

Warragul Sporting & Social Club Inc

April 2014

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1. NAME

The name of the club is WARRAGUL SPORTING & SOCIAL CLUB INCORPORATED
(the Club).

2. STATEMENT OF PURPOSE

The purposes of the Club are categorised as Primary and Secondary Purposes,
these are to:

PRIMARY PURPOSES

- (a) conduct, encourage, promote, advance and administer the game of bowls in the Warragul and surrounding areas;
- (b) provide the community with the health and social benefits of sport;
- (c) maintain the bowling and Members' facilities at Longwarry;
- (d) provide recreational and general sporting facilities for Members, and to:
 - (i) create, prepare and enter teams into sports competitions;
 - (ii) co-ordinate sports activities;
 - (iii) organise and conduct tournaments;
 - (iv) improve the abilities of participants and coaches; and
 - (v) encourage an increased and wider participation in sport;
- (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 rule 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) advance the operations and activities of the Club throughout the local area and utilise available resources and influences of the Club to assist other sporting groups and organisations to improve and enhance their facilities and involvement in sport;
- (h) maintain and conduct a sporting and social Club which will build, maintain or otherwise provide facilities for the use and recreation of Members and the wider community;

SECONDARY PURPOSES

- (i) provide a spirit of fellowship and co-operation among Members and to provide recreational and opportunities for the community of Warragul, Langwarry and the surrounding area and visitors to the area;
- (j) utilise available resources and influences of the Club to aid and assist the Members and their families;

- (k) provide facilities and services that meet the needs of the Members and guests of the Club and in doing so obtain and operate within any licences or permits that are required by law; and
- (l) undertake and/or do all things or activities which are necessary, incidental or conducive to the advancement of these purposes.

3. DEFINITIONS

In these Rules:

<i>Absentee Vote</i>	means a vote cast in accordance with Rule 32
<i>Act</i>	means the Associations Incorporation Act 1981 as amended from time to time.
<i>Approved Associated Individual</i>	means a person who is approved by the VCGLR, 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
<i>Board</i>	means the Board of Management of the Club, comprising the Office Bearers and Ordinary Board Members
<i>Board Member</i>	means a Member of the Board including Office Bearers and Ordinary Board Members
<i>Bowls Victoria</i>	means the Victorian Bowls Association
<i>Financial year</i>	means the year commencing 1 July and ending 30 June
<i>General Meeting</i>	means both a Special General Meeting of Members convened in accordance with Rule 29 and the Annual General Meeting of the Club
<i>Member</i>	means a Member of the Club
<i>Membership year</i>	means the year commencing 1 July and ending 30 June
<i>Office Bearers</i>	means those Members of the Board who hold the positions set out in Rule 15.2
<i>Officer of the Club</i>	is any Member who is elected to a position on the Board or a Section Committee
<i>Ordinary Board Members</i>	means Members of the Board who are not Office Bearers
<i>Relevant</i>	means records or other documents, however

<i>documents</i>	compiled, recorded or stored, that relate to the incorporation and management of the Club, including Membership records, accounts, accounting records and documents relating to transactions, dealings, business or property of the Club, or minutes and documents relating to General or Committee Meetings.
<i>Special Resolution</i>	has the same meaning as in the Act
<i>Tax Acts</i>	means the Income Tax Assessment Act 1997 and the Income Tax Assessment Act 1936
<i>VCGLR</i>	Victorian Commission for Gambling and Liquor Regulation
<i>VCGLR Approval Form</i>	means the form required to be completed for VCGLR 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

4. INTERPRETATION OF RULES

- 4.1 In these Rules, words of the singular will, where the context so admits, imply the plural and vice versa.
- 4.2 In these Rules, words implying the masculine gender include the feminine gender and vice versa.
- 4.3 In these Rules, a reference to a statute or a statutory provision will be deemed to include any statute or statutory provision that amends, extends, consolidates or replaces the same or that has been amended, extended, consolidated or replaced by the same and any orders, regulations, instruments or other subordinate legislation made there under.
- 4.4 If any dispute occurs as to the interpretation of any of the Rules or statement of purposes of the Club such dispute will 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.

5. MEMBERS

- 5.1 The Members will be:
- (a) every person who at the adoption of these Rules and the amalgamation of the Warragul Club Inc and the Longwarry Bowls Club is a Member of the Warragul Club Inc or the Longwarry Bowls Club Inc; and
 - (b) every person who on or after the adoption of these Rules becomes a Member.
- 5.2 At the adoption of these Rules Members who were, immediately prior to the amalgamation of Longwarry Bowls Club Inc and the Warragul Club Inc, members

of either of those clubs will be allocated to the category of membership that most closely reflects their category of membership of the amalgamating clubs.

- 5.3 No person will 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.

6. CATEGORIES OF MEMBERS

6.1 Full Members

Any person over the age of 18 years may apply to be a Full Member.

6.2 Honorary Life Members

- (a) The Board may resolve to recommend any Member who has rendered outstanding service to the Club for Honorary Life Membership.
- (b) The recommendation of the Board will be put to the Members at the Annual General Meeting following the date that the Board made the resolution, and if a majority of Members present and voting at the Annual General Meeting approves the recommendation the Member will be elected as an Honorary Life Member.
- (c) Honorary Life Membership of any person may be revoked by a majority of Members present and voting at a General Meeting.

6.3 Junior Members

Any person who has not attained the age of 18 years may apply to be a Junior Member.

