



RULES OF THE KELVIN CLUB INC.

Registration Number A0027845V

13 DECEMBER 2021

*The Kelvin Club Inc.
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Version: As adopted at the Annual General Meeting of 13 December, 2021

1. Name

The name of the incorporated association is The Kelvin Club Inc. (in these Rules called the "Club")

2. Definitions

(1). In these Rules, unless the contrary intention appears

"**Act**" means the **Associations Incorporation Act 1981 as amended**;

"**Committee**" means the committee of management of the Club;

"**financial year**" means the year ending on 30 June;

"**General Meeting**" means a general meeting of members convened in accordance with these Rules;

"**member**" means an Ordinary Member of the Club;

"**ordinary member of the Committee**" means a member of the Committee who is not an officer of the Club under Rule 24;

"**Policy**" means the Policy of the Club as determined by the Committee (except where the Policy requires that a change must be approved by the members in a General Meeting);

"**Ordinary Member**" means an Ordinary Member with full voting rights as defined in Rule 4(1)(a);

"**Extraordinary Member**" means a Member without Voting Rights as defined in Rule 4(1)(b) and includes temporary and honorary members;

"**Regulations**" means regulations under the Act;

"**relevant documents**" has the same meaning as in the Act; and

"**Special Resolution**" is a motion

(a) of which not less than twenty-one days notice has been given; and

(b) the notice of the motion states that the motion is a "special resolution" and

(3) which is resolved and passed by a majority of not less than three- fourths of the financial members of the Club present or voting by proxy at a General Meeting.

(2). In these Rules, a reference to the Secretary of the Club is a reference to:

(a). if a person holds office under these Rules as Secretary of the Club to that person; and

(b). in any other case, to the public officer of the Club.

3. Alteration of the rules

These Rules and the Statement of Purposes of the Club must not be altered except in accordance with the Act.

4. Membership

- (1). The membership of the Club shall consist of
 - (a). Ordinary Members who shall
 - (1) be not less than sixty per cent of the total membership of the Club excluding temporary or honorary members and persons who are members by reason only of reciprocal arrangements with another club; and
 - (2) if financial, be entitled to vote at a General Meeting; and
 - (b). Extraordinary Members who shall not have any right
 - (1) to attend and/or vote at a General Meeting ; or
 - (2) to be nominated for and be elected to membership of the Committee.
- (2). The Committee, in the Policy, may determine sub-classes of Ordinary and Extraordinary Members as it sees fit.
- (3). A person cannot be admitted as an Extraordinary Member or be exempted from the obligation to pay the annual fee unless the person is of a class of membership specified in the Policy and any admission or exemption is in accordance with that Policy.

5. Qualification for Membership

- (1). Any person who has attained 18 years of age is eligible for nomination for membership of the Club.
- (2). A person over the age of 18 years of age is ineligible for membership if
 - (a). whilst a visitor has contravened any provision of these rules within the last 12 months;
 - (b). whilst a visitor contravened any regulations, rules or by-law under these rules within the last 12 months;
 - (c). whilst a visitor engaged in conduct which is deemed by the Committee to have been unworthy as if a member of the Club whilst on the Club's premises within the last 12 months;
 - (d). whilst a visitor engaged in or has engaged in conduct which is deemed by the Committee to have been prejudicial to the interests of the club within the last 12 months;
 - (e). has been convicted of any criminal offence (excluding motor vehicle offences) within the last five years, or
 - (f). has been made bankrupt or entered into an Arrangement with creditors within the last five years in partial payment of debts.

6. Membership, entry fees and subscription

- (1). A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Club on payment of the entrance fee and annual subscription payable under the Policy.
- (2). A person who is not a member of the Club at the time of the incorporation of the Club (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless
 - (a). he or she applies for membership in accordance with sub-rule (3); and
 - (b). the admission as a member is approved by the Committee,

