

**FINAL DRAFT**

**STATEMENT OF PURPOSES**

**AND**

**RULES**

**OF THE**

**DROUIN GOLF AND COUNTRY CLUB**

**INCORPORATED**

Reg No: A0007955E

**FINAL DRAFT**

**25<sup>th</sup> July 2008**

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DROUIN GOLF AND COUNTRY CLUB (Inc)

STATEMENT OF PURPOSES

- (1) The name of the incorporated association is the Drouin Golf and Country Club Incorporated (the Club).
- (2) The purposes for which the Club is formed are :-
- (a) To provide the game of golf and other athletic sports or pastimes.
  - (b) To provide a golf course, greens and club house and all things incidental to the game of golf.
  - (c) To supply refreshments for members and to apply for, hold and/or renew from time to time any licences, permits or other provisions for the sale and disposal of liquor within the meaning of the Liquor Control Reform Act 1998 (as amended) or any Act passed in substitution therefore or amending the same.
  - (d) To acquire by purchase, lease or otherwise golf links and grounds and to lay out, prepare and maintain the same for golf and other athletic sports or pastimes and to build or otherwise provide a club house, workshops and other conveniences in connection therewith, and to alter, enlarge, repair, uphold and maintain the same and to furnish and from time to time refurbish the same.
  - (e) To purchase, take on lease in exchange or otherwise acquire any land, buildings easements or property, real or personal and which may be acquired for the purpose of or conveniently used in connection with any of the objects of the Club and to sell, demise, mortgage, give in exchange or otherwise dispose of the same or any part or parts thereof from time to time, and to grant easements in, through, over or upon any land and/or to acquire easements or other rights of any kind or nature over any other real or personal property.
  - (f) To purchase, hire, make or provide and maintain and/or to sell and deal in all kinds of furniture, plate, linen, golf clubs and balls, of all kinds of liquors, provisions and refreshments and/or personal property required or used by the Club and the members thereof and all apparatus which may be conveniently used in connection with the links and grounds, club house and other premises of the Club.
  - (g) To provide and maintain its facilities from the joint funds of the Club.
  - (h) The income and property of the Club whence so ever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Statement and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any persons who at any time are or have been members of the Club or to any of them or to such person claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Club or to any member thereof or to any other person in return for any services actually rendered to the Club or the repayment of money advanced by any member of person to or for the purposes of the Club or any of them or the payment of interest on money lent to the Club. Provided further that no person shall receive a greater profit benefit or advantage from the Club other than a remuneration or honorarium approved by the Director of Liquor Licensing for the work done by the Honorary Secretary, Honorary Treasurer or other officer of the Club or salary or wages paid to employees.
  - (i) To borrow or raise or secure the payment of money in such a manner as the Club shall think fit and in particular (but without limiting the generality of the foregoing) by the issue of debentures or debenture stock perpetual or otherwise charged by all or any of the Club's property (both present and future) or without any such security and upon such terms and conditions as the Club shall think fit and to purchase, redeem or pay off any such securities at such times and in such a manner and on such terms as the Club may from time to time consider desirable.

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**Rules Index:**

Rule #		Page
1.	Name	4
2.	Definitions	4
3.	Alteration of Rules	4
4.	Secretary of the Club	4
5.	Membership, Entry Fees & Subscriptions	5
6.	General Body of Members	5
7.	Honorary Life Members	6
8.	Ordinary Members	6
9.	Non-Playing Members	6
10.	Junior Members	6
11.	Student Members	6
12.	Honorary Members	6
13.	Temporary Members	7
14.	Entrance Fees, Annual Subscription and Funds	7
15.	Register of Members	7
16.	Ceasing Membership	7
17.	Visitors / Guests	8
18.	Supply of Liquor	8
19.	Disputes & Mediation	8
20.	Discipline, Suspension and Expulsion	9
21.	Annual General Meetings	10
22.	Special General Meetings	11
23.	Special Business	11
24.	Notice of General Meetings	11
25.	Quorum at General Meetings	12
26.	Presiding at General Meetings	12
27.	Adjournment of Meetings	12
28.	Voting at General Meetings	12
29.	Proxies	13
30.	Poll at General Meetings	13
31.	Manner of determining resolutions carried	13
32.	Committee of Management	13
33.	Office Holders	14
34.	Ordinary members of Committee	14
35.	Election of Officers & Ordinary Committee Members	14
36.	Ballot for Election of Officers & Committee	15
37.	Vacancies	15
38.	Meetings of the Committee	15
39.	Quorum for Committee Meetings	16
40.	Presiding at Committee Meetings	16
41.	Voting at Committee Meetings	16
42.	Removal of Committee Member	16
43.	Casual Vacancy	16
44.	Minutes of Meetings	17
45.	Power of Committee	17
46.	Power to Make By-laws	17
47.	Delegation by the Committee	17
48.	Retirement of Officers & Committee	17
49.	Funds	18
50.	Seal	18
51.	Notice to Members	18
52.	Custody and Inspection of Books and Records	18
53.	Accounts	19
54.	Audit	19
55.	Improper use of Elected Committee Position	19
56.	Indemnity and Insurance	19
57.	Winding Up	19

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## RULES OF DROUIN GOLF AND COUNTRY CLUB INCORPORATED

### 1 Name.

The name of the incorporated Club is the Drouin Golf and Country Club Incorporated (in these Rules called "the Club").

