



A.C.N. 056 460 505

Working for the community with pride!

Rules of the Horsham Sports & Community Club Ltd

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1. NAME

The name of the Club is Horsham Sports & Community Club Limited (**the Club**).

2. OBJECTS

The Objects for which the Club is established are:

- (a) purposes beneficial to the Community and community service including the development, promotion, advancement, assistance and encouragement of sport, health and community based bodies in the Wimmera District or such other places as may be determined from time to time; and
- (b) to undertake and/or to do all things or activities as are necessary, incidental or conducive to the advancement of these objects including providing services and facilities to Members and engaging in income generating activities.

3. LIABILITY OF MEMBERS

Members will not be required to contribute any funds to the Club's property on a winding up of the Club in excess of the amount payable by Members pursuant to Rule 42.4.

4. DISTRIBUTION OF PROFITS, COMMISSIONS, ALLOWANCES AND REMUNERATION

4.1 All profits, other income and property of the Club must be applied solely in promoting the Club and its Objects (including being invested for the Club's benefit) and no dividend, gift, division or bonus in money or other equivalent by way of profit or otherwise may be paid or made by the Club to or amongst any of the Members except for:-

- (a) the payment in good faith of remuneration and out of pocket expenses of any officers or servants of the Club;
- (b) payment to any Member in return for any services actually rendered to the Club or for goods supplied in the ordinary and usual course of business;
- (c) the payment of reasonable interest on money borrowed from any Member; or
- (d) honoraria as approved under Rule 4.3

4.2 Without limiting Rule 4.1, no Director, Member, employee or agent of the Club may receive any payment of any amount by way of commission or allowance from the Club's receipts for the supply of liquor.

4.3 Notwithstanding Rule 4.1, the Members in General Meeting may grant an honorarium to a Director as the Members deem appropriate.

5. POWERS

The Club may, in any manner permitted by the Act, exercise any power, take any action or engage in any conduct or procedure which, under the Act, a company limited by guarantee may exercise, take or engage in, subject to these Rules.

6. DEFINITIONS

6.1 In these Rules unless the contrary is indicated by the context:

The term ***means***

Act	the <i>Corporations Act 2001</i> (Cth).
Annual General Meeting	the annual meeting of Members convened under Rule 32.
Approved Candidate	a nominee for election to the Board who has been approved by the Board as meeting the Election Criteria.
Approval Forms	pdf versions of the on-line application forms for VGCCC approval as an associated individual of the Club.
Approved Associated Individual	a person who is approved by the VGCCC (or any other statutory body which is required to approve individuals to be associated with an entity that holds a venue operator's licence &/or a liquor licence) as an approved associated individual of the Club.
Board	the Board of management of the Club as set out in Rule 17.1, comprising the officer bearers and ordinary Directors.
By-Law	a directive of the Board made under Rule 17.4(a).
Community-Based Group	a not-for-profit association (either incorporated or not) that operates in a defined area in the Wimmera eg the Minyip CFA is a community-based group, and the CFA and the CFA District 17 and the CFA as constituted under the <i>Country Fire Authority Act 1958</i> are not community-based groups, but instead are community organisations.
Community Organisation	a not-for-profit association (either incorporated or not) that operates over a broad area and has branches or affiliated groups in smaller defined areas eg Feemasons is a Community Organisation and Wimmera Lodge 70 Horsham is a community-based group.
Director	a Member of the Board including Office Bearers and ordinary Directors.
Election Criteria	the criteria adopted by the Board as the criteria required for election to the Board and must include: <ul style="list-style-type: none"> (a) commitment to the advancement of the Objects set out in Rule 2; (b) commitment to compliance with these Rules; and (c) possession of a skill-set required to provide the then current Board with the skills necessary for proper management of the Club.

Fee	any amount of money which must be paid to the Club by a Member which is not an annual subscription.
Financial year	the year commencing 1 July to 30 June.
Gaming Licence	a licence or permit granted under <i>Gambling Regulation Act 2003 (Vic)</i> .
General meeting	both a Special General Meeting convened in accordance with Rule 33 and the Annual General Meeting.
Liquor Accord	Horsham Community Liquor Licensing Accord and any successor or replacement thereto.
Liquor Licence	licence or permit granted under the <i>Liquor Control Reform Act 1998</i> .
Member	a member of the Club.
Objects	the objects for which the Club was established as set out in Rule 2.
Ordinary Directors	Members of the Board who are not Office Bearers and who are Directors for the purposes of the Act.
Office Bearers	those Members of the Board who hold the positions set out in Rule 17.2 and who are Directors for the purposes of the Act.
Rule	a clause in this document.
Rules	this document which is the Club's constitution.
Secretary	the person described as the secretary for the purpose of the Act under Rule 30
Special General Meeting	a meeting of the Members that is convened under Rule 33 and is not the Annual General Meeting.
Voting Members	Honorary Life Members and HSCC Members whose annual subscriptions are not overdue.

7. INTERPRETATION OF RULES

7.1 In these Rules:

- (a) words of the singular will where the context so admits imply the plural and vice versa;
- (b) 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;
- (c) the headings are used for convenience only and do not affect the interpretation of

these Rules;

- (d) wherever "include" or any form of that word is used, it must be construed as if it were followed by "(without being limited to)";
- (e) 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;
- (f) a reference to a thing includes a part of that thing; and
- (g) 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.

7.2 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.

7.3 If any dispute occurs as to the interpretation of any of the Rules (including the Objects) such dispute must be referred to the Board whose decision will be binding on all Members unless and until such decision is reversed or altered by a special resolution of the Members or a court of law.

8. MEMBERS

8.1 The Members are:

- (a) every person who at the adoption of these Rules is a Member; and
- (b) every person who on or after the adoption of these Rules becomes a Member.

