

DEER PARK CLUB CONSTITUTION

November 2013

Contents

Contents	1
Part A NAME & STATEMENT OF PURPOSE	2
1. NAME	2
2. STATEMENT OF PURPOSE	2
Part B INTERPRETATIONS	2
3. DEFINITIONS	2
Part C RULES	4
4. MEMBERSHIP	4
5. CLASSES OF MEMBERSHIP	4
6. APPLICATION FOR MEMBERSHIP	6
7. AFFILIATED SPORTING ASSOCIATIONS	7
8. MEMBERS REGISTER	7
9. CESSATION OF MEMBERSHIP	8
10. DISCIPLINE OF MEMBERS	9
11. DISPUTES AND MEDIATION	11
12. SUGGESTIONS AND COMPLAINTS	12
13. FEES & SUBSCRIPTIONS	12
14. FUNDS	13
15. PAYMENTS	13
16. ANNUAL GENERAL MEETINGS	13
17. SPECIAL GENERAL MEETING	13
18. NOTICE OF MEETINGS	14
19. PROCEEDINGS AT MEETINGS	15
20. VOTING AT GENERAL MEETINGS	16
21. NON-COMPLIANCE WITH RULES	17
22. THE BOARD OF MANAGEMENT	17
23. TERM OF BOARD MEMBERS	17
24. ELECTION OF BOARD MEMBERS	17
25. APPROVAL OF THE VCGLR	19
26. CASUAL VACANCY ON THE BOARD	19
27. REMOVAL OF BOARD MEMBER	20
28. PROCEDURE OF THE BOARD	20
29. VALIDATING ACTS OF THE BOARD	21
30. DUTIES OF BOARD MEMBERS	21
31. GENERAL MANAGER	22

32.	SUB-COMMITTEES	22
33.	INDEMNITY	23
34.	LEGAL PROCEEDINGS	23
35.	AUDITOR	23
36.	SEAL	23
37.	SUPPLY OF LIQUOR	23
38.	VISITORS TO THE CLUB	24
39.	VISITORS' REGISTER	24
40.	COMMISSIONS, ALLOWANCES, REMUNERATION& DISTRIBUTION	24
41.	ALTERATION OF RULES AND STATEMENT OF PURPOSES	25
42.	NOTICES	25
43.	WINDING UP OR CANCELLATION.....	26
44.	CUSTODY OF RECORDS	26
45.	COPY OF THE MEMBERS REGISTER.....	26
46.	transition.....	27

Part A NAME & STATEMENT OF PURPOSE

1. NAME

The name of the Incorporated Association is DEER PARK CLUB INC.

2. STATEMENT OF PURPOSE

2.1 The Club's main purpose is:

(a) to support and promote various activities within the community of Deer Park as determined by the Board from time to time and establish sporting sections under Rule 7.;

(b) to provide a hospitality facility for the enjoyment of Members, guests of Members and the general community where they may pursue leisure activities and the partaking of.

2.2 The Club is run for and by its members on a not-for-profit basis to meet its sporting and community purposes, both now and into the future. It is committed to the wellbeing of its members, visitors, employees and the wider community that it serves. It delivers all its services in a responsible and sustainable manner.

Part B INTERPRETATIONS

3. DEFINITIONS

3.1 In this constitution unless a contrary intention appears:

Act	means the <i>Associations Incorporation Act 1981</i> as amended from time to time.
Authorised Gaming Visitor Board	has the same meaning as it has in the <i>Liquor Control Reform Act</i>
Club	means the Board of management of the Club.
Employee	means Deer Park Club Inc.
Financial Year	means persons appointed by the Manager or the Board to perform allocated duties for wages.
General Meeting	means the year ending on the 30 June each year.
Liquor Act	means a General Meeting of Members convened in accordance with this Constitution.
Membership Year	means <i>Liquor Control Reform Act</i> as amended from time to time.
Month	means the year ending on the 30 June each year.
Pre-poll voting	means one calendar month.
Regulations relevant association	means casting a vote in an election prior to the general meeting at which the election is taking place or casting a vote on a resolution at a general meeting
Relevant Member	means regulations under the Act.
Sporting Section	the governing body which organises competition in Victoria in the sport which the particular Sporting Section is established to promote
Sporting Section Committee.	is the member who is the subject of disciplinary proceedings under Rule 10
Sporting Section Member	a sub-club established under Rule 7.1
VCGLR	the committee established for a Sporting section under rule 7.4
	a member of a particular Sporting Section
	means Victorian Commission for Gambling and Liquor Regulation

3.2 In this Constitution

- (a) words of the singular will where the context so admits imply the plural and vice versa.
- (b) words implying the masculine gender include the feminine gender and vice versa.
- (c) a reference to a statute or a statutory provision will be deemed to include any statute or statutory provision that amends, extends, consolidates or replaces the same or that has been amended, extended, consolidated or replaced by the same and any orders, regulations, instruments or other subordinate legislation made there under.

3.3 If any dispute occurs as to the interpretation of any of the Rules or Statement of Purposes such dispute will be referred to the Board whose decision will be binding on all Members unless and until such decision is reversed or altered by a special resolution of the Members.

4. MEMBERSHIP

- 4.1 The Club consists of the following classes of Members:
- (a) Ordinary Members
 - (b) Life Members
 - (c) Social Members
 - (d) Junior Members
 - (e) Honorary Members
 - (f) Temporary Members
- 4.2 Every person who at the adoption of this Constitution is a Member:
- (a) will be a Member in the same class as applied to the Member immediately prior to the adoption of this Constitution; and
 - (b) if there is doubt as to the applicable class for any particular Member, the Board will apply a class of Membership that most closely resembles the class of Membership that applied to the Member immediately prior to the adoption of this Constitution.
- 4.3 No person will become an Honorary or Temporary Member of the Club or be exempted from the obligation to pay the regular subscription for Membership of the Club except those possessing the qualifications defined in this Constitution and the admission or exemption is in accordance with this Constitution.

