

# Rules for an Incorporated Association

**BALLARAT GREYHOUND RACING CLUB INCORPORATED**

**ABN 34 260 029 121**

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## Part A - Preliminary

### 1. Name

The name of the Club is **Ballarat Greyhound Racing Club Incorporated**

### 2. Purposes

The purposes of the Club are as follows:

- a) to carry on the activities of Greyhound Racing in all its aspects;
- b) to conduct and promote Greyhound Racing meetings;
- c) to act in accordance with the GRV Rules and in accordance with the policies and procedures of Greyhound Racing Victoria;
- d) to conduct and promote any kind of sport, recreation, game, amusement or entertainment;
- e) to give and contribute towards prizes, cups, stakes and other rewards in connection with Greyhound Racing meetings;
- f) to provide, prepare and maintain any land or premises for the purposes of Greyhound Racing or for any kind of sport, recreation, game, amusement or entertainment and to construct, maintain and improve stands, hospitality and catering facilities, conveniences and other buildings on that land or premises;
- g) to promote, encourage and foster Greyhound Racing or any other activity connected with Greyhound Racing; and
- h) to discourage, control and prevent any abuse of Greyhound Racing or any other activity connected with Greyhound Racing or any unfair, unbecoming or dishonest practices, action or conduct arising out of or connected with Greyhound Racing.

### 3. Financial Year

The Financial Year of the Club is each period of 12 months ending on 30 June.

### 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);

**Act** means the Associations Incorporation Reform Act 2012 (Vic) and includes any regulations made under that Act;

**Authorised Signatory** means the Secretary, the Treasurer and any Committee Member or other person authorised by a resolution of the Committee to perform the functions set out in rule 51 on behalf of the Club;

**Business Day** means a day other than a Saturday, Sunday or bank or public holiday in Victoria, Australia;

**Chairperson** means the person chairing the general meeting or committee meeting as required under rule 49;

**Club** means the Ballarat Greyhound Racing Club Inc.

**Commission** means the Victorian Commission for Gambling and Liquor Regulation established under the Victorian Commission for Gambling and Liquor Regulation Act 2011 (Vic) or any successor entity;

**Committee** means the Committee constituted under Part E of these rules 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 E;

**Disciplinary Appeal Meeting** means a meeting of the members of the Club convened under rule 26(c);

**Disciplinary Meeting** means a meeting of the Committee convened for the purposes of rule 25;

**Disciplinary Subcommittee** means the subcommittee appointed under rule 23;

**Entitled to Vote** means a Member who under rule 16(a) is entitled to vote at a general meeting;

**Effective Date** means the date upon which these Rules come into effect in accordance with section 26(2A) of the Racing Act.

**Financial Year** means the 12-month period specified in rule 3;

**General Meeting** means a General Meeting of the Members of the Club convened in accordance with Part D and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting.

**Greyhound Racing Victoria** means Greyhound Racing Victoria, established pursuant to the Racing Act;

**Greyhound Racing** means any form of race in which greyhounds compete;

**GRV Rules** means the Greyhound Racing Victoria Rules (as amended from time to time) prescribed by Greyhound Racing Victoria pursuant to the Racing Act;

**Junior Member** means a Member of the Club admitted under rule 17.3;

**Life Member** means a Senior Member elected as a life member of the Club pursuant to rule 17.1;

**Member** means a Junior Member, Senior Member, Social Member or Life Member of the Club;

**Officer** means the persons specified in rule 47(b) and elected under rule 54;

**Previous Rules** means the rules and statement of purposes of the Club made pursuant to the Act and in force as at the Effective Date;

**Racing Act** means the Racing Act 1958 (Vic);

**Registrar** means the Registrar of Incorporated Associations;

**Secretary** means the secretary, manager, general manager or chief executive (or by whatever name called) employed by the Club and appointed from time to time in accordance with rule 45(d);

**Senior Member** means a Member of the Club who is not a Social Member or Junior Member;

**Social Member** means a Member of the Club who joins the Club under Rule 17.2;

**Special Resolution** means a resolution that requires not less than three-quarters of the Members voting at a general meeting, to vote in favour of the resolution;

**Tabcorp** means TABCORP Holdings Limited ACN 063 780 709; and

**Treasurer** means the person appointed by the Committee under rule 55.

## 5. Interpretation

In these rules:

- a) headings are used for convenience only and are not intended to affect the interpretation of these rules;
- b) words in the singular include the plural and vice versa;
- c) any gender includes the other genders;
- d) if a word or phrase is defined its other grammatical forms have corresponding meanings;
- e) 'includes' means includes without limitation;
- f) a reference to:
  - i. a person includes a partnership, joint venture, unincorporated association, corporation and a government or statutory body or authority;
  - ii. a person includes the person's legal personal representatives, successors, assigns and persons substituted by novation;
  - iii. any legislation includes subordinate legislation under it and includes that legislation and subordinate legislation as modified or replaced;
  - iv. a right includes a benefit, remedy, discretion or power;
  - v. time is to local time in Victoria, Australia;

- vi. '\$' or 'dollars' is a reference to Australian currency;
  - vii. this or any other document includes the document as novated, varied or replaced and despite any change in the identity of the parties;
  - viii. writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes fax transmissions and emails;
  - ix. this document includes all schedules and annexures to it; and
  - x. a rule, schedule or annexure is a reference to a rule, schedule or annexure, as the case may be, of this document; and
- g) if the date on or by which any act must be done under this document is not a Business Day, the act must be done on or by the next Business Day.

## 6. Effect

These rules rescind and replace the Previous Rules as and from the Effective Date. This will not affect any obligations or entitlements which have accrued under the Previous Rules as at the Effective Date.

