



RINGWOOD GOLF CLUB

INCORPORATED REG. No. A7412

(Affiliated - Victorian Golf League)

P.O. Box 760, Heathmont 3135

RULES OF ASSOCIATION

SEPTEMBER 2019



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1. Name and Statement of Purpose

1. The name of the incorporated association is Ringwood Golf Club Incorporated. (In these Rules called “**the Club**”.)
2. The purposes for which the Club is established are:
 - a. to promote and develop interest in the game of golf;
 - b. to foster fellowship among all members;
 - c. to arrange, conduct, control inter-Club pennant matches, public tournaments, matches and/or competitions either all or jointly with any other Incorporated Clubs;
 - d. to co-operate with and correspond with similar organisations;
 - e. to amalgamate or enter any arrangement, reciprocal or otherwise, for union of interest, co-operation, joint venture, or concession with any body or Club controlling the game of golf;
 - f. to raise money by subscription, percentage, levy or otherwise from the Club members as the Club may from time to time;
 - g. solely for the purpose of furthering the purposes set out above, the Club shall have the power to –
 - i. invest and deal with monies of the Club not immediately required, in such manner as is from time to time thought fit;
 - ii. raise or borrow money upon such terms and in such a manner as it thinks fit;
 - iii. secure the repayment of monies so raised or borrowed or the repayment of debt or liability of the Club by giving mortgages, charges upon or over all or any of the property of the Club;
 - iv. do all such other things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Club;
 - v. act as trustee and accept and hold upon trust, real and personal estate, provided however that the Club shall not have power as trustee of a trust to do any act or thing that, if done by it or otherwise than as trustee, would contravene the provisions of the Act or the statement of purpose or the rules.
 - h. to recognise the services of past and present members of the Club;
 - i. to encourage residents and ratepayers of the City of Maroondah to become members of the Club.

2. Definitions

In these Rules, unless the contrary intention appears -

“**Act**” means the *Associations Incorporation Reform Act 2012* and the Act as in force from time to time;

“**By-Laws**” refers to rules governing the functioning of the club. The committee shall have the power to make, alter, repeal the By-Laws for the conduct and management of the Club provided however that no By-Law shall be inconsistent with, or affect, or repeal anything contained in the Statement of Purpose or the Rules of the Club;

“**committee**” means the committee of management of the Club;

“**financial year**” means the year ending 30th June;

“**general meeting**” means a general meeting of members convened in accordance with Rule 12;

“**special meetings**” means all general meetings other than the Annual General Meeting are Special General Meetings. Rule 10.2;

“**member**” means a member of the Club;

“**other officer for the time being**” means a person authorised by the committee to undertake duties on their behalf. Rule 37.

“**secretary**” in these Rules means –

- a. The Secretary of the Club; or
- b. in any other case the Public Officer of the Club.

3. Alteration of Rules

These Rules and Statement of Purposes of the Club must not be altered except in accordance with the Act.

4. Membership, joining fees and subscription

A person who is an amateur within the meaning of the word as defined by the Royal and Ancient Golf Club of St. Andrews, Scotland, whose application for membership is approved as provided for in these Rules, is eligible to be a member of the Club on payment of the joining fee and the annual subscription determined each year by the members at the Annual General Meeting. The classification for membership shall be:

- a. Ordinary Member: Any person over the age of 21 on the due date of the annual subscription. An Ordinary Member shall be entitled to full use of the Club facilities and unrestricted entitlement to play in appropriate competitions except tee times reserved for special competitions. Such members shall have full voting rights. Ordinary Member fees are set at 100 % of annual fee;
- b. Intermediate Member: A person who has reached the age of over 18 years and under 21 before the due date of the annual subscription. An intermediate member shall be entitled to full use of the Club facilities and unrestricted entitlements to play, except tee times reserved for special competitions. Such members shall not be eligible for committee positions but otherwise have full voting rights. Intermediate Member fees are set at 50 % of annual fee;
- c. Senior Member: Any person being a member with 15 years or more aggregate membership who is aged 70 years or over is eligible for Senior Membership which will take effect from the following year's subscription. Such members shall have full voting rights. Senior Member fees are set at 50 % of annual fee;
- d. Junior Member: A person over the age of over 12 and under 18 years before the due date of the annual subscription. A Junior Member is entitled to restricted use of Club facilities until obtaining the age of 18 years, and unrestricted entitlements to play, except tee times reserved for special competitions. Such members shall not be eligible for committee positions or have any voting rights. Junior Member fees are set at 30 % of annual fee;
- e. Social Member: Any person being a member, who, when elected or transferred on application to the committee at their discretion, is entitled to full use of the clubhouse facilities. Such members shall not be eligible for committee positions, have any voting rights, or be eligible for any 18 hole club competitions. Social Member fees are set at 10 % of annual fee;
- f. Honorary Member: Any person made an honorary member for the day, by the committee at their discretion, shall be entitled to full use of the club facilities. Such members shall not be eligible for committee positions or have any voting rights;
- g. Life Membership: The committee may, for distinguished services to the Club, or the game of golf, nominate one member in any one year to be a life member of the Club, provided the member has been a member of the Club for at least 10 years. Election shall be held by ballot at an Annual General Meeting and a two-thirds majority of those voting shall be necessary for such election. Nominations for Life Membership must be in hands of the committee for approval one month before the Annual General Meeting. Life members shall enjoy all Club privileges without payment and shall have full voting rights but shall pay any necessary competition fees.

