



Sebastopol Bowling Club

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**1. NAME OF THE INCORPORATED ASSOCIATION**

The name of the Incorporated Association is **SEBASTOPOL BOWLING CLUB INCORPORATED (the Club)**

**2. INTERPRETATIONS & DEFINITIONS**

2.1 In these Rules unless a contrary intention appears:

<i>The term:</i>	<i>means:</i>
Act	the Associations Incorporation Act 1981 and the regulations made pursuant to that Act.
Appeals Committee	a committee of 3 persons established by the Board under Rule 11.7 when a notice of appeal has been received under Rule 11.5(c)(ii), the members of which meet the criteria set out in Rule 11.8.
Associated Individual	a person who meets the criteria of an “associate” of the Club as defined in the Liquor Act &/or the Gaming Act (whichever is relevant at the time).
Authorised Gaming Visitor	the same as in the Liquor Act.
BDBD	Ballarat District Bowls Division Inc.
Board.	the board of management of the Club as constituted under Rule 24.
BV	Bowls Victoria Inc.
Club	Sebastopol Bowling Club Inc.
Financial Year	the year ending on the 31 <sup>st</sup> March each year.
Gaming Act	the <i>Gambling Regulation Act 2003</i> together with the Gambling Regulations made pursuant to the <i>Gambling Regulation Act 2003</i> .
Gaming Licence	gaming venue operators licence issued under the Gaming Act.
General Meeting	an annual general meeting or a special general meeting of Members convened in accordance with these Rules.
Law	all laws, Acts, regulations, binding codes and binding ethical, industry or professional requirements relevant to these Rules or the Club, as updated or replaced from time to time
Liquor Act	Liquor Control Reform Act 1998.
Liquor Licence	a licence issued under the Liquor Act authorising the sale of liquor at the Club’s premises.

Membership Year	the year ending on the 30 <sup>th</sup> June each year.
Regulations	regulations under the Act.
Rules	this constitution including the statement of purposes and where the context indicates a particular provision thereof.
Voting Members	Life Members and Ordinary Members who have, at the relevant time, paid all moneys due and payable to the Club.

(For example, if a Member has an outstanding annual subscription, that Member is not a Voting Member until the annual subscription is paid. Annual subscriptions are outstanding after 1 April in any year).

### **3. INTERPRETATION OF RULES**

- 3.1 If these Rules provide for any person (including any entity) to do anything or make an appointment or determination or act in any way, it means that the Board may also revoke and/or change that action or appointment or determination from time to time.
- 3.2 In these Rules unless the context indicates otherwise:
- (a) words in the singular 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 include any statute or statutory provision that amends, extends, consolidates or replaces the same and any orders, regulations, instruments or other subordinate legislation made under it;
  - (d) if an expression is defined, grammatical derivatives of that expression have a corresponding meaning; and
  - (e) expressions like 'includes', 'including', 'e.g.' and 'such as' are not words of limitation. Any examples that follow them are not to be taken as an exhaustive list.
- 3.3 If any dispute occurs as to the interpretation of any of these Rules, the dispute will be referred to the Committee whose decision will be binding on all Members unless and until that decision is reversed or altered by Law.

### **4. STATEMENT OF PURPOSES**

The objects for which the Club is established are:

- (a) to conduct, encourage, promote, advance and administer Bowls throughout the local area;
- (b) to act at all times, on behalf of and in the interest of Members and the sport of Bowls;

- (c) to maintain and conduct a Club of a non-discriminatory character and to provide a Clubhouse, hospitality services, bowling greens and other conveniences for the use and recreation of the Members at such a place or places as decided by the Members;
- (d) to raise and borrow any money required for the purposes of the Club upon such terms and conditions and/or on such securities as may be determined;
- (e) to purchase, take, lease, exchange, hire or otherwise acquire any real or personal property and other rights and privileges necessary or convenient for the purpose of the Club;
- (f) to construct, alter, add to, or maintain all buildings and other property belonging to the Club;
- (g) to sell, mortgage, improve, manage, develop, lease, indemnify, dispose, turn to account or otherwise deal with all or any part of the property of the Club except that the Club is prohibited from making any distribution whether in money, property or otherwise to its Members;
- (h) to affiliate with BV, BDBD and any other body approved by the Board;
- (i) to apply for, hold and renew any licences, permits, authorities or entitlements of any kind that the Club considers necessary or appropriate, any permit or authority hereunder;
- (j) to formulate and put into effect other objectives as the Members shall determine, but always to have in mind the advancements and best interests of the game of bowls and the engendering by association of a fraternal feeling amongst bowlers;
- (k) to do all things as are incidental or necessary for the purpose of the above objects.

## **5. MEMBERSHIP**

5.1 The Club shall consist of the following classes of Members:

- (a) Ordinary Members
- (b) Life Members
- (c) Social Members
- (d) Junior Members
- (e) Honorary Members
- (f) Special Members
- (g) Hospitality Members

- 5.2 Subject to Rule 5.3 every person who at the adoption of these Rules is a Member shall be a Member in the same class as applied to the Member immediately prior to the adoption of these Rules.
- 5.3 If there is doubt as to the applicable class, the Board shall apply a class of Membership that most closely resembles the class of Membership that applied to the Member immediately prior to the adoption of these Rules.
- 5.4 No person shall 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 these Rules and the admission or exemption is in accordance with these Rules.