- (3). An application of a person for membership of the Club must
 - (a). be made in writing in the form set out in the Policy; and
 - (b). be lodged with the Secretary of the Club.
- (4). As soon as practicable after the receipt of an application, the Secretary must refer the application to the Committee.
- (5). The Committee must determine whether to approve or reject the application.
- (6). If the Committee approves an application for membership, the Secretary must, as soon as practicable
 - (a). notify the applicant in writing of the approval for membership; and
 - (b). request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- (7). The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (6), enter the applicant's name in the register of members.
- (8). An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- (9). If the Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (10). A right, privilege, or obligation of a person by reason of membership of the Club
 - (a). is not capable of being transferred or transmitted to another person; and
 - (b). terminates upon the cessation of membership whether by death or resignation, non payment of the annual subscription or otherwise.
- (11). The entrance fee is the relevant amount set out in the Policy.
- (12). The annual subscription is the relevant amount and payable at a time set out in the Policy.

7. Register of members

- (1). The Secretary must keep and maintain a register of members containing
 - (a). the name and address of each member; and
 - (b). the date on which each member's name was entered in the register.
- (2). The register is available for inspection free of charge by any member upon request.
- (3). A member may make a copy of entries in the register.

8. Ceasing membership

- (1). A member of the Club who has paid all moneys due and payable by a member to the Club may resign from the Club by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2). After the expiry of the period referred to in sub-rule (1)
 - (a). the member ceases to be a member; and
 - (b). the Secretary must record in the register of members the date on which the member ceased to be a member.

9. Discipline, suspension and expulsion of members

- (1). Subject to these Rules, if the Committee is of the opinion that a 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, the Committee may by resolution
 - (a). fine that member an amount not exceeding \$500; or
 - (b). suspend that member from membership of the Club for a specified period; or
 - (c). expel that member from the Club.
- (2). A resolution of the Committee under sub-rule (1) does not take effect unless
 - (a). at a meeting held in accordance with sub-rule (3), the Committee confirms the resolution; and
 - (b). if the member exercises a right of appeal to the Club under this rule, the Club confirms the resolution in accordance with this rule.
- (3). A meeting of the Committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
- (4). For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice
 - (a). setting out the resolution of the Committee and the grounds on which it is based; and
 - (b). stating that the member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c). stating the date, place and time of that meeting; and
 - (d). informing the member that he or she may do one or both of the following
 - (1) attend that meeting;
 - (2) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e). informing the member that, if at that meeting, the Committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in General Meeting against the resolution.
- (5). At a meeting of the Committee to confirm or revoke a resolution passed under sub-rule (1), the Committee must
 - (a). give the member, and/or his or her representative, an opportunity to be heard; and
 - (b). give due consideration to any written statement submitted by the member; and
 - (c). determine by resolution whether to confirm or to revoke the resolution.
- (6). If at the meeting of the Committee, the Committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in General Meeting against the resolution.
- (7). If the Secretary receives a notice under sub-rule (6), he or she must notify the Committee and the Committee must convene a General Meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.

- (8). At a General Meeting of the Club convened under sub-rule (7)
 - (a). no business other than the question of the appeal may be conducted; and
 - (b). the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c). the member, or his or her representative, must be given an opportunity to be heard; and
 - (d). the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9). A resolution is confirmed if, at the General Meeting, not less than two-thirds of the members present or voting by proxy vote in favour of the resolution. In any other case, the resolution is revoked.

10. Disputes and mediation

- (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.
- (2). The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3). If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4). The mediator must be
 - (a). a person chosen by agreement between the parties; or
 - (b). in the absence of agreement
 - (1) in the case of a dispute between a member and another member, a person appointed by the Committee of the Club; or
 - (2) 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).
- (5). A member of the Club can be a mediator.
- (6). The mediator cannot be a member who is a party to the dispute.
- (7). The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8). The mediator, in conducting the mediation, must
 - (a). give the parties to the mediation process every opportunity to be heard; and
 - (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.
- (9). The mediator must not determine the dispute.
- (10). If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

11. Visitors

- (1). The Club shall establish and maintain a record of all visitors and guests to the Club, hereinafter called "the Visitors Book".
- (2). A visitor shall not be supplied with intoxicating liquor whilst on the Club premises unless the visitor is a guest in the company of a member of the club
- (3). A member of the Club arranging a function, meeting or seminar or another activity approved of by the Committee and who is to meet the cost of such activity shall be entitled to introduce such visitors to the Club as permitted by the Committee.
- (4). A member who introduces a guest to the Club shall be responsible for his or her behaviour and for any debts incurred by him or her whilst on the Club premises.
- (5). A Committee member or the Secretary may require any visitor or guest introduced to the Club to leave the Club premises.
- (6). A person who has been expelled as a member of the Club or has had his membership of the Club suspended pursuant to these Rules shall not be brought into the club as a visitor except with the prior written permission of the President or his nominee.