## Part B - Powers of Club

### 7. Powers of Club

- a) Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.
- b) Without limiting subrule (a), the Club may:
  - i. enter into any agreement of any kind with any person upon such terms as the Club determines;
  - ii. purchase, sell, lease, hire or otherwise temporarily or permanently acquire or dispose of any legal or beneficial rights in any real or personal property, including without limitation land, buildings, easements, plant, machinery or stock in trade;
  - iii. purchase, sell, license or otherwise temporarily or permanently acquire or dispose of any legal or beneficial rights in any intellectual property or confidential information;
  - iv. lease or permit to be used any part of the Club's real or personal property for the carrying on of any kind of sport, game, amusement, entertainment or recreation;
  - v. lease any building, room or catering facility to enable a lessee thereof to carry on the business of catering or hospitality;
  - vi. grant the right to construct and maintain any building, room or catering facility on the Club's property to enable a grantee of that right to carry on the business of catering or hospitality;
  - vii. grant the right to sell merchandise on or near the Club's property, the right to advertise on the Club's property and any other rights or privileges in connection with the Club's property or with activities taking place on the Club's property;
  - viii. borrow or raise money and otherwise receive credit from any person;
  - ix. give mortgages over any property of the Club;
  - x. give any guarantee, indemnity or bond for the payment of money or the performance of any obligation or undertaking by any person or become surety or security for or incur any obligation in favour of any person upon such terms as the Club determines;
  - xi. issue bonds, debentures, debenture stock bills of exchange, promissory notes or other securities for any money received from any person and for interest thereon or for any other purpose and purchase, redeem or pay off any such securities;

- xii. lend or advance money and otherwise extend credit to any person, provided the details of any such transactions (including the purpose, rate of interest, term and security (if any)) are disclosed to Members at the next General Meeting;
- xiii. take mortgages, liens or charges to secure payment of money lent or advanced by the Club;
- xiv. acquire, hold and dispose of shares, debentures or other securities of anybody corporate;
- xv. take any action deemed expedient or necessary to secure the repayment of monies borrowed or lent by the Club;
- xvi. open any account with any bank or any other financial institution and conduct transactions on that account;
- xvii. draw, accept, endorse or negotiate, and enter into agreements in respect of the drawing, acceptance, endorsement or negotiation of, any cheque, promissory note, bill of lading, bill of exchange or other negotiable or transferable instrument;
- xviii. charge for admission to all or any part of the Club's property, either directly or by subscription;
- xix. enter into any arrangement with any Commonwealth, State or local government authorities or other bodies, including without limitation transport, utility and planning authorities,
- xx. invest the monies of the Club not immediately required in such manner as the Club determines;
- xxi. allow the Club's property or any part thereof to be used for charitable purposes and apply such portion of the Club's funds to such charitable purposes as the Club determines;
- xxii. allow TABCORP Holdings Limited ACN 063 780 709 or its successors or assigns and/or bookmakers to conduct authorized betting or wagering activities in connection with the Club's Greyhound Racing meetings upon such terms as the Club determines;
- xxiii. employ or contract any persons upon such terms as the Club determines;
- xxiv. accept any gift or donation of property or money from any person;
- xxv. make personal or written appeals, hold public meetings, and engage in other activities for the purpose of procuring gifts or donations of property or money from any person;
- xxvi. print and publish any newspapers, periodicals, books or leaflets, in both hardcopy and digital form;
- xxvii. suspend temporarily or permanently any Member who has acted, or who has instructed or assisted another person to act, in any unfair or unbecoming manner arising out of or connected with Greyhound Racing or any other kind of sport, recreation, game, amusement or entertainment;
- xxviii. hear, take evidence, examine and decide upon representations, statements or other communications from Members, take whatever actions as may be deemed expedient or necessary in connection therewith and convey any such action to Greyhound Racing Victoria, any official or Member of a committee of a Greyhound Racing club or others;
- xxix. appoint or delegate any person to represent the Club at any inquiry, appeal or meeting convened to consider or decide upon any matter incidental or conducive to the attainment of the purposes of the Club;
- xxx. make donations for patriotic, charitable or community purposes;
- xxxi. obtain and maintain contracts of insurance of any kind;
- xxxii. if authorised by Greyhound Racing Victoria, amalgamate with any incorporated association having objects altogether or in part similar to those of the Club and which will prohibit the distribution of its income and property among its Members to an extent at least as great as that set out in Rule 76;
- xxxiii. purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities, rights and obligations of any incorporated association with which the Club is authorized by Greyhound Racing Victoria to amalgamate;



- xxxiv. transfer all or any part of the property, assets, liabilities, rights and obligations of the Club to any incorporated association with which the Club is authorized by Greyhound Racing Victoria to amalgamate;
- xxxv. buy, prepare, supply and sell all kinds of food and drink (provided the Club obtains appropriate permits) for the benefit of Members or other persons frequenting the course or premises of the Club;
- xxxvi. apply for, acquire, hold, renew, transfer and surrender any liquor licence under the *Liquor Control Reform Act 1998*,
- xxxvii. apply for, acquire, hold, renew, transfer and surrender a Venue Operators Licence under the Gambling Regulation Act 2003
- xxxviii. do all such other things as are deemed necessary or expedient to the attainment of any of the Club's purposes, provided that, in exercising these powers, the Club must do all things necessary to comply with and may do anything deemed expedient to comply with:
  - (1) all laws and regulations applicable to the activities of the Club;
  - (2) the GRV Rules; and
  - (3) these Rules.
- xxxix. The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.
- xl. In exercising its powers and carrying out its activities, the Club must comply with the GRV Rules and any policies or procedures of Greyhound Racing Victoria. The GRV Rules will apply to the Club and should any of these Club Rules conflict with or be inconsistent with the GRV Rules, then the GRV Rules will prevail.

