

**SCOTCHMAN'S CREEK
GOLF CLUB INCORPORATED**



CONSTITUTION RULES & BY-LAWS

**REVISED TO MEET THE REQUIREMENTS OF
THE ASSOCIATIONS INCORPORATION REFORM ACT 2012**

**Approved by the General Committee on 9th July, 2013
Approved by the Members at the Annual General Meeting on 16th July, 2013**

**CONSUMER AFFAIRS VICTORIA
Associations Incorporation Reform Act 2012**

MODEL RULES
For an INCORPORATED ASSOCIATION

Associations Incorporation Reform Regulations 2012

Part 3

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APPENDIX A: BY-LAWS (Refer to Appendix for its Table of Contents)

Model Rules for an Incorporated Association

Note

The persons who from time to time are members of the Association are an incorporated association 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 Association and its members.

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is SCOTCHMAN’S CREEK GOLF CLUB INCORPORATED - (Reg. No. A 0020428V)

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2 Purposes

The purpose of the Association is;

- a) to operate a Club which encourages the playing of golf competitions and events as set out in “ The Rules of Golf ” and “ The Rules of Amateur Status ” ,whilst encouraging strong social inter-action between members and being supportive of members welfare.

Throughout this document the terms Association and Club are interchangeable.

3 Financial year

The financial year of the Association is each period of 12 months ending on 31st December.

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);

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 Association;

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 members of the Association convened under rule 23(3);

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 Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a member of the Association;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

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 **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

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

6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association 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 association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association 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 Association must have at least 5 members.

8 Who is eligible to be a member

Any person who supports the purposes of the Association is eligible for membership.

9 Application for membership

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

Note

The joining fee is the fee (if any) determined by the Association under rule 12(3).

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) No reason need be given 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, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) the Committee approves the person's membership; or
 - (b) the person pays the joining fee.

12 Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must determine—
 - (a) 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 Association may determine that a lower annual subscription is payable by associate members.
- (3) The Association 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 Association.
- (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 Association 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 Association 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 associate member; and
 - (b) more than 10 business days have passed since he or she became a member of the Association; and
 - (c) the member's membership rights are not suspended for any reason.

14 Associate members

- (1) Associate members of the Association include—
 - (a) any members under the age of 15 years; and
 - (b) any other category of member as determined by special resolution at a general meeting.
- (2) An associate member must not vote but may have other 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 Association, 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 Association.

Note

Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

- (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 he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she 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;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) if the member is an associate member, a note to that effect;
 - (v) any other information determined by the Committee; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

The Association 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 Association; or
- (c) has engaged in conduct prejudicial to the Association.

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) The members of the disciplinary subcommittee—
 - (a) may be Committee members, members of the Association or anyone else; but

(b) must not be biased against, or in favour of, 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 Association 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 he or she 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 Association.
- (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 Association under rule 22 may give notice to the effect that he or she 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 48 hours after the vote.

- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote 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 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 Committee 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), the members 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 not less than three quarters of the members 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;
 - (b) a member and the Committee;
 - (c) a member and the Association.
- (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 Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
 - (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.

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 ASSOCIATION

30 Annual general meetings

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Association 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 held since then;
 - (b) to receive and consider—

- (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association 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 confirm or vary 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 Association, 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.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

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 Association 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 Association—
 - (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.

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing 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 his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) 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.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

35 Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (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 (physically, by proxy or as allowed under rule 35) of 10% of the members entitled to vote.
- (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;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (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.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (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; and
 - (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 or by proxy) 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 Association.

40 Determining whether resolution carried

- (1) Subject to subsection (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 poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll 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 poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll 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) proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and

- (e) 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 Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

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) ordinary members (if any) 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 Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and

- (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (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 association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association 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 his or her appointment within 14 days after the appointment.

48 Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and

- (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least 2 committee members.
- (2) The Treasurer must—
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

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—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

50 Positions to be declared vacant

- (1) This rule applies to—
- (a) the first annual general meeting of the Association after its incorporation; or
 - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 51 to 54.

51 Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Association may—
- (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

52 Election of President etc.

- (1) At 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 his or her election, the new President may take over as Chairperson of the meeting.

53 Election of ordinary members

(1) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next 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 Chairperson of the meeting 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 make a short speech in support of his or her election.