1. A person who applies and is approved for membership as provided for in these Rules is eligible to be a member of the Club on payment of a joining fee and annual subscription payable under these Rules. A previous financial member who has resigned their membership may reapply to rejoin the Club whereby their joining fee may be waived at the committee's discretion.
2. A person who was not a member of the Club at the time of the incorporation of the Club (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless –
 - a. he or she applies for membership in accordance with Sub-Rule 3; and
 - b. the admission as a member is approved by the committee;
3. An application of a person for membership of the Club must –
 - a. be made in writing on the form set out by the Club, be accompanied by the joining fee and be lodged with the Secretary;
 - b. such form shall be exhibited on the notice board in the Club rooms for a minimum period of 7 days.
4. As soon as practicable after the 7 days, the Secretary must refer the application and any objections to the committee.
5. The committee must determine whether to approve or reject the application.
6. If the committee approves an application for membership, the Secretary must, as soon as practicable –
 - a. notify the applicant in writing of the outcome; and
 - b. if the application is approved request payment within 28 days of receipt of the notification of the sum payable under these Rules as either the first year's subscription, or a subscription at a pro-rata rate if joining during the financial year;
 - c. membership approval is subject to a probationary period of 3 months which applies to both parties;
 - d. If payment of the subscription is not made, the application becomes null and void, and if the membership is still required the applicant may need to submit a fresh application.
7. The Secretary must, within 28 days after receipt of the amounts referred to in Sub-Rule 6, enter the applicant's name in the register of members.
8. An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
9. If the application is not approved by the committee, the Secretary shall, within 28 days, advise the applicant and organise for the joining fee to be refunded.
10. A right, a privilege, or obligation of a person by reason of membership of the Club -
 - a. is not capable of being transferred or transmitted to another person;
 - b. terminates upon the cessation of membership whether by death or resignation or otherwise.

11. The joining and membership fee is the relevant amount set at the Annual General Meeting and is payable in advance on or before the due date. Extensions may be granted at the committee's discretion.
12. At the Annual General Meeting, the committee shall recommend Joining Fees and Annual Subscriptions for the Annual Subscription year. Members attending the Annual General Meeting may accept or reject the committee's recommendation, and if rejected, the chairperson may accept amendments until the matter is resolved by majority vote.

5. Register of members

1. The Secretary must keep and maintain a register of members containing –
 - a. the name and address of each member;
 - b. the date on which each member's name was entered in the register.
2. The register is to be available for inspection free of charge by any member upon request.
3. A member may make a copy of entries in the register.
4. A member must be responsible for informing the Secretary in writing, of any change of address within 14 days of such change.

6. Ceasing membership

1. The membership of a person ceases on expulsion, death or if the member's annual subscription is more than 2 months overdue.
2. A member who has paid all monies due and payable by a member may resign from the Club by giving one month's notice in writing to the Secretary of his or her intention to resign.
3. After the expiry of the period referred to in either Sub-Rule 1 or 2; –
 - a. the member ceases to be a member;
 - b. the Secretary must record in the register of members the date on which the member ceased to be a member.

7. Discipline, suspension, and expulsion of members

1. Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules or the By-Laws of the Club, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club, the committee may by resolution –
 - a. reprimand, and or suspend that member from the Club for a specified period; or
 - b. expel that member from the Club.

