

Ballarat Golf Club Incorporated

(ABN 49 867 479 929)



Rules of the Club

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The Rules of Ballarat Golf Club Incorporated
(ABN 49 867 479 929)

1. DEFINITIONS AND INTERPRETATION.

1.1 Definitions

- (1) In these Rules unless the context otherwise requires.
- (a) **Associations Act** means the Associations Incorporation Reform Act 2012;
- (b) **Authorised Gaming Visitor** means as defined in the Liquor Act.
- (c) **Board** means the Board of the Club comprising the Directors acting collectively;
- (d) **By-law** means a by-law made by the Board under clause 15.9(3);
- (e) **Candidate** means, as the context requires, a person nominated for membership of the Club, for the purposes of clause 9.7, or an Eligible Member nominated for election to the Board, for the purposes of clause 15.4;
- (f) **Captain** means an Eligible Member who is duly elected to the position of Captain of the Club in accordance with these Rules;
- (g) **Club** means Ballarat Golf Club Incorporated (ABN 49 867 479 929);
- (h) **Club premises** has the same meaning as the term has in the Liquor Act;
- (i) **Director** means a person elected or appointed in accordance with clauses 15.4 or 15.5 and includes a person appointed as an Officer;
- (j) **Eligible Member** means a member of the Club who is a member of any of the categories of membership comprising the General Body and who has, subject to clauses 10.3(2) and 10.3(3), paid all current entrance fees, subscriptions, and other moneys;
- (k) **Finance Director** means an Eligible Member who is duly elected to the position of Finance Director of the Club in accordance with these Rules;
- (l) **General Body** means the members in the divisions as defined in these Rules;
- (m) **GST** means tax that is payable or imposed, as a goods and services tax, under the “GST Law” as that term is defined in A New Tax System (Goods & Services Tax) Act 1999 (Cth);
- (n) **Licensed Premises** has the same meaning as the term has in the Liquor Act;
- (o) **Liquor** has the same meaning as the term has in the Liquor Act;
- (p) **Liquor Act** means the Liquor Control Reform Act 1998 (Vic);
- (q) **Member** means a person who is a member of any category of membership of the Club and who has, subject to clauses 10.3(2) and 10.3(3), paid all current entrance fees, subscriptions and other moneys;
- (r) **Month** means calendar month;
- (s) **Officer(s)** means a Director (or Directors) elected to fill the position of President, Vice-President, Captain and Finance Director or any of them;
- (t) **Other Membership Categories** means the members in the divisions as defined in these Rules;
- (u) **President** means an Eligible Member who is duly elected to the position of President of the Club in accordance with these Rules;
- (v) **Proposer** means an Eligible Member who nominates a Candidate for election to:
- (i) membership of the Club, under clauses 9.7: or
- (ii) the Board, under clause 15.4;
- (w) **Purposes** means the purposes for which the Club was established, and-continues to operate, as set out in Clause 4;
- (x) **Register of Members** means the register kept by the Secretary in accordance with clause 9.3;
- (y) **Registered Office** means the registered office of the Club;
- (z) **Rules** means these Rules as amended from time to time;
- (aa) **Seconder** means an Eligible Member who seconds the nomination of a Candidate for election to:
- (i) membership of the Club, under clause 9.7: or
- (ii) the Board, under clause 15.4;
- (ab) **Secretary** means a person appointed as secretary or General Manager/Secretary to the Club under clause 16.1 and includes an acting secretary appointed under clause 16.1(2);
- (ac) **Special Resolution** means any resolution proposed by the Board or members of which notice is required for that resolution to be put to a General Meeting of the Club as a special resolution.
- (ad) **Spouse or Fiancé** includes a de facto spouse or fiancé or partner in a same sex relationship;
- (ae) **State** means the State of Victoria;
- (af) **Subscription** means all subscriptions and levies payable by a member to the Club and includes annual subscriptions;

(ag) **Vice-President** means an Eligible Member who is duly elected to the position of Vice-President of the Club in accordance with these Rules;

(ah) **Week-day** means a day Monday to Friday (both inclusive); and

(ai) **Year** means the Financial Year of the Club not being a period of more than 12 months as determined by the Board.