## **6. CLASSES OF MEMBERSHIP**

### **6.1 Ordinary Member**

Any person over the age of 18 years may apply to become an Ordinary Member.

### **6.2 Life Member**

- (a) Subject to Rule 6.2(e) and after receipt of a recommendation under Rule 6.2(b), the Board may resolve to nominate for Life Membership any Ordinary Member who has been recommended in accordance with clause 6.2(b) and whom the Board resolves has rendered valuable service or assistance to the Club.
- (b) Recommendations for Life Membership must be:
  - (i) made by a Voting Member in writing; and
  - (ii) submitted to the Board for consideration.
- (c) If the Board resolves to nominate a Member for Life Membership, the nomination shall be put to a vote of the Members at the next Annual General Meeting after the meeting at which the Board's resolution was made.
- (d) The election of a Member as a Life Member shall be by secret ballot and require a simple majority.
- (e) There shall not be, at any time, more than 15 Life Members.
- (f) Life Members shall not be required to pay annual subscriptions.
- (g) Life Membership may be withdrawn in accordance with the provision set out in Rule 11 (Discipline of Members).

### **6.3 Social Members**

- (a) Any person over the age of 18 who wishes to participate in the Club's sports and recreational activities other than playing lawn bowls may apply to become a Social Member.
- (b) Social Members have NO rights to:
  - (i) vote at General Meetings;
  - (ii) to stand for election for Board or Bowls Committee positions; nor

- (iii) propose or second Members for election for Board or Bowls Committee positions.

#### 6.4 Junior Members

- (a) Any person who has not attained the age of 18 years, may apply to become a Junior Member.
- (b) Junior Members who turn 18 years old will be transferred to Ordinary Membership at the next Membership renewal date after their 18th birthday.
- (c) Junior Members have NO rights to
  - (i) vote at General Meetings;
  - (ii) to stand for election for Board or Bowls Committee positions; nor
  - (iii) propose or second Members for election for Board or Bowls Committee positions.

#### 6.5 Honorary Member

- (a) Any person who meets one or more of the following criteria shall 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 organised by the Club and 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) Any member of a bowling club, on introduction by a Member may be admitted as an Honorary Member for a period not exceeding fourteen consecutive days without payment of any subscription and the Board shall have power to extend the period on conditions determined by the Board.
- (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 General Manager will keep appropriate records of the names and addresses of all Honorary Members. Such records shall specify the occasion or period in respect of which Honorary Membership is granted.
- (e) The Board shall have the power to cancel the Membership of any Honorary Member without notice and without assigning any cause therefore.
- (f) Honorary Members have NO rights to
  - (i) vote at General Meetings;
  - (ii) to stand for election for Board or Bowls Committee positions; nor

- (iii) propose or second Members for election for Board or Bowls Committee positions.

#### 6.6 Special Member

- (a) The Board may resolve to appoint as Special Members on such conditions and for such period as the Board shall determine:
  - (i) Public officials,
  - (ii) Civic or parliamentary dignitaries;
  - (iii) Sponsors; and
  - (iv) Members and past Members who have contributed significantly to the Club.
- (b) Special Members have NO rights to:
  - (i) vote at General Meetings;
  - (ii) to stand for election for Board or Bowls Committee positions; nor
  - (iii) propose or second Members for election for Board or Bowls Committee positions.

#### 6.7 Hospitality Member

- (a) Any person over the age of 18 years who wishes to enjoy only the licensed hospitality facilities of the Club may apply to become a Hospitality Member.
- (b) Application for Hospitality Membership shall be in writing on a form approved by the Board from time to time.
- (c) The application is to be delivered to the Club, addressed to the General Manager and once the appropriate entrance fee (if any) is paid by the applicant to the Club, the applicant becomes a Hospitality Member pending approval of the Board. The Board will consider applications for Hospitality Membership at the Board meeting following receipt of the application.
- (d) If the Board approves the application, as soon as practicable after it is approved by the Board the Secretary will:
  - (i) notify the applicant in writing of the approval;
  - (ii) deliver a membership card to the new Hospitality Member; and
  - (iii) enter the applicant's name in the Register of Members.
- (e) If the Board rejects the application as soon as practicable after it is rejected by the Board, the Secretary will notify the applicant in writing of the rejection and shall not be required to provide any reasons for the rejection.
- (f) Hospitality Members have NO rights to
  - (i) vote at General Meetings;
  - (ii) to stand for election for Board or Bowls Committee positions; nor
  - (iii) propose or second Members for election for Board or Bowls Committee positions.



## **7. APPLICATION FOR MEMBERSHIP**

7.1 This Rule applies to applications for 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 6.

7.2 Applications for Membership will be:

- (a) in writing on a form approved by the Board;
- (b) signed by a proposer and a seconder both of whom are Members in one of the following classes:
  - Ordinary Membership;
  - Social Membership; and
  - Junior Membership;
- (c) lodged with the Secretary;
- (d) displayed in a conspicuous place in the Club's premises for at least 7 days before the Board Meeting under Rule 7.3; and
- (e) Accompanied by the relevant application fee, which shall be refunded if the application is not approved.

