

# Statement of Purposes and Rules

## The Tirhatuan Golf Club Incorporated

Incorporation Registration No. A14202H

October 2016

# TIRHATUAN GOLF CLUB INCORPORATED

## STATEMENT OF PURPOSES

1. The purposes of the club are:

(a) To promote the game of golf and where possible to improve the status and conditions of same as applied to the Tirhatuan Lakes Golf Course and to encourage social life between members of the Club.

(b) To establish and carry on a golf club to conform to the traditions and dignity of the game for the Members of the Club and generally afford them all the privileges of a Club.

(c) To provide stationery and other articles which may be found convenient for the Members.

(d) To promote and hold, alone or jointly with any other Club or persons, competition matches for the playing of golf and to offer, give or contribute towards prizes, trophies, medals and awards thereof within the limits as prescribed from time to time.

(e) To support or subscribe to any charitable or public Institution or Society, or to gratuities or charitable aid.

(f) To invest and deal with the monies of the Club, not immediately required, upon such security as may be determined by the Committee.

2. Solely for the purpose of furthering the purposes set out above, the Club shall have power:

(a) To subscribe to become a member of and cooperate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club **PROVIDED THAT** the club shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of the Rules.

(b) To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Club or persons frequenting the Club's premises.

(c) To purchase, take on lease or exchange, hire and otherwise acquire any lands, building, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Club **PROVIDED ALWAYS** that, in case the Club shall take or hold any property which may be subject to any trust, the Club shall only deal with the same in such manner as is allowed by law and in regard to such trusts.

(d) To enter into any arrangement with any public or private authority or any other organisation having similar objects and interests to the Club which would be to the mutual advantage of the parties to those arrangements and to secure any rights, privileges and concessions which the Club may think it desirable to secure and to carry

out, exercise and comply with any such arrangements, rights, privileges and concessions.

(e) To appoint, employ, remove or suspend such servants and agents and other employees of the Club as may be necessary or convenient for the purposes of the Club.

(f) Subject always to having first beforehand obtained the approval of the relevant authority governing the course and its buildings to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds works or conveniences which may seem calculated directly or indirectly to advance the Club's interests and contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof and to equip the same in such manner as may be necessary or convenient for such purposes.

(g) To invest and deal with the money of the Club not immediately required in such manner as may from time to time be thought fit.

(h) To take or otherwise acquire and hold shares, debentures or other securities of any company or body corporate.

(i) To lend and advance money or give credit to any person or body corporate to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate and otherwise to assist any person or body corporate.

(j) To borrow or raise money, either alone or jointly with any other person or legal entity, in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock, perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Club's property or assets present or future, and to purchase, redeem or pay off any such securities.

(k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bill of exchange, bills of lading and other negotiable transferable instruments.

(l) To take or hold mortgages, liens or charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Club's property of whatsoever kind sold by the Club or any money due to the Club from purchasers or others.

(m) To take any gift of property, whether subject to any trust or not, for any one or more of the objects of the Club but subject always to the proviso contained in paragraph (c) hereof.

(n) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club in shape of donations, annual subscriptions or otherwise.

(o) To print and publish any newspapers, periodicals, newsletters, books or leaflets that the Club may think desirable for promotion of its objects.

(p) To amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Club and which shall prohibit the

distribution of their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of the Rules.

(q) To purchase or otherwise acquire and undertake all or any part of the property, assets or liabilities and engagements of any one or more of the incorporated associations with which the Club has been authorised to amalgamate.

(r) To transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the incorporated associations with which the Club has been authorised to amalgamate.

(s) To establish, maintain and conduct a club for the accommodation of members of the Club and generally afford them all the usual privileges, advantages and conveniences of a club with or without residential accommodation.

## TIRHATUAN GOLF CLUB INCORPORATED RULES

1. The name of the incorporated association is the Tirhatuan Golf Club Inc. (in these Rules and the Statement of Purposes called “the Club”).

### INTERPRETATION

2. In these Rules and in the Statement of Purposes unless the contrary intention appears:

(a) “The Club” means Tirhatuan Golf Club Inc.

(b) “Committee” means the committee of management of the Club,

(c) “Financial Year” means the year ending on the last day of June in each year.

(d) “General Meeting” means a general meeting of members convened in accordance with Rule 27.

(e) “Member” means a financial member of the Club including Honorary Life Members.

(f) “The Act” means the Associations Incorporation Reform Act 2012 of the State of Victoria or any amendment thereof or substitution thereof.

(g) “The Regulations” means the regulations under the Act.

(h) “Honorary Secretary” the person for the time being performing the duties of the office of Honorary Secretary of the Club.

Words importing the singular number include the plural number and vice versa.

Words importing the masculine gender include the feminine gender and vice versa.

The headings to these Rules shall not be taken as part thereof or in any manner affect the interpretation or construction of the same.

## MEMBERSHIP

3.

(a) Every amateur golfer shall be qualified to be elected as a member of the Club provided such amateur golfer agrees to pay the entrance fees and subscription from time to time prescribed by the Committee and/or any levies as may be from time to time determined in accordance with these Rules for the category of membership to which election is sought PROVIDED ALWAYS that no member, other than the Professional and Manager of the Club if any, shall continue to be a member of the Club unless that person has the status of an amateur golfer but the Committee may, if it thinks fit, re-admit to membership any former members whose membership may have been discontinued by reason of the provision of these Rules if the such former member shall have been reinstated by the appropriate body to amateur status as a golfer.

(b) All classes of membership of the Club are open to persons of either sex.

