



RICHMOND ROWING CLUB
INCORPORATED
REGISTRATION NO. A2236

STATEMENT OF RULES

(as amended on 22 June 2014)

STATEMENT OF RULES
RICHMOND ROWING CLUB INCORPORATED
REGISTRATION NO. A2236
(as amended on 22 June 2014)

PART 1 – PRELIMINARY	5
1. Name	5
2. Purposes	5
3. Financial year	5
4. Definitions	5
PART 2 – POWERS OF THE ASSOCIATION	6
5. Powers of the Association	6
PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES	6
Division 1 - Membership	6
6. Who is eligible to be a member	6
7. Membership types	6
8. Application for membership	7
9. Consideration of application	8
10. Annual subscription and levies	8
11. General rights of members	9
12. Rights not transferable	9
13. Ceasing membership	9
14. Resigning as a member	10
15. Register of members	10
Division 2 Disciplinary action	10
16. Grounds for taking disciplinary action	10
17. Disciplinary subcommittee	10
18. Notice to member	10
19. Decision of subcommittee	11
20. Appeal rights	11
21. Conduct of disciplinary appeal meeting	12
Division 3 Grievance procedure	12
22. Application	12
23. Parties must attempt to resolve the dispute	12
24. Appointment of mediator	12
25. Mediation process	13
26. Failure to resolve dispute by mediation	13
PART 4 GENERAL MEETINGS OF THE ASSOCIATION	13
27. Annual general meetings	13
28. Special general meetings	14
29. Special general meeting held at request of members	14
30. Notice of general meetings	14
31. Proxies	15
32. Use of technology	15
33. Quorum at general meetings	15
34. Adjournment of meetings	16

35. Voting at general meetings	16
36. Special resolutions.....	16
37. Determining whether resolution carried	16
38. Minutes of general meeting	17
PART 5 COMMITTEE	17
Division 1—Powers of Committee.....	17
39. Role and powers.....	17
40. Delegation	18
Division 2 – Composition of Committee and duties of members.....	18
41. Composition of the Committee	18
42. General Duties.....	18
43. President	19
44. Vice President.....	19
45. Secretary	19
46. Treasurer	20
47. Captain of Boats	20
48. Head of Rowing	20
49. Facilities Coordinator	21
50. Fundraising Coordinator.....	21
51. Ordinary members	21
Division 3 – Election of Committee members and tenure of office	21
52. Who is eligible to be a Committee member.....	21
53. Positions to be declared vacant	21
54. Nominations	21
55. Election of Committee.....	22
56. Ballot	22
57. Term of office	23
58. Vacation of office	23
59. Filling casual vacancies	23
Division 4 – Meetings of Committee.....	24
60. Meetings of Committee	24
61. Notice of meetings	24
62. Urgent meetings.....	25
63. Procedure and order of business	25
64. Use of technology.....	25
65. Quorum	25
66. Voting	25
67. Conflict of interest.....	26
68. Minutes of meeting.....	26
69. Leave of absence	26
PART 6 – FINANCIAL MATTERS	26
70. Source of funds.....	26
71. Management of funds.....	26
72. Financial records	27
73. Financial statements	27
74. Auditors.....	27

PART 7 – GENERAL MATTERS28

75. Common Seal 28

76. Notices..... 28

77. Custody and inspection of books and records 28

78. Winding up and cancellation..... 29

79. Alteration of Rules..... 29

80. RULES UNDER LIQUOR CONTROL REFORM ACT 1998 (VIC) 29

PART 1 – PRELIMINARY

1. Name

The name of the incorporated association is “Richmond Rowing Club Incorporated”.

2. Purposes

The purposes of the association are—

- (1) To promote and encourage involvement in the sport of rowing to the community.
- (2) To provide opportunities for members of the Association to participate, develop and compete in the sport of rowing.
- (3) To provide the facilities and environment for members of the Association to participate in the sport of rowing and generally afford to them all the usual privileges, benefits and conveniences of a club.

3. Financial year

The financial year of the Association is each period of 12 months ending on 31 May.

4. Definitions

In these Rules, unless the contrary intention appears—

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

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 43;

Committee means the Committee having management of the business of the Association;

committee meeting means a meeting of the Committee held in accordance with these Rules;

committee member means a member of the Committee elected or appointed under Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 20(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 19;

disciplinary subcommittee means the subcommittee appointed under rule 17;

financial year means the 12 month period specified in rule 3;

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

member means a member of the Association;

member entitled to vote means a member who under rule 11(2) is entitled to vote at a general meeting;

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;

the Regulations means Regulations under the Act.

