

ASSOCIATIONS INCORPORATION ACT 1981 – SCHEDULE 3
MODEL RULES FOR AN INCORPORATED ASSOCIATION

STAWELL ATHLETIC CLUB INCORPORATED

NAME

The name of the Incorporated Association is STAWELL ATHLETIC CLUB INCORPORATED (in these rules called “the Association”)

INTERPRETATION

1. IN these Rules unless the contrary intention appears:-

“The Act” means the Associations Incorporation Act 1981 and any statutory modification thereof;

“The Association” means Stawell Athletic Club Incorporated;

“The Committee” means the Committee of the Management of the Association;

“The Executive” means the Executive Committee of the Association comprising the President, the immediate past president, the Senior Vice President, the Treasurer and the Secretary.

“The President” means the President as duly elected by the Committee of Management or any person acting as President or appointed by any meeting to act as President in the President’s absence;

“Life Member” means a member who has been appointed to Life Membership pursuant to Rule 10 hereof;

“Member” means a member for the time being of the Association;

“Associate Member” means a member pursuant to Rule 5 hereof;

“Month” means a calendar month;

“The Office” means the registered office for the time being of the Association;

“The Register” means the Register of Members of the Association to be kept pursuant to the Act;

“Registered Address” of a member means the address of the member stated in the register, or, if he has given notice in writing to the Association of a change of address, that last address of which he has given such notice;

“Present” when used of a member in relation to a meeting means present in person or by attorney or by proxy;

“These Rules” include all amendments of and additions to these Rules from time to time in force;

“The Seal” means the Common Seal of the Association;

“The Secretary” means any person appointed to perform the duties of secretary of the Association;

“Treasurer” means any person appointed to perform the duties of the treasurer of the Association;

“The Incorporated Club” means the incorporated body which at the time of incorporation of the Association was known as “the Stawell Athletic Club Ltd’

“Year” means financial year ending 30th June.

Words importing persons include corporations, partnerships and associations.

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

Words importing the masculine gender include the feminine and neuter gender.

References to any officer of the Association include any person elected or acting for the time being as such officer.

Unless the context otherwise requires expressions defined in the Act or any statutory modification thereof in force at the date at which these Rules become binding on the Association shall have that defined meaning.

Except as otherwise provided these Rules shall be constructed with reference to the provisions of the Act and terms used in these Rules unless otherwise herein defined shall be taken as having the same respective meaning as they have when used in the Act.

2. THE Association is established for the objects and under the terms and conditions set out in the Rules of the Association.
3. THE name of the Association shall be “Stawell Athletic Club Incorporated”.

MEMBERSHIP

4. THE number of members with which the Association proposes to be registered is unlimited.
5. ANY person shall, subject to the provisions hereinafter appearing, be eligible to be a member of the Association provided he shall comply with the conditions laid down in Rule 6 hereof and be subject to the acceptance of the applicant by the Committee. A person may apply for one of three levels of membership:-

- a) Single Membership – provides the benefits of membership to an individual person including the entitlement to a single vote at a meeting of members;
 - b) Family Membership – provides the benefits of membership to a family unit comprising two adults and up to three children aged less than sixteen years of age. The family unit will nominate one adult whose name shall be entered in the Official Register and that person will be entitled to a single vote at a meeting of members;
 - c) Associate Member – provides limited benefits of membership to an individual person but does not include any voting rights.
6. TO obtain membership, an applicant shall give his name, address and such other details as required on the application form and on acceptance of the membership application by the Committee, and upon payment of the membership fee, shall be duly constituted as a member of the Association and shall have all the rights of membership of the current year commencing the 1st day of March and ending on the last day of February.
7. THE membership fee shall be that as fixed from time to time in accordance with these Rules.
8. UPON payment of the annual membership fee a member will be entitled to the membership benefits conferred on each level of membership from time to time by the Committee.
9. NOTWITHSTANDING anything hereinbefore contained, the Committee may in its absolute discretion and without assigning any reason therefore refuse to admit any person to membership of the Association.
- 9A. A person, being an existing member of the Association or otherwise, may apply to become a Social Member of the Association. A Social Member will be entitled to attend such social or other functions nominated by the Association. To be accepted as a Social Member the applicant will be required to provide their name and address and pay the subscription fee nominated by the Association. The Social Members' subscription fee shall be that as fixed from time to time by the Association and may comprise an annual fee and/or separate fees for individual functions. Social Members will have no voting rights.
10. (a) THE Committee shall confer the privileges of Life Membership on all those who in the year 1985 were life members of the Incorporated Club.
- (b) THE Committee may at its discretion annually recommend as Life Members any person who has rendered outstanding and distinguished service to the Association.
- (c) ANY person elected to Life Membership shall be exempt from payment of any further subscription but shall nevertheless be entitled to all the privileges and benefits of membership and be subject to the same liabilities and duties as an ordinary member.
- (d) THE Association in general meeting, upon the recommendation of the Committee, may confer upon any person by way of honour, a dignity called patron or a dignity called life member, but so that there shall not at any time be more than four patrons and the number of life members shall not be limited.