5. CLASSES OF MEMBERSHIP

- 5.1 Ordinary Membership
- (a) Subject to Rule 5.1(c) any person over the age of 18 years may apply to become an Ordinary Member.
 - (b) Ordinary members have full rights and privileges of membership including but not limited to the right to vote in and stand for elections and to nominate other member/s to stand in elections.
 - (c) An employee of the Club is not eligible to become or to remain an Ordinary Member, and if an Ordinary Member becomes an employee of the Club his/her Ordinary Membership ceases and that Member will automatically become an Honorary Member.
- 5.2 Life Membership
- (a) The Board may resolve to nominate for Life Membership any Ordinary Member who has given outstanding service to the Club.
 - (b) The nomination of the Board for the election of a Life Member will be put to a vote of the Members at a General Meeting.
 - (c) If more than half of the Members voting at the General Meeting vote to support the Board's nomination, the Member will be elected to Life

Membership.

- (d) Life Members have the same rights and privileges as Ordinary Members, provided always that Life Members are not required to pay annual subscriptions.
- (e) There will not be, at any time, more than 10 Life Members.
- (f) Life Membership may be withdrawn in accordance with the provision set out in Rule 10. (Discipline of Members)

5.3 Social Membership

- (a) Any persons over the age of 18 may apply to become a Social Member.
- (b) Social Members do not have voting rights nor are they entitled to hold (or nominate other/s to hold) any of the offices of the Club.
- (c) Subject to Rule 5.3(b) Social Members have such rights as are afforded to them from time to time by the Board.

5.4 Junior Membership

- (a) Any person under the age of 18 years may apply to become a Junior Member.
- (b) A Junior Member who turns 18 years old will be transferred to Ordinary Membership at the next membership renewal date after his/her 18th birthday.
- (c) Junior Members do not have voting rights nor are they entitled to hold (or nominate other/s to hold) any of the offices of the Club.
- (d) Subject to Rule 5.3(b) Junior Members have such rights as are afforded to them from time to time by the Board.

5.5 Honorary Membership

- (a) Any person who meets one or more of the following criteria will be an Honorary Member for the day/s upon which he/she meets that criteria:
 - (i) Any person who is competing in any Inter-Club match, tournament, or game taking place on the Club premises;
 - (ii) Any person who is a member or official of any other recognised Club and who is attending the Club premises in connection with any such match, tournament or game;
 - (iii) Any person over the age of 18 years who is a member of any club which the board may from time to time determine as providing reciprocal rights and benefits
 - (iv) Local members of parliament;
 - (v) Councillors and Officers of the local municipal Council;
 - (vi) Employees of the Club.

- (b) All Honorary Members must provide the Club with their name and address in a form as required by the Board from time to time.
- (c) Honorary Members are not required to pay annual subscriptions.
- (d) The Manager will keep appropriate records of the names and addresses of all Honorary Members. Such records will specify the occasion or period in respect of which Honorary Membership is granted.
- (e) The Board will have the power to cancel the Membership of any Honorary Member without notice and without assigning any cause therefore.
- (f) Honorary Members do not have voting rights nor are they entitled to hold (or nominate other/s to hold) any of the offices of the Club.
- (g) Subject to Rule 5.3(b) Honorary Members have such rights as are afforded to them from time to time by the Board.

5.6 Temporary Membership

- (a) Any person who has applied for membership under Rule 6 will be a Temporary Member until the Board determines whether to:
 - (i) reject the application; or
 - (ii) approve the application and the Member's details are entered into the Member's Register as an Ordinary, Social or Junior Member.
- (b) Temporary Members have no voting rights nor are they be entitled to hold (or nominate other/s to hold) any of the offices of the Board.

6. APPLICATION FOR MEMBERSHIP

6.1 This Rule 6 applies to applications for to the following classes of Membership:

- Ordinary Membership;
- Social Membership; and
- Junior Membership.

For other classes of Membership see the procedures set out in the relevant paragraphs in Rule 5.

6.2 Applications for Membership must be:

- (a) in writing on a form approved by the Board from time to time;
- (b) lodged at the club;
- (c) accompanied by the relevant application fee (if any) which will be refunded if the application is not approved?

6.3 As soon as practicable after receipt of an application, the application is referred to a meeting of the Board, and the Board will resolve whether to approve or reject the application.

6.4 If the Board approves an application, as soon as practicable the applicant will be notified by the Secretary.

6.5 On approval, the applicant's details in the Register of Members will be altered

from Temporary Member to Ordinary, Social or Junior member (whichever is relevant) and the applicant will be entitled to the full rights of the class of Membership to which he/she has been approved.

- 6.6 If the Board rejects an application as soon as practicable after the application is rejected by the Board the Secretary will:
- (a) Notify the applicant in writing of the rejection; and
 - (b) refund the application fee (if any) paid by the applicant.
- 6.7 The Board will not be required to provide any reasons for rejection of an application.

7. AFFILIATED SPORTING ASSOCIATIONS

- 7.1 The Board will establish from time to time sections of the Club for the promotion of particular sports which sections will be known as Deer Park Sporting Sections.
- 7.2 All Members who are registered will be eligible to be members of a Deer Park Sporting Section.
- 7.3 Qualification and procedures for registration as a Sporting Section Member will be set by the Board from time to time and will comply with any requirements of the relevant association.
- 7.4 Each Sporting Section will elect from amongst its Membership a relevant Sporting Section Committee.
- 7.5 The composition and term of office of each Sporting Section Committee will be as directed by the relevant Sporting Section Members from time to time and as approved by the Board in the by-laws.
- 7.6 The election of the Sporting Committee will be in such reasonable manner as directed by the Sporting Section Members and approved by the Board in the by-laws.
- 7.7 Each Sporting Section Committee will be responsible for organising and regulating the conduct of the Sporting Section and will conduct its business in such reasonable manner as the Sporting Section Committee determines from time to time PROVIDED ALWAYS that all activities of the Sporting Section Committee and Sporting Section will remain, in all respects, consistent with the Rules and subject in all things, including the raising and disposition of funds, to the control of the Board.
- 7.8 Not later than 10 days after the last day of June of each year each Sporting Section Committee will submit to the Treasurer a copy of its Annual Financial Statement showing details of moneys received and expended in connection with its activities. This statement will be audited by the Club's auditor.