8.2 No person will become an honorary member of the Club or be exempted from the obligation to pay the regular subscription for Membership of the Club except those possessing the qualifications defined in these Rules and the admission or exemption is in accordance with these Rules.

8.3 Where, as a consequence of adoption of these Rules, there is no category of Membership which corresponds exactly to a particular Member's category of Membership immediately prior to the adoption of these Rules, the Board must allocate that Member to a category of Membership under these Rules which corresponds most closely to the category of Membership enjoyed by that Member, immediately prior to the adoption of these Rules.

8.4 All Members are entitled to:

- (a) use the Club's facilities in accordance with these Rules and the By-Laws; and
- (b) introduce visitors to the Club's facilities in accordance with Rule 38.

8.5 Only Voting Members are entitled to:

- (a) nominate for election to the Board;
- (b) be elected or appointed to the Board; and
- (c) vote at General Meetings.

9. CATEGORIES OF MEMBERSHIP

9.1 HSCC Members

Any person over the age of 18 years may apply to become a HSCC Member.

9.2 Honorary Life Members

- (a) The Board may resolve to recommend any Member who has been a HSCC Member for at least 5 years and has rendered outstanding service to the Club for Honorary Life Membership.
- (b) The Board's recommendation must be put to the Members at a General Meeting following the date that the Board made the resolution, and if majority of 75% of Members present and voting at the General Meeting approves the recommendation, the Member will be elected as an Honorary Life Member.
- (c) Honorary Life Members are not required to pay annual subscriptions.
- (d) Honorary Life Members have all the rights of HSCC Members.

9.3 Corporate Members

- (a) Any organisation which carries on business may apply for Corporate Membership.
- (b) The application for Corporate Membership must be in accordance with Rule 10 and must include the names and addresses of the Corporate Member's nominees.
- (c) The Corporate Member's nominees must be officers or employees of the Corporate Member and be over the age of 18 years.
- (d) The Corporate Member's nominee/s must be approved by the Board.
- (e) The Secretary must keep appropriate records of the names and addresses of the nominees of all Corporate Members.
- (f) Neither Corporate Members nor their nominees are Voting Members and may not stand for election or nominate any other Members for election.

9.4 Honorary Members

- (a) Any person who meets one or more of the following criteria will be an Honorary Member for the days on which they meet that criteria:
 - (i) any person who is attending at the Club's premises for an official function;
 - (ii) any person who is a member of any other club which the Board may determine as providing reciprocal rights and benefits, and is of a category of membership at that other club as approved by the Board as eligible for Honorary Membership;
or
 - (iii) any person whom the Board determines has rendered distinguished service to the community or special services to the Club.
- (b) All Honorary Members must provide the Club with their names and addresses in a form as required by the Board.
- (c) Honorary Members are not required to pay annual subscriptions.
- (d) The Secretary must keep appropriate records of the names and addresses of all Honorary Members. Such records must specify the occasion or period in respect of which Honorary Membership is granted.

- (e) Honorary Members are not Voting Members and may not stand for election or nominate any other Members for election.
- (f) The Board has the power to cancel the Membership of any Honorary Member without notice and without providing any reason.

9.5 New Categories of Members

The Board may introduce new categories of Membership in addition to the Membership categories set out above, and the Board may ascribe to those categories of Membership such privileges as the Board determines, provided always that the Board must not ascribe any voting rights to any new category of Membership introduced in accordance with this Rule, and no new category of Member will be entitled to vote at any General Meeting, or be eligible for election to the Board, or to propose or second any other Member for election to the Board.

10. APPLICATION FOR NEW MEMBERSHIP

- 10.1 The procedure set out in this Rule 10 applies to applications for Membership of the HSCC Members and Corporate Members. For other categories of Membership refer to the procedure set out in Rule 9 for the particular Membership category.
- 10.2 Every application for Membership must be made in writing on a form approved by the Board and must contain the following details:
 - (a) full name and address of the applicant;
 - (b) the category of Membership for which the applicant is applying;
 - (c) the name of any sporting club and/or a community-based group to which the applicant is aligned (if any);
 - (d) the codes of sport and/or community organisation that the applicant represents (if any);
 - (e) if the application is for Corporate Membership, the names and addresses of the Corporate Member's nominees; and
 - (f) any other information that the Board requires.
- 10.3 A Member may nominate or be aligned with more than one sporting club or code of sport or community based group or community organisation.
- 10.4 The application for Membership must be delivered to the Secretary and on payment of the entrance fee (if any) the applicant will be a Member subject to approval by the Board.
- 10.5 All applications for Membership must be referred to the Board, and the Board must consider each application at a Board Meeting and decide whether to approve each applicant as a Member.
- 10.6 If requested to do so by the Board, the Secretary must write to any new Member requesting the new Member to attend an interview with the Board.
- 10.7 If the Board does not approve a new Member, the Secretary must as soon as possible notify the new Member of the resolution and refund any fee paid and will not be required to provide reasons for the resolution.

11. CESSATION OF MEMBERSHIP

- 11.1 Any Member may resign Membership by notifying the Secretary in writing prior to 1 January in the year that the Member wishes to resign. If the written notice of resignation is not received prior to 1 January in the relevant year, the Board may determine that the resigning Member is liable to pay the annual subscription for the next ensuing Financial Year.
- 11.2 If a notice of resignation is stated to be effective prior to 31 December in any year, the resigning Member will not be entitled to any refund of subscriptions paid.
- 11.3 A Member ceases to be a Member if:
- (a) they are expelled as a result of disciplinary action in accordance with Rule 13; or
 - (b) the provisions of rule 15.4 apply.
- 11.4 If a Member ceases to be a Member for any reason (including as a result of disciplinary action in accordance with Rule 13), the Member will remain liable to pay any subscription or fee due at the time that Membership ceases and will not be entitled to any refund of any subscription or fee paid in advance, unless otherwise determined by the Board.