- (e) THIS Rule is retrospective and shall apply to all appointments made prior to August, 1948.
11. (a) ANY member may at any time by notice in writing to the Secretary, resign his membership of the Association but he shall be liable for all his obligations as a member until his resignation is received by the Secretary and all Association property in his possession is returned.
- (b) IF any member:-
- (i) shall become bankrupt or takes a benefit of the Bankruptcy Act of the Commonwealth or being a corporation shall pass a resolution or have a petition presented for its winding up or have a receiver and/or manager appointed;
 - (ii) Shall be convicted in any court of any indictable offence punishable by imprisonment or being a naval or military or airforce officer be cashiered or dismissed from the service;
- he shall ipso facto cease to be a member of the Association but upon application being made by any such member to the Committee he may be re-instated by a resolution of the Committee.
- (c) The Association in general meeting may withdraw a life membership.

SUBSCRIPTION

12. THE annual subscription of the Association for each level of membership shall be such sums as shall be fixed from time to time by the Committee.
13. SUBSCRIPTION for members of the Association must be paid before the thirteenth day of June in each year and any member who has not paid his subscription by such date shall not be eligible to vote for the election of Committee or officers of the Association in that year. If such person remains unfinancial for a further period of two weeks then he shall be deemed to have forfeited his membership and thereupon his membership of the Association shall cease and determine.
14. ANY person who subscribes to the Association funds in any year more than the amount fixed for that year as the annual subscription shall, if he so applies, be admitted to full membership without any further fees.
15. THE Committee shall have power to elect any person to be an honorary member of the Association for any financial year. An honorary member shall be entitled to the benefits and privileges of membership and be subject to the same liabilities and duties as other described members except that he shall not be liable for any subscription.
16. NO member whose subscription shall be unpaid or who owes money whatsoever to the Association shall be entitled, until payment of the same, to vote at any meeting or upon any ballot.

17. NO member who has been expelled from the Association shall be permitted to enter the Association's rooms, and any member knowingly introducing such a person may be fined, suspended or expelled from the Association by the Committee.

REGISTER OF MEMBERS

18. UPON acceptance of an application for membership, the Secretary shall cause to be entered in a book (to be called the Official Register) the full name and address of the applicant the date of entry of the name of each member and the number of the membership ticket issued to him. The Secretary shall hold all signed applications and produce same if required to verify the identity of any person voting at any election or meeting of the Association. The Register shall be available for inspection by members at the Office of the Association.

ANNUAL GENERAL MEETING

19. AN Annual General Meeting of the members of the Association shall be held on or before the 31st day of October in each year. At least fourteen days prior to the holding of such meeting members shall be given notice of the date, time and place on which the meeting is to be held and of any special business which the Committee intends to submit thereat. The business to be dealt with at such Meetings shall be the approval of the minutes of the preceding annual general meeting and to consider any matters arising there from, the reception and consideration of the Committee's report and Balance Sheet and Statements of Receipts and Expenditure, the election of a president, a Secretary, a Treasurer and Members of the Committee, the presentation of Testimonials to receive and consider the statement submitted by the Association in accordance with these Rules, to receive and approve a budget from the Treasurer to ratify subscriptions of members for the year ending the last day in June, to consider any other matter or finances recommended by the Association, if necessary to appoint an auditor or auditors, to consider such other general business as the meeting may approve, and any special business of which notice is given in accordance with these rules.
20. THE abovementioned General Meeting shall be and is herein called the Annual General Meeting and all other Meetings of the members called as provided in Article 21 hereafter shall be and are herein called Special General Meetings. A Special General Meeting may be called to take place on the same day as an Annual General Meeting and may either precede or follow the same.

SPECIAL GENERAL MEETING

21. SUBJECT to provisions of the Act on a requisition in writing signed by twenty members listing their addresses being delivered to the Secretary he shall within fourteen days from receiving such requisition call a Special General Meeting of the members of the Association by giving seven days notice to all members by mail.
22. AT a Special General Meeting no business shall be brought forward or discussed except the business for which such meeting shall have been convened.

QUORUM

23. ELEVEN members eligible to vote shall constitute a quorum at a general meeting and no business shall be transacted at any general meeting other than the choice of the Chairman (if necessary) unless the quorum requisite is present when the meeting proceeds to business; but no meeting shall be rendered incompetent to transact business by reason of the departure of any person after the chair has been taken by the Chairman; and no meeting shall be rendered incompetent by reason of the attendance at a meeting of a stranger present by leave of the Chairman.

NOTICE OF GENERAL MEETING

24. (a) SUBJECT to the provisions of the Act relating to special resolutions and agreements for shorter notice, fourteen days notice at least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place the day and the hour of the meeting shall be given of every General Meeting in the manner provided by the Rules to members.
- (b) In the case of special business, the notice shall state the general nature of that business.
- (c) No member shall as regards any special business be at liberty to move at any General Meeting any resolution not previously approved of by the Committee, unless he has given not less than thirty-five days notice of his intention to move the resolution at the meeting by leaving a copy of the resolution with the Secretary who upon receipt shall notify all members of such notice of motion at least seven days prior to the meeting at which such notice of motion shall be presented.
25. THE accidental omission to give notice of a meeting to or the non receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.

ALTERATION OF RULES AND STATEMENT OF PURPOSE

26. NO new Rule or Statement of Purpose, alteration to any Rule or Statement of Purpose shall be made except by a three-fourth majority of votes recorded whether in person or by proxy at an Annual General Meeting or a Special General Meeting called for the purpose. All proposed alterations or new Rules or Statement of Purpose shall be notified to the members at least twenty one clear days prior to such meeting.