(4) The election must be by secret ballot.

(5) The returning officer must give a blank piece of paper to—

(a) each member present in person; and

(b) each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

(6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

(7) If the ballot is for more than one position—

(a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;

(b) the voter must not write the names of more candidates than the number to be elected.

(8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.

(9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

(10) 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.

(11) If the returning officer is unable to declare the result of an election under subrule (10) 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 (10) 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.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

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 Association may—
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Association 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 Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association 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 he or she—
 - (a) ceases to be a member of the Association; 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.

Note

A Committee member may not hold the office of secretary if they do not reside in Australia.

57 Filling casual vacancies

- (1) The Committee may appoint an eligible member of the Association 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 Association 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 member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (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 time, date 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 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 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.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with 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 Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

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 Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

69 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (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 Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

70 Financial records

- (1) The Association 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 Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her 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 Association are met.
- (2) Without limiting subrule (1), those requirements include—

- (a) the preparation of the financial statements;
- (b) if required, the review or auditing of the financial statements;
- (c) the certification of the financial statements by the Committee;
- (d) the submission of the financial statements to the annual general meeting of the Association;
- (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 Association may have a common seal.
- (2) If the Association has a common seal—
 - (a) the name of the Association must appear in legible characters on the common seal;
 - (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 two committee members;
 - (c) the common seal must be kept in the custody of the Secretary.

73 Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address— the postal address of the Secretary.

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 Association 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 Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

75 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (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 Association, including minutes of Committee meetings.

Note

See note following rule 18 for details of access to the register of members.

- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

76 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (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 Association 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 Association.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

APPENDIX A: BY-LAWS

REVISED 7/8/2021

(These By-Laws shall be read in conjunction with the preceding Rules. In the event of a conflict between the Rules and these By-laws, the Rules shall take precedence.)

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B1 DEFINITION OF TERMS

(Refer also to Rule 4 of the Rules for additional definitions)

In these Rules and By-laws –

Association means the Organisation listed in Rule 1(see also Club below)

Almoner means the member elected each year to regularly advise the general membership on the health and well - being of members.

Assistant Handicapper, Assistant Secretary and Assistant Treasurer mean those members elected each year to assist the respective main officials to carry out their duties and responsibilities for the Association, as may be required from time to time.

Auditor means the member elected each year to provide an independent review of the Association’s annual accounts and the financial statement which is submitted each year to the Registrar under the Act. The Auditor shall not be a member of the Committee.

Books means any documents, any register or other record of information and any accounts or financial records however compiled, recorded or stored which pertain to the Association’s business.

By-laws mean the By-laws of the Association which form part of its Constitution and as may be amended from time to time.

Club also means the Organisation listed in Rule 1 of the Rules.

Club Captain means the member elected each year to chair the Match Committee, which is responsible for the management of the Association’s Golf Competition Program and the application of the Rules of Golf to this Program.

Golf Australia (GA) means the national body which governs the game of golf in Australia.

Handicapper means the member elected each year to operate the Club’s handicap system and to administer its application to the members’ golfing activities in accordance with Golf Australia’s requirements.

Malvern Valley Golf Complex means the 18 holes Golf Course, Pro-shop, Club-house and ancillary facilities located at Golfer's Drive, Malvern East, 3146. The Complex is owned and operated by the City of Stonnington and is the Association's home course.

Month means calendar month.

Nine Holes Playing Group means those full members whose health prevents them from playing rounds of 18 holes on a regular basis. They play 9 holes competitions only, with adjusted handicaps as determined by the Match Committee.

Officers of the Association means the President, Vice President, Secretary and Treasurer as defined in these Rules and By-laws.

Ordinary Member of the Association means a full member or life member of the Association.

President means the member elected to be the principal officer of the Association, who is responsible for overseeing that all activities of the Association are conducted appropriately to achieve the Association's purposes and the members best interests.

Rules means the Rules of the Association which form part of its Constitution in force for the time being.

Secretary means the member elected each year to be the chief administrative officer of the Association. The Secretary is the primary link between the Committee, the members and all external parties and is responsible for most of the administrative duties for the Association.

Special General Meeting means a Special General Meeting of the Association convened in accordance with these Rule 31.

