

VICTORIAN HARNESS RACING CLUB INCORPORATED

RULES
(adopted 28 November 2020)

**Victorian Harness Racing Club Inc.
Rules**

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PART 1—PRELIMINARY

1. Name

The name of the incorporated association is Victorian Harness Racing Club Incorporated (in these Rules called *the Club*).

2. Purposes

The purposes of the Club are:

- (a) to promote, encourage and assist the sport of harness racing in Victoria.
- (b) to encourage and facilitate the attendance of its members and the public at harness racing meetings and related events.
- (c) to foster fellowship amongst persons interested in the sport of harness racing as a method of increasing interest in harness racing.
- (d) to establish, maintain and conduct clubrooms for members and their guests, including making application to Liquor Licensing Victoria for a Club Licence or any other licence, permit or authority issued under the *Liquor Control Reform Act 1998* and application to the Victorian Commission for Gambling Regulation for a venue operator's licence, or other licence, permit or authority and to hold, transfer, renew and otherwise deal with such licences, permits and authorities.
- (e) for such purposes to collaborate with and assist in every way possible the appropriate regulatory and governing and kindred associations in the control and administration of the sport of harness racing.
- (f) to give regulatory and governing bodies the facility for conferring with and ascertaining the view of owners of standardbreds as regards to matters and issues which directly or indirectly affect the sport of harness racing.
- (g) to maintain the history of the Caduceus Club, including the induction of a legend into the Caduceus Club Legends of Harness Racing on an annual basis.

3. Financial year

The financial year of the Club is each period of 12 months ending on 30 June.

4. Definitions

In these Rules—

absolute majority, of the Board, means a majority of the board members currently holding office and entitled to vote at the time (as distinct from a majority of board members present at a board meeting);

Board means the Board having management of the business of the Club;

board meeting means a meeting of the Board held in accordance with these Rules;

board member means a member of the Board elected or appointed under Division 3 of Part 5;

Chairperson, of a general meeting or board meeting, means the person chairing the meeting as required under rule 46;

disciplinary appeal meeting means a meeting of the members of the Club convened under rule 23.3;

disciplinary meeting means a meeting of the Board convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 20;

financial year means the 12 month period specified in rule 2(g);

general meeting means a general meeting of the members of the Club convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

Harness Racing Victoria means the statutory body created by section 39 of the *Racing Act*;

member entitled to vote means a member who under rule 13.2 is entitled to vote at a general meeting;

ordinary member means a member of the Club who is not a Life Member, Honorary Life Member, Honorary Member or Corporate Member (as defined in rule 14);

Public Officer in the context of the Act means the Secretary of the Club;

Racing Act means the *Racing Act* 1958 and includes any regulations made under that Act;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the *Associations Incorporation Reform Act* 2012 and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF CLUB

5. Powers of Club

- 5.1 Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.
- 5.2 Without limiting subrule 5.1, the Club may—
- (a) acquire, hold and dispose of real or personal property, take on lease or on exchange hire or otherwise acquire and maintain any real or personal property and any rights and privileges in relation thereto
 - (b) erect and improve, remove, repair, alter, pull down and rebuild buildings and other structures
 - (c) sell, exchange, lease mortgage, hire, dispose of, turn to account or otherwise deal with all or any part of the real and personal property of the Club
 - (d) amalgamate, cooperate, affiliate and enter into reciprocal arrangements with any other club or body whether incorporated or unincorporated having objects wholly or in part similar to those of the Club
 - (e) appoint employ and pay officers and servants and to dismiss or suspend any officer or servant
 - (f) make such donation of a charitable or patriotic nature that the Board in its absolute discretion thinks fit;
 - (g) open and operate accounts with financial institutions;
 - (h) invest its money in any security in which trust monies may lawfully be invested;
 - (i) raise and borrow money on any terms and in any manner as it thinks fit;
 - (j) secure the repayment of money raised or borrowed, or the payment of a debt or liability;

- (k) appoint agents to transact business on its behalf;
- (l) enter into any other contract it considers necessary or desirable;
- (m) apply for and hold either on its own account or by trustees or nominees on behalf of the Club a club licence or such other category of licence pursuant to the provisions of the *Liquor Control Reform Act 1998* or any permit that may be granted pursuant to that Act;
- (n) apply for and hold a venue operator's licence pursuant to the provisions of the *Gambling Regulation Act 2002*.

