Board may introduce other categories of Membership without voting rights.

5. **NOMINATION FOR MEMBERSHIP**

5.1 AFFILIATED MEMBERSHIP & JUNIOR MEMBERSHIP

- (a) An application for Affiliated or Junior Membership will be:
 - (i) in writing on the form approved by the Board;
 - (ii) accompanied by:
 - (A) the required application fee (if any); and
 - (B) the annual subscription for the year of application or the pro-rata annual subscription for the year of application Rule 13(b); and
 - (iii) lodged with the Bowls Committee Secretary.

- (b) As soon as practicable after receipt of an application form the Bowls Committee Secretary will display the application form in a conspicuous place in the Club premises for at least 7 days prior to the day on which the Bowls Committee will consider the application.
- (c) No earlier than 7 days after the application form has been displayed in the Club premises under Rule 5.1(b), the Bowls Committee will consider the application at a meeting of the Bowls Committee and the Bowls Committee will resolve whether to recommend the application to the Board for approval.
- (d) After the Bowls Committee makes a resolution under Rule 5.1(c), the Bowls Secretary will refer the application to the Board together with the resolution of the Bowls Committee under Rule 5.1(c).
- (e) If the Bowls Committee resolves not to recommend the application to the Board, the Bowls Committee will provide the Board with reasons for the resolution.
- (f) The Board will consider the application and the Bowls Committee resolution and reasons (if any) at a Board Meeting and will resolve whether to approve or to reject the application, and will not be required to give reasons for its resolution.
- (g) If an application is approved by the Board, the Director of Administration will as soon as practicable:
 - (i) enter the applicant's name in the Register and, upon the name being entered in the Register, the applicant will be a Member; and
 - (ii) notify the new Member in writing that they are a Member and include with the notification a membership card.
- (h) If the Board rejects an application for Membership, the Director of Administration will as soon as possible:
 - (i) advise the applicant in writing of the rejection; and
 - (ii) refund to the applicant the annual subscription or pro rata annual subscription paid under Rule 5.1(a)(ii)(B).
- (i) The Director of Administration is not required to give reasons for the Board's approval or rejection of an application for membership.

5.2 SOCIAL MEMBERSHIP

- (a) An application for Social Membership will be:
 - (i) in writing on a form approved by the Board;
 - (ii) delivered to the Director of Administration; and
 - (iii) accompanied with the annual subscription for the year of application.
- (b) The Director of Administration will display any application for Social Membership in a prominent position in the Club premises for a period of at least 7 days prior to referring the application to the Board under Rule 5.2(c).
- (c) The Director of Administration will refer all applications for Social Membership to the Board and the Board will consider the application at the next Board Meeting and resolve whether to approve or reject the applicant as a Social Member.
- (d) If an application for Social Membership is approved by the Board, the Director of

Administration will as soon as practicable:

- (i) enter the applicant's name in the Register and, upon the name being entered in the Register, the applicant will be a Social Member; and
 - (ii) notify the new Social Member in writing that they are a Social Member and include with the notification a membership card.
- (e) If the Board rejects an application for Social Membership, the Director of Administration will as soon as possible:
- (i) advise the applicant in writing of the rejection; and
 - (ii) refund to the applicant the annual subscription or pro rata annual subscription paid under 5.2(a)(iii).
- (f) The Director of Administration is not required to give reasons for the Board's approval or rejection of an application for membership.

6. MEMBERS' REGISTER

- 6.1 The Director of Administration will keep and maintain a Members' Register in which will be entered each Member's:
- (a) full name and address;
 - (b) the category of Membership;
 - (c) email address (if any); and
 - (d) date of entry to and (when appropriate) cessation of Membership.
- 6.2 The Register will be available for inspection by Members on written request at the Club's premises.

7. CESSATION OF MEMBERSHIP

- 7.1 Any Member will cease to be a Member if:
- (a) the Member resigns Membership by notifying the Director of Administration in writing prior to 30 June in the year that the Member wishes to resign;
 - (b) the Member is expelled as a result of disciplinary action in accordance with Part E of these Rules; or
 - (c) the Membership ceases in accordance with Rule 12.
- 7.2 If a Member ceases to be a Member for any reason, the Member will:
- (a) remain liable for any fee or subscription due to the Club by the Member at the time the Member ceases to be a Member; and
 - (b) not be entitled to any refund of fees or subscriptions paid - unless otherwise determined by the Board.

8. RE-JOINING

A Member who ceases to be a Member in accordance with Rule 7 will be required to apply again for Membership in accordance with these Rules unless otherwise determined by the Board.

Part D Fees & Subscriptions

9. The application fee, entrance fee and annual subscription for each category of Membership will be determined by the Board and the Board may determine that there will be no or lesser application or entrance fee or annual subscription for any particular category of Membership or particular Members.
10. Annual subscriptions are due and payable in advance in each year:
 - (a) for Affiliated and Junior Members on 30 June; and
 - (b) for Social Members on 30 June.
11. Subject to Rule 13 if a Member fails to pay any relevant fee and/or subscription by the due date, the defaulting Member will be an unfinancial Member and until the fee or subscription is paid, will not be entitled to:
 - (a) vote at any meeting of the Board or Members;
 - (b) be nominated for election to the Board or Bowls Committee;
 - (c) nominate others for the Board or Bowls Committee;
 - (d) receive Member benefits, including Member discounts; or
 - (e) play bowls.
12. If a Member fails to pay any relevant fee and/or subscription within 2 months of the due date, the defaulting Member will cease to be a Member.
13. The Board may, at its discretion:
 - (a) grant extensions of time for payment of fees and/or subscriptions for all Members or particular Members;
 - (b) impose pro rata any fees and/or subscriptions for Members who join the Club after 31 December in any year;
 - (c) reinstate a Member who has ceased to be a Member by virtue of the previous Rule 12 upon payment of outstanding fees and/or subscriptions without the requirement for the ceased Member to reapply for Membership; and
 - (d) accept payment of any amount owed to the Club in instalments.