12. REJOINING

A Member who has ceased to be a Member and subsequently re-joins as a Member, will not be required to pay any entrance fee unless the entrance fee payable at the time of re-joining is greater than the entrance fee paid by the Member when they originally joined, in which case the Board may require the re-joining Member to pay the difference between the two amounts.

13. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- 13.1 If the Board or a Director receives information, in writing, orally or otherwise (**the information**), alleging that a Member:
- (a) has refused or neglected to comply with these Rules or the By-Laws; or
 - (b) has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Club –
- the Board must consider the information at a duly convened Board Meeting.
- 13.2 If, after considering the information, the Board determines that the information requires further investigation, the Board must convene a Board Meeting for the purpose of investigating the information (the Board may conduct other business at this meeting).
- 13.3 If the Board convenes a meeting in accordance with Rule 13.2, the Board must:
- (a) ensure that the Board Meeting is held no sooner than seven days after the Member receives the notice under in Rule 13.3(b); and
 - (b) give the Member notice that the Board will consider the information at a Board Meeting and that the Member may be sanctioned by the Board.
- 13.4 The notice referred to in Rule 13.3(b) must:
- (a) contain a copy or a précis of the information;
 - (b) state the date, place and time of the Board Meeting;

- (c) advise the Member that they may:
 - (i) attend the Board Meeting with or without representatives and address the Board on the information and the imposition of a sanction; and/or
 - (ii) give to the Board before the date of that meeting a written statement addressing the information and the imposition of a sanction; and
 - (d) contain a copy of the discipline procedure set out in this Rule 13.
- 13.5 At the Board Meeting, the Board must:
- (a) give to the Member an opportunity to be heard on the substance of the information and the sanction to be imposed on the Member;
 - (b) give due consideration to any written statement submitted by the Member;
 - (c) determine whether the Member should be sanctioned and if so decide to impose one or more of the following sanctions:
 - (i) expel the Member from the Club;
 - (ii) suspend the Member from Membership for a specified period; or
 - (iii) impose any appropriate requirement or restriction on the Member.
- 13.6 If the Board resolves to impose a sanction on the Member (**the Sanctioning Resolution**), the Board must as soon as possible after the meeting give notice to the Member stating:
- (a) the details of Sanctioning Resolution;
 - (b) that the Member may, no later than 48 hours after receipt of the notice, give the Secretary a notice to the effect that they wish to appeal against the Sanctioning Resolution at a General Meeting; and
 - (c) that if the Member chooses to appeal against the Sanctioning Resolution at a General Meeting they may:
 - (i) attend that General Meeting; or
 - (ii) give to the Board before the date of that General Meeting a written statement seeking revocation or amendment of the Sanctioning Resolution (**the Appeal Notice**):.
- 13.7 If the Secretary receives an Appeal Notice:
- (a) the Sanctioning Resolution will be effective pending the outcome of the resolution under Rule 13.8(d); and
 - (b) the Board must convene a General Meeting to be held within 35 days after the date on which the Secretary received the Appeal Notice.
- 13.8 At a General Meeting convened under Rule 13.7(b):
- (a) no business other than the question of the appeal against the Sanctioning Resolution may be transacted;
 - (b) the Board may place before the meeting details of the grounds for the Sanctioning Resolution and the reasons for passing the Sanctioning Resolution;
 - (c) the Member must be given an opportunity to be heard, or in the absence of the

Member, the Board must read to the General Meeting any written statement submitted prior to the General Meeting by the Member; and

(d) the Voting Members present will vote on the question whether the Sanctioning Resolution should be confirmed or revoked.

13.9 If, at the General Meeting,:

(a) a majority of the Voting Members vote in favour of confirmation of the Sanctioning Resolution, the Sanctioning Resolution is confirmed; and

(b) in any other case, the Sanctioning Resolution is revoked.

13.10 If the Members vote at the General Meeting to revoke the Sanctioning Resolution, the Members may resolve that, based only on the information before them at the General Meeting, the Member has refused or neglected to comply with these Rules or has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Club and substitute an appropriate sanction in place of the Sanctioning Resolution.

13.11 The provisions set out in this Rule 13 do not in any way affect the operation of Rule 14.

13.12 Throughout the disciplinary procedure in this Rule 13 the Board must observe the principles of natural justice and afford procedural fairness to the Member.

14. SUSPENSION OF RIGHT OF ENTRY

14.1 If, in the reasonable opinion of the Secretary (or their delegate), a Member's presence on the Club's premises will result in the Club contravening the *Liquor Control Reform Act 1998* or the Liquor Accord, the Secretary (or their delegate) may withdraw the Member's right of entry to the Club's premises for such reasonable period as the Secretary (or their delegate) considers appropriate.

14.2 The Secretary (or their delegate) must inform the Board of the withdrawal of a Member's right of entry under Rule 14.1 and the withdrawal will be "information" for the Board to consider under Rule 13, provided always that the Member's right of entry will remain withdrawn until the final determination of the matter in accordance with Rule 13 or expiry of the period of withdrawal – whichever is the earlier.

15. FEES & SUBSCRIPTIONS

15.1 Subject to these Rules, the entrance fees and annual subscription for each category of Membership must be determined by the Board, and the Board may determine that there will be no entrance fee or annual subscription for any particular Members or category of Membership; or that particular Members or category of Membership will be entitled to a discounted entrance fee or annual subscription. For example, the Board may determine that there will be a discounted (or no) entrance fee or annual subscription for a Member who is the spouse or domestic partner of a Member. This example does not exhaust the Board's discretion in this regard.