VOTING AT MEETINGS AND ELECTIONS

27. ANY member may record his vote personally or by written proxy at either an Annual General Meeting or a Special General Meeting. Every member voting at an election of the Committee shall vote for as many candidates as there are vacancies to be filled, otherwise such vote shall be invalid. The person conducting the election shall discard any such vote in writing which is in his opinion informal. Voting shall be restricted to members over sixteen years of age.
28. EVERY life and honorary member shall have one vote only and in the case of an equality of votes at any Meeting the Chairman shall have a casting vote in addition to his vote as a member.

EXERCISE OF POWER OF GENERAL MEETING

29. ANYTHING which under these Rules or under the Act may be done by the Association in general meeting, may be done either at an Annual or Special General Meeting provided that due notice be given in accordance with these Rules.

WHEN QUORUM NOT PRESENT

30. IF within half an hour from the time appointed for either an Annual General Meeting or a Special General Meeting a quorum is not present the meeting (if convened upon such requisition as is provided for in Rule 21 hereof) shall be dissolved or (if any other case) shall stand adjourned to the same day in the next week at the same hour and place or to such other day time and place as the Committee by notice as in the case of the original meeting may appoint and if at such adjourned meeting a quorum is not present, those members who are present (not being less than three) shall constitute a quorum and may transact the business for which the meeting was called.

WHEN PRESIDENT NOT PRESENT

31. THE President shall be entitled to take the chair at every meeting whether an Annual General Meeting or a Special General Meeting but if there be no chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or being present shall decline to take the chair, a Committeeman shall be Chairman thereof or if there is no Committeeman present or willing to act then the members present shall choose someone of their number to be Chairman.

POWER TO ADJOURN GENERAL MEETING

32. THE President may (and shall if so desired be the meeting) adjourn any meeting from time to time and place to place but no business shall be transacted at any such adjourned meeting other than the business left unfinished at the meeting from which adjournment took place. When a meeting is adjourned for more than twenty one days at any one time notice of the adjourned meeting shall be given as in the case of an original meeting.

Save as provided in this Rule it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

DECLARATION OF PRESIDENT CONCLUSIVE

33. AT any Annual or Special General Meeting, a resolution put to the vote of the meeting shall be decided upon a show of hands unless a poll is deemed (whether before or after the declaration of the result by a show of hands) by the President or by not less than five members present in person or by proxy and unless a poll is so demanded, a declaration by the President that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book of proceedings of the Association, shall be conclusive evidence of the fact without proof of the number of or proportion of the votes recorded in favour of or against that resolution.

POLL

34. IF a poll is demanded in the manner aforesaid the same shall be taken in such manner as the President directs and result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
35. IN the case of an equality of votes, whether on a show of hands or on a poll the President of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
36. A poll demanded on the election of a President or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time during the meeting as the President of the meeting directs.

PRESIDENT'S DECISION ON QUESTIONS OF PROCEDURE

37. AT all meetings when questions of order and procedure shall arise the ruling of the President of the Meeting shall be accepted as final.
38. (a) **PRESIDENT**
A President, who shall be a duly elected Committee Member, shall be elected by the Committee at the first Committee Meeting after the Annual General Meeting. The President shall be elected annually but shall be eligible to serve in the same capacity in any one or more successive or non-successive years as the case may be but may not serve for longer than four successive years in the one position.
- (b) **EMPLOYEES**
A Secretary and/or employees of the Association may be appointed by the Committee for such period and at such remuneration or honorarium as the Committee may determine. They shall at all times carry out such directions as are lawfully given at the meeting of the Association and its Committees. They shall keep all necessary and proper records of all matters as relate to the management of the Association. The Committee shall have the power of dismissal at any time on giving reasonable notice and also of immediate dismissal in the event of inefficiency, irregularity of conduct and disobedience.

COMMITTEE OF MANAGEMENT

39. (a) **THE** affairs of the Association shall be vested in a Committee consisting of:
 - (i) President
 - (ii) Two Vice-Presidents
 - (iii) Treasurer
 - (iv) Twenty ordinary committeemen
- (b) Each Committee member, being members of the first Committee of the Association as detailed in Rule 43 hereof, shall hold office until the following Annual General Meeting, whereafter one half of the members of the Committee being the youngest in age, shall retire and shall be eligible for re-election. The remaining Committee members shall remain in office until the Annual General Meeting in the subsequent year where they shall retire but be eligible for re-election so that there shall be an alternation of retiring

Committee members of one half of the Committee, for alternative years thereafter, each Committee member holding office for two (2) years, subject to the provisions of the Act.

- (c) The Committee shall have sole charge of all affairs of the Association and shall appoint and dismiss all officers and servants of the Association and shall have the power to do all such things as may appear to the Committee to be necessary for the efficient management of the Association and the administration of its affairs.

40. WHEREVER in these Rules there is reference to “the Secretary” the same shall, if the said office be filled by the one person, be read as referring to that person.