1.2 Interpretation

(1) Reference to:

(a) one gender includes the other;

(b) the singular includes the plural and the plural includes the singular;

(c) except in relation to the Categories and Divisions of Membership a person includes a body corporate;

(d) a party includes the party's executors, administrators, successors and permitted assigns;

(e) a statute, regulation or provision of a statute or regulation (Statutory Provision) includes:

(i) that Statutory Provision as amended or re-enacted from time to time; and

(ii) a statute, regulation or provision enacted in replacement of that Statutory Provision; and

(f) money is in Australian dollars, unless otherwise stated.

(2) "Including" and similar expressions are not words of limitation.

(3) Words or expressions contained in these Rules must be defined or interpreted in accordance with the Interpretation of Legislation Act 1984 (Vic) and the Associations Act:

(a) where to do so would enable the Club to comply with the law applicable to it; or

(b) where the word or expression is not defined or interpreted elsewhere in this clause.

2. NAME.

The name of the Club is the "Ballarat Golf Club Incorporated."

3. SAVING.

All:

(1) elections, appointments, entitlements;

(2) rules (other than the previous Rules of the Club) or By-laws;

(3) transactions, subscriptions, liabilities or rights,

made, issued, acquired or incurred under the previous Rules of the Club continue, subject to these Rules, to have the same status, operation and effect as if the previous Rules of the Club were still in force.

4. PURPOSES.

The purposes for which the Club is established are:

(a) To promote the sporting and social welfare of its members;

(b) To provide and maintain a golf course, Club premises and other recreational and ancillary facilities to promote and enhance the enjoyment of the games of golf and other sports and pursuits;

(c) To promote and conduct competitions, tournaments and other like events;

(d) To provide recreational and entertainment facilities and equipment, meals and refreshments for members and their guests;

(e) To ensure the facilities of the Club are available for enjoyment to the same extent by both genders save and except that the Club may conduct competitions and reserve tee times for members and visitors based on the competitive standard, age, disability or sex of such members and visitors as permitted by the Human Rights & Equal Opportunity Commission (Victoria) and the relevant legislation under which the Commission operates;

(f) To engage in other activities ancillary to the above purposes for the promotion of the game of golf and the provision of associated facilities to the members;

(g) To apply for and hold any such registration and or licence to enable the Club to provide for or sell to members and their guests gaming, liquor, tobacco or any other goods such registrations and or licences allow, and to reapply as necessary for the renewal and extension of such registrations and licences;

- (h) To purchase, take on lease or in exchange, hire or otherwise acquire any lands, buildings, easements or property real and personal and any right or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the purposes of the Club;
- (i) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Club; to obtain from any Government or Authority any right, privileges and concessions which the Club may think it desirable to obtain; and to carry out; exercise; and comply with any such arrangements, right, privileges and concessions;
- (j) To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Club or persons frequenting the Club's premises;
- (k) To manage, improve, cultivate and maintain the lands and buildings of the Club and to demise, let, sub-let, exchange, sell or otherwise deal with and dispose of the lands and buildings, either together or in portions, for such consideration as the Club thinks fit;
- (l) To purchase, hire, lease, provide and maintain equipment, machinery, implements or other goods in connection with the Club's facilities;
- (m) To hire, employ, contract, remove or suspend any such persons considered necessary to effect and further the purposes of the Club;
- (n) To establish, promote, or assist in establishing and promoting, and to subscribe to, or become a member of, any corporation, association or club with similar purposes to the purposes of the Club or which may be beneficial to the Club;
- (o) To invest and deal with the moneys and other property of the Club not immediately required for its purposes with such security (if any) as the Board determines;
- (p) To raise or borrow money in such manner and upon such security (if any) as the Board determines;
- (q) To promote a culture of equal opportunity and non discrimination within the Club and its workplace and ensure compliance with relevant legislation in regard to these matters;
- (r) To ensure that the privacy of members, guests and employees of the Club are respected and that the Club complies with relevant privacy legislation in its operations;
- (s) To make donations for patriotic, charitable or community purposes; and
- (t) To do such other lawful acts and things incidental or conducive to the attainment of the purposes and exercise the powers of the Club.

