

# RULES of The Kelvin Club

## Registration Number A0027845V

<b>PART 1—PRELIMINARY</b>	<b>3</b>	
1 Name	3	
2 Purposes	3	
3 Financial year	3	
4 Definitions	3	
<b>PART 2—POWERS OF CLUB</b>	<b>4</b>	
5 Powers of Club	4	
6 Not for profit organisation	4	
<b>PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES</b>		<b>4</b>
<b>Division 1—Membership</b>	<b>4</b>	
7 Minimum number of members	5	
8 Who is eligible to be a member	5	
9 Application for membership	5	
10 Consideration of application	5	
11 New membership	5	
12 Annual subscription and fee on joining	5	
13 General rights of members	6	
14 Sub-categories of membership	6	
15 Rights not transferable	6	
16 Ceasing membership	7	
17 Resigning as a member	7	
18 Register of members	7	
<b>Division 2—Disciplinary action</b>	<b>7</b>	
19 Grounds for taking disciplinary action	7	
20 Disciplinary subcommittee	7	
21 Notice to member	8	
22 Decision of subcommittee	8	
23 Appeal rights	8	
24 Conduct of disciplinary appeal meeting	9	
<b>Division 3—Grievance procedure</b>	<b>9</b>	
25 Application	10	
26 Parties must attempt to resolve the dispute	10	
27 Appointment of mediator	10	
28 Mediation process	10	
29 Failure to resolve dispute by mediation	11	
<b>PART 4—GENERAL MEETINGS OF THE CLUB</b>	<b>11</b>	
30 Annual general meetings	11	
31 Special general meetings	11	
32 Special general meeting held at request of members	11	
33 Notice of general meetings	12	
34 Proxies	12	
35 Use of technology	13	
36 Quorum at general meetings	13	
37 Adjournment of general meeting	13	
38 Voting at general meeting	14	
39 Special resolutions	14	
40 Determining whether resolution carried	14	
41 Minutes of general meeting	15	
<b>PART 5—COMMITTEE</b>	<b>15</b>	
<b>Division 1—Powers of Committee</b>	<b>15</b>	
42 Role and powers	15	
43 Delegation	15	

<b>Division 2—Composition of Committee and duties of members</b>	<b>15</b>
44 Composition of Committee	15
45 General Duties	16
46 President and Vice-President	16
47 Secretary	16
48 Treasurer	17
<b>Division 3—Election of Committee members and tenure of office</b>	<b>17</b>
49 Who is eligible to be a Committee member	17
50 Positions to be declared vacant	17
51 Nominations	17
52 Election of President etc.	18
53 Election of ordinary members	18
54 Ballot	18
54A Electronic Ballot	19
55 Term of office	20
56 Vacation of office	20
57 Filling casual vacancies	20
<b>Division 4—Meetings of Committee</b>	<b>21</b>
58 Meetings of Committee	21
59 Notice of meetings	21
60 Urgent meetings	21
61 Procedure and order of business	21
62 Use of technology	21
63 Quorum	21
64 Voting	22
65 Conflict of interest	22
66 Minutes of meeting	22
67 Leave of absence	23
<b>PART 6—FINANCIAL MATTERS</b>	<b>23</b>
68 Source of funds	23
69 Management of funds	23
70 Financial records	23
71 Financial statements	24
<b>PART 7—GENERAL MATTERS</b>	<b>24</b>
72 Common seal	24
73 Registered address	24
74 Notice requirements	24
75 Custody and inspection of books and records	24
76 Winding up and cancellation	25
77 Alteration of Rules	25

# The Kelvin Club

## Note

The persons who from time to time are members of the Club are an incorporated Club by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Club and its members.

## PART 1—PRELIMINARY

### 1 Name

The name of the incorporated Club is “The Kelvin Club Incorporated”.

### 2 Purposes

The Kelvin Club purpose is to provide an engaging private club environment for a diverse and inclusive membership whilst recognising its traditions and embracing changing values.