ELECTION OF COMMITTEES

41. (a) WHERE not inconsistent with the provisions hereinbefore contained all nominations of members for the Committee shall be in writing and signed by the candidate who shall be a member of the Association, and by two other members of the Association and shall be delivered to the Secretary at least twenty one days prior to the Annual General Meeting. Nominations may be withdrawn in writing at any time prior to the date of election. Voting shall be by ballot, and the Committee shall appoint a Returning Officer to conduct Annual Elections.
- (b) If in any year there are more nominations for elections to the Committee than there are vacancies to be filled the Returning Officer shall be supplied by the Secretary of the Association with a correct list of names and addresses of all Members prior to the annual election.
 - (c) If a ballot is necessary it shall be taken at the Association’s Annual General Meeting each year.
 - (d) The Returning Officer shall have the entire control of the ballot and may appoint a deputy or deputies to act on his behalf and such scrutineer and other officers as he shall think fit. Each candidate may if he so desires appoint a scrutineer to represent him at the ballot.
 - (e) No paid officer or servant of the Club shall be entitled to accept nominations for a position of the Committee unless he has submitted his resignation in writing prior to the closing date of the nominations for Committee in any year.
 - (f) In the event of a sufficient number of candidates not being nominated as aforesaid for election to the Committee the vacancies may notwithstanding be filled by the Committee subsequently.
 - (g) Should there be an equal number of votes recorded at the elections of members of the Committee; the President of the meeting shall have a casting vote.
 - (h) The results of the election shall be posted at the Office and premises of the Association as soon as possible after the Declaration of the Election.

- (i) The Committee shall have power to fill any and all extraordinary vacancies in the Committee or in any sub-committee or among the honorary office bearers until the next Annual General Meeting. The remaining members of the Committee or any sub-Committee may act in all things notwithstanding any vacancy in their Body. Any such vacancy may be filled at the meeting of the Committee held next after the vacancy occurred.
42. NOTWITHSTANDING anything contained in these Rules, no member shall be eligible to vote at the Annual General Meeting of Members, nor occupy a position on the Committee, until he has been a member of the Association for at least three months prior to the Annual General Meeting unless otherwise approved by the committee.
43. THE Directors of the incorporated Club in accordance with its Memorandum and Articles of Association shall continue in office until the Annual General Meeting immediately following incorporation of the Association. Thereafter the Committee shall be elected in accordance with these Rules. The first committee shall comprise the following persons:
- | | |
|------------------|----------------|
| A.E. Tangey | G. Cashin |
| B. Barber | N.L. Kingston |
| P.C. Morrow | L.J. Kingston |
| K.N. Greenberger | N.F. McIntosh |
| M.R. MacPherson | M.J. Hayes |
| E.H. Peuker | J.G. Middleton |
| A.L. Pickford | A.G. Cox |
| G.C. Stewart | C. Farrer |
| J. Dalziel | V.C. Chapman |
| R.A. Davies | P.T. Ledger |
| J.R. Anyon | M.K. Campbell |
| P.J. Donovan | J.F. Rooke |

MEETINGS OF THE COMMITTEE

44. THE Committee shall meet for the despatch of business at least once in each quarter or as often as they deem necessary but otherwise may adjourn and otherwise regulate their meetings as they think fit. The Committee may continue to act notwithstanding a vacancy in their number. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the President shall have a second or casting vote. The President or three Committee members may, and the Secretary on the requisition of the President or three Committee members shall, at any time summon a meeting of the Committee. For the purpose of such Meetings, eleven members of such Committee shall constitute a quorum. In the event of that number not being present thirty minutes after the time appointed for any Meeting, the Meeting shall lapse and business contained in the Agenda shall take precedence over all other business at the next meeting of the Committee. All members of the Committee shall be entitled to vote at all Committee Meetings. Upon a requisition in writing signed by two members of the Committee setting forth the objects for which they desire the Meeting to be called, the Secretary shall convene a Special Meeting of the Committee to be held no later than seven days from the date of receipt by him of such requisition. Notice of such Meeting shall be given to Members of the Committee by letter addressed to the last known address of each member and shall state the business to be dealt with at such meeting.

45. THE President if he so desires shall be entitled to take the chair at every meeting of the Committee. If the President is not present fifteen minutes after the time appointed for holding a meeting or if the President is not willing to act the Committee Members present may choose one of their number to be the chairman of the meeting.
46. ALL acts done by any meeting of the Committee or a sub-committee of Committee Members or any person acting as a Committee Member shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of such Committee Member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every person had been duly appointed and was qualified to be a Committee Member.
47. ALL acts done by any meeting of the Committee or by any person acting as a member of the Committee shall except insofar as this Rule is affected by provisions of the Act notwithstanding that it be afterwards discovered that there was some defect in the appointments of any person acting as aforesaid, be as valid as if every such person has been duly appointed.