8. MEMBERS REGISTER

- 8.1 There will be kept on the Club premises a Members Register containing details of all Members including:
- (a) names;

- (b) residential addresses;
 - (c) postal addresses (if different to their residential address);
 - (d) email addresses (if the Member has an email address);
 - (e) other means of electronic communication (if available)
 - (f) preferred means of receiving notices which may be post, or electronically;
and
 - (g) the date of the latest payment by each Member of his/her annual subscription.
- 8.2 Members may inspect the Members Register free of charge:
- (a) in accordance with the provisions of the Act;
 - (b) after submitting a written request to the Secretary stating the purpose of inspecting the register; and
 - (c) at reasonable times as arranged with the Secretary.
- 8.3 Members are permitted to make copies of the Members Register.
- 8.4 Members are entitled to request a copy of the Members Register as per Rule 45.
- 9. CESSATION OF MEMBERSHIP**
- 9.1 Any Member may resign Membership by notifying the Secretary in writing prior to 30 June in the year that the Member wishes to resign. If the written notice of resignation is not received prior to 30 June in the relevant year, the resigning Member will be liable to pay the annual subscription for the next ensuing financial year.
- 9.2 If a notice of resignation is stated to be effective prior to 30 June in any year, the resigning Member will not be entitled to any refund of fees or subscriptions paid.
- 9.3 Subject to Rule 13.5 if a Member fails to pay any fee and/or subscription within one month of it becoming due, the defaulting Member will cease to be a Member.
- 9.4 A Member ceases to be a Member if he/she is expelled as a result of disciplinary action in accordance with Rule 10.
- 9.5 If a Member ceases to be a Member for any reason (including as a result of disciplinary action in accordance with Rule 10), the Member will remain liable to pay any subscription or fee due at the time that Membership ceases and will not be entitled to any refund of any subscription or fee paid in advance, unless otherwise determined by the Board.
- 9.6 A right, privilege, or obligation of a person by reason of membership of the Club—
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

10. DISCIPLINE OF MEMBERS

- 10.1 Subject to this Constitution, the Board may by resolution:
- (a) expel a Member from the Club;
 - (b) suspend a Member from Membership of the Club for a specified period;
- 10.2 A Resolution under Rule 10.1:
- (a) may be made if the Board is of the opinion that the Relevant Member:
 - (i) has refused or neglected to comply with this Constitution; or
 - (ii) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Club.
 - (b) does not take effect unless the Resolution is made at a Board Meeting held within a reasonable period after the service of notice under Rule 10.4 (see Rule 10.3),
 - (c) where the Relevant Member exercises a right of appeal to the Members under Rule 10.6(c), the resolution does not take effect unless and until the Members confirm the resolution in accordance with Rule 10.10.
- 10.3 In determining what is a reasonable period for the purpose of Rule 10.2(b)(a) the Board may take into account the time taken:
- (a) for any related action in accordance with Rule 11; or
 - (b) any Club policy or procedure that has been formally adopted by the Board; or
 - (c) whether the conduct is the subject of any inquiry, investigation, or other lawful procedure by the police, or any other authority or any legal or arbitration proceedings.
- 10.4 Prior to the Board Meeting at which the Board will consider making a Resolution under Rule 10.1, the Secretary will serve on the Relevant Member a notice in writing:
- (a) setting out the information that will be taken into account by the Board in making the Resolution ;
 - (b) stating that the Relevant Member may address the Board Meeting;
 - (c) stating the date, place and time of the Board Meeting;
 - (d) informing the Relevant Member that he/she may do one or more of the following:
 - (i) attend that meeting;
 - (ii) provide the Board with a written statement prior to the vote on the Resolution ;
 - (e) Informing the Relevant Member of the right under Rule 10.6(c) to appeal to the Members in Special General Meeting against any Resolution
- 10.5 At the Board Meeting held in accordance with Rule 10.2(b), the Board will:

- (a) give the Relevant Member an opportunity to be heard;
 - (b) give due consideration to any written statement submitted by the Relevant Member;
 - (c) by resolution determine whether to make a Resolution under Rule 10.1.
- 10.6 As soon as practicable after the Board Meeting, the Secretary will provide the Relevant Member with notice of:
 - (a) whether the Board made a Resolution ;
 - (b) the terms of any Resolution ; and
 - (c) the Relevant Member's right to lodge an appeal to the Members in a Special General Meeting against the Resolution and that such notice of appeal must be:
 - (i) in writing;
 - (ii) lodged with the Secretary no later than 2 days after the receipt of the notice under this Rule 10.6.
- 10.7 If the Relevant Member lodges an appeal against the Resolution in accordance with Rule 10.6(c)(i) and 10.6(c)(ii), the Secretary will notify the Board and the Board will convene a Special General Meeting to be held within 42 days of the date on which the Secretary received the notice of appeal. Notice of the meeting will be sent by mail or electronically not less than 23 days before the date of the Special General Meeting.
- 10.8 At a Special General Meeting convened under Rule 10.7:
 - (a) Subject to Rule 10.9, no business other than the matter of the appeal against the Resolution will be transacted;
 - (b) the Board may place before the meeting details of the grounds for the Resolution and the reasons for passing the Resolution ;
 - (c) the Relevant Member will be given an opportunity to be heard; and
 - (d) the Members present will vote on whether the Resolution should be confirmed.
- 10.9 The business transacted at a Special General Meeting convened under Rule 10.7 may, notwithstanding Rule 10.8(a), include more than one Resolution regarding more than one Relevant Member.
- 10.10 At the Special General Meeting:
 - (a) voting will be by secret ballot
 - (b) proxy Voting is not permitted
 - (c) if a majority of the Members vote in favour of the confirmation of the Resolution , the Resolution is confirmed; and
 - (d) If a majority of the Members do not vote in favour of the confirmation of the Resolution, the Resolution is revoked.
 - (e) If a Resolution is revoked, the Members present may by simple majority

determine that the member has:

- (i) refused or neglected to comply with this Constitution; or
- (ii) been guilty of conduct unbecoming a Member or prejudicial to the interests of the Club and

substitute a different sanction on the Relevant Member than the sanction included in the Board's Resolution.