## 8. Not for profit organisation

- a) The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- b) Subrule (a) does not prevent the Club from paying a Member:
  - i. capital and reasonable interest in respect of monies advanced by him or her to the Club or otherwise owing by the Club to him or her;
  - ii. reasonable remuneration and out-of-pocket expenses in return for any services rendered to the Club;
  - iii. reasonable and proper charges for goods hired by the Club from a Member; or
  - iv. reasonable and proper rent for premises leased to the Club by a Member, if this is done in good faith on terms no more favourable than if the person was not a Member.

## Part C - Members, disciplinary procedures and grievances

### Division 1 -Membership

#### 9. First Members

- a) The Members as at the Effective Date are the members of the Club in accordance with the Previous Rules as at the Effective Date.
- b) Each Member will hold such category of membership as is most consistent with their category of membership under the Previous Rules.
- c) In the case of doubt, the category of membership of any Member under these Rules will be as specified by the Committee.

## 10. Membership

- a) The Club consists of Junior Members, Social Members, Senior Members and Life Members.
- b) The Club must have at least five Senior Members.

## 11. Who is eligible to be a Member

- a) Any person aged 18 years and over who supports the purposes of the Club is eligible to become a Senior Member of the Club.
- b) The Club may also consider applications to become a Junior Member, as set out in rule 17.3.

## 12. Application for Senior Membership

- a) To apply to become a Senior Member of the Club, a person must submit a written application in the form set by the Committee.
- b) Every application for membership must be proposed by one Senior Member and seconded by another Senior Member of the Club (each of whom must have either paid his or her membership subscription for that year in full or be a Life Member).
- c) The application must state:
  - i. the person's name, residence, age and occupation;
  - ii. that the persons wishes to become a Senior Member of the Club;
  - iii. that the person supports the purposes of the Club;
  - iv. that the person agrees to comply with these rules; and
  - v. any further information which the Committee may from time to time require.
- d) The application:
  - i. must be signed by the applicant;
  - ii. must be signed by the proposer and seconder;
  - iii. must be accompanied by the joining fee; and
  - iv. must be lodged with the Secretary.

## 13. Consideration of application

- a) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- b) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- c) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- d) No reason need be given for the rejection of an application.
- e) Should an unsuccessful applicant be aggrieved by the rejection of his or her application for membership, he or she may submit a written request to the Committee seeking a reconsideration of his or her application for membership. The Committee must decide by resolution whether to accept or confirm the rejection of the application within a reasonable time of receiving a written request for reconsideration from an unsuccessful applicant and such other information as reasonably required by the Committee.

## 14. New membership

- a) If an application for membership is approved by the Committee:

- i. the resolution to accept the membership must be recorded in the minutes of the Committee Meeting; and
  - ii. 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.
- b) A person becomes a member of the Club and, subject to rule 16(a), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:
- i. the Committee approves the person's membership; or
  - ii. the person pays the joining fee.

## 15. Annual subscription and fee on joining

- a) At each annual general meeting, the Club must determine:
- i. the amount of the annual subscription and joining fee (if any) for the following Financial Year; and
  - ii. the date for payment of the annual subscription.
- b) The Committee may determine that a reduced or no annual subscription is payable by Junior Members or Social Members.
- c) The Club may determine that any new Member who joins after the start of a Financial Year must, for that Financial Year, pay a fee equal to:
- i. the full annual subscription;
  - ii. a pro rata annual subscription based on the remaining part of the Financial Year; or
  - iii. a fixed amount determined from time to time by the Club.
- d) 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.

## 16. General rights of Members

- a) A Member is entitled to vote if:
- i. the member is a Member other than a Junior Member or Social Member;
  - ii. more than three months have passed since he or she became a Member of the Club; and
  - iii. the Member's membership rights are not suspended for any reason.
- b) A Member of the Club who is Entitled to Vote has the right:
- i. to receive notice of general meetings and of proposed Special Resolutions in the manner and time prescribed by these rules;
  - ii. to submit items of business for consideration at a general meeting;
  - iii. to attend and be heard at general meetings;
  - iv. to vote at a general meeting;
  - v. to have access to the minutes of general meetings and other documents of the Club as provided under rule 81; and
  - vi. to inspect the register of Members.

## 17. Life Members, Social Members and Junior Members

### 17.1 Life Members

- a) Life Members will have the same rights, privileges and obligations as ordinary Senior Members but will not be required to pay an annual subscription fee.
- b) To be eligible to become a Life Member, an applicant must:
- i. be a Senior Member of not less than 10 consecutive years' standing; and

- ii. be proposed by one Senior Member and seconded by another Senior Member.
- c) The application must be in writing, signed by the applicant and proposed, and lodged with the Secretary.
- d) If, in the opinion of the Committee a Senior Member proposed for Life Membership has rendered valuable service to the Club, the Committee may recommend that Senior Member for Life membership. A Senior Member recommended for Life Membership may be elected as a Life Member at the annual general meeting. Such election must be made by a two-thirds majority of Senior Members voting at the annual general meeting in favour of the acceptance of the applicant to Life Membership.
- e) No Member may be elected or appointed as a Life Member other than in accordance with this rule 17.1.

### *17.2 Social Members*

- a) Social Members of the Club include any Members over the age of 18 years at the time of admission to membership of the Club and who are interested in promoting the Club, but who do not wish to participate in the racing activities of the Club, may become a Social Member.
- b) The Committee may decide, from time to time, to admit an applicant for membership as a Social Member and may determine the membership application, acceptance and renewal process as it thinks fit. The Committee may also decide what rights, privileges and requirements apply to Social Members.
- c) A Social Member is not eligible to vote or Entitled to Vote.