12. Annual General Meetings

- (1). The Committee shall determine the date, time and place of the Annual General Meeting of the Club.
- (2). The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- (3). The ordinary business of the Annual General Meeting shall be
 - (a). to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and
 - (b). to receive from the Committee reports upon the transactions of the Club during the last preceding financial year; and
 - (c). To be informed by the Returning Officer (or his delegate) of the results of the secret postal ballot to elect officers of the Club and the ordinary members of the Committee.; and
 - (d). to receive and consider the statement submitted by the Club in accordance with section 30(3) of the Act.
- (4). The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

13. Special General Meetings

- (1). In addition to the Annual General Meeting, any other General Meeting may be held in the same year.
- (2). All General Meetings other than the Annual General Meeting are Special General Meetings.
- (3). The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.
- (4). If, but for this sub-rule, more than 15 months would elapse between Annual General Meetings, the Committee must convene a Special General Meeting before the expiration of that period.

- (5). The Committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, but not less than 20 members, convene a Special General Meeting of the Club.
- (6). The request for a Special General Meeting must
 - (a). state the objects of the meeting; and
 - (b). be signed by the members requesting the meeting; and
 - (c). be sent to the address of the Secretary.
- (7). If the Committee does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- (8). If a Special General Meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Club to the persons incurring the expenses.

14. Special business

All business that is conducted at a Special General Meeting and all business that is conducted at the annual General Meeting, except for business conducted under the rules as ordinary business of the Annual General Meeting, is deemed to be special business.

15. Notice of General Meetings

- (1). The Secretary of the Club, at least 14 days, or if a Special Resolution has been proposed at least 21 days, before the date fixed for holding a General Meeting of the Club, must cause to be sent to each member of the Club, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2). Notice may be sent
 - (a). by prepaid post to the address appearing in the register of members; or
 - (b). if the member requests, by facsimile transmission or electronic transmission.
- (3). No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4). A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next General Meeting.

16. Quorum at General Meetings

- (1). No item of business may be conducted at a General Meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2). Not less than twenty members, personally present (being members entitled under these Rules to vote at a General Meeting) shall constitute a quorum for the conduct of the business of a General Meeting.

- (3). If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present
 - (1) in the case of a meeting convened upon the request of members the meeting must be dissolved; and
 - (2) in any other case the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

17. Presiding at General Meetings

- (1). The President, or in the President's absence, the Vice-President, shall preside as Chairman at each General Meeting of the Club.
- (2). If the President and the Vice-President are absent from a General Meeting, or are unable to preside, the members present must select one of their number to preside as Chairman.

18. Adjournment of meetings

- (1). The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2). No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3). If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12. (4). Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

19. Voting at General Meetings

- (1). Upon any question arising at a General Meeting of the Club, a member has one vote only.
- (2). All votes must be given personally or by proxy.
- (3). In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
- (4). A member is not entitled to vote at a General Meeting unless all moneys due and payable by the member to the Club have been paid.

20. Poll at General Meetings

- (1). If at a meeting a poll on any question is demanded by not less than three members, it must be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2). A poll that is demanded on the election of a Chairman or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairman may direct.

21. Manner of determining whether resolution carried

- (1). If a question arising at a General Meeting of the Club is determined on a show of hands
 - (a). a declaration by the Chairman that a resolution has been
 - (1) carried; or
 - (2) carried unanimously; or
 - (3) carried by a particular majority; or
 - (4) lost; and
 - (b). 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.
- (2). Any member entitled to vote at a General Meeting may call for a ballot on a resolution and if so called the Chairman must conduct a ballot in a manner as determined by the Chairman.