In the event of an incident of gross misconduct, including sexual harassment, physical violence, damage to Club property or theft, the committee may have good reason to believe that the member should not remain on the Clubs premises. In such situations a committee member has the power to invoke an immediate suspension of membership until the full committee can meet to consider the allegations against the member. The committee has the power to seek restitution. Payments binding under this rule, or after any appeal, if the resolution confirmed, must be made within 14 days or the member is suspended until payment is made.

2. A resolution of the committee under Sub-Rule 1 does not take effect unless -
 - a. at a meeting held in accordance with Sub-Rule 4, the committee confirms the resolution; and
 - b. if the member exercises a right of appeal to the Club under this Sub-Rule 4 d, the Club confirms the resolution in accordance with this rule.
3. A meeting of the committee to confirm or revoke a resolution passed under Sub-Rule 1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with Sub-Rule 4. At this meeting the committee must –
 - a. give the member, or his or her representative, an opportunity to be heard;
 - b. give due consideration to any written statement submitted by the member;
 - c. determine by resolution whether to confirm or revoke the resolution;
 - d. set the amount of the bond required in the event of an appeal.
4. For the purposes of giving notice in accordance with Sub-Rule 1, the Secretary must, as soon as practicable, cause to be given to that member a written notice –
 - a. setting out the resolution of the committee and the grounds on which it is based;
 - b. stating the date, place and time of a meeting at which the member, or his or her representative, may address the committee;
 - c. informing the member that he or she may do one or both of the following ;
 - I. attend that meeting;
 - II. give to the committee before the date of that meeting a written statement seeking a revocation of the resolution;
 - d. informing the member that in the event of the committee confirming the resolution, the member may, not later than 5 working days after that meeting, give the Secretary a notice in writing to the effect that he or she wishes to appeal to the Club in general meeting against the resolution, giving grounds for such appeal. This notice of appeal must be accompanied by a bond (set by the committee and held in trust) to cover the costs of the appeal should the appeal be lost.
5. If the Secretary receives a notice of appeal under Sub-Rule 4 d, he or she must notify the committee and the committee must convene a general meeting of the Club to be held within one month after the date on which the Secretary received the notice.
6. At a general meeting of the Club convened under Sub-Rule 5 –
 - a. no business other than the question of the appeal may be conducted;
 - b. the committee may place before the meeting details of the grounds for the resolution and the reasons for passing of the resolution;
 - c. the member, or his or her representative, must be given an opportunity to be heard;
 - d. the members present may vote, (including proxy votes held), by secret ballot on the question whether the resolution should be confirmed or revoked.
7. A resolution is confirmed if, at the general meeting, not less than 60 % of the entitled members of the incorporated Club vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

8. Disputes and mediation

1. The grievance procedure set out in this rule applies to disputes under these Rules between –
 - a. a member and another member; or
 - b. a member and the Club.
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 the parties.
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.
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 committee of the Club: or
 - II. in the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
5. A member of the Club can be a mediator.
6. The mediator cannot be a member who is a party to the dispute.
7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
8. The mediator, in conducting the mediation, must –
 - a. give the parties to the mediation process every opportunity to be heard; and
 - b. allow due consideration by all parties of any written statement submitted by any party; and
 - c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
9. The mediator must not determine the dispute.
10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

9. Annual General Meetings

1. The committee shall determine a date in September or as near as possible, time and place of the Annual General Meeting of the Club.
2. The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
3. The ordinary business of the Annual General Meeting shall be to –
 - a. confirm the minutes of the previous Annual General Meeting and of any special meeting held since that meeting;

- b. receive from the committee reports upon the transactions of the Club during the last preceding financial year;
 - c. receive and consider the statement submitted by the Club in accordance with section 30 (3) of the Act, namely, income and expenditure, assets and liabilities and the mortgages, charges and securities affecting any of the property of the Club at the end of its last financial year;
 - d. elect officers of the Club;
 - e. determine the joining fee and annual subscription fees;
 - f. appoint the Club Auditor for the next financial year.
4. The Annual General Meeting shall conduct any special business of which notice is given in accordance with these Rules.

10. Special General Meetings

1. In addition to the Annual General Meeting any other general meetings may be held in the same year.
2. All general meetings other than the Annual General Meeting are Special General Meetings.
3. The committee may, whenever it thinks fit, convene a Special General Meeting of the Club.
4. If, but for this Sub-Rule, more than 15 months would elapse between Annual General Meetings, the committee must convene a Special General Meeting before the expiration of that period.
5. The committee must, on the request in writing of members representing not less than 15 members (entitled to vote at Annual General Meetings) convene a Special General Meeting of the Club.
6. The request for a Special General Meeting must –
 - a. state the objects of the meeting;
 - b. be signed by the members requesting the meeting;
 - c. be addressed to the Secretary.
7. If the committee does not cause a Special General Meeting to be held within 6 weeks after the date on which the request is addressed to the Secretary, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
8. If a Special General Meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the Special General Meeting shall be refunded by the Club to the persons incurring the expenses.