(c) Where, as a consequence of adoption of these Rules, there is no category of membership which corresponds exactly with a category membership of the Club in existence immediately prior to the adoption of these Rules, the Committee shall allocate to each member of the Club so affected a category of membership available under these Rules which corresponds mutatis mutandis with the category of membership enjoyed by such member immediately prior to the coming into operation of these Rules. The decision of the Committee shall be final and binding in each case

(d) The Members of the Club shall be those persons as set out hereunder:

- (i) Every person who is a member of the Club as at the date hereof and every person who on or after the date hereof is elected as a Member of the Club.
- (ii) Honorary Life Member
- (iii) Ordinary Member
- (iv) Concessional Member
- (v) Midweek Member
- (vi) Country Member
- (vii) Junior Member
- (viii) Social Member
- (ix) Honorary Member
- (x) Temporary Member
- (xi) Absentee Member

The categories of Members referred to in the clause shall have full rights and privileges to those parts of the Club premises licensed under the Liquor Control Reform Act 1998 or any amendment thereof or substitution thereof (“the licensed

premises”) and shall have such voting rights and right to receive notices and attend at and vote on any matter at any meeting of the Club as hereinafter referred to.

(e) Subject to these Rules the Committee shall have the Power from time to time to define by By-laws, or in special cases by resolution, the rights of the various categories of members.

4. The General Body of Members shall consist of those membership categories as set out hereunder.

Honorary Life Member  
Ordinary Member  
Concessional Member  
Midweek member  
Country Member  
Social Member

5. The General Body shall have full voting rights.

(a) Only Honorary Life Members, Ordinary Members and Concessional Members shall have the right to stand for election for Office and for Membership of the Committee.

6. (a) A register of Members of the Club for the time being shall be kept by the Honorary Secretary on the Club’s premises and such Register shall set forth in full the names and addresses and occupation of all members of the Club and the date of the latest payment of each member of his or her subscription.

(b) Any member changing his or her address or description must notify the Honorary Secretary in writing accordingly and the Honorary Secretary shall then cause the new address and/or description to be entered into the Register.

#### HONORARY LIFE MEMBER

7. On the recommendation of the Committee any person being a Member of the Club may be elected at any Annual General Meeting as an Honorary Life Member in consideration for valuable or special services to the Club. A ballot shall be necessary for such election and a two-thirds majority of those in attendance and voting at such meeting shall be required to carry the motion moving such election.

Not more than two persons shall be so recommended for Honorary Life Membership at any Annual General Meeting. An honorary Life Member shall enjoy all Club privileges without payment and may hold office and shall have full voting rights.

## ORDINARY MEMBER

8. Ordinary Members shall be persons who, when elected, are entitled to all the privileges of membership and shall have full voting rights and full rights to all Club facilities at all times.

## CONCESSIONAL MEMBER

9. A Concessional Member shall be any amateur golfer who can show proof to the satisfaction of the Committee that he or she is in receipt of a pension from the Department of Social Security and shall have full voting rights and full rights to all Club facilities at all times.

## MIDWEEK MEMBER

10. Midweek Members shall be those persons who, when elected, shall have the right to compete in Club competition on Mondays to Fridays inclusive in each week. Midweek Members shall have full voting rights and full rights to all Club facilities at all times.

## COUNTRY MEMBER

11. Any amateur golfer who resides permanently more than 50 kilometres from the clubhouse may be elected a Country member and all persons so elected shall have full voting rights and full rights to all Club facilities at all times.

## JUNIOR MEMBER

12. Junior Members shall be amateur golfers under the age of 21 years who, when elected, shall have full rights to use Club facilities at all times but shall have no voting rights.

## SOCIAL MEMBER

13. Any person may apply to the Committee for admission to the Club as a Social Member or any member retiring from membership of the Club may, at the time of such retirement, apply to be transferred to that category of membership without requiring any nomination form to be completed. Any member elected or transferred to Social Membership shall have full voting rights and full rights to the Club facilities at all times. The number of Social Members of the Club shall not exceed 20 or such other number as the Committee at its discretion may decide upon from time to time. The Committee shall have the power to revoke at any time the membership of any person as a Social Member, whether retiring member or otherwise, to whom this Rule applies without assigning any reason for such revocation.

## HONORARY MEMBER

14. The following persons shall be eligible to be elected as Honorary Members of the Club:

(a) Persons who have rendered distinguished service to the community or special services to the Club.

(b) Persons competing in any golf competition or match played on the course of the Club and members of other clubs accompanying competing members of their Club.

(c) Competitors in tournaments held on the course and officials acting at such tournaments.

(d) Persons attending or about to attend social functions of the Club held with the sanction of the Committee whether making use of the dining facilities of the Club or otherwise.

(e) Persons, other than visitors, introduced by members by whom or in respect of whom green fees are paid for the use of the course and playing facilities of the Club.

For the purpose of the election of Honorary Members pursuant to this Rule there shall be an election Committee which shall consist of any two members of the Committee and the Honorary Secretary or a person nominated by the Honorary Secretary in his absence. The Honorary Secretary shall keep appropriate records of the names and addresses of all such Honorary Members and shall keep records to specify the occasion or period in respect of which such Honorary Membership is granted. The Committee or the Election Committee, as the case may be, shall have the power to cancel the membership of any Honorary Member without notice and without assigning any reason therefore. Honorary Members elected pursuant to the Rule shall have the same rights and privileges as an ordinary member of the Club save and except that they shall not have any voting rights.

#### TEMPORARY MEMBER

15. Any person over the age of eighteen years and possessing the following qualifications may be accepted as a Temporary Member of the Club

(a) Any member of a reciprocal club or recognised overseas or Interstate club affiliated with the controlling body of the State or Country in which such club is situated and who is introduced to the Club by a member or by the Secretary or responsible officer of such club.

(b) Any member of a recognised club whose course has been closed to members wholly or in part because of an open golf competition approved by the Victorian Golf Association or the Victorian Golf League or by temporary unplayable conditions and who is introduced to the Club by a Member or by the Honorary Secretary or responsible officer of such club.