### 3 Financial year

The financial year of the Club ends on 30 June each year.

### 4 Definitions

In these Rules—

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

**appeal subcommittee** means a subcommittee appointed under rule 23(3);

**associate member** means a member referred to in rule 14(1);

**Chairperson**, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

**Committee** means the Committee having management of the business of the Club;

**committee meeting** means a meeting of the Committee held in accordance with these Rules;

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

**disciplinary appeal meeting** means a meeting of the appeal subcommittee convened for the purposes of rule 24;

**disciplinary meeting** means a meeting of the Committee convened for the purposes of rule 22;

**disciplinary subcommittee** means the subcommittee appointed under rule 20;

**financial year** means the 12-month period specified in rule 3;

**general meeting** means a general meeting of the members of the Club convened in accordance with Part 4 and includes an annual general meeting and a special general meeting;

**member** means

(1) a member of the Club; and

(2) a Life Member appointed pursuant to Rule 14(2);

**registered mediator** means a person registered as a mediator accredited under the National Mediator Accreditation System developed by the Mediator Standards Board Limited ABN 11 145 829 812;

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

**the Act** means the **Clubs Incorporation Reform Act 2012** and includes any regulations made under that Act;

**the Registrar** means the Registrar of Incorporated Clubs.

## **PART 2—POWERS OF CLUB**

### **5 Powers of Club**

- (1) Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Club may—
  - (a) acquire, hold and dispose of real or personal property; or
  - (b) open and operate accounts with financial institutions; or
  - (c) invest its money in any security in which trust monies may lawfully be invested; or
  - (d) raise and borrow money on any terms and in any manner as it thinks fit; or
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability; or
  - (f) appoint agents to transact business on its behalf; or
  - (g) enter into any other contract it considers necessary or desirable.
- (3) The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### **6 Not for profit organisation**

- (1) The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Club from paying a member—
  - (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member—

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

#### **Note**

Section 33 of the Act provides that an incorporated Club must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated Club is not taken to secure pecuniary profit for its members.

## **PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Membership**

## **7 Minimum number of members**

The Club must have at least 5 members.

## **8 Who is eligible to be a member**

Any person aged not less than 18 years who supports the purposes of the Club is eligible for membership.

## **9 Application for membership**

- (1) To apply to become a member of the Club, a person must submit a written application to a committee member stating that the person—
  - (a) wishes to become a member of the Club; and
  - (b) supports the purposes of the Club; and
  - (c) agrees to comply with these Rules.
- (2) The application—
  - (a) must be signed by the applicant; and two club members
  - (b) may be accompanied by the joining fee.

## **10 Consideration of application**

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) The Committee is not required to give a reason for the rejection of an application.

## **11 New membership**

- (1) If an application for membership is approved by the Committee—
  - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
  - (b) the Secretary must, as soon as practicable, ensure the name and address of the new member, and the date on which they became a member, is recorded in the register of members.
- (2) A person becomes a member of the Club from the date on which both of the following have occurred—
  - (a) the Committee approves the person's membership; and
  - (b) the person pays the joining fee.

- (3) Subject to rule 13(2), a person is entitled to exercise their rights of membership from the date referred to in subrule (2).

## **12 Annual subscription and fee on joining**

- (1) At each annual general meeting, the Club must determine—

- (a) the process for setting the amount of the annual subscription (if any) for the following financial year; and
  - (b) the date for payment of the annual subscription.
- (2) The Club may determine that a lower annual subscription is payable by extraordinary members.
- (3) The Club may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
  - (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the financial year; or
  - (c) a fixed amount determined from time to time by the Club.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

### **13 General rights of members**

- (1) A member of the Club who is entitled to vote has the right—
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Club as provided under rule 75; and
  - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
  - (a) the member is a member other than an extraordinary member; and
  - (b) more than 10 business days have passed since the member became a member of the Club; and
  - (c) the member's membership rights are not suspended for any reason.