6.4 Social Members

- (a) Any person who has attained the age of 18 years may apply to be a Social Member.
- (b) Application for Social Membership will be in writing on a form approved by the Board from time to time.
- (c) The application is to be delivered to the Club and once the appropriate entrance fee, if any, is paid by the applicant to the Club, the applicant will be a Social Member subject to Rule 6.4(e).
- (d) The Secretary will refer all applications for Social Membership to the Board and the Board will consider the application at the next Board Meeting and in its discretion decide whether or not to approve the applicant as a Social Member.
- (e) The Board may at any time revoke a Social Member's membership without the requirement to provide a reason.

6.5 Temporary Members

- (a) Any person who meets one or more of the following criteria will be an Honorary Member for the day/s upon which he/she meets that criteria:
 - (i) any person who is competing in any Inter-Club Match, Tournament, or game organised by the Club and taking place at the Club's premises;

- (ii) any person who is an official of any other recognised bowling club and who is attending the Club's premises in connection with any Match, Tournament or game; and
 - (iii) any person who is a Member of any other club which the Board may from time to time determine as providing reciprocal rights and benefits, and is of a category of Membership at that other club as approved by the Board as eligible for Temporary Membership.
- (b) All Temporary Members must provide the Club with their names and addresses in such form as required by the Board from time to time.
 - (c) Temporary Members will not be required to pay annual subscriptions.
 - (d) The Secretary 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.

7. MEMBERS' PRIVILEGES AND ENTITLEMENTS

Each particular category of Membership will enjoy the privileges of Membership as set out in this Rule.

7.1 All members are entitled to:

- (a) use the Club's facilities in accordance with these Rules and the by-laws laid down by the Board;
- (b) introduce visitors to the facilities at the Club in accordance with Rule 33.

7.2 Full Members and Honorary Life Members (and no other category of member) are entitled to:

- (a) to vote in elections of the Board and other officers of the Club;
- (b) subject to Rules 17.1 offer themselves for election as Board Members and other officers of the Club;
- (c) to propose or second the nomination of any other qualified Member for election to the Board; and
- (d) to attend and vote at all General Meetings.

7.3 Honorary Life Members are entitled to exemption from the payment of annual subscriptions, and from other charges and levies as directed by the Board from time to time.

7.4 Temporary Members are entitled to use of the Club's facilities in accordance with these Rules and the by-laws laid down by the Board on any day that they meet the criteria for Temporary Membership.

7.5 The Board will have the power to cancel the Membership of any Temporary or Social Member without notice and without assigning any cause therefore.

8. APPLICATION FOR NEW MEMBERSHIP

The procedure set out in this Rule will apply to applications for new Membership

to the following categories:

- Full Members; and
- Junior Members

For other categories of Membership refer to the procedure laid out in Rule 6 for the particular Membership category.

- 8.1 Every applicant for new Membership of the Club will be proposed by one Member and seconded by another Member eligible to propose and second applicants.
- 8.2 The applicant will be known personally to the proposer. The seconder must know the applicant and/or the proposer personally.
- 8.3 Every application for Membership will:
 - (a) be in writing in a form approved by the Board from time to time;
 - (b) contain the name and signature of the applicant and his/her proposer and seconder; and
 - (c) be delivered to the Secretary together with the:
 - (i) required non-refundable application fee; and
 - (ii) annual subscription for the next year (or part thereof).
- 8.4 Upon receipt the Secretary will post the completed application form in a conspicuous place in the Club premises where it will be displayed for at least seven days.
- 8.5 If requested to do so by the Board, the Secretary will write to any applicant for Membership requesting the applicant to attend at the Club's premises to be interviewed by the Board.
- 8.6 The Board will consider the application for Membership at a Board Meeting held no sooner than seven days after receipt of the application.
- 8.7 A simple majority of votes will be required to approve an application for Membership.
- 8.8 A record will be kept by the Secretary of the number of votes by the Board Members.
- 8.9 On attaining the age of 18 years, a Junior Member will be transferred to Full Membership and will be required to pay the annual subscription for Full Membership when the Member next renews their Membership.

9. NOTIFICATION OF OUTCOME OF MEMBERSHIP APPLICATION OR TRANSFER

- 9.1 When an applicant has been elected as a new Member in accordance with Rule 8, the Secretary will as soon as practicable notify the applicant in writing and such notification will include a request for payment of the relevant entrance fee (if any) and upon payment, if required, the applicant will become a Member of the relevant category.
- 9.2 If within one month after receipt of the notice referred to in Rule 9.1 the applicant's payment has not been received by the Club, the election to Membership or approval for transfer will be voided.

- 9.3 If an application for new Membership is rejected by the Board, the Secretary will forthwith:
- (a) notify the applicant of the rejection and will not be required to provide reasons for the rejection; and
 - (b) refund the annual subscription paid in accordance with Rule 8.3(c)(ii).

10. CESSATION OF MEMBERSHIP

- 10.1 Any Member may resign Membership of the Club by notifying the Secretary in writing prior to June 30 in the year that the Member wishes to resign. If the written notice of resignation is not received prior to 30 June in the relevant year, the resigning Member will be liable to pay the annual subscription for the next ensuing Membership year.
- 10.2 If a notice of resignation is stated to be effective prior to June 30 in any year, the resigning Member will not be entitled to any refund of fees or subscriptions paid.
- 10.3 Subject to Rule 14.5 if a Member fails to pay any relevant fee and/or subscription within one month of it becoming due, the defaulting Member will cease to be a Member.
- 10.4 A Member ceases to be a Member if he/she is expelled as a result of disciplinary action in accordance with Rule 24.
- 10.5 If a Member ceases to be a Member for any reason (including as a result of disciplinary action in accordance with Rule 24) 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.