PART 2 – POWERS OF THE ASSOCIATION

5. Powers of the Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
 - a) acquire, hold and dispose of real or personal property;
 - b) open and operate accounts with financial institutions;
 - c) invest its money in any security in which it trust monies may lawfully be invested;
 - d) raise and borrow money on any terms and in any manner as it thinks fit;
 - e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - f) appoint agents to transact business on its behalf
 - g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

6. Who is eligible to be a member

A natural person who is nominated and approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual subscription payable under these Rules, except—

- a) life members who shall not be required to pay an annual subscription fee to the Association; or
- b) any member that the Committee determines should be exempted from the payment of an annual subscription fee for a specified period of time.

7. Membership types

The Association shall consist of the following classes of members—

- (1) Full members are members who have attained the age of 23 years and are entitled to all the privileges of membership.

- (2) Senior members are members who have completed ten years membership with the Association including the period prior to the date of incorporation are entitled to all the privileges enjoyed by a full member, except—
 - a) enter any regatta race.
- (3) Junior members are—
 - a) members who are under the age of 18 years; and
 - b) entitled to all the privileges of membership enjoyed by a full member, except—
 - i. hold any position on the Committee; and
 - ii. vote at general meetings of the Association.
- (4) Under 23 members are members under the age of 23 years who shall enjoy the privileges of membership enjoyed by full members.
- (5) Associate members are members who have attained the age of 18 years who shall be entitled to all the privileges of membership enjoyed by a full member, except—
 - a) hold any position on the Committee; and
 - b) enter any regatta or Club race as a member of the Association; and
 - c) use any of the boating or gymnasium equipment or change-room facilities provided without the approval of the Captain; and
 - d) vote at general meetings of the Association.
- (6) Life members are—
 - a) members who, in the opinion of the members, have rendered the Association such services as to entitle them to the honour of Life Membership with the Association; and
 - b) a life member upon—
 - i. the nomination of the Committee; and
 - ii. election at a general meeting of the Association; and
 - c) entitled to all the privileges of a full member and shall not be required to pay an annual subscription fee to the Association.
- (7) All Full, Junior and Under 23 members of this Association shall be bona fide amateurs according to the definition adopted from time to time by Rowing Victoria.
- (8) The total number of voting members shall constitute not less than 60 per cent of the total membership of the Association, excluding—
 - a) temporary or honorary members; and
 - b) persons who are members by reason only of reciprocal arrangements with another club.

8. Application for membership

- (1) To apply to become a member of the Association, a person must submit a written application to the Secretary of the Association stating that the person—
 - a) wishes to become a member of the Association; and
 - b) supports the purposes of the Association; and
 - c) agrees to comply with these Rules.

- (2) The application—
 - a) must be signed by the applicant; and
 - b) may be accompanied by the sum payable as the first year's annual subscription.

9. Consideration of application

- (1) As soon as is practicable after an application for membership is received, the Secretary shall refer the nomination to the Committee.
- (2) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or reject the application.
- (3) Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the applicant in writing of the Committee's decision.
- (4) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (5) No reason need be given for the rejection of an application.

10. Annual subscription and levies

- (1) All annual subscriptions shall be —
 - a) payable in advance from the first day of June in each year; and
 - b) determined by the Committee from time to time.
- (2) The Association 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 Association.
- (3) The rights of a member (including the right to vote) who has not paid—
 - a) the annual subscription by the due date; and
 - b) any other monies (levies or other charges) owed to the Association
 - c) are suspended until the subscription or other monies are paid.
- (4) All members shall be responsible for the payment of any fees, levies or other charges which may be lawfully charged against the Association by—
 - a) Rowing Victoria; and/or
 - b) Rowing Australia; and/or
 - c) are otherwise incurred by the Association in connection with any regatta, Rowing Victoria or Rowing Australia event, on a per capita basis or in such proportions as may be allocated by the Committee.
- (5) A member who has not paid any sum due to the Association at the expiration of two months from the date of which such payment was due shall be notified by the Secretary or the Treasurer that they are un-financial and therefore debarred from all privileges of membership.
- (6) Liability for payment of all amounts due shall continue.

- (7) The Committee may expel a member in accordance with the provisions of rule 16 if such member has failed to pay any sum due to the Association at the expiration of 12 months from the date on which such payment was due.
- (8) In the case of a member who acts as a coach and/or coxswain for the association-
 - a) the membership type shall be determined under Rule 7; and
 - b) the annual subscriptions may be reduced or waived, at the discretion of the Committee.