5. ALTERATIONS TO THE GOLF COURSE DESIGN.

5.1 Integrity of Golf Course Design

It is the firm intention of the Club to safeguard the integrity of the Thomson Perrett designed golf course and that no significant change shall be made to the golf course which is contrary to the intent and strategy of the golf course design as shown in the Ballarat GC Master Plan Document 2008 by Thomson Perrett a copy of which is Schedule 1 to these Rules without:

- a) approval of the Board, and
- (b) a well credentialed golf course designer certifying in writing that the proposed change is consistent with the integrity of the original golf course design of Thomson Perrett and any previous duly made changes to that design;
- (c) Such designer providing detailed plans for the implementation of such change including a new or amended Schedule 1; and
- (d) Insertion of the new or amended Schedule 1 into these Rules being approved in the manner required for an alteration to these Rules.

6. APPLICATION OF THE CLUB'S PROPERTY.

6.1 Promotion of Purposes

The Club's income and property:

- (1) must be applied solely towards the promotion of the Purposes; and
- (2) subject to clause 6.2, must not be distributed directly or indirectly to a member.

6.2 Permitted Payments

Nothing in these Rules prevents the payment of:

- (1) reasonable remuneration to a member in return for goods or services supplied to the Club by that member including reimbursement for expenses reasonably incurred by that member in providing those goods or services; or
- (2) principal and interest, at a rate not exceeding a normal commercial rate, on any money lent to the Club by a member; or
- (3) reasonable remuneration to a Director with such fees only to be approved by a simple majority of members at an Annual General Meeting.

7. WINDING UP.

7.1 Restrictions on Distribution of Surplus

On the winding up or dissolution of the Club, any property remaining, after satisfaction of all the Club's debts and liabilities must only be paid or distributed to another entity that is carried on predominantly for the encouragement of a game / sport or a charitable organisation and is not carried on for the profit or gain of its individual members.

7.2 Determination of Relevant Entity

The identity of the relevant entity to which property is to be distributed under clause 7.1 is to be determined:

- (1) by the ordinary resolution of members at or before the time of the voluntary winding up or dissolution of the Club;
- (2) in default of the making of such a resolution, by the Supreme Court of Victoria on the Club's application: or
- (3) in the case of involuntary winding up, by the liquidator or administrator.

8. REGISTERED OFFICE.

The Registered Office of the Club must be at such place in the State as the Board determines.

9. MEMBERSHIP.

9.1 Need for Election

The members of the Club are every natural person who is elected as a member of the Club in accordance with these Rules and belonging to a relevant category of membership set out in these Rules.

9.2 Categories of Membership

The categories of membership of the Club are:

- (1) The General Body - categories as per Schedule 2 and their divisions as per Schedule 3.
- (2) Other Membership - categories as per Schedule 2 and their divisions as per Schedule 3.

At no time shall Other Membership Division constitute more than 40% of the total membership of the club, excluding temporary or honorary members (but not Honorary Life Members), and persons who are members by reason only of reciprocal arrangements with another club person whose rights as members are limited to rights as social, gaming, or lifestyle member.

9.3 Register

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) the category of membership;
 - (v) any other information determined by the Board; and
 - (b) for each former member, the date of ceasing to be a member.

9.4 General Body

The General Body must elect the Directors to manage the business and affairs of the Club in accordance with these Rules.

9.5 Privileges of the Club

(1) The members are entitled to use:

- (a) the Club's premises, including the Licensed Premises; and
- (b) the Club's golf course,
- (c) the Club's other ancillary facilities,

subject to the restrictions of their respective categories of membership as defined in the Schedules and as set out in these Rules and other legislation and licensing conditions as may apply.

(2) The Board may from time to time reserve tee times for competitions and in doing so, the Board will ensure that the Club's golf course are available for enjoyment to the same extent by members of either gender, save and except that the Board may conduct competitions and reserve tee times for members and visitors based on the competitive standard, age, disability or sex of such members and visitors as permitted by the Human Rights & Equal Opportunity Commission (Victoria) and the relevant legislation under which the Commission operates.

9.6 Vacancies

(1) The Board, in consideration of the members' reasonable enjoyment of the Club's facilities, may close applications to any membership category from time to time.