15.2 All annual subscriptions are due and payable in advance on 1 January in each year and the Board may determine that all Members or particular Members may pay annual subscriptions and/or fees by instalments.

15.3 Members may change their allegiance under rule 10.2(c) or their representation under rule 10.2(d) or both the allegiance and representation in any year by notifying the Secretary in

writing at the same time as they pay their annual subscription for that year.

15.4 Subject to Rule 15.5 if a Member's fee and/or annual subscription remains unpaid for two months, that Member's Membership ceases and the Member will cease to be entitled to any of the privileges of Membership.

15.5 The Board may grant extensions of time for payment of fees and/or annual subscriptions for all Members or particular Members, and may reinstate a Member who has ceased to be a Member on payment of outstanding fees and annual subscriptions without the requirement for the ceased Member to reapply for Membership.

16. LEVIES

16.1 The Board may levy Members or categories of Members for an amount determined by the Board.

16.2 The Board must determine the terms for payment of each levy.

17. MANAGEMENT

17.1 The affairs of the Club will be managed by a board of management consisting of the Office Bearers and 6 ordinary Directors, all elected in accordance with these Rules.

17.2 The Office Bearers are:

- (a) President;
- (b) Vice President; and
- (c) Honorary Treasurer.

17.3 No Director is entitled to appoint an alternative Director to exercise any of the Director's powers.

17.4 The Board may, subject to these Rules and the relevant legislation, exercise all powers and functions as may be exercised by the Club other than those powers and functions that are required to be exercised by Members in General Meetings including:

- (a) the Board may make By-Laws for the management of the Club and the conduct of Members, their guests and visitors, and the Board must notify the Members of the By-Laws in a manner determined by the Board; and
- (b) the Board may 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.

18. TERM OF DIRECTORS

18.1 Directors will be elected for a term of 3 years.

18.2 The term of each Director will expire at the conclusion of the Annual General Meeting in the year of their retirement.

18.3 Retiring Directors will be eligible for re-election.

19. ELECTION OF DIRECTORS

19.1 Only Voting Members may nominate for election to the Board.

19.2 Nominations for election to fill vacancies on the Board must:

- (a) be in writing on a form approved by the Board;
 - (b) contain the name and signature of the nominee;
 - (c) include:
 - (i) the sporting club or community-based group to which the nominee aligned as indicated under Rule 10.2 or under Rule 15.3 if the nominee has changed their allegiance; and
 - (ii) the code of sport and/or the community organisation that the nominee represents as indicated under Rule 10.2(d) or under Rule 15.3 if the nominee has changed their representation; and
 - (d) be delivered to the Secretary no later than 30 days before the Annual General Meeting.
- 19.3 No later than 28 days before the Annual General Meeting in each year the Board must:
- (a) meet to consider all nominations for election that have been received by the 30th day before the Annual General Meeting;
 - (b) consider each nominee for election against the Election Criteria; and
 - (c) if the nominee meets the Election Criteria, approve the nominee as an Approved Candidate.
- 19.4 No later than the date of the Annual General Meeting, each Approved Candidate must, while the Club holds a liquor licence and/or gaming licence, complete and lodge with the Secretary the Approval Forms unless the Approved Candidate is currently an Approved Associated Individual. Failure to provide the completed Approval Forms in accordance with this Rule 19.4 will result in the Approved Candidate not being eligible for election. For clarity, the Approval Forms are completed if all the questions on the Approval Forms are completed by the Approved Candidate, even if any required attachments (eg police checks, ASIC searches) are not attached.
- 20. ELECTION CRITERIA**
- 20.1 The Election Criteria are the criteria adopted by the Board as the criteria required for election to the Board and must include at least the following criteria:
- (a) commitment to the advancement of the Club's Objects set out in Rule 2;
 - (b) commitment to compliance with these Rules;
 - (c) possession of a skill-set identified by the Board to provide the in-coming Board with the skills necessary for proper management of the Club;
 - (d) election of the nominee will not result in there being:
 - (i) more than 1 Director being aligned with any 1 single sporting club or community based group;
 - (ii) more than 2 Directors representing any 1 single code of sport; or
 - (iii) less than 2 Directors representing community-based groups or bodies.
- 20.2 The Board must publish the Election Criteria on the Club's website no later than 35 days before the Annual General Meeting.

20.3 For the purposes of Rule 20.1:

(a) a nominee may select to:

- (i) be aligned with any one of the bodies indicated by the nominee under Rule 10.2(c) or, if the nominee has changed their allegiance, as changed under Rule 15.3; and
- (ii) represent any one of the codes or organisations indicated by the nominee under Rule 10.2(d) or, if the nominee has changed their representation, as changed under Rule 15.3;

(b) if a nominee selects a sporting club or community-based group that was selected by a non-retiring Director, that nominee is ineligible to be an Approved Candidate;

(c) if there are 2 Non-Retiring Directors who represent the same sporting code, then any nominee who includes that sporting code under Rule 19.2(c) is ineligible to be an Approved Candidate; and

(d) the Board will determine whether a particular association is categorised as a “community-based group” or a “community organisation”.

21. BALLOT FOR DIRECTORS

21.1 This Rule 21 is to be read subject to Rule 20.1(d) and Rule 22 which provide for a spread of representation on the Board.

21.2 If the number of Approved Candidates is equal to the number of vacancies to be filled, the Approved Candidates will be deemed to be elected.

21.3 If the number of Approved Candidates is less than the number of vacancies to be filled, the Approved Candidates will be deemed to be elected and the unfilled vacancies on the Board will be casual vacancies.

21.4 If the number of Approved Candidates exceeds the number of vacancies to be filled, a ballot must be conducted.

21.5 If a ballot is to be conducted it must be conducted in the manner directed by the Board and in accordance with the following provisions in this Rule 21.