(c) Any other person in circumstances deemed by the Committee to be comparable to the foregoing.

For the purpose of admitting a Temporary Member the Committee or the Election Committee shall consist of any two members of the Committee and the Honorary Secretary or such other person as the Honorary Secretary shall appoint to act in his place during his absence.

A Temporary Member may be admitted to membership:

(a) For one day by any one Member of the above Committee

(b) For a period not in excess of three consecutive months by any two Members of the above Committee.

(c) For a period in excess of three consecutive months by the General Committee. Fees to be paid by temporary Members shall be in accordance with the schedule established from time to time by the Committee save that, unless otherwise determined by the Committee, members of reciprocal clubs and of recognised clubs as referred to herein shall be exempt from the payment of fees.

A Temporary Member shall be entitled to enjoy the same rights of play as an Ordinary Member save that he or she shall have no voting rights but the Committee shall from time to time determine the type of competition in which the Temporary Member may participate.

The Committee may at any time without assigning any reason therefore cancel the rights and privileges of any Temporary Member admitted pursuant to this Rule and any such person may thereupon be excluded from the premises of the Club.

#### ABSENTEE MEMBER

16. Any member of the Club who has left or intends to leave the State of Victoria and remains out of the said State for a continuous period of not less than 6 months may, by notice in writing setting out the circumstances, make application to become an Absentee Member during the period of his or her absence from Victoria. A Member whose application has been approved by the Committee shall, if he or she leaves Victoria, become an Absentee Member as from the date of his or her departure and during the period of his or her absence and subject to his or her remaining out of Victoria for a continuous period of not less than 12 months shall, at the commencement of each financial year of the Club during which he or she is an Absentee Member,, pay such subscription as the Committee may in the particular case determine from time to time as the subscription payable by an Absentee Member for that financial year. An Absentee Member shall resume the category of membership held at the time of his or her departure from Victoria within one month of his or her return to that State and he or she shall be charged such additional sum in respect of the remainder of the financial year as the Committee shall consider reasonable for the purpose of adjusting his or her subscription. An Absentee Member who for any two consecutive years fails to pay his or her subscription shall be deemed to have resigned and shall cease to be a Member but the Committee may reinstate him or her upon satisfactory reasons being given for such failure and upon such conditions as to payment of arrears or otherwise as the Committee may think fit.

#### APPLICATION FOR MEMBERSHIP

17. Every candidate for membership of the Club, except for Honorary Life Membership, shall be proposed by one and seconded by another of the General Body of Members of the Club.

Every nomination for membership shall be made in writing, signed by the candidate and by the proposer and seconder and shall be in such form as the Committee may from time to time approve. The Committee shall not be bound to accept the application for membership of any person nor shall it be bound to give any reason for rejection of any such application. Until the Committee shall otherwise prescribe, the procedure relating to the nomination of candidates for membership other than Honorary Life Members shall be as follows:

(a) The application for membership shall be placed in the hands of the Honorary Secretary and shall be displayed on the Club's noticeboard for a period of not less than 14 days prior to being submitted to the Committee for consideration.

(b) The Committee shall have the power to defer any such application for its consideration as it shall deem fit.

(c) After consideration, admission of members shall be at the discretion of the Committee.

(d) Any application made by a person for admission to membership of the Club that is rejected by the Committee shall be eligible to lodge a further application at the expiration of 12 months from the date of the application so rejected.

(e) Any omission or inaccuracy in the particulars relating to or the description of the candidate in the application shall render the election of such candidate void at the discretion of the Committee.

(f) Any member of the Club may, if the Committee thinks fit and upon the application of such Member, be elected a Member of any other category of membership subject to there being a vacancy in that category of membership.

Following the election of any candidate the Honorary Secretary shall forthwith send to the candidate at the address given upon the application form a request for payment of the entrance fee (if any) and the first annual subscription. Upon payment of the entrance fee and the first annual subscription the candidate shall become a member of the Club. If within 30 days from the date on which such request is forwarded to the candidate such entrance fee (if any) and subscription be not paid the election shall be null and void.

## ENTRANCE FEES AND ANNUAL SUBSCRIPTION

18. The entrance fee for the various categories of Members shall be such a sum as the Committee shall from time to time by resolution prescribe as so too shall be the annual subscription or any other levies or amounts required by the Committee from time to time to be paid by Members as determined at the absolute discretion of the Committee.

19. All annual subscriptions, other than the first subscription payable upon election of membership, shall be payable on the 1<sup>st</sup> July in each year and any subscription, levy or any other amount required by the Committee to be paid from time to time which is not paid within one calendar month of the 1<sup>st</sup> July in each year in the case of the annual subscription, and within one month from the date of notice being given to

the Member in the case of levies or any other amounts which may become payable by the member, shall disqualify such Member from any voting rights at any meeting of the Members of the Club and shall also disqualify such Member from competing in any activity conducted by the Club including use of the Club timesheet.

20. In the event of any member failing to pay his or her annual subscription and/or any other monies due to the Club within a period of one calendar month as aforesaid, the Honorary Secretary shall serve notice on such Member and following receipt of such notice all such arrears shall become immediately due and payable by the Member. If within one calendar month after the Honorary Secretary has served such notice on any such Member the Member concerned still fails to pay the amount or amounts due to the Club, he or she shall cease to be a member of the Club at the discretion of the Committee in which event his or her name shall be removed from the Register of Members PROVIDED ALWAYS that in the event of such Member being able to provide an explanation to the Committee which is acceptable to it for the reasons for such non payment he or she shall, at the absolute discretion of the Committee and upon payment of all arrears, be readmitted to membership without payment of any entrance fees.