5.3 The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

6.1 The Club must not distribute any surplus, income or assets directly or indirectly to its members.

6.2 Subrule 6.1 does not prevent the Club from paying a member—

- (a) reimbursement for expenses properly incurred by the member; or
- (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

7. Minimum number of members

The Club must have at least 25 members.

8. Who is eligible to be a member

Any person who supports the purposes of the Club is eligible for membership.

9. Application for membership

9.1 To apply to become a member of the Club, a person must submit a written application in such form and containing such particulars as the Board shall from time to time determine to a board member or the Secretary stating that the person—

- (a) wishes to become a member of the Club; and
- (b) supports the purposes of the Club; and
- (c) agrees to comply with these Rules.

9.2 Intentionally deleted.

9.3 The application—

- (a) must be signed by the applicant; and
- (b) may be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by the Club under rule 12.3.

10. Consideration of application

- 10.1 As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.
- 10.2 The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- 10.3 If the Board rejects the application, it must return any money accompanying the application to the applicant.
- 10.4 No reason need be given for the rejection of an application.

11. New membership

- 11.1 If an application for membership is approved by the Board—
- (a) the resolution to accept the membership must be recorded in the minutes of the board meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- 11.2 A person becomes a member of the Club and, subject to rule 13.2, is entitled to exercise his rights of membership from the date, whichever is the later, on which—
- (a) the Board approves the person's membership; or
 - (b) the person agrees to abide by the Constitution and pays the joining fee.

12. Annual subscription and fee on joining

- 12.1 At the commencement of the financial year, the Club must determine—
- (a) the amount of the annual subscription for each membership class (if any) for the following racing calendar year; and
 - (b) the date for payment of the annual subscription.
- 12.2 Intentionally deleted.
- 12.3 The Club may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
- (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Club.
- 12.4 The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13. General rights of members

- 13.1 A member of the Club who is entitled to vote has the right—
- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and

- (e) to have access to the minutes of general meetings and other documents of the Club as provided under rule 75; and
- (f) to inspect the register of members.

13.2 Each individual member is entitled to one vote only if—

- (a) the member is a member other than an Honorary Member or a Corporate Member; and
- (b) more than 10 business days have passed since he became a member of the Club; and
- (c) the member's membership rights are not suspended for any reason.

14. Classes of Members

A) *Life Members (Services to the Club)*

14.1 Any member who is deemed to have given outstanding service to the Club may, by resolution of the board, be recommended to the members at a general meeting to be honoured with life membership of the Club. Such nomination may be submitted by any member of the Club. Life members do not pay the annual subscription but must pay for function costs.

14.2 Life members have the right to vote at a general meeting.

B) *Honorary Life Members (Length of membership)*

14.3 Any member who has completed 40 years of continuous membership is honoured with honorary life membership of the Club. Honorary life members do not pay the annual subscription but must pay for function costs.

14.4 Honorary life members have the right to vote at a general meeting.

C) *Honorary Members*

14.5 The board may by resolution accept nominations from a member for persons, not being members of the Club, who have rendered significant contribution to the success of the Club's activities or to their own field of sport, occupation or other worthy causes.

Such nominations, if approved by the board, must be submitted to the members to vote upon at a general meeting.

14.6 Honorary members do not pay the annual subscription, however they must pay any function cost for themselves and their guests.

14.7 Honorary members do not have the right to vote at a general meeting and have a limited package of membership benefits as determined by the Board from time to time.

D) *Intentionally deleted*

14.8 Intentionally deleted

E) *Corporate Members*

14.9 The board may accept nominations from corporate members which shall be a corporation or business entity.

14.10 Corporate members do not have the right to vote at a general meeting and shall be entitled to such membership benefits as determined by the Board from time to time.

F) *Ordinary Members*

14.11 Any member who is not a Life Member, Honorary Life Member, Honorary Member or Corporate Member is deemed an ordinary member.

14.12 Ordinary members must pay the annual subscription and any function costs.

14.13 Ordinary members have the right to vote at a general meeting.

15. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

16. Ceasing membership

16.1 The membership of a person ceases on resignation, expulsion or death.

16.2 If a person ceases to be a member of the Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

16.3 A member shall advise the board through the Secretary of any significant absence from the Club's activities, functions, events and meetings.