9.7 Nomination and Admission of Members

(1) To apply to become a member of the Club, a person must submit a completed prescribed application form applicable to the membership category applied for.

(2) The application must be accompanied by the appropriate entrance fee if any.

9.8 Consideration of Application

(1) As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.

(a) Not less than two weeks may elapse between the date of nomination and the date of election of eligible members.

(2) The Club must notify the candidate in writing of its decision as soon as practicable after the decision is made.

(3) If the Board rejects the application, it must return any money accompanying the application to the applicant.

(4) No reason need be given for the rejection of an application.

(5) A person becomes a member of the Club and is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—

- (a) the Board approves the person's membership; or
- (b) the person pays the entrance fee.

9.9 New Membership

(1) If an application for membership is approved by the Board—

- (a) the resolution to accept the membership must be recorded in the minutes of the Board meeting; and
- (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

9.10 Change of Membership

(1) Any member may in writing apply to the Board for a change of their membership category and /or division.

(2) Any such change approved by the Board may result in additional fees and charges or refunds to the member as determined by the Board at the time of approval of the change.

(3) Any such change of category that requires payment of additional fees and charges shall not take effect until such fees and charges are paid.

9.11 Resignation of Membership

(1) Any member may resign from membership of the Club by notice in writing addressed to the Secretary and left at the Registered Office.

(2) Notwithstanding such resignation, a member who has resigned is liable to pay the full annual subscription for the Year in which the resignation is left at the Registered Office, unless the Board at its discretion determines otherwise.

9.12 Re-election of Former Members

(1) A former member who has resigned from membership and who is re-elected to the Club is not required to pay an entrance fee except for the difference between the relevant entrance fee at the time of re-election and at the time of resignation.

(2) Any such former member may only be re-elected to the Club in a membership category currently open to new members.

10. FEES & CHARGES

10.1 Entrance fees

(a) The entrance fees (if any) for the various categories of membership shall be such amounts as the Board shall from time to time determine.

10.2 Annual Subscription

(1) The billing of Members for subscriptions and any associated fees and levies will move from the beginning of the Year to 1 July. Members will be billed for a six-month period on 1 January 2026, then yearly billing will recommence with members billed 1 July 2026.

(2) The Board may at its discretion from time to time establish different age brackets within the Young Adult Members category of membership as listed in the General Body solely for the purpose of determining, if it so decides, different subscriptions and any associated levies for these age brackets.

(3) The subscriptions for the various categories of membership shall be such sums as the Board shall determine from time to time.

(4) The Board must cause the subscriptions, fees and levies to be displayed in a conspicuous place at the Registered Office for the period of at least 28 days prior to the commencement of the billing period.

(5) From 1 July 2026, all subscriptions shall become annual and due and payable in advance on the first day of July in every year – the beginning of the subscription year.

(6) Where an election to membership occurs after 31 days from the beginning of the subscription year the subscription payable by the new member for that year will be determined on a pro rata basis.

(7) Members elected to another category of membership for which a greater membership fee is applicable shall be required to pay the difference between the membership fee paid and that prescribed for the other category at the time of election to such other category.

10.3 Payments to the Club

(1) The Board may extend the time for payment of subscriptions, accept payment by instalments, or waive payment wholly or in part.

(2) Except as provided in (1) above, subscriptions and levies are payable within 28 days after the due date noted on the invoice sent by the Club to the member, on any extended date that may be

fixed by the Board, or on the dates fixed by the Board for payment of instalments (as the case may be).

(3) A member shall cease to be an Eligible Member by virtue of non-payment of fees or levies imposed on the member under these Rules if such fees or levies are overdue by a period of 28 days after the due date for payment as noted on the invoice.

(4) A member who has ceased to be an Eligible Member as a result of non-payment of such moneys will regain their status as an Eligible Member upon payment of such moneys unless the member is otherwise dealt with under clauses 10.3 (5), 10.3.(6) or 12.

(5) If an existing member's subscription remains unpaid for a period of 28 days from the due date the Secretary must send a notice of default to the member.

