

CURLEWIS GOLF CLUB INCORPORATED

Registration Number: A00009643W ABN: 37 387 286 210

RULES AND STATEMENT OF PURPOSES

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PART 1—PRELIMINARY

1 Name

The name of the Incorporated Association is "Curlewis Golf Club Incorporated" ("the Club").

2 Purposes

The purposes of the Club are:

- (a) To promote the game of golf;
- (b) To promote and encourage membership of the Club;
- (c) To foster the game of golf for the members, their guests and visitors;
- (d) To do all such lawful things as are incidental or conducive to all clauses of these objects of the Club, or which may be calculated to advance directly or indirectly the interests of the Club; and
- (e) To ensure that the income, property and any other assets of the Club however derived shall be applied solely towards these purposes, as set forth herein. No part of the assets of the Club shall be paid or transferred directly or indirectly by way of dividend, bonus, gratuity or otherwise by way of profit to any members of the Club.

3 Financial year

The financial year of the Club is each period of 12 months ending on 31 August.

4 Definitions

In these Rules:

Annual subscription means the fee for a 12-month membership of the Club commencing on 1 September in any year and ending on 31 August of the following year;

business day means Monday to Friday not including any gazetted public holiday;

Captain means the Captain of the Club elected in accordance with these Rules who is an Officer of the Club and a member of the Committee;

Chairperson, of a General Meeting or Committee meeting, means the member chairing the meeting in accordance with Rule 45 (1) and (2);

Committee means the Committee in accordance with Rule 43 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 of these Rules;

Committee member eligible to vote means a member of the Committee physically present at a meeting of the Committee or a member of the Committee participating at a Committee meeting via the use of technology subject to Rule 60 (1).

Consultative Committee means a Committee established in accordance with the Operations Deed of 29 May 2015 between the Club and Curlewis Golf Club The Bellarine Pty Ltd;

Curlewis Golf Club The Bellarine Pty Ltd means the business that owns and operates the golf course and clubhouse facilities formerly owned and operated by the Club;

Delegate means a person, agent or entity to whom the Committee or these Rules delegate authority to assist the Committee to help manage the affairs of the Club in accordance with these Rules;

Disciplinary sub-committee means the sub-committee appointed under Rule 22;

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

General Meeting means a General Meeting of the members of the Club entitled to vote, convened in accordance with Part 4 of these Rules;

in writing means by letter, facsimile or email;

member means a member of the Club;

member entitled to vote means a member who under Rule 15 (2) is entitled to attend and vote at a General Meeting;

Ordinary member means a member according to Rule 9 (a);

Ordinary members of the Committee means members of the Committee in accordance with Rule 43 (b) and who are not either the President, Captain, Secretary/Treasurer or the Women's President;

Ordinary Resolution means a resolution that requires not less than one-half of the members entitled to vote at a General Meeting, whether in person or by proxy, to vote in favour of the resolution for it to be passed;

President means the President of the Club elected in accordance with these Rules who is an Officer of the Club and a member of the Committee;

Provisional member means a person newly admitted to membership according to Rule 11;

Regular member means any member who is not a Provisional member;

Secretary means the Secretary/Treasurer of the Club elected in accordance with these Rules who is an Officer of the Club and a member of the Committee;

Special Resolution means a resolution that requires not less than three-quarters of the members entitled to vote at a General Meeting, whether in person or by proxy, to vote in favour of the resolution for it to be passed;

the Act means the *Associations Incorporation Reform Act 2012* (Vic) and as amended from time to time and includes any regulations made under that Act;

the Club means the Curlewis Golf Club Incorporated;

the Registrar means the Registrar of Incorporated Associations;

the Rules means the Rules of the Club;

Treasurer means the Secretary/Treasurer of the Club elected in accordance with these Rules who is an Officer of the Club and a member of the Committee;

Women's Captain means a member of the Women's Golf sub-committee appointed in accordance with Rule 41 (3) (b);

Women's President means the Chairperson of the Women's Golf sub-committee who is a member of the Committee in accordance with Rule 43 (c).

5 Interpretation

- (1) Words importing the singular include the plural, words importing the masculine include the feminine gender and vice versa; and
- (2) The interpretation of these Rules shall be construed with reference to the Act.

PART 2—POWERS OF THE CLUB

6 Powers of the Club

- (1) Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes;
- (2) Without limiting sub-rule (1), the Club 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 an agent and/or a Delegate to assist the Committee to manage the affairs of the Club and to transact business on its behalf;
 - (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.

7 Not for profit organisation

- (1) The Club is incorporated as a not for profit organisation in accordance with the provisions of the Act and must not distribute any surplus, income or assets directly or indirectly to its members;
- (2) Sub-rule (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.

PART 3—MEMBERSHIP, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

8 Who is eligible to be a member

Any person not less than 12 years of age who supports the purposes of the Club is eligible for membership.

9 Categories of membership

Categories of membership and the playing rights of members shall be determined by the Committee in consultation with the Consultative Committee, but shall include:

- (a) Ordinary members:
Are members not less than 30 years of age:
 - (i) with seven day playing rights; or
 - (ii) with restricted playing rights determined by the Committee in consultation with the Consultative Committee.
- (b) Young members:
Are members not less than 18 years of age but less than 30 years of age:
 - (i) with seven day playing rights; or
 - (ii) with restricted playing rights determined by the Committee in consultation with the Consultative Committee.
- (c) Junior members:
Are members not less than 12 years of age but less than 18 years of age:
 - (i) with seven day playing rights; or
 - (ii) with restricted playing rights determined by the Committee in consultation with the Consultative Committee.
- (d) Country members:
Are members who reside outside a radius of 100 kilometres from the club:
 - (i) with seven day playing rights; or
 - (ii) with restricted playing rights determined by the Committee in consultation with the Consultative Committee.
- (e) Provisional members:
Are new members admitted to membership in accordance with Rule 11 with playing rights determined by the Committee in consultation with the Consultative Committee.
- (f) Non-playing members:
Are members who have no membership playing rights but may play upon payment of the relevant green fee with the same playing rights as a green fee paying non-member. A Non-playing member who requests to retain an Australian Handicap shall be liable for any relevant golf affiliation and/or handicapping fees.
- (g) Honorary members:
A person who has given outstanding service to golf or to the community may be elected an Honorary member by the unanimous vote of the Committee in consultation with the Consultative Committee without the requirement to pay any annual subscription. The term of membership and playing rights of an Honorary Member shall be determined by the Committee in consultation with the Consultative Committee.
- (h) Life members:
A member who has rendered outstanding service to the Club may be elected a Life member by the unanimous vote of the Committee in consultation with the Consultative Committee. A Life member shall have all the privileges of an Ordinary member with seven day playing rights and may be required to pay a reduced subscription on terms and conditions determined by the Committee in consultation with the Consultative Committee.
- (i) Senior members:
Are members who were admitted to Senior membership before 1 September 2017 with either six or seven day playing rights.

Senior members shall maintain the same playing rights and reduced level of annual subscription as was provided as at 1 September 2017. A Senior member who transfers to another category of membership shall not be permitted to transfer back to Senior membership.

(j) **Veteran members:**

Are members who were admitted to Veteran membership before 1 September 2017 with either six or seven day playing rights. Veteran members shall maintain the same playing rights and reduced level of annual subscription as was provided as at 1 September 2017. A Veteran member who transfers to another category of membership shall not be permitted to transfer back to Veteran membership.

10 Application for membership

- (1) To apply to become a member of the Club, a person must submit a written application on a form provided by the Committee or the Delegate stating that the person:
 - (a) wishes to become a Regular 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
 - (b) must be accompanied by payment of any joining fee, relevant subscription, instalment or part thereof or a completed Direct Debit Authorisation.

11 Consideration of application for membership

- (1) A person who submits an application to become a Regular member in accordance with Rule 10 may be admitted as a Provisional member for a period of not more than 180 days with playing rights applicable to the category of Regular membership being applied for;
- (2) During the period of Provisional membership, consideration of the person's application for Regular membership will be conducted by the Committee and/or the Delegate;
- (3) Should the Committee in consultation with the Consultative Committee decide that the Provisional member will not be offered Regular membership the Provisional member shall be notified in writing of the decision as soon as practicable after the decision is made;
- (4) If the Committee in consultation with the Consultative Committee decide not to offer Regular membership to a Provisional member a pro-rata refund of any fees paid in advance shall be refunded to the Provisional member within 14 days of the Provisional member being informed of the decision. The period of Provisional membership will cease on the date the written advice was sent to the Provisional member;
- (5) No reason need be provided for any decision not to offer Regular membership to a Provisional member.

12 New Regular membership

- (1) If an application for Regular membership is approved by the Committee or the Delegate:
 - (a) the resolution to admit the Provisional member to Regular membership must be recorded in the minutes of the next Committee meeting; and
 - (b) the Secretary or the Delegate must, as soon as practicable, enter the name and address of the new Regular member, and the date of becoming a Regular member, in the register of members.
- (2) A Provisional member admitted as a Regular member is entitled to exercise his or her rights of Regular membership from the date, whichever is the later, on which:

- (a) the Committee or the Delegate approves the Provisional member's Regular membership; or
- (b) the Provisional member pays any Regular membership fees; or
- (c) the Provisional member pays any joining fee.

13 Annual subscriptions and joining fee

- (1) The annual subscriptions of all members and any joining fees for new members shall be determined annually by the Committee in consultation with the Consultative Committee;
- (2) Notwithstanding sub-rule (1), in order to promote the purpose of the Club according to Rule 2 (b) the Committee in consultation with the Consultative Committee may offer reduced annual subscriptions to Junior, Young and Country members;
- (3) Annual subscriptions may vary for different categories of members but for members in the same category of membership the annual subscription must be the same for men and women;
- (4) All annual subscriptions, except a Provisional member's subscription and the first subscription of a new Regular member, are payable in advance of 1 September in any year and must be paid either in one payment prior to that date or in such instalments as determined by the Committee in consultation with the Consultative Committee;
- (5) Subscriptions and any joining fees paid by instalments may be liable for additional fees or interest at a rate determined by the Committee in consultation with the Consultative Committee;
- (6) Members wishing to change their category of membership shall make such request in writing to the Secretary or the Delegate not less than 60 days before 1 September in any year and must provide any information or copies of documents requested by the Secretary or the Delegate that the Committee or Consultative Committee may consider to be relevant to the request to change membership category. The Committee, following consultation with the Consultative Committee, may allow a member to change to a different category of membership on such terms and conditions as the Committee in consultation with the Consultative Committee may decide;
- (7) The annual subscription of a Provisional member shall be the same as the annual subscription applicable to the category of Regular membership applied for;
- (8) The annual subscription and playing rights of a Regular member who is an employee of the Delegate may be altered by the Committee in consultation with the Consultative Committee;
- (9) Upon confidential written application by a member to the Committee, and following consultation with the Consultative Committee, the annual subscription of a Regular member may be reduced on the grounds of hardship, serious injury or long-term illness and on confidential terms and conditions subject to annual review by the Committee or the Consultative Committee.