The following rules are to be read in conjunction with the "Model Rules" for an Incorporated Association published by the Department of Justice as set out in the Association Incorporation Act (1991) inclusive of the 1st of July 1998 Amendments.

An up to date copy of these rules shall be displayed on the notice board within the "Clubhouse" at all times.

### 2 Definitions.

(a) In these Rules, unless the contrary intention appears: -

"Act" means the Associations Incorporation Act 1981.

"committee" means the committee of management of the Club.

"month" means a calendar month.

"financial year" means the year ending on 30 June.

"general meeting" means a general meeting of members convened in accordance with rules 21 and 22.

"member" means a member of the Club.

"ordinary member of the committee" means a member of the committee who is not an officer of the Club under Rule 33.

"Regulations" means regulations under the Act.

"relevant documents" has the same meaning as in the Act.

"Prescribed association" has the same meaning as in section 3 of the Act.

"Secretary of the Committee" means the person referred to in Rules 33 and 44 hereof.

"Secretary of the Club" means the person referred to in Rule 4 and elsewhere herein.

(b) Secretary of the Committee is a reference to the person holding office as Secretary of the Committee, in any other case to the Public Officer.

### 3 Alteration of the Rules.

The Statement of Purposes or the Rules of an Incorporated Association must not be altered except by special resolution in accordance with the Act.

### 4 The Secretary of the Club.

There shall be a Secretary of the Club to be appointed by the Committee and he/she shall be paid such remuneration (if any) for his/her services as the Management Committee may from time to time determine. He/She shall not be a member of the Committee of the Club and it shall not be necessary that he/she should be member of the club. He/she shall act as Secretary and perform all such duties in relation to the club as these rules require to be performed by the Secretary of the Club and such other management duties as the Management Committee requires of him/her.

While so long as the Club is licensed under the Liquor Control Reform Act 1998, the Secretary of the Club shall, within one month of the Club making an amendment or alteration in the Statement of Purposes or Rules of the Club, forward to the Director of Liquor Licensing a certified copy of such amendment or alteration.

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## **5 Membership, Entry Fees and Subscription.**

- (a) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Club on payment of the entrance fee and annual subscription payable under these Rules.
- (b) An application of a person for membership of the Club must: -
  - (1) be made in writing in the form set out in Appendix 1: -
  - (2) be lodged with the relevant documents and subscription fee for the category of the membership sought to the Secretary of the Club and
  - (3) be displayed in a conspicuous place in the clubhouse for at least 14 days before consideration.
- (c) As soon as practicable after the receipt of an application the Secretary of the Club must refer the application to the committee.
- (d) The committee must determine whether to approve or reject the application.
- (e) If the committee approves an application for membership, the Secretary of the Club must, as soon as practicable, notify the applicant in writing.
- (f) The Secretary of the Club must then enter the applicant's name in the register of members.
- (g) 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.
- (h) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected and refund the subscription fee paid within five working days.
- (i) Every amateur shall be qualified to be elected as a member of the Club. All classes of membership of the Club are open to persons of either sex.
- (j) The Committee shall determine from time to time the cost supply of meals and refreshments and the hire charges of Club facilities.
- (k) No person shall be entitled to derive any profit, benefit or advantage from the Club which is not shared equally by every member.
- (l) A right, privilege, or obligation of a person by reason of membership of the Club: -
  - (1) is not capable of being transferred or transmitted to another person; and
  - (2) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (m) This Rule 5 does not apply to Honorary Life Members.

## **6. The General Body of Members.**

The General Body of Members of the Club shall be those set out hereunder

- (a) Honorary Life Members.
- (b) Ordinary Members.
- (c) Non-playing Members.
- (d) Junior Members.
- (e) Student Members
- (f) Honorary Members.
- (g) Temporary Members

Honorary Life, Ordinary and Non Playing Members shall have full rights and privileges to those parts of the Club premises licensed under the Liquor Control Reform Act 1998 ("the Licensed Premises"). Honorary Life Members and Ordinary members shall have the right to elect the Officers and Committee to manage the business and affairs of the Club.

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No person shall be allowed to become an Honorary or Temporary Member of the Club or relieved of the payment of the regular subscription except those possessing the qualifications defined in these Rules. Honorary or Temporary Members of the Club shall be subject to the conditions and regulations prescribed herein.