### *17.3 Junior Members*

- a) Junior Members of the Club include any Members under the age of 18 years at the time of admission to membership of the Club.
- b) The Committee may decide, from time to time, to admit an applicant for membership as a Junior Member and may determine the membership application, acceptance and renewal process as it thinks fit. The Committee may also decide what rights, privileges and requirements apply to Junior Members.
- c) A Junior Member is not eligible to vote or Entitled to Vote.
- d) When a Junior Member reaches the age of 18 the Junior Member's membership of the Club expires. If a Junior Member wishes to continue to be a Member of the Club after reaching the age of 18, the Junior Member must apply to be a Senior Member of the Club in accordance with rule 12.

## 18. Rights not transferable

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

## 19. Ceasing membership

- a) The membership of a person ceases on resignation, expulsion, death or if the person is warned off any racecourse for any reason.
- b) If a person ceases to be a Member of the Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the register of members.

## 20. Resigning as a Member

- a) A Member may resign by notice in writing given to the Club.
- b) A Member is taken to have resigned if:
  - i. the Member's annual subscription is more than 12 months in arrears; or
  - ii. where no annual subscription is payable:

- A. the Secretary 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 3 months after receiving that request, confirmed in writing that he or she wishes to remain a Member.

## 21. Register of members

- a) The Secretary must keep and maintain a register of members that includes:
  - i. for each current Member:
    - A. the Member's name;
    - B. the address for notice last given by the Member;
    - C. the date of becoming a Member;
    - D. if the Member is a Junior Member, a note to that effect including date of birth;
    - E. any other information determined by the Committee; and
    - F. for each former Member, the date of ceasing to be a member.
- b) Any Member may, at a reasonable time and free of charge, inspect the register of members at the registered office of the Club.

## Division 2 -Disciplinary action

### 22. Grounds for taking disciplinary action

The Club may take disciplinary action against a Member in accordance with this Division if the Committee is of the opinion that the Member:

- a) has failed, refused or neglected to comply with these rules;
- b) refuses to support the purposes of the Club; or
- c) has engaged in conduct unbecoming of a Member or prejudicial to the interests of the Club.

### 23. Disciplinary Subcommittee

- a) 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.
- b) The members of the Disciplinary Subcommittee:
  - i. may be Committee members, Members of the Club or anyone else; but
  - ii. must not be biased against, or in favour of, the Member concerned.

### 24. Notice to Member

- a) Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:
  - i. stating that the Club proposes to take disciplinary action against the Member;
  - ii. stating the grounds for the proposed disciplinary action;
  - iii. specifying the date, place and time of the meeting at which the Disciplinary Subcommittee intends to consider the disciplinary action (Disciplinary Meeting); and
  - iv. advising the Member that he or she may do one or both of the following:
    - A. attend the Disciplinary Meeting and address the Disciplinary Subcommittee at that meeting;

- B. give a written statement to the Disciplinary Subcommittee at any time before the Disciplinary Meeting; and
- v. setting out the member's appeal rights under rule 26.
- b) The notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.

## 25. Decision of subcommittee

- a) At the Disciplinary Meeting, the Disciplinary Subcommittee must:
  - i. give the Member an opportunity to be heard; and
  - ii. consider any written statement submitted by the Member.
- b) After complying with subrule (a), the Disciplinary Subcommittee may:
  - i. take no further action against the member; or
  - ii. subject to subrule (c):
    - A. reprimand the Member;
    - B. suspend the membership rights of the Member for a specified period; or
    - C. expel the Member from the Club.
- c) The Disciplinary Subcommittee may not fine the Member.
- d) 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.

## 26. Appeal rights

- a) A person whose membership rights have been suspended or who has been expelled from the Club under rule 25 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- b) The notice must be in writing and given:
  - i. to the Disciplinary Subcommittee immediately after the vote to suspend or expel the person is taken; or
  - ii. to the Secretary not later than 48 hours after the vote.
- c) If a person has given notice under subrule (b), 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.
- d) Notice of the Disciplinary Appeal Meeting must be given to each Member of the Club who is Entitled to Vote as soon as practicable and must:
  - i. specify the date, time and place of the meeting; and
  - ii. state:
    - A. the name of the person against whom the disciplinary action has been taken;
    - B. the grounds for taking that action; and
    - C. 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.

## 27. Conduct of Disciplinary Appeal Meeting

- a) At a Disciplinary Appeal Meeting:
  - i. no business other than the question of the appeal may be conducted;
  - ii. the Committee must state the grounds for suspending or expelling the Member
  - iii. and the reasons for taking that action; and
  - iv. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

- b) After complying with subrule (a), 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.
- c) A Member may not vote by proxy at the meeting.
- d) 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

### 28. Application

- a) The grievance procedure set out in this Division applies to disputes under these rules between:
  - i. a Member and another Member;
  - ii. a Member and the Committee;
  - iii. a Member and the Club.
- b) 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.

### 29. 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.

### 30. Appointment of mediator

- a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 29, the parties must within 10 days:
  - i. notify the Committee of the dispute;
  - ii. agree to or request the appointment of a mediator; and
  - iii. attempt in good faith to settle the dispute by mediation.
- b) The mediator must be:
  - i. a person chosen by agreement between the parties; or
  - ii. in the absence of agreement:
    - A. if the dispute is between a Member and another Member, a person appointed by the Committee; or
    - B. 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.
- c) A mediator appointed by the Committee may be a Member or former Member of the Club but in any case must not be a person who:
  - i. has a personal interest in the dispute; or
  - ii. is biased in favour of or against any party.

### 31 . Mediation process

- a) The mediator to the dispute, in conducting the mediation, must:
  - i. give each party every opportunity to be heard;
  - ii. allow due consideration by all parties of any written statement submitted by any party; and
  - iii. ensure that natural justice is accorded to the parties throughout the mediation process.