14 Default in payment

- (1) Loss of privileges:
Should a member's annual subscription, instalment or part thereof, or other fee be more than seven days in arrears the Committee or the Delegate may deny such member the ability to:
 - (a) book to play on the course or play with other members or visitors;
 - (b) compete in competitions;
 - (c) attend or vote at any meeting or election;

- (d) nominate or second a candidate for election on the Committee; or
 - (e) be nominated or elected to a position on the Committee.
- (2) Suspension:
- (a) Should a member's annual subscription, instalment or part thereof, or other fee remain in arrears for a period of 30 days after it becomes due, the member may, having been sent a notice of default, be suspended by the Committee or the Delegate and shall not be entitled to any of the rights of membership under Rule 15 nor play on the course or use any of the facilities normally available to members of the Club whatsoever;
 - (b) During the period of any suspension, membership fees shall continue to accrue and no pro-rata refund or credit shall apply;
 - (c) The Delegate may remove the suspension upon receipt of payment of all arrears including any fines.
- (3) Expulsion:
A member suspended from the Club under Rule 14 (2) may be expelled from membership of the Club by the Committee or the Delegate without right of appeal if any annual subscription, instalment or part thereof, or other fee remains in arrears 60 days after payment is due;
- (4) Fines:
A member whose payment of the annual subscription, part thereof or instalment, or other fee is not received within 30 days of being due may incur a fine as determined by the Committee or the Delegate. For each additional 30 days thereafter for which default in payment continues the member may incur further fines as determined by the Committee or the Delegate;
- (5) Time of Payment:
For a member to be eligible to compete in any competition or attend or vote or appoint a proxy at any meeting or nominate or be nominated for election to the Committee payments, including instalment payments, must be received by the Club or the Delegate no later than 5.00 pm on the business day preceding any competition or meeting or closure of voting or closure of nomination for Committee.

15 General rights of membership

- (1) A member shall have playing rights according to their category of membership;
- (2) A member shall be entitled to vote:
 - (a) if the member is either an Ordinary, Veteran, Senior, Country, Young or Life member; and
 - (b) if the member's membership rights are not suspended for any reason; and
 - (c) if the member's subscription, part thereof or instalment, or any fee are not in arrears in accordance with Rule 14; and
 - (d) if the member is not subject to any disciplinary action under Division 2 of Part 3 of these Rules.
- (3) Subject to sub-rule (2) and Rule 14 (5) a member who is entitled to vote has the right:
 - (a) to receive notice of General Meetings and of proposed Special Resolutions in accordance with Rule 34; and
 - (b) to submit items of business for consideration at a General Meeting provided the member intends to be and is in attendance at the meeting; and

- (c) to attend and be heard at General Meetings; and
- (d) to vote at a General Meeting or appoint a proxy; and
- (e) to nominate or be nominated for the Committee; and
- (f) to inspect the minutes of General Meetings and other documents of the Club as provided under Rule 75; and
- (g) to inspect the register of members in accordance with Rule 19 (2).

16 Membership rights are annual, renewable, not transferable

The rights of a member are annual and renewable upon payment of the annual subscription, instalment or part thereof, but are not transferable.

17 Cessation of membership

- (1) The membership of a person ceases on resignation, non-renewal, expulsion or death;
- (2) The Committee in consultation with the Consultative Committee may determine not to offer a membership renewal to any Regular member effective 1 September in any year in which case the membership will cease on 31 August;
- (3) The Committee or Delegate must give notice to the member on or before 1 August of any decision not to offer a membership renewal;
- (4) A member who has received a notice in accordance with sub-rule 3 may initiate a grievance procedure in accordance with Division 3 of Part 3 of these Rules providing such grievance procedure is initiated on or before 31 August;
- (5) If a person ceases to be a member of the Club, the Secretary or the Delegate must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

18 Resignation of membership

- (1) A member may resign at any time by notice in writing to the Club;
- (2) A resignation may be accepted providing no fees are outstanding as at the date of receipt of the resignation;
- (3) Where no annual subscription is payable a resignation is deemed to be accepted if:
 - (a) the Delegate has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (b) the member has not, within 14 days of the Delegate sending the request, confirmed in writing that he or she wishes to remain a member.
- (4) A member who resigns in the month of September in any year and who has played on the course during that month shall be liable for payment of a pro-rata subscription for the month of September. Should payment of such pro-rata subscription not be received within 21 days of the date of invoice the resignation will not be accepted and the member shall be expelled from membership;
- (5) A member who has resigned in accordance with sub-rule (1) shall have no financial claim on the Club and the Club shall not be obligated or required to provide any refund or pro-rata refund of subscriptions, joining fee or other fees.

19 Register of members

- (1) The Secretary or the Delegate must keep and maintain a register of members that includes:
 - (a) for each current member:
 - (i) the member's name; and
 - (ii) the member's residential address; and

- (iii) the date of becoming a member; and
 - (iv) the member's category of membership; and
 - (v) any other information determined by the Committee.
- (b) for each former member, the date of ceasing to be a member.
- (2) Upon request to the Secretary or Delegate, any Regular member may, at a reasonable time and free of charge, inspect the register of members.

Division 2—Disciplinary action

20 Grounds for taking disciplinary action

- (1) The Committee or the Consultative Committee, may determine to suspend or expel from membership (and in the case of suspension for a period not exceeding 12 months) any member who it considers has:
- (a) failed to comply with these Rules; or
 - (b) refused to support the purposes of the Club; or
 - (c) engaged in conduct prejudicial to the interests of the Club and/or is unbecoming of a member, including but not limited to bankruptcy, insolvency or being convicted in a court of law.
- (2) Notwithstanding sub-rule (1), if in exceptional circumstances the conduct of a member is considered by the Committee or the Consultative Committee to be so serious that it warrants immediate suspension or expulsion, the Committee or the Consultative Committee may by unanimous vote immediately suspend or expel the member from membership.