(6) If the subscription remains unpaid for a further period of 14 days from the date of sending the notice of default, the defaulting member's name will, unless the Board has exercised its discretion under clause 10.3(1), be struck off the Register of Members and thereupon the defaulting member will cease to be a member of the Club

11. VISITORS AND GUESTS.

(1) Guests, visitors and authorised gaming visitor may be admitted to the Club in accordance with the Association Act and the Liquor Act.

(2) Visitors and guests are required to comply with all relevant Rules and By Laws of the Club whilst on the Club's property.

(3) Green Fees for visitors may be waived at the discretion of the President, Captain or Secretary of the Club as they deem appropriate.

(4) A member may invite guests into the Club Premises at any time, and immediately upon arrival, the guest's name, address and club (if any) must be recorded in one of the visitors' books provided by the Secretary.

(5) Members are required to accompany their visitors and guests whilst they are anywhere on the grounds of the Club and are responsible for the behavior of the visitors.

(6) The introducing member shall be held responsible for payment of all fees under this rule.

(7) Authorised Gaming Visitors may be admitted to the Club upon the signing of the relevant visitor's book.

(8) Visitors and guests are required to comply with all relevant Rules and By Laws of the Club whilst on the Club's property.

12. DISCIPLINARY ACTION.

12.1 Grounds for Taking Disciplinary Action

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

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Club; or
- (c) has engaged in conduct prejudicial to the Club.

(2) The Secretary is responsible for the initial investigation of potential disciplinary action and reporting to the Board.

(3) The Secretary may temporarily suspend a Member at their own discretion prior to a disciplinary meeting in accordance with clause 12.2

12.2 Disciplinary Subcommittee

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

(2) The members of the disciplinary subcommittee—

- (a) will consist of 2 Board Members and the Secretary, or anyone else if seen as necessary; but
- (b) must not be biased against, or in favour of, the member concerned, and
- (c) every effort will be made to ensure that the composition of the Club representatives will be sensitive to gender representation.

12.3 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 Club proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 12.5.
- (2) The notice must be given no later than 7 days before the disciplinary meeting is held.
- (3) The disciplinary meeting may be held within 7 days if agreed to by the member

12.4 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 12.4 (1), the disciplinary subcommittee may -
 - (a) take no further action against the member; or
 - (b) subject to 12.4 (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 Club.
- (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.
- (5) When a member is suspended or expelled the member will forfeit their rights/entitlement to any refund of membership/subscription fees paid for the year.

12.5 Appeal Rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Club under rule 12.4 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 must provide additional evidence for consideration that was not provided at the original hearing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary within 7 days after the vote.
- (3) If a person has given notice under 12.5 (2), the Board must appoint a 3-person panel to hear the disciplinary appeal meeting within 10 days of the notice. The panel is to consist of
 - (a) two Directors of the Ballarat Golf Club, and
 - (b) one person invited by the Board who has a demonstrated knowledge, or experience, in hearing such appeals.
- (4) A person must not be appointed to an appeal subcommittee if the person—
 - (a) appointed to the initial disciplinary subcommittee to hear and determine the matter of the member concerned; or
 - (b) have a personal interest in the dispute; or
 - (c) is biased in favour of, or against, the member concerned, and
 - (d) will be sensitive to gender representation.

- (5) Notice of the disciplinary appeal meeting must be given to each member of the appeal subcommittee and the member concerned 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 appeal subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked, or

12.6 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 appeal subcommittee 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), members of the appeal subcommittee present and entitled to vote at the meeting must vote on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (4) The decision is upheld if a majority of the persons voting at the meeting vote in favour of the decision.

13 GRIEVANCE PROCEDURE

13.1 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 Board;
 - (c) a member and the Club.
- (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.

13.2 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.

13.3 Appointment of Mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 13.2, the parties must within 10 days—
- (a) notify the Board of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Board; or
 - (ii) if the dispute is between a member and the Board or the Club—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board may be a member or former member of the Club but in any case must not be a person who—
- (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

13.4 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.

13.5 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.