#### RESIGNATION OF MEMBERSHIP

21 (a) Any Member may resign membership of the Club by notice in writing addressed to the Honorary Secretary and deposited at the registered office of the Club. Any Member so resigning without having paid the subscription due for the current year and any arrears thereof together with any other monies owing by him or her to the Club at the time his or her resignation is submitted shall be liable for payment of same before the Club shall become obliged to accept such resignation.

(b) Any Member who has resigned and subsequently desires to be re-elected to the Club shall be subject to the same requirements as a candidate making application for membership as provided for in Rule 17 hereof save and except that the Committee may at its discretion waive the whole or any part of the entrance fee which would otherwise be payable at the time such application is made.

#### FORFEITURE OF MEMBERSHIP

22 (a) Any Member who has refused or neglected to comply with these Rules or the By-Laws of the Club, or has, in the opinion of the Committee, been guilty of any conduct unworthy of a Member shall, by resolution of the Committee carried by a majority of not less than two thirds of those present at the meeting at which such resolution is considered, be

(i) Suspended, or

(ii) Expelled. In the latter case, the member's name shall be removed from the Register of Members and thereupon such member shall cease to be a Member of the Club and shall forfeit all rights of claim upon the Club and its property (except in

respect of any debenture held by him or her) but may be re-elected on the discretion of the Committee on payment of all arrears.

(b) Any Member suspended from the Register of Members shall continue to be liable to pay all entrance fees, subscriptions and any other monies owing by him or her to the Club at the date of his or her being suspended therefrom.

(c) Notwithstanding anything to the contrary herein contained, any Member subject to expulsion or suspension under this Rule shall, at least one week before the meeting of the Committee at which the resolution in question is to be considered, be given notice containing details of what is alleged against him or her and of the intended resolution and such Member shall, at such meeting and before the passing of such resolution, have the opportunity of giving orally or in writing any explanations or defence he or she may think fit **PROVIDED ALWAYS** that any such Member may, by notice in writing lodged with the Honorary Secretary at least twenty-four hours before the time for the holding of the meeting of the Committee at which the resolution is to be considered, elect to have the question dealt with by the Club in General Meeting and in that event a General Meeting of the Club shall be called within six weeks of the date on which the member gives such notice of election. **Note.** Any Member taking up the option of having the matter dealt with by the Club in General Meeting shall pay to the Committee, before the General Meeting is called, such sum as the Committee shall determine as a deposit to defray the cost of calling and conducting the meeting. In the event of the resolution being passed, the Member shall forfeit the deposit, but in the event of the resolution being lost, the deposit shall be refunded to the Member. A majority of not less than two-thirds of the Members present and entitled to vote at such General Meeting shall be required for such resolution to be passed and voting on the resolution shall be taken by ballot. In the event of the resolution being passed by the majority required, the Member concerned shall be punished accordingly and in the case of the resolution of his or her expulsion shall thereupon be expelled from the Club.

(d) In the event of a Member being adjudged a bankrupt or making any composition or arrangement with his or her creditors or being engaged in any profession from which, because of his or her misconduct, he or she is prohibited by the governing body of such profession from continuing to operate or practice under the regulation of such governing body, he or she shall ipso facto cease to be a Member of the Club and shall forfeit all right in and claim upon the Club and its property (except under any debenture or debentures held by him or her) but upon application being made by such Member to the Committee stating the cause of such adjudication in bankruptcy, making of any composition or arrangement or prohibition as aforesaid as the case may be such Member may be readmitted and restored to his or her former rights by the Committee without penalty.

## ANNUAL GENERAL MEETINGS AND GENERAL MEETINGS

23. An Annual General Meeting of the Club shall be held not later than the last day in November in each year at such time and place as the Committee shall determine.

All other General Meetings of the Club shall be called Extraordinary General Meetings. The business to be considered at the Annual General Meeting of the Club shall be:

(a) Consideration of the Minutes of the previous General Meeting of the Club, the report of the Committee and the audited accounts of the Club

(b) The appointment of an auditor.

(c) Consideration of any other business required or authorised by the Rules to be transacted at the Annual General Meeting of the Club.

(d) Consideration of any other business, notice of which shall have been given to the Honorary Secretary at least two calendar months prior to the date of the meeting specifying the nature of the business proposed to be transacted.

(e) The election of office bearers and Members of the Committee for the next ensuing year.

No business shall be transacted at the Annual General Meeting other than business of which notice has been given in accordance with these Rules or except with the consent of the Chairman of the Meeting whose decision shall be final. The only Members entitled to be present at and vote at any General Meeting of the Club or to have any voice in the management of the Club shall be those members specified in these Rules **PROVIDED ALWAYS** that the Committee may invite any person or persons to attend at such Meeting or Meetings as an observer or as its guest.

## EXTRAORDINARY GENERAL MEETINGS

24. The Committee may whenever it thinks fit or shall on requisition made in writing by not less than 20% of the Members of the General Body of Members convene an Extraordinary General Meeting.

25. Any requisition made must state the object of the meeting proposed to be called and must be signed by the requisitionist and deposited at the registered office of the Club.

26. On receipt of the requisition the Committee shall forthwith proceed to convene an Extraordinary General Meeting such meeting to be held as soon as practicable but not later than 2 months after the receipt by the Club of the requisition. If the Committee does not within 21 days after the receipt of the requisition proceed to convene an Extraordinary General Meeting the requisitioning Members or any of them representing more than 50% of the total voting rights of all of them may themselves in the same manner as nearly as possible to that in which meetings are to be convened by the Committee convene an Extraordinary General Meeting of

Members but any meeting so convened shall not be held after the expiration of three months from the date of receipt by the Club of the requisition.