21 Notice to member

- (1) The Committee shall notify the member in writing of:
- (a) its intention to suspend or expel the member in accordance with Rule 20 (1) and the reasons for such suspension or expulsion; or
 - (b) the immediate suspension or expulsion in accordance with Rule 20 (2) and the reasons for such suspension or expulsion.
- (2) Within 14 days of the date upon which the member was advised of the intention to suspend or expel the member, or the immediate suspension or expulsion of the member, the member shall in writing:
- (a) acknowledge and accept the suspension or expulsion; or
 - (b) seek to be heard and provide an explanation of the conduct and/or behaviour which has been determined by the Committee or the Consultative Committee to warrant suspension or expulsion.
- (3) Should the member fail to comply with sub-rule (2) the suspension or expulsion shall stand and thereupon the member shall be excluded from any use of the Club.

22 Disciplinary sub-committee

- (1) Should the member act in accordance with Rule 21 (2) (b) the Committee shall within 14 days of receipt of the member's correspondence appoint a Disciplinary sub-committee which shall be constituted at the discretion of the President, or the President's appointed representative;

- (2) The Disciplinary sub-committee shall be made up of no less than three Ordinary, Veteran, Senior or Life members of the Club, all of whom must not be biased against, or in favour of, the member concerned;
- (3) The President or the President's appointed representative shall Chair the Disciplinary sub-committee but shall not have a vote;
- (4) The Committee and/or the Delegate and the member shall be invited to submit to the Disciplinary sub-committee relevant evidence in writing regarding the circumstances of the conduct of the member. The Disciplinary sub-committee may thereupon convene a hearing at which the member shall attend;
- (5) The member shall be entitled to attend the hearing in the company of another member who shall act as an observer and shall not be entitled to speak unless invited to do so by the Chairperson of the Disciplinary sub-committee. The member shall be entitled to give their version of the circumstances of the events or behaviour that is the subject of the review by the Disciplinary sub-committee;
- (6) Only written or typed recordings of Disciplinary hearings are permitted.

23 Decision of Disciplinary sub-committee

- (1) Upon hearing any relevant evidence submitted by the Committee and/or the Delegate and the member the Disciplinary sub-committee may confirm, dismiss or vary the determination of the Committee or the Consultative Committee and such decision shall be final and binding upon all parties without any right of appeal whatsoever;
- (2) Upon determination by the Disciplinary sub-committee a suspended or expelled member shall thereupon be excluded from any use of the Club;
- (3) A suspended member or a member expelled from membership shall have no claim against the Club for any refund of subscriptions paid in advance or any financial compensation.

Division 3—Grievance procedure

24 Application

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

25 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.

26 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 25, the parties must within a further seven 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 - an Ordinary, Veteran, Senior or Life member appointed by the Committee who does not have a personal interest in the dispute or is biased in favour of against either party; or
 - (ii) if the dispute is between a member and the Committee or the Club - a person appointed or employed by the Dispute Settlement Centre of Victoria.

27 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.

28 Costs

The parties to the dispute must bear equally any costs of the mediation and where called upon to do so shall pay such costs in advance of mediation.

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 Eligibility to attend

- (1) Only members entitled to vote may attend General Meetings of the Club;
- (2) A member who is entitled to vote who has an annual subscription, instalment or part thereof, or other fee in arrears at 5.00pm one business day preceding any General Meeting shall not be entitled to:
 - (a) have any items submitted for business be considered at a General Meeting;
 - (b) attend any General Meeting;
 - (c) appoint a proxy to vote on his or her behalf at a General Meeting;
 - (d) be elected as a member of the Committee.

31 Annual General Meetings

- (1) The Committee must convene an Annual General Meeting of the Club to be held within four months after the end of each financial year;
- (2) The Committee shall determine the date, time and place of the Annual General Meeting;
- (3) The ordinary business of the Annual General Meeting shall be:
 - (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since the previous Annual General Meeting; and

- (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; and
- (c) to elect eligible members to fill any vacancies on the Committee.
- (4) The Annual General Meeting may conduct general business if it is included as an item in the Notice of Meeting, subject to:
 - (a) A voting member who wishes to submit an item of general business for consideration at the meeting shall provide notice in writing to the Secretary not less than 28 days before the meeting by providing full details of the item of business to be considered; and
 - (b) The voting member who submits the item of general business intends to be and is in attendance at the meeting in accordance with Rule 15 (3) (b); and
 - (c) The Secretary determines that the matter submitted by the member is appropriate to be considered at the meeting.
- (5) The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

32 Special General Meetings

- (1) Any General Meeting of the Club, other than an Annual General 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 of Meeting in accordance with Rule 34 (3) may be conducted at the meeting;
- (4) Notwithstanding sub-rule (3) General Business may be considered at a meeting if it is included as an item for consideration in the Notice of Meeting.

33 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 sub-rule (2) by at least 25 members entitled to vote.
- (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 entitled to vote requesting the meeting; and
 - (d) be given to the President or Secretary of the Club.
- (3) If the Committee does not convene a Special General Meeting within 60 days after the date on which the request is received by the President or Secretary, the members making the request (or any of them) may convene the Special General Meeting.
- (4) A Special General Meeting convened by members under sub-rule (3):
 - (a) must be held within 90 days after the date on which the request was received by the President or Secretary; 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 sub-rule (3).