11. REJOINING

A Member who has ceased to be a Member in accordance with Rule 10 will be required to apply again for Membership in accordance with these Rules.

12. FUNDS

The funds of the Club will be derived from fees, annual subscriptions, donations, receipts from licensed hospitality operations and such other sources as the Board determines.

13. PAYMENTS

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

14. FEES & SUBSCRIPTIONS

- 14.1 Subject to these Rules, the application fee, entrance fee, annual subscription for each category of Membership and bowls levy will be determined by the Board from time to time, and the Board will be at liberty to determine that there will be no application or entrance fee or annual subscription for any particular category of Membership or no bowls levy.

- 14.2 All annual subscriptions will be due and payable in advance on 1 July in every year.
- 14.3 Full or Junior Members who are elected after 31 July in any year will pay the annual subscription for that year.
- 14.4 Subject to Rule 14.5 if a Member fails to pay the relevant fee and/or subscription within one month of it becoming due, the defaulting Member will cease to be a Member and will cease to be entitled to any of the privileges of Membership.
- 14.5 The Board may, at its discretion, grant extensions of time for payment of fees and/or subscriptions for all Members or particular Members, and may reinstate a Member who has ceased to be a Member by virtue of the previous Rule 14.4 upon payment of outstanding fees and/or subscriptions without the requirement for the ceased Member to reapply for Membership.
- 14.6 The Board may determine that all Members or particular Members may pay subscriptions and/or fees by instalments.

15. MANAGEMENT

- 15.1 The affairs of the Club will be managed by a Board consisting of three Office Bearers and six Ordinary Board Members all elected in accordance with these Rules.
- 15.2 The Office Bearers of the Club will be:
- Chairperson;
 - Vice-Chairperson; and
 - Treasurer.
- 15.3 The Board may, subject to these Rules and the relevant legislation, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by General Meetings and without limiting the foregoing:
- (a) the Board will be entitled from time to time to make by-laws for the management of the Club and the conduct of the Members and visitors, such by-laws are to be communicated to the Members and visitors in a manner determined by the Board; and
 - (b) the Board has the power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Club.
- 15.4 The Board will not, without the approval of the Members in a General Meeting:
- (a) issue debentures;
 - (b) give any security over the property of the Club;
 - (c) sell, purchase or lease any real estate;
 - (d) lease any land or buildings belonging to the Club; or
 - (e) take any measure that will extend the liabilities of the Club beyond the assets and estimated revenue of the Club.
- 15.5 If for any reason the number of Board Members will be reduced to less than six,

the remaining Board Members, or if there be none the Secretary, will call a Special General Meeting for the purpose of filling the vacancies and may do all acts that may be necessary for the said purpose. Any Member appointed to fill such vacancies will hold the position for the remainder of the term that the vacating Board Member would have served.

16. TERM OF BOARD MEMBERS

- 16.1 Board Members will be elected for a term of 2 years.
- 16.2 The term of each Board Member will expire at the conclusion of the Annual General Meeting in the year of their retirement.
- 16.3 Retiring Board Members will be eligible for re-election.

17. ELECTION OF BOARD MEMBERS

- 17.1 No Member who is employed by the Club is eligible to be nominated as a candidate for a position on the Board.
- 17.2 In addition to the eligibility criterion in 17.1 the following eligibility criteria will apply for the relevant positions on the Board:
 - (a) As an Ordinary Board Member
 - (i) Only Members who have been a Member eligible to vote (see Rule 7) for at least 12 months may be nominated as a candidate for a position as an Ordinary Board Member;
 - (b) As an Officer Bearer
 - Only Members who:
 - (i) have been a Member eligible to vote (see Rule 7) for at least 12 months; and
 - (ii) have served as a Board Member for a minimum of 12 months in the immediate five year period prior to the Member's nomination as a candidatemay be nominated as a candidate for a position as an Office Bearer.
 - (c) As Chairperson
 - (i) Subject to Rule 17.2(c)(ii) the Chairperson may serve no more than two terms consecutively as Chairperson, but any person serving two consecutive terms as Chairperson will be eligible for election to another position on the Board, and will be eligible to be appointed to fill any casual position on the Board including Chairperson.
 - (ii) The Board may, not less than fourteen days before the conduct of an election held in accordance with this Rule 17, resolve to exempt the Chairperson from the previous Rule 17.2(c), and the Chairperson may then nominate to stand for election as Chairperson for the subsequent term.
- 17.3 In each year the positions which will fall vacant will be the positions of those Board Members whose terms have expired by the expiration of time or such other manner as provided in these Rules.