- 10.11 No person who is suspended or has been expelled is permitted to enter the Club's premises. A member must not knowingly introduce such a person as a guest to the Club's premises.

11. DISPUTES AND MEDIATION

- 11.1 The grievance procedure set out in this Rule 11 applies to disputes under this Constitution between:

- (a) Member/s and other Member/s;
- (b) Member/s and the Club;
- (c) Board Member/s and Member/s; and/or
- (d) Board Member/s and other Board Member/s.

- 11.2 If this Rule 11 is instigated, the Board may, but is not required to, suspend any proposed operation of Rule 10 while the dispute is subject to the processes set out in this Rule 11.

- 11.3 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.

- 11.4 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten days, hold a meeting in the presence of a mediator.

- 11.5 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board; or
 - (ii) in the case of a dispute between a Member and the Club or Board Member, a person who is a mediator appointed from the Dispute Settlement Centre of Victoria (Department of Justice).

- 11.6 A Member can be a mediator.

- 11.7 The mediator cannot be a Member who is a party to the dispute.

- 11.8 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

- 11.9 The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation process every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

- 11.10 The mediator must not determine the dispute.
- 11.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute at law.

12. SUGGESTIONS AND COMPLAINTS

All suggestions and complaints must be made in writing to the Secretary, who shall bring the same before the Board at its next meeting.

13. FEES & SUBSCRIPTIONS

- 13.1 The application fee and annual subscription for each class of Membership will be determined by the Board from time to time, and the Board may determine that there will be no application fee or annual subscription for any particular class of Membership or particular Member.
- 13.2 All annual subscriptions will be payable in advance on 1 July each year.
- 13.3 If a Member is elected after 1 January in any year, the annual subscription for first year of membership will be calculated according to the following formula:

$$\text{1st year subscription} = \frac{\text{AS}}{12} \times \text{UM}$$

Where:

AS is the annual subscription for the class of Membership

UM is the number of unexpired months in the calendar year of the 1st year of Membership.

- 13.4 Subject to Rule 13.5, if a Member fails to pay the relevant fee and/or subscription within one month of it becoming due, the defaulting Member will cease to be a Member and will cease to be entitled to any of the privileges of Membership.
- 13.5 The Committee may, at its discretion, grant extensions of time for payment of fees for all members or particular members, and may reinstate a member who has ceased to be a member by virtue of the previous Rule 13.4 upon payment of outstanding fees without the requirement for the ceased member to reapply for membership.
- 13.6 The Committee may determine that all members or particular members may pay fees by instalments.
- 13.7 Honorary members, life members and reciprocal members will not be required to pay annual membership fees.

13.8 No person may be:

- (a) admitted as an honorary or temporary member of the club; or
- (b) be exempted from the obligation to pay the ordinary subscription for membership of the club

unless the person is of a class specified in the Rules and the admission or exemption is in accordance with the Rules.

14. FUNDS

The funds of the Club will be derived from fees, annual subscriptions, proceeds from licensed hospitality operations, donations and such other sources as the Board determines.

15. PAYMENTS

- 15.1 All payments on behalf of the Club will be made by credit card, cheque, electronic payment or any other means authorised by the Board.
- 15.2 Where required, payments on behalf of the Club will be signed by persons authorised by the Board from time to time.

16. ANNUAL GENERAL MEETINGS

- 16.1 There will be an Annual General Meeting held not later than five months after the end of the financial year on such day and at such place as the Board determines each year. This date can be extended upon application to the relevant authority.
- 16.2 The Annual General Meeting will be specified as such in the notice convening it.
- 16.3 The ordinary business of the Annual General Meeting will be:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - (b) to receive from the Board reports upon the transactions of the Club during the last preceding financial year;
 - (c) to declare the outcome of the election, and, if required, conduct a ballot for Board Members in accordance with this Constitution; and
 - (d) to receive and consider the audited financial statement submitted by the Club in accordance the relevant legislation.
- 16.4 The Annual General Meeting will transact special business of which notice is given in accordance with this Constitution.
- 16.5 The Annual General Meeting will be in addition to any other General Meetings that may be held in the same year.

17. SPECIAL GENERAL MEETING

- 17.1 All General Meetings other than the Annual General Meeting will be Special General Meetings.

- 17.2 The Board may, whenever it thinks fit, convene a Special General Meeting.
- 17.3 If, but for this RULE, more than 18 months would elapse between Annual General Meetings, the Board must convene a Special General Meeting before the expiration of that period.
- 17.4 The Board must, on the requisition in writing of the greater of 5% or 100 Ordinary or Life Members, convene a Special General Meeting of the Club to be held within a reasonable period not to exceed 3 months of:
- (a) receipt of a requisition under Rule 17.4 or
 - (b) if the requisition consists of several documents under Rule 17.6, receipt of the documents signed by Members representing not less than five per cent of Members.
- 17.5 The requisition for a Special General Meeting under Rule 17.4 must:
- (a) state the business of the meeting;
 - (b) contain the printed names and the signatures of the Members and their membership number making the requisition; and
 - (c) be delivered to the club addressed to the Secretary.
- 17.6 The requisition for a Special General Meeting under Rule 17.4 may consist of several documents in a like form, containing the printed name and signature of one or more of the Members making the requisition.
- 17.7 If the Board does not cause a Special General Meeting to be held in accordance with Rule 17.4 the Members making the requisition, may convene a Special General Meeting to be held not later than three months after the date on which the requisition is delivered in accordance with Rule 17.4.
- 17.8 A Special General Meeting convened by Members will be convened in the same manner as nearly as possible as General Meetings convened by the Board and all reasonable expenses incurred in convening the Special General Meeting will be covered by the Association.