Part E Discipline

14. If the Board receives information, in writing, (**the Information**), alleging that a Member:
 - (a) has refused or neglected to comply with these Rules; or
 - (b) has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Club -then the Board will:
 - (c) convene a meeting to consider the Information, which Board Meeting will be held between 14 and 28 days after the delivery of the notice under Rule 15; and

- (d) appoint a person as the Member's Support Person who will be available to assist the Member with the procedures set out in this Part E, which person:
 - (i) will be independent of the Board and the person making the complaint against the Member;
 - (ii) may or may not be a Member;
 - (iii) can provide the necessary support for the Member; and
 - (iv) if the Member disapproves of the appointment, will be replaced by a person nominated by the Member. (Note, if the Member replaces the Support Person, this will not effect of the timing of the procedures in this Part E).

15. The Director of Administration will give:

- (a) to relevant Member, written notice of the Board Meeting and the notice will:
 - (i) set out that the Board will consider the Information at a Board Meeting;
 - (ii) advise the Member that at the Board Meeting, the Board may determine to sanction the Member;
 - (iii) contain a copy or a précis of the Information;
 - (iv) state the date, place and time of the Board Meeting;
 - (v) advise the Member who has been appointed as the Support Person and that the Member may:
 - (A) seek the assistance of the Support Person to help the Member during the process set out in this Part E; and
 - (B) nominate some other person to act as Support Person during the process set out in this Part E.
 - (vi) state that the relevant Member may:
 - (A) attend that Board Meeting with or without representative/s (who may or may not be the Support Person) and address the Board on the Information and the imposition of a sanction; and/or
 - (B) give to the Director of Administration before the Board Meeting a written statement addressing the Information and the imposition of a sanction.
 - (vii) contain a copy of the discipline procedure set out in this Part E of the Rules; and
- (b) to each Board Member, a copy of the Notice and attachments provided to the Member under Rule 15(a).

16. At the Board Meeting held in accordance with Rule 14, the Board will:

- (a) give the Member an opportunity to be heard on the substance of the Information and any sanction to be imposed on the Member;
- (b) give due consideration to any written statement submitted by the Member; and
- (c) by resolution determine whether the Member should be sanctioned, and if so, decide to:
 - (i) expel the Member from the Club;

- (ii) suspend the Member from the Club for a specified period; or
 - (iii) impose any appropriate requirement or restriction on the Member.
- 17. The Director of Administration will as soon as practicable after the Board Meeting give the Member a written notice setting out:
 - (a) the resolution of the Board;
 - (b) that the Member may, not later than 48 hours after receipt of the notice, give the Director of Administration a written notice to the effect that they wish to appeal against the resolution to the Appeals Committee; and
 - (c) that if they choose to appeal the resolution they may:
 - (i) attend the Meeting of the Appeals Committee; and/or
 - (ii) give to the Director of Administration before the date of the Appeal Committee Meeting a written statement seeking revocation of the Board's resolution and setting out the Member's grounds for the revocation.
- 18. Where the Director of Administration receives notice under Rule17(b):
 - (a) the sanction imposed under Rule 16(c) will not be effective unless and until it is confirmed in accordance with Rule 22(a);
 - (b) the Director of Administration will notify the Board of the Member's Appeal; and
 - (c) the Board will convene a Meeting of the Appeals Committee to be held not more than 28 days after the date on which the Director of Administration received the notice under Rule 17(b).
- 19. The Board may appoint any 3 Members who meet the criteria set out in clause 20 to constitute the Appeals Committee.
- 20. A person qualifies to be part of the Appeals Committee if they meet all of the following criteria:
 - (a) is not a current Board Member;
 - (b) is not the Member being sanctioned nor a person who has provided any of the Information;
 - (c) is not related to the Member being sanctioned nor to a person who has provided any of the Information; and
 - (d) the appointment of whom would not give rise to an accusation of bias or compromise of natural justice.
- 21. At the Appeals Committee Meeting convened under Rule18(c):
 - (a) the Board may provide details of the grounds for the Board's resolution and the reasons for the passing of the Board's resolution, and these details will be tabled at the Appeals Committee Meeting;
 - (b) the Member will be given an opportunity to be heard, and/or may submit a written statement to the Appeals Committee prior to the Appeals Committee Meeting; and
 - (c) the Appeals Committee will consider all material before it.