- 17.4 Nominations of candidates for election to fill vacancies on the Board:
- (a) will be made in writing on a form approved by the Board from time to time;
 - (b) will contain the name and signature of a proposer and a seconder both of whom will be Members entitled to nominate Members for election (not being the candidate);
 - (c) will be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
 - (d) for such time as the Club holds a liquor and/or venue operator's licence, be accompanied by completed VCGLR Forms unless the current candidate is currently an Approved Associated Individual; and
 - (e) will be delivered to the Secretary, together with the form/s referred to in this Rule, not less than twenty eight days before the date fixed for the holding of the Annual General Meeting.
- 17.5 If the Secretary finds that any nomination contains an anomaly or is not accompanied by the form/s required by the Rule 17.4 the Secretary will notify the person concerned of the anomaly and where it is practicable to do so, will give the person concerned the opportunity of remedying the anomaly within a reasonable period from the receipt of the notice, notwithstanding that the date for submission of nominations may have already passed.
- 17.6 Candidates will be entitled to nominate for more than one position on the Board (for example, a candidate may nominate for Chairperson and Treasurer and Ordinary Board Member).
- 17.7 Serving Board Members may nominate for election as Office Bearers (for example, an Ordinary Board Member may nominate for Chairperson, and Treasurer may nominate for Chairperson).
- 17.8 If a serving Board Member is elected to another position on the Board, the vacancy created in the position that the serving Board Member vacates will be filled in accordance with Rule 18 or the Chairman of the Meeting may resolve to fill the vacancy by a ballot conducted at the Meeting in such reasonable manner and the Chairman directs.
- 17.9 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.
- 17.10 If the number of nominations exceeds the number of vacancies to be filled, a ballot will be held in accordance with these Rules.
- 17.11 If a ballot is required, the Secretary will cause a list of the persons nominated for election to the Board to be displayed in a conspicuous place at the Club's premises for a period of at least fourteen days prior to the Annual General Meeting in the year of the election. A ballot will be conducted in such reasonable manner as the Board will determine subject to Rule 17.12.
- 17.12 If a ballot is required the ballot will be conducted in accordance with this Rule:
- (a) The Board will appoint as Poll Clerks one or more Members eligible to vote in the election who are not candidates or Board Members ("the Poll Clerks").

- (b) Ballot papers containing the names of all the candidates will be prepared by the Secretary.
- (c) The Secretary and Poll Clerks will count the votes cast for each candidate and will, despite any minor defects, attempt to give effect to each vote cast. If there is a dispute as to the validity of a vote, a decision by the Poll Clerks will prevail.
- (d) Depending on which positions are vacant, the Poll Clerks will count the votes for Board positions in the following order:
 - First Chairperson;
 - Second Vice-Chairperson;
 - Third Treasurer;
 - Forth Ordinary Board Members.
- (e) The candidates receiving the highest number of votes will be elected.
- (f) If two or more candidates receive an equal number of votes for the same position, the Poll Clerks will decide the winner by lot.
- (g) If one candidate is elected to more than one position, the candidate will be elected to the position first mentioned in Rule 17.12(d), and the votes cast for that elected candidate will be disregarded in the counting of votes for subsequent positions.
- (h) A record will be kept by the Secretary of the number of Members voting.
- (i) Where an insufficient number of nominations has been received, or where the election has resulted in a position on the Board becoming vacant, the positions may be filled either:
 - (i) by the Board in accordance with Rule 18; or
 - (ii) the person presiding may determine to conduct a ballot at the Annual General Meeting in such reasonable manner as the person presiding will determine
 and any Member so appointed will hold the position for the term or the remainder of the term for that position.

18. CASUAL VACANCIES

18.1 For the purpose of these Rules, a casual vacancy occurs in the position of a Board Member if:

- (a) the Board Member ceases to be a Member;
- (b) the Board Member has his/her Membership suspended or cancelled in accordance with Rule 24;
- (c) the Board Member is absent from three consecutive Meetings of the Board without apology;
- (d) the Board Member failed to declare any material personal interest in a matter that relates to the affairs of the Club and participated in any discussion relating to such an interest at a Board Meeting or voted in relation to such an interest at a Board Meeting or General Meeting UNLESS

the Board Members who do not have such an interest in the matter pass a resolution that the interest is not of a nature to require the position of the Board Member to become vacant;

- (e) the Board Member resigns his/her position by notice in writing given to the Secretary;
- (f) the Board Member is removed from the Board in accordance with these Rules by the Members at a General Meeting and the Members do not appoint a replacement Board Member at that General Meeting;
- (g) a Board position is not filled at an election or subsequent ballot at the Annual General Meeting held in accordance these Rules;
- (h) the Board Member is elected or appointed to another position on the Board; or
- (i) during any time that the Club holds a venue operator's and/or liquor licence:
 - (i) if, within three months of the Board Member's election or appointment, he/she 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 liquor licence; or
 - (ii) if at any time during his/her term the Board Member becomes ineligible to be a person associated with any organisation that holds a gaming venue operator's and/or liquor licence

UNLESS the Board Members who have been approved by the VCGLR pass a resolution that further time should be allowed for the Board Member to obtain the approval of the VCGLR.

18.2 If there is a casual vacancy in the office of an Office Bearer, the Board may appoint one of its Members to the vacant office (thus creating a casual vacancy in the position of Ordinary Board Member), and the Member so appointed will hold office for the remainder of the term that the vacating Office Bearer would have served.

18.3 If a casual vacancy occurs in the position of an Ordinary Board Member, the Board may appoint a Member who is eligible for election to the Board to fill the vacancy and the Member so appointed will hold the position for the remainder of the term that the vacating Board Member would have served.

19. REMOVAL OF BOARD MEMBER

19.1 The Members in a General Meeting may by resolution remove any Board Member before the expiration of his/her term and appoint another Member in his/her stead to hold office until the expiration of the term of the first-mentioned Board Member.