Treasurer means the member elected each year to be the chief financial officer of the Association. The Treasurer is responsible for the management of the Association's funds and payments, all banking and financial activities, together with preparation of all financial accounts and reporting.

Vice Captain means the member elected each year to assist the Club Captain with his duties as required.

Vice President means the member elected each year to assist the President with his duties and to carry out Association business on the President's behalf when necessary. The Vice President shall be the designated incoming President upon completion of the President's term of office.

Victorian Golf League (VGL) means the umbrella organisation responsible for the coordination of golf clubs based at public courses in greater Melbourne. The VGL provides administration and insurance services to the Association.

B2 ADDITIONAL MEMBERSHIP ELIGIBILITY REQUIREMENTS

(1) Further to Rule 8, prospective members also shall meet the following additional requirements

(a)

(b) be able to meet the golf playing standards as set from time to time by the Committee

(2) Prior to the Committee considering an application for membership, each new applicant shall demonstrate his capability to consistently achieve the required golfing standard, in accordance with the guidelines as specified by the Committee, as follows:

(a) If without an official handicap, by completing three rounds of 18 holes, the first card being marked by a member of the General Committee or Match Committee. These rounds will form the basis of an initial GOLF Link handicap.

(b) If with an official GOLF Link handicap, by completing one round of 18 holes, the card being marked by the Captain or his representative.

B3 MEMBERSHIP APPLICATION FORM

(1) Further to Rule 9, any person who satisfies all of the eligibility requirements specified in the Rules and these By-laws and who wishes to become a Full Member or Special Member of the Association shall submit a written application, using the form prescribed in these By-laws. The application must be proposed by one Full Member or Life Member and be seconded by another Full Member or Life Member.

B4 PROCESSING A MEMBERSHIP APPLICATION

(1) The application form, when properly completed, shall be delivered to the Secretary who shall:-

(a) Assist the applicant to participate in the Association's golf events and thereby demonstrate their capability to meet the required golfing standards

(b) As soon as is practicable after the above has been completed, refer the application to the Committee for consideration.

(2) When an application is referred to the Committee, the Committee shall determine whether to approve or reject the application. Members shall be elected by the Committee (by ballot if demanded by a member of the Committee) and two adverse votes shall exclude the applicant. The decision of the Committee shall be final.

(3) On the election of a new member the Secretary shall send to that member notice thereof. Such notice shall include a statement of the amount to be paid by the member within 28 days after the date of the notice for entrance fee (if any), annual subscription and any other amounts payable under the Rules.

- (4) New members are required to be a member of GOLFLink and to hold a GOLFLink handicap and these can be arranged as part of joining the Association as necessary. The cost of the GOLFLink membership and handicap will be included in the statement of fees issued by the Secretary.
- (5) Upon receipt of the amount payable, the new member's particulars shall be recorded by the Secretary in the register.
- (6) Payment of the amount due or the use of the Association's property shall confirm the member's agreement to the Rules and By-laws.
- (7) If a newly elected member fails to pay the required amount payable within 28 days after the date of notification of election, such election shall be void, unless the newly elected member justifies the delay to the satisfaction of the Committee.
- (8) Any person whose application for membership is rejected or whose election is voided under paragraph (e) shall not again be nominated for a period of at least 6 months from the date of the rejection or voidance of membership.

B5 MEMBERSHIP CATEGORIES

- (1) The Committee may determine the classes of membership of the Association, together with a maximum number of members in each class and may vary any such determination from time to time.
- (2) The Association shall consist of the following classes of members:-
 - (a) Full Members -Full Members and Life Members shall be entitled to all the privileges of the Association.
 - (b) Life Members - Any member who shall have rendered special service to the Association may at any Annual General Meeting or Special General Meeting on the recommendation of the Committee (with no more than two dissenting members) and upon receipt of the votes of not less than three-fourths of such members entitled under the Rules to vote in person or by proxy at such meeting, be elected a Life Member of the Association with full privileges without payment of the annual subscription.
 - (c) Special Members - The Committee shall have power to elect Special Members on such conditions as the Committee shall determine. The category of a Special Member and the annual subscription applicable is:

Social member (with no annual subscription)

Special Members shall be entitled to such privileges of the Association as the Committee shall from time to time determine. A Special Member shall not be eligible to participate in the Club's golfing program, hold office or vote at any meeting of the Club.