34 Notice of General Meetings

- (1) The Secretary (or, in the case of a Special General Meeting convened under Rule 33, the members convening the meeting) must give at least 21 days' notice to members entitled to vote;
- (2) In the case of an Annual General Meeting the Secretary shall provide a preliminary notice of meeting at least 35 days in advance of the meeting stating the business of the meeting in accordance with Rule 31 (3) and (4). Such preliminary notice shall be made available to voting members on the Club's website and in a prominent location at the Club's registered address;
- (3) The notice must:
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the 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) state that a member entitled to vote may appoint another member entitled to vote as a proxy and that proxy forms are available from the Club seven days before the meeting for collection by members entitled to vote.
- (4) The notice referred to in sub-rule (1) shall be provided to members entitled to vote by:
 - (a) email; and/or
 - (b) post; and/or
 - (c) publication on the Club's website and in a prominent location at the Club's registered address.

35 Proxies

- (1) A member entitled to vote may, subject to Rule 30 (2), appoint another member entitled to vote as his or her proxy to vote on his or her behalf at a General Meeting;
- (2) The appointment of a proxy must be in writing on a form provided by the Secretary or the Delegate and may be collected from the Club up to seven days before the date of the General Meeting;
- (3) Each member entitled to vote may collect not more than three proxy forms in total from the Club;
- (4) The proxy form must include the signature and printed name of the member making the appointment and the name of the voting member attending the meeting who will act as the Proxy;
- (5) The proxy form must state the name of the voting member attending the meeting who will act as the Proxy or nominate the Chairman of the meeting as the Proxy. If no voting member's name is stated the Proxy will default to the Chairman of the meeting;
- (6) 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;
- (7) All forms appointing a proxy must be received by the Secretary by 5pm on the last business day before the date of the meeting;

- (8) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Secretary in accordance with sub-rule (7) above;
- (9) A proxy may only be used on a poll or on a Ballot for any election for the Committee.

36 Quorum at General Meetings

- (1) No business may be conducted at a General Meeting unless a quorum of members entitled to vote is present;
- (2) The quorum for a General Meeting is the presence of 25 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 33 the meeting must be dissolved;
 - (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 a notice provided to members entitled to vote in accordance with Rule 34 (4) and as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time at which a General Meeting has been adjourned under sub-rule (3) (b), the members present at the meeting, if not fewer than ten, 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 sub-rule (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 date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by a notice provided to members entitled to vote in accordance with Rule 34 (4) and as soon as practicable after the meeting.

38 Voting at General Meetings

- (1) Subject to sub-rule (6), each member present is entitled one vote on a show of hands or on a poll;
- (2) Members entitled to vote may vote in person or by appointing a proxy in accordance with Rule 35;
- (3) A proxy may only be used on a poll or on a Ballot for any election for the Committee;
- (4) Except in the case of a Special Resolution, a question must be decided on a majority of votes;
- (5) If votes are divided equally, whether on a show of hands or a poll, the Chairperson of the meeting has a second or casting vote;

- (6) 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.

39 Poll, declaration of result of vote or poll

- (1) At any General Meeting a resolution or question put to the vote of the meeting shall be decided on a show of hands unless a poll is (before the declaration of the result of the show of hands) demanded by:
 - (a) the Chairperson; or
 - (b) not less than five members present.
- (2) Unless a poll is so demanded, a declaration by the Chairperson that a resolution or question has on a show of hands been:
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.

An entry to that effect in the minutes of the meeting shall be conclusive proof of that fact.

- (3) If a poll is demanded it shall be taken as follows:
 - (a) an immediate vote by counting the show of hands of those present again; and
 - (b) counting the votes lodged by proxy.

The result of the poll shall be determined and declared by the Chairperson by adding the votes counted by show of hands with the votes lodged by proxy.

- (4) The demand for a poll may be withdrawn;
- (5) A poll demanded on the election of a Chairperson or on a question of adjournment or on a procedural motion must be taken forthwith;
- (6) Subject to sub-rule (4), if a poll is demanded it must be taken immediately or after an interval or an adjournment at the time and in the way the Chairperson directs;
- (7) The result of the poll as declared by the Chairperson is deemed to be the resolution of the meeting at which the poll is demanded.

40 Minutes of General Meeting

- (1) The Committee must ensure that minutes are taken and kept of each General Meeting;
- (2) The minutes must record:
 - (a) the day, date, time and location of the meeting; and
 - (b) the name of the Chairperson of the meeting; and
 - (c) the names of members entitled to vote attending the meeting and the number of apologies received from members entitled to vote; and
 - (d) the number of Proxy forms given to the Chairperson of the meeting under Rule 35 (5); and
 - (e) 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) a summary of the financial statements submitted to the members in accordance with Rule 31 (3) (b) (ii); and

- (b) 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 Club; and
- (c) 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

41 Role and powers

- (1) The affairs of the Club shall be the responsibility of the Committee who shall consult with Curlewis Golf Club The Bellarine Pty Ltd via the Consultative Committee on matters affecting the operation of the Club, the Committee or members of the Club;
- (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:
 - (a) may appoint and remove staff;
 - (b) shall within one month following the Annual General Meeting appoint a Women's Golf Sub-committee and the members of the sub-committee, including a Women's Captain, with role, scope and terms of reference it considers appropriate;
 - (c) may appoint sub-committees and the members of sub-committees with role, scope and terms of reference it considers appropriate;
 - (d) may co-opt onto the Committee or any sub-committee any Regular member. Co-opted Regular members will have no vote and their appointment may be revoked at any time by the Committee;
 - (e) may make, alter and repeal By-laws for the proper conduct and management of the Club and governing the activities and rights of members;
 - (f) may appoint agents and/or a Delegate to assist the Committee to manage the affairs of the Club and to transact business on its behalf.

42 Delegation

- (1) The Committee may delegate to a member of the Committee, a sub-committee, staff, agent and/or Delegate, any of its powers and functions other than:
 - (a) this power of delegation; and
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The Committee may revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

43 Composition of the Committee

The Committee shall consist of

- (a) The Officers of the Club, being:
 - (i) a President; and
 - (ii) a Captain; and

- (iii) a Secretary/Treasurer.
- (b) At least one but not more than three Ordinary members of the Committee elected in accordance with Division 3 of Part 5 of these Rules; and
- (c) A Women's President appointed in accordance with Rule 47.