19.2 If a Board Member is removed in accordance with the previous Rule 19.1, the removal of the Board Member is not invalidated by the fact that the Members did not appoint another Member to the Board, and if another Member is not appointed to the Board, a casual vacancy will exist for the Board position.

- 19.3 A Board Member to whom a resolution referred to in Rule 19.1 is directed may make representations in writing to the Secretary, which will not exceed a reasonable length, and the Secretary will ensure that a copy of those representations is sent to each Member who is entitled to vote at General Meetings and/or the Board Member may require that the representations are read to the Members at the General Meeting prior to the Members voting on the resolution to remove the Board Member.

20. MEETINGS OF THE BOARD

- 20.1 The Board will hold Meetings on a periodic basis as often as the Board determines.
- 20.2 Board Meetings may be convened in any way approved by the Board and attendance may be by telephone or conference call or such other reasonable means as agreed by the Board.
- 20.3 Any two Board Members may require the Secretary to convene a Special Meeting of the Board, and the Secretary will on the requisition of two Board Members convene a Special Meeting of the Board.
- 20.4 No business will be transacted at any Meeting unless each Board Member has been given reasonable notice of the Meeting.
- 20.5 Any six Board Members will constitute a quorum for the transaction of the business of a Meeting of the Board.
- 20.6 No business will be transacted unless a quorum is present and if within half an hour of the time appointed for the Meeting a quorum is not present the person presiding will adjourn the Meeting to an appropriate time and place unless the Meeting was a Meeting requisitioned by a Board Member pursuant to Rule 20.3 in which case it lapses.
- 20.7 In the event that a Meeting is adjourned in accordance with the Rule 20.6, each Board Member will be notified of the place and time for the Meeting.
- 20.8 At Meetings of the Board:
- (a) the Chairperson, or in his/her absence the Vice-Chairperson, will preside; or
 - (b) if the Chairperson and the Vice-Chairperson are absent or unable to preside, such one of the remaining Board Member as may be chosen by the Board Members present will preside;.
- 20.9 questions arising at a Meeting of the Board or of any Sub-Committee will be determined on a show of hands or, if demanded by two Members, by a poll taken in such manner as the person presiding at the Meeting may determine.
- 20.10 The person presiding over the Meeting will have a deliberative and casting vote.
- 20.11 Subject to the requirement for a quorum, the Board may act notwithstanding any vacancy on the Board.

21. VALIDATING ACTS OF THE BOARD

All acts done by any Meeting of the Board or a Sub-Committee or by any persons acting as Board Members will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such person or persons

acting as aforesaid or that they or any of them were disqualified, be as valid as if any such person had been duly appointed and was qualified to be a Board Member.

22. INDEMNITY

- 22.1 No Board Members will be liable to the Club for any loss or expense not applicable to his/her own dishonesty or to the wilful commission by him/her of an act known by him/her to be a breach of trust or breach of duty.
- 22.2 To the full extent allowed by the law, the Board and each Board Member will be indemnified by the Club from and against any liability, loss or damage caused to or incurred by the Board or Board Member by reason of the bona fide exercise by the Board and each Board Member of any of the duties, powers or privileges conferred or imposed on them by these Rules or any amendment thereof.
- 22.3 The indemnity contained in this Rule 22 extends to Sub-Committees and their respective Members and will be read accordingly.

23. SECRETARY/MANAGER

- 23.1 The Board will be empowered to engage a Secretary/Manager on terms and conditions that the Board considers appropriate and who will be required to act diligently, honestly and faithfully in the best interests of the Club and carry out the directions of the Board.
- 23.2 Without limiting the previous Rule 23.1, in particular the Secretary/Manager will perform all the duties assigned to the Secretary in these Rules and will also:
 - (a) cause to be kept on the Club premises a register of the Members setting forth in full the names and addresses of all Members and the date of the latest payment by each Member of the Member's subscription;
 - (b) cause to be kept correct minutes of the proceedings of all Meetings of the Board and of the Members in records provided for the purpose;
 - (c) cause to be kept correct accounts and books showing the financial affairs of the Club and the particulars usually shown in books of accounts of a like nature and in particular the sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place and the assets and liabilities of the Club; and
 - (d) unless determined otherwise by the Board from time to time, cause to be prepared and lodged with the relevant authorities all financial returns, statements and forms in accordance with any relevant legislation.
- 23.3 In the absence of a Secretary/Manager, the Board will nominate a Board Member to be responsible for performing the duties of the Secretary.

24. SUB-COMMITTEES

- 24.1 With the approval from the Board, Members will be entitled to form themselves into various sections for sporting or recreational activities, and for the purposes of organising their particular affairs form such Sub-Committees as they see fit.
- 24.2 The Board may from time to time appoint any Sub-Committees consisting of

persons who are Members, employees and/or contractors of the Club and may delegate to the Sub-Committees such of the powers or duties of the Board as the Board may determine.

- 24.3 The Board may recall or revoke any appointment or delegation made in accordance with Rule 24.2.
- 24.4 The business of Sub-Committees will be conducted in accordance with the direction of the Board and Sub-Committees will conform to any regulations that may be prescribed by the Board.
- 24.5 All Sub-Committees will report to the Board and decisions of a Sub-Committee will be subject to confirmation of the Board except where the Sub-Committee has been given express power to act by the Board.
- 24.6 The Chairperson will be ex-officio Member of all Sub-Committees.