B6 ANNUAL FEES AND CHARGES

(1) Further to Rule 12, the Committee shall determine the fees and charges related to joining the Association and to its ongoing membership and shall present these amounts for approval at the Annual General Meeting.

(2) They shall comprise of the following;

- a. A joining fee to cover the cost of items and documents provided to new members
- b. An annual subscription
- c. Any special levy as determined from time to time by the Committee
- d. An estimate of Victorian Golf League, Golf Victoria and Golf Australia fees for affiliation, insurance and Golf Australia GOLFLink handicap.

(3) Items a) to d) inclusive are reviewed each year and determined at the Annual General Meeting.

The VGL, Golf Victoria and Golf Australia determine their fees each year. Any variation in the estimated and actual fee will be allowed for in the following year.

B7 NON PAYMENT OF ANNUAL FEES

(1) The Secretary shall give notice in writing to each member of their annual subscription and any other annual amounts due as close as possible to the beginning of each financial year.

(2) Further to Rule 16 annual subscriptions, VGL and GA fees are due, in advance on 15th October each year, and are payable by 15th December in the same year. Any member who fails to pay the full annual fees due by that date shall be deemed to be un-financial and shall not be entitled to play in the Association's competitions. That member's VGL benefits, GOLFLink handicap and all other membership rights also will be suspended at that time.

(3) The member's playing rights, GOLFLink handicap and other membership benefits and rights shall only be reinstated upon receipt of payment of all fees due.

(4) Members with any fees more than 12 months in arrears shall be deemed to have resigned their membership in accordance with Rule 17.

(5) Should any member of the Association for any cause whatsoever, cease to be a member for one or more years, that person may be re-admitted without paying back subscriptions, upon satisfactory completion of a new application and payment of all applicable fees, at the sole discretion of the Committee.

B8 LIABILITY OF MEMBERS

If a member, by any breach of the Rules or By-laws, or by any unlawful act, causes the Association or any officer of the Association to pay any money, such member shall be civilly liable to the Association or such officer for the amount paid.

B9 ABSENCE OF A MEMBER

Any member contemplating absence for a period may on application to the Committee be granted leave of absence for a period not exceeding two years, subject to the payment of a holding fee as determined by the Committee.

B10 ADDITIONAL COMMITTEE MEMBERS

(1) In addition to the Committee members listed in Rule 44, the following additional members shall comprise the Committee:

- the Club Captain;
- the Club Vice Captain,
- the Handicapper,
- the Social Committee Chairman,
- two (2) ordinary members of the Club, and
- a representative of the Nine Holers Playing Group

All of whom shall be eligible members elected at the Annual General Meeting each financial year in accordance with Part 5, Division 3 of the Rules.

(2) Except for the Offices of President, Secretary, Treasurer and Captain there shall be no restrictions on any member of the Committee holding dual office within that Committee.

(3) Each member of the Committee shall be a Full Member or a Life Member and shall hold office until the Annual General Meeting next after the date of his election or appointment, unless any such appointment is revoked by the Committee and shall be eligible for re-election or re-appointment.

(4) In the event of a casual vacancy occurring in any Committee position, the Committee may appoint one of its members or any Full Member or Life Member to fill the vacancy and consequential vacancy (if any) and the member so appointed shall hold office on the same conditions as the member being replaced up to the time of the election of the members of the Committee at the Annual General Meeting next following the date of his appointment and shall be eligible for re-election or re-appointment.

B11 OTHER OFFICIALS

(1) To assist with the administration and operation of the Association as required, the following positions will also be elected at the Annual General Meeting each financial year in accordance with the Rules.