7.3 As soon as practicable after the application has been displayed in accordance with Rule 7.2(d), the Secretary shall refer the application to the Board at a duly convened Board Meeting, and the Board will resolve whether to approve or reject the application.

7.4 If the Board approves the application, as soon as practicable after the application is approved by the Board, the Secretary will notify the applicant in writing of the

approval and request payment of the first year's subscription within the time specified in the notice.

- 7.5 On receipt by the Club of the payment of the annual subscription, the applicant will be admitted to Membership and the Secretary will enter the applicant's name in the Register of Members.
- 7.6 If the Board rejects the application as soon as practicable after it is rejected by the Board, the Secretary will notify the applicant in writing of the rejection and shall not be required to provide any reasons for the rejection.
- 7.7 Any omission from, inaccuracy or misrepresentation in the particulars relating to the applicant or their description, shall render the election void at any time at the discretion of the Board.

## **8. BOWLS SECTION AND BOWLS COMMITTEE**

- 8.1 All Members who are registered bowls players will be Bowls Section Members.
- 8.2 Qualification for registration as a bowls player and a Bowls Section Member will be set by the Board from time to time and will comply with any requirements of BV.
- 8.3 Bowls Section Members who are Voting Members will elect from amongst themselves a Bowls Committee.
- 8.4 The composition and term of office of the Bowls Committee will be as directed by the Bowls Section Members from time to time and as approved by the Board in the by-laws.
- 8.5 The election of the Bowls Committee will be in such reasonable manner as directed by the Bowls Section Members and approved by the Board in the by-laws.
- 8.6 The Bowls Committee will be responsible for organising and regulating the conduct of Bowls and will conduct its business in such reasonable manner as the Bowls Committee determines from time to time PROVIDED ALWAYS that all activities of the Bowls Committee and Bowls Section shall 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.
- 8.7 Not later than 10 days after the last day of March of each year, the Bowls Committee shall submit to the Treasurer a copy of the Bowls Sections' Annual Financial Statement showing details of moneys received and expended in connection with the Bowls Sections' activities. This statement shall be audited by the Club's auditor.
- 8.8 The Club will maintain affiliation with BV and BDBD (and/or any other organisation as approved from time to time by the Board), and the conduct of Bowls and the procedures of the Bowls Section and Bowls Committee will comply with all requirements of BV and BDBD.

## **9. REGISTER OF MEMBERS**

The Secretary will keep on the Club's premises a register of the Members containing the names, addresses, email addresses phone numbers, mobile phone

numbers, date of commencement of membership and the date of birth of all Members and the date of the most recent payment by each Member of their annual subscription.

## **10. CESSATION OF MEMBERSHIP**

- 10.1 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 shall be liable to pay the annual subscription for the next ensuing Membership Year.
- 10.2 If a notice of resignation is stated to be effective prior to 30 June in any year, the resigning Member shall not be entitled to any refund of fees or subscriptions paid.
- 10.3 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 shall cease to be a Member.
- 10.4 A Member ceases to be a Member if they are expelled as a result of disciplinary action in accordance with Rule 11.
- 10.5 If a Member ceases to be a Member for any reason (including as a result of disciplinary action in accordance with Rule 11, the Member shall remain liable to pay any subscription or fee due at the time that Membership ceases and shall not be entitled to any refund of any subscription or fee paid in advance, unless otherwise determined by the Board.

## **11. DISCIPLINE**

- 11.1 If the Board receives information, in writing, orally or otherwise (**the Information**), alleging that a Member:
  - (a) has refused or neglected to comply with these Rules; or
  - (b) has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Club
  - (c) then the Board will:
  - (d) convene a meeting to consider the Information, which Board Meeting will be held between 14 and 28 days after the delivery of the notice under Rule 11.2.
- 11.2 The Secretary will give the relevant Member written notice of the Board Meeting and the notice will:
  - (a) set out that the Board will consider the Information at a Board Meeting;
  - (b) advise the Member that at the Board Meeting, the Board may determine to sanction the Member;
  - (c) contain a copy or a précis of the Information;
  - (d) state the date, place and time of the Board Meeting;
  - (e) state that the relevant Member may:

- (i) attend that Board Meeting with or without representative/s and address the Board on the Information and the imposition of a sanction; and/or
    - (ii) give to the Secretary before the Board Meeting a written statement addressing the Information and the imposition of a sanction; and
  - (f) contain a copy of the discipline procedure set out in the Rules.
- 11.3 The Secretary will give each Board Member a copy of the Notice and attachments provided to the Member under Rule 11.2.
- 11.4 At the Board Meeting, the Board will:
- (a) give the Member an opportunity to be heard on the substance of the Information and any sanction to be imposed on the Member;
  - (b) give due consideration to any written statement submitted by the Member; and
  - (c) by resolution determine whether the Member should be sanctioned, and if so, decide to:
    - (i) expel the Member from the Club;
    - (ii) suspend the Member from the Club for a specified period; or
    - (iii) impose any appropriate requirement or restriction on the Member.
- 11.5 The Secretary will as soon as practicable after the Board Meeting give the Member a written notice setting out:
- (a) the resolution of the Board;
  - (b) that the Member may, not later than 48 hours after receipt of the notice, give the Secretary a written notice to the effect that they wish to appeal against the resolution to the Appeals Committee; and
  - (c) that if they choose to appeal the resolution they may:
    - (i) attend the Meeting of the Appeals Committee; and/or
    - (ii) give to the Secretary before the date of the Appeal Committee Meeting a written statement seeking revocation of the Board's resolution and setting out the Member's grounds for the revocation.
- 11.6 Where the Secretary receives notice under Rule 11.5(b):
- (a) the sanction imposed under Rule 11.4(c) will be effective unless and until it is revoked in accordance with Rule 11.10(b);
  - (b) the Secretary will notify the Board of the Member's Appeal; and
  - (c) the Board will convene a Meeting of the Appeals Committee to be held not more than 21 days after the date on which the Secretary received the notice under Rule 11.5(b).