22. Proxies

- (1). Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2). The notice appointing the proxy must be
 - (a). for a meeting of the Club convened under rule 9(7), in the form set out in Appendix 1; or
 - (b). in any other case, in the form set out in Appendix 2.

23. Committee of Management

- (1). The affairs of the Club shall be managed by the committee of management.
- (2). The Committee
 - (a). shall control and manage the business and affairs of the Club; and
 - (b). may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by General Meetings of the members of the Club; and
 - (c). subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.
- (3). Subject to section 23 of the Act, the Committee shall consist of
 - (a). the officers of the Club;
 - (b). six ordinary members,
each of whom shall be elected at the annual General Meeting of the Club in each year, and
 - (c). the Immediate Past President upon having given written notice to the President of his intention to be on the Committee within fourteen (14) days following the Annual General Meeting.

24. Office holders

- (1). The officers of the Club shall be-
 - (a). a President;
 - (b). a Vice-President;
 - (c). a Treasurer;
- (2). The Officers shall hold office until the Annual General meeting next after the date of the Annual General meeting at which the election of the Committee is declared but are eligible for re-election.
- (3). In the event of a casual vacancy in any office referred to in sub-rule (1), the Committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.
- (4). The position of Secretary shall be fulfilled by the employee of the Club who is employed as the Secretary/Manager.

25. Ordinary members of the Committee

- (1). Subject to these Rules, each ordinary member of the Committee shall hold office until the Annual General Meeting next after the date of election but is eligible for re-election.
- (2). In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Club to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual General Meeting next following the date of the appointment.

26. Election of officers and ordinary Committee members

- (1). Nominations of candidates for election as officers of the Club or as ordinary members of the Committee must be made in writing, signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (a). delivered to the Secretary of the Club not less than 28 days before the date fixed for the holding of the annual General Meeting.
 - (b). displayed by the Secretary of the Club in a conspicuous place in the club premises for not less than one week before the date of the close of polls for election.
- (2). A candidate may only be nominated for one office, or as an ordinary member of the Committee, prior to the annual General Meeting.
- (3). If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
- (4). If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5). If the number of nominations exceeds the number of vacancies to be filled, a secret ballot must be held.

27. Returning Officers

Not less than 30 days before the date fixed for the Annual General Meeting or a Special General Meeting where an election is to take place, the Committee shall appoint a Returning Officer and a Deputy Returning Officer to act in place of the Returning Officer if for any reason he or she is unable to carry out their duties and, if the Committee in its absolute discretion thinks fit, two (2) Assistant Returning Officers to assist and act under the instructions of the Returning Officer.

The Returning Officer, the Deputy Returning Officer and the Assistant Returning Officers shall be Ordinary Members of the Club who are not currently Officers, are not members of the Committee and are not Candidates in the election for which they have been appointed to act as returning officers.

28. Conduct of the Ballot

The ballot for the purposes of Rule 26 (5) is to be conducted in accordance with the Policy.

29. Vacancies

The office of an officer of the Club, or of an ordinary member of the Committee, becomes vacant if the officer or member

- (a). ceases to be a member of the Club; or
- (b). becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c). resigns from office by notice in writing given to the Secretary.

30. Meetings of the Committee

- (1). The Committee must meet at least three (3) times in each year at such place and such times as the Committee may determine.
- (2). Special meetings of the Committee may be convened by the President or by any three members of the Committee.

31. Notice of Committee meetings

- (1). Written notice of each Committee meeting must be given to each member of the Committee at least two (2) business days before the date of the meeting.
- (2). Written notice must be given to members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting unless all members of the Committee who are present agree.

32. Circulating Resolutions

- (1) Where a matter is deemed to require urgent attention and there is no opportunity for the Committee to meet, the Committee may determine the matter by circulating a resolution.
- (2) The Committee may pass the resolution if all directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

- (3) Separate copies of the document may be used for signing provided the wording in each copy is identical. The document may be in the form of facsimile transmission or electronic communication.
- (4) The resolution is passed when the last member of the Committee signs.

33. Quorum for Committee meetings

- (1) A majority of members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present.
 - (1) in the case of a special meeting the meeting lapses;
 - (2) in any other case the meeting shall stand adjourned to the same place and the same time and day (or such other day and time as the Committee members may agree) in the following week.
- (4) The Committee may act notwithstanding any vacancy on the Committee.