18. NOTICE OF MEETINGS

- 18.1 In the case of Annual General Meetings; the Secretary must provide a **preliminary notice in accordance with Rule 18.2. The preliminary notice is in addition to the notice referred to in 18.4.**
- 18.2 The Secretary will at least forty five days prior to the date fixed for the Annual General Meeting in each year issue a preliminary notice advising Members of:
- (a) the place date and time of the Annual General Meeting;
 - (b) the number of Board Members to be elected at the Annual General Meeting and how to nominate for election as a Board Member;
 - (c) the requirement to lodge notice of special business with the Secretary at least twenty eight days prior to the date fixed for the Annual General Meeting.
- 18.3 The preliminary notice referred to in Rule 18.2 will be by way of newsletter or

notice posted on the notice Board/s or such other manner as the Board determines.

- 18.4 In the case of both Annual General Meetings and Special General Meetings the Secretary will, at least twenty three days before the date fixed for holding a General Meeting, cause a notice of the meeting to be posted on the notice Board/s in the Club or such other manner as the Board determines.
- 18.5 The notice of General Meeting will state the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 18.6 A Member desiring to bring any business before a General Meeting must give notice of that business in writing to the Secretary at least twenty eight days prior to the meeting, and the Secretary will include that business in the notice calling the next General Meeting after the receipt of the notice.

19. PROCEEDINGS AT MEETINGS

- 19.1 All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, with the exception of that specially referred to in this Constitution as being the ordinary business of the Annual General Meeting, are deemed to be special business.
- 19.2 A reasonable time (as determined by the Chairman) will be allotted at the annual general meeting for general discussion of matters affecting the Club, however no motions can be voted on and no business conducted unless notice has been given in accordance with this Constitution.
- 19.3 No item of business may be conducted at a General Meeting unless a quorum of Members entitled to vote is present in person during the time when the meeting is considering that item.
- 19.4 Thirty Members personally present, (being Members entitled to vote), constitute a quorum for the transaction of the business of a General Meeting.
- 19.5 If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:
 - (a) the meeting, if convened upon the requisition of Members, will be dissolved; and
 - (b) in any other case will stand adjourned to the same day in the next week at the same time and at the same place – unless another place or time is specified by the Chairman at the time of the adjournment and by written notice to Members given before the day to which the meeting is adjourned.
- 19.6 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than twenty five) will be a quorum.
- 19.7 The President, or in the President's absence, the Vice-President, will preside as Chairman at each General Meeting.
- 19.8 If the President and the Vice-President are absent from a General Meeting or are unable to preside, the board present will elect one of their number to preside as

Chairman at the meeting.

- 19.9 The chairperson can nominate a person to act as facilitator of the meeting.
- 19.10 The Chairman of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting to a time and place agreed by the meeting, but no business may be conducted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.
- 19.11 Where a meeting is adjourned for twenty-three days or more, a notice of the adjourned meeting will be given as in the case of the General Meeting.
- 19.12 No business other than the business set out in the notice convening the General Meeting will be conducted at the meeting.
- 19.13 Except as provided in Rule 19.11 or when the time and place for the adjourned meeting is not agreed upon at the meeting, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

20. VOTING AT GENERAL MEETINGS

- 20.1 Only Ordinary Members and Life Members are entitled to vote at General Meetings, and an ordinary Member is not entitled to vote at any General Meeting unless all subscriptions and fees due and payable to the Club have been paid.
- 20.2 A question arising at a General Meeting will be determined on a show of hands, and unless before or on the declaration of the show of hands a poll is demanded by not less than 10 Members),
 - (a) a declaration by the Chairman that a resolution has, on a show of hands been:
 - (i) carried; or
 - (ii) carried unanimously or
 - (iii) carried by a particular majority; or
 - (iv) lost,
 - and
 - (b) an entry to that effect is made in the minute book –

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 20.3 Upon any question arising at a General Meeting, each Member in attendance or his/her pre poll has one vote only, except in the event of an equality of votes when the Chairman will have a second or casting vote.
- 20.4 Proxy Voting will be not be permitted at any General Meeting or Special General Meeting.
- 20.5 If at a meeting a poll on any question is demanded by not less than ten Members, it will be taken at that meeting, in such reasonable manner as the Chairman may direct and the resolution of the poll will be deemed to be a resolution of the

meeting on that question.

- 20.6 If a Member in attendance at a General Meeting either personally or by pre poll voting abstains from voting on a resolution, his/her vote will not be included in the calculation of whether the required majority was in favour of the resolution.
- 20.7 All resolutions of the any General Meeting will be conclusive and binding on all Members whether they have been present at the meeting or not.

21. NON-COMPLIANCE WITH RULES

Inadvertent non-compliance with this Constitution will not render any proceedings void.

22. THE BOARD OF MANAGEMENT

- 22.1 The business and affairs of the Club will be under the management of the Board.
- 22.2 The Board will consist of the Officers being:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer

and Five Ordinary Board Members.

- 22.3 The Board will:
 - (a) control and manage the business affairs of the Club,
 - (b) subject to this Constitution, the Regulations, the Act and any by laws, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by this Constitution to be exercised by Members in General Meetings; and
 - (c) subject to this Constitution, the Regulations and the Act, the Board has the power to perform all acts and things, including the making or amending of by-laws, as appear to the Board to be essential for the proper management of the business and affairs of the Club.

23. TERM OF BOARD MEMBERS

- 23.1 Board Members will be elected for a term of two years, and the term of Board Members will expire at the conclusion of the second Annual General Meeting after their election, unless terminated earlier in accordance with this Constitution.
- 23.2 Retiring Board Members will be eligible for re-election.

24. ELECTION OF BOARD MEMBERS

- 24.1 In each year the positions which fall vacant will be the positions of those Board Members whose terms have expired by the expiration of time or such other manner as provided in this Constitution.