- 11.7 The Board may appoint any 3 Members who meet the criteria set out in Rule 11.8 to constitute the Appeals Committee.
- 11.8 A person qualifies to be part of the Appeals Committee if they meet all of the following criteria:
- (a) is not a current Board Member;
  - (b) is not the Member being sanctioned nor a person who has provided any of the Information;
  - (c) is not related to the Member being sanctioned nor to a person who has provided any of the Information; and
  - (d) the appointment of whom would not give rise to an accusation of bias or compromise of natural justice.
- 11.9 At the Appeals Committee Meeting convened under Rule 11.6(c):
- (a) the Board may provide details of the grounds for the Board's resolution and the reasons for the passing of the Board's resolution, and these details will be tabled at the Appeals Committee Meeting;
  - (b) the Member will be given an opportunity to be heard, and/or may submit a written statement to the Appeals Committee prior to the Appeals Committee Meeting; and
  - (c) the Appeals Committee will consider all material before it.
- 11.10 If the Appeals Committee:
- (a) votes by simple majority in favour of the confirmation of the Board's resolution, the Board's resolution is confirmed; and
  - (b) in any other case, the Board's resolution is revoked.
- 11.11 If the Appeals Committee revokes the Board's resolution, the Appeals Committee may by simple majority determine that, based only on the information before it, the Member has refused or neglected to comply with these Rules or has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Club and substitute a different sanction in place of the sanction determined by the Board.
- 11.12 Throughout the disciplinary procedure the Board and the Appeals Committee will observe the principles of natural justice and afford procedural fairness to the Member.

## **12. DISPUTES AND MEDIATION**

- 12.1 The grievance procedure set out in this Rule 12 applies to disputes under these Rules between:
- (a) a Member and another Member; or
  - (b) a Member and the Club.

- 12.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 12.3 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 10 days, hold a meeting in the presence of a mediator.
- 12.4 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, a person who is a mediator appointed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 12.5 A Member of the Club can be a mediator.
- 12.6 The mediator cannot be a Member who is a party to the dispute.
- 12.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 12.8 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.
- 12.9 The mediator must not determine the dispute.
- 12.10 If the mediation process does not result in the dispute being resolved, the parties may, if it is a dispute between members, agree to refer the dispute to the Board for resolution and agree to be bound by the decision of the Board. The Board may take into account any further statements of the parties provided at the mediation and any further documentation and verbal evidence that it is given before making its decision.
- 12.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute at law.

### **13. FEES & SUBSCRIPTIONS**

- 13.1 Subject to Rule 13.2, the application fee, playing fee and annual subscription for each class of Membership shall be determined by the Board, and the Board shall

be at liberty to determine that there shall be no application or annual subscription for any particular class of Membership or particular Member.

- 13.2 Any increase in annual subscriptions for any particular class of Membership of more than 10% will not take effect unless and until the Members at a General Meeting ratify it.
- 13.3 All annual subscriptions shall be payable in advance on 1 June and are due no later than 30 June in each year.
- 13.4 If a Member fails to pay the relevant fee and/or subscription within one month of it becoming due, the defaulting Member shall cease to be a Member and shall cease to be entitled to any of the privileges of Membership. For the avoidance of doubt:
  - (a) if a Member has not paid annual subscription by 1 July in any year, the Member ceases to be a Voting Member until the annual subscription is paid; and
  - (b) if a Member has not paid annual subscription by 31 July in any year the Member ceases to be a Member.
- 13.5 The Board may, at its discretion, grant extensions of time for payment of fees and/or subscriptions for all Members or particular Members, and may reinstate a Member who has ceased to be a Member by virtue of Rule 13.4 upon payment of outstanding fees and/or subscriptions without the requirement for the ceased Member to reapply for Membership.
- 13.6 Should any Member cease to be a Member that former Member may be re-admitted to Membership on application in accordance with these Rules.
- 13.7 The Board may determine that all Members or particular Members may pay subscriptions and/or fees by instalments and may pro-rata the payment of annual subscriptions for Members who join after 1 January in any year.

#### **14. CALLS**

- 14.1 The Members in General Meeting shall have the power to make calls upon Members or particular classes of Members.
- 14.2 A call shall be a "fee" for the purposes of these Rules and non-payment of a call by any Member shall be subject to the provisions of Rule 13.4 and Rule 13.5.