16.4 Where a member by proceeding or travelling overseas or interstate for an extended period or on account of serious illness, or for reasons of a like nature, the board of the Club may on request, place such a member on leave of absence for a specific time period. In such periods of absence, members are not liable on a pro-rata basis for their Annual Subscription fee or any meeting charge. They are not able to exercise any right, privilege or obligation as members on leave of absence.

16.5 A member shall automatically cease to be a member if the member is subject to an exclusion order or is disqualified or warned off in Victoria under the rules of harness racing as adopted by Harness Racing Victoria, or disqualified or warned off in a jurisdiction other than Victoria under the equivalent of the rules of harness racing as adopted in such other jurisdiction.

17. Resigning as a member

17.1 A member may resign by notice in writing given to the Club.

Note

Rule 74.3 sets out how notice may be given to the Club. It includes by post or by handing the notice to a member of the board.

17.2 A member is taken to have resigned if—

- (a) the member's annual subscription is more than 12 months in arrears; or
- (b) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the member to confirm that he wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he wishes to remain a member.

18. Register of members

18.1 The Secretary must keep and maintain a register of members that includes—

- (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) intentionally deleted;
 - (v) any other information determined by the Board; and
- (b) for each former member, the date of ceasing to be a member.

18.2 Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2 - Disciplinary action**19. Grounds for taking disciplinary action**

The Club may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Club; or
- (c) has engaged in conduct:
 - (i) unbecoming a member; or
 - (ii) prejudicial to the Club or the sport of harness racing.

20. Disciplinary subcommittee

20.1 If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

20.2 The members of the disciplinary subcommittee—

- (a) may be Board members, members of the Club or anyone else; but
- (b) must not be biased against, or in favour of, the member concerned.

21. Notice to member

21.1 Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

- (a) stating that the Club proposes to take disciplinary action against the member; and
- (b) stating the grounds for the proposed disciplinary action; and
- (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
- (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- (e) setting out the member's appeal rights under rule 23.

21.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22. Decision of subcommittee

22.1 At the disciplinary meeting, the disciplinary subcommittee must—

- (a) give the member an opportunity to be heard; and
- (b) consider any written statement submitted by the member.

- 22.2 After complying with subrule 22.1, the disciplinary subcommittee may—
- (a) take no further action against the member; or
 - (b) subject to subrule 22.3—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period;
 - (iii) expel the member from the Association; or
 - (iv) fine the member an amount not exceeding \$500.

22.3 The disciplinary subcommittee may not fine the member.

22.4 The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23. Appeal rights

23.1 A person who has been reprimanded, suspended, expelled or fined under rule 22 may give notice to the effect that he or she wishes to appeal against the reprimand, suspension, expulsion or fine.

23.2 The notice must be in writing and given—

- (a) to the disciplinary subcommittee immediately after the vote to reprimand, suspend, expel or fine the person is taken; or
- (b) to the Secretary not later than 48 hours after the vote.

23.3 A person who has been reprimanded, suspended, expelled or fined and who has given notice under subrule 23.2 must present to the Secretary within 21 days of giving notice a letter of support signed by at least 10% of members.

23.4 If a person has given notice under subrule 23.2 and provided the letter of support under subrule 23.3, a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the letter of support is received.

23.5 Notice of the disciplinary appeal meeting must be given to each member of the Club who is entitled to vote as soon as practicable and must—

- (a) specify the date, time and place of the meeting; and
- (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to reprimand, suspend, expel or fine the person should be upheld or revoked.

24. Conduct of disciplinary appeal meeting

24.1 At a disciplinary appeal meeting—

- (a) no business other than the question of the appeal may be conducted; and
- (b) the Board must state the grounds for reprimanding, suspending, expelling or fining the member and the reasons for taking that action; and
- (c) the person who has been reprimanded, suspended, expelled or fined must be given an opportunity to be heard.

- 24.2 After complying with subrule 24.1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to reprimand, suspend, expel or fine the person should be upheld or revoked.
- 24.3 A member may not vote by proxy at the meeting.
- 24.4 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3 - Grievance procedure

25. Application

- 25.1 The grievance procedure set out in this Division applies to disputes under these Rules between—
- (a) a member and another member;
 - (b) a member and the Board;
 - (c) a member and the Club.
- 25.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26. Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27. Appointment of mediator

- 27.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
- (a) notify the Board of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- 27.2 The mediator must be—
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Board; or
 - (ii) if the dispute is between a member and the Board or the Club—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 27.3 A mediator appointed by the Board may be a member or former member of the Club but in any case must not be a person who—
- (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

28. Mediation process

- 28.1 The mediator to the dispute, in conducting the mediation, must—
- (a) give each party 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 throughout the mediation process.