34. Presiding at Committee meetings

At meetings of the Committee

- (a). the President or, in the President's absence, the Vice-President presides; or
- (b). if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

35. Voting at Committee meetings

- (1). Questions arising at a meeting of the Committee, or at a meeting of any sub - Committee appointed by the Committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2). Each member, except the Secretary, present at a meeting of the Committee, or at a meeting of any sub-Committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote.

36. Removal of Committee member

- (1). The Club in General Meeting may, by resolution, remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2). A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- (3). The Secretary or the President may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting.

37. Minutes of meetings

The Secretary of the Club must keep minutes of the resolutions and proceedings of each General Meeting, and each Committee meeting, together with a record of the names of persons present at Committee meetings.

38. Funds

- (1). The Committee must
 - (a). collect and receive all moneys due to the Club and make all payments authorised by the Club; and
 - (b). keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.
- (2). All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee or by two delegates of the Committee.
- (3). The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.
- (4). No surplus funds are to be distributed to the Ordinary or the Extraordinary Members.

39. Seal

- (1). The common seal of the Club must be kept in the custody of the Secretary.
- (2). The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Club.

40. Notice to members

Except for the requirement in rule 15, any notice that is required to be given to a member, by or on behalf of the Club, under these Rules may be given by

- (a). delivering the notice to the member personally; or
- (b). sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c). facsimile transmission, if the member has requested that notices be given to him or her in this manner; or
- (d). electronic transmission, if the member has requested that notices be given to him or her in this manner.

41. Indemnity

Every member of the Committee or person acting on behalf of the Committee shall be indemnified out of the assets of the Club against all costs losses and expenses incurred by that member in the course of the Club's business save and except if any such loss is caused by any criminal or fraudulent act by that member.

42. Disposal of Assets

The sale, transfer or disposal in any other way of the land and building of the Club requires the passing of a Special Resolution of Members at a General Meeting of the Club.

43. Winding up

In the event of the winding up or the cancellation of the incorporation of the Club, the assets of the Club must be disposed of in accordance with the provisions of the Act.

44. Custody and inspection of books and records

- (1). Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Club.
- (2). All accounts, books, securities and any other relevant documents of the Club must be available for inspection free of charge by any member upon request.
- (3). A member may make a copy of any accounts, books, securities and any other relevant documents of the Club.

45. Liquor

No employee, servant or agent of the Club shall be paid by way of commission or allowance from or upon the receipts of the Club for intoxicating liquor supplied.

46. Variation of Rules

Save as provided in these Rules, the Statement of Purposes and/or Rules may only be varied or amended

- (1). by an Annual or Special General Meeting;
- (2). by giving not less than twenty-one days notice of the intention to propose a resolution to vary or amend the Statement of Purposes or Rules to all financial ordinary members and
- (3). by, stating in the notice of the variation or amendment that the variation or amendment will be proposed as a Special Resolution and by a Special Resolution passed at an Annual or Special General Meeting.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY FOR MEETING OF ASSOCIATION CONVENED UNDER RULE 9(7)

I,
(name)
of
(address)
being a member of.....
(name of Incorporated Association)
appoint.....
(name of proxy holder)
of
(address of proxy holder)
being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the
appeal to the General Meeting of the Association convened under rule 9(7), to be held on-

(date of meeting)
and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following
resolution (insert details of resolution passed under rule 9(1)).

Signed Date

**APPENDIX 2
FORM OF APPOINTMENT OF PROXY**

I,
(name)
of
(address)
being a member of.....
(name of Incorporated Association)
appoint.....
(name of proxy holder)
of
(address of proxy holder)
being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the
Annual/Special* General Meeting of the Association to be held on

(date of meeting)
and at any adjournment of that meeting.
My proxy is authorised to vote in favour of/against/as my proxy sees fit in relation to* the following
resolution (insert details of resolution).