11. General rights of members

- (1) A member of the Association 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 Association as provided under rule 77; and
 - f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - a) the member is a:
 - i. full member; or
 - ii. senior member; or
 - iii. under 23 member who has attained the age of 18 years; or
 - iv. life member; and
 - b) more than 10 business days have passed since he or she became a member of the Association; and
 - c) has paid all monies due and payable to the Association other than the amount of the annual subscription payable in respect of the current financial year; and
 - d) the member's membership rights are not suspended for any reason.

12. Rights not transferable

A right privilege or obligation of a person by reason of membership of the Association—

- a) is not capable of being transferred or transmitted to another person; and
- b) terminates upon the cessation of membership whether by death or resignation or otherwise.

13. Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

14. Resigning as a member

- (1) A member may resign by notice in writing to the Association.
- (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 or she wishes to remain a member; and
 - ii. the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

15. Register of members

- (1) The Secretary must keep and maintain a register of members in which includes—
 - a) For each current member—
 - i. the member's full name;
 - ii. the address for notice last given by the member;
 - iii. the date of becoming a member;
 - iv. the type of membership the member holds;
 - v. any other information determined by the Committee; and
 - b) For each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Division 2 Disciplinary action

16. Grounds for taking disciplinary action

The Association 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 Association; or
- c) has engaged in conduct prejudicial to the Association.

17. Disciplinary subcommittee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
 - a) may be Committee members, members of the Association or anyone else; but
 - b) must not be biased against, or in favour of, the member concerned.

18. Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

- a) stating that the Association 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 20.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

19. Decision of subcommittee

- (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.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
- a) take no further action against the member; or
 - b) subject to subrule (3)—
 - i. reprimand the member; or
 - ii. suspend the membership rights of the member for a specified period; or
 - iii. expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (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.

20. Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 19 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
- a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association 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 suspend or expel the person should be upheld or revoked.

21. Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - a) no business other than the question of the appeal may be conducted; and
 - b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members 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.
- (3) A member may not vote by proxy at the meeting.
- (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

22. Application

- (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 Committee;
 - c) a member and the Association.
- (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.

23. 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.

24. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 23, the parties must within 10 days—
 - a) notify the Committee 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.
- (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 Committee; or
 - ii. if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Association 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.

25. Mediation process

- (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.
- (2) The mediator must not determine the dispute.

26. 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 ASSOCIATION

27. Annual general meetings

- (1) The Committee must convene an annual general meeting of the Association to be held on the last Saturday of July in each year.
- (2) The Committee may determine the time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
- a) to confirm the minutes of the preceding annual general meeting and of any special general meeting held since that meeting; and
 - b) to receive and consider—
 - i. the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - ii. the financial statements by the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act; and
 - c) to elect the members of the Committee; and

- d) to confirm or vary the amounts of the annual subscription.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

28. Special general meetings

- (1) Any other general meeting of the Association, other than the annual general meeting, in a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 30 may be conducted at the meeting.

29. Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 5 per cent of the total number of members.
- (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.
- (3) If the Committee 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.
- (4) A special general meeting convened by members under subrule (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.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

30. Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 29(3), the members convening the meeting) must give to each member of the Association—
 - 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.
- (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
- d) comply with rule 31(5).

31. Proxies

- (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.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (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.
- (4) Only the Association's approved proxy form can be used that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 30 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 Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be received—
 - a) by hand to the Secretary; or
 - b) by sending the form to the registered address; or
 - c) by leaving the form at the registered address; or
 - d) by email to the email address of the Secretary;no later than 48 hours before the commencement of the meeting.

32. Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

33. Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 32) of 5 per cent of the members entitled to vote.
- (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 29 —the meeting must be dissolved; or
- 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.
- c) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

34. Adjournment of meetings

- (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 another place.
- (2) Without limiting subrule (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.
- (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.
- (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 30.

35. Voting at general meetings

- (1) On any question arising at a general meeting—
 - a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - b) members may vote personally or by proxy; and
 - c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (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.

36. Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

37. Determining whether resolution carried

- (1) Subject to subsection (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.

- (2) If a poll (where votes are cast in writing) is demanded by three 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.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

38. Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (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.
- (3) In addition, the minutes of each annual general meeting must include—
 - a) the names of the members attending the meeting; and
 - b) proxy forms given to the Chairperson of the meeting under rule 31(6); and
 - c) the financial statements submitted to the members in accordance with rule 27(3)(b)(ii); and
 - d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 COMMITTEE

Division 1—Powers of Committee

39. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may—

- a) appoint and remove staff;
- b) establish subcommittees consisting of members with terms of reference it considers appropriate.