#### NOTICE OF AND PROCEEDINGS AT GENERAL MEETINGS

27. At least 28 clear days notice specifying the place and date and hour of the meeting and, in the case of special business, the general nature of the business shall be given to Members entitled to be present and vote at such meeting in the manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the Club in General Meeting but the non-receipt of such a notice by or the accidental omission to give such notice to any eligible member shall not invalidate the proceedings at any General Meeting.

28. All business shall be deemed special that is transacted at an Extraordinary General Meeting or that which is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets, the ordinary reports of the Committee and auditor or auditors, election of officers and of Committee in the place of those retiring and the fixing of any remuneration of the auditor or auditors.

29. At all General Meetings the President, and failing him the Captain or a Vice President, shall preside as Chairman or failing them the eligible Members present shall choose someone of their number to be Chairman of that meeting. In case of an equality of votes the Chairman shall be entitled to a second or casting vote.

30. No business except to adjourn the meeting shall be transacted at any General Meeting unless a quorum of Members entitled to vote is present at the same time the meeting proceeds to business. 25% of the General Body of Members entitled to be present and vote at such General Meetings present personally shall be a quorum. If within half an hour from the time appointed for the meeting a quorum of eligible members is not present the meeting, if convened on the requisition of the eligible members, shall be dissolved. In any other case it shall be adjourned to a date fixed by the Members present and it shall not be necessary to give notice to Members of any such adjourned meeting. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those eligible members personally present, if more than one, shall be a quorum.

#### ADJOURNMENT OF MEETINGS

31. The Chairman may, with the consent of the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### VOTING AT GENERAL MEETINGS

32 Any question arising at a General Meeting of the Club shall be determined on a show of hands and, unless before or on the declaration of the show of hands a division or a poll is demanded, a declaration by the Chairman that resolution has on a show of hands been carried or carried unanimously or carried by a particular

majority or lost and an entry to that effect in the Minute Book of the Club is evidence of the fact without the proof of the number or proportion of the votes recorded in favour of or against any resolution.

33. Any resolution or amendment thereon shall be declared carried if supported by 75% majority of members present and entitled to vote.

34. All votes shall be given personally and no proxies shall be allowed. Each Member present and entitled to vote shall have one vote only other than for the Chairman who shall be entitled to a casting vote.

35. If at any meeting not less than 75% of those Members present and entitled to vote demand a poll, such poll shall be conducted at that meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question. A poll that is demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

36. Only financial Members of the Club shall be entitled to have a vote recorded on his or her behalf at any General Meeting.

#### OFFICE BEARERS AND COMMITTEE

37. The business and affairs of the Club shall be under the management of the Committee which, subject to rule 40, shall be constituted by the Office-Bearers of the Club and three other members.

38. Subject to the provision of Rule 37, the Officers of the Club shall consist of a President, Vice-President, Captain, Honorary Secretary and Honorary Treasurer. Each shall hold office until the Annual General Meeting next following the date of his or her election but shall be eligible for re-election.

39. The Committee of the Club shall consist of the Officers referred to in Rule 38 together with three other Members of the Club or such other number as the Committee may from time to time decide. Each Committee Member so elected shall hold office until the Annual General Meeting next following the date of his or her election but shall be eligible for re-election.

#### MEMBERS ELIGIBLE AS OFFICERS, COMMITTEE

40 Provided there has been more than two years of current, continuous financial membership the following Members shall have the right to stand for election for Officer and for Membership of the Committee:

- (i) Honorary Life Members
- (ii) Ordinary Members
- (iii) Concessional Members

## ELECTION OF OFFICERS AND COMMITTEE

41. The election of Officers and Committee of the Club shall take place in the following manner;

(a) Any two financial Members of the General Body of Members of the Club shall be entitled to nominate a Member eligible under Rule 40 hereof to serve as an Officer or Member of the Committee of the Club **PROVIDED ALWAYS** that no candidate shall be eligible for nomination for more than one position as an Officer of the Club but may be nominated for a position as a member of the Committee in addition to the position of Officer.

(b) At least 21 clear days before the Annual General Meeting the name of each Member so nominated, together with the names of the proposer and seconder, shall be sent in writing addressed to the Club accompanied by a memorandum signed by the candidate consenting to serve if elected.

(c) The Honorary Secretary shall, forthwith and not less than 21 days immediately preceding the Annual General Meeting, post the said notice and consent in a conspicuous place in the clubhouse so that the notices in respect of the candidates for the election to the Committee are so posted in alphabetic order.

(d) If the number of candidates exceeds the number of vacancies for Officers and other Committee members, the Committee shall elect a Returning Officer, not being a candidate for election, from the General Body of Members of the Club. The Returning Officer shall cause ballot papers to be printed containing in alphabetical order the names of such candidates and the positions for which they are proposed showing by an asterisk the name or names of the retiring candidate or candidates. The Returning Officer shall post one of such lists to each Member of the General Body of Members at least 14 days before the date fixed for the Annual General Meeting. Each ballot paper shall be initialled by the Returning Officer, but no other identifying mark or number shall be present on the ballot paper. The Members voting shall strike out the name or names of the candidates for whom they do not wish to vote and shall post or deliver such list in the envelope marked outside "Voting Paper" to the Returning Officer so as to reach him on or before 2.00pm on the day of the Annual General Meeting.

(e) At the commencement of the Annual General Meeting the Chairman shall appoint three Members, not being candidates, to act as scrutineers. Subject to Rule 42 the report of the scrutineers as to the number of votes polled for the candidates for their respective positions shall be final and conclusive.

(f) The Returning Officer shall hand, unopened, all of the said envelopes received by him from Members within the period mentioned in sub-paragraph (d) of this Rule to the scrutineers who shall count the effective votes and hand to the Chairman of the Meeting at the conclusion of their count their report as to the number of votes given to each candidate.