### **7. Honorary Life Members.**

On the recommendation of the Committee any member who has given outstanding service to the Club and/or service in the interest of golf may at any General Meeting of the Club, in consideration of the valuable services rendered by him or her to the Club or to golf, be elected an Honorary Life Member of the Club without any special payment for such life membership. A two-thirds majority of those present and voting shall be necessary for such an election.

Every Honorary Life Member shall be entitled to all the privileges and be subject to all the duties of an ordinary member during his or her life without any further payment, annual or otherwise.

### **8. Ordinary Members.**

Ordinary Members shall be persons who, when elected, are entitled to all the privileges of membership.

### **9 Non-Playing Members.**

- (a) Non-Playing Members shall continue to be members of the Club who, when elected, shall enjoy all the rights and privileges of the Club except for the golf course playing facilities.
- (b) On the payment of the normal green fee a Non-Playing Member may use the golf course playing facilities.

### **10. Junior Members.**

- (a) When elected, Junior Members shall have the rights and privileges of the club.
- (b) A candidate cannot be elected to Junior Membership unless he / she is under the age of 21 years at the time of election.
- (c) On attaining the age of 21 years, a Junior member is to be considered an Ordinary Member with full voting rights.

### **11. Student Members.**

- (a) When elected, Student Members shall have the rights and privileges of the club.
- (b) A candidate cannot be elected to Student Membership unless he/she is a full time student under the age of 25 years at the time of election.
- (c) On attaining the age of 25 years, a Student Member is to be considered an Ordinary Member with full voting rights.

### **12. Honorary Members.**

- (a) The following persons shall be eligible to be elected as Honorary Members of the Club:
  - (1) Persons who have rendered distinguished service to the community or special service to the Club.
  - (2) Persons competing in any golf competition or match on the Club course and members of other Clubs accompanying members of their Clubs.
  - (3) Competitors in tournaments held with the permission of the Club and officials acting at such tournaments.
- (b) For the purpose of election of Honorary Members pursuant to this Rule there shall be an election committee which shall consist of any two members of the Committee and the

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Secretary of the Club or the person nominated by the Secretary of the club in his/her absence.

- (c) The Secretary of the Club shall keep appropriate records of the names and addresses of all such Honorary Members and the voting on their election. Such records shall specify the occasion or period in respect of which such Honorary Membership is granted.
- (e) The Committee or the Election Committee shall have the power to cancel the membership of any Honorary Member without notice and without assigning any cause therefore.

### **13. Temporary Members.**

Financial members of any club with reciprocal arrangements with the DG&CC

### **14. Entrance Fees, Annual Subscription and Funds of the Club.**

- (a) The entrance fees for the various categories of Members shall be such sums as the Committee shall from time to time by resolution prescribe.
- (b) The annual subscription for the various categories of Members shall be (not less than \$10.00 except as approved by the Director of Liquor Licensing) as fixed from time to time by the members in general meeting, and when so fixed, such subscription shall be deemed to be the Annual Subscription pursuant to this Rule.
- (c) All annual subscriptions shall become due and payable in advance on the first day of October in every year.
- (d) If elected on or after the first day of December in any year, all categories of members shall pay a pro-rata subscription for that year.
- (e) Members elected to another category of membership for which a greater entrance fee is applicable shall be required to pay the difference between the entrance fee paid and that prescribed for the other category at the time of the election to such other category.
- (f) The funds of the Club shall derive from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

### **15. Register of Members.**

- (a) The Secretary of the Club must keep and maintain a register of members containing:
  - (1) the name and address of each member; and
  - (2) the date on which each member's name was entered in the register.
- (b) Expressly for Club related business the register is available for inspection free of charge by any member upon request.
- (c) Expressly for Club related business a member may make a copy of entries in the register.

### **16. Ceasing Membership.**

- (a) A member of the Club who has paid all moneys due and payable may resign from the Club by giving one month's notice in writing to the Secretary of the Club.
- (b) After the expiry of the 1 month notice period:
  - (1) the member ceases to be a member; and

- 
- (2) the Secretary of the club will record the date of membership cessation in the Register of Members.

### **17. Visitors / Guests.**

- (a) A member of the General Body of Members may introduce visitors to the privileges of the golf course playing facilities and any other amenities of the Club upon payment of such fees as may from time to time be determined by the Committee.
- (b) The visitor's name and address and the name of the member introducer shall be entered into the Visitor's Book and payment of the prescribed fees made before play. No fees shall be charged in respect of the Presidents, Captains, Secretaries of Golf Clubs affiliated with Golf Australia.
- (c) No persons, other than Members of the Club, shall compete for prizes provided by the Club except for Formal Open Events and mid week events that are open to WGDA members.