28.2 The mediator must not determine the dispute.

29. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE CLUB

30. Annual general meetings

30.1 The Board must convene an annual general meeting of the Club to be held within 5 months after the end of each financial year.

30.2 The Board may determine the date, time and place of the annual general meeting.

30.3 The ordinary business of the annual general meeting is as follows—

(a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;

(b) to receive and consider—

(i) the annual report of the Board on the activities of the Club during the preceding financial year; and

(ii) the financial statements of the Club for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;

(c) to elect the members of the Board;

(d) to confirm or vary the amounts of the annual subscription and other fees.

30.4 The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31. Special general meetings

31.1 Any general meeting of the Club, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

31.2 The Board may convene a special general meeting whenever it thinks fit.

31.3 No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32. Special general meeting held at request of members

32.1 The Board must convene a special general meeting if a request to do so is made in accordance with subrule 32.2 by at least 25% of the total number of members.

32.2 A request for a special general meeting must -

(a) be in writing; and

(b) state the business to be considered at the meeting and any resolutions to be proposed; and

(c) include the names and signatures of the members requesting the meeting; and

(d) be given to the Secretary.

32.3 If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting, and all reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

32.4 A special general meeting convened by members under subrule 32.3 -

- (a) must be held within 3 months after the date on which the original request was made; and
- (b) may only consider the business stated in that request.

33. Notice of general meetings

33.1 The Secretary (or, in the case of a special general meeting convened under rule 32.3, the members convening the meeting) must give to each member of the Club—

- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
- (b) at least 14 days' notice of a general meeting in any other case.

33.2 The notice must—

- (a) specify the date, time and place of the meeting; and
- (b) indicate the general nature of each item of business to be considered at the meeting; and
- (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and

33.3 This rule does not apply to a disciplinary appeal meeting.

Note

Rule 23.4 sets out the requirements for notice of a disciplinary appeal meeting.

34. Proxies

34.1 A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.

34.2 The appointment of a proxy must be in writing and signed by the member making the appointment.

34.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

34.4 If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.

34.5 Notice of a general meeting given to a member under rule 33 must—

- (a) state that the member may appoint another member as a proxy for the meeting; and
- (b) include a copy of any form that the Board has approved for the appointment of a proxy.

34.6 A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

34.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

35. Use of technology

The use of technology to assist the operation at a general meeting may, at the discretion of the Chairperson, be permitted.

36. Quorum at general meetings

36.1 No business may be conducted at a general meeting unless a quorum of members is present.

36.2 The quorum for a general meeting is the presence of members in attendance provided that due notice has been given in accordance with these Rules. The number of members comprising the quorum shall be 20 members being personally present (being members under these Rules entitled to vote at a general meeting).

36.3 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—

- (a) in the case of a meeting convened by, or at the request of, members under rule 32— the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (b) in any other case -

(i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and

(ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

36.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule 36.3(b), the members present at the meeting may proceed with the business of the meeting as if a quorum were present.

37. Adjournment of general meeting

37.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

37.2 Without limiting subrule 37.1, a meeting may be adjourned—

- (a) if there is insufficient time to deal with the business at hand; or

- (b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Board at an annual general meeting.

37.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

37.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38. Voting at general meeting

38.1 On any question arising at a general meeting—

- (a) subject to subrule 38.3, each member who is entitled to vote has one vote; and

- (b) members must vote in person ; and

- (c) except in the case of a special resolution, the question must be decided on a majority of votes.

38.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

38.3 If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

38.4 This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39. Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a board member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

40. Determining whether resolution carried

40.1 Subject to subrule 40.2, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

40.2 If a poll (where votes are cast in writing) is demanded by ten or more members on any question—

- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
- (b) the Chairperson must declare the result of the resolution on the basis of the poll.

40.3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

40.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41. Minutes of general meeting

41.1 The Board must ensure that minutes are taken and kept of each general meeting.

41.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

41.3 In addition, the minutes of each annual general meeting must include—

- (a) the names of the members attending the meeting; and
- (b) the financial statements submitted to the members in accordance with rule 30.3(b)(ii); and
- (c) the certificate signed by the Chairman and Treasurer (or one other board member in their absence for due cause) certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and

- (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—BOARD

Division 1 - Powers of Board

42. Role and powers

- 42.1 The business of the Club must be managed by or under the direction of a Board.
- 42.2 The Board may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Club.
- 42.3 The Board may—
- (a) appoint and remove staff;
 - (b) establish subcommittees in accordance with rule 58.