(g) Subject to Rule 42 the Chairman shall read the report of the scrutineers at the Annual General Meeting and shall declare elected the candidates who have received the most votes for the respective positions. In the case of two or more candidates

receiving an equal number of votes the Chairman shall have a second and casting vote to determine who shall be elected.

(h) All Members voting for the election of Officers or Members of Committee shall vote personally and no proxies shall be allowed.

(i) In the event of the number of candidates nominating for the position of Officers or Members of Committee being equal to the number of vacancies the number of candidates so nominated shall be declared elected as Officers or Members of the Committee as the case may be and any deficiency in the numbers required shall be deemed to be casual vacancies to be filled by the Committee so elected at its first meeting following the Annual General Meeting in accordance with Rule 43.

(j) All Officers and Members of the Committee shall be elected by those members having voting rights and shall hold office for the period hereinbefore referred to.

42. If required by a majority of Members present at the meeting at which an election of Officers and other Committee Members is to be declared the Chairman shall appoint three members, not being candidates, as scrutineers. In addition to the scrutineers referred to in Rule 41(e) to examine and report upon any aspect of election procedure indicated by a majority of Members present as requiring examination. The declaration of the Chairman upon the receipt of the report of such scrutineers shall be final and conclusive.

#### CASUAL VACANCIES

43. All casual vacancies arising among the Officers and other Members of the Committee of the Club shall be filled by the Committee. A person chosen to fill a casual vacancy shall thereupon hold office in all respects as if he or she had been elected at the preceding Annual General Meeting and the vacancy had not occurred.

#### POWERS AND PROCEEDINGS OF THE COMMITTEE

44. The business and affairs of the Club shall be under the management of the Committee of the Club elected by the members as aforesaid for a period of not less than twelve months and they shall be a Committee for all purposes of the Liquor Control Act. They shall hold periodical meetings at a frequency of not less than one calendar month and the Minutes of all resolutions and proceedings of the Committee at such meetings shall be entered in a book provided for the purpose. All such Minutes shall be read and submitted for confirmation at the subsequent meeting of the Committee. The President for the time being shall be the Chairman of the Committee and shall, when present, preside at all meetings of the Committee. If the President is not present the Vice-President shall act as Chairman. In the absence of the President and Vice-President, the Committee or Members present shall elect one of the Members present to act as Chairman. Save as herein otherwise provided questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second and casting vote. Any three members of the Committee may call a meeting of the Committee and the Honorary Secretary, on requisition of any three Members of the Committee, shall call a meeting

of the Committee within seven days from the date on which the requisition is received.

45. The Committee of the Club shall exercise all such powers and do all such things as may be exercised or done by the club save such as are by these Rules or by any statute for the time being in force required to be exercised or done by the Club in general meeting.

46. The quorum necessary for the transaction of business of the Committee shall be five. The Committee cannot change a quorum from Meeting to Meeting.

47. Subject to the provision Section 78(3) of the Companies Code (Victoria) the Committee may from time to time make a levy on all Members for such amount or amounts and payable at such time or times as shall be determined by the Committee, with power to fix different amounts for different categories of Members **PROVIDED ALWAYS** that the total amount of the levy or levies made on any Member shall not in any way exceed 25% of the current annual subscription for the category of membership to which the member is elected and **PROVIDED FURTHER** and, notwithstanding anything to the contrary herein contained, the Committee shall have the power to make a levy or levies on Members of such amount or amounts and at such time or times as shall be approved at an Extraordinary General Meeting for the purposes of purchasing land, capital improvements on the property of the Club and the like. The Committee, if so requested by a Member, may extend the time for payment of any such levy and may impose such conditions on any such extension as its discretion considers justified.

48. Nothing in the foregoing Rule shall give the Committee power to sell or otherwise dispose of any freehold land owned by the Club at anytime except as authorised or confirmed by a Special Resolution of the General Body of Members of the Club.

## SUB-COMMITTEES

49. Save where powers have been expressly vested in the Committee of the Club by these Rules or by general law, the Committee of the Club may from time to time delegate any of its powers to such Sub-committee or Sub-committees as it shall think fit and may recall or revoke any such delegation or appointment **PROVIDED ALWAYS** that the Committee shall have no power to delegate its control of the supply of liquor to the Club. The following Rules shall apply to any such sub-committee so appointed:

(a) Each sub-committee to be appointed shall be so appointed as soon as possible following the Annual General Meeting at which the Committee was elected.

(b) Each sub-committee shall consist of as many Members as the Committee shall from time to time think fit and the Members of each sub-committee shall retire immediately before the holding of the Annual General Meeting but shall be eligible for re-appointment. The only exception shall be the Ladies Committee whose Committee shall be determined in line with the respective governing body, but shall

be ratified each year after the holding of the Annual General Meeting by the General Committee in line with other sub-committees.

(c) Each member of any such sub-committee so appointed must be a Member of the Club but need not of necessity be a Member of the Committee.

(d) The President and Honorary Secretary shall be ex-officio Members of all sub-committees.

(e) The meetings and proceedings of any Sub-committee shall, unless otherwise provided for by the Committee, be governed by the provisions contained herein for regulating the meetings and proceedings of the Committee so far as the same are applicable and each Sub-committee shall at all times report to the General Committee and any decisions made by any Sub-committee shall be subject to confirmation by the General Committee except in those cases where the Sub-committee is given full power to act.

(f) In the event of any Sub-committee being suspended or abolished all records of its meetings and all documents in relation to the affairs conducted by it shall be handed immediately by the Chairman or Convenor of such Sub-committee to the Committee of the Club.

#### VALIDATION OF ACTS OF THE COMMITTEE AND SUB-COMMITTEES.

50. All acts done by any meeting of the Committee or any Sub-committee appointed by the Committee shall, notwithstanding that is afterwards discovered that there was some defect in the appointment of any person or persons acting on the Committee or any Sub-committee or that they or any of them were disqualified, be as valid as if any such person had been duly appointed and is qualified to be a Member of the Committee or Sub-committee concerned.