DISQUALIFICATION OF COMMITTEE MEMBERS

48. THE office of a Committee shall be vacated if a Committee member:-
 - (a) ceases to be a member;
 - (b) ceases to be a Committee Member by virtue of the Act, or
 - (c) becomes by reason of physical infirmity incapable of managing his own affairs; or
 - (d) resigns his office by notice in writing to the Association;
 - (e) becomes bankrupt;
 - (f) be declared lunatic or be confined in a lunatic asylum or in a gaol as a lunatic;
 - (g) be convicted of any felony or misdemeanour and have served a jail sentence for same;
 - (h) in the opinion of the majority of the other members of the Committee he becomes from any cause incapable of attending to his duties;
 - (i) commits any act in breach of any of these Rules or the by-laws of the Association rendering his membership liable to forfeiture or suspension and the Committee resolve that his office be vacated.
49.
 - (a) A Committee Member shall not be disqualified by his Office from contracting with the Association either as vendor, purchaser or otherwise and shall act in compliance with section 228 of the Companies Code.
 - (b) No contract made by a Committee Member with the Association contract or arrangement entered into by or on behalf of the Association with any company or partnership of or in which any Committee Member is a director, member or otherwise in any way interested shall be avoided by reason only of such Committee Member's holding his office or of the fiduciary relation thereby established.

TENURE AND REMOVAL OF COMMITTEE MEMBERS

50. (a) A retiring President, Treasurer or other Committee Member shall be eligible for re-election and each except the retiring President shall continue to act in Office throughout the meeting at which he retires.
- (b) The Association at any general meeting at which any Committee Member or Committee Members retire pursuant to the foregoing provisions may fill up the vacated office or offices by electing a person, to be a Committee Member or a like number of persons to be Committee Members and subject to paragraph (c) of this Rule may fill up any other vacancies.
- (c) The Association may by resolution, in general meeting, remove any Committee Member before the expiration of his period of office and may by resolution appoint another person (otherwise qualified to act as a Committee Member) in his stead.

SPECIAL POWERS OF THE COMMITTEE

51. WITHOUT prejudice to the general powers conferred by these Rules it is hereby expressly declared that the Committee shall have and may exercise for and on behalf of the Association all of the powers vested in the Association by its Rules and all of the powers vested in or conferred upon the Committee of Management by the Act and in addition and without affecting same shall have the following powers that is to say:-
- (a) To purchase or otherwise acquire for the Association any property rights or privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as it thinks fit.
- (b) To secure the fulfilment of any contracts or engagements entered into by the Association by mortgage or charge of all or any of the property of the Association or in such another manner as it may think fit.
- (c) To appoint and at its discretion to remove or suspend such Managers, General Managers, Officers, Clerks, Agents and Servants of all descriptions to or from permanent temporary or special appointments or services as it may from time to time think fit and to determine their powers and duties and fix their salaries and emoluments.
- (d) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association and also to compound and allow time for payments of satisfaction of any debts due and of any claims or demands by or against the Association.
- (e) To make and give receipts releases and other discharges for money payable to the Association and for the claims and demands of the Association.
- (f) To determine who shall be entitled to sign on the Association's behalf bills notes receipts acceptances endorsements cheques releases contracts and documents.
- (g) To do all such acts matters and things necessary to implement its said powers.

- (h) Jointly with any donor to appoint a member or members of the Association to act as Trustee or Trustees of any donation gift or other property (conditional or unconditional) which may be made to the Association for the purpose of any specific object purpose or benefit of or for the Association or in aid of its general objects
- (i) To have the power to suspend or expel members for any breach or infringement of the rules of athletics, the Stawell Athletic Club, and any affiliate body or for any conduct which in the opinion of the Committee of Management is unworthy of a member.
- (j) To veto decisions of any Committee or sub-Committee.
- (k) The Committee shall have the full control, management and administration of all sports meetings and entertainments, and disbursements and expenditure ordinarily connected therewith in accordance with the Victorian Athletic League Pty Ltd Rules.
- (l) The Committee shall have the power to determine the interpretation of the Association's Rules, and shall have the power of deciding all questions not provided for in the Rules of the Association; and such decision shall be reported to the next General Meeting of members.
- (m) The Committee may also appoint from time to time any member or other person as a delegate or representative to act. The Committee may from time to time appoint sub-Committees to transact any of the business devolving upon it and may also from time to time appoint any person as a delegate or representative to act on the Association's behalf at any meeting or conference of any athletic or other organization, and the Committee may from time to time remove such person and appoint another in his stead, except the delegate to the Victorian Athletic League Pty Ltd Annual General meeting, who must be appointed at a General or Financial Meeting of Members of the Committee. Should the delegate appointed be unable to attend the Victorian Athletics League Pty Ltd Annual General Meeting, by death or otherwise prior to the date of the next General or Financial meeting of members, the Committee shall have the power to appoint some person as delegate in his stead until the next General or Financial Meeting of members of the Committee.
- (n) The Committee is authorised to conduct athletic meetings upon which betting and wagering is carried on in accordance with and as permitted by the Lotteries Gaming and Betting Act 1966 in operation in the State of Victoria or any statutory modification thereof or any other similar enactment in force in the State of Victoria.

And the Committee shall have power to make, appeal and amend the by-laws for the conduct of the affairs of the Club consistent with these Rules it shall deem necessary.

- 52 THE Committee shall not bet on, or have any financial interest in any of the sporting events promoted by the Association. The Committee on proof of any infringement of this Rule shall have the power to remove such person or persons from office
- 53. THE Committee shall cause minutes to be made in books provided for the purpose:-
 - (a) of all appointments of Officers made by the Committee;

- (b) of all resolutions and proceedings at all meetings of the Association and of the Committee and of sub-Committees of the Committee and the minutes of each meeting shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of any succeeding meeting.
- 54. THE Committee shall appoint any number of sub-committees from amongst Association members to deal with any special subject department or matter of administration of the Association upon such conditions as the Committee may think fit, and may delegate any of its powers to any such sub-Committee. The President shall be ex-officio a member of every sub-Committee to the approval of the Committee a sub-Committee may co-opt members of the Association not being members of the Committee to act in an advisory capacity
- 55. A sub-Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairman shall not have a second or casting vote but the motion shall be declared lost.