#### **15. FUND**

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

#### **16. PAYMENTS**

All payments on behalf of the Club shall be made by credit card, cheque or any other means authorised by the Board signed by such persons duly authorised by the Board from time to time.

## **17. ANNUAL GENERAL MEETINGS**

- 17.1 There shall be an Annual General Meeting held not later than 2 months after the end of the financial year on such day and at such place as the Board determines.
- 17.2 The Annual General Meeting shall be specified as such in the notice convening it.
- 17.3 The ordinary business of the Annual General Meeting shall 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 conduct a ballot if required for Members of the Board in accordance with these Rules;
  - (d) to receive and consider the audited financial statement submitted by the Club in accordance the relevant legislation;. and
  - (e) To include all matters stated in the 'Rules'. e.g. appointment of auditors.
- 17.4 The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- 17.5 The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

## **18. SPECIAL GENERAL MEETINGS**

- 18.1 All General Meetings other than the Annual General Meeting shall be Special General Meetings.
- 18.2 The Board may, whenever it thinks fit, convene a Special General Meeting.
- 18.3 If, but for this Rule 18.3, more than 18 months would elapse between Annual General Meetings, the Board must convene a Special General Meeting before the expiration of that period.
- 18.4 The Board shall, on the requisition in writing of Members representing not less than 15 Voting Members, convene a Special General Meeting.
- 18.5 The requisition for a Special General Meeting shall state the business of the meeting and shall contain the name and the signature of the Voting Members making the requisition and be delivered to the Secretary and may consist of several documents in a like form, each signed by one or more of the Voting Members making the requisition.
- 18.6 If the Board does not cause a Special General Meeting to be held within 6 weeks after the date on which the requisition is delivered to the Secretary under Rule 18.5, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after the date on which the requisition is delivered.
- 18.7 A Special General Meeting convened by Members in pursuance of Rule 18.6, shall 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 meeting shall be refunded by the Club to the persons incurring the expenses.

## **19. NOTICE OF MEETINGS**

- 19.1 In the case of Annual General Meetings, the Secretary must provide a preliminary notice in accordance with Rule 19.2. The preliminary notice is in addition to the notice referred to in 19.5.
- 19.2 The Secretary shall at least 35 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; and
  - (c) the requirement to lodge notice of special business with the Secretary at least 28 days prior to the date fixed for the Annual General Meeting.
- 19.3 The preliminary notice referred to in Rule 19.2 shall be by way of newsletter or notice posted on the notice Board or such other manner as the Board determines.
- 19.4 A Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary at least 28 days prior to the meeting, and the Secretary shall include that business in the notice calling the next General Meeting after the receipt of the notice.
- 19.5 In the case of both Annual General Meetings and Special General Meetings the Secretary shall, at least 21 days before the date fixed for holding an Annual General Meeting and/or a Special General Meeting, cause a notice of the meeting to be posted on the notice Board in the Clubhouse, posted on the Club's website and sent by email to all Voting Members who have email addresses.
- 19.6 The notice of General Meeting shall state the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 19.7 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

## **20. PROCEEDINGS AT MEETINGS**

- 20.1 All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting, with the exception of that specially

referred to in these Rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.

- 20.2 No item of business shall be transacted at a General Meeting unless a quorum of Voting Members is present in person during the time when the meeting is considering that item.
- 20.3 Thirty Voting Members personally present constitute a quorum for the transaction of the business of a General Meeting.
- 20.4 If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:
- (a) if the meeting is convened upon the requisition of Members it shall be dissolved; and
  - (b) in any other case shall 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 is posted on the notice board in the Clubhouse and advertised on the Club’s Website before the day to which the meeting is adjourned –and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Voting Members present (being not less than 15) shall be a quorum.
- 20.5 The Chairman, or in the Chairman’s absence, the Vice-Chairman, shall preside as Chairman at each General Meeting.
- 20.6 If the Chairman and the Vice-Chairman are absent from a General Meeting, the Voting Members present shall elect 1 of their number to preside as Chairman at the meeting.
- 20.7 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 shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.
- 20.8 Where a meeting is adjourned for 14 days or more, a notice of the adjourned meeting shall be given as in the case of the General Meeting.
- 20.9 Except as provided in Rule 20.8, 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.

## **21. VOTING AT GENERAL MEETINGS**

- 21.1 Only Voting Members are entitled to vote at General Meetings.
- 21.2 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.

21.3 Upon any question arising at a General Meeting, each Member in attendance or by proxy will have 1 vote only, except in the event of an equality of votes when the Chairman shall have a second or casting vote.

21.4 All votes shall be given personally or by proxy.

21.5 If at a meeting a poll on any question is demanded by not less than three Members, it shall be taken at that meeting, in such 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.

21.6 A poll that is demanded on the election of a Chairman or on a question of an 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.

## **22. PROXIES**

22.1 A Voting Member who is unable to attend a General Meeting (**the Appointee Member**) may appoint the Chairman of the General Meeting (**the Proxy**) to act as the proxy for the Appointee Member.