#### VACATION OF OFFICERS AND/OR MEMBERS OF COMMITTEE

51. The position of Officer or Member of the Committee of the Club shall ipso facto become vacant in the event of;

(a) An Officer or Member of the Committee tendering his resignation which is accepted by the Committee.

(b) The Officer or Member of the Committee is expelled from the Club pursuant to Rule 22.

(c) The Officer or Member of the Committee failing to attend three consecutive Committee meetings of which he has received due notice without first beforehand having obtained leave of absence from the Committee.

(d) An Officer or Member of the Committee becoming bankrupt or assigning his estate to the benefit or making composition or arrangement with his or her creditors or, being engaged in any trade or profession from which, because of his or her misconduct, he or she is prohibited by the governing body of such profession from continuing to operate or practice under the regulation of such governing body.

(e) Upon any Officer or Member of the Committee being medically certified as incapable of managing his or her own affairs.

(f) An Officer or Member of the Committee being convicted by any Court of law as a result of which he or she is sentenced to imprisonment other than where such imprisonment is incurred as a result of default in payment of any fine.

#### HONORARY SECRETARY

52. Following his election, as elsewhere provided for in these Rules, the Honorary Secretary shall, in addition to the normal duties appertaining to his office, be responsible for;

(a) Keeping Minutes of all General Meetings and Committee Meetings.

(b) Correctly filing, recording and being responsible for the safe custody of all correspondence written to and on behalf of the Club.

(c) Maintaining the Register of Members in the manner hereinbefore referred to and keeping with such Register the original nomination form for election to membership of the Club.

(d) Keeping proper records of all subscriptions due and paid by each Member of the Club.

(e) The preparation of and dispatch of all notices of whatsoever nature from the Club to its members.

#### HONORARY TREASURER

53. Following his election, as elsewhere provided for in these Rules, the Honorary Treasurer shall, in addition to the normal duties appertaining to his office, be responsible for;

(a) Maintaining correct accounts and books showing the financial affairs of the Club and particulars of the Club including particulars usually shown in books of account of a like nature and in particular

(i) of the sums of monies received and expended by the Club and the matters in respect of which such receipt and expenditure takes place; and

(ii) of the assets and liabilities of the Club.

(b) The safe keeping of the Club's books of account, subject to any direction of the Committee from time to time, and to make same available at all times open to inspection by the Committee **PROVIDED ALWAYS** that the Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulation the accounts and books of the Club or any of them shall be open to the inspection of Members of the Club not being a member of the Committee.

#### REMUNERATION OF OFFICERS AND HONORARIUMS

54. No Officer or Member of the Committee shall receive any remuneration by way of salary for his or her services **PROVIDED ALWAYS** that any Officer and/or Member of the Committee or any Member of the Club may, in appreciation of services

rendered to the Club, be granted an honorarium by the Committee equal to such an amount as the Committee shall in its absolute discretion think fit.

## SOURCES OF FUNDS

55. The sources from which the funds of the Tirhatuan Golf Club Inc. may be derived shall consist of entrance fees, annual subscriptions, levies, issue of debentures or debenture stock, donations, sale of food and refreshments to Members and their guests and the conduct of social functions and the like activities for the benefit of Members of the Club and their guests.

## BANKERS

56. The bankers of the Club shall be any bank as the Committee may from time to time determine and all cheques drawn upon the accounts held by the Club with such bankers shall be signed by any two of the President, Honorary Secretary and Honorary Treasurer.

## BORROWING FUNDS

57. The Committee of the Club may issue debentures, debenture stock, bonds or obligations of the Club from time to time in any form or manner and for any amount including a power to restrict the transfer assignment or charge thereof or of any of them and for any amount and may raise or borrow for the purposes of the Club any sum or sums of money either upon mortgage or charge on any of the property of the Club or on bonds or debentures charging all or any of such property or without any security or otherwise as it thinks fit from any source whatsoever as it shall think fit **PROVIDED ALWAYS** that no mortgagee or other persons advancing money to the Club shall be concerned to see that any money advanced is wanted for any purpose of the Club or that no more than is wanted is raised or borrowed. The Committee of the Club shall have the power to extend the period for payment of any debenture or debentures or mortgage or charge or any part thereof on such terms and conditions as the Committee may from time to time determine.

## COMMON SEAL

58. The Common Seal of the Tirhatuan Golf Club Inc. shall be kept in the custody of the Honorary Secretary and shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Seal shall be attested by the signature either of two Members of the Committee or of one member of the Committee and the Honorary Secretary who, for the purposes of this Rule, shall be deemed to be the Public Officer of the Club.

## CUSTODY OF BOOKS AND DOCUMENTS

59. All books, documents and securities of the Tirhatuan Golf Club Inc. shall be placed in the custody of the Honorary Secretary.

## BOOKS AND DOCUMENTS TO BE ACCESSIBLE TO MEMBERS

60. The books, registers and documents of the Tirhatuan Golf Club Inc. shall be made available for inspection by Members at all reasonable times.

61. Every Officer and Member of the Committee of the Club shall be indemnified out of the assets of the Club against any liability arising out of the execution of their duties incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in which relief is granted to them by the Courts in respect of any negligence, default, breach of duty or breach of trust.

## LIABILITY OF OFFICERS AND MEMBERS OF COMMITTEE

62. No Officer or Member of the Committee shall be liable for the accounts, receipts, neglects or defaults of any other Officer or Member of the Committee or for the joining in any receipt or other act of conformity or for any losses or expenses happening to the Club through the insufficiency or deficiency of the title to any property acquired by order of the Club for or on account of the Club or for the insufficiency or deficiency of any securities in or upon which any of the monies of the Club shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortuous acts of any person with whom monies, securities or effects shall be deposited or for any loss, damage or misfortune whatsoever happening in the execution of the duties of his or her office or in relation thereto unless the same shall happen through his or her own wilful act, negligence, or default.