### **18. Supply of Liquor.**

- (a) No liquor shall be sold or supplied to any person except on the days, during the hours and in the manner prescribed or permitted by the provisions of the Liquor Control Reform Act 1998 or any amendments thereof or substitution thereof or under any rules or regulations made pursuant to such Act or amendment thereof or substitution therefore.
- (b) No liquor shall be sold or supplied to any person under 18 years of age except where any such person is accompanied by a spouse or parent or guardian and the liquor sold is supplied for consumption as part of a meal supplied on the Club premises.
- (c) No liquor shall be sold or supplied for consumption elsewhere than on the Club premises unless the same is supplied during the hours in which liquor may be supplied for consumption on the Club premises and unless the liquor is removed from the Club premises by the member purchasing the same.
- (d) A visitor shall not be supplied with liquor on the Club premises unless in the company of a member, providing that a visitor may be supplied with liquor on the Club premises when not in the company of a member at a particular function or a particular occasion in respect of which a permit has been granted under sub-section (8) of section 38 of the Liquor Control Reform Act 1998 as amended.
- (e) No payment or part payment to any Bar Manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.
- (f) For the purposes of these Rules the word "liquor", where appearing, shall be deemed liquor within the meaning of the Liquor Control Reform Act 1998 and the words "Club premises" where appearing shall be deemed to mean such portion of the Club's premises as is for the time being "licensed premises" within the meaning of the Liquor Control Reform Act 1998.
- (g) No person under 18 years of age, except persons who are being trained as waiters, and who are prohibited from serving behind the bar, shall be employed in the Clubhouse.
- (h) No more than 250 persons will be permitted on the licensed premises at one time.

### **19. Disputes and Mediation.**

- (a) The grievance procedure set out in this rule applies to disputes under these Rules between: -
- (1) a member and another member; or
- (2) a member and the Club.

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- (b) 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.
  - (c) 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.
  - (d) The mediator must be:
    - (1) a person chosen by agreement between the parties; or
    - (2) 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).
  - (e) A member of the Club can be a mediator.
  - (f) The mediator cannot be a member who is a party to the dispute.
  - (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
  - (h) The mediator, in conducting the mediation, must: -
    - (1) give the parties to the mediation process every opportunity to be heard; and
    - (2) allow due consideration by all parties of any written statement submitted by any party; and
    - (3) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
  - (i) The mediator must not determine the dispute.
  - (j) 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.

## **20. Discipline, Suspension and Expulsion of members.**

- (a) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club, the committee may by resolution:
  - (1) suspend that member from membership of the Club for a specified period; or
  - (2) expel that member from the Club.
- (b) A resolution of the committee under sub-rule (a) does not take effect unless: -
  - (1) at a meeting held in accordance with sub-rule (c), the committee confirms the resolution; and
  - (2) if the member exercises a right of appeal to the Club under this rule, the Club confirms the resolution in accordance with this rule.
- (c) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (a) 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 (d).
- (d) For the purposes of giving notice in accordance with sub-rule (c), the Secretary of the Club must, as soon as practicable, cause to be given to the member a written notice:
  - (1) setting out the resolution of the committee and the grounds on which it is based; and

- 
- (2) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - (3) stating the date, place and time of that meeting; and
  - (4) 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 the revocation of the resolution;
  - (5) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary of the Club a notice to the effect that he or she wishes to appeal to the Club in general meeting against the resolution.
- (e) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (a), the committee must:
    - (1) give the member, or his or her representative, an opportunity to be heard; and
    - (2) give due consideration to any written statement submitted by the member; and
    - (3) determine by resolution whether to confirm or to revoke the resolution.
  - (f) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary of the Club a notice to the effect that he or she wishes to appeal to the Club in general meeting against the resolution.
  - (g) If the Secretary of the Club receives a notice under sub-rule (f), he or she must notify the committee and the committee must convene a General Meeting of the Club to be held within 21 days after the date on which the Secretary of the Club received the notice.
  - (h) At a General Meeting of the Club convened under sub-rule (g):
    - (1) no business other than the question of the appeal may be conducted; and
    - (2) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
    - (3) the member, or his or her representative, must be given an opportunity to be heard; and
    - (4) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

A resolution is confirmed if, at the General Meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

## **21. Annual General Meetings.**

- (a) The committee may determine the date, time and place of the Annual General Meeting of the Club.
- (b) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- (c) The ordinary business of the annual general meeting shall be: -
  - (1) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - (2) to receive from the committee reports upon the activities and transactions of the Club during the last preceding financial year; and

- 
- (3) to elect officers of the Club, the ordinary members of the committee and any appointments to the committee; and
  - (4) to receive and consider the statement submitted by the Club in accordance with section 30(3) of the Act.
  - (5) Confirm or appoint an auditor in accordance with Rule 54
- (d) The annual general meeting may conduct any Special Business of which notice has been given in accordance with these Rules.