43. Delegation

- 43.1 The Board may delegate to a member of the Board or a subcommittee, any of its powers and functions other than—
- (a) this power of delegation; or
 - (b) a duty imposed on the Board by the Act or any other law.
- 43.2 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 43.3 The Board may, in writing, revoke a delegation wholly or in part.

Division 2 - Composition of Board and duties of members

44. Composition of Board

- 44.1 The Board consists of a minimum of 6 and a maximum of 9 persons who are ordinary members or life members who shall be selected under rule 53.
- From the ordinary members or life members elected to the Board there shall be selected -
- (a) a Chairman; and
 - (b) a Vice-Chairman; and
 - (c) a Treasurer.

- 44.2 The Club shall endeavour to ensure the members of the Board comprise a representative range of people including but not limited to diversity of skills (including business and marketing skills), experience, age and gender.

45. General Duties

- 45.1 As soon as practicable after being elected or appointed to the Board, each board member must become familiar with these Rules and the Act.
- 45.2 The Board is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Board comply with these Rules.
- 45.3 Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- 45.4 Board members must exercise their powers and discharge their duties—

- (a) in good faith in the best interests of the Club; and
- (b) for a proper purpose.

45.5 Board members and former board members must not make improper use of—

- (a) their position; or
- (b) information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to the Club.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

45.6 In addition to any duties imposed by these Rules, a board member must perform any other duties imposed from time to time by resolution at a general meeting.

46. Chairman and Vice-Chairman

46.1 Subject to subrule 46.2, the Chairman or, in the Chairman's absence, the Vice-Chairman is the Chairperson for any general meetings and for any board meetings.

46.2 If the Chairman and the Vice-Chairman are both absent, or are unable to preside, the Chairperson of the meeting must be—

- (a) in the case of a general meeting—a member elected by the other members present; or
- (b) in the case of a board meeting—a board member elected by the other board members present.

47. Secretary

47.1 The Club must appoint a person to be its Chief Executive or Secretary/Manager, and that person shall be Secretary for the purposes of these Rules. The Club may employ a person to fill that role either on a full time or part time basis.

47.2 If the Chief Executive or Secretary/Manager is an employee of the Club he or she is not eligible to be a member of the Board.

47.3 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

47.4 The Secretary must—

- (a) maintain the register of members in accordance with rule 18; and
- (b) keep custody of the common seal (if any) of the Club and, except for the financial records referred to in rule 70.3, all books, documents and securities of the Club in accordance with rules 72 and 75; and
- (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
- (d) perform any other duty or function imposed on the Secretary by these Rules.

47.5 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48. Treasurer

48.1 The Treasurer must—

- (a) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and
- (b) ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and
- (c) make any payments authorised by the Board or under delegation or by a general meeting of the Club from the Club's funds; and
- (d) ensure cheques are signed by the Treasurer and one other Officer appointed and approved by the General Board; and
- (e) regularly review the subscription fees, tariffs and charges to be recommended.

48.2 The Treasurer must—

- (a) ensure that the financial records of the Club are kept in accordance with the Act; and
- (b) coordinate the preparation of the financial statements of the Club and their certification by the Board prior to their submission to the annual general meeting of the Club.

48.3 The Treasurer must ensure that the Chairman and Secretary together with at least one other board member, upon request, has access to the accounts and financial records of the Club. Member subscription and financial information to be published on the website, when and where required by the General Board.

Division 3 - Election of Board members and tenure of office

49. Who is eligible to be a Board member

A member is eligible to be elected or appointed as a board member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

50. Positions to be declared vacant

50.1 This rule applies to any annual general meeting of the Club, after the annual report and financial statements of the Club have been received.

50.2 The Chairperson of the meeting must declare all positions on the Board vacant and hold elections for those positions in accordance with rules 51 to 54.

51. Nominations

51.1 Prior to the annual general meeting, the Secretary must no later than 3 weeks prior to the date of the General Meeting call for nominations to fill board positions.

51.2 An eligible member of the Club may—

- (a) nominate himself for the board; or
- (b) with the member's consent, be nominated by another member.

Such nominations must be made on the appropriate nomination form, signed by any two members of the Club and be received by the secretary at least three (3) days prior to the General Meeting.