22. If the Appeals Committee:
 - (a) votes by simple majority in favour of the confirmation of the Board's resolution, the Board's resolution is confirmed; and
 - (b) in any other case, the Board's resolution is revoked.
23. If the Appeals Committee revokes the Board's resolution, the Appeals Committee may by simple majority determine that, based only on the information before it, 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 a different sanction in place of the sanction determined by the Board.
24. Throughout the disciplinary procedure in this Part E the Board and the Appeals Committee will observe the principles of natural justice and afford procedural fairness to the Member.

Part F Mediation

25. The grievance procedure set out in this Part applies to disputes under these Rules between:
 - (a) a Member and another Member; or
 - (b) a Member and the Club.
26. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 4 days after the dispute comes to the attention of all of the parties.
27. 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 10 days, hold a Meeting in the presence of a mediator.
 - (a) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) in the case of a dispute between a Member and another Member, a person appointed by the Board; or
 - (B) in the case of a dispute between a Member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
28. A Member can be a mediator.
29. The mediator cannot be a person who is a party to the dispute.
30. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
31. The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties in the dispute throughout the mediation process.
32. The mediator must not determine the dispute.
33. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute at law.

Part G Bowls Victoria Member Protection Policy

34. For such time as there is a Bowls Victoria Member Protection Policy, this Club will comply with the Bowls Victoria Member Protection Policy, and the Club and Members may utilise the processes available under the Bowls Victoria Member Protection Policy as an alternative to the processes set out in Part E or Part F.
35. If processes have been initiated under Part E or Part F, then the processes under Bowls Victoria Member Protection Policy are unavailable and cannot be initiated.
36. If processes are initiated under Bowls Victoria Member Protection Policy and are determined to be outside the scope of the Bowls Victoria Member Protection Policy, then the processes under Part E or Part F may be utilised.
37. These Rules, and in particular Part E and Part F, will be implemented in such a way as to achieve the objectives of the Bowls Victoria Member Protection Policy.

Part H General Meetings

38. ANNUAL GENERAL MEETINGS

- 38.1 The Club will, in each calendar year, convene an Annual General Meeting of its Members.
- 38.2 The Annual General Meeting will be held on a day determined by the Board within five months of the end of the Club's financial year.
- 38.3 The Annual General Meeting will be specified as such in the notice convening it.
- 38.4 The ordinary business for the Annual General Meeting will be:
- (a) confirmation of the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - (b) to receive from the Board, the Board's annual reports on the transactions of the Club during the preceding financial year;
 - (c) appointment of scrutineers for any election if required;
 - (d) election of the Board Members;
 - (e) to receive and consider the statement of accounts submitted by the Club in

accordance with the Act;

- (f) nomination and election of the auditor;
- (g) election of the Members of the Greens & Surrounds Committee and the Bingo Committee;
- (h) if determined by the Board, election of a Club Communications Officer; and
- (i) consider any recommendation for, and approve the payment of, honoraria by the Club to any Board Members.

38.5 The Annual General Meeting may transact special business of which notice is given in accordance with these Rules and the Act.

38.6 The Annual General Meeting will be in addition to any other General Meeting that may be held in the same year.

39. SPECIAL GENERAL MEETINGS

39.1 All General Meetings other than the Annual General Meeting will be Special General Meetings and can only be called in accordance with these Rules and the Act.

39.2 The Board may, whenever it thinks fit, convene a Special General Meeting and, where, but for this Rule 39.2 more than 15 months would lapse between Annual General Meetings, will convene a Special General Meeting before the expiration of that period.

39.3 The Board will, on the requisition in writing of not less than 75 Voting Members, convene a Special General Meeting to be held not more than 2 months after the date the Board receives the requisition.

39.4 The requisition for a Special General Meeting will state the objects of the meeting and will be signed by the Members making the requisition and be delivered to the Director of Administration and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

39.5 If the Board does not cause a Special General Meeting to be held within 6 weeks after the date on which the requisition is received by the Board, a majority of the Members making the requisition may convene a Special General Meeting to be held not later than 3 months after the date that the requisition is received by the Board.

39.6 A Special General Meeting convened by Members in pursuance of these Rules will be convened in the same manner, as nearly as possible, as General Meetings that are convened by the Board, and all reasonable expenses incurred in convening the meeting will be refunded by the Club to the persons incurring the expenses.

40. NOTICES OF GENERAL MEETINGS

40.1 In the case of Annual General Meetings, the Director of Administration must provide a preliminary notice in accordance with this Rule 40.1. The preliminary notice is in addition to the notice referred to in 40.2.

- (a) The Director of Administration will at least 35 days prior to the date fixed for the Annual General Meeting in each year issue a preliminary notice advising Members of:
 - (i) the place, date and time of the Annual General Meeting;
 - (ii) the Board Positions that are subject to election at the Annual General Meeting;

- (iii) how to nominate for election as a Board Member including lodging nominations 9 days before the Annual General Meeting; and
 - (iv) the requirement to lodge notice of special business with the Director of Administration at least 30 days prior to the date fixed for the Annual General Meeting.
 - (b) The preliminary notice referred to in this Rule 40.1 will be by way of newsletter or notice posted on the notice board at the Club's premises or such other reasonable manner as the Board determines.
- 40.2 In the case of both Annual General Meetings and Special General Meetings, the Director of Administration will, at least 21 days before the date fixed for holding a General Meeting, deliver to each Affiliated Member and Life Member a notice that:
- (a) sets out the date, time and place of the General Meeting;
 - (b) states the general nature of the General Meeting business;
 - (c) if a Special Resolution is to be proposed at the General Meeting, sets out an intention to propose the Special Resolution and states the resolution;
 - (d) contains a statement setting the provisions in Rule 42 for the appointment of a proxy.
- 40.3 A Member desiring to bring any business before a General Meeting will give written notice of that business to the Director of Administration who will include that business in the notice calling the next General Meeting that is not less than 30 days after the receipt of the notice.
- 40.4 Where a General Meeting is adjourned for more than 14 days, a notice of the adjourned meeting will be given under Rule 40.2.
- 40.5 Except as provided in Rule 40.4, it is not necessary to give notice of an adjournment of a General Meeting, or of the business to be transacted at an adjourned General Meeting.