- Assistant Treasurer,
- Assistant Secretary,
- Assistant Handicapper,

Auditor, and

Almoner

B12 NOMINATION AND ELECTION OF OFFICERS AND MEMBERS OF COMMITTEES

- (1) Nominations of candidates for election as officers of the Association (as defined in Rule 44 and these By-laws) and members of the Committee, Match Committee and Social Committee:-
 - (a) may be made at the Annual General Meeting in accordance with Rule 51, or
 - (b) may be made in writing signed by two Full Members or Life Members of the Association and including the written consent of the candidate (which may be provided on the nomination form); and this shall be delivered to the Secretary not later than the date and time fixed by the Committee.
- (2) If insufficient nominations are received at the Annual General Meeting to fill all positions, the candidates nominated for the various positions shall be deemed to be elected. The Committee may fill any remaining vacancy as a casual vacancy.
- (3) If the number of nominations received for each position is equal to the number of vacancies to be filled, then the persons nominated for each position shall be deemed to be elected.
- (4) If the number of nominations for a position exceeds the number of vacancies to be filled, a ballot shall be held in accordance with Rule 54.
- (5) A nomination of a candidate for election as an ordinary member of the Committee under this Rule is not valid if that candidate has been elected as an officer of the Club at the same ballot and any votes recorded for such nominated candidate at the subsequent election for the Committee shall be void

B13 PROXIES

- (1) Each member entitled to vote under these Rules shall be entitled to appoint another qualified member as their proxy in accordance with the provisions of Rule 34.
- (2) The notice for appointing the proxy is appended to these By-laws.

B14 APPOINTMENT OF SUB-COMMITTEES

- (1) Pursuant to Rules 42 and 43, the Committee may appoint Sub-committees and may delegate to them such powers as it may think fit. Such Sub-committees may include members who are not members of the Committee. The President and the Secretary shall be ex-officio members of all Sub-committees.

- (2) Sub-committees shall report to the Committee and their decisions shall be subject to confirmation by the Committee except in cases where they are given full power to act.
- (3) The Committee shall have power to suspend or abolish any such Sub-Committee; if suspended or abolished, all records of its meetings and all documents in relation to its affairs shall immediately be handed by the Chairman or Convener of such Sub-Committees to the Committee.
- (4) At least any four of the President, Vice President, Secretary, Treasurer and Club Captain shall constitute an Executive Sub-committee which is authorised to deal with any emergency, and any actions taken shall be reported to the next Committee meeting.

B15 MATCH COMMITTEE

- (1) The Match Committee shall be responsible for the development and operation of the Association's Golf Competition Program, together with the interpretation and administration of the Rules of Golf. The Match Committee shall also be responsible for formulating any Local Golf Rules needed to suit specific playing requirements at the Association's home course.
- (2) The Match Committee shall consist of:-
 - (a) the Club Captain (Match Committee Chairman),
 - (b) the Club Vice-Captain
 - (c) the Handicapper, plus
 - (d) up to three ordinary members all of whom shall be eligible members elected at the Annual General Meeting each financial year in accordance with Part 5, Division 3 of the Rules.
- (3) The President and the Secretary shall be ex-officio members of the Match Committee.
- (4) The Match Committee shall report regularly to the Committee on its activities.
- (5) The Match Committee shall have full power to act unless any member of the Match Committee refers an issue to the Committee which the Committee will then make a decision on before any action is taken.

B16 SOCIAL COMMITTEE

- (1) The Social Committee shall be responsible for the development and administration of the Association's Annual Social Program, and in particular the organisation and supervision of individual events.
- (2) The Social Committee shall consist of:-
 - (a) the Social Committee Chairman, plus
 - (b) up to five ordinary members of the Associationall of whom will be eligible members elected at the Annual General Meeting each financial year in accordance with Part 5, Division 3 of the Rules.

- (3) The President and the Secretary shall be ex-officio members of the Social Committee.
- (4) The Social Committee shall report regularly to the Committee on its activities.
- (5) The Social Committee shall have full power to act unless any member of the Social Committee refers an issue to the Committee which the Committee will then make a decision on before any action is taken.

B16B 9 Holers Group Committee

- (1) The 9 Holers Group Committee shall be responsible for the administration and operation of the 9 holers group.
- (2) The 9 Holers Group Committee shall consist of
 - (a) the 9 holers group Captain who shall represent the Group on the Committee or nominate someone to do so: plus
 - (b) Up to 3 ordinary members of the Association.
- (3) The President and Secretary shall be ex-officio members of the 9 Holers Group Committee.
- (4) The 9 Holers Group Committee will report regularly to the Committee on its activities.
- (6) The 9 Holers Group Committee shall have full power to act unless any member of the 9 Holers Committee refers an issue to the Committee which the Committee will then make a decision on before any action is taken.