14. MEETINGS.

14.1 Types of General Meetings

There are 2 types of general meetings that are covered by this rule – the Annual General Meeting and Special General Meetings

14.2 Annual General Meetings

- (1) An annual general meeting of the Club must be held once in every Year at the time (not being less than one month or more than 4 months after the end of each Year) and at the place determined by the Board.
- (2) The ordinary business of the annual general meeting is as follows -
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Board on the activities of the Club during the preceding financial year; and
 - (ii) the financial statements of the Club for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
 - (c) to declare the result of the election of Board Members.
- (3) The annual general meeting shall also conduct any other business of which notice has been given in accordance with these Rules.
- (4) The Board may propose any item of business it thinks fit as an item for discussion, as an item of general business, or as an item of special business if a special resolution is required by these Rules or the Act.
- (5) Any two or more eligible members may lodge with the Secretary before the end of a Year (as defined in Rule 1.1(1)(ai)) a notice of proposed business requesting that the business be included as an agenda item at the next annual general meeting. The proposed business set out in such notice may be an item for discussion, an item of general business, or an item of special business if a special resolution is required by these Rules or the Act. Such notice must be signed by each eligible member who shall legibly write his/her full name next to or immediately below his/her signature.
- (6) Within 28 days after receipt of the notice of proposed business, the Secretary, at the direction of the Board, shall give advice in writing to the first named of the eligible member lodging the notice of business either that the proposed business will be so included as an agenda item, or that the notice of proposed business has been rejected by the Board on the ground that the subject matter of the notice is considered to be inappropriate for one or more of the following reasons:
 - (a) It is frivolous;
 - (b) If an item for discussion or an item of general business, it does not adequately indicate the general nature of the business;
 - (c) If an item of special business, it does not state in full the proposed resolution with sufficient clarity;
 - (d) It is not relevant to any of the purposes of the club as set out in these Rules;
 - (e) Its adoption would put the Club in breach of these Rules;
 - (f) Its adoption would be liable to put the Club in breach of its legal obligations;
 - (g) Its adoption would be liable to adversely prejudice the financial viability of the Club to an unacceptable extent.
- (7) Upon the notice of motion being rejected by the Board, within 14 days after the date of the advice of rejection of the notice of proposed business, a further notice in identical terms and signed by not less than 25 eligible members may be

lodged with the Secretary, and in that event the proposed business shall be included as an agenda item in the notice of annual general meeting.

(8) The Board must direct the Secretary to give Notice of each Annual General Meeting not less than 35 clear days prior to the date upon which the Board proposes to hold the Meeting by:

(a) Displaying a Notice of Annual General Meeting on the official Club Notice Board or in a prominent place in the Club House which Notice shall –

(i) State the date of the Notice on which date the Notice will be displayed.

(ii) State the date, time and place (which must be within the City of Ballarat) of the Meeting;

(iii) *Detail the business to be considered at the meeting, and specify which business (if any) is special business*

(iv) State the names of the Directors whose positions become vacant at the Meeting;

(v) Call for nominations to fill the vacant positions;

(vi) Advise that any member wishing to submit for election as a Director may do so by lodging with the Secretary a duly completed nomination form obtainable from the Secretary; and

(vii) State that the duly completed nomination form must be lodged with the Secretary not later than 5.00 p.m. on the 14th day after the date of the Notice of Annual General Meeting.

(b) Inserting an advertisement in “The Courier”, Ballarat Public Notices on the Saturday immediately after the giving of the Notice, addressed to all members of the Club, and stating the date, time and place of the meeting;

(c) Displaying a copy of the Notice of General Meeting on the Home Page of the Club’s Website

(9) Notwithstanding clause 14.2(8), the Board may postpone the date of the annual general meeting to a date not more than 30 days from the date specified in the notice but must not in any event advance the date of the annual general meeting to a date before the date specified in the notice. Notification of the postponement must be made in accordance with 14.2 (8).

14.3 Special General Meetings

14.3.1 Convening of Special General Meetings

(1) The Board may, whenever it thinks fit, and must, on a requisition made in writing by 10% or more of the Eligible Members as at the date of the lodging of the requisition (Requisition), convene a Special General Meeting of the Club.

(2) A Requisition must:

(a) state the special resolution to be proposed at the meeting;

(b) be signed by each requisitionist who shall legibly write his/her full name next to or immediately below his/her signature; and

(c) be delivered or posted to the Club at its registered office in an envelope addressed to the Secretary

(3) The Secretary must use his best endeavors to draw the Requisition to the attention of each of the Directors.