22.2 An appointment of proxy will be in writing on a form approved by the Board and will:

(a) be delivered to the Secretary no later than the time for commencement of the General Meeting for which the proxy applies or, at the discretion of the Chairman, prior to the vote for which the proxy applies; and

(b) direct the proxy how the Appointee Member's vote is to be cast, ie either for or against a resolution or, in the case of an election, for particular candidates, and may direct that the proxy vote be cast in a different way depending on the outcome of the ballot for positions that appear earlier Rule 26.8.

## **23. NON-COMPLIANCE WITH RULES**

Inadvertent non-compliance with any of the Rules shall not render any proceedings void.

## **24. THE BOARD OF MANAGEMENT**

24.1 The business and affairs shall be under the management of the Board of Management.

24.2 The Board of Management shall consist of:

(a) Chairman.

- (b) Vice-Chairman.
- (c) Secretary.
- (d) Treasurer.
- (e) Director (A).
- (f) Director (B).
- (g) 2 Directors who are members of the Bowls Committee; and
- (h) Subject to Rule 24.6, the General Manager.

24.3 The Board shall control and manage the business affairs of the Club and, subject to these Rules and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members.

24.4 Subject to these Rules and the Act, the Board has the power to perform all such acts and things, including the making of by-Laws and policies, as appear to the Board to be beneficial for the proper management of the business and affairs of the Club.

24.5 The Board shall not, without the prior approval of the Members in General Meeting, dispose of or demise any part of the real property of the Club.

24.6 The General Manager shall be a non-voting observer at all Board Meetings and will be entitled to receive all notices and minutes of Board Meetings including copies of all tabled documents, UNLESS the Club is exempted by the VCGLR from the requirement of item 1(f) of the Schedule 1 to the Liquor Act in respect of that particular General Manager.

**25. TERM OF BOARD MEMBERS**

25.1 Board Members shall be elected for a term of 2 years, and the term of Board Members shall expire at the conclusion of the second Annual General Meeting after their election, unless terminated earlier in accordance with these Rules.

25.2 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 these Rules.

25.3 Retiring Board Members shall be eligible for re-election.

**26. ELECTION OF BOARD MEMBERS**

26.1 Only Voting Members shall be eligible for election to the Board.

26.2 Nominations of candidates for election to fill vacancies on the Board:

- (a) shall be made in writing on a form approved by the Board;
- (b) shall contain the name and signature of a proposer and a seconder both of whom shall be Voting Members not being the candidate;
- (c) shall 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 Liquor Licence or Gaming 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 and/or gaming venue; and
  - (e) shall, be delivered to the Secretary, together with the form/s referred to in this Rule, not less than 28 days before the date fixed for the holding of the Annual General Meeting.
- 26.3 If the Secretary finds that any nomination contains an anomaly or is not accompanied by the form/s required by the previous Rule 26.2(d) the Secretary shall notify the person concerned of the anomaly and where it is practicable to do so, shall 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.
- 26.4 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be called for at the Annual General Meeting.
- 26.5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 26.6 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held at the Annual General Meeting in accordance with these Rules and in such reasonable manner as directed by the Board.
- 26.7 The Voting Members at the Annual General Meeting may appoint scrutineers to oversee the counting of votes.
- 26.8 Depending on which positions are vacant the ballot shall be conducted in the following order:
- 1<sup>st</sup> Chairman
  - 2<sup>nd</sup> Vice-Chairman
  - 3<sup>rd</sup> Secretary
  - 4<sup>th</sup> Treasurer
  - 5<sup>th</sup> Directors –
- and the outcome of the ballot for each position will be declared before the voting for the next position is opened. Members who have appointed a proxy may provide on the proxy form for their vote to be cast differently depending on who wins the earlier positions – (see Rule 22.2(b)).
- 26.9 Serving Board Members may nominate for other positions on the Board and if a serving Board Member is elected to another position on the Board, the position

of that Serving Board Member will be vacated and may be filled for the remainder of the term in accordance with Rule 26.13.

- 26.10 The candidates receiving the highest number of votes shall be elected subject to Rule 26.12.
- 26.11 If 2 or more candidates receive an equal number of votes for the same position, the Chairman shall decide the winner by lot.
- 26.12 If a candidate has nominated for more than 1 position and the candidate is elected to a position which appears earlier in the order set out in Rule 26.8, then all other votes for that candidate for positions that appear later in Rule 26.8 shall be discarded.
- 26.13 Where an insufficient number of nominations have been received, or a vacancy is created under Rule 26.9, the Chairman of the Annual General Meeting shall call for nominations from the floor of the Annual General Meeting and conduct a ballot in such appropriate manner, as the Board shall determine.