52. Election of Chairman etc.

52.1 At the first Board meeting following the General Meeting, the Board shall elect from its number a -

- (a) Chairman;

(b) Vice-Chairman; and

(c) Treasurer.

52.2 Intentionally deleted.

52.3 The Chairman, Vice-Chairman and Treasurer will collectively constitute the Board's executive.

53. Election of ordinary members

53.1 Up to nine (9) ordinary members are to be elected to the Board.

53.2 A single election may be held to fill all of those positions.

53.3 If the number of members nominated for the position of ordinary board member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

53.4 If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

54. Ballot

54.1 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.

54.2 The returning officer must not be a member nominated for the position.

54.3 Before the ballot is taken, each candidate may make a short speech in support of his election.

54.4 The election must be by secret ballot.

54.5 The returning officer must give a blank piece of paper to each member present in person.

54.6 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

54.7 If the ballot is for more than one position—

(a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;

(b) the voter must not write the names of more candidates than the number to be elected.

54.8 Ballot papers that do not comply with subrule 54.7(b) are not to be counted.

54.9 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

54.10 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

54.11 If the returning officer is unable to declare the result of an election under subrule 54.10 because 2 or more candidates received the same number of votes, the returning officer must—

(a) conduct a further election for the position in accordance with subrules 54.4 to 54.10 to decide which of those candidates is to be elected; or

(b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

55. Term of office

- 55.1 Subject to subrules 55.3, 55.6, 55.7 and 55.8 and rule 56, a board member holds office until the positions of the Board are declared vacant at the third annual general meeting after the date of election.
- 55.2 A board member may be re-elected.
- 55.3 A general meeting of the Club may—
- (a) by special resolution remove a board member from office; and
 - (b) elect an eligible member of the Club to fill the vacant position in accordance with this Division.
- 55.4 A member who is the subject of a proposed special resolution under subrule 55.3(a) may make representations in writing to the Secretary or Chairman of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- 55.5 The Secretary or the Chairman 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 at which the special resolution is to be proposed.
- 55.6 One third of members of the Board, being those members who have served longest since last elected must retire at each annual general meeting but are eligible for re- election. In the event of an equality of time served since last elected, those members to retire shall be drawn by lot.
- 55.7 Intentionally deleted.
- 55.8 The Board may remove a board member by resolving that his or her continuing to hold the position of board member prejudices or may be likely to jeopardise the Club's:
- (a) Venue Operations license under the *Gambling Regulation Act 2003*;
 - (b) Liquor Licence under the *Liquor Control Reform Act 1998*;
 - (c) intentionally deleted;
 - (d) intentionally deleted;
 - (e) Agreement for Registration.

56. Vacation of office

- 56.1 If the number of members nominated for the position of ordinary board member is less than the number to be elected, a casual vacancy on the board shall exist following the annual general meeting.
- 56.2 A board member may resign from the Board by written notice addressed to the Board.
- 56.3 A person ceases to be a board member if he or she—
- (a) subject to rule 44.1 ceases to be a member of the Club; or
 - (b) fails to attend 3 consecutive board meetings (other than special or urgent board meetings) without leave of absence under rule 67; or
 - (c) otherwise ceases to be a board member by operation of section 78 of the Act; or
 - (d) is, or has at any time within the previous ten years been convicted or found guilty of an indictable offence; or
 - (e) is, or becomes an insolvent under administration within the meaning of the *Corporations Act 2001*; or
 - (f) shall have reached the age of 72 years.

Note

A Board member may not hold the office of secretary if they do not reside in Australia.

57. Filling casual vacancies

- 57.1 The Board may appoint an eligible member of the Club to fill a position on the Board that—
- (a) has become vacant under rule 56; or
 - (b) was not filled at the last annual general meeting.
- 57.2 If the position of Secretary becomes vacant, the Board may appoint a member to the position after the vacancy arises.
- 57.3 Intentionally deleted.
- 57.4 Any board member appointed by the Board under subrule 57.1 or 57.2 shall hold office until the annual general meeting next following the date of appointment.
- 57.5 The Board may continue to act despite any vacancy in its membership.