Signed
Date
* Delete if not applicable

APPENDIX 3 STANDING ORDERS

The following standing orders shall be observed at meetings of *Members*:

1 Agenda

The order of business shall be determined by the **Committee**

2 Suspension of Standing Orders

- (1) In the event of any matter of urgency the chair of the meeting will accept a motion for the suspension of Standing Orders providing that the motion is seconded and submitted in writing within the first half hour of any meeting. The *Member* moving such suspension must clearly state the nature and urgency of the business, the numbers of Standing Orders affected and the length of time (not exceeding thirty minutes) that the suspension shall last.
- (2) The suspension of Standing Orders is limited in its operation to the particular purpose for which such suspension has been sought. No suspension of Standing Orders shall take place unless approved by at least seventy-five per cent of the votes cast by *Members* entitled to vote on the resolution.

3 Motions and Amendments

- (1) Motions must start with the word "that" and be expressed in the affirmative form.
- (2) A motion must be in writing and signed by the mover and seconder except for a procedural motion in writing.
- (3) A motion shall not use the first person, and may consist of several parts.
- (4) Motions and amendments should be quite specific, clearly expressed, and should propose definite action.
- (5) Amendments must be relevant to the motion and should not be contrary to it or any previous resolutions.
- (6) An amendment to any motion must be in writing and be signed by the mover and seconder.

4 Debating Motions and Amendments

- (1) Any amendment to an original motion may be moved by any *Member* other than the mover or seconder of the motion at the time after a motion has been moved and seconded, but before the mover of the original motion has exercised or declined to exercise the right of reply.
- (2) A *Member* may move or second only one amendment to each motion, but may speak with regard to amendments moved by others.
- (3) The mover or seconder of a motion may not move or second an amendment but is entitled to speak on any amendment.
- (4) When an amendment is moved to an original motion, no further amendment shall be discussed

- nor may discussion of the original motion be resumed until the first amendment is disposed of.
- (5) Amendments to amendments shall not be accepted. Once the amendment is passed it becomes the motion and may be subject to further amendments.
 - (6) The mover of a motion or amendment may immediately speak in favour of it, or may move it formally.
 - (7) The seconder of a motion or an amendment may speak in support immediately, or may defer remarks and seek the call to speak later in the debate.
 - (8) After the motion or amendment has been moved and seconded, the chair of the meeting should ask for a speaker in opposition even though the mover and seconder may not have spoken in support of the motion or amendment.
 - (9) Throughout the debate, the chair of the meeting should ask for alternative speakers for and against the motion or amendment. Not more than two consecutive speakers for either side should be allowed, and if no one rises from the other side or to make an amendment the chair of the meeting should call on the mover to reply so closing the debate.
 - (10) No person may speak more than once to a motion or to an amendment except that the mover of a motion shall have the right of reply. The mover of an amendment has no right of reply.
 - (11) The mover of a proposition shall not speak for more than ten minutes, subsequent speakers shall be allowed five minutes and the mover of the proposition five minutes to reply. However, if a speaker's time expires, another *Member* may move an extension of time for a specified period. If the motion is seconded, it shall be put to the meeting without debate.
 - (12) Immediately the mover of a motion has exercised the right of reply, or declined to do so, the motion must be put to the meeting.
 - (13) The chair of the meeting has the right to join in debate on the motion or an amendment, but only if the deputy chair or some other *Member* of the **Committee** is asked to take the chair. The chair shall not resume the chair until the motion is resolved.
 - (14) The mover of the original motion shall have a right of reply before the motion is put to the vote. The question shall then be put to the vote immediately.
 - (15) The mover of the original motion in reply may summarise the affirmative case and deal with any opposition raised, but may not introduce any new matters.

5 Withdrawal of Motions

- (1) No motion or amendment, which has been accepted by the chair, shall be withdrawn without the majority consent of the meeting. Apart from the mover or seconder, it is also competent for any *Member* present to move a procedural motion that a motion should be withdrawn.
- (2) A motion cannot be withdrawn while an amendment is under consideration, however, the amendment can first be withdrawn according to the procedures in (1).

6 Putting the Motion

- (1) After completion of debate, the chair of the meeting shall read out the motion and put it to the vote.