- 24.2 Only Members who have been a member of the Cub for 12 continuous months and entitled to vote will be eligible for election to the Board.
- 24.3 Nominations of candidates for election to fill vacancies on the Board must:
- (a) be made in writing on a form approved by the Board from time to time;
 - (b) include the name and signature of a proposer and a seconder both of whom must be members entitled to nominate members for election (not being the candidate);
 - (c) be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
 - (d) for such time as the Club holds a gaming licence or a liquor licence, be accompanied by a completed form for approval as an "associated individual" or any other form/s which may be required by law to be lodged in respect of a person associated with a licensed gaming or liquor venue;
 - (e) be delivered to the Secretary, together with the form/s referred to in RULE24.3(d), not less than twenty-eight days before the date fixed for the holding of the annual general meeting.
- 24.4 If the Secretary finds that any nomination contains an anomaly or is not accompanied by the form/s required by Rule 24.3(d) the Secretary will notify the person concerned of the anomaly and where it is practicable to do so, give the person concerned the opportunity of remedying the anomaly within a reasonable period from the receipt of the notice, notwithstanding that the date for submission of nominations may have already passed.
- 24.5 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated will be deemed to be elected and further nominations will be received at the Annual General Meeting.
- 24.6 If the number of nominations received is equal to the number of vacancies to be filled, the candidates nominated will be deemed to be elected.
- 24.7 If the number of nominations exceeds the number of vacancies to be filled, a ballot will be held at the Annual General Meeting in accordance with this Constitution (in particular subject to Rule 24.8) and the Board will appoint a returning Officer to conduct the ballot in such reasonable manner as directed by the Returning Officer.
- 24.8 Notwithstanding Rule 24.7 and Rule 20.4 Pre Poll voting is permitted where an election is required to determine office bearers.
- 24.9** Pre-poll voting will be conducted in such reasonable manner as directed by the Board from time to time provided always that the polling times nominated by the Board will be notified to the Members in reasonable time by being posted on the Club notice board/s or such other reasonable manner as the Board determines.
- 24.10 If two or more candidates receive an equal number of votes for the same position, the President or someone nominated by the President must decide the winner by lot.

- 24.11 The Returning Officer will report the results of the ballot to the Chairman of the Annual General Meeting.
- 24.12 A record will be kept by the Secretary of the number of Members voting.
- 24.13 Where an insufficient number of nominations have been received, the Chairman will call for nominations from the floor of the Annual General Meeting and conduct a ballot in such reasonable manner as the Board determines.

25. APPROVAL OF THE VCGLR

No Board Member is to be involved in any matters relating to gaming until that Board Member has been approved as an associated individual of the Club for the purposes of the Gambling Regulation Act.

26. CASUAL VACANCY ON THE BOARD

- 26.1 A casual vacancy occurs in the position of a Board Member if:
- (a) the Board Member ceases to be a Member;
 - (b) the Board Member has his/her Membership suspended in accordance with RULE10;
 - (c) the Board Member is absent from three consecutive meetings of the Board without apology;
 - (d) subject to RULE26.2 the Board Member has a material personal interest in a matter that relates to the affairs of the Club UNLESS the Board Member has declared the interest and not participated in the decision regarding the interest;
 - (e) the Board Member resigns his/her position by notice in writing given to the Secretary;
 - (f) the Board Member is appointed to fill a casual vacancy in an office under Rule 26.4;
 - (g) the Board Member is removed from the Board in accordance with this Constitution by the Members at a General Meeting;
 - (h) the Board Member's position is not filled at an election or subsequent ballot at the Annual General Meeting held in accordance this Constitution; or
 - (i) subject to Rule 26.3, during any time that the Club holds a gaming venue operator's licence and or a liquor licence—
 - (i) if, within six months of the Board Member's election or appointment, he/she fails to be approved by the VCGLR as an associated individual or to meet the legal requirements of persons associated with an organisation that holds a gaming venue operator's licence; or
 - (ii) if at any time during his/her term the Board Member becomes ineligible to be a person associated with an organisation that holds a gaming venue operator's or liquor licence.

- 26.2 Notwithstanding RULE26.1(d) the position of a Board Member who has a material interest in a matter is not vacated if the Board Members who do not have a material personal interest in the matter pass a resolution that the interest is not of a nature to require the position of the Board Member to become vacant.
- 26.3 Notwithstanding RULE26.1(i) the position of a Board Member who is not vacated if the Board Members who are approved associated individuals of the Club pass a resolution that the Board Member is to have an extended time in which to be approved as an associated individual.
- 26.4 If a casual vacancy occurs in the position of an Officer of the Club, the Board may appoint one of its members to the vacant office.
- 26.5 If a casual vacancy occurs in the position of an Ordinary Board Member, the Board may appoint a Member who is eligible to vote to fill the casual vacancy.
- 26.6 A Board Member appointed to fill a casual vacancy in accordance with Rule 26.4 or Rule 26.5 will hold the position for remainder of the term that the vacating Board Member would have served.

27. REMOVAL OF BOARD MEMBER

- 27.1 The Members in Special General Meeting may by resolution remove any Board Member before the expiration of his/her term.
- 27.2 A Board Member to whom a resolution referred to in Rule 27.1 is directed may choose to do one or more of the following:
- (a) make representations in writing to the Secretary, which must not exceed a reasonable length, and the Secretary will ensure that a copy of the representations is available to each Member who is entitled to vote; and/or
 - (b) may require that the representations are read to the Members at the Special General Meeting prior to the Members voting on the resolution to remove the Board Member ;
 - (c) make representations at the Special General Meeting where the resolution is considered.