58. Subcommittees

- 58.1 The Board may delegate any of the board's powers and functions, with the exception of its authority in relation to a financial matter, to a subcommittee or subcommittees established by the Board, comprising at least one board member and any other people (whether members or not) that the Board decides.
- 58.2 The Board may name, dissolve and vary the powers and composition of a subcommittee as the Board deems fit.
- 58.3 Each member of a subcommittee holds office on terms decided by the Board.
- 58.4 A subcommittee must exercise its powers, and generally conduct itself, in accordance with the directions given by the Board including, but not limited to, any directions concerning minute keeping and the reporting of planned or undertaken actions.

Division 4 - Meetings of Board**58A. Meetings of Board**

- 58A.1 The Board must meet at least 3 times in each year at the dates, times and places determined by the Board.
- 58A.2 The date, time and place of the first board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Club at which the members of the Board were elected.
- 58A.3 Special board meetings may be convened by the Chairman or by any 4 members of the Board.
- 58A.4 A board member who is unable to be present at a board meeting may request of the chairman to participate in the meeting in the manner contemplated by rule 62.
- 58A.5 Where one or more board members request to participate in the meeting in the manner contemplated by rule 62, the Chairperson shall be solely responsible for deciding whether it is reasonably feasible to provide such a communication facility or not.

59. Notice of meetings

- 59.1 Notice of each board meeting must be given to each board member no later than 7 days before the date of the meeting.
- 59.2 Notice may be given of more than one board meeting at the same time.
- 59.3 The notice must state the date, time and place of the meeting.

- 59.4 If a special board meeting is convened, the notice must include the general nature of the business to be conducted.
- 59.5 The only business that may be conducted at the meeting is the business for which the meeting is convened.
- 60. Urgent meetings**
- 60.1 In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each board member by the quickest means practicable.
- 60.2 Any resolution made at the meeting must be passed by an absolute majority of the Board.
- 60.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.
- 61. Procedure and order of business**
- 61.1 The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- 61.2 The order of business may be determined by the members present at the meeting.
- 61.3 Members and other persons, when invited by the board, may attend meetings or such part of the meeting as determined appropriate by the board, but do not have voting rights and may not speak at the meeting unless permitted by the Chairperson.
- 62. Use of technology**
- 62.1 A board member who is not physically present at a board meeting may participate in the meeting by the use of technology that allows that board member and the board members present at the meeting to clearly and simultaneously communicate with each other.
- 62.2 For the purposes of this Part, a board member participating in a board meeting as permitted under subrule 62.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- 63. Quorum**
- 63.1 No business may be conducted at a Board meeting unless a quorum is present.
- 63.2 The quorum for a board meeting is the presence (in person or as allowed under rule 62) of a majority of the board members holding office.
- 63.3 If a quorum is not present within 30 minutes after the notified commencement time of a board meeting—
- (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.
- 64. Voting**
- 64.1 On any question arising at a board meeting, each board member present at the meeting has one vote.
- 64.2 A motion is carried if a majority of board members present at the meeting vote in favour of the motion.
- 64.3 Subrule 64.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- 64.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

64.5 Voting by proxy is not permitted.

65. Conflict of interest

65.1 A board member who has a material personal interest in a matter being considered at a board meeting must disclose the nature and extent of that interest to the Board.

65.2 The member—

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

65.3 This rule does not apply to a material personal interest—

- (a) that exists only because the member belongs to a class of persons for whose benefit the Club is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of the Club.

66. Minutes of meeting

66.1 The Board must ensure that minutes are taken and kept of each board meeting.

66.2 The minutes must record the following—

- (a) the names of the members in attendance at the meeting;
- (b) the business considered at the meeting;
- (c) any resolution on which a vote is taken and the result of the vote;
- (d) any material personal interest disclosed under rule 65.

67. Leave of absence

67.1 The Board may grant a board member leave of absence from board meetings.

67.2 The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the board member to seek the leave in advance.

PART 6 - FINANCIAL MATTERS

68. Source of funds

The funds of the Club may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board including income derived from any business conducted under a venue operator's licence.

69. Management of funds

69.1 The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.

69.2 Subject to any restrictions imposed by a general meeting of the Club, the Board may approve expenditure on behalf of the Club.