- b) The mediator must not determine the dispute.

### 32. 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 D - General meetings of the Club

### 33. Annual general meetings

- a) The Committee must convene an annual general meeting of the Club to be held within five months after the end of each Financial Year.
- b) The Committee may determine the date, time and place of the annual general meeting.
- c) The ordinary business of the annual general meeting is as follows:
  - i. to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - ii. to receive and consider:
    - A. the annual report of the Committee on the activities of the Club during the preceding Financial Year; and
    - B. the financial statements of the Club for the preceding Financial Year submitted by the Committee in accordance with Part 7 of the Act;
  - iii. to elect the members of the Committee;
  - iv. to confirm or vary the amounts (if any) of the annual subscription and joining fee;
  - v. to appoint the auditor; and
  - vi. to approve or disapprove any recommendation for Life membership.
- d) The annual general meeting may also conduct any other business of which notice has been given in accordance with these rules.

### 34. Special general meetings

- a) Any general meeting of the Club, other than an annual general meeting or a Disciplinary Appeal Meeting, is a special general meeting.
- b) The Committee may convene a special general meeting whenever it thinks fit.
- c) No business other than that set out in the notice under rule 36 may be conducted at the meeting.

### 35. Special general meeting held at request of Members

- a) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (b) by Members (excluding Junior Members and Social Members) making up at least 25% of the total number of Members.
- b) A request for a special general meeting must:
  - i. be in writing;
  - ii. state the business to be considered at the meeting and any resolutions to be proposed;
  - iii. include the names and signatures of the Members requesting the meeting; and
  - iv. be given to the Secretary.



- c) 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.
- d) A special general meeting convened by Members under subrule (c):
  - i. must be held within three months after the date on which the original request was made; and
  - ii. may only consider the business stated in that request.
- e) The Club must reimburse all reasonable expenses incurred by the Members convening a special general meeting under subrule (c).

### 36. Notice of general meetings

- a) The Secretary (or, in the case of a special general meeting convened under rule 35(c), the Members convening the meeting) must give to each Member of the Club not less than 21 days' notice that a general meeting is to be arranged, including closing dates for special business items, and Committee nominations.
- b) The Secretary (or, in the case of a special general meeting convened under rule 35(c), the Members convening the meeting) must give to each Member of the Club:
  - i. at least 21 days' notice of a general meeting if a Special Resolution is to be proposed at the meeting; or
  - ii. at least 14 days' notice of a general meeting in any other case.
- c) The notice must:
  - i. specify the date, time and place of the meeting;
  - ii. indicate the general nature of each item of business to be considered at the meeting; and
  - iii. if a Special Resolution is to be proposed:
    - A. state in full the proposed resolution; and
    - B. state the intention to propose the resolution as a special resolution.
- d) This rule does not apply to a Disciplinary Appeal Meeting.
- e) The notice to Members required under rule (a) may be given by email to Members, by displaying the notice on the Club's website, by publishing it in a local newspaper or in any other manner determined by the Committee.
- f) A Member desiring to bring any special business before a general meeting may give notice of that business in writing to the Secretary at least 28 days prior to the date fixed for holding a general meeting, who will include that special business in the notice required under rule (a) in relation to the general meeting.

### 37. Proxies

- a) A member is not entitled to appoint a proxy.

### 38. Use of technology

- a) 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.
- b) For the purposes of this Part, a Member participating in a general meeting as permitted under subrule (a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

### 39. Quorum at general meetings

- a) No business may be conducted at a general meeting unless a quorum of Members is present.
- b) The quorum for a general meeting is the presence (physically, or as allowed under rule 38) of at least 10% of the Life and Senior Members are Entitled to Vote.
- c) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
  - i. in the case of a meeting convened by, or at the request of, Life &/or Senior Members under rule 35, the meeting must be dissolved;
  - ii. 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 to at the meeting and confirmed by written notice given to all Life and Senior Members as soon as practicable after the meeting.
- d) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (c)(ii) the Life and Senior Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### 40. Adjournment of general meeting

- a) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of Senior Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- b) Without limiting subrule (a), a meeting may be adjourned:
  - i. if there is insufficient time to deal with the business at hand; or
  - ii. to give the Senior Members more time to consider an item of business.
- c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- d) 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 36.

### 41. Voting at general meeting

- a) On any question arising at a general meeting:
  - i. subject to subrule (c), each Member who is Entitled to Vote has one vote;
  - ii. Members may only vote personally; and
  - iii. except in the case of a Special Resolution, the question must be decided on a majority of votes.
- b) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- c) If the question is whether or not to confirm the minutes of a previous meeting, only Senior Members who were present at that meeting may vote.
- d) This rule does not apply to a vote at a Disciplinary Appeal Meeting conducted under rule 27.

### 42. Special Resolutions

A Special Resolution is passed if not less than three quarters of the Senior Members voting at a general meeting vote in favour of the resolution.

#### 43. Determining whether resolution carried

- a) Subject to subrule (b), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been
  - i. carried;
  - ii. carried unanimously;
  - iii. carried by a particular majority; or
  - iv. lost, and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- b) If a poll (where votes are cast in writing) is demanded by three or more Senior Members on any question:
  - i. the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - ii. the Chairperson must declare the result of the resolution on the basis of the poll.
- c) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- d) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

#### 44. Minutes of general meeting

- a) The Committee must ensure that minutes are taken and kept of each general meeting.
- b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- c) In addition, the minutes of each annual general meeting must include:
  - i. the names of the Members attending the meeting;
  - ii. the financial statements submitted to the members in accordance with rule 33(c)(ii)(B);
  - iii. 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
  - iv. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## Part E - Committee

### Division 1 - Powers of Committee

#### 45. Role and powers

- a) The business of the Club must be managed by or under the direction of a Committee.
- b) 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.
- c) Without limiting the generality of rule 45(b), the Committee may:
  - i. appoint and remove staff;
  - ii. establish subcommittees consisting of Members with terms of reference it considers appropriate; and
  - iii. appoint and remove the Treasurer.
- d) The Committee will appoint the Secretary as an employee of the Club on such terms and conditions as the Committee determines.