28. PROCEDURE OF THE BOARD

- 28.1 Board Meetings will be held as directed by the Board but not less than 9 times in each year.
- 28.2 Board Meetings may be convened in any way approved by the Board and attendance may be by telephone or conference call or such other reasonable means as agreed by the Board.
- 28.3 The President or any four Board Members may require the Secretary to convene a special Board Meeting, and the Secretary will on the requisition of four Board Members or the President convene a special Board Meeting.
- 28.4 No business will be conducted at any Board Meeting unless each Board Member has been given reasonable notice of the meeting, and if practicable 2 days

written notice,

- 28.5 Any five Board Members will constitute a quorum for the transaction of the business of a Board meeting.
- 28.6 No business will be transacted unless a quorum is present.
- 28.7 If within half an hour of the time appointed for a Board Meeting a quorum is not present:
 - (a) in the case of a special Board Meeting, the meeting lapses;
 - (b) in any other case, the Chairman will adjourn the meeting to an appropriate time and place.
- 28.8 If a Board Meeting is adjourned in accordance with the Rule 28.7, each Board Member will be notified of the place and time for the adjourned Board Meeting.
- 28.9 The President or, in the President's absence, the Vice President, will preside at Board Meetings as Chairman.
- 28.10 If the President and the Vice-President are absent from a Board Meeting or are unable to preside, the Board Members present will elect one of their number to preside as Chairman at the meeting.
- 28.11 Questions arising at a Board Meeting or of any sub-committee appointed by the Board will be determined on a show of hands or, if demanded by a Board Member, by a poll taken in such reasonable manner as the Chairman may determine.
- 28.12 Each Board Member will have one vote.
- 28.13 In the event of an equality of votes, the Chairman may have a second casting vote.
- 28.14 Subject to the requirement for a quorum, the Board may act notwithstanding any vacancy on the Board.
- 28.15 If at any time the number of Board Members falls below 5 the remaining Board Members will (notwithstanding the deficiency in their number) convene a Special General Meeting for the purpose of filling the casual vacancies on the Board.

29. VALIDATING ACTS OF THE BOARD

All acts done by any Board Meeting or a sub-committee of the Board or by any person acting as a Board Member will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such person or persons or that they or any of them were disqualified, be as valid as if any such person had been duly appointed and was appropriately qualified.

30. DUTIES OF BOARD MEMBERS

- 30.1 Subject to the Rules the Board Members will fulfil all the duties assigned to them by this Constitution.
- 30.2 The President will:
 - (a) preside at meetings; and

- (b) keep order in all proceedings in accordance with the Rules and by-laws.
- 30.3 The Vice-President will act as Chairman in the President's absence.
- 30.4 The Secretary will ensure:
 - (a) the maintenance of the Members Register;
 - (b) the keeping of minutes of all General Meetings and Board Meetings and a record of attendees at those meetings.
- 30.5 The Treasurer will ensure:
 - (a) the correct keeping of accounts and books showing the financial affairs of the Club and the particulars usually shown in books of accounts of a like nature and in particular:
 - (i) the sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place;
 - (ii) the assets and liabilities of the Club; and
 - (b) the proper preparation of the annual financial statements for presentation at the Annual General Meeting.

31. GENERAL MANAGER

- 31.1 The Board is empowered to engage a General Manager:
 - (a) on terms and conditions that the Board considers appropriate;
 - (b) to carry out the directions of the Board; and
 - (c) who will be required to act diligently, honestly and faithfully in the best interests of the Club
- 31.2 The Board or at the Board's direction the General Manager has the power to determine conditions of employment and be responsible for engagement of all employees, contractors and the like.

32. SUB-COMMITTEES

- 32.1 The Board may from time to time appoint any sub-committees and may delegate to a sub-committee any of the Board's powers or duties as the Board may determine.
- 32.2 The Board may recall or revoke any appointment or delegation made in accordance with Rule 32.1.
- 32.3 The business of sub-committees will be conducted in accordance with the direction of the Board and sub-committees will conform to any regulations that may be prescribed by the Board.
- 32.4 All sub-committees will report to the Board and decisions of a sub-committee will be subject to confirmation by the Board except where the sub-committee has been given express power to act by the Board.
- 32.5 The President will be an ex-officio Member of all sub-committees.

33. INDEMNITY

- 33.1 No Board Member/s will be liable to the Club for any loss or expense not applicable to their own dishonesty or to the wilful commission by them of an act known by them to be a breach of trust or breach of duty.
- 33.2 To the full extent allowed by the law, the Board and each Board Member will be indemnified by the Club from and against any liability, loss or damage caused to or incurred by the Board or Board Member by reason of the bona fide exercise by the Board and/or any Board Member /s of any of the duties, powers or privileges conferred or imposed on them by the Act, Regulations or this Constitution.

34. LEGAL PROCEEDINGS

No action or legal proceedings whatsoever, whether at law or in equity, will be taken or instituted by any Member against the Board or the Club or any current or former Board Member in respect of any decision, proceeding, resolution matter or thing done, omitted, passed, carried or sanctioned by the Board, Club or Board Member in the bona fide execution of their duties and powers under this Constitution, notwithstanding any irregularity or informality in relation to such decision, proceeding, resolution, matter or thing and in the event of any such action or proceeding being instituted, the production of this Constitution will be a complete answer to such action or proceeding.

35. AUDITOR

- 35.1 The Club will appoint an Auditor in accordance with the Act, which Auditor will, at least once a year, submit a report to the Board and Members in accordance with the provisions of the Act.
- 35.2 No Board Member is eligible to act as auditor.
- 35.3 The Auditor will have the power to examine the books and documents of the Club and will, at the close of each financial year, audit a statement of Receipts and Expenditure and Balance Sheet, together with any other financial statements, setting forth the financial business of the Club since the end of the preceding financial year.
- 35.4 A report of the Auditors will be submitted to the Annual General Meeting.

36. SEAL

- 36.1 The Common Seal of the Club will be kept in safe custody on the Club's premises.
- 36.2 The Common Seal will not be affixed to any instrument except by the authority of the Board.
- 36.3 The affixing of the Common Seal will be attested by the signatures either of two Board Members or on approval of the board by one Board Member and the General Manager.
- 36.4 The use of the Seal will be registered and confirmed in the Minutes of the Board.

37. SUPPLY OF LIQUOR

- 37.1 The Club will supply liquor only in strict compliance with all legal requirements

regarding the supply of liquor as defined in the liquor control act.

38. VISITORS TO THE CLUB

- 38.1 Members will be entitled to introduce visitors to the Club premises as guests of the Members.
- 38.2 A visitor will not be supplied with liquor in the Club premises unless the visitor is:
- (a) a guest in the company of a Member; or
 - (b) an authorised gaming visitor.
- 38.3 Authorised gaming visitors must:
- (a) Provide their residential address before being admitted to the licensed premises of the Club;
 - (b) carry identification at all times whilst on the licensed premises of the Club;
 - (c) comply with all relevant Rules and by-laws of the Club whilst on the licensed premises of the Club.

