

ROYAL PARK VETERANS' GOLF CLUB INC.
REG NO. A0017989K

CONSTITUTION AND RULES

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ROYAL PARK VETERANS' GOLF CLUB INC.
REG NO. A0017989K

CONSTITUTION AND RULES

Part 1 - Preliminary

1. **Name:** Name of the Club is the Royal Park Veterans' Golf Club Inc.
2. **Purposes:** The club is an association of members associated together for the purpose of playing golf and any other social aspects as may be determined from time to time.
3. **Financial year:** The financial year is from 1 September to 31 August.

Part 2 - Membership

4. **Qualification for Membership:** The qualifications for membership are to be of good character and to commit to participate in all club activities in a friendly and respectful manner and to abide by the Club's Constitution and Rules.
5. **Composition of Members:** Membership will be comprised of competition members, life and social members as determined by the Committee. Social members cannot compete for trophies and do not have any voting rights. The total number of members may be determined, from time to time, by the Committee.
6. **Register of Members:** A register of all club members together with their addresses shall be kept and maintained by the secretary. A person must not use or disclose information about another person, obtained from the register of members, unless such use or disclosure is directly related to the management or the purposes of the club.
7. **New members:** To become a member of the club, a person must submit a written application to the Committee, in a form, approved by the Committee. Provided the appropriate initial membership fee has been paid, such application may forthwith be temporarily accepted by three committee members, pending a decision of the Committee to accept or reject the application.
8. **Member resignation:** A member may resign from the Club at any time, by providing written notice to a Committee member. The secretary must be advised of any such resignation within 7 days, so as to update the register of members. No pro-rata refund is payable following a resignation.
9. **Membership fees and entitlement to vote:** Membership fees are determined by the Committee and are subject to change by the Committee each fiscal year according to the financial status of the club. All fees are due on September 1 and payable no later than October 31 unless otherwise determined by the Committee. If a membership fee is not paid by October 31, the membership is

suspended, and if not paid by the following August 31, it is cancelled. Only financial members shall be entitled to be nominated for the Committee, serve on the Committee and to vote at any Annual General Meeting, Special General Meeting or at any General Meeting of the club.

Part 3 - Committee

10. **Powers of Committee:** The business and affairs of the club shall be under the management of a Committee elected by the general body of members at each Annual General Meeting of the Club.
11. **Composition of Committee:** The Committee shall consist of the following: President, Secretary, Captain, Treasurer, Handicapper, Vice-President, Assistant Secretary, Assistant Treasurer and up to 5 ordinary members. Any newly elected or appointed secretary must give to the Registrar of Incorporated Associations ("the Registrar") notice of the secretary's election or appointment within 14 days of such election or appointment. The office of Committee members becomes vacant through death, ill-health or resignation from the Committee and/or the Club or by resolution at a General Meeting of the Club. If a vacancy on the Committee arises, the filling of any such vacancy is at the discretion of the remaining members of the Committee.
12. **Duty of Committee Members:** The Committee members must:
 - (a) discharge their duties in good faith and with reasonable care and diligence;
 - (b) ensure that the Club complies with the *Associations Incorporation Reform Act 2012* and with these Rules;
 - (c) not make improper use of their positions or of information acquired through their membership of the Committee for improper purposes or for the detriment of the Club;
 - (d) disclose any conflict of interest, Committee members may have, relating to any matter being considered at a Committee meeting, and must not:
 - (i) be present at the meeting, whilst the matter is being considered; and
 - (ii) must not vote on the matter;
 - (e) perform, in addition to any duties imposed by these Rules, any other duties imposed from time to time by a resolution at a General Meeting of members.
13. **Committee meeting dates:** The Club will publish an annual syllabus in January each year, which will include dates of Committee meetings. The Committee may from time to time change the dates of such meetings, upon giving at least seven days' notice to Committee members.
14. **Special Committee meetings:** A special committee meeting may be convened by the President or by any four members of the Committee.

15. **Meeting procedure:** The procedure and order of business of the Committee can be determined from time to time by the Committee. Meetings shall be conducted by any of the President, Vice - President or Secretary.
16. **Voting at Committee meetings:** In the event of a tied vote of the Committee, the President shall have a second or casting vote. Voting by proxy is not permitted at Committee meetings.
17. **Committee quorum:** A quorum shall consist of 5 members.
18. **Minutes:** The Secretary or, in the absence of the Secretary, a Committee member nominated by the Committee, shall take accurate minutes of each Committee meeting, Annual General Meeting, Special General Meeting and any General Meeting and retain such minutes.