44 General duties

- (1) As soon as practicable after being elected or appointed to the Committee, each Committee member must become familiar with these Rules;
- (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 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 Club; 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 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.

45 President and Captain

- (1) The President or, in the President's absence, the Captain is the Chairperson for any General Meetings and for any Committee meetings;
- (2) If the President and the Captain are both absent, or are unable to preside, the Chairperson of any meeting shall either be the Secretary/Treasurer or an Ordinary member of the Committee nominated by the members of the Committee present at the meeting;
- (3) The President and Captain shall be the Club's representatives on the Consultative Committee. Should the President and/or Captain not be able to attend any meeting of the Consultative Committee they may appoint another member of the Committee to act as their alternate for that meeting.

46 Secretary/Treasurer

- (1) As Secretary must:
 - (a) perform any duty or function required under the Act to be performed by the Secretary of an Incorporated Association; and
 - (b) ensure the register of members is maintained in accordance with Rule 19; and
 - (c) keep custody of the common seal (if any) of the Club and, except for the financial records referred to in Rule 68 (3), all books, documents and securities of the Club referred to in Rule 75 (1); and
 - (d) ensure members are provided with access to the register of members, the minutes of General Meetings and other books and documents in accordance with Rule 75; and
 - (e) perform any other duty or function imposed on the Secretary by these Rules; and
 - (f) give to the Registrar notice of his or her appointment within 30 days of the appointment.

(2) As Treasurer must:

- (a) ensure that all moneys received by the Club are paid into the account of the Club within five business days after receipt and are recorded and accounted for; and
- (b) make any payments authorised by the Committee or by a General Meeting of the Club from the Club's funds; and
- (c) ensure cheques are signed or electronic payments are authorised by at least two authorised Committee members and that all such payments are recorded and accounted for; and
- (d) ensure that the financial records of the Club are kept in accordance with the Act; and
- (e) coordinate the preparation of the financial statements of the Club with the Club's Auditor and ensure their certification by the Committee prior to their submission to the Annual General Meeting; and
- (f) ensure all Committee members have access to the accounts and financial records of the Club.

47 Women's President

- (1) There shall be a Women's President who shall be the Chairperson of the Women's Golf Sub-committee appointed by the Committee under Rule 41 (3) (b);
- (2) The Women's President for the twelve months following the Annual General Meeting shall be nominated annually by the Women's Golf Sub-committee at the last meeting of the sub-committee before the Annual General Meeting;
- (3) A nominee for Women's President must either be an Ordinary, Veteran, Senior or Life member who is eligible to be nominated subject to Rule 48;
- (4) Should the nomination of the Women's Golf Sub-committee not be approved by the Committee the sub-committee will nominate an alternate member;
- (5) Should the alternate nomination of the Women's Golf Sub-committee not be approved by the Committee or should the sub-committee fail to nominate an alternate the Committee may either appoint a Women's President or leave a casual vacancy in the position of Women's President on the Committee;
- (6) A member may be nominated and approved as Women's President for a maximum of four consecutive years; and
- (7) After serving as Women's President for four consecutive years, a member is not eligible to be nominated and approved as Women's President until a period of at least 12 calendar months has elapsed after retiring as Women's President.

Division 3—Election of Committee members and tenure of office

48 Who is eligible to be a Committee member

A member is eligible to nominate or be nominated as a Committee member if the member:

- (a) is entitled to vote in accordance with Rule 15 (2); and
- (b) is a Regular member of at least two years standing; and
- (c) is not suspended for any reason or subject to any action under Division 2 of Part 3 of these Rules as at the date of calling for nominations for the Committee; and
- (d) has no annual subscription, instalment or part thereof, or other fee in arrears at 5.00pm on the business day before the date of closing of nominations for the Committee; and

- (e) is not an employee of the Club, a contractor to the Club or an employee or Director of any Delegate.

49 Notice of Committee vacancy

Nominations to fill any vacant positions of Officers of the Club and Ordinary members of the Committee shall be invited from members entitled to vote not less than 21 days before the Annual General Meeting.

50 Nominations

- (1) Nominations may only be received from members eligible to be nominated in accordance with Rule 48;
- (2) Any two members entitled to vote may propose and second any eligible nominee in accordance with sub-rule (3);
- (3) Nominations shall be on a form provided by the Secretary or Delegate, stating the position on the Committee being nominated for and signed by the nominee and the nominee's Proposer and Seconder and lodged with the Secretary or Delegate not less than seven days before the Annual General Meeting;
- (4) Nominations may be accompanied by a written statement of not more than 100 words from the nominee stating their reason for nominating and any qualifications or experience they consider is relevant to their suitability to fulfil the position being nominated for;
- (5) All valid nominations received by the Secretary or Delegate must immediately be displayed in the Clubhouse;
- (6) A member nominated and approved for Women's President in accordance with Rule 47 (2) may not nominate for any other Committee vacancy;
- (7) A member may only be nominated for one Committee vacancy at any Annual General Meeting.

51 Election of Committee members

- (1) At the Annual General Meeting, separate elections must be held for vacancies for any of the following positions:
 - (a) President;
 - (b) Captain;
 - (c) Secretary/Treasurer;
 - (d) Ordinary members of the Committee.
- (2) If the number of nominees does not exceed the number of vacancies for the positions in sub-rule (1), the Chairperson of the meeting must declare the nominees elected to the positions;
- (3) If the number of nominees exceeds the number of vacancies for the positions in sub-rule (1), a ballot must be held in accordance with Rule 52;
- (4) A single election may be held to fill all vacancies for Ordinary members of the Committee;
- (5) On his or her election, the newly elected President may immediately take over as Chairperson of the meeting.