40. Delegation

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

Division 2 – Composition of Committee and duties of members

41. Composition of the Committee

The Committee consists of a—

- a) President; and
- b) Vice-President; and
- c) Secretary; and
- d) Treasurer; and
- e) Captain of Boats; and
- f) Head of Rowing; and
- g) Facilities Coordinator; and
- h) Fundraising Coordinator; and
- i) Ordinary members (two)

42. General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
 - a) in good faith in the best interests of the Association; and
 - b) for a proper purpose.
- (5) Committee members and former committee 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 Association.

- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

43. President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President 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 committee meeting—a committee member elected by the other committee members present.
- (3) The President shall represent the Association on all occasions requiring official representation and shall be the Association spokesperson on all matters relating to the activities, business and objects of the Association.
- (4) The President shall present to members at the annual general meeting a report in writing in respect of the activities and business of the Association and of any events that significantly affected the state of affairs of the Association during the preceding year.
- (5) The President shall be an ex-officio member of all committees and sub-committees which may be appointed under these Rules.

44. Vice President

- (1) The Vice-President shall assist the President in the discharge of his or her duties.
- (2) The Vice-President, in the President's absence, shall act as Chairperson at any general meetings and/or committee meetings.
- (3) The Vice-President shall report to the Committee on behalf of delegates to all Associations and Committees with which the Association is affiliated.

45. Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary shall issue all notices of meetings to members of the Committee and such other notices as directed to issue by the Committee.
- (3) The Secretary must—
 - a) maintain the register of members in accordance with rule 15; and
 - b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 72(3), all books, documents and securities of the Association in accordance with rules 75 and 77; 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.
- (4) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

46. Treasurer

- (1) The Treasurer must—
- a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - b) ensure that all moneys received are paid into the account of the Association; and
 - c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - d) ensure cheques are signed by any two of the Committee.
- (2) The Treasurer must—
- a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - b) maintain to the satisfaction of the Committee a proper system of accounting for all monies received and disbursed on behalf of the Association and shall present all accounts to the Committee for approval; and
 - c) present monthly financial statements to the Committee and shall have regard to any criticisms or advice of financial matters made or given by the auditors of the Association or by the Committee or by any sub-committee appointed by the Committee for that purpose; and
 - d) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

47. Captain of Boats

- (1) The Captain shall have responsibility for—
- a) care and maintenance of all Association boats and equipment; and
 - b) sourcing and allocation of Association boats and equipment; and
 - c) movement, location and appropriate storage of all Association boats and equipment.
- (2) The Captain shall work collaboratively with neighbours of the Association to promote and advance the Association.

48. Head of Rowing

- (1) The Head of Rowing shall be responsible for—
- a) development and implementation of the Association's rowing program, competition goals and squad/club rowing structure; and
 - b) development and implementation of selection procedures; and

- (2) The Head of Rowing shall provide direction, guidance and support to the Association's coaches, coxswains and members as required.

49. Facilities Coordinator

The Facilities Coordinator shall be responsible for—

- a) care and maintenance of the Association's clubhouse and facilities; and
- b) use and coordination the Association's clubhouse and facilities by external parties.

50. Fundraising Coordinator

The Fundraising Coordinator shall—

- a) provide leadership and support to the issues of fundraising; and
- b) promote and advance the Association.

51. Ordinary members

The ordinary members shall be responsible for—

- a) social activities for members of the Association; and
- b) supporting other committee members undertake their responsibilities; and
- c) any other duties as may from time to time be determined and agreed by the Committee.

Division 3 – Election of Committee members and tenure of office

52. Who is eligible to be a Committee member

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

- a) is 18 years or over; and
- b) has been a member of the Association for 24 months; and
- c) is entitled to vote at a general meeting.

53. Positions to be declared vacant

The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 54 to 56.

54. Nominations

- (1) Nominations of candidates for election as a Committee member must—
 - a) be made in writing signed by two members entitled to vote at a general meeting and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - b) be made for candidates that have held a membership of the Association for 24 months; and
 - c) delivered to the Secretary of the Association not less than 14 days before the date fixed for the holding of the annual general meeting.
- (2) A member may be nominated for more than one position on the Committee in accordance with subrule (1).
- (3) If the number of nominations received is equal to the number of vacancies to be filled the persons nominated shall be deemed to be elected.

- (4) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.
- (5) If insufficient nominations are received to fill vacancies on the Committee further nominations shall be received at the annual general meeting.