Part 4 – Annual General Meetings

19. **Timing and conduct of Annual General Meetings:** The Annual General Meeting of the club will be held within 5 months of the closure of the fiscal year at the end of August and shall be conducted by any of the following: President, Vice-President or Secretary with a quorum (whether in person or by proxy), being one-third of the members depending on Club membership at the time of the meeting. Any notice of motion in written form or verbally may be brought before the Annual General Meeting by any member of the Club for the consideration of the incoming committee. Minutes of the previous Annual General Meeting shall be provided to members at or prior to the meeting. A new Committee shall be elected for a term concluding at the following Annual General Meeting. Nomination of members for the Committee shall be proposed by one financial member and seconded by another. In the event of more than one nomination for any Committee position, the vote will be conducted by secret ballot for such position. Members may vote by proxy at any Annual General Meeting, Special General Meeting and at any General Meeting, in accordance with Appendix A.
20. **Required Notice of an Annual General Meeting:** A date for the Annual General Meeting is advised at the time of issuing the syllabus of competition. The Secretary will again advise the general body of members of such date at least 2 weeks before the date. The interval between Annual General Meetings is no more than 15 months, unless an extension has been sought and approved by the Registrar.

Part 5 – Changing the Constitution

21. **Procedure for changing the Constitution:** The alteration, rescinding or making of additional Rules may only be made at a Special General Meeting called with a minimum of 21 days' notice and any notice of motion to alter, rescind or make any additional Rules must be given to members at least 21 days prior to the date of any such Special General Meeting. Any alteration, rescinding or making of additional Rules can only be made with the approval

of a three quarters majority vote of those voting on the motion (whether in person or by proxy).

Part 6 – General meetings

22. **Calling a general meeting:** A General Meeting (not including a Special General Meeting, referred to in Rule 21 hereof) may be convened by:
 - (i) the Committee; or
 - (ii) the Committee at the request of at least 10% of the total number of members.
23. **Required notice of a general meeting:** Notice of any General Meeting, referred to in Rule 22 hereof, must be given to members at least 21 days before the date of the meeting, along with an Agenda and full details of any proposed resolution. Any resolution before the meeting, must be approved by a majority of those voting on the resolution (whether in person or by proxy).
24. **Quorum required for general meetings:** All General Meetings (including a Special General Meeting, referred to in Rule 21 hereof) shall require a quorum (whether in person or by proxy) of one-third of the members, depending on Club membership, at the time of the meeting. Such meetings to be conducted by the President, Vice-President or Secretary.

Part 7 – Financial matters

25. **Source of funds:** The source of funds is derived from club fees, fund raisers, donations, sponsorships, grants, share dividends, interest and any other legal source as may become available from time to time.
26. **Non-profit clause:** The assets and income of the Club shall be applied solely in the furtherance of the objects of the Club and no portion shall be distributed directly or indirectly to the members of the club except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.
27. **Management of funds:** The funds of the Club are managed by the Treasurer and Assistant Treasurer with cheques duly signed and electronic funds transfers duly authorised by any two of the Committee, who have been so authorised by the Committee. Cash transactions, that are not made by cheque or funds transfer, are to be made and recorded according to procedures approved by the Treasurer. Correct accounts shall be kept and maintained by the Treasurer or, in the absence of the Treasurer, by the Assistant Treasurer. The Treasurer or, in the absence of the Treasurer, the Assistant Treasurer shall ensure that all moneys (securities) are lodged with the Bank as soon as possible.
28. **Review of financial statements:** The financial statements, including all books, vouchers and receipts, shall be reviewed, each year prior to the Annual General Meeting, by a member of the Club, nominated by the Committee, or by a non-member of the Club, in the event that no Club member is available to conduct

such review. The person conducting such review shall report their findings to the Secretary and Treasurer and to the general body of members.