## SUPPLY OF LIQUOR

63. No liquor shall be sold or supplied:

(a) To any person except on the days, during the hours and in the manner prescribed or permitted by the provision of the Liquor Controls Act 1998 or any amendment thereof or substitution therefore or under any rules or regulations made pursuant to such Act or amendment thereof or substitution therefore.

(b) To any person under the age of 18 years of age except where any such person is accompanied by a spouse or parent or guardian and the liquor sold is supplied for consumption as part of a meal supplied on the Club's premises.

(c) For consumption elsewhere other than on the Club premises unless the same is supplied during the hours in which liquor can be supplied for consumption on the Club premises and unless the liquor is removed from the Club premises by a Member purchasing same.

64. A visitor shall not be supplied with liquor in the Club premises unless in the company of a Member, providing that a visitor may be supplied with liquor on the Club premises when not in the company of a member at a particular function or particular occasion in respect of which a permit has been granted under Section (38) 8 of the Liquor Control Reform Act 1998 or any amendment thereof or substitution thereof as amended.

65. No payment or any part payment to any Honorary Secretary, Manager or other Officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for Liquor supplied.

66. For the purpose of these Rules the word "liquor" where appearing shall be deemed liquor within the meaning of the Liquor Control Reform Act 1998 or any amendment thereof or substitution thereof and the words "club premises" where appearing shall be deemed to mean such portion of the Club's premises as is for the time being "licensed premises" within the meaning of the Liquor Control Reform Act 1998 or any amendment thereof or substitution thereof.

67. No person under the age of eighteen, except persons who are being trained as waiters and are not allowed to serve behind the bar, shall be employed in the Club.

## VISITORS

68. A member may introduce not more than three visitors to the Club on any one day during the period within which liquor may be supplied under the provisions of any permit as may have been granted from time to time pursuant to the Liquor Control Reform Act 1998 or any amendment thereof or substitution thereof. The name of the visitor must be entered into the Visitors' Book and the Member at whose invitation the visitor is present must sign his name opposite the name of the visitor in the Visitors' Book. A member may not introduce the same visitor more than 12 times in any one financial year but this restriction shall not apply to the spouse or fiancé of a Member. Liquor may not be supplied to a visitor except in the presence of the Member introducing such visitor.

## WINDING UP OR DISSOLUTION

69. In the event of the Club being disbanded, the assets and property, after payment of all just debts and liabilities, shall not be distributed to Members but shall be distributed to fund or funds with similar objects and/or to a fund or funds exclusively for charitable purposes **PROVIDED ALWAYS** that such process of winding up is not in conflict with the provisions of the Associations Incorporations Reform Act 2012 or any amendment thereof or substitution thereof.

## ALTERATION OF RULES AND STATEMENT OF PURPOSES

70. These Rules and Statement of Purposes of the Club shall not be altered except in accordance with the Associations Incorporation Reform Act 2012 or any amendment thereof or substitution thereof.

#### NOTICES

71. (a) A notice may be served by or on behalf of the Club upon any Member having voting rights or upon such other Member or Members as the Committee in its absolute discretion may decide either personally or by sending it by post to the Member at his or her address shown in the Register of Members. Notice of every meeting shall be given in any manner hereinbefore authorised and to the Auditor or Auditors for the time being of the Club.

No other person shall be entitled to receive any notices of meetings.

(b) Where a document is properly addressed, prepaid and posted to a person as a letter the document shall, unless the contrary is proved to be, deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

(c) All documents required by or pursuant to these Rules to be delivered to the Club may be delivered to the registered office of the Club and no other place during the hours prescribed by the By-Laws of the Club from time to time as the time during which the Club premises shall be kept open for the use of Members. Any document delivered on a particular day but after closing hours so prescribed shall be deemed to have been delivered on the next day on which the Club premises are opened or deemed to be opened for the use of Members.

#### CLUB PROPERTY

72. Members shall not take away from the Clubhouse, except by permission of the Committee, or deface, tear or injure any articles that are the property of the Club. Any Members removing, breaking or any way injuring such articles shall pay the value of such articles to the Club.

#### COMPLAINTS AND DISPUTES

73. (a) All complaints must be made in writing to the Honorary Secretary and none need be attended to unless this form is complied with.

(b) In the event of a dispute between a Member and another Member, or a Member and the Club the procedures for dealing with disputes and mediation as outlined in the Associations Incorporation Reform Act 2012 Model Rules shall apply.

#### INTERPRETATION OF RULES

74. In the event of any difficulty arising as to the meaning of these Rules, or on any matter not provided for in these rules, the Committee shall have the Power to give a decision, which decision shall be final unless varied by the Club in General Meeting.

## ADDENDUM:

The Associations Incorporation Reform Act 2012 applies the following regulations in relation to a person holding, or having held a position on Committee:

A Member or former Member of the Committee of the Club, under the financial penalty as prescribed under the Association Incorporation Reform Act 2012, must not knowingly or recklessly make improper use of his or her position in the Club or information acquired by virtue of his or her position so as to gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person so as to cause a detriment to the Club.

Any Member of the Committee who has any direct or indirect pecuniary interest in a contract, or proposed contract, with the Club must disclose the extent of his or her interest in the contract to the Committee and in the financial statements submitted at the next Annual General Meeting under the financial penalty as prescribed under the Associations Incorporation Reform Act 2012.

Committee Members who have a pecuniary interest in a contract shall not take part in any decision of the Committee in respect to that contract under the financial penalty as prescribed under the Associations Incorporations Reform Act 2012.