41. PROCEEDINGS AT GENERAL MEETINGS

- 41.1 No business other than that set out in the notice convening the General Meeting will be transacted at the General Meeting.
- 41.2 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, will be special business.
- 41.3 No item of business will be transacted at a General Meeting unless a quorum of Voting Members under Rule 41.4 is present during the time when the meeting is considering that item.
- 41.4 Fifty Voting Members present in person or by proxy constitute a quorum for the transaction of the business of the General Meeting.
- 41.5 A Voting Member is personally present at a General Meeting if the Voting Member is linked into the General Meeting by way of teleconference or other technology which enables all General Meeting participants to communicate clearly and simultaneously with each other.
- 41.6 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, will be dissolved and in any other case will stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the

adjournment or by written notice to Members given before the day to which the General Meeting is adjourned) at the same place and if at the adjourned General Meeting the quorum is not present within half an hour after the time appointed for the commencement of the General Meeting:

- (a) in the case of an Annual General Meeting, the Voting Members present will be a quorum; and
- (b) in the case of a Special General Meeting the meeting will be abandoned.

41.7 If the Board Director is absent from a General Meeting, the Board Members present will elect one of them to preside as chairperson at the meeting.

41.8 The chairperson of a General Meeting at which a quorum is present may, with the consent of the General Meeting, adjourn the General Meeting from time to time and place to place, but no business will be transacted at an adjourned General Meeting other than the business left unfinished at the General Meeting at which the adjournment took place.

41.9 Unless before or on the declaration of the show of hands a poll is demanded, a question arising at a General Meeting will be determined on a show of hands and:

- (a) a declaration by the chairperson; and
- (b) an entry in the minute book of the Club -

is evidence of the fact that a resolution has, on a show of hands, been:

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

without proof of the number or proportion of the votes recorded in favour of or against that resolution.

41.10 Upon any question arising at a General Meeting, a Voting Member (including the chairperson) has one vote only.

41.11 In the case of an equality of votes on a question, the resolution is lost (the chairperson does not have a casting vote).

41.12 If at a General Meeting a poll on any question is demanded by not less than 3 Voting Members, it will be taken at that General Meeting in such manner as the chairperson may direct and the resolution of the poll will be deemed to be a resolution of the General Meeting on that question.

41.13 A poll that is demanded on the election of a chairperson or on a question of an adjournment will be taken forthwith and a poll that is demanded on any other question will be taken at such time before the close of the General Meeting as the chairperson may direct.

42. PROXIES

42.1 Subject to Rule 42.2, a Voting Member who is unable to attend a General Meeting (**the Appointee Member**) may apply to appoint the chairperson of the General Meeting (**the Proxy**) to act as the proxy for the Appointee Member.

42.2 An application for appointment of a proxy will be in writing on a form approved by the Board

and will:

- (a) include reasons why the Appointee Member is unable to attend the General Meeting;
- (b) be delivered to the Director of Administration no later than the time for commencement of the General Meeting for which the application to appoint a proxy applies; and
- (c) direct the proxy how the Appointee Member's vote is to be cast, ie either for or against a resolution or, in the case of an election, for particular candidates.

42.3 If the Board reasonably considers that the reasons provided for the Appointee Member's non-attendance at the General Meeting do not justify the Appointee Member's non-attendance, (eg if the Appointee Member is available and capable of attendance) then the Board may reject the application for appointment of the Proxy.

42.4 All votes will be given personally or by proxy.

43. MINUTES

The Director of Administration will keep minutes of the proceedings of all General Meetings.

Part I The Board of Management & Board's Powers & Terms

44. The affairs of the Club will be managed by the Board.

45. The Board will consist of:

- (a) the Board Director;
- (b) Deputy Board Director;
- (c) the Director of Administration;
- (d) the Director of Finance;
- (e) Deputy Director of Administration;
- (f) Deputy Director of Finance; and
- (g) Liaison Officer.

46. The Board:

- (a) will control and manage the business and affairs of the Club;
- (b) may, subject to these Rules and the Act, exercise all 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;
- (c) subject to these Rules and the Act, has 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;
- (d) without limiting the foregoing, will be entitled to make Regulations (including Guidelines and Policies) for the management of the Club and the conduct of Members and Members' guests; and
- (e) may recommend to pay any Board Member an Honorarium.