29. Required financial statements and reporting before and after Annual General Meetings:

- (i) Financial statements for Annual General Meetings: The Committee, through the Treasurer, must submit to each Annual General Meeting, the Club's financial statements for the past financial year. Such financial statements must give a true and fair view of the financial position and performance of the Club during the last financial year.
- (ii) Certification of Financial Statements: Two Committee members must certify, if appropriate, that the financial statements submitted to the Annual General Meeting give a true and fair view of the financial position of the club, in accordance with Appendix B.
- (iii) Certification of Financial Statements provided to Annual General Meeting: As soon as practicable, after the conclusion of the Annual General Meeting, a Committee member must certify that the Committee member attended the Annual General Meeting and that the financial statements were submitted to the members of the Club at the Annual General Meeting in accordance with Appendix C.
- (iv) Financial Statements and Annual General Meeting minutes: The Committee must ensure that the minutes of the Annual General Meeting include a copy of:
 - (a) the financial statements submitted under part (i) hereof;
 - (b) the certificate referred to in part (ii) hereof; and
 - (c) the report of a review of the financial statements, referred to in Rule 28 hereof.
- (v) Annual statements: Within one month after the Club's Annual General Meeting, or within any extended period of time granted by the Registrar, the Secretary must lodge with the Registrar an annual statement for the previous fiscal year, in the form, provided by the Registrar.

Part 8 – Code of Conduct, discipline and grievance procedures

30. Code of conduct:

- (a) The Committee may adopt a code of conduct and if adopted may amend it from time to time.
- (b) Any code of conduct or amended code of conduct, adopted by the Committee, must be distributed to members within 14 days of being adopted.
- (c) Any code of conduct or amended code of conduct will be a By-Law, included in the club's list of By-Laws.

31. Disciplinary action:

- (1) **Grounds for taking disciplinary action.** If the Committee is of the opinion that a member has refused or neglected to comply with these Rules or has been in breach of the club's code of conduct or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club, the Committee must appoint a disciplinary sub-committee to hear and determine what action, if any, to take against the member.
- (2) **Notice to member**
 - (a) Before disciplinary action is taken against a member, the secretary must give written notice to the member -
 - (i) stating that the Club proposes to take disciplinary action against the member; and
 - (ii) stating the grounds for the proposed disciplinary action; and
 - (iii) specifying the date, place and time of the meeting at which the disciplinary sub-committee intends to consider the disciplinary action (the disciplinary meeting); and
 - (iv) advising the member that the member may do one or both of the following:
 - (x) attend the disciplinary meeting and address the disciplinary sub-committee at that meeting;
 - (y) give a written statement to the disciplinary sub-committee at any time before the disciplinary meeting; and
 - (v) setting out the member's appeal rights under sub-Rule (5) hereof.
- (3) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.
- (4) **Decision of sub-committee**
 - (a) At the disciplinary meeting, the disciplinary sub-committee must:
 - (i) give the member an opportunity to be heard; and
 - (ii) consider any written statement submitted by the member.
 - (b) After complying with sub-Rule (a) hereof, the disciplinary sub-committee may –
 - (i) take no further action against the member; or
 - (ii) reprimand the member; or
 - (iii) suspend the membership rights of the member for a specified period; or
 - (iv) expel the member from the Club.
 - (c) The suspension of membership rights or the expulsion of the member by the disciplinary sub-committee under this Rule takes effect immediately after the vote is passed.
- (5) **Appeal rights**
 - (a) A person whose membership rights have been suspended or who has been expelled from the Club under sub-Rule (4) hereof

may give notice to the effect that the person wishes to appeal against the suspension or expulsion.

- (b) The notice must be in writing and given –
 - (i) to the disciplinary sub-committee immediately after the vote to suspend or expel the person is taken; or
 - (ii) to the secretary no later than 7 days after the vote.
- (c) If a person gives notice under sub-Rule (b) hereof, the Committee must appoint at least 3 persons to an appeal sub-committee to consider the appeal.
- (d) Subject to sub-Rule (e) hereof, the Committee may appoint any person to an appeal sub-committee.
- (e) A person must not be appointed to an appeal sub-committee if the person –
 - (i) was appointed to the disciplinary sub-committee to hear and determine the matter of the member concerned; or
 - (ii) has a personal interest in the dispute; or
 - (iii) is biased in favour of or against the member concerned.
- (f) The Committee must convene a meeting of the appeal sub-committee (the disciplinary appeal meeting) as soon as practicable and no later than 21 days after the notice of the appeal is received.
- (g) Notice of the disciplinary appeal meeting must be given to each member of the appeal sub-committee and the member concerned as soon as practicable and must –
 - (i) specify the date, time and place of the meeting; and
 - (ii) state –
 - (x) the name of the person against whom the disciplinary action has been taken; and
 - (y) the grounds for taking that action; and
 - (z) that at the disciplinary appeal meeting the appeal sub-committee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

(6) Conduct of disciplinary appeal meeting

- (a) At a disciplinary appeal meeting –
 - (i) no business other than the question of the appeal may be conducted; and
 - (ii) the appeal sub-committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (iii) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (b) After complying with sub-Rule (a) hereof, members of the appeal sub-committee present and entitled to vote at the meeting must vote by secret ballot on the question of whether the

decision to suspend or expel the person should be upheld or revoked.