- (2) Once decided at a meeting, a motion may not be brought forward again at the same meeting unless it is desired to move rescission of the motion. In this event, a motion for rescission requires the support of not less than three-quarters of *Members* present at the meeting.

7 Procedural Motions

- (1) The Closure:

The chair of the meeting may accept a motion "That the question be now put" if it is felt that the issue has been adequately debated. If the chair of the meeting accepts the motion for closure, it must put it to the meeting without debate. If the closure is carried, the chair of the meeting must call on the mover of the original motion to reply to the debate and then immediately put the motion. The closure motion requires a simple majority.

- (2) Proceeding to Next Business:

At any time during debate on a motion, any *Member* present other than those who have already spoken to such motion or amendment, may move that the meeting proceed to the next item of business. No amendments can be accepted - the chair must put the motion to the vote without debate. The effect of this device is to dispose of a motion without taking a vote on it.

- (3) Guillotine Motion:

The chair of the meeting may accept a motion "that the *Member* be no longer heard". If the chair of the meeting accepts the motion it must be put to the meeting without debate. If the motion is carried the *Member* may say nothing further on the issue before the meeting.

- (4) Suspension by Members:

A *Member* may request that another *Member* acting in a disorderly manner, disobeying an order by the chair of the meeting or showing disrespect apologise to the chair or move that the named *Member* be suspended from the meeting. The motion is not open to debate. The motion requires a simple majority. If the motion is passed the named *Member* must vacate the meeting for the remainder of the meeting.

- (5) Suspension by Chair:

The chair of the meeting may at any time he or she considers it necessary or desirable to do so for the proper and orderly conduct of the meeting suspend a *Member* from the meeting and a decision by a chair on this matter is final. The *Member* named by the chair must vacate the meeting for the remainder of the meeting.

- (6) Adjournment:

This is another method of disposing of a motion or postponing a decision. The motion is "That the debate be adjourned" and may also stipulate a time for resumption of the debate. If the debate is resumed, the mover of the main motion has the right to speak first.

- (7) Rules for Procedural Motions:

A *Member* moving a procedural motion does not require the chair of the meeting's call, but a

procedural motion may not be moved or seconded by anyone who has previously spoken during the debate. This does not apply to motions to adjourn the meeting itself.

No discussion is allowed on procedural motions unless considered appropriate by the chair of the meeting and no right of reply shall be given.

8 Chair's Ruling

- (1) The ruling of the chair of the meeting on any question under the standing orders or on points of order, shall be final.
- (2) Any **Member** disagreeing with a ruling from the chair of the meeting may move "That the chair's ruling be dissented from".
- (3) The chair of the meeting must then call for a seconder who has no right to speak.
- (4) The deputy chair or some other **Committee** member must then take the chair.
- (5) The **Member** who challenged the (former) chair of the meeting's ruling should then give the reasons for doing so, and the (former) chair of the meeting explain why the ruling was given.
- (6) The motion should then be put to the meeting as "That the chair's ruling be upheld" after which the (former) chair of the meeting will resume the chair and apply the decision of the meeting.

9 Making Points of Order

- (1) A point of order is taken when a **Member** officially draws the attention of the chair of the meeting to an alleged irregularity in proceedings.
- (2) A **Member** seeking to take a point of order should stand and raise right hand.
- (3) A point of order must be taken as soon as the alleged irregularity occurs and cannot be taken at any other time. It takes precedence over all other business including procedural motions.
- (4) The **Member** taking the point of order must prove one or more of the following:-
 - (a) That the speaker is going beyond the scope of the question;
 - (b) That the speaker is infringing a provision of the Rules of The Kelvin Club Inc;
 - (c) That the speaker is infringing the Standing Orders;
 - (d) That the speaker is using unseemly language.
- (5) A point of order is not open to discussion and will be ruled on by the chair of the meeting.

10 Points of Explanation

If a member considers that his/her remarks have been distorted or misquoted, the **Member** may rise and ask "May I make a point of explanation, chairperson?" The chair of the meeting may then allow the **Member** to explain in a few words what was actually said or meant.

11 Matters Not Covered by these Standing Orders

On matters not covered by these Standing Orders the chair of the meeting may give a ruling, which will be subject to the normal rules of dissent in 8 (2).