47. The Board shall not without prior approval of the Members in a General Meeting negotiate or enter into a loan, issue debentures, give any security over the property of the Club, sell, purchase or lease any real estate, lease any land or buildings belonging to the Club; or take any measure that will extend the liabilities of the Club beyond the assets and estimated revenue of the Club.
48. Each Board Member will be elected for a term of 3 years and a Board Member's term will expire at the conclusion of the third Annual General Meeting after the Board Member's election.
49. Board Members are eligible for re-election.
50. Board Members are ineligible to hold a position on the Bowls Committee or any Bowls Sub-Committee.
51. If a Member of the Bowls Committee is elected to the Board, that Member will be deemed to have immediately resigned their position on the Bowls Committee.

Part J Nomination and Election of Board Members

52. Only Voting Members are eligible to be nominated for election as Board Members.
53. Nominations of candidates for election as Board Members:
 - (a) will be in writing, signed by two Voting Members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
 - (b) will state which Board position the candidate is nominated for;
 - (c) for such time as the Club holds a liquor and/or gaming licence, and if the candidate is not already approved as an associated individual of the Club, will be accompanied by completed forms 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; and
 - (d) will be delivered together with the forms required in 53(c) to the Director of Administration not less than 8 days prior to the Annual General Meeting.
54. If the Director of Administration finds that any nomination contains an anomaly or is not accompanied by the form/s required by the Rule 53(c) the Director of Administration will notify the relevant candidate of the anomaly and, where it is practicable to do so, will give the candidate the opportunity of remedying the anomaly within a reasonable period, notwithstanding that the date for submission of nominations may have already passed.
55. Notwithstanding Rules 53(c) and 54, the non-completion and delivery of the forms required by Rule 53(c) does not invalidate a nomination if the forms required under Rule 53(c) are substantially completed (in the reasonable opinion of the Director of Administration) by the date of the Annual General Meeting.
56. Candidates may be nominated for more than one Board position, and serving Board Members may nominate for Board positions other than those they are currently serving.

57. If only 1 nomination for each vacant Board position is received 8 days before the Annual General Meeting, the persons nominated will be deemed to be elected.
58. If more than 1 nomination for any Board position are received 8 days before the Annual General Meeting,
- (a) a ballot for that position will be held at the Annual General Meeting in such reasonable manner as the chairperson determines;
 - (b) the ballot will be conducted, and the outcome declared, for each Board Position in the order that the Board Positions are listed in Rule 45;
 - (c) if a candidate is elected to a Board Position, and has been nominated for more than one Board Position, that candidate will be withdrawn from the subsequent elections for Board Positions and any votes in favour of that candidate will not be counted in the subsequent elections.

For the avoidance of doubt, if 1 or more nomination for any Board position is received 8 days before the Annual General Meeting, there will be no call for further nominations for that Board position at the Annual General Meeting.

59. If no nominations for a vacant Board position are received 8 days prior to the Annual General Meeting:
- (a) the chairperson may call for nominations at the Annual General Meeting;
 - (b) If nominations are called for at the Annual General Meeting, the chairperson will call for nominations in the order that the Board Positions are listed in Rule 45;
 - (c) if more than one nomination is received at the Annual General Meeting for any one Board Position, a ballot will be held at the Annual General Meeting in such reasonable manner as the chairperson determines; and
 - (d) the chairperson will conduct the ballot and declare the outcome of the ballot for each Board Position prior to calling for nominations for the next Board Position.
60. If a currently serving Board Member is elected to another Board Position:
- (a) the Board Member's current Board Position will become vacant; and
 - (b) the chairperson will determine whether the vacant Board Position:
 - (i) will be filled by election at the Annual General Meeting in accordance with Rule 59; or
 - (ii) will be a causal vacancy to be filled or not in accordance with Rule Part K.
61. A Board Member who is elected to the Board under Rule 60(b)(i) will hold the Board Position for the balance of the term of the vacating Board Member.

Part K Casual Vacancies & Removal of Board Members

62. The position of a Board Member becomes vacant if the Board Member:
- (a) ceases to be a member;
 - (b) becomes an insolvent under administration within the meaning of the Commonwealth

Bankruptcy Legislation;

- (c) resigns by notice in writing given to the Director of Administration;
- (d) is convicted of an offence under the Liquor Act or the Gaming Act;
- (e) subject to Rule 63 fails to declare any direct or indirect interest in any contract or proposed contract with the Club as soon as practicable after the Board Member becomes aware of the interest, or votes on such a contract at a Board Meeting or General Meeting;
- (f) is removed from the Board in accordance with Rule 65 by the Members at a General Meeting and the Members do not appoint a replacement Board Member at that General Meeting;
- (g) vacates the position by virtue of expiration of their term or by election to another Board Position and the position is not filled at an election or subsequent ballot at the Annual General Meeting held in accordance with these Rules;
- (h) subject to Rule 64 during any time that the Club holds a gaming venue operator's licence or a liquor licence:
 - (i) within three months of the Board Member's election or appointment, fails to be approved by the VCGLR 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 a liquor licence; or
 - (ii) at any time during their term becomes ineligible to be a person associated with any organisation that holds a gaming venue operator's licence or a liquor licence.