## **27. CASUAL VACANCY ON THE BOARD**

- 27.1 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 their Membership suspended in accordance with Rule 11;
  - (c) the Board Member is absent from 3 consecutive meetings of the Board without apology;
  - (d) subject to Rule 27.2, the Board Member has a material interest in a matter that is being considered by the Board and:
    - (i) fails to declare that interest to the Board as soon as practicable;
    - (ii) is present while the matter is being considered at the meeting; or
    - (iii) votes on the matter;
  - (e) the Board Member resigns their position by notice in writing given to the Secretary;
  - (f) the Board Member is removed from the Board in accordance with Rule 28 and the Members do not appoint a replacement Board Member at the General Meeting;
  - (g) the Board Member's position is not filled at an election or subsequent ballot at the Annual General Meeting held in accordance these Rules;
  - (h) subject to Rule 27.3, during any time that the Club holds a gaming venue operator's licence and or a liquor licence:
    - (i) if, within three months of the Board Member's election or appointment, they fail 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 licence; or

- (ii) if at any time during their term the Board Member becomes ineligible to be a person associated with any organisation that holds a gaming venue operator's or liquor licence.
- 27.2 Notwithstanding Rule 27.1(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 position of the Board Member is not vacated.
- 27.3 Notwithstanding 27.1(h)(i), the position of a Board Member who is not approved by the VCGLR is not vacated if the Board Members who are approved by the VCGLR pass a resolution that the position of the Board Member is not vacated PROVIDED ALWAYS that the Board Member who is not an Associated Individual for the purposes of the Club's Gaming Licence will take no part in any decision regarding the Club's conduct of gaming.
- 27.4 The Board may appoint a Voting Member to fill any casual vacancy and the Member so appointed shall hold the position for the remainder of the term that the vacating Board Member would have served.

## **28. REMOVAL OF BOARD MEMBER**

- 28.1 The Voting Members in a General Meeting may by resolution remove any Board Member before the expiration of their term and appoint another Member in their stead to hold office until the expiration of the term of the removed Board Member.
- 28.2 If a Board Member is removed in accordance with Rule 28.1, the removal of the Board Member is not invalidated by the fact that the Members did not appoint another Member to the Board, and if another Member is not appointed to the Board, a casual vacancy shall exist for the Board position.
- 28.3 A Board Member to whom a resolution referred to in Rule 28.1 is directed may make representations in writing to the Secretary, which shall not exceed a reasonable length, and the Secretary shall ensure that a copy of the representations is sent to each Voting Member and/or the Board Member may require that the representations are read to the Members at the General

Meeting prior to the Members voting on the resolution to remove the Board Member.

## **29. PROCEDURE OF THE BOARD**

- 29.1 The Board shall meet at least 10 times in each year for the transaction of the business of the Club and all resolutions and proceedings of meetings shall be entered in a minute register.
- 29.2 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.
- 29.3 Any four Board Members or the Chairman may require the Secretary to convene a special meeting of the Board, and the Secretary shall on the requisition of 4 Board Members or the Chairman convene a special meeting of the Board.
- 29.4 No business shall be transacted at any meeting unless each Board Member has been given reasonable notice of the meeting.
- 29.5 Any 4 Board Members shall constitute a quorum for the transaction of the business of a meeting of the Board.
- 29.6 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the Chairman shall adjourn the meeting to an appropriate time and place unless the meeting was a meeting requisitioned by Board Members pursuant to Rule 29.3 in which case it lapses.
- 29.7 If a meeting is adjourned in accordance with the Rule 29.6, each Board Member shall be notified of the place and time for the meeting.
- 29.8 The Chairman or Vice Chairman, or in their absence, a Board Member appointed by the Board Meeting shall preside at Board Meetings.
- 29.9 Questions arising at a Board Meeting or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by 2 Members, by a poll taken in such manner as the person presiding at the meeting may determine.
- 29.10 Each Board Member, including the presiding Board Member, will have 1 vote and in the event of an equality of votes, the person presiding at the meeting shall have a casting vote.
- 29.11 Subject to the requirement for a quorum the Board may act notwithstanding any vacancy on the Board.

## **30. VALIDATING ACTS OF THE BOARD**

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



### **31. DUTIES OF BOARD MEMBERS**

- 31.1 Subject to Rule 32, the Board Members shall fulfil all the duties assigned to them by these Rules.
- 31.2 Subject to these Rules:
- (a) the Chairman will preside at Board Meetings and General Meetings and keep order in all proceedings in accordance with the Rules and by-laws; and
  - (b) the Vice-Chairman will act as Chairman in the Chairman's absence.
- 31.3 The Secretary shall be responsible for:
- (a) preparation and lodgement with the relevant authorities returns, statements and forms in accordance with any relevant legislation; and
  - (b) the taking of accurate minutes of Board Meetings, General Meetings and Special General Meetings;
- 31.4 Unless otherwise determined by the Board, the Secretary shall assume the responsibilities of the Secretary for the purposes of the Act.
- 31.5 The Treasurer shall cause to be kept correct 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:
- (a) the sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place; and
  - (b) the assets and liabilities of the Club.
- 31.6 The Treasurer shall cause to be prepared annual financial statements for presentation at the Annual General Meeting in accordance with the Act as it is amended from time to time.

### **32. GENERAL MANAGER**

- 32.1 The Board shall be empowered to engage a General Manager on terms and conditions that the Board considers appropriate and who shall be required to act diligently, honestly and faithfully in the best interests of the Club and carry out

the directions of the Board and to whom the Board may delegate the duties of any Board Member.

- 32.2 Unless otherwise determined by the Board, the General Manager will be the Club's nominee for the purposes of the Gaming Act and the Liquor Act.