55. Election of Committee

- (1) At the annual general meeting, separate elections must be held for each of the following positions and in this order—
 - a) President;
 - b) Vice-President;
 - c) Secretary;
 - d) Treasurer;
 - e) Captain of Boats;
 - f) Head of Rowing;
 - g) Facilities Coordinator;
 - h) Fundraising Coordinator;
 - i) Two ordinary members.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 56.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

56. Ballot

- (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.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
 - a) each member present in person; and
 - b) each proxy appointed by a member.
- (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.
- (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.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (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.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because two 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 (4) to (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.

57. Term of office

- (1) A committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) Committee members, except for the President, may be re-elected for successive terms.
- (3) The President may be re-elected for a maximum of five successive terms of office.
- (4) A general meeting of the Association may –
 - a) by special resolution remove a committee member from office; and
 - b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (5) A member who is the subject of a proposed resolution in accordance with subrule (4)(a) may make representations in writing to the President or Secretary of the Association (not exceeding a reasonable length) and request that they be provided to the members of the Association.
- (6) The President or the Secretary may give a copy of the representations to each member of the Association 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.

58. Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
 - a) ceases to be a member of the Association; or
 - b) resigns from office by notice in writing given to the Secretary; or
 - c) otherwise ceases to be a committee member by operation of section 78 of the Act.

59. Filling casual vacancies

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
 - a) has become vacant under rule 58; or
 - b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 57 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4 – Meetings of Committee

60. Meetings of Committee

- (1) The Committee must meet at least six times in each year at the dates, times and places determined by the Committee.
- (2) If a committee member is absent for more than three consecutive committee meetings, without reasonable excuse, the Committee may seek to remove the member from the Committee by convening a special general meeting of the Association with rule 28.
- (3) At meetings of the Committee—
 - a) the President or in his or her absence the Vice-President shall Chair the meeting; or
 - b) if the President and the Vice-President are absent such one of the remaining members of the Committee as may be chosen by the members present shall chair the meeting.
- (4) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (5) Special committee meetings may be convened by the President or by any four members of the Committee.

61. Notice of meetings

- (1) Notice of each committee meeting must be given to each committee member no later than seven days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

62. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 61 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by a majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

63. Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

64. Use of technology

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

65. Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) Any majority of the members of the Committee can constitute a quorum for the transaction of the business at the Committee meeting.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee 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 61.

66. Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.

- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

67. Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (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.
- (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 Association is established; or
 - b) that the member has in common with all, or a substantial proportion of, the members of the Association.

68. Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (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 67.

69. Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding three months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6 – FINANCIAL MATTERS

70. Source of funds

The funds of the Association shall be derived from annual subscriptions, donations, fundraising activities, grants and such other sources approved by the Committee.

71. Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the Committee.
- (5) All funds of the Association must be deposited into the financial account of the Association as soon as practicable after receipt.
- (6) With the approval of the Committee, 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.

72. Financial records

- (1) The Association 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.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - a) the financial records for the current financial year; and
 - b) any other financial records as authorised by the Committee.

73. Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (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 Committee;
 - d) the submission of the financial statements to the annual general meeting of the Association;
 - e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

74. Auditors

- (1) An Auditor or Auditors shall be appointed at each annual general meeting.
- (2) The Auditor or Auditors so appointed shall—
 - a) at least once in every year examine the accounts and other financial records of the Association; and
 - b) report to members on such accounts and financial records at a general meeting.

PART 7 – GENERAL MATTERS

75. Common Seal

- (1) The common seal of the Association shall be kept in the custody of the Secretary.
- (2) A document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members.

76. Notices

- (1) Any notice required to be given to a member or a committee 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.
- (2) Subrule (1) does not apply to notice given under rule 62.
- (3) Any notice required to be given to the Association or the Committee may be given—
 - a) by handing the notice to a member of the Committee; 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 Committee determines that it is appropriate in the circumstances by email to the email address of the Association or the Secretary.

77. Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - a) the register of members;
 - b) the minutes of general meetings;
 - c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these Rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

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 Association 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 Association.

78. Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

79. Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.

80. RULES UNDER LIQUOR CONTROL REFORM ACT 1998 (VIC)

- (1) The payment of any amount to an officer or servant of the Association by way of commission or allowance from the receipts of the Association for the supply of liquor is not permitted.
- (2) A visitor to the Association must not be supplied with liquor in the Association's premises unless the visitor is a guest in the company of a member of the Association.
- (3) A person cannot:
 - a) be admitted as an honorary or a temporary member of the Association; or
 - b) be exempted from the obligation to pay the ordinary subscription for membership of the Association unless the person is of a class specified in these Rules and the admission or exemption is in accordance with these Rules.
- (4) The Committee shall establish and maintain a record of guests to the Association.