63. Notwithstanding Rule 62(e), a Board Member who has a material personal interest in a matter that relates to the affairs of the Club (the “**interested Board Member**”) does not vacate their position if the other Board Members (who are not the interested Board Member) pass a resolution that the position of the interested Board Member should not be vacated.
64. Notwithstanding Rule 62(h), a Board Member who has not been approved by the VCGLR within 3 months of being elected (the “**relevant Board Member**”) does not vacate their position if the other Board Members who have been approved by the VCGLR pass a resolution that the relevant Board Member be given longer time to be approved PROVIDED ALWAYS that the relevant Board Member refrains from participation in business relating to gaming if they are not approved by the VCGLR as associated individual for the purposes of the Club’s Venue Operator’s Licence.
65. The Voting Members in General Meeting may, by resolution, remove any Board Member before the expiration of their term and may or may not appoint another Member in their stead to the Board for the duration of the term of the removed Board Member.
66. Where the Board Member, against whom a proposed resolution referred to in Rule 65 is made, makes representations in writing to the Director of Administration or Board Director (not exceeding a reasonable length) and requests that they be provided to the Members, the Director of Administration or the Board Director may send a copy of the representations to each Member or, if they are not so sent, the Board Member may require that they be read out at the General Meeting.
67. Filling a casual vacancy:
- 67.1 In the event of a casual vacancy on the Board, the Board may appoint:
- (a) one of the serving Board Members to the vacant position and the Board Member so appointed will continue in that position for the duration of the vacating Board Member’s term and there will be a casual vacancy created in the Board Position of the appointee which may be filled in accordance with this Rule 67; or
 - (b) a Voting Member to fill the vacancy and the Member so appointed will be a Board Member in that position for the duration of the vacating Board Member’s term.
- 67.2 If the Member appointed under Rule 67.1 is a serving member of the Bowls Committee, that Member will be deemed to have resigned their position on the Bowls Committee immediately on acceptance by the Member of the Board position.

Part L Proceedings of the Board

68. The Board will meet at such intervals, places and times as the Board may determine and the Board will regulate its meetings.
69. A Board Member may attend a Board Meeting by any reasonable means such as telephone, Skype etc.
70. Board Meetings may be convened by the Board Director or by any 3 Board Members.

71. Unless a majority of Board Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than two days written notice of Board meetings will be given to each Board Member in a reasonable fashion and will specify the general nature of the business to be transacted.
72. Any 4 Board Members will constitute a quorum for the transaction of the business of a Board Meeting.
73. No business will be transacted unless a quorum is present and if, within half an hour of the time appointed for the Board Meeting, a quorum is not present, the meeting will stand adjourned to the same place and at the same hour of the same day in the following week or a date, time and place as the Board Members present determine and notify to the absent Board Members.
74. At Board Meetings:
 - (a) the Board Director or, in the Board Director's absence, the Deputy Board Director will preside as chairperson; or
 - (b) if the Board Director and the Deputy Board Director are absent, the Board Members present will choose one of them to preside as chairperson.
75. Questions arising at a Board Meeting or of any sub-Committee appointed by the Board will be determined on a show of hands or, if demanded by a Board Member, by a poll taken in a manner as the chairperson may determine.
76. Each Board Member present at a Board Meeting or of any sub-Committee appointed by the Board (including the chairperson) is entitled to one vote and, in the event of any equality of votes on any question, the resolution is not passed and the chairperson does not have a second or casting vote.
77. Subject to the requirement to have a quorum, the Board may act notwithstanding any vacancy on the Board and if the number of Board Members falls below 4, the remaining Board Members may act to restore the number of Board Members to 4.
78. The Director of Administration will keep minutes of all Board Meetings.

Part M – Director of Administration, Nominee, Director of Finance & Manager

79. The Board may engage a Manager on terms and conditions that the Board considers appropriate to conduct the hospitality (including gaming) operations at the Club's premises under the direction of the Board, and the Manager is to act diligently, honestly and faithfully in the best interests of the Club and carry out all reasonable and legal directions of the Board.
80. The Director of Administration will be the Secretary for the purposes of the Act, and if there is no Director of Administration, the Deputy Director of Administration will perform the duties assigned to the Director of Administration by these Rules and the Secretary under the Act and if there is no Director of Administration or Deputy Director of Administration the Board will appoint a Board Member to perform the duties assigned to the Director of

Administration by these Rules and the Secretary under the Act, and in particular the Director of Administration will:

- (a) maintain the Members' Register;
- (b) keep minutes of the proceedings of all Board Meetings, General Meetings and Appeals Meetings; and
- (c) receive and respond to correspondence to and from the Club.

81. The Director of Finance will:

- (a) keep correct accounts and books showing the financial affairs of the Club and the particulars usually shown in books of accounts and in particular all 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
- (b) prepare and lodge with the relevant authorities all financial statements returns, statements and forms in accordance with any relevant legislation.

82. Unless the Board has resolved otherwise (for example has appointed the Manager as the liquor and gaming nominee) it will appoint a Board Member to be:

- (a) the Club's nominee for the purposes of the Liquor Act; and/or
- (b) the Club's nominee for the purposes of the Gaming Act.

83. The same Board Member may be appointed under Rules 80, 82(a) and/or 82(b).

Part N Sub-Committees

84. The Board may appoint any Sub-Committees consisting of Members or other persons and may delegate to the Sub-Committees such of the powers or duties of the Board as the Board may determine.

85. The business of Sub-Committees will be conducted in accordance with the direction of the Board and Sub-Committees will conform to any Regulations.

86. All Sub-Committees will report to the Board and decisions of a Sub-Committee will be subject to confirmation by the Board except where the Sub-Committee has been given express power to act by the Board.