### **14 Sub-categories of membership**

- (1) Associate members may enjoy the facilities of the Club but not have voting rights and include—
  - (a) Persons elevated to membership by the Committee for services to the club or the community; and
  - (b) any other category of member as determined by special resolution at a general meeting.
- (2) Life members appointed by a vote of 75% of attendees at a general meeting who may have additional rights as determined by the Committee or by resolution at a general meeting.

### **15 Rights not transferable**

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

---

## **16 Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

## **17 Resigning as a member**

- (1) A member may resign by notice in writing given to the Club.
- (2) A member is taken to have resigned if—
  - (a) the member's annual subscription is more than 12 months in arrears; or
  - (b) where no annual subscription is payable—
    - (i) the Secretary has made a written request to the member to confirm that the member wishes to remain a member; and
    - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that the member wishes to remain a member.

## **18 Register of members**

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) for each current member—
    - (i) the member's name; and
    - (ii) the address for notice last given by the member; and
    - (iii) the email address last given by the member (if available); and
    - (iv) the date of becoming a member; and
    - (v) if the member is an extraordinary member, a note to that effect; and
    - (vi) any other information determined by the Committee; and
  - (b) for each former member, the name of the person and the date on which the person ceased to be a member of the Club.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

## **Division 2—Disciplinary action**

## **19 Grounds for taking disciplinary action**

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

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Club; or
- (c) has engaged in conduct prejudicial to the Club.

## **20 Disciplinary subcommittee**

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary

subcommittee to hear the matter and determine what action, if any, to take against the member.

- (2) Subject to subrule (3), the Committee may appoint any person to a disciplinary subcommittee.
- (3) A person must not be appointed to a disciplinary subcommittee if the person is biased in favour of or against the member concerned.

## **21 Notice to member**

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (a) stating that the Club proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the ***disciplinary meeting***); and
  - (d) advising the member that the member may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## **22 Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
  - (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
  - (a) take no further action against the member; or
  - (b) subject to subrule (3)—
    - (i) reprimand the member; or
    - (ii) suspend the membership rights of the member for a specified period; or
    - (iii) expel the member from the Club.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## **23 Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Club under rule 22 may give notice to the effect that the person wishes to appeal against the suspension or expulsion.



- (2) The notice must be in writing and given—
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 7 days after the vote.
- (3) If a person has given notice under subrule (2), the Committee must appoint at least 3 persons to an appeal subcommittee to consider the appeal.
- (4) Subject to subrule (5), the Committee may appoint any person to an appeal subcommittee.
- (5) A person must not be appointed to an appeal subcommittee if the person—
  - (a) was appointed to the disciplinary subcommittee to hear and determine the matter of the member concerned; or
  - (b) has a personal interest in the dispute; or
  - (c) is biased in favour of or against the member concerned.
- (6) The committee must convene a meeting of the appeal subcommittee (the *disciplinary appeal meeting*) as soon as practicable and no later than 21 days after the notice of the appeal is received.
- (7) Notice of the disciplinary appeal meeting must be given to each member of the appeal subcommittee and the member concerned as soon as practicable and must—
  - (a) specify the date, time and place of the meeting; and
  - (b) state—
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the appeal subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## **24 Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the appeal subcommittee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), members of the appeal subcommittee present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if a majority of the persons voting at the meeting vote in favour of the decision.

## **Division 3—Grievance procedure**

## **25 Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member; and
  - (b) a member and the Committee; and
  - (c) a member and the Club.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

## **26 Parties must attempt to resolve the dispute**

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

## **27 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
  - (a) notify the Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
    - (ii) if the dispute is between a member and the Committee or the Club—a registered mediator.
- (3) Subject to subrule (4), the Committee may appoint any person as a mediator.
- (4) The Committee must not appoint a person as a mediator if the person—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

## **28 Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
  - (a) give each party 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 throughout the mediation process.
- (2) The mediator must not determine the dispute.
- (3) Any costs of mediation are to be paid—

- (a) if an agreement as to costs is reached between the parties—in accordance with that agreement; or
- (b) if there is no such agreement—by the Committee.