25. Longwarry Bowls Section

Without in any way limiting the previous Rule 24, and for such time as the game of bowls is regulated by Bowls Victoria or its successor the provisions of this Rule 25 will apply.

- 25.1 Any Member who is affiliated with Bowls Victoria is a Member of the Bowls Section for the period of time that the Member is affiliated with Bowls Victoria.
- 25.2 The Board will from time to time determine the criteria for affiliation with Bowls Victoria.
- 25.3 Prior to the Annual General Meeting each year there will be a Bowls Section Annual Meeting of all the Members who are eligible to vote and are also Bowls Section Members.
- 25.4 The Bowls Section Members who are eligible to vote in elections of the Club will elect from among their number a Bowls Section Committee in accordance with these Rules.
- 25.5 The manner of electing the Bowls Section Committee will be determined from time to time by the Board.
- 25.6 The Bowls Section Committee will consist of at least seven Bowls Section Members.
- 25.7 The Bowls Section Committee will elect from among their number a Chair and a Deputy Chair and such other officials as the Bowls Section Committee considers necessary.
- 25.8 The Bowls Section Committee Members will hold office for a term of twelve months.
- 25.9 Subject to direction from the Board, the Bowls Section Committee will organise and regulate the Bowls Section consistent with the Rules of the Club and the Rules governing the playing of bowls in Victoria.
- 25.10 The Bowls Section Committee will advise the Board of their deliberations and provide the Board with copies of the minutes of the Bowls Section Committee Meetings.

- 25.11 The Board may nominate any Board Member/s to be ex-officio Members of the Bowls Section Committee.
- 25.12 The Club will maintain affiliation with Bowls Victoria for as long as that body exists and the Club fields bowling teams in the relevant competitions.
- 25.13 The Bowls Section-Committee will nominate two delegates to attend Meetings of Bowls Victoria or any affiliated organisation, and in the event that the Bowls Section -Committee fails to nominate delegates, the delegates will be determined by the Board provided always that the delegates nominated are Members of the Bowls Section.

26. Disciplining a Member

26.1 If the Board or a Board Member receives information, in writing, orally or otherwise (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

the Board may consider the information at the next or a duly convened Board Meeting.

26.2 If after considering the information the Board decides that the information requires further consideration, the Board will consider the information at a Meeting of the Board with the prospect of sanctioning the Member.

26.3 If the Board convenes a Meeting in accordance with Rule 26.2 the Board will:

- (a) give the Member written notice that the Board intends to consider the information at a Board Meeting with the prospect of sanctioning the Member; and
- (b) convene a Meeting of the Board to be held no sooner than seven days after receipt of the notice by the Member.

26.4 The notice referred to in Rule 26.3(b) will:

- (a) state the decision of the Board to consider the information;
- (b) contain a copy or a précis of the information;
- (c) state the date, place and time of that Meeting;
- (d) state that the Member may:
 - (i) attend that Meeting with or without representative/s and address the Board on the information stated in Rule 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 given in Rule 26.4(b) and the imposition of a sanction; and
- (e) contain a copy of the discipline procedure set out in this Rule 24.

26.5 At a Meeting of the Board held in accordance with Rule 26.3(b), the Board will:

- (a) give 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; 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 Membership of the Club for a specified period; or
 - (iii) impose any appropriate requirement or restriction on the Member.
- 26.6 If the Board resolves to impose a sanction on the Member, the Board will as soon as possible after the Meeting give written notice to the Member stating:
- (a) the resolution of the Board;
 - (b) that the Member may, not later than 48 hours after receipt of the notice, give the Secretary a written notice to the effect that he/she wishes to appeal to the Club in General Meeting against the resolution; and
 - (c) that if he/she chooses to appeal the resolution he/she may:
 - (i) attend that Meeting; or
 - (ii) give to the Board before the date of that Meeting a written statement seeking revocation of the resolution addressing the grounds that it is based.
- 26.7 Where the Secretary receives notice under Rule 26.6(b):
- (a) the sanction imposed will be suspended until such time as it is confirmed or revoked in accordance with Rule 26.8; and
 - (b) he/she will notify the Board and the Board will convene a General Meeting to be held within thirty-five days after the date on which the Secretary received the notice.
- 26.8 At a General Meeting convened under Rule 26.7(b):
- (a) no business other than the question of the appeal will be transacted;
 - (b) the Board may place before the Meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the Member will be given an opportunity to be heard, or in the absence of the Member the Board will read to the General Meeting any written statement submitted prior to the Meeting by the Member; and
 - (d) the Members present will vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 26.9 If at the General Meeting:
- (a) a majority of the Members vote in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

- 26.10 In the event that the Members vote at the General Meeting to revoke the resolution of the Board, the Members may by simple majority determine that, based only on the information before them at the Meeting, the Member has refused or neglected to comply with these Rules or has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Club and substitute an appropriate sanction in place of the sanction determined by the Board.
- 26.11 Throughout the disciplinary procedure in this Rule 24 the Board will observe the principles of natural justice and afford procedural fairness to the Member.