52 Ballot

- (1) If a ballot is required for the election of the President, Captain, Secretary/Treasurer or any Ordinary members of the Committee, the Chairperson of the meeting must at least three days before the meeting appoint a member entitled to vote to act as Returning Officer and a member entitled to vote to act as Scrutineer to conduct the ballot;
- (2) The Returning Officer and the Scrutineer must not be nominated for any position on the Committee or be the Proposer or Secunder of any nominee for the Committee;
- (3) The Returning Officer shall create any necessary ballot papers, listing the nominees in alphabetical order. In the event of more than one election, one ballot paper may be created and used;
- (4) Before the ballot is taken the Chairman shall read to the meeting any written statements provided by nominees under Rule 50 (4);
- (5) The election must be by secret ballot;
- (6) The Returning Officer and Scrutineer must provide ballot papers as follows:
 - (a) one for each member present in person; and
 - (b) one for each proxy appointed by a member.
- (7) If the ballot is for a single position, the voter must indicate on the ballot paper the name of the nominee for whom they wish to vote;
- (8) If the ballot is for more than one position:
 - (a) the voter must indicate on the ballot paper the name of each nominee for whom they wish to vote;
 - (b) the voter must not indicate the names of more nominees than the number to be elected.
- (9) Ballot papers that do not comply with sub-rule (8) are invalid and must not to be counted;
- (10) The Chairman shall allow a reasonable period of time at the meeting for members to vote. Once the Chairman has declared voting has closed, no further ballot papers shall be accepted and the Returning Officer and Scrutineer shall count the votes. The Chairman may suspend the business of the meeting while the votes are being counted;
- (11) Once the votes have been counted the Returning Officer must declare elected the nominee or, in the case of an election for more than one position, the nominees who received the most votes;
- (12) If the Returning Officer is unable to declare the result of an election under sub-rule (11) because two or more nominees received the same number of votes, the Returning Officer must either:
 - (a) conduct a further election for the position in accordance with sub-rules (6) to (11) to decide which of the nominees is to be elected; or
 - (b) with the agreement of the nominees, decide by lot which of them is to be elected.

53 Term of office

- (1) The President, Captain, Secretary/Treasurer and all Ordinary members of the Committee must retire at the conclusion of the Annual General Meeting two years after the Annual General Meeting at which they were elected;
- (2) The President, Captain, Secretary/Treasurer and Ordinary members of the Committee may be re-elected;

- (3) The President, Captain, Secretary/Treasurer and Ordinary members of the Committee may serve for a maximum of three consecutive two-year terms in each position;
- (4) After serving consecutively for six years as either the President, the Captain, the Secretary/Treasurer or as an Ordinary member of the Committee, or more if appointed to fill a casual vacancy under Rule 55, a member is not eligible to return as a Committee member until a period of at least 12 calendar months has elapsed after retiring from the Committee;
- (5) A General Meeting of the Club may:
 - (a) by Special Resolution remove any of the President, Captain, Secretary/Treasurer or any or all Ordinary members of the Committee from office; and
 - (b) elect an eligible member of the Club to fill the vacant position in accordance with this Division.
- (6) A member who is the subject of a proposed Special Resolution under sub-rule (5) (a) may make a representation in writing to the Secretary or President (not exceeding a reasonable length) and may request that the representation be read out by the Chairman at the meeting at which the Special Resolution is to be proposed.

54 Vacation of office

- (1) A Committee member may resign from the Committee by written notice to the Secretary or President;
- (2) A person ceases to be a Committee member if he or she:
 - (a) ceases to be a member of the Club; or
 - (b) fails to attend three consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence under Rule 65; or
 - (c) becomes bankrupt or makes any arrangement or composition with creditors; or
 - (d) becomes prohibited from being a director of a company by reason of any order made under the Corporations law; or
 - (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (f) is convicted of a criminal offence in a court of law; or
 - (g) holds any office of profit under the Club, is an employee of the Club, a contractor to the Club or an employee or Director of any Delegate; or
 - (h) has been suspended from membership for any reason; or
 - (i) otherwise by operation of Section 78 of the Act.

55 Casual vacancies

- (1) The Committee may appoint an eligible member to fill a position on the Committee that:
 - (a) has become vacant under Rule 54; or
 - (b) was not filled by election at the last Annual General Meeting.
- (2) A member appointed to fill a casual vacancy on the Committee must retire at the next Annual General Meeting but is eligible for re-election;
- (3) A member re-elected to the Committee under sub-rule (2) is subject to Rule 53;
- (4) If the position of Secretary/Treasurer becomes vacant, the Committee must appoint an eligible member to the position within 21 days after the vacancy arises;
- (5) The Committee may continue to act despite any vacancy on the Committee.

Division 4—Meetings of the Committee

56 Meetings of the Committee

- (1) The President shall preside as the Chairperson. If the President is absent or unable to preside the Captain shall be the Chairperson. If both are absent, or unable to preside, the Chairperson shall either be the Secretary/Treasurer or an Ordinary member of the Committee nominated by Committee members present at the meeting;
- (2) The date, time and place of the first Committee meeting shall be determined by the President as soon as practicable after the Annual General Meeting;
- (3) At the first meeting of the Committee after the Annual General Meeting the President will propose a schedule of meetings, including dates and times, of at least once every three months. The schedule and frequency of meetings will be determined by agreement of the Committee;
- (4) Urgent or additional meetings may be convened by the President or by any three members of the Committee.