(4) Upon receipt by the Club of a Requisition, the Board must forthwith proceed to convene a Special General Meeting.

(5) If the Board does not proceed to cause a Special General Meeting to be held within 35 days after receipt of the Requisition, any 25 or more Eligible Members may themselves convene a Special General Meeting.

(6) If no meeting is called by eligible members within 49 days after the receipt of the requisition the requisition lapses.

14.3.2 Notice of Special General Meetings

(1) For the purpose of calling a Special General Meeting whether on the motion of the Board or pursuant to a Requisition of Eligible Members, the Board must, and in default of the Board so doing, the Requisitionists or any 25 Eligible Members may direct the Secretary to give Notice of Special General Meeting not less than 21 days prior to the date upon which it is proposed to hold the Meeting, such Notice to be displayed and advertised in the same manner as for an Annual General Meeting. Such Notice shall:

(a) State the date, time and place (which must be within the City of Ballarat) of the Meeting;

(b) State whether the meeting has been called by the Board or by Requisition;

(c) Set out any Special Resolution proposed for the Meeting; and

(b) Detail any other business to be considered at the Meeting pursuant to the Rules

(2) All business (other than the filling of casual vacancies pursuant to Clause 15.5 (3)) to be transacted at a Special General Meeting is deemed special business requiring the approval of 75% of the members present and voting.

14.4 Proceedings at General Meetings

- (1) Every member is entitled to attend General Meetings.
- (2) No business will be transacted at any General Meeting unless a quorum of Eligible Members is present.
- (3) A quorum consists of 25 Eligible Members present personally.
- (4) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting:
 - (a) if convened on a Requisition, is dissolved and the motion is lost; and
 - (b) in any other case the meeting stands adjourned for a period not exceeding 21 days to such day, time and place as the Board may determine.
 - (c) If within half an hour from the time appointed for the adjourned meeting a quorum is not present, except in the case of an Annual General Meeting, all motions on the agenda for the meeting are deemed to be lost.
- (5) The Board may invite any person to attend a General Meeting of the Club and, subject to the directions of the chairman of the meeting, that person may be heard on any question arising at the General Meeting.

14.5 Chairman

- (1) The President, and in the President's absence the Vice-President, presides as chairman at every General Meeting of the Club.
- (2) If neither the President nor the Vice-President is present within 15 minutes of the commencement time specified in the notice of meeting the Eligible Members present must choose by simple majority one of their number to be chairman of the meeting.

14.6 Adjournment of General 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 at another place.
- (2) Without limiting 14.6 (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Example

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

- (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 14.3.2

14.7 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 at least one third of the Eligible Members personally present or by the President of his own volition
 - (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.

14.8 Voting Rights Of Members

- (1) Upon any questions arising at a General Meeting of the Club each Eligible Member has one vote only.
- (2) All votes must be given personally
- (3) In the case of an equality of voting on any question the Chairman of the meeting may exercise a second or casting vote save where the Chairman has a conflict of interest.
- (4) At a General Meeting of the Club, a member who is not an Eligible Member is entitled to attend and, subject to the directions of the chairman of the meeting, may be heard on any question arising at the meeting, but has no right to vote.
- (5) Special Resolutions require the approval by a 75% majority of the members present and voting.
- (6) Absentee or proxy voting is not allowed on any matter.

14.9 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. Such permission is to be permitted by the board.
- (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.

14.10 Minutes of General Meeting

- (1) The Board 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) the financial statements submitted to the members and
 - (c) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
 - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

15. BOARD.

15.1 Number of Directors

The number of Directors is 9 subject to the other provisions in this Rule in relation to casual vacancies.

15.2 Eligibility

- (1) Subject to clauses 15.4 and 15.5, the Board of the Club comprises the Directors.
- (2) Every Eligible Member is eligible for election as a Director.