11. Special business

All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the rules as ordinary business of the Annual General Meeting, is deemed to be special business.

12. Notice of general meetings

1. The Secretary shall, at least 21 days, or if a special resolution has been proposed at least 21 days, before the date fixed before holding a general meeting of the Club, must cause to be sent to each member of the Club, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at that meeting. Copies of such motions, submissions regarding special business or proposals, or special resolutions shall be included with the notice convening the Annual General Meeting or general meeting.
2. Notice may be sent as per Rule 34.
3. No business other than that set out in the notice convening the meeting may be conducted at that meeting.
4. A member intending to give any business before a meeting must give notice of the motions, submissions regarding special business or proposed special resolutions in writing and in the hands of the Secretary not later than 30 days before the date set for the Annual General Meeting or general meeting. The Secretary must include that business in the notice calling the next general meeting. (The committee will set the date of the Annual General Meeting at the July committee meeting and advertise the date on the notice board).

13. Quorum at general meetings

1. No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
2. 30 financial members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
3. If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present -
 - a. in the case of a meeting convened upon a request of members – the meeting must be dissolved;
 - b. in any other case – the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by notice to members as per Rule 34 given before the day to which the meeting is adjourned) at the same place.
4. 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 members present being not less than 20 shall be a quorum. If a quorum is not present the meeting shall be dissolved.

14. Presiding at general meetings

1. The President, or in the President's absence, the Vice-President, shall preside as chairperson at each general meeting of the Club.
2. If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as chairperson.

15. Adjournment of general meetings

1. The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
2. No business may be conducted at an adjourned meeting other than the unfinished business from that meeting that was adjourned.
3. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as in accordance with Rule 34.
4. Except as provided in Sub-Rule 3, is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

16. Voting at general meetings

1. Upon any question arising at a general meeting of the Club, a member has one vote only.
2. All votes must be given personally or by proxy on the prescribed form.
3. In the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise a second or casting vote.
4. A member is not entitled to vote at a general meeting unless all monies due and payable by the member to the Club have been paid.

17. Poll at general meetings

1. If at a meeting, a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such a manner as the chairperson may direct, and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
2. A poll that is demanded on the election of a chairperson, or on a question of an adjournment, must be taken immediately, and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the chairperson may direct.

18. Manner of determining whether resolution is carried

If a question arising at a general meeting of the Club is determined on a show of hands or a poll the Chairperson shall declare a resolution has been -

- a. carried; or
- b. carried unanimously; or
- c. carried by a particular majority; or
- d. lost.

An entry to that effect, in the minute book of the Club, is evidence of the fact, without proof of the number of votes recorded in favour of or against that resolution.

19. Proxies

1. Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
2. The notice appointing the proxy must be in the proxy form set out in the appendix of these Rules.

20. Committee of management

1. The affairs of the Club shall be managed by the committee of management:
2. The committee –
 - a. shall control and manage the business and affairs of the Club;
 - b. may, subject to these Rules, the By-Laws, the Act and the Regulations, 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 of the Club;
 - c. subject to these Rules, the By-Laws, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Club;
 - d. shall appoint a Public Officer.
3. Subject to section 23 of the Act, the committee shall consist of the officers of the Club:

21. Office holders

1. The Officers of the Club shall be a –

President	Treasurer
Vice-President	Captain
Lady president	Social convener
Secretary	House convener
Assistant Secretary	
2. Each officer of the Club must hold office until the Annual General Meeting 2 years after the date of his/her election but is eligible for re-election.

In one year	In alternate year
President	Vice President
Assistant Secretary	Secretary
Treasurer	Captain
House convenor	Lady President
	Social convenor
3. In the event of a casual vacancy in any office referred to in Sub-Rule 1; the committee may appoint a member to the vacant office and the member appointed may continue in office up to and including the conclusion of the next Annual General Meeting following the date of the appointment. If applicable, the vacancy shall be advertised for that Annual General Meeting and the officer elected shall serve the remainder of the original term for that office.