27. Disputes and mediation

- 27.1 The grievance procedure set out in this Rule applies to disputes under these Rules between:
- (a) a Member and another Member; or
 - (b) a Member and the Club.
- 27.2 All disputes must, in the first instance, be referred to the Board in writing, which document must clearly set out the precise nature of the dispute and must contain the name and signature of the disputing Members.
- 27.3 The Board will arrange a meeting of the parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
- 27.4 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the Board will arrange for the parties to hold a meeting within ten days in the presence of a mediator.
- 27.5 The mediator must be a person chosen by agreement between the parties, or in the absence of agreement:
- (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).
- 27.6 A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute and will report to the Board on the outcome of the mediation.
- 27.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 27.8 The mediator, in conducting the mediation, must:
- (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 to the dispute throughout the mediation process.
- 27.9 The mediator must not determine the dispute.

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

28. ANNUAL GENERAL MEETINGS

28.1 There will be an Annual General Meeting held not later than five months after the end of the financial year on such a date and place as the Board determines.

28.2 The Annual General Meeting will be specified as such in the notice convening it.

28.3 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 Meeting;
- (b) to receive from the Board reports upon the transactions of the Club during the last preceding financial year;
- (c) to declare the results of a ballot if required for Members of the Board in accordance with these Rules;
- (d) to receive and consider the Club's audited financial statement in accordance with the relevant legislation; and
- (e) to appoint an auditor for the forthcoming year.

28.4 The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

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

29. SPECIAL GENERAL MEETINGS

29.1 All General Meetings other than the Annual General Meeting will be called Special General Meetings.

29.2 The Board may, whenever it thinks fit, convene a Special General Meeting.

29.3 If, but for this Rule, more than eighteen months would elapse between Annual General Meetings, the Board must convene a Special General Meeting before the expiration of that period.

29.4 The Board will, on the requisition in writing of Members representing not less than five percent of Members who are entitled to vote at Meetings, convene a Special General Meeting of the Club.

29.5 The requisition for a Special General Meeting will state the business of the Meeting and will contain the name and the signature of the Members making the requisition and be delivered to the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

29.6 If the Board does not cause a Special General Meeting to be held within six weeks after the date on which the requisition is delivered to the Secretary, any of the Members making the requisition may convene a Special General Meeting to be held not later than three months after the date on which the requisition is delivered.

29.7 A Special General Meeting convened by Members in pursuance of this Rule will be convened in the same manner as nearly as possible as General Meetings convened by the Board and all reasonable expenses incurred in convening the Meeting will be refunded by the Club to the persons incurring the expenses.

30. NOTICE OF MEETINGS

30.1 In the case of Annual General Meetings, the Secretary must provide a preliminary notice in accordance with this Rule 30.1. The preliminary notice is in addition to the notice referred to in 30.3. The Secretary 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:

- (a) the place, date and time of the Annual General Meeting;
- (b) the number of Board Members to be elected and how to nominate for election as a Board Member; and
- (c) the requirement to lodge notice of special business with the Secretary at least twenty eight days prior to the date fixed for the Annual General Meeting.

30.2 The preliminary notice referred to in this Rule 30.1 will be by way of newsletter or notice posted on the notice board or such other manner as the Board determines.

30.3 In the case of both Annual General Meetings and Special General Meetings the Secretary will, at least twenty-one days before the date fixed for holding a General Meeting, cause a notice of the Meeting to be posted on the notice board at the Club's premises (each of them if there are more than one) and mailed by pre-paid post to all Members eligible to vote.

30.4 A Member desiring to bring any business before a Meeting may give notice of that business in writing to the Secretary at least twenty eight days prior to the Meeting, and the Secretary will include that business in the notice calling the next General Meeting after the receipt of the notice.

30.5 The notice of General Meeting will state the place, date and time of the Meeting and the nature of the business to be transacted at the Meeting.

30.6 No business other than that set out in the notice convening the Meeting will be transacted at the Meeting.

31. PROCEEDINGS AT MEETINGS

31.1 All business that is transacted at a General Meeting, with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting, will be deemed to be special business.

31.2 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 Meeting is considering that item.

31.3 Twenty-five Members personally present (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

31.4 If within half an hour after the appointed time for the commencement of a

General Meeting, a quorum is not present, the Meeting, if convened by 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 at the same place, unless another place or time is specified by the person presiding at the Meeting at the time of the adjournment and by written notice to Members given before the day to which the Meeting is adjourned, and if at the adjourned Meeting the quorum is not present within half an hour after the time appointed for the commencement of the Meeting, the Members present (being not less than ten) will be a quorum.

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

31.15 If a Member in attendance at a General Meeting abstains from voting on a resolution, his/her vote will not be included in the calculation of whether the required majority was in favour of the resolution.

31.16 A Member is not entitled to vote at any General Meeting unless all subscriptions and fees due and payable to the Club by the Member have been paid.

32. Absentee Vote

32.1 A Member who is unable to attend at a General Meeting or an adjourned General Meeting is entitled to place an absentee vote. The procedures for absentee voting will be as reasonably determined by the Board from time to time provided always that the absentee voting form:

(a) is received by the person presiding at the Meeting prior to the relevant resolution being put to the vote of the Meeting or the election taking place; and

(b) clearly indicates the voting intention of the Member.

32.2 If the conditions set out in Rule 32.1 are not met or if the relevant resolution is fundamentally altered from that set out in the notice of Meeting, the absentee vote will be invalid.

32.3 Proxy votes are not allowed.

33. VISITORS TO THE CLUB

33.1 Where it is stipulated in these Rules and subject to any by-laws, a Member will be entitled to introduce visitors to the Club as a guest of the Member.