57 Notice of meetings

- (1) Notice of each meeting must be given to each Committee member no later than seven days before the date of the meeting;
- (2) Notice may be given of more than one meeting at the same time;
- (3) The notice must state the date, time and place of the meeting;
- (4) If a special or additional 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 a meeting is the business for which the meeting is convened.

58 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with Rule 57 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 a majority of Committee members eligible to vote;
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

59 Procedure and order of business

- (1) The procedure to be followed at a meeting must be determined by the Chairperson; and
- (2) The order of business shall be determined by the Chairperson.

60 Use of technology

- (1) At the first Committee meeting after the Annual General Meeting the Committee shall determine by agreement whether to permit participation at any Committee meetings, including meetings called in accordance with Rule 58, by the use of technology, including whether or not a Committee member not physically present shall have the right to a vote;
- (2) Subject to sub-rule (1), a Committee member who is not physically present at a 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;

- (3) A Committee member participating in a meeting as permitted under sub-rule (1) and according to sub-rule (2) shall be recorded in the minutes of the meeting as having participated via the use of technology.

61 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present;
- (2) The quorum for a meeting is the presence (in person or if permitted under Rule 60 (1)) of not less than one half of the members of the Committee;
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a meeting:
 - (a) in the case of an urgent meeting - the meeting lapses; or
 - (b) in any other case - the meeting must be adjourned to a date no later than 21 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 57.

62 Voting

- (1) Each Committee member eligible to vote at the meeting has one vote;
- (2) A motion is carried if a majority of Committee members eligible to vote at the meeting vote in favour of the motion;
- (3) If votes are divided equally, the Chairperson of the meeting has a second or casting vote;
- (4) Voting by proxy is not permitted.

63 Conflict of interest

- (1) A Committee member who has a material personal interest in a matter being considered at a Committee meeting must immediately prior to the matter being considered disclose in full the nature and extent of that interest to the Committee;
- (2) The Committee member with the conflict of interest:
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must be disqualified from voting on the matter.
- (3) If there are insufficient Committee members to form a quorum because a Committee member who has a conflict of interest is no longer present at the meeting and is disqualified from voting on the matter, the Chairperson may adjourn consideration of the matter to the next scheduled Committee meeting or may call an urgent meeting to consider the matter in accordance with Rule 58;
- (4) 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.

64 Minutes of meetings

- (1) The Secretary must ensure that minutes are taken and kept of each Committee meeting;
- (2) The minutes must record:
 - (a) the names of the members in attendance at the meeting or participating subject to Rule 60; and
 - (b) the business conducted at the meeting; and

- (c) any resolution on which a vote is taken and the result of the vote; and
 - (d) any material personal interest disclosed under Rule 63.
- (3) The Chairman of the meeting must confirm the minutes by signing them as a true and correct record at the next Committee meeting.

65 Leave of absence

- (1) The Committee may grant a Committee member leave of absence from not more than three consecutive Committee meetings;
- (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

66 Source of funds

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

67 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, electronic funds transfers and other negotiable instruments must be signed by two authorised Committee members;
- (5) All funds of the Club must be deposited into the financial account of the Club no later than five business days after receipt.

68 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 seven 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.

69 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 sub-rule (1), those requirements shall 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

70 Complaints

All golf related complaints must be made to the Captain and all non-golf related complaints must be made to the President. Should the Captain or President be unable to deal with a complaint they may refer the complaint to the Committee or the Consultative Committee.

71 Indemnity

Subject to the provisions of the Act the members of the Committee must be indemnified out of the funds of the Club, and it is the duty of the Committee out of the funds of the Club to pay all losses, damages and expenses, costs and charges, which such members respectively incur or be put to in the execution in good faith of their respective offices.

72 Common Seal

- (1) The Common Seal of the Club shall be kept in the custody of the Secretary/Treasurer;
- (2) A document may only be sealed with the Common Seal by the authority of the Committee;
- (3) Affixing of the Common Seal must be witnessed by the signatures of either:
 - (a) the President and one other member of the Committee; or
 - (b) the Secretary/Treasurer and one other member of the Committee.

73 Registered address

The registered address of the Club is:

- (a) The Clubhouse, 1345 Portarlington Road, Curlewis, Victoria 3222; or
- (b) the address determined from time to time by resolution of the Committee.

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 to the email address or facsimile number provided by the member.
- (2) Sub-rule (1) does not apply to notice given under Rule 58;
- (3) Any notice given under sub-rule (1) (b) is deemed to have been received by the member five business days after posting by the Club;
- (4) Any notice given under sub-rule (1) (c) is deemed to have been received by the member within 24 hours of the email or facsimile having been sent by the Club;

- (5) Any notice required to be given by a member to the Club or the Committee may be given:
 - (a) by sending the notice by post to the registered address of the Club; or
 - (b) by leaving the notice at the Office at the registered address of the Club; or
 - (c) if the Committee determines that it is appropriate in the circumstances:
 - (i) by email to the email address of the Club or the Delegate; or
 - (ii) by facsimile transmission to the facsimile number of the Club or the Delegate.

75 Custody and inspection of books and records

- (1) Members may request in writing to the Secretary to inspect free of charge:
 - (a) the register of members; or
 - (b) the minutes of General Meetings; or
 - (c) subject to sub-rule (2), the financial records, books, securities and any other relevant document of the Club, including minutes of Committee meetings.
- (2) The Secretary may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial, disciplinary or legal matters or where to do so may be prejudicial to the interests of the Club or a member of the Club;
- (3) The Committee must on request make copies of these Rules available to members and applicants for membership free of charge.

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 and/or Statement of Purposes

These Rules and/or Statement of Purposes may only be altered or repealed and replaced by Special Resolution of a General Meeting of the Club.