87. Board Members may attend any Sub-Committee meeting as observers.

Part O Bowls Committee

88. There will be a Bowls Committee that consists of:

- (a) Bowls President;
- (b) Bowls Vice President
- (c) Bowls Secretary;

- (d) Assistant Bowls Secretary;
 - (e) Bowls Treasurer;
 - (f) Assistant Treasurer; and
 - (g) no more than 5 other Bowls Committee Members.
89. Bowls Committee Members will be elected by the Voting Members.
90. The election for Bowls Committee Members will be conducted in such reasonable manner as set out by the Board in the Regulations.
91. Only Voting Members who are not serving Board Members will be eligible to be nominated for election to and to serve on the Bowls Committee.
92. The Bowls Committee will be governed by its own Rules, which Rules:
- (a) may provide for circumstances under which the Bowls President can be a member of a Bowls Selection Sub-Committee; and in no other case will the Bowls President be a member of a Bowls Selection Sub-Committee.
 - (b) will not be contrary to these Rules and will require the approval of the Board.
93. The operations of the Bowls Committee will be subject to the direction of the Board, and in particular all financial dealings of the Bowls Committee will be subject to direction of the Board, including the collection and expenditure of funds and the conduct of bank accounts.
94. The Bowls Committee will report to the Board and decisions of the Bowls Committee will be subject to confirmation by the Board except when the Bowls Committee has been given express power to act by the Board.
95. The Board may appoint any Board Members to attend any Bowls Committee Meeting as observers.

Part P Greens & Surrounds Committee

96. There will be a Greens and Surrounds Committee consisting of 5 Voting Members elected at the Annual General Meeting in such reasonable manner as the chairperson of the Annual General Meeting directs.
97. The Greens and Surrounds Committee elected at the Annual General Meeting will elect its own chairperson to be known as the “Greens and Surrounds Director”.
98. The Greens and Surrounds Committee will:
- (a) operate as a Sub-Committee of the Board;
 - (b) regulate its own procedures, subject to any Regulations;
 - (c) have the rights and obligations assigned to it by the Board in the Regulations; and
 - (d) report monthly to the Board on its operations.

99. The Board may appoint any Board Members to attend any Bowls Committee Meeting as observers.

Part Q Bingo Committee

100. For such time as the Club is authorised to conduct Bingo, there will be a Bingo Committee consisting of 5 Voting Members elected at the Annual General Meeting in such reasonable manner as the chairperson of the Annual General Meeting directs.
101. The Bingo Committee elected at the Annual General Meeting, will elect its own chairperson.
102. The Bingo Committee will:
- (a) operate as a Sub-Committee of the Board;
 - (b) regulate its own procedures, subject to any Regulations;
 - (c) control and conduct of the Club's operation of Bingo and do all things reasonably required for the legal and successful operation of Bingo by the Club;
 - (d) keep accurate books of account for the Club's operation of Bingo;
 - (e) prepare accurate returns for lodgement with the VCGLR regarding the Club's operation of Bingo;
 - (f) have the rights and obligations assigned to it by the Board in the Regulations; and
 - (g) report monthly to the Board on its operations; and
 - (h) present the Bingo books of accounts and copies of VCGLR returns to the Director of Finance in a timely manner on request.
103. The Board may appoint any Board Members to attend any Bingo Committee Meeting as observers.

Part R Bowls Sub-Committees

104. The Bowls Committee may establish Bowls Sub-Committees consisting of Members or other persons and the Bowls Committee may delegate to the Bowls Sub-Committees such of the powers or duties of the Bowls Committee as the Bowls Committee may determine.
105. The business of Bowls Sub-Committees will be conducted in accordance with the direction of the Bowls Committee and Bowls Sub-Committees will conform to any Regulations.
106. All Bowls Sub-Committees will report to the Bowls Committee and decisions of a Bowls Sub-Committee will be subject to confirmation by the Bowls Committee except where the Bowls Sub-Committee has been given express power to act by the Bowls Committee.
107. The Members of the Bowls Committee may attend at any meeting of a Bowls Sub-Committee as an observer.

Part S Liquor & Gaming provisions

108. This Part S operates whilst the Club is a holder of a Venue Operator's Licence under the Gaming Act and/or a Liquor Licence under the Liquor Act.
109. No payment or part payment will be made to any Manager, Board Member or servant of the Club by way of commission or allowance from or upon the receipts by the Club for sale and disposal of liquor or gaming.
110. Visitors to the Club's premises must not be supplied with liquor on the Club's premises unless the visitor is:
- (a) a guest in the company of a Member;
 - (b) an authorised gaming visitor admitted in accordance with these Rules; or
 - (c) otherwise authorised to be supplied liquor under the Liquor Act.
111. The Club will keep a record of visitors admitted to the Club's premises.
112. A person will not:
- (a) be admitted as a temporary member; or
 - (b) be exempt from the obligation to pay the annual subscription -
- unless the person is of a class specified in these Rules and the admission or exemption is in accordance with these Rules.
113. No liquor will be sold or supplied to any person except in accordance with the provisions of the Liquor Act.
114. Any authorised gaming visitor must:
- (a) produce evidence of their residential address before being admitted to the Club's licensed premises;
 - (b) carry identification at all times whilst on the Club's licensed premises; and
 - (c) comply with any relevant Rules of the Club whilst on the Club's licensed premises.