21.6 The Secretary must ensure that a list of the Approved Candidates is displayed in a conspicuous place at the Club’s premises and on the Club’s website for a period of at least 21 days prior to the Annual General Meeting.

21.7 The Board must appoint as returning officer one Voting Member who is not an Approved Candidate (**the Returning Officer**).

21.8 Each Approved Candidate will be entitled to appoint another Member to act as the Approved Candidate’s scrutineer.

21.9 Voting Members must be able to cast their vote during a period of 14 days ending on the opening of the Annual General Meeting.

21.10 The Secretary must:

- (a) keep a record of each Member who casts a vote;
- (b) do all things reasonably necessary to ensure that each Member votes only once; and

- (c) deliver all votes cast to the Returning Officer at the Annual General Meeting.
- 21.11 The Returning Officer must count the votes in the presence of the scrutineers and must, despite any minor defects, attempt to give effect to each vote cast – in the event of a dispute as to the validity of a vote, the Returning Officer’s decision will prevail.
- 21.12 The Approved Candidates receiving the highest number of votes will be elected subject to Rule 22.
- 21.13 The Returning Officer must report the results of the ballot to the chairman of the Annual General Meeting.
- 21.14 If 2 or more Approved Candidates receive an equal number of votes, the winner must be determined by lot conducted by the chairman of the Annual General Meeting.

22. PROVISIONS FOR SPREAD OF REPRESENTATION ON THE BOARD

- 22.1. If under Rule 21 the election results in:
 - (a) more than 1 Director being aligned with the same sporting club or community-based group then:
 - (i) the Approved Candidate aligned with that sporting club or community based group with the highest number of votes will be elected; and
 - (ii) the other Approved Candidates aligned with that sporting club or community based group be will ineligible for election and the votes cast for them must not be counted.
- 22.2 If under Rule 21 the election results in there being:
 - (a) more than 2 Directors representing the same sporting code or community organisation then:
 - (i) the Approved Candidate representing that sporting code or community organisation with the highest number of votes will be elected so that there are only 2 Directors representing that sporting code or community organisation; and
 - (ii) the other Approved Candidate representing that sporting code or community organisation will be ineligible for election and the votes cast for them must be not counted.
- 22.3 If under Rule 21 the election results in there being less than 2 Directors representing community-based groups or community organisations, then the Approved Candidates representing community-based groups or community organisations with the highest number of votes will be elected so that there are at least 2 Directors representing community-based groups or community organisations.
- 22.4 If the processes set out in Rule 21 and Rule 22 result in positions on the Board not being filled, those positions will be casual vacancies which may be filled by the Board under Rule 24.2.

23. ELECTION OF OFFICE BEARERS

- 23.1 As soon as practicable after the conclusion of the Annual General Meeting each year the Board must convene a Board Meeting, the only business of which will be the election of Office Bearers for the following year.

- 23.2 The chairman of the meeting referred to in Rule 23.1 will be determined by a vote of the Directors and if there is a tie in the vote for chairman, the chairman must be determined by lot between the Directors.
- 23.3 The chairman will call for nominations from the Directors for the following Office Bearers:
- (a) President;
 - (b) Vice President; and
 - (c) Honorary Treasurer.
- 23.4 The nominators and the nominees for Office Bearers must be current Directors at the time of the meeting referred to in Rule 23.1.
- 23.5 The ballot for election of the Office Bearers must be conducted in such reasonable manner as the chairman determines subject to the following Rule 23.6.
- 23.6 Directors who are unable to be present at the meeting referred to in Rule 23.1 must be entitled to nominate another Director to be an Office Bearer and to be nominated to be an Office Bearer, and must be allowed to vote for the election of Office Bearers by any reasonable means.
- 23.7 Subject to these Rules, Office Bearers will hold office until the conclusion of the Annual General Meeting following their election and will be eligible for re-election.

24. CASUAL VACANCIES

- 24.1 A casual vacancy occurs in the position of a Director if:
- (a) the Director ceases to be a Member;
 - (b) the Director has their Membership suspended or cancelled in accordance with Rule 13;
 - (c) the Director is absent from 3 consecutive Board Meetings without apology;
 - (d) the Director:
 - (i) has a material personal interest in a matter that relates to the affairs of the Club **(the Matter)**;
 - (ii) participated in any discussion relating to the Matter at a Board Meeting or voted in relation to the Matter at a Board Meeting or General Meeting; and
 - (iii) the Directors who do not have a material personal interest in the Matter pass a resolution that the Director should vacate their Board position;
 - (e) the Director resigns their position by notice in writing given to the Secretary;
 - (f) the Director is removed from the Board in accordance with Rule 25 by the Members at a General Meeting and the Members do not appoint a replacement Director at that General Meeting;
 - (g) the Director's term expires, and the position is not filled at a subsequent ballot at the Annual General Meeting held in accordance these Rules; and
 - (h) during any time that the Club holds a liquor licence or a gaming licence:
 - (i) if, within 3 months of the Director's election or appointment, they fail to become an Approved Associated Individual; or

- (ii) if at any time during their term the Director becomes ineligible to be an Approved Associated Individual –

AND the Directors who are Approved Associated Individuals pass a resolution that the Director's position is vacated. Directors who are not Approved Associated Individuals must not participate in any deliberations of the Board involving gaming or liquor (or both if relevant) while they are not Approved Associated Individuals.