69.3 The Board may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

- 69.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer and one other Officer appointed and approved by the Board.
- 69.5 All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt.
- 69.6 With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- 69.7 No payment of any amount shall be made to an officer or servant of the Club by way of commission or allowance from the receipts of the Club for sale and disposal of liquor.
- 69.8 A visitor to those parts of the Club premises which are licensed premises in respect of which any club licence operates must not be supplied with liquor in the Club premises unless in the company of a member or is an authorised gaming visitor admitted in accordance with these Rules.
- 69.9 A member introducing a visitor to those parts of the Club premises which are the licensed premises in respect of which any club licence operates shall enter the name and address of the visitor in a book kept by the Club for that purpose and shall sign as introducing member.
- 69.10 If the Club obtains a venue operator's licence and gaming machines are introduced into the Club, authorised gaming visitors (who shall not be a member nor be entitled to vote on Club matters, nor purchase liquor for consumption off the Club's premises) may be admitted to use the Club's premises provided that all such authorised gaming visitors must:
- (a) have entered in a register of authorised gaming visitors their full names and residential addresses and the date of that admission.
 - (b) produce evidence of his residential address before being admitted to the Club premises.
 - (c) carry identification at all times whilst on the Club's premises; and
 - (d) comply with any relevant rules of the Club whilst on the Club's premises.

70. Financial records

- 70.1 The Club must keep financial records that—
- (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- 70.2 The Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- 70.3 The Treasurer must prepare and keep in his custody, or under his control—
- (a) the financial records and statements for the current financial year; and
 - (b) any other financial records as authorised by the Board.

71. Financial statements

- 71.1 For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- 71.2 Without limiting subrule 71.1, those requirements include—
- (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board;
 - (d) the submission of the financial statements to the annual general meeting of the Club;

- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

71A. Audit

No later than two months after the end of each financial year the Club must at its cost cause its financial records and financial statements for the immediately preceding financial year to be audited by an independent auditor.

PART 7 - GENERAL MATTERS

72. Common seal

72.1 In the event that the Club has a common seal it shall be kept by the Secretary.

72.2 If the Club has a common seal—

- (a) the name of the Club must appear in legible characters on the common seal;
- (b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of the Chairman and Secretary;
- (c) the common seal must be kept in the custody of the Secretary.

73. Registered address

The registered address of the Club is—

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address— the postal address of the Secretary.

74. Notice requirements

74.1 Any notice required to be given to a member or a board member under these Rules may be given—

- (a) by handing the notice to the member personally; or
- (b) by sending it by post to the member at the address recorded for the member on the register of members; or
- (c) by email or facsimile transmission.

74.2 Subrule 74.1 does not apply to notice given under rule 60.

74.3 Any notice required to be given to the Club or the Board may be given—

- (a) by handing the notice to a member of the Board; or
- (b) by sending the notice by post to the registered address; or
- (c) by leaving the notice at the registered address; or
- (d) if the Board determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Club or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Club.

75. Custody and inspection of books and records

75.1 Members may on request inspect free of charge—

- (a) the register of members;

- (b) the minutes of general meetings;
- (c) subject to subrule 75.2, the financial records, books, securities and any other relevant document of the Club, including minutes of Board meetings.

Note

See note following rule 18 for details of access to the register of members.

- 75.2 The Board may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- 75.3 The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- 75.4 Subject to subrule 75.2, a member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.
- 75.5 For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Club.

76. Winding up and cancellation

- 76.1 The Club may be wound up voluntarily by special resolution.
- 76.2 In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any members or former members of the Club.
- 76.3 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to such harness racing club or clubs and in such proportions as directed by Harness Racing Victoria.

77. Alteration of Rules

These Rules must not be altered without the prior written approval of Harness Racing Victoria, and may only be altered by special resolution of a general meeting of the Association. No change to these Rules is effective unless and until the change is approved by the Registrar.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 2(g)) are altered, the Association is taken to have adopted its own rules, not the model rules.

78. Transitional provisions

- 78.1 These Rules must be read and construed so that-
 - (a) any board member in office immediately before the adoption of these Rules will be considered to have been appointed under, and to hold office in accordance with these Rules;
 - (b) any person or member acknowledged by the board to be a member immediately before the adoption of these Rules will be considered to have obtained, and to retain, membership in accordance with these Rules;

- (c) any person or member acknowledged by the Board to be a member or life member of the Caduceus Club on 12 November 2020 will be considered to have obtained, and to retain, equivalent membership in accordance with these Rules;
- (d) any register maintained by the Club immediately before the adoption of these Rules will be considered to be a register maintained under these Rules;
- (e) unless the contrary intention appears in these Rules, all persons, things and circumstances appointed or created by or under the Rules of the Club in force before the adoption of these Rules will continue to have the same status, operation and effect after the adoption of these Rules.

79. Intentionally deleted

80. Intentionally deleted