## **22 Special General Meetings.**

- (a) In addition to the Annual General Meeting, any other General Meetings may be held in the same year.
- (b) All General Meetings other than the Annual General Meeting are Special General Meetings.
- (c) The committee may, whenever it thinks fit, convene a Special General Meeting of the Club.
- (d) 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.
- (e) The committee must, on the request in writing of members representing not less than 25 financial members, convene a Special General Meeting of the Club.
- (f) The request for a Special General Meeting must:
  - (1) state the objects of the meeting; and
  - (2) be signed by the members requesting the meeting; and
  - (3) be sent or hand delivered to the address of the Secretary of the Club.
- (g) If the committee does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary of the Club, the members making the request, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- (h) 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 must be refunded by the Club to the persons incurring the expenses.

## **23 Special Business.**

- (a) 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.
- (b) Special Business requires a majority vote of at least three quarters of the members at the meeting, who are entitled to vote and who vote in favour of the resolution either in person or by proxy.

## **24 Notice of General Meetings.**

- (a) The Secretary of the Club, at least 14 days, or if a Special Resolution has been proposed at least 21 days, before the date fixed for 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 the meeting.

Notice of Special General Meetings may be given by: -

- (1) electronic transmission to members who have given written authorisation for receipt of notices by this method, to the Secretary of the Club, or

- 
- (2) prepaid post to the address appearing in the Register of Members.
  - (b) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
  - (c) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of the Club of that business, who must include that business in the notice calling the next General Meeting.

## **25 Quorum at General Meetings.**

- (a) 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.
- (b) Twenty 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.
- (c) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present: -
  - (1) in the case of a meeting convened upon the request of members: - the meeting must be dissolved; and
  - (2) 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 written notice to members given before the day to which the meeting is adjourned) at the same place.
- (d) 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 personally present (being not less than 3) shall be a quorum.

## **26 Presiding at General Meetings.**

- (a) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each General Meeting of the Club.
- (b) 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.

## **27 Adjournment of Meetings.**

- (a) The chairman may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (b) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 24.
- (d) Except as provided in sub-rule (c), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## **28 Voting at General Meetings.**

- (a) Upon any question arising at a General Meeting of the Club, a member has one vote only.
- (b) All votes must be given personally or by proxy.
- (c) 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.

- 
- (d) A member is not entitled to vote at a General Meeting unless all moneys due and payable by the member to the Club have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

## **29 Proxies.**

- (a) Each member is entitled to appoint another member as a proxy by notice given to the Secretary of the Club no later than six hours before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy must be:
- (1) for a meeting of the Club convened under Rule 20 (b), in the form set out in Appendix 2; or
  - (2) in any other case, in the form set out in Appendix 3.

## **30 Poll at General Meetings.**

- (a) 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 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.
- (b) 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.

## **31 Manner of determining whether motion carried.**

If a question arising at a General Meeting of the Club is determined on a show of hands:

- (a) a declaration by the Chairperson that a motion has been—
- (1) carried; or
  - (2) carried unanimously; or
  - (3) carried by a particular majority; or
  - (4) lost; and
- (b) an entry to that effect in the minute book of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that motion.

## **32 Committee of Management.**

- (a) The affairs of the Club shall be managed by the Committee of Management.
- (b) The Committee:
- (1) shall control and manage the business and affairs of the Club; and
  - (2) may, subject to these Rules, 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; and
  - (3) may issue debentures, debenture stock, bonds or obligations of the club at the time, in any form or manner, and for any amount including a power to restrict the transfer assignment or charge thereof or of any of them and for any amount, and
  - (4) may raise or borrow for the purpose of the club any sum or sums of money, either upon mortgage or charge of any of the property of the club, or on bonds or debentures charging all or any of such property or without any security or otherwise as it thinks fit subject to sub rule (5) hereunder.
  - (5) shall not, without the adoption of a Special Resolution at a General Meeting of the Club, demise, underlet, exchange, sell, mortgage, sub-divide or otherwise dispose of the whole or any part of the real property of the Club.

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- (c) Subject to section 23 of the Act, the committee shall consist of:
- (1) the five officers of the Club; and
  - (2) six ordinary members: -
- each of whom shall be elected at the Annual General Meeting of the Club in each year.

### **33. Office holders.**

- (a) The officers of the Club shall be:
- (1) President of the Association.
  - (2) Vice-President.
  - (3) Treasurer.
  - (4) Secretary of the Committee.
  - (5) Captain.
- (b) The provisions of Rule 33, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (a).
- (c) Each officer of the Club shall hold office until the Annual General Meeting next after the date of his or her election but is eligible for re-election.
- (d) In the event of a casual vacancy see Rule 43.