- 24.2 If a casual vacancy occurs in the position of a Director, the Board may appoint a Voting Member to fill the vacancy and the Member so appointed will hold the position for the remainder of the term that the vacating Director would have served.
- 24.3 If a casual vacancy occurs in the position of an Office Bearer, the Board may appoint one of its Members to the vacant Office.
- 24.4 If the number of Directors is less than 5, the remaining Directors must act to convene a Board Meeting for the sole purpose of appointing sufficient Directors to form a quorum and the Directors so appointed will hold the positions until the conclusion of the terms of the Directors they are replacing as designated by the remaining Directors.
- 24.5 If the number of Directors is reduced to zero, the Secretary (or if there is no Secretary, the Members who were Office Bearers at the previous Annual General Meeting, or any of them) must call a Special General Meeting for the purpose of filling all the Board vacancies, and take all actions that are necessary for that purpose.
- 24.6 The Voting Members present at the Special General Meeting convened under clause 24.5 must determine which Directors elected at the Special General Meeting will hold their position for a term of 1 year and which will hold their position for a term of 2 years.

25. REMOVAL OF DIRECTOR

- 25.1 The Members in a General Meeting may, by resolution, remove any Director before the expiration of their term and appoint any other Voting Member in their place to hold office until the expiration of the term of the removed Director.
- 25.2 Notice of intention to move a resolution referred to in Rule 25.1 must be:
 - (a) signed by 100 Voting Members; and
 - (b) delivered to the Secretary.
- 25.3 As soon as practicable after receipt of the notice under Rule 25.2, the Secretary must give a copy of the notice to the Director to whom the resolution refers.
- 25.4 The Board must convene a Special General Meeting to be held no later than two months after receipt of the notice under Rule 25.2.
- 25.5 The Director to whom the resolution refers is entitled to put their case to Members by:
 - (a) giving the Secretary a written statement for circulation to Members; and
 - (b) speaking to the motion at the General Meeting convened under Rule 25.4.
- 25.6 Any written statement from the Director received under Rule 25.5(a) must be circulated by the Secretary to Members by:
 - (a) sending a copy to each Voting Member if there is time to do so; or

(b) if there is not time to comply with Rule 25.6(a) having the statement distributed to Members attending the General Meeting and read out at the General Meeting before the resolution is voted on.

25.7 The Director's statement does not have to be circulated to Members if it is more than 1,000 words long or defamatory.

25.8 If a Director is removed in accordance with the Rule 25.1, the removal of the Director is not invalidated by the fact that the Members do not appoint another Voting Member to the Board, and if another Voting Member is not appointed to the Board, a casual vacancy will exist for the vacated Board position.

26. PROCEEDINGS OF THE BOARD

26.1 The Board will meet as required.

26.2 Board Meetings may be convened in any appropriate manner approved by the Board which may include by telephone or appropriate electronic conference facilitation.

26.3 Any 3 Directors may require the Secretary to convene a special meeting of the Board, and the Secretary must, on the written requisition of 3 Directors, convene a special meeting of the Board.

26.4 No business will be transacted at any Board Meeting unless each Director has been given reasonable notice of the meeting and the agenda.

26.5 Any 5 Directors will constitute a quorum for the transaction of the business of a Board Meeting.

26.6 No business will be transacted unless a quorum is present either in person or by telephone or appropriate electronic facilitation, and if within half an hour of the time appointed for the Board Meeting a quorum is not present the chairman will adjourn the Board Meeting to an appropriate time and place unless the Board Meeting was a Board Meeting requisitioned by Directors pursuant to Rule 26.3 in which case it lapses.

26.7 If a Board Meeting is adjourned in accordance with the Rule 26.6, each Director must be notified of the place and time for the adjourned Board Meeting.

26.8 At Board Meetings:

(a) the President, or in the President's absence or inability, the Vice-President, will preside;
or

(b) if the President and the Vice-President are absent or unable, the remaining Directors must choose one of their number to preside.

26.9 Questions arising at a Board Meeting or of any sub-committee appointed by the Board must be determined on a show of hands or, if demanded by 2 Members, by a poll taken in such manner as the chairman may determine.

26.10 The chairman has a deliberative and a casting vote.

26.11 Subject to the requirement for a quorum the Board may act notwithstanding any vacancy on the Board.

27. SUB-COMMITTEES

- 27.1 The Board may appoint any sub-committees and may delegate to the sub-committees such of the Board's powers or duties as the Board may determine.
- 27.2 The business of sub-committees must be conducted in accordance with the direction of the Board and sub-committees must conform to any By-Laws.
- 27.3 All sub-committees must report to the Board and decisions of a sub-committee are subject to confirmation of the Board except where the sub-committee has been given express power to act by the Board.
- 27.4 The President will be ex-officio Members of all sub-committees.

28. VALIDATING ACTS OF THE BOARD

All acts done by any meeting of the Board or a sub-committee will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any 1 or more of the Directors or sub-committee Members, or that they or any of them were disqualified, be as valid as if any such person had been duly appointed and was qualified to be a Director or a sub-committee Member.

29. INDEMNITY

- 29.1 To the full extent allowed by law, no Director will be liable to the Club for any loss or expense unless the loss or expense is attributable 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.
- 29.2 To the full extent allowed by the law, the Board and each Director is at all times indemnified by the Club from and against any liability, loss or damage caused to or incurred by the Board or Director by reason of the bona fide exercise by the Board or a Director of any of the duties, powers or privileges conferred or imposed on them by these Rules.

30. SECRETARY/EXECUTIVE OFFICER

- 30.1 The Board must appoint a Secretary from among their number UNLESS the Board has engaged an Executive Officer (who may be titled CEO or Secretary/manager as determined by the Board), in which case the Executive Officer will be the Secretary for the purposes of the Act and must fulfil all the duties of the Secretary as set out in these Rules.
- 30.2 The Board may engage the Executive Officer on terms and conditions that the Board considers appropriate.
- 30.3 The Secretary must cause to be kept on the Club's premises minutes of the proceedings of all Board Meetings and General Meetings and must cause to be performed all other duties which under these Rules must be performed by the Secretary.
- 30.4 The Secretary must cause to be prepared and lodged with the relevant authorities all financial statements returns, statements and forms in accordance with any relevant legislation.