33.2 A visitor will not be supplied with liquor on the Club 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).

33.3 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 of the Club whilst on the licensed premises of the Club.

34. VISITORS' REGISTER

The Club will 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 a Member – in which case the register will record the name of the introducing Member; or

(b) an authorised gaming visitor – in which case the register will record the residential address of the visitor.

35. COMMISSIONS, ALLOWANCES AND REMUNERATION

- 35.1 No person may receive any payment of any amount by way of commission or allowance from the Club's receipts for the supply of liquor or gaming.
- 35.2 No Board Member will be paid any remuneration or commission for his/her services to the Club as a Board Member, but the Board will have the power to grant an honorarium to a Board Member of such amount as it deems appropriate.
- 35.3 The assets and the income of the Club will be applied solely for the furtherance of the Club's purposes.
- 35.4 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 or former Members except as:
- (a) bona fide compensation for services rendered, goods supplied or expenses incurred for and on behalf of the Club;
 - (b) honorarium for work done as approved by the Board in accordance with these Rules; or
 - (c) salary or wages paid to employees.

36. ALTERATION OF RULES AND STATEMENT OF PURPOSES

- 36.1 No alteration or addition to these Rules and statement of purposes will be made except by means of a Special Resolution at a General Meeting where twenty one days' notice of the intention to propose the resolution has been forwarded to each Member entitled to vote at that Meeting.
- 36.2 The resolution of the Special General Meeting will be passed by a majority of three-quarters of the Members present and entitled to vote.
- 36.3 An alteration of the statement of purposes or the Rules does not take effect unless and until:
- (a) if the resolution is an alteration of the purposes set out in Rule 2(c) (i.e. maintenance of bowling and Members' facilities at Longwarry) the resolution approving the alteration has been passed by Members of the Bowls Section who are eligible to vote and:
 - (i) those Members have been given at least 21 days' notice prior to being required to vote on the resolution; and
 - (ii) the resolution is passed by a majority of at least three-quarters of those Members who vote; and
 - (b) it is approved by the relevant authority.

37. NOTICES

- 37.1 Unless otherwise provided in these Rules, a notice may be served by or on behalf of the Club upon any Member either personally or by sending it by facsimile, electronic transmission or post to the Member at his/her address shown in the register of Members.
- 37.2 Where a document is properly addressed, pre-paid and posted to a person as a letter, the document will, unless the contrary is proved, be deemed to have been

given to the person at the time at which the letter would have been delivered in the ordinary course of post.

37.3 Notice for a Special Resolution must:

- (a) specify the date, time and place of the meeting;
- (b) state in full the proposed resolution;
- (c) state the intention to propose the resolution as a special resolution; and
- (d) subject to Rule 38.2(a), be given at least 21 days prior to the Meeting.

38. WINDING UP OR CANCELLATION

38.1 The Members at a General Meeting may, by simple majority of the Members present, pass a resolution for the dissolution of the Club.

38.2 Such resolution will have no effect unless:

- (a) the resolution is confirmed by a Special Resolution at a Special General Meeting held not less than one month after the Meeting referred to in the previous Rule 38.1; and
- (b) not less than three-quarters of those present and voting at the Special General Meeting vote in favour of the resolution.

38.3 If the conditions set out in the previous Rule 38.2 are met, the Club will be wound up in accordance with the relevant legislation, and after realisation of the property of the Club and the discharge of all liabilities, all moneys will be allocated to organisations with similar purposes to those of the Club as set out in clause 2 and in particular clauses 2(c) and 2(i) and as specified by a Special Resolution of Members at the Special General Meeting referred to in Rule 38.2(a), and after completion of distribution the Club will be dissolved.

38.4 If the Club is wound up or its incorporation is cancelled:

- (a) 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 or former Members except as bona fide compensation for services rendered, goods supplied or expenses incurred for and on behalf of the Club;
- (b) the assets and the income of the Club will be applied solely for the furtherance of the Club's purposes.

39. CUSTODY OF RECORDS

39.1 Except as otherwise provided in these Rules, the Secretary will keep in his/her custody or under his/her control, all books, relevant documents and securities of the Club.

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

- (a) the register of members;
- (b) the minutes of general meetings; and
- (c) subject to rules 39.4, the financial records, books, securities and any other relevant document of the Club, including minutes of Board meetings.

- 39.3 The Board must, on request, make copies of these rules available to Members and applicants for membership free of charge.
- 39.4 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.

40. COMMON SEAL

- 40.1 The Common Seal of the Club will be kept in the custody of the Secretary.
- 40.2 The Common Seal will not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal will be attested by the signatures of two Board Members.

41. TRANSITION

- 41.1 Upon the approval of these Rules by the Registrar, the Board will allocate all Members to a category Membership that most closely corresponds to the category of the Membership immediately prior to the approval of these Rules.
- 41.2 At the approval of these Rules by the Registrar, the Board will consist of the following persons who will hold office until the conclusion of the annual general meeting in the stipulated year.

Board position	Incumbent	Year of expiry of term
Chairperson	John South	2016
Vice-Chairperson	Frank Hone	2017
Treasurer	Sharon Twite	2017
Board Position	Trevor Eastwell	2017
Board Position	Brian Doyle	2016
Board Position	Brendon VanEyck	2016
Board Position	Ross Twite	2017
Board Position	Barry Field	2016
Board Position	Peter Newgreen	2017