### **34. Ordinary Members of the Committee.**

- (a) Subject to these Rules, and in particular Rule 48 (a), each ordinary member of the committee shall hold office until the Annual General Meeting next after the date of election but is eligible for re-election.
- (b) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Club to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

### **35. Election of Officers and Ordinary Committee Members.**

- (a) Nominations of candidates for election as Officers of the Club or as ordinary members of the committee must be:
- (1) made in writing, signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination).
  - (2) be delivered to the Secretary of the Club not less than ten days before the date fixed for the holding of the Annual General Meeting.
  - (3) All nominations upon receipt by the Secretary of the Club shall be displayed on the club notice board and remain there until the close of voting.
- (b) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the Annual General Meeting.
- (c) A list of candidates for election as Office bearers and Committee members, listed in alphabetical order by surname, together with their proposer's and seconder's names, shall be posted in a conspicuous place in the clubhouse for at least seven days immediately preceding the Annual General Meeting.
- (d) 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.
- (e) 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.

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- (f) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
  - (g) The ballot for the election of officers and ordinary members of the committee must be conducted at the Annual General Meeting as set out in Rule 36 hereof.

### **36. Ballot for the Election of Officers and Committee.**

- (a) The Secretary of the Club shall, if the number of candidates exceeds the number of vacancies for Officers and other Committee Members, cause balloting lists to be printed, containing, in alphabetical order, the names of such candidates and the positions for which they are proposed, showing by an asterisk, the name and names of the retiring candidates and shall post one of such lists to each member of the General Body of Members at least seven days before the date fixed for the Annual General Meeting.
- (b) The members, voting, shall strike out the name or names of the candidates, for whom he/she does not desire to vote for. The member shall sign his/her name on the flap of an envelope and shall post or deliver such list in the envelope marked outside "Voting Paper" to the Secretary of the Club so as to reach the Club on or before 3pm on the day fixed for the Annual General Meeting.
- (c) The Secretary of the Club shall appoint before the said Annual General Meeting three members, not being candidates, to act as scrutineers. The report of the scrutineers as to the number of votes polled for the candidates for their respective positions shall be final and conclusive. The voting papers lodged shall be kept within a locked box.
- (d) The Secretary of the Club shall, on the day fixed for the Annual General Meeting, hand unopened, all the envelopes received by him /her on or before 3pm, to the scrutineers on the day set down for the Annual General Meeting.
- (e) The scrutineers shall check the membership roll and count the effective votes and hand to the Chairman at the beginning of or during the Annual General Meeting their report as to the number of votes given to each candidate. The Chairman shall read the report at the Annual General Meeting and shall declare elected the candidates who have received most votes for the respective positions.
- (f) In the case of two candidates receiving an equal number of votes, the Chairman shall elect, by lottery, from the candidates, the candidate or candidates who is or are to be elected.
- (g) All Officers and Committee elected by the General Body of Members shall hold office for a period not less than twelve months.

### **37 Vacancies.**

The office of an officer of the Club, or of an ordinary member of the committee, becomes vacant if the officer or member: -

- (a) ceases to be a member of the Club; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (c) resigns from office by notice in writing to the Secretary of the Club

### **38 Meetings of the Committee.**

- (a) The committee must meet at least six times in each year at such place and such times as the committee may determine.
- (b) Special meetings of the committee may be convened by the President or by any 4 members of the committee.
- (c) Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.

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- (d) Written notice 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 conducted at such a meeting.

### **39 Quorum for Committee Meetings.**

- (a) Any seven members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (b) No business may be conducted unless a quorum is present.
- (c) If within half an hour of the time appointed for the meeting a quorum is not present:
- (1) in the case of a special meeting—the meeting lapses;
  - (2) in any other case the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (d) The committee may act notwithstanding any vacancy on the committee.

### **40 Presiding at Committee Meetings.**

At meetings of the committee:

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

### **41 Voting at Committee Meetings.**

- (a) Resolutions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (b) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by 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.

### **42 Removal of Committee Member.**

- (a) The Club in General Meeting 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 until the expiration of the term of the first-mentioned member.
- (b) A committee member who is the subject of a proposed resolution referred to in sub-rule (a) may make representations in writing to the Secretary of the Club or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- (c) The Secretary of the Club or the President shall provide a copy of the representations to each member of the Club attending the meeting.
- (d) Members of the Committee of Management who fail to attend three consecutive meetings without leave of absence, at the discretion of the Committee, shall be considered no longer members of the Committee and their positions shall be declared vacant to be filled in accordance with Rule 43.

### **43. Casual Vacancies.**

All casual vacancies arising among the Officers of the Club or Committee Members shall be filled by the Management Committee. A person chosen to fill a casual vacancy as aforesaid shall retain office so long as the vacating member of the Management Committee would have retained the same if no vacancy had occurred.