31. AUDITOR

- 31.1 The Club must appoint a qualified person to act as the Club's auditor, and whose appointment and removal must be in accordance with the Act.
- 31.2 The Secretary must ensure that the Club's auditor receives all notices of General Meetings and any other notice required by the Act to be served on the auditor.

32. ANNUAL GENERAL MEETINGS

- 32.1 There must be an Annual General Meeting held on a day and at a place and time as the Board determines and in accordance the Act.
- 32.2 The Annual General Meeting must be specified as such in the notice convening it.
- 32.3 The ordinary business of the Annual General Meeting will be:
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that Annual General Meeting;
 - (b) to receive from the Board reports on the Club's transactions during the last preceding Financial Year;
 - (c) to declare the outcome of the election;
 - (d) to receive and consider the audited financial statement submitted by the Club in accordance any relevant legislation; and
 - (e) removal and/or appointment of the auditor (if required) in accordance with the Act.
- 32.4 The Annual General Meeting must transact special business of which notice is given in accordance with these Rules.
- 32.5 The Annual General Meeting is in addition to any other General Meetings that may be held in the same year.

33. SPECIAL GENERAL MEETINGS

- 33.1 All General Meetings other than the Annual General Meeting are Special General Meetings.
- 33.2 The Board (but not individual Directors) may, whenever it thinks fit, convene a Special General Meeting.
- 33.3 If, but for this Rule 33.3, more than 18 months would elapse between Annual General Meetings, the Board must convene a Special General Meeting before the expiration of that period.
- 33.4 The Board must convene a Special General Meeting on the requisition in writing of Members representing not less than five percent of the Voting Members.
- 33.5 The number of Voting Members must be calculated as at the midnight before the request is given to the Secretary.
- 33.6 The requisition for a Special General Meeting must:
- (a) state the business of the Special General Meeting;
 - (b) any resolution to be proposed at the Special General Meeting;
 - (c) contain the name and the signature of the Members making the requisition; and
 - (d) be delivered to the Secretary.
- 33.7 The requisition for a Special General Meeting may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- 33.8 The Board must call a Special General Meeting requisitioned by the Members in accordance with this Rule 33 within 21 days of receipt of the requisition and must hold the Special General Meeting within 2 months of receipt of the requisition.

- 33.9 If the Board does not cause a Special General Meeting to be held within 2 months after the date on which the requisition is delivered to the Secretary, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after the date on which the requisition is delivered to the Secretary.
- 33.10 A Special General Meeting convened by Members under this Rule 33 must be convened in the same manner as nearly as possible as General Meetings convened by the Board and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Club to the persons incurring the expenses.

34. NOTICE OF MEETINGS

- 34.1 The Secretary must, at least 21 days before the date fixed for holding a General Meeting, cause a notice of the General Meeting to be posted on the notice Board in the Club house and sent to all Voting Members.
- 34.2 The notice of the General Meeting must state:
- (a) the place, date and time of the General Meeting;
 - (b) the nature of the business to be transacted at the General Meeting; and
 - (c) that Voting Members may appoint any other Voting Member to be their proxy at the General Meeting.
- 34.3 No business other than that set out in the notice convening the General Meeting may be transacted at the General Meeting.
- 34.4 A Voting Member desiring to bring any business before a General Meeting must give notice of that business in writing to the Secretary at least 28 days prior to the General Meeting, and the Secretary must include that business in the notice calling the next General Meeting that is held not less than 28 days after the receipt of the notice.
- 34.5 The Secretary must give the auditor:
- (a) notice of General Meetings in the same way as the Members are given notices of General Meetings; and
 - (b) any other communications relating to a General Meeting that a Voting Member is entitled to receive.

35. PROCEEDINGS AT MEETINGS

- 35.1 All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting, except that specially referred to in these Rules as being the ordinary business of the Annual General Meeting, is special business.
- 35.2 Twenty Voting Members present in person or by proxy constitute a quorum for the transaction of the business of a General Meeting.
- 35.3 No item of business will be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the General Meeting is considering that item.
- 35.4 If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the General Meeting, if convened upon the requisition of Members, will be dissolved and in any other case will stand adjourned for half an hour and will be

reconvened half hour later (ie 1 hour after the original time for commencement) at the same place – unless another place or time (which is longer than half hour) is specified by the chairman at the time of the adjournment – 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, the Members present (being not less than ten) will be a quorum.

- 35.5 The President, or in the President's absence or inability, the Vice-President must preside as chairman at each General Meeting.
- 35.6 If the President and the Vice-President are absent from a General Meeting or unable to preside, the Members present must elect one of their number to preside as chairman at the General Meeting.
- 35.7 The chairman of a General Meeting at which a quorum is present may, with the consent of the General Meeting, adjourn the General Meeting to a time and place agreed by the General Meeting, but no business may be transacted at an adjourned General Meeting other than business left unfinished at the General Meeting at which the adjournment took place.
- 35.8 Where a General Meeting is adjourned for 14 days or more, a notice of the adjourned General Meeting must be given as in the case of any General Meeting.
- 35.9 Except as provided in Rule 35.8, or when the time and place for the adjourned General Meeting is not agreed upon at the General Meeting, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.
- 35.10 A question arising at a General Meeting must be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairman that a resolution has, on a show of hands been:
- (a) carried;
 - (b) carried unanimously;
 - (c) carried by a particular majority; or
 - (d) lost –
- and an entry to that effect in the Club's minute book is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 35.11 Upon any question arising at a General Meeting, each Voting Member in attendance (personally or by proxy) has 1 vote only, except in the event of an equality of votes when the chairman will have a second or casting vote.
- 35.12 All votes must be given personally or by proxy.
- 35.13 If at a General Meeting a poll on any question is demanded by not less than three Members, it must be taken at that General Meeting in the manner as reasonably directed by the chairman.
- 35.14 A poll that is demanded on the election of a chairman or on a question of an adjournment must be taken forthwith and a poll that is demanded on any other question will be taken at such time before the close of the meeting as directed by the chairman.
- 35.15 If a Member in attendance at a General Meeting either personally or by proxy abstains from voting on a resolution, their vote will not be included in the calculation of whether the required majority was in favour of the resolution.