## **29 Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART 4—GENERAL MEETINGS OF THE CLUB**

### **30 Annual general meetings**

- (1) The Committee must convene an annual general meeting of the Club to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Club may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting or general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual report of the Committee on the activities of the Club during the preceding financial year; and
    - (ii) the financial statements of the Club for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - (c) to elect the members of the Committee;
  - (d) to determine the process for setting the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **31 Special general meetings**

- (1) Any general meeting of the Club, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

### **32 Special general meeting held at request of members**

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and

- (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The Club must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

### **33 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Club—
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution; and
  - (d) comply with rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

### **34 Proxies**

- (1) A member may appoint another member as the member's proxy to vote and speak on the member's behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing using the form set out in Schedule 1 of these Rules and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on the member's behalf, otherwise the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (4) Notice of a general meeting given to a member under rule 33 must—
  - (a) state that the member may appoint another member as a proxy for the meeting; and

- (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (5) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (6) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Club no later than 24 hours before the commencement of the meeting.

### **35 Use of technology**

- (1) A general meeting may be held and members may take part by the use of technology that allows members to clearly and simultaneously communicate with each other participating member.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **36 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence of 20 members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - (a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved; or
  - (b) in any other case—
    - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **37 Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

### **38 Voting at general meeting**

- (1) On any question arising at a general meeting—
- (a) subject to subrule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally or by proxy;
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

### **39 Special resolutions**

A special resolution is passed if not less than three-quarters of the members voting at a general meeting (whether in person, by proxy or on-line) vote in favour of the resolution.

#### **Note**

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office;
- (b) to alter these Rules, including changing the name or any of the purposes of the Club.

### **40 Determining whether resolution carried**

- (1) Subject to subrule (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
- (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost—
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a count is demanded by 3 or more members on any question—
- (a) the count must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (b) the Chairperson must declare the result of the resolution on the basis of the count.
- (3) A count demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A count demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

#### **41 Minutes of general meeting**

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (b) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
  - (c) the certificate signed by 2 committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
  - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

### **PART 5—COMMITTEE**

#### **Division 1—Powers of Committee**

#### **42 Role and powers**

- (1) The business of the Club must be managed by or under the direction of a committee.
- (2) The Committee may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Club.
- (3) The Committee may—
  - (a) appoint and remove staff; and
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.
- (4) The sale, transfer or disposal of the land and buildings of the Club shall require a special resolution at a general meeting.

#### **43 Delegation**

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
  - (a) this power of delegation; or
  - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

#### **Division 2—Composition of Committee and duties of members**

#### **44 Composition of Committee**

The Committee consists of—

- (a) a President; and

- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) Immediate Past President (optional)
- (f) ordinary members elected under rule 53.

#### **45 General Duties**

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise the member's powers and discharge the member's duties with reasonable care and diligence.
- (4) Committee members must exercise the member's powers and discharge the member's duties—
  - (a) in good faith in the best interests of the Club; and
  - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
  - (a) the member's, or former member's, position; or
  - (b) information acquired by virtue of holding the member's, or former member's, position—
 so as to gain an advantage for themselves or any other person or to cause detriment to the Club.
- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

#### **46 President and Vice-President**

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - (a) in the case of a general meeting—a member elected by the other members present; or
  - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

#### **47 Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated Club.
- (2) The Secretary must—
  - (a) maintain the register of members in accordance with rule 18; and



- (b) keep custody of the common seal of the Club and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Club in accordance with rules 72 and 75; and
  - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of the Secretary's appointment within 14 days after the appointment.