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**44. Minutes of Meetings.**

The Elected Secretary of the Committee must file and ensure that minutes of the resolutions and proceedings of each General Meeting, and each Management Committee Meeting, are kept as yearly records, together with a record of the names of persons present at such meetings.

**45 Power of the Committee.**

- (a) The business and affairs of the Club shall be under the Management of the Committee of the club elected by the General Body of Members as aforesaid for a period of not less than twelve months and they shall be a Management Committee for all the purposes of the Liquor Control Reform Act. They shall hold periodical meetings and minutes of all resolutions and proceedings of the Committee at such meetings shall be entered in a yearly book to be provided for that purpose.
- (b) Save as herein provided questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or a casting vote.
- (c) The Committee of the Club shall exercise all such powers and do all such things as may be exercised or done by the club save as are by these Rules or by any statute for the time being in force required to be exercised or done by the Club in General Meeting.
- (d) The Committee may from time to time make a recommendation to an Annual General Meeting or to a Special General Meeting, regarding a levy on all members, for such an amount or amounts and payable at such time or times as shall be determined by the Committee but so that the total amount of levy or levies made on any member shall not in any one year exceed twenty five per cent of the current annual subscription for the category of membership to which the member is elected.
- (e) The Committee may access the Membership Register in order to develop a Confidential Database for Management purposes. This Confidential database to be only accessed by the authority of the President or Secretary of the Club and/ or delegated sub committee personnel.

**46. Power to Make By-Laws.**

The Committee of the Club shall have the power to make, alter and repeal by-laws for the conduct and management of the Club - *provided however* - no by-law shall be inconsistent with, or effect, or repeal anything contained in the Model Rules or the rules and purposes of the Drouin Golf & Country Club.

**47. Delegation by the Management Committee.**

- (a) The management Committee of the Club may, from time to time, delegate any of its powers to such Sub Committee/s, which must contain one or more members of the Committee, as they shall see fit to appoint and may recall or revoke such delegation or appointment.
- (b) Any such sub-committee, in the exercise of the powers so delegated, shall conform to any delegated duties that may be prescribed by the Committee.
- (c) The Management Committee shall have no power to delegate their control of the supply of liquor to the Club

**48. Retirement of Officers and Committee.**

- (a) Subject as hereinafter provided each of the Officers of the Club and three of the six Committee Members, being the last three having been the longest in office since their last election, shall retire at the Annual General Meeting.

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- (b) As between persons who become members of the Committee on the same day those to retire shall (unless otherwise agreed amongst themselves) be determined by lottery. All retiring Officers and members of the Committee shall be eligible for re-election.
  - (c) Each member of the Committee of the Club shall hold office for a period of not less than twelve months, subject only to the provisions of paragraph (d) hereunder.
  - (d) If for any reason, the number of Officers and Committee shall be reduced to less than seven, the remaining Officers and Committee, or if there be none, the Secretary of the Club, shall have the power to call, and shall call, an Extraordinary General Meeting, and may do all acts, and cause to be issued all notices, which may be necessary for the said purpose.

#### **49. Funds.**

- (a) The Treasurer & Secretary of the Club must:
  - (1) collect and receive all moneys due to the Club and prepare all payments authorised by the Club; and
  - (2) 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.
- (b) All cheques must be signed by any two of the Treasurer, President or Secretary of the Club.
- (c) Other authorised payments of money may be made by the order of the Committee of Management using electronic banking.
- (d) The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

#### **50 Seal.**

- (a) The common seal of the Club must be kept in the custody of the Secretary of the Club.
- (b) 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 the signatures of two Office Bearers of the committee and the Secretary of the Club.

#### **51 Notice to Members.**

Except for the requirement in Rule 24, Notice of General Meetings, any notice that is required to be given to a member, on behalf of the Club, may be given by:

- (a) electronic transmission to members who have given written authorisation for receipt of notices by this method, to the Secretary of the Club, or
- (b) delivering the notice to the member personally, or
- (c) prepaid post to the address appearing in the Register of Members, or

#### **52 Custody and Inspection of Books and Records.**

- (a) Except as otherwise provided in these Rules, the Secretary of the Club must keep in his or her custody or under his or her control all books, documents and securities of the Club within the club premises.
- (b) All accounts, books, securities, minutes and any other relevant documents of the Club must be available for inspection free of charge by any member upon request.
- (c) A member may request and make a copy of any accounts, books, securities, minutes and any other relevant documents of the Club.

**53. Accounts.**

- (a) The Management Committee of the Club shall cause correct accounts and books to be kept showing the financial affairs of the Club and particulars usually shown in books of account of a like nature and in particular:-
- (1) of the sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place; and
  - (2) of the assets and liabilities of the Club.
- (b) Once, at least, in every year the Management Committee shall lay before the Club in General Meeting an account of income and expenditure for the period since the preceding account. A balance sheet shall be made out in every year and laid before the Club in General Meeting made up to date not more than five months before such meeting and a copy thereof shall, not less than seven days previous to the meeting, be sent to the persons entitled to receive notice of General Meetings in the manner in which notices are to be given in accordance with these rules.