Part T Funds & Signatures

115. The funds of the Club will be derived from fees, subscriptions, donations, licensed hospitality, gaming and sporting operations, charges and other such sources as the Board determines.
116. All funds will be banked to the credit of the Club in bank accounts nominated by the Board.
117. Withdrawals from the Club's bank accounts will require the authorisation of any two of the following:
- (a) Board Director;
 - (b) Deputy Board Director;
 - (c) Director of Finance;

- (d) Deputy Director of Finance; and
- (e) any other Board Member nominated by the Board as a signatory.

118. The execution of any instrument or document will be by the authority of the Board and will be executed on behalf of the Club by two of the persons listed in Rule 117 unless otherwise determined by the Board.

Part U Custody & Inspection of Records

119. Except as otherwise provided in these Rules, the Director of Administration will keep in their custody or under their control, all books, documents and securities of the Club.

120. Members may on written request to the Board inspect free of charge and, for a reasonable fee, make a copy of:

- (a) the Register;
- (b) the minutes of General Meetings; and
- (c) subject to Rule 122, the financial records, books, securities and minutes of Board meetings.

121. The Board must on request make copies of these Rules available to Members and applicants for membership free of charge.

122. The Board may refuse to permit a Member to inspect and/or to copy 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 or not related to the good conduct of the Club.

Part V Profits, Distributions & Winding up

123. The assets and the income of the Club will be applied solely for the furtherance of the Club's objects and no portion of the assets or income of the Club will be distributed, paid or applied directly or indirectly for the benefit of one or more Members except as bona fide compensation for services rendered, goods supplied or expenses incurred for and on behalf of the Club or by way of honorarium approved by the Board.

124. If the Club is wound up or its incorporation is cancelled, the assets of the Club, after the satisfaction of all debts and liabilities, must be disposed of, subject to the provisions of the Act and the Tax Acts by transfer to another sporting or games club that has similar objects provided that such club does not permit the distribution of its property or income to its members.

125. If the Club is wound up or its incorporation is cancelled, there will be no distribution of income or assets to the Members or former members of the Club.

Part W General

126. AMENDMENT OF THESE RULES

These Rules will not be altered except in accordance with the Act and the provisions of the Liquor Act and Gaming Act.

127. SERVICE OF NOTICES

127.1 Unless otherwise provided in these Rules:

- (a) a notice may be given by the Club to any Member at the address as notified to the Director of Administration in writing from time to time by:
 - (i) hand delivery;
 - (ii) post;
 - (iii) facsimile; or
 - (iv) electronic transfer (e.g. email); and
- (b) a notice may be given by a Member to the Club by addressing it to the Director of Administration at the Club's address and delivering it by:
 - (i) hand delivery;
 - (ii) post;
 - (iii) facsimile; or
 - (iv) electronic transfer (e.g. email).

127.2 Where a notice is sent by post, service of the notice will be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and in the case of a notice of meeting, will be deemed to be given on the day after the day of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.

127.3 Where a notice is sent by facsimile or electronic transfer, service of the notice will be deemed to be effected on the day it is sent unless intimation is received by the sender that the notice has not been received, (or not received in a readable form) whether that intimation comes from the sender, recipient or from the operation of facsimile machinery, computers or otherwise.

128. INDEMNITY

128.1 No Board Member, Officer or Member will be liable to the Club for any loss or expense not applicable to their own dishonesty or to the wilful commission by them of an act known by them to be a breach of trust or breach of duty.

128.2 To the full extent allowed by the law, the Board Members, and Members and any person acting officially for the Club (in this Rule referred to as "Indemnified Persons") will be indemnified by the Club from and against any liability, loss or damage caused to or incurred by the Indemnified Person (including in defending any proceedings, whether civil or criminal) by reason of the bona fide exercise by any or all of the Indemnified Persons of the duties, powers or privileges conferred or imposed on them by these Rules or any amendment thereof.

128.3 The Club will maintain insurance cover that complies with all prudent commercial standards and which covers all Board Members and persons acting officially for the Club.

129. TRANSITION

129.1 Members who are Members at the time of adoption of these Rules will be Members in the Membership Category that the Board determines most closely reflects their Membership at the time immediately prior to the adoption of these Rules.

129.2 The Board Members who are Board Members at the conclusion of the Annual General Meeting in 2017 will hold the same Board positions as they held at the conclusion of that Annual General Meeting, and they will hold those positions until the conclusion of the Annual General Meetings in the years set out in the following Rules 129.3, 129.4, 129.5 , unless their terms are terminated earlier in accordance with these Rules.

129.3 At the conclusion of the Annual General Meeting in 2018 the following Board Members' terms will expire and elections will be held in accordance with these Rules for those positions:

- Director of Finance
- Liaison Officer

129.4 At the conclusion of the Annual General Meeting in 2019 the following Board Members' terms will expire and elections will be held in accordance with these Rules for those positions:

- Board Director
- Deputy Finance Director
- Deputy Administration Director

129.5 At the conclusion of the Annual General Meeting in 2020 the following Board Members' terms will expire and elections will be held in accordance with these Rules for those positions:

- Director of Administration
- Deputy Board Director

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