#### **48 Treasurer**

- (1) The Treasurer must—
  - (a) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and
  - (b) ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and
  - (c) make any payments authorised by the Committee or by a general meeting of the Club from the Club's funds.
- (2) The Treasurer must—
  - (a) ensure that the financial records of the Club are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Club and the Club's certification by the Committee prior to the Club's submission to the annual general meeting of the Club.
- (3) The Treasurer must ensure that all other committee members have access to the accounts and financial records of the Club.

#### **Division 3—Election of Committee members and tenure of office**

#### **49 Who is eligible to be a Committee member**

A member is eligible to be elected or appointed as a committee member if the member is entitled to vote at a general meeting.

#### **50 Positions to be deemed vacant**

- (1) This rule applies to—
  - (a) the first annual general meeting of the Club after its incorporation; or
  - (b) any subsequent annual general meeting of the Club, after the annual report and financial statements of the Club have been received.
- (2) The Chairperson of the meeting must declare all that positions on the Committee are vacant and invite the Returning Officer to declare the results of the election process held in accordance with rules 51 to 54.

#### **51 Nominations**

Nominations of candidates for election as officers of the Club or as ordinary members of the Committee must be made in writing, signed by the candidate and two members of the Club and be delivered to the Secretary not less than 28 days before the AGM.

## **52 Election of President etc.**

- (1) Prior to the annual general meeting, separate elections must be held for each of the following positions—
  - (a) President;
  - (b) Vice-President;
  - (c) Secretary;
  - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (4) On the President's election, the new President may take over as Chairperson of the meeting.

## **53 Election of ordinary members**

- (1) Prior to the annual general meeting 6 ordinary committee members shall be elected to hold office for the following year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

## **54 Ballot**

- (1) If a ballot is required for the election for a position, the President must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may prepare a short written statement in support of the candidate's election which the Secretary shall circulate with the ballot paper.
- (4) The election must be by secret ballot.
- (5) The ballot paper must include all of the names of persons who have nominated and the position for which they have nominated.
- (6) The completed ballot paper must be marked so as to clearly indicate the elector's voting intention.
- (7) Ballot papers that do not comply with subrule (6) are not to be counted.
- (8) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

- (9) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (10) If the returning officer is unable to declare the result of an election under subrule (9) because 2 or more candidates received the same number of votes, the returning officer must—
- (a) conduct a further election for the position in accordance with subrules (4) to (9) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

#### **54A Online Voting for Committee Elections and General Meeting Resolutions**

**(1) Authority to Conduct Online Voting**

The Committee is authorised to facilitate voting for committee elections and resolutions at general meetings through secure online voting platforms, in addition to, or instead of, in-person voting.

**(2) Eligibility to Vote Online**

All members eligible to vote under these Rules shall have the right to participate in online voting, provided they have provided the Club with a valid email address or other approved electronic contact method.

**(3) Notification of Online Voting**

Members shall be notified of the availability of online voting at least 21 days prior to the opening of the voting period. This notification shall include:

- Instructions on how to access and use the online voting platform;
- The opening and closing times of the voting period;
- Details of the candidates or resolutions subject to vote;
- Information on how to request assistance if required.

**(4) Voting Period**

Online voting for committee elections and general meeting resolutions shall remain open for a reasonable period as determined by the Committee, ensuring all members have an adequate opportunity to participate. The voting period shall close no later than the commencement of the relevant meeting.

**(5) Security and Integrity**

The Committee shall ensure that the online voting system used:

- a. Protects the confidentiality and anonymity of votes cast;
- b. Prevents unauthorised access or tampering;
- c. Allows each eligible member to vote only once;
- d. Provides an auditable record of votes without disclosing individual voting preferences.

**(6) Verification and Counting of Votes**

Votes submitted online shall be verified and counted alongside in-person votes (if any). The combined results shall be announced and recorded in accordance with existing procedures under these Rules.

**(7) Technical Issues**

In the event of technical difficulties that significantly affect the integrity or accessibility of the online voting process, the Committee may, acting on the advice

of the Returning Officer extend the voting period, or take other reasonable steps to ensure fair participation.