ACCOUNTS AND FINANCE

- 56. NO money shall be expended on behalf of the Association without the sanction of the Committee and all accounts must be submitted and passed by the Committee. All money paid from the Association funds shall be paid:
 - (a) by cheque, or
 - (b) by periodic payment by means of direct debit to the Association's bank account.

Where payment is made by:

- (a) cheque, the cheque shall be signed by any one (1) person being either the President or other Committee member in conjunction with and one (1) person being either the Secretary or Treasurer so that two (2) signatures shall be required at all times on cheques as provided in this Rule, or
- (b) periodic payment, the authority shall be signed in the same manner as a cheque in (a) above so that two (2) signatures shall be required at all times on periodic payment authorities as provided in this rule.

The income and property of the Association howsoever derived, shall not be paid or transferred either directly or indirectly by way of dividend, bonus, or otherwise to the members of the Association. Provided always that nothing herein contained shall prevent the payment of remuneration to any Officers or servants of the Association, or to any person not being a member in return for services actually rendered to the Association as the Committee shall from time to time see fit.

- 56A. THE funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

57. THE Committee shall cause to be kept proper books of account in which shall be kept full true and complete accounts of the affairs and transactions of the Association.
58. THE books of account shall be kept at the registered office of the Association or at such other place as the Committee thinks fit and shall always be open to the inspection of the Committee.
59. (a) ALL Association monies shall be deposited at such Bank as the Committee shall determine. The Association shall have an operating account which shall be styled in the name of the Stawell Athletic Club.

(b) The Committee shall operate such account and it shall have the power to authorise transferring of funds between that account and those of the respective Committees and sub-Committees.
60. EVERY member shall have the right of inspecting any account or book or document of the Association at the Office of the Association for the time being provided such member has first given the Secretary seven days notice in writing to that effect and nominating the day such member chooses not being more than one month after the date of the said notice and the Committee shall from time to time determine whether and to what extent and at which times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be further open to the inspection of members not being Committee Members.
61. THE Committee shall from time to time cause to be prepared and to be laid before the Association in General Meeting such profit and loss accounts balance sheets and reports as are required by law. The Treasurer may request regular financial statements from each sectional Committee Treasurer.
62. A copy of every balance sheet (including every document required by law to be annexed or attached thereto) which is to be laid before the Association at the Annual General Meeting together with a copy of the Auditor's report shall be available to Members upon written request to the secretary and, subject to prior arrangement with the secretary, copies of these reports will also be made available to Members attending the Annual General Meeting of the Association.
63. THE Committee may if it deems necessary appoint a Finance Committee which shall comprise of the Treasurer and so many other members as the Committee sees fit which shall be responsible for budgeting and the regular assessment of the Association's accounts.
64. ONCE in every year the accounts of the Association shall be examined by an Auditor or Auditors who shall be appointed in accordance with the Act. Such Auditor shall be disqualified from holding such office by reason of him being a member of the Association.
65. THE Committee shall adopt such means as it shall deem sufficient to bring to the notice of members of the Association all clauses in the Rules of which shall be available to members on request to the Secretary and all by-laws amendments and repeals of same including posting of a copy thereof in a conspicuous place in the Association premises, and all such by-laws so long as they shall be in force, shall be binding upon all members of the Association.

DISCIPLINARY POWERS

66. IT shall be the duty of all members to observe and comply with the Association's Rules for the time being and all by-laws made by the Committee there under. No member shall remove any of the property of the Association from the Association's rooms without consent of the Committee or in any way damage or injure any of the Association's property. The damage sustained by the Association through any infringement of this Rule may be assessed by the Committee and notice of such assessment shall be given to the member or members concerned. Every such assessment shall be final and binding upon such member or members and the amount thereof shall forthwith be paid to the Association, failing which it shall be recoverable by action at law.
67. IF in the opinion of the President or Secretary a member shall have willfully infringed these Rules or any of the by-laws made hereunder or shall have been guilty of unbecoming or dishonourable conduct, or conduct prejudicial to the good order and discipline of the Association, then such President or Secretary is empowered to request such member to desist from the infringement or conduct complained of or he may, if in his opinion it is appropriate, request such member to leave the Association's premises forthwith. He shall thereupon make a written report of the infringement or conduct and of the action taken to the President or failing him to a committee Member who may then direct the President or Secretary to inform the member in writing that his membership has been suspended pending a full enquiry by the Committee into the infringement or the conduct complained of. Such written notice to the member shall confirm his suspension and shall set out in substance the infringement or complaint and the report thereon made to the committee by the President or Secretary. The member may make an explanation in writing or he may upon notice to the President or Secretary appear personally before the Committee for the purpose of making an explanation. If in the opinion of the Committee the member shall have been guilty of a willful infringement of these Rules or any by-laws made hereunder, or unbecoming or dishonourable conduct prejudicial to the good order and discipline of the Association, the Committee is hereby empowered to discipline such member in the manner following:-
- (a) By cautioning such member,
 - (b) By reprimanding such member,
 - (c) By fining such member a sum not exceeding a reasonable amount as determined, by the Committee in its absolute discretion in respect of each infringement or act of misconduct prejudicial,
 - (d) By suspending such member from the privileges of the Association for a period not exceeding six months,
 - (e) By requesting such member to tender his resignation,
 - (f) In the event of such member failing to tender his resignation within seven days of being so requested by the Committee, by expelling such member.