22. Sub-Committees

There shall be standing sub-committees established subject to the authority of the committee to deal with the functions as set out in this Rule. The officer or chairperson of each standing sub-committee shall have the power to co-opt any member to that standing sub-committee. The Officer or Lady President of their respective sub-committee shall report its activities at each monthly committee of management meeting.

- a. A Match sub-committee shall be established to administer golf competitions. The Match sub-committee shall consist of the Club Captain, who is an officer on the committee for a 2 year term and other members who shall be appointed immediately following the Annual General Meeting for one year. Disputes relating to the rules of golf on the day will be decided by the Captain, Vice- Captain, Handicapper or another official nominated by the Match sub-committee. These decisions will be final.;
- b. A House sub-committee shall be established to administer all aspects of the running of the clubhouse including the bar and catering requirements. The House sub-committee shall consist of the House Convener, who is an officer on the committee for a 2 year term and other members who shall be appointed immediately following the Annual General Meeting for one year;
- c. Social sub-committee shall be established to organise and administer all social events of the Club. The Social sub-committee shall consist of the Social Convener, who is an officer on the committee for a 2 year term and other members who shall be appointed immediately following the Annual General Meeting for one year;
- d. A Ladies' sub-committee shall be established from the lady members to administer items specific to lady members according to these Rules. The Ladies' sub-committee shall consist of the Lady President, who will be an officer on the committee for a 2 year term, and other lady members who shall be appointed immediately following the Annual General Meeting for one year.

23. Election of officers

1. Nominations of candidates for election as officers of the Club must be –
 - a. made in writing, signed by 2 members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
 - b. delivered to the Secretary or the person performing the duties of, 10 full days prior to the date fixed for the Annual General Meetings.
2. A candidate is required to declare any position held in any other club or association for the committee or the AGM to determine if a conflict of interest is involved. A candidate may nominate for any 2 positions on the committee prior to the Annual General Meeting. The Public Officer may hold any other position in the Incorporated Club.
3. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
4. 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.

5. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
6. The ballot for the election of officers of the Club at the Annual General Meeting must be conducted in such manner as the committee may direct.

23A Obligations of committee members

1. A member or former member of the committee or sub-committees of the Club must not knowingly or recklessly make improper use of:
 - a. his or her position in the Club;
 - b. 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, or as to cause a detriment to the incorporated Club.
2. Disclosure of interest in a contract: A member of the committee or sub-committee of an incorporated Club who has any direct or indirect pecuniary interest in a contract, or a proposed contract, with the incorporated Club must disclose the nature and extent of his or her interest in the contract to the committee and the in the financial statements submitted to the next Annual General Meeting. Members who have a pecuniary interest in that contract shall not take part in any decision of the committee with respect of that contract.
3. Committee members must declare any items of pecuniary interest relating to matters arising at meetings.
4. A committee member must give written notice of absence from 3 consecutive committee meetings.

24. Vacancies

1. The office of an officer of the Club, or a member of a sub-committee becomes vacant if the officer or member –
 - a. ceases to be a member of the Club;
 - b. becomes an insolvent under administration within the meaning of the Corporations Law;
 - c. resigns from office by notice in writing given to the Secretary.
2. Vacancy of the Public Officer. Refer to The Act as to obligations and eligibility.

25. Meetings of the committee

1. The committee must meet at least 10 times a year at such place and such times as the committee may determine.
2. Special meetings of the committee may be convened by the President or by any 6 members of the committee.

26. Notice of committee meetings

1. Notice as per Rule 34 of each committee meeting must be given to each member at least two business days before the date of the meeting.
2. Notice as per Rule 34 must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be transacted at such a meeting.

27. Quorum for committee meetings

1. 6 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
2. No business may be conducted unless a quorum is present.
3. If within half an hour of the time appointed for the meeting a quorum is not present -
 - a. in the case of a special meeting – the meeting lapses;
 - b. in any other case - the meeting must stand adjourned to the same place and the same time and day in the following week.
4. The committee may act notwithstanding any vacancy on the committee.

28. Presiding at committee meetings

At meetings of the committee –

- a. the President or, in the President's absence, the Vice-President presides. If the President and the Vice-President are absent, or are unable to preside, the members must choose one of their number to preside.

29. Voting at committee meetings

1. Questions arising at a meeting of the committee shall be determined by a show of hands or, if a member requests, by a poll taken in such a manner as the person presiding at that meeting may determine.
2. Each member present at a meeting of the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

30. Removal of committee member

1. The committee may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office up to the next Annual General Meeting following the date of the appointment. If applicable, the vacancy shall be advertised for that Annual General Meeting, and the officer elected shall serve the remainder of the original term for that office.
2. A member who is the subject of a proposed resolution referred to in Sub-Rule 1 may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.