B17 LIABILITY OF OFFICERS AND OFFICIALS

- (1) No officer or official of the Association shall be liable for the accounts, receipts, neglects or defaults of any other officer or official or for the joining in any receipt or other act of conformity, or for any losses or expenses happening to the Association through the insufficiency or deficiency of the title to any property acquired by order of the Association for or on account of the Association, or for the insufficiency or deficiency of any securities in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortious acts of any person with whom monies, securities, or effects shall be deposited, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same shall happen through his own wilful act or default.
- (2) Every officer as defined in these Rules and By-laws, member of a Sub-committee or Committee, or other duly appointed official or servant of the Association, shall be indemnified by the Association against all costs, losses and expenses which he may incur or be liable to by reason of any contract entered into or act or deed done by him bona-fide and without negligence in the discharge of his duties as such officer, member of the Committee, member of a Sub-committee or other official or servant. It shall be the duty of the Association to pay all such costs, losses or

expense so incurred. The amount for which such indemnity is provided shall have priority over all other claims.

B18 APPLICATION OF FUNDS AND PROFIT

(1) The Association is a “not for profit organisation” and its profits and other income shall only be used in the administration and operation of the Association to achieve its purposes. No payment of any dividend or distribution of profits or income to or amongst the members of the Association shall be made, PROVIDED THAT nothing herein shall prevent:-

- (a) the payment by way of honorarium as determined from time to time by the Committee to any member for services rendered to the Association or the refund of expenses in accordance with Rule 6; or
- (b) the refund of an annual subscription or part thereof in special circumstances approved by the Committee.

B19 CONTROL OVER PROPERTY

(1) Approval at an Annual General Meeting or a Special General Meeting shall be required to authorise the Committee to -

- (a) negotiate a loan;
- (b) issue debentures;
- (c) give any security over the property of the Association;
- (d) sell or purchase realty;
- (e) lease any land or building, the property of the Club for any term exceeding three (3) years; and
- (f) Undertake any other measure in any way extending the liabilities of the Association beyond the assets and estimated revenue of the Association.

(2) The property of the Association shall be subject to the control and disposition of the Committee, in accordance with the provision of this By- law.

B20 BORROWING POWERS

(1) If any Annual General Meeting or Special General Meeting shall pass a resolution authorising the Committee to borrow money, the Committee shall thereupon be empowered on behalf of the Association to borrow such amount of money:-

- (a) either at one time or from time to time;
- (b) at such rate of interest;
- (c) in such form and manner; and
- (d) upon such security as shall be specified in such resolution.

B21 DAMAGE TO PROPERTY

- (1) No member shall damage any article the property of the City of Stonnington at the Malvern Valley Golf Complex nor shall they remove, except as stipulated in this By-law, from the Association's home course premises, or deface or damage any article the property of the Association.
- (2) If a member is found to be responsible for the damage to Council property, he shall be fully liable for all repair and/or replacement costs as determined by the City of Stonnington.
- (3) Members removing, breaking or damaging any article which is the property of the Association, shall pay the repair or replacement cost as determined by the Committee.
- (4) With the approval of the President or Secretary, in special circumstances a member may be permitted to borrow an Association article for a specified brief period of time. In any such case the member shall be responsible for the article and shall meet any cost involved in the event of its loss or damage.

B22 INTERPRETATION OF RULES AND BY-LAWS

In the event of any doubt, dispute or difference arising as to the meaning of any Rule or By-law or should any question arise as to their interpretation, the Committee shall have sole power to pronounce a decision thereon, and its decision shall be final and binding on the members, subject only to affirmation or reversal by a Special General Meeting called for that purpose.

B23 NON-COMPLIANCE WITH THE RULES

Non-compliance with any of the Rules shall not render any proceedings void unless the members at an Annual General Meeting or a Special General Meeting so direct.

B24 COLOURS OF THE ASSOCIATION

The colours of the Association shall be as the Committee from time to time may determine.

B25 CLUB-HOUSE OPENING TIMES AND CONSUMPTION OF LIQUOR

- (1) The Club-house shall be open for the use of members at such times and on such conditions as determined by the City of Stonnington and the Council's Club-house operator, and as may be decided by the Committee from time to time.
- (2) The conditions for the consumption of liquor in the Club-house premises shall be determined by the City of Stonnington and the Council's Club-house operator, but shall not be inconsistent with the Liquor Control Act 1968.