## 46. Delegation

- a) The Committee may delegate to a Senior Member of the Committee, a subcommittee or employee, any of its powers and functions other than:
  - i. this power of delegation; or
  - ii. a duty imposed on the Committee by the Act or any other law.
- b) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- c) The Committee may, in writing, revoke a delegation wholly or in part.

## Division 2 -Composition of Committee and duties of members

### 47. Composition of Committee

- a) The Committee consists of:
  - i. 3 Officers; and
  - ii. up to 2 ordinary Members elected under rule 56, (each a Committee Member).
- b) The Officers will be:
  - i. a President;
  - ii. a Vice-President; and
  - iii. a Treasurer;

### 48. General Duties

- a) As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with these rules and the Act.
- b) The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual Committee Members comply with these rules.
- c) Committee Members must exercise their powers and discharge their duties with reasonable care and diligence.
- d) Committee Members must exercise their powers and discharge their duties:
  - i. in good faith in the best interests of the Club; and
  - ii. for a proper purpose.
- e) Committee Members and former Committee Members must not make improper use of:
  - i. their position; or
  - ii. 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.
- f) 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.
- g) Within 28 days of being elected or appointed to the Committee, each Committee Member must complete and return to the Secretary such forms and documentation as required by the Committee from time to time including any forms required under liquor or gambling regulation.

### 49. Chairperson

- a) Subject to subrule (b), the President or, in the President's absence, the Senior or Junior Vice-President is the Chairperson for any general meetings and for any Committee Meetings.

- b) If the President, Senior Vice-President and Junior Vice-President are all absent, or are unable to preside, the Chairperson of the meeting must be:
  - i. in the case of a general meeting, a Member elected by the other Members present; or
  - ii. in the case of a Committee Meeting, a Committee Member elected by the other Committee Members present.

## 50. Secretary

- a) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- b) The Secretary must:
  - i. maintain the register of Members in accordance with rule 21;
  - ii. keep custody of the common seal (if any) of the Club and, except for the financial records referred to in rule 74(c), all books, documents and securities of the Club in accordance with rules 77 and 81;
  - iii. 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
  - iv. perform any other duty or function imposed on the Secretary by these rules.
- c) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- d) If the position of Secretary becomes vacant, the Committee must appoint a person to the position within 14 days after the vacancy arises. If due to the length of time required to conduct a recruitment and selection process, it is impractical for a permanent appointment to occur within 14 days after the office of the Secretary becomes vacant, the Committee must, within 14 days after the vacancy arises, appoint a person to fill the vacancy on an interim basis. The Committee must make a permanent appointment to the position of Secretary as soon as practicable following the completion of a recruitment and selection process.

## 51. Treasurer

- a) The Treasurer must establish and monitor procedures to:
  - i. receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club;
  - ii. ensure that all moneys received are paid into the account of the Club within five working days after receipt;
  - iii. make any payments authorised by the Committee or by a general meeting of the Club from the Club's funds; and
  - iv. ensure that all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are signed by two Authorised Signatories and all electronic funds transfers are authorised in writing by two Authorised Signatories.
- b) The Treasurer must:
  - i. ensure that the financial records of the Club are kept in accordance with the Act; and
  - ii. coordinate the preparation of the financial statements of the Club and their certification by the Committee prior to their submission to the annual general meeting of the Club.
- c) The Treasurer must ensure that at least one other Committee Member has access to the accounts and financial records of the Club.

## Division 3 - Election of Committee Members and tenure of office

### 52. Who is eligible to be a Committee Member

A Senior Member is eligible to be elected or appointed as a Committee Member if the Senior Member:

- a) subject to rule 60(b), is Entitled to Vote at a general meeting;
- b) is not an employee of the Club;
- c) is not disqualified from holding a position on the Committee under the GRV Rules;
- d) is not an insolvent under administration within the meaning of the Corporations Act 2001 (Cth); and
- e) is a suitable person to be a Committee Member in accordance with the requirements of the Liquor Control Reform Act 1998 (Vic) and must agree to provide to the Commission any information which the Commission has the power to request under the Victorian Commission for Gambling and Liquor Regulation Act 2011 (Vic) or the Liquor Control Reform Act 1998 (Vic).

### 53. Nominations

- a) Advance notice of an election of Senior Members of the Committee at an Annual General Meeting must be given in accordance with Rule 36.
- b) Nomination of candidates for election as Committee Members:
  - i. will be made in writing in the form set by the Committee, signed by two Senior Members (not being Junior Members or Social Members) and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - ii. will be delivered to the Secretary not less than 28 days before the date fixed for the annual general meeting.
- c) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated will be deemed to be elected. Any positions on the Committee which remain vacant will be treated as casual vacancies under rule 60.
- d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.
- e) If the number of nominations exceeds the number of vacancies to be filled, a ballot will be held in accordance with rule 57.

### 54. Positions to be declared vacant

- a) This rule applies to any annual general meeting of the Club, after the annual report and financial statements of the Club have been received.
- b) The Chairperson of the meeting must declare which positions on the Committee are vacant and hold elections for those positions in accordance with these Rules.

### 55. Election of Officers

- a) The Officers must be Committee Members elected under rule 53 and will be elected annually by the Committee Members at the annual general meeting or at the first Committee Meeting following the annual general meeting.
- b) If Officers are unable to be declared following an election because two or more candidates received the same number of votes, the Committee must conduct a further election for the position, or with the agreement of those candidates, decide by lot which of them is to be elected.