35.16 A Member is not entitled to vote at any General Meeting if they have any outstanding annual subscription or fees.

36. PROXY VOTING

36.1 A Voting Member may appoint any other Voting Member as the first-mentioned Member's proxy, to vote on any question arising at a General Meeting or an adjourned General Meeting.

36.2 The appointment of a proxy must be made in writing on a form approved by the Board.

36.3 A Voting Member may instruct their proxy to vote in favour of or against any proposed resolution. In the absence of such instruction, the proxy may use their reasonable discretion and vote as they think fit.

36.4 A Member may withdraw the appointment of a proxy at any time prior to the proxy casting the proxy vote.

37. MEMBERS REGISTER

37.1 The Secretary must cause to be kept on the Club's premises a register of the Members setting out the following details:

- (a) the names and addresses (including the means of electronic communications – eg email &/or fax numbers) of all Members;
- (b) the date of the latest payment by each Member of their annual subscription;
- (c) the sporting clubs and/or the community-based groups (if any) to which the Member has indicated their allegiance under Rule 10.2(d) or if the Member has changed their allegiance, as changed under Rule 15.3; and
- (d) the codes of sport and/or the community organisations which the Member represents as indicated under 10.2(d) has indicated or if the Member has changed their representation, as changed under Rule 15.3.

37.2 Members must notify to the Secretary of any change in their details as soon as practicable including changes to their address, contact details and the Member's nominations under Rule 10.2(c) and representation under 10.2(d).

38. VISITORS TO THE CLUB

38.1 Subject to any By-Laws, Members may introduce visitors to the Club as guests of the Members.

38.2 A visitor must not be supplied with liquor in the Club's premises unless the visitor is:

- (a) a guest in the company of a Member; or
- (b) an authorised gaming visitor (as defined in the *Liquor Control Reform Act 1998*).

38.3 Authorised gaming visitors to the Club must:

- (a) produce evidence of their residential address before being admitted to the licensed premises of the Club;
- (b) carry identification at all times whilst on the licensed premises of the Club; and
- (c) comply with all relevant Rules and By-Laws whilst on the licensed premises of the Club.

39. VISITORS' REGISTER

- 39.1 The Club must maintain a visitors' register recording the name of each visitor to the Club, the date of admission and whether the visitor was:
- (a) introduced as a guest of Member – in which case the register must record the name of the introducing Member; or
 - (b) an authorised gaming visitor – in which case the register must record the residential address of the visitor.

40. ALTERATION OF RULES INCLUDING OBJECTS

No alteration or addition to these Rules may be made except by means of a special resolution at a General Meeting where:

- (a) 21 days notice of the intention to propose the resolution has been sent to each Voting Member; and
- (b) the special resolution of the General Meeting must be passed by a majority of at least 75% of the Voting Members present and voting in person or by proxy.

41. NOTICES

- 41.1 Unless otherwise provided in these Rules, a notice may be served by or on behalf of the Club on any Member either personally or by sending it by facsimile or electronic transmission or post to the Member at their address shown in the Members Register.
- 41.2 Where a document is properly addressed and sent to a person, the document will, unless the contrary is proved, be deemed to have been given to the person at the time at which the document would have been delivered in the ordinary course of events for that type of delivery.

42. WINDING UP OR CANCELLATION

- 42.1 The Voting Members at a General Meeting may, by special resolution vote for the dissolution of the Club.
- 42.2 The special resolution under Rule 42.1 will have no effect unless:
- (a) the resolution is confirmed at a Special General Meeting held not less than 1 month after the meeting referred to in the previous rule 42.1;
 - (b) not less than 50% of the Voting Members are present in person or by proxy at the Special General Meeting; and
 - (c) not less than 75% of the Voting Members present in person or by proxy at the Special General Meeting vote in favour of the resolution.
- 42.3 If the conditions set out in the previous rule 42.2 are met, the Board must proceed to realise the Club's property and after the discharge of all liabilities must proceed to allocate all moneys to local organisations with similar purposes to the Club's Objects as specified by the majority of Members at the General Meeting referred to in rule 42.1 and after completion of distribution the Club must be dissolved.
- 42.4 Every Member undertakes to contribute an amount not exceeding \$10 to the Club's property if the Club is wound up while they are a Member, or within 1 year after they cease to be a

Member, for payment of the Club's debts and liabilities and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

43. COMMON SEAL

The Club does not have a common seal.

44. TRANSITIONAL PROVISIONS

Immediately after the adoption of these rules:

- (a) the Board will allocate Members to appropriate categories in accordance with rule 9.
- (b) the Board will consist of the Directors who were Directors at the time of adoption of these Rules and each Directors will continue as a Director until the conclusion of the Annual General Meeting in the year indicated below (unless the Directors ceases to be a Directors prior to Annual General Meeting in the year indicated):
 - (i) Gary Howden –
 - (ii) Gary Nicholas –
 - (iii) Dean Winfield –
 - (iv) Greg Shultz –
 - (v) Tim Coller –
 - (vi) Gloria Muldoon –
 - (vii) Daniel Smith –
 - (viii) Simone Miller –
 - (ix) Garrett Liston –