B26 SERVICE OF NOTICES

- (1) A notice may be served by or on behalf of the Association upon any member either:-

- (a) personally; or
 - (b) by delivery or by post to the member's address shown in the Register.
- (2) Members shall be responsible for notifying the Secretary of any change to their address, phone or email contact details.
- (3) Where a document is properly addressed, pre-paid and posted to a member as a letter the document shall; unless the contrary is proved, be deemed to have been given to the member at the time at which the letter would have been delivered in the ordinary course of post.

B27 GOLF COMPETITION LAWS

- (1) All of the Association's golf competitions shall be conducted in accordance with the rules of the Game of Golf, with such additions or modifications for local requirements as the Committee may deem necessary from time to time, and the rules shall be those adopted from time to time by the Royal and Ancient Golf Club of St. Andrews.
- (2) Failure to observe any such laws will render the offending player liable to disqualification from the Competition or Match.

B28 BY-LAWS

- (1) The Committee shall have the power from time to time to make By-laws which are consistent with the Association's Rules for the efficient working of the Association and to alter, amend or rescind any By-law as occasion may require.
- (2) The Secretary shall maintain a central repository for all By-laws which shall be available for the inspection of members in accordance with Rule 75.

B29 ALTERATION OF THE ASSOCIATION'S RULES

- (1) Further to Rule 77, the Association may only by Special Resolution alter its Rules.
- (2) The Secretary shall after the passing of a special resolution altering the Rules, lodge with the Registrar notice in writing of the special resolution setting out particulars of the alteration, together with all other information to be provided in accordance with the Act.
- (3) An alteration of the Association's Rules does not take effect until it is approved by the Registrar.

PRESCRIBED FORMS

SCOTCHMAN'S CREEK GOLF CLUB INC.

Reg. No. A 0020428V



MEMBERSHIP APPLICATION

I hereby apply to become a Full Member of Scotchman's Creek Golf Club Inc. and agree, if accepted, to support the purposes of the Club and be bound by the Constitution - Rules and By - Laws of the Club.

NAME IN FULL
Surname (Block Letters) Given Names (Block Letters)

ADDRESS
Number & Street Suburb Post Code

TELEPHONE NOS
(Home) (Mobile.)

EMAIL ADDRESS

DATE OF BIRTH **NEXT of KIN**
Day Mth Year Relationship

OCCUPATION

OTHER GOLF CLUBS WHICH YOU ARE OR HAVE BEEN A MEMBER

DO YOU WISH TO MAKE SCGC YOUR HOME CLUB? **YES** **NO**

Current Handicap **Current Golf Link No**

Applicant's Signature **Date**

We believe the applicant to be a suitable person to be granted membership of the club

PROPOSER **SECONDER**

SIGNATURE **SIGNATURE**

DATED **DATED**

(For Club use only)

Date Received by Secretary

Date Approved by Match Committee

Date Applicant Notified

SCOTCHMAN'S CREEK GOLF CLUB
APPOINTMENT OF PROXY



I, _____
SURNAME (BLOCK LETTERS) GIVEN NAME(S)

OF _____
NUMBER STREET SUBURB/TOWN POST CODE

~~BEING A~~ # FULL/LIFE MEMBER OF SCOTCHMAN'S CREEK GOLF CLUB INC.

HEREBY APPOINT: _____
SURNAME GIVEN NAMES (BLOCK LETTERS)

~~BEING A~~ # FULL/LIFE MEMBER OF SCOTCHMAN'S CREEK GOLF CLUB INC, AS MY PROXY
TO VOTE FOR ME ON MY BEHALF AT THE # ANNUAL /SPECIAL GENERAL MEETING TO BE HELD
ON _____ AND AT ANY ADJOURNMENT OF THAT MEETING.

MY PROXY IS AUTHORISED TO VOTE –

AT THE PROXY'S DISCRETION ON

IN FAVOUR OF

AGAINST

THE RESOLUTION (Insert details of Resolution), _____

SIGNED _____

DATE _____

~~# DELETE AS APPROPRIATE.~~