## 56. Election of ordinary Committee Members

- a) 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.
- b) If the number of Members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 57.

## 57. Ballot

- a) If a ballot is required for the election for a position, the Committee must appoint an independent returning Officer to conduct the ballot.
- b) The returning Officer must not be a Member, or an employee, of the Club.
- c) A ballot will be conducted by means of a postal ballot of Members prior to the annual general meeting. The names of the successful candidates will be announced at the annual general meeting. Whether the Committee decides to announce the number of votes allocated to each candidate is to be communicated to Members prior to the annual general meeting.
- d) If the returning Officer is unable to declare the result of an election because two or more candidates received the same number of votes, the returning Officer must, at the annual general meeting, decide by lot which of them is to be elected.

## 58. Term of office

- a) Subject to subrules (c), (d) and (f) and rule 59, a Committee Member holds office until the third annual general meeting after the date of his or her election.
- b) A Committee Member will be elected or declared elected at the annual general meeting in the year of his or her appointment.
- c) At each annual general meeting, one-third of the Committee Members for the time being will retire from their positions but will be eligible for re-election. If there is not a number of Committee Members divisible by three then the nearest whole number below one-third will retire from their positions but if a Committee Member has been on the Committee for three years such Committee Member must also retire.
- d) The Committee Members to retire at an annual general meeting will be those who have been longest in office since their last appointment. As between Committee Members who joined the Committee on the same day, those to retire will be determined according to the number of votes recorded in their favour in the election at which they were appointed, such that:
  - i. the Committee Member who received a lower number of votes will retire; and
  - ii. as between Committee Members receiving the same number of votes, those to retire will, unless they otherwise agree amongst themselves, be determined by drawing lots.
- e) The Secretary will maintain a register of Committee Members, their terms, and all details necessary to determine the terms of Committee Members under this rule.
- f) A General Meeting of the Club may:
  - i. by Special Resolution remove a Committee Member from office; and
  - ii. elect an eligible Member (not being a Junior Member) of the Club to fill the vacant position in accordance with this Division.
- g) A Member who is the subject of a proposed Special Resolution under subrule (f)(i) may make representations in writing to the President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Club.

- h) The Secretary or the President may give a copy of the representations to each Member of the Club or, if they are not so given, the Member may require that they be read out at the meeting at which the Special Resolution is to be proposed.

## 59. Vacation of office

- a) A Committee Member may resign from the Committee by written notice addressed to the Committee.
- b) A person ceases to be a Committee Member if he or she:
  - i. ceases to be a Senior Member of the Club;
  - ii. fails to attend three consecutive Committee Meetings (other than special or urgent Committee Meetings) without leave of absence under rule 71;
  - iii. is disqualified from holding that office or a position on the Committee under the GRV Rules;
  - iv. ceases to be a suitable person to be a Committee Member in accordance with the requirements of the Liquor Control Reform Act 1988 (Vic) or the Gambling Regulation Act 2003 (Vic);
  - v. becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth);  
or
  - vi. otherwise ceases to be a Committee Member by operation of section 78 of the Act.

## 60. Filling casual vacancies

- a) The Committee may appoint an eligible Member of the Club to fill a position on the Committee that:
  - i. has become vacant under rule 59; or
  - ii. was not filled by election at the last annual general meeting.
- b) Rule 58 applies to any Committee Member appointed by the Committee under subrule (a).
- c) The Committee may continue to act despite any vacancy in its membership.

## 61. Honorarium

- a) The Committee may in its discretion prescribe amounts payable to any of its officers or other member of the Committee by way of an honorarium, such payment being intended to compensate for expenses incurred or intended to be incurred in pursuing the objects of the Club and not otherwise.
- b) The Club must keep records of such honorarium amounts and payments made and make details available to any person within seven days of receipt of a written request.

## Division 4 -Meetings of Committee

### 62. Meetings of Committee

- a) The Committee must meet at least 4 times in each year and use best endeavours to meet at least once every month at the dates, times and places determined by the Committee.
- b) The date, time and place of the first Committee Meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Club at which the members of the Committee were elected.
- c) Special Committee Meetings may be convened by the President or by any 4 Committee Members.



### 63. Notice of meetings

- a) Notice of each Committee Meeting must be given to each Committee Member no later than five days before the date of the meeting.
- b) Notice may be given of more than one Committee Meeting at the same time.
- c) The notice must state the date, time and place of the meeting.
- d) If a special Committee Meeting is convened, the notice must include the general nature of the business to be conducted.
- e) The only business that may be conducted at the meeting is the business for which the meeting is convened.

### 64. Urgent meetings

- a) In cases of urgency, a meeting can be held without notice being given in accordance with rule 63 provided that as much notice as practicable is given to each Committee Member by the quickest means practicable.
- b) Any resolution made at the meeting must be passed by an Absolute Majority of the Committee.
- c) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### 65. Procedure and order of business

- a) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- b) The order of business may be determined by the Senior Members present at the meeting.

### 66. Use of technology

- a) 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.
- b) For the purposes of this Part, a Committee Member participating in a Committee Meeting as permitted under subrule (a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

### 67. Quorum

- a) No business may be conducted at a Committee Meeting unless a quorum is present.
- b) The quorum for a Committee Meeting is the presence (in person or as allowed under rule 66) of a majority of the Committee Members holding office.
- c) If a quorum is not present within 30 minutes after the notified commencement time of a Committee Meeting:
  - i. in the case of a special meeting, the meeting lapses; or
  - ii. 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 63.