### **33. SUB-COMMITTEES**

- 33.1 The Board may from time to time appoint any sub-committees and may delegate to the sub-committees such of the powers or duties of the Board as the Board may determine.
- 33.2 The business of sub-committees shall be conducted in accordance with the direction of the Board and sub-committees shall conform to any by-laws that may be prescribed by the Board.
- 33.3 All sub-committees shall report to the Board and decisions of a sub-committee shall be subject to confirmation of the Board except where the sub-committee has been given express power to act by the Board.
- 33.4 The Chairman shall be an ex-officio Member of all sub-committees.

### **34. INDEMNITY**

- 34.1 No Board Members shall 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.
- 34.2 To the full extent allowed by the Law, the Board and each Board Member shall 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 or a Board Member of any of the duties, powers or privileges conferred or imposed on them by these Rules or any amendment thereof.

### **35. APPLICATION OF PROFIT**

- 35.1 The Club is a non-proprietary, non-profit Club.
- 35.2 The profits and other income of the Club shall be applied to the promotion of the purposes set out in Rule 4 and no payment of any dividends or distribution of profit or income to, or amongst, the Members shall be made.
- 35.3 No person shall receive a greater profit, benefit or advantage than that received by every Member other than salary or wages paid to employees, payment for services rendered, interest for money lent or honorarium approved under Rule 35.4.
- 35.4 Honoraria may be paid by the Club to Members in accordance the following procedures:
- (a) the Board may, prior to the Annual General Meeting in any year, determine to recommend to the Annual General Meeting the payment of honoraria in the next year;
  - (b) the Board's recommendation under Rule 35.4 will be considered by the Voting Members at the Annual General Meeting following the determination of the Board; and

- (c) the Voting Members at the Annual General Meeting may resolve to accept, decline or vary the Board's recommendation under Rule 35.4.

35.5 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 for the supply of liquor.

### **36. SUPPLY OF LIQUOR**

The Club shall supply liquor only in strict compliance with all legal requirements regarding the supply of liquor under the Liquor Act.

### **37. VISITORS TO THE CLUB**

37.1 Members shall be entitled to introduce visitors to the Club premises as guests of the Members.

37.2 A visitor shall 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.

37.3 Authorised gaming visitors must:

- (a) produce evidence of 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; and
- (c) comply with all relevant Rules and by-laws of the Club whilst on the licensed premises of the Club.

### **38. VISITORS' REGISTER**

The Club shall maintain a visitors' register recording the name of each visitor to the Club, the date of admission and whether the visitor was:

- (a) introduced as a guest of a Member – in which case the register shall record the name of the guest and the name of the introducing Member; OR
- (b) an Authorised Gaming Visitor – in which case the register shall record the residential address of the visitor.

### **39. ALTERATION OF RULES AND STATEMENT OF PURPOSES**

No alteration or addition to these Rules and statement of purposes shall be made except by means of a special resolution at a General Meeting where:

- (a) at least 21 days notice of the intention to propose the resolution has been delivered to all Voting Members; and
- (b) the resolution of the is passed by at least 75% of the Voting Members present who cast a vote.

#### **40. NOTICES**

- 40.1 Unless otherwise provided in these Rules, a notice may be served by or on behalf of the Club upon any Member either personally or by sending it by facsimile, email or post to the Member at their address shown in the Register of Members.
- 40.2 Where a document is properly addressed and sent to a person, the document shall, 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.

#### **41. WINDING UP OR CANCELLATION**

- 41.1 The Members at a General Meeting may, by the Special Resolution resolve to dissolve the Club.
- 41.2 Such Special Resolution shall 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 41.1;
  - (b) Not less than one-half of the Voting Members are present in person or by proxy and voting at the Special General Meeting; and
  - (c) Not less than three-quarters of those present and voting at the Special General Meeting vote in favour of the resolution.
- 41.3 If the conditions set out in the previous Rule 41.2 are met, the Board shall proceed to realise the property of the Club and after the discharge of all liabilities shall proceed to allocate all moneys to local sporting or social, organisations as specified by the majority of Members at the General Meeting referred to in Rule 41.1 and after completion of distribution the Club shall be dissolved.

#### **42. CUSTODY, RETURN AND INSPECTION OF BOOKS AND RECORDS**

- 42.1 Except as otherwise provided in these Rules, the Manager will keep in their custody or under their control, all books, documents and securities of the Club.
- 42.2 Members may on written request to the Board inspect free of charge and, for a reasonable fee, make a copy of:
- (a) the Members Register;
  - (b) the minutes of General Meetings; and
  - (c) subject to Rule 42.4, the financial records, books, securities and minutes of Board Meetings.
- 42.3 The Board must on request and free of charge make copies of these Rules available to Members and applicants for membership.
- 42.4 The Board may refuse to permit a Member to inspect and/or to copy the Club's records that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the Club's interests or not related to the good conduct of the Club.

#### **43. TRANSITION**

At the adoption of these Rules, the Board will be constituted by:

- (a) the persons elected to the Board at the Annual General Meeting in 2017 whose term will expire on the conclusion of the Annual General Meeting in 2019 if not terminated earlier under these Rules; and
- (b) the persons elected to the Board at the Annual General Meeting in 2016 whose term will expire on the conclusion of the Annual General Meeting in 2018 if not terminated earlier under these Rules.