Notwithstanding anything hereinbefore contained any member who is disciplined by the Committee pursuant to this Rule may appeal against the decision of the Committee to a General Meeting of the members. Such member shall deliver a written notice of appeal to the President or Secretary of the Association within twenty-eight days of the decision of the Committee communicated to him, and upon receipt of such notice, the Committee thereupon convene a General Meeting of members on no less than one calendar month's notice nor more than two calendar month's notice for the purpose of considering such appeal.

PROFITS TO BE APPLIED IN PROMOTION OF THE OBJECTS OF THE ASSOCIATION

68. ALL profits (if any) and other income of the Association shall be applied solely in promoting its objects and no dividend, gift division or bonus in money or other equivalent by way of profit or otherwise shall be paid or made by the Association unto or among any of the members except to the persons and in the circumstances set out in paragraph 4 of the Memorandum of Association.

LIQUOR LICENCE

69. WHILE and so long as the Association shall be the holder of a Licence under the Liquor Control Act 1968 or any other re-enactment or amendment thereof the Association and/or the Committee or other Officers are prohibited from appointing any Committeeman either in substitution for or in addition to the Committeemen who shall be in office at the time the Association shall become the holder of the said licence until the name, address and occupation of each person proposed to be appointed as a Committeeman have been submitted in writing to the Secretary of the Liquor Control Commission and to the Licensing Inspector for the police division in which the Licensed Premises are situate and every such person has been approved as nominee by the Liquor Control Commission.

COMMON SEAL

70. THE Committee shall provide for the safe custody of the Common Seal and it shall never be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of two Committee Members at least who shall sign every instrument to which the Seal is affixed and every such instrument shall be counter-signed by the President or Secretary or some other person appointed for the purpose by the Committee.

INDEMNITY

71. (a) NO member of the Committee or other office bearer of the Association shall be liable for the acts, receipts, neglects or defaults of any other member of the Committee or other office bearer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Association through the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested or for the loss or damage arising from the bankruptcy insolvency or tortious act of any person with whom any money securities or effects shall be deposited or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless same shall happen through his own dishonesty, negligence, default, breach of duty or breach of trust.

- (b) Each member of the Committee or any sub-Committee and all other office bearers of the Association shall be indemnified by the Association against all claims whatsoever and howsoever arising against him in the exercise of his office or the performance of his duties.
- (c) No Committee Member or other officer shall be liable for any loss damage or misfortune which may happen to or be incurred by the Association in the execution of the duties of his office or in relation thereto.
- (d) But this clause shall have effect only insofar as its provisions are not avoided by section 237 of the Companies Code.

NOTICE

72. (a) A notice may be given by the Association to any member by
- i) Personal delivery, or
 - ii) Sending it by post to his registered address, or
 - iii) Facsimile transmission to his nominated address, or
 - iv) Email transmission to his nominated email address.
- (b) Service of notice shall be deemed to be effected where a notice is:
- i) Personally delivered, by handing the notice to the member or to his personal legal representative;
 - ii) Sent by post, by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of forty eight hours after the letter containing the same was posted and in any other case at the time at which the letter would be delivered in the ordinary course of the post;
 - iii) Sent by facsimile transmission by properly addressing and transmitting a letter containing the notice and to have been effected in the case of a notice of a meeting upon the recording on the Association's facsimile transmission log that the notice has been duly transmitted to the member;
 - iv) Sent by email transmission by properly addressing and transmitting a message containing the notice and to have been effected in the case of a notice of a meeting upon the acknowledgement.
- (c) If a member has no registered address within Australia and has not supplied to the Association an address within Australia for the giving of notices to him a notice addressed to him and posted on the notice board at the registered office of the Association shall be deemed to be duly given to him at noon on the day which the notice is posted
73. IN the event of the Club or Association being disbanded or wound up the assets and property, after payment of all just debts and liabilities, shall be transferred to another organisation with similar objects to the Club or Association which is not carried on for the purposes of profit or gain to its individual members or shall be transferred to another organisation to which income tax deductible gifts can be made.

GRIEVANCES

74. WHERE a member of the Association has a grievance with another member of the Association, or with the Association, and that the grievance falls under the Rules of the Association, and that person considers the grievance warrants investigation and action by the Association, that person shall adopt the following procedure.

(a) Grievance Officer

The person shall contact, either by telephone or in writing the Grievances Officer (hereinafter “the Grievances Officer”), appointed by the Committee, and advise that they have a grievance which they wish to discuss. The identity of the nominated Grievances Officer will be communicated to all parties within the Association by written notice. Where a grievance is to be submitted in writing it should be addressed clearly to the Grievances Officer and marked “Private and Confidential”.