- (c) A member may not vote by proxy at the meeting.
- (d) The decision is upheld if a majority of the persons voting at the meeting vote in favour of the decision.

- (7) **No grievance application whilst subject to a disciplinary procedure.**
A member of the Club who is the subject of a disciplinary procedure must not initiate a grievance procedure in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.

32. **Complaints:** A member desirous of lodging a complaint concerning a member or members of the Club or any matter arising out of the affairs of the Club may give full written particulars of such complaints to the Committee, which will enquire into the same as soon as possible and make a decision.

33. **Grievance procedures:**

- (1) The grievance procedure set out in this Rule applies to disputes under these Rules between:
 - (a) a member and another member; or
 - (b) a member and the Committee; or
 - (c) a member and the club.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be –
 - (a) a person chosen between the parties; or
 - (b) in the absence of agreement –
 - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Club, or in the case of a dispute between a member and the Committee or a member and the club, a person who is a registered mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice) or accredited by the Victorian Bar.
 - (ii) A member of the Club can be a mediator, if chosen by the parties, as referred to in part (4)(a) hereof, or if appointed by the Committee, as referred to in part (4)(b)(i) hereof.
- (5) The mediator cannot be a member, who is a party to the dispute.
- (6) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

- (7) The mediator, when conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statements submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (8) The mediator must not determine the dispute.
- (9) Any mediator fees are to be borne equally between the parties, in the dispute.

Part 9 – General matters

34. Inspection of documents and records:

- (a) Subject to part (b) hereof, Club members may inspect all of the books, records and other documents of the Club.
- (b) The Committee may refuse to permit a member to inspect a book, record or other document of the Club that relates to a confidential or personal matter or where to do so may be prejudicial to the interests of the Club.

Part 10 – Dissolution of Club

- 35. **Procedure for dissolution of the Club:** In the event of the dissolution of the Club, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any Association or Club with similar purposes, which is not carried on for profit or gain of its individual members, or to an agreed registered charity.

Part 11 – By-Laws

36. The making of By-Laws:

- (a) This Constitution provides for By-Laws to be made, amended and/or rescinded as set out in part (b) hereof. Such By-Laws can only be made concerning the implementation of a Rule or Rules of this Constitution and must not be inconsistent with any Rules of this Constitution.
- (b) An existing By-Law may be amended or rescinded, and additional By-Laws can be made, by a resolution approved by a 75% majority of the full membership of the elected Committee, provided at least 14 days' notice of the proposed resolution was given to the Committee members, prior to the date, upon which the resolution was approved.

APPENDIX

A

Appointment of Proxy Form

I,, being a member of the Royal Park Veterans Golf Club Inc, hereby appoint, a member of the said Club, to be my proxy at the General Meeting of the Club to be held on

I authorise my proxy to vote on my behalf at the meeting.

I acknowledge that for a personal delivery of this form to be valid, it must be personally delivered to the Secretary,, or to the Assistant Secretary,....., no later than 30 minutes, before the meeting is due to commence . For a form, sent by post or by email to be valid, it must be received by the Secretary,..... , by post at or by email (.....), no later than 5pm on the day before the date, upon which the meeting is due to be held.

Signed:

Date:

**APPENDIX
B**

**Schedule 1
Regulation 20
Form 1
Associations Incorporation Reform Act 2012
Section 94(2)(b)**

Annual Statements give a true and fair view of the financial performance and position of the Royal Park Veterans Golf Club Inc.

We, _____ and _____ being members of the Committee of the Royal Park Veterans Golf Club certify that:

“The statements attached to this certificate give a true and fair view of the financial performance and position of the abovenamed Club during and at the end of the financial year of the Association ending on 31 August ____.”

Signed: _____

Date: _____

Signed: _____

Date: _____

**APPENDIX
C**

**Submission of Financial Statements to Annual General Meeting
Associations Incorporation Reform Act 2012
Section 94(3)**

I,, being a member of the Committee of the
Royal Park Veterans Golf Club Inc. certify that:

“I attended the Annual General Meeting of the Royal Park Veterans Golf Club
Inc. held on the and the financial statements of the Club
for the financial year ending 31 August were submitted to the members
of the Club at that Annual General Meeting.”

Signed: _____

Date: _____