## **55 Term of office**

- (1) Subject to subrule (3) and rule 56, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Club may—
  - (a) by special resolution remove a committee member from office; and
  - (b) elect an eligible member of the Club to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) 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.
- (5) 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 at which the special resolution is to be proposed.

## **56 Vacation of office**

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if the person—
  - (a) ceases to be a member of the Club; or
  - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
  - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

## **57 Filling casual vacancies**

- (1) The Committee may appoint an eligible member of the Club to fill a position on the Committee that—
  - (a) has become vacant under rule 56; or
  - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

## **Division 4—Meetings of Committee**

## **58 Meetings of Committee**

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Club at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

#### **59 Notice of meetings**

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

#### **60 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

#### **61 Procedure and order of business**

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

#### **62 Use of technology**

- (1) A committee meeting may be held by the use of technology that allows committee members to clearly and simultaneously communicate with each other participating member.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### **63 Quorum**

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—

- (a) in the case of a special meeting—the meeting lapses;
- (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the date, time and place to which the meeting is adjourned must be given in accordance with rule 59.

#### **64 Voting**

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present and voting at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

#### **65 Conflict of interest**

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the committee member's position and the nature and extent of that interest to the Committee.
- (2) The member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest—
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Club is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Club.
- (4) The Committee must keep a conflict of interest register.
- (5) The conflict of interest register must record the following—
  - (a) the name and position of the member who has disclosed a material personal interest;
  - (b) a description of the nature and extent of that interest;
  - (c) a management plan documenting actions required to mitigate the conflict.

#### **66 Minutes of meeting**

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 65.

## **67 Leave of absence**

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

## **PART 6—FINANCIAL MATTERS**

## **68 Source of funds**

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

## **69 Management of funds**

- (1) The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Club, the Committee may approve expenditure on behalf of the Club.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt.
- (6) Despite subrule (1), the Committee may authorise the Treasurer to maintain a petty cash fund for minor and incidental expenses of the Club.
- (7) The Treasurer must record the withdrawal or deposit of an amount from the petty cash fund at the time of the transaction.

## **70 Financial records**

- (1) The Club must keep financial records that—
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in the Treasurer's custody, or under the Treasurer's control—
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.

## **71 Financial statements**

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- (2) Without limiting subrule (1), those requirements include—
  - (a) the preparation of the financial statements; and
  - (b) if required, the review or auditing of the financial statements; and
  - (c) the certification of the financial statements by the Committee; and
  - (d) the submission of the financial statements to the annual general meeting of the Club; and
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7—GENERAL MATTERS**

### **72 Common seal**

- (1) The Club may have a common seal.
- (2) If the Club has a common seal—
  - (a) the name of the Club must appear in legible characters on the common seal; and
  - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of 2 committee members; and
  - (c) the common seal must be kept in the custody of the Secretary.

### **73 Registered address**

The registered address of the Club is 14 Melbourne Place, Melbourne Victoria 3000

### **74 Notice requirements**

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Club or the Committee may be given—
  - (a) by handing the notice to a member of the Committee; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Committee determines that it is appropriate in the circumstances—
    - (i) by email to the email address of the Club or the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of the Club.

### **75 Custody and inspection of books and records**



- (1) Members may on request inspect free of charge any of the following—
  - (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Club, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- (3) The Committee must on request make available, or provide copies of, these Rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may request a copy of, or make a copy of, any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.
- (5) For the purposes of this rule—

**relevant document** means any record or other document, however compiled, recorded or stored, that relates to the incorporation and management of the Club and includes the following—

- (a) a membership record;
- (b) a financial statement;
- (c) a financial record;
- (d) any other record or document relating to transactions, dealings, business or property of the Club.

## **76 Winding up and cancellation**

- (1) The Club may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any members or former members of the Club.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Club and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

## **77 Alteration of Rules**

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

---