(b) Action by the Grievances Officer

- (i) Where the grievance has been received by the Grievances Officer he shall, as soon as practicable, meet with, or discuss their grievance with the aggrieved party. The Grievances Officer may take whatever steps and conduct whatever investigations necessary to determine whether the grievance is legitimate.
- (ii) Where the Grievances Officer determines the grievance is legitimate they shall take all reasonable steps to resolve the grievance.
- (iii) Where the Grievances Officer determines that the grievance is not legitimate they shall advise the aggrieved party accordingly. If the aggrieved party is not satisfied with the Grievances Officer’s determination they may take whatever action they consider necessary or appropriate including requesting the commencement of judiciary action under these Rules.
- (iv) Where the Grievances Officer is unable to resolve a grievance or considers the grievance of a very sensitive nature they shall report the grievance to the Executive of the Association for action.
- (v) All grievances received by the Grievances Officer, and all information surrounding the circumstances of a grievance which is discovered by the Grievances Officer on investigation shall be confidential and may be communicated only to the Committee of the Association.

(c) Procedures by Grievances Officer

In investigating a grievance and/or determining its legitimacy, the Grievances Officer shall observe and apply the procedures applicable to a proceeding before a Judiciary Committee under Rule 74 (d) below in so far as it is applicable.

(d) Procedure at Proceedings.

- (i) The Executive of the Association shall elect the Members of the Judiciary Committee. The Judiciary Committee will elect its own Chairman. The Judiciary Committee Chairman shall announce the opening of the proceedings, stating the Judiciary Committee's authority, jurisdiction, composition and the nature and purpose of the proceedings.
- (ii) The procedure to be followed at proceedings shall be clearly explained by the Judiciary Committee Chairman. The Judiciary Committee Chairman shall state who is entitled to be present throughout proceedings during evidence and submissions.
- (iii) The matter which is the subject of proceedings shall then be read to the person concerned. The body or person reporting the matter(s) and the subjects of the proceedings shall be given the opportunity to give evidence or make submissions. Witnesses may be questioned on their evidence. Evidence and/or submissions may be tendered in writing.
- (iv) The Judiciary Committee will consider the evidence presented. The Judiciary Committee may adjourn the hearing if considered necessary. No other person shall be present or partake in any discussion with the Judiciary Committee at this time. If the Judiciary Committee finds an offence has not been committed or not proved it will advise the referring authority and dismiss the charge, accordingly.
- (v) If the Judiciary Committee finds an offence has been committed or proved, it may impose, in its discretion, an appropriate penalty or penalties, or it may report its findings to the referring authority with such recommendations, as it considers appropriate. The Judiciary Committee Chairman will declare the proceedings closed.
- (vi) If a decision cannot be given immediately after proceedings, the relevant party or parties must be advised of the time and place at which the decision will be given. The decision, any penalty, the reasons for the decision and notice of the person's appeal rights shall be given in writing and signed by The Judiciary Committee Chairman. A referring authority must advise persons found guilty of an offence under these Rules of their rights of appeal.
- (vii) Every decision of a Judiciary Committee appointed by the Committee of the Stawell Athletic Club Inc under these Rules shall be conveyed in writing to the parties concerned.

HALL OF FAME AND INTERPRETATIVE CENTRE FUND

- 75. THE Association will establish a fund to be known as the Stawell Gift Hall of Fame and Interpretive Centre Fund (hereinafter "the fund") and will maintain that Fund solely for the purposes outlined in Rule 76.
- 76. THE purpose of the Fund is to receive donations of cash and historical memorabilia pertaining to the Stawell Gift athletic meeting and athletics or sport in general. Cash donations received by the Fund are to be used to support the collection, restoration and display of memorabilia; the development and on-going maintenance of appropriate facilities for the display of memorabilia; the cost of operating the Stawell Athletic Club's Hall of Fame and Interpretative Centre; the

specific costs of fundraising for the Fund; and the reasonable costs of administering the Fund. Memorabilia received by the Fund is to be recorded by the Fund and held for display in the Stawell Athletic Club's Hall of Fame and Interpretative Centre.

77. THE Fund is to be managed by the Stawell Athletic Club Hall of Fame and Interpretative Centre Fund Committee of Management (hereinafter "the Fund Committee of Management").
78. THE Fund Committee of Management will comprise:
 - (a) The President of the Association
 - (b) The Secretary of the Association
 - (c) Two (2) members of the Committee of the Association as nominated by the Committee of the Association

The Fund Committee of Management will elect its own Chairperson

79. SIGNATORIES for the Stawell Athletic Club Hall of Fame and Interpretative Centre Fund shall be:
 - (a) The Chairperson of the Fund Committee of Management.
 - (b) One (1) other member of the Fund Committee of Management
80. IN the event of the winding up of the Fund, or upon the revocation of the endorsement of the Fund as a deductible gift recipient, any surplus assets of the Fund remaining, after the payment of all due debts and liabilities of the Fund, shall be transferred to another fund, authority or institution to which income tax deductible gifts can be made
81. ALL gifts of money or property received for the purposes of the Fund shall be applied solely in furtherance of the purposes outlined in Rule 76 and no portion shall be distributed directly or indirectly to a member of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association. All gifts of money received for the purposes of the Fund shall be credited to the Fund's bank account. No other money or property received by the Association shall be credited to the Fund's bank account or be received by the Fund.