**54. Audit.**

Once, at least, in every year the accounts of the Club shall be examined and the correctness of the working account and balance sheets ascertained by one or more Auditor or Auditors, who shall be registered company auditors, as the case may be.

The Auditor or Auditors shall continue as such until replaced in an Annual General Meeting or a Special General Meeting.

**55. Improper use of an Elected Committee Position.**

The Incorporated Associations Act provides that committee members must not make improper use of their position to obtain a pecuniary interest.

**56. Indemnity and Insurance.**

The Management Committee shall take out insurance policies as are necessary to protect and indemnify the members of the Management Committee of the Club, members of designated Sub-Committees, other volunteers and staff in carrying out their duties as herein described.

**57. Winding up.**

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".

These rules shall be the Rules of the Club as from the 16<sup>th</sup> day of August 1985; -

Amended: 13/10/86 - 09/03/89 - 18/09/89 - 07/11/91 - 15/08/96 - 12/08/99 - 2/08/2004 –  
03/09/2008.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

President of the General Meeting.

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**DROUIN GOLF & COUNTRY CLUB INC:**

**BY LAWS**

(Made and adopted by the Management Committee under the power vested in it by Rule 46 - Statement of Rules and Purposes of the Drouin Golf & Country Club Inc )

Sub Committees:

Sub Committees (and delegated duties - Rule 47) shall be confirmed by the Management Committee at its first meeting in each year following the Annual General Meeting.

- 1: Men's Golf.
- 2: Ladies Golf.
- 3: Finance and Compliance.
- 4: Course Maintenance and Development.
- 5: House and Social.

Each Sub Committee shall be subject to the control of the Management Committee.

The above Sub Committee positions shall be advertised for fourteen days within the club house following the first Management Committee Meeting scheduled after the AGM, along with any amendments to delegated duties prescribed under Rule 47.

The Members of each Sub Committee shall retire on the date of each of the Sub Committee Meetings set down to follow the above Management Committee Meeting.

Sub Committee Members shall be (by right) eligible for re-election.

Ladies Golf Sub-Committee:

Ladies Golf shall operate in accordance with the "Rules and Regulations of the Lady Members" "(as amended)" of the "Drouin Golf and Country Club Inc"

The Chairperson of each sub committee shall cause to be tabled, a report of the previous year's sub committee activities, at the Drouin Golf & Country Club Inc. Annual General Meeting.

Membership Categories

The General Committee may establish additional membership categories of the club in order to promote and attract membership. Additional membership categories must be approved by a motion at the General Committee and terms and conditions be published within the clubhouse. The Committee has the power to cease any additional membership categories established within this By Law

**APPENDIX 1**

Application for membership of the Drouin Golf and Country Club Incorporated.

**Applicant:**

I, \_\_\_\_\_, of \_\_\_\_\_  
 (name) (occupation optional) (address)

desire to become a member of the Drouin Golf and Country Club Incorporated  
 In the event of my admission as a member, I agree to be bound by the Rules of the Club  
 for the time being in force.

Signature of Applicant: \_\_\_\_\_ Date: \_\_\_\_\_

**Proposer:**

I, \_\_\_\_\_, a member of the Club,  
 (name)  
 nominate the applicant, who is personally known to me, for membership of the Club.

Signature of Proposer: \_\_\_\_\_ Date: \_\_\_\_\_

**Secunder:**

I, \_\_\_\_\_, a member of the Club, second  
 (name)  
 the nomination of the applicant, who is personally known to me, for membership of the  
 Club.

Signature of Secunder: \_\_\_\_\_ Date: \_\_\_\_\_

**Notices to Members:**

On being accepted as a member, I authorise the Secretary of the Club to send me Club  
 Notices by email to the following email address:

[Enter email address]: \_\_\_\_\_

Signature of Member: \_\_\_\_\_ Date: \_\_\_\_\_



**APPENDIX 3**

Form of appointment of proxy:

I,

(name): \_\_\_\_\_

of

(address): \_\_\_\_\_

being a member of the Drouin Golf and Country Club Incorporated  
appoint

(name of proxy holder): \_\_\_\_\_

of

(address of proxy holder): \_\_\_\_\_

being a member of that Incorporated Club, as my proxy to vote for me on my behalf at  
the annual/special\* general meeting of the Club to be held on

(date of meeting): \_\_\_\_\_

and at any adjournment of that meeting.

My proxy is authorised to vote \* in favour of / \*against the following resolution (insert  
details of resolution below): \* Delete if not applicable

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Signed: \_\_\_\_\_ Date: \_\_\_\_\_