## 68. Voting

- a) On any question arising at a Committee Meeting, each Committee Member present at the meeting (in person or as allowed under rule 66) has one vote.
- b) A motion is carried if a majority of Committee Members present at the meeting (in person or as allowed under rule 66) vote in favour of the motion.
- c) Subrule (b) does not apply to any motion or question which is required by these rules to be passed by an Absolute Majority of the Committee.
- d) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- e) Voting by proxy is not permitted.

## 69. Conflict of interest

- a) 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.
- b) The Member:
  - i. must not be present while the matter is being considered at the meeting; and
  - ii. must not vote on the matter.
- c) This rule does not apply to a material personal interest:
  - i. that exists only because the Member belongs to a class of persons for whose benefit the Club is established; or
  - ii. that the Member has in common with all, or a substantial proportion of, the Members of the Club.

## 70. Minutes of meeting

- a) The Committee must ensure that minutes are taken and kept of each Committee Meeting.
- b) The minutes must record the following:
  - i. the names of the Members in attendance at the meeting;
  - ii. the business considered at the meeting;
  - iii. any resolution on which a vote is taken and the result of the vote;
  - iv. any material personal interest disclosed under rule 69.

## 71. Leave of absence

- a) The Committee may grant a Committee Member leave of absence from Committee Meetings for a period not exceeding three months.
- b) 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 F - Financial matters

## 72. 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.

### 73. Management of funds

- a) The Club must open accounts with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- b) Subject to any restrictions imposed by a general meeting of the Club, the Committee may approve expenditure on behalf of the Club.
- c) The Committee may authorise the Treasurer or Secretary 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.
- d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Authorised Signatories.
- e) All funds of the Club must be deposited into the financial accounts of the Club no later than five working days after receipt.
- f) With the approval of the Committee, the Treasurer or Secretary 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.

### 74. Financial records

- a) The Club must keep financial records that:
  - i. correctly record and explain its transactions, financial position and performance; and
  - ii. enable financial statements to be prepared as required by the Act.
- b) The Club must retain the financial records for seven years after the transactions covered by the records are completed.
- c) The Treasurer must keep in his or her custody, or under his or her control:
  - i. the financial records for the current Financial Year; and
  - ii. any other financial records as authorised by the Committee.

### 75. Financial statements

- a) For each Financial Year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- b) Without limiting subrule (a), those requirements include:
  - i. the preparation of the financial statements;
  - ii. if required, the review or auditing of the financial statements;
  - iii. the certification of the financial statements by the Committee;
  - iv. the submission of the financial statements to the annual general meeting of the Club; and
  - v. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

### 76. Auditor

- a) The Committee must ensure that the accounts and financial statements of the club for each Financial Year are audited by an external auditor appointed pursuant to this Rule.
- b) The auditor of the Club:
  - i. must be appointed by the Voting Members at the Annual General Meeting or, failing such appointment, by the Committee; and
  - ii. may be removed from office only by the Voting Members at the Annual General Meeting.

- iii. is required to be a registered company auditor and either a Member of the Institute of Chartered Accountants or a Certified Practising Accountant.
- c) A person may be appointed as the auditor of the Club -only if the person:
  - i. has the qualifications specified from time-to-time by the Greyhound Racing Victoria and the Act; and
  - ii. is not ineligible for appointment under the Act.
- d) If, pursuant to Rule 36(f), any Member submits a question to be answered by the Auditor at the Annual General Meeting, the President shall make reasonable endeavours to procure the attendance of the Auditor, or a representative of the Auditor, at the Annual General Meeting. If the Auditor is unable to attend the Annual General Meeting, the President shall request the Auditor to prepare written responses to the questions submitted by Members.

## Part G -General matters

### 77. Liquor Licence

No officer of the officer or servant of the Club may be paid or receive any amount by way of commission or allowance from the receipts of the Club for the supply of liquor.

### 78. Common seal

- a) The Club may have a common seal.
- b) If the Club has a common seal:
  - i. the name of the Club must appear in legible characters on the common seal;
  - ii. 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;
  - iii. the common seal must be kept in the custody of the Secretary.

### 79. Registered address

The registered address of the Club 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.

### 80. Notice requirements

- a) Any notice required to be given to a Member or a Committee Member under these rules may be given:
  - i. by handing the notice to the Member personally; or
  - ii. by sending it by post to the Member at the address recorded for the Member on the register of Members; or
  - iii. by email or facsimile transmission.
- b) Subrule (a) does not apply to notice given under rule 64.
- c) Any notice required to be given to the Club or the Committee may be given:
  - i. by handing the notice to a member of the Committee;
  - ii. by sending the notice by post to the registered address;
  - iii. by leaving the notice at the registered address; or
  - iv. if the Committee determines that it is appropriate in the circumstances:

- A. by email to the email address of the Club or the Secretary; or
- B. by facsimile transmission to the facsimile number of the Club.

## 81. Custody and inspection of books and records

- a) Members may on request inspect free of charge:
  - i. the register of members;
  - ii. the minutes of general meetings;
  - iii. subject to subrule (b), any other relevant documents of the Club.
- b) The Committee may refuse to permit a Member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- c) The Committee must on request make copies of these rules available to Members and applicants for membership free of charge.
- d) Subject to subrule (b), a Member may request a copy to be made of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such record.
- e) 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 Club and includes the following:
  - i. its membership records;
  - ii. its financial statements;
  - iii. its financial records; and
  - iv. records and documents relating to transactions, dealings, business or property of the Club.

## 82. Winding up and cancellation

- a) The Club may be wound up voluntarily by Special Resolution.
- b) 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.
- c) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given or transferred to Greyhound Racing Victoria to be applied in the furtherance of Greyhound Racing in the state of Victoria.

## 83. Alteration of rules

These rules may only be altered by Special Resolution of a General Meeting of the Club.