39. VISITORS' REGISTER

- 39.1 The Club will maintain a visitors' register recording:
- (a) the name of each visitor to the Club,
 - (b) the date of admission and
 - (c) whether the visitor is:
 - (i) introduced as a guest of Member – in which case the register will record the name of the visitor and the name of the introducing Member -; OR
 - (ii) an authorised gaming visitor – in which case the register will record the name and residential address of the visitor.

40. COMMISSIONS, ALLOWANCES, REMUNERATION& DISTRIBUTION

- 40.1 No Board Member, Member, employee or agent of the Club may receive any payment of any amount by way of commission or allowance from the Club's receipts from the sale of alcohol or gaming.
- 40.2 No Member will receive any dividend or profit whatsoever from the Club other than:
- (a) remuneration for services or product provided,
 - (b) honorarium for work done as approved by the Board in accordance with this Constitution, or
 - (c) salary or wages paid to employees.
- 40.3 The Club is a non-proprietary, not-for-profit Club.
- 40.4 The profits and other income of the Club will be applied to the promotion of the purposes set out in Rule 2.

- 40.5 Any remuneration or Honorarium paid to a Member (including a Board Member) requires the prior approval of the Board.

41. ALTERATION OF RULES AND STATEMENT OF PURPOSES

- 41.1 No alteration or addition to this Constitution will be made except by means of a special resolution at a General Meeting where at least twenty three days' notice of the intention to propose the resolution has been sent to each Member entitled to vote.
- 41.2 The resolution of the Special General Meeting must be passed by a majority of no less than Fifty one per cent of the Members present and voting in person or by pre poll voting (in the manner nominated by the Board).
- 41.3 An alteration of this Constitution does not take effect unless and until it is approved by the relevant authority.

42. NOTICES

- 42.1 Unless otherwise provided in this Constitution, a notice may be served or sent by or on behalf of the Club upon any Member either:
- (a) personally or
 - (b) by sending it to the Member by the means stipulated by the Member (from time to time) as his/her preferred means of receiving notices which may be by:
 - (i) electronically
 - (ii) fax; or
 - (iii) post.
- 42.2 If a Member has not stipulated a preferred means of receiving notices, the Secretary will determine the means of serving notices which must be one of the means set out in Rule 42.1.
- 42.3 Unless otherwise provided in this Constitution, if a Member is required to deliver or serve a notice on the Club &/or the Secretary, the notice may be served or delivered by the Member by:
- (a) addressing the notice to the Secretary and
 - (b) delivering the notice to the Secretary or the Club's venue by:
 - (i) electronically;
 - (ii) post
 - (iii) fax; or
 - (iv) personally at the Club's venue.
- 42.4 Where a document is properly addressed and sent to a person, the document will, unless the contrary is proved, be deemed to have been given to the person at the time at which the document would have been delivered in the ordinary course of events for that type of delivery.

43. WINDING UP OR CANCELLATION

- 43.1 The Members at a General Meeting may, by 51% majority of the Members present, pass a resolution for the dissolution of the Club.
- 43.2 At the general Meeting referred to in Rule 43.1, the Members determine which not-for-profit organisations will receive distribution of the Club's surplus on the winding up.
- 43.3 Such resolution will have no effect unless:
- (a) the resolution is confirmed at a Special General Meeting held not less than one month after the meeting referred to in the previous Rule 43.1;
 - (b) not less than one-half of the Members of the Club entitled to vote are present personally or by proxy at the Special General Meeting; and
 - (c) not less than one-half of those present at the Special General Meeting vote in favour of the resolution.
- 43.4 If the conditions set out in the previous Rule 43.3 are met, the Board will proceed to realise the property of the Club and after the discharge of all liabilities will proceed to allocate all moneys to the organisations as specified by the majority of Members at the Special General Meeting referred to in Rule 43.2 and after completion of distribution the Club will be dissolved.

44. CUSTODY OF RECORDS

- 44.1 Except as otherwise provided in these Rules, the secretary shall ensure the safe custody or under his/her control (where practicable on the Club's premises), all books, documents and securities of the Club.
- 44.2 All relevant documents shall be available upon written request to the board for inspection by members for purposes related to the good conduct of the Club, which purposes are set out in the request.
- 44.3 The board shall determine whether the request made by the member is for a purpose related to the good conduct of the club and may refuse a member access to any relevant documents if it deems that the request is not, in the opinion of the board, related to the Good conduct of the Club.
- 44.4 At the expiration of his/her term or earlier if directed to do so by the board, any board member shall return to the Club any property belonging to the Club , including but not limited to any documents, records, financials, equipment, memorabilia, keys, computers.
- 44.5 The Board may at any time request the return of any relevant documents that are in the possession of:
- Any past Board member; or
 - Current or past Member
- 44.6 Any person receiving a request referred to in Rule 44.4 or 44.5 will comply with the request as soon as practicable.

45. COPY OF THE MEMBERS REGISTER

45.1 Any Members may request a copy of the register free of charge:

- (a) after submitting a written request to the Secretary;
- (b) The copy of the Members Register supplied to the member will only contain the name and membership number of the members on the register.
- (c) The copy will be delivered in a reasonable time and in a format as arranged with the Secretary and agreed to by the Board.

46. TRANSITION

46.1 At the adoption of this Constitution, the Board will consist of the Board Members who held office immediately prior to the adoption of this constitution.

46.2 At the annual general meeting in 2013 the following Board positions will become vacant:

- President
- Treasurer
- The 2 Ordinary Board positions held by Neil Cromie and Sue Mc Illwaine

46.3 The Board Members other than those listed in Rule 46.2 will continue in office until the conclusion of the annual general meeting in 2014 unless their Board positions are vacated earlier in accordance with these Rules.

46.4 An election will be held in accordance with these Rules at the annual general meeting in 2013 to fill the Board positions listed in Rule 46.2.

46.5 An election will be held in accordance with these Rules at the annual general meeting in 2014 to fill the Board positions referred to in Rule 46.3.