3. The Secretary or President may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting.

31. Minutes of meetings

The Secretary must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

32. Funds

1. The Treasurer of the Club must –
 - a. collect and receive all monies due to the Club, and make all payments authorised by the Club;
 - b. keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.
2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 officers of the Club.
3. The funds of the Club shall be derived from joining fees, annual subscriptions, donations and other such sources as the committee determines.
4. At the end of each financial year the accounts of the Club shall be examined, and the correctness of the working account and balance sheet ascertained by one or more Auditor or Auditors who shall be a registered company auditor or registered company auditors as the case may be. The Auditor or Auditors shall continue as such until replaced in general meeting.
5. As a non-profit club the assets and income of the club shall be applied exclusively to the promotion of its aims and no portion shall be paid or distributed directly or indirectly to members except for services rendered or expenses incurred on behalf of the Club.

33. Seal

1. The common seal of the Club must be kept in the custody of the Secretary.
2. The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested to by 2 signatures, from the officers of the committee.

34. Notice to members

Except for the requirement in Rule 12, any notice that is required to be given to a member, by or on behalf of the Club, under these Rules may be given by –

- a. electronic or facsimile transmission; or
- b. post to the member's address shown in the register of members; or
- c. personal delivery to the member.

35. Winding up

1. In the event of the winding up or the cancellation of the incorporation of the Club, the assets of the Club must be disposed of in accordance with the provisions of the Act.
2. Upon such dissolution of the Club, the assets and funds in hand may, after settlement of all expenses and liabilities, be made over –
 - a. to such other Club or similar organisation having aims in keeping with those stated in Sub-Rule 2 of these Rules; provided
 - b. such organisation or organisations has rules which prohibit the distribution of its assets and income to its members.

36. Custody and inspection of books and records, the Club's name and registration number

1. Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Club.
2. All accounts, books, securities and any other relevant documents of the Club must be available for inspection free of charge by any member upon request.
3. A member may make a copy of any accounts, books, securities and any other relevant documents of the Club.
4. The Club's Name and Registration Number must appear on all notices, advertisements, official publications and business documents.

37. Indemnity

1. Every officer of the committee or auditor or officer for the time being, shall be indemnified out of the assets of the Club against any liability arising out of the lawful execution of the duties of his office which is incurred by him defending any proceedings, whether civil or criminal in which judgement is given in his favour, of which he is acquitted or in connection with any application under the code in which relief is granted to him by the Court in respect of any negligence, default, breach of duty, or breach of trust.
2. No such officer of the Club shall be liable for the acts, receipts, neglects, defaults, of any other officer or committee member of the Club, or for joining in any receipt or other act for conformity or for any loss or expense happening to the Club through insufficiency or deficiency of title to any property acquired by order of the committee for, and on behalf of the Club, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Club shall be invested, or for any loss or damage arising from the bankruptcy, or tortuous act of any person owing monies to the Club or with whom any monies, securities, or effects be deposited or for any loss occasioned by any error of judgement or oversight on his part or for any loss damage or misfortune whatever which shall happen to him in the execution of the duties of his office, or in relation thereto, unless the same happen through his own dishonesty.



RINGWOOD GOLF CLUB

INCORPORATED REG. No. A7412

(Affiliated - Victorian Golf League)

P.O. Box 760, Heathmont 3135

Form of appointment of Proxy

I _____
(Print Name)

Member No. _____

BEING A MEMBER OF **THE RINGWOOD GOLF CLUB INC.**, hereby appoint either:

The Chairperson

(Tick box if appropriate)

Or my Proxy

(Print Name)

Member No. _____

(Add the date of the meeting, any deletions application, signature and date below.)

Also a member of that Incorporate Club, as my Proxy to vote for me on my behalf at the general meeting of the Club (Annual General Meeting, Special General Meeting or an Appeal as the case may be) to be held on _____ *(insert the date of the meeting)* and at any adjournment of that meeting.

In relation to the following resolution(s), my Proxy is authorised to vote: *(delete where not applicable)*;

- 1. For/against the resolution/s OR 2. At his/her discretion
- 3. My Proxy is also authorised to vote as directed below.

(Insert the resolution/s)

Signed: _____

Date: _____

The Secretary of the Club must be notified no later than 24 hours before the time of the meeting of the nominated person to act for and on behalf of the Proxy voter