15.3 Remuneration.

No Director is entitled to remuneration for their service as a Director, except as provided in clause 6.2

15.4 Election of Directors

The election of Directors must take place in the following manner:

- (1) Any Eligible Member may nominate any other Eligible Member as a Candidate for election as a Director
- (2) *Such nominations must be submitted to the Secretary within the time specified in the Notice of Annual General Meeting*
- (3) Nominations must:
 - (a) be on a Nomination Form as prescribed by the Board from time to time;
 - (b) state the names and addresses of the nominee, proposer and seconder and be signed by the proposer and seconder
 - (c) be signed by the nominee confirming that the nominee has read the current Rules of the Club and is prepared to serve as a Director as required by them -
and the nominee may submit a summary not to exceed 700 words of the nominee's experience appropriate to fulfilling the role of director, which summary shall be deemed to be part of the Nomination Form;
- (4) A copy of each Nomination Form shall be prominently displayed in the Club House for 21 days immediately preceding the Annual General Meeting.
- (5) If the number of nominations exceeds the number of vacancies the Secretary shall within 21 days after the notice of a Annual General Meeting post to each Eligible Member an appropriate ballot paper, a sealable envelope for return of the ballot paper, together with a copy of the summaries as received in accordance with Clause 15.4 (3) and a copy of the Notice of the Annual General Meeting.
- (6) The non-receipt of a ballot paper and accompanying documents by, or the accidental omission to forward such ballot paper and accompanying documents to, any member does not invalidate the election.
- (7) Each member shall be entitled to vote for the same number of candidates as there are vacancies on the Board to be filled.

- (8) Any ballot papers not received at least 24 hours before the Annual General Meeting shall be declared invalid.
- (9) For the purposes of the ballot:-
- (a) A locked ballot box shall be placed in Club House for use of members wishing to lodge ballot papers in person;
 - (b) Sealed envelopes containing ballot papers received by post are to be placed in the locked ballot box immediately upon receipt;
 - (c) The ballot box shall be opened by the Secretary in the presence of the scrutineers only after the poll has closed.
- (10) Returned ballot papers shall be opened and counted by Election Scrutineers appointed by and including the Secretary and the results recorded and signed by the Secretary and Scrutineers and handed to the Chairperson for reading to the Annual General Meeting and recording in the minutes.
- (11) Upon the receipt of the report of the Election, the declaration by the chairman of the general meeting of the results of the election of Directors is final and conclusive.
- (12) Any member appointed as a Director must undergo the relevant checks required under the Gambling Regulation Act 2003 within 2 months of appointment.
- (13) After appointment any Director is prohibited from involvement in any decision which involves the management or operation of the Club's gaming business until such appointee is approved as an associate under the relevant section of the Gambling Regulation Act 2003 – refer also 15.7(f).

(14) Use of Technology

The Ballarat Golf Club may use on-line technology when and if available to supplement or conduct a ballot for an election provided that it meets all the specific, timelines, objectives & anonymity as outlined in 15.4.

15.5 Casual Vacancies.

- (1) A casual vacancy occurs as provided in rule 15.8 (f) or if there are insufficient nominations to fill vacant Board positions.
- (2) Whenever a casual vacancy occurs the Board, providing the number of Directors is greater than 5, may appoint an Eligible member who has confirmed in writing his/her understanding of the Rules of the Club and his/her commitment to serve as a Director and he/she shall hold office for the balance of the term of the Director he/she is appointed to replace.
- (3) If at any time the number of Directors is reduced to 5 or less the remaining Directors and / or the Secretary shall call and conduct within 30 days of such time a Special General Meeting of the Club for the purpose of filling the casual vacancies. Eligible Members who have confirmed in writing their understanding of the Rules of the Club and their commitment to serve as a Director can be nominated by a Director or a Member of the General Body of Members prior to or at the meeting. If the number of nominations exceeds the number of casual vacancies then the vacancies will be decided by vote at the Special General Meeting.
- (4) Each member is entitled to a number of votes in accordance with 15.4 and in the event in an equality of votes the Chairperson shall select by lot the successful nominee.

15.6 General Duties

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Board comply with these Rules.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board members must exercise their powers and discharge their duties—
- (a) in good faith in the best interests of the Club; and
 - (b) for a proper purpose.
- (5) Board members and former Board members must not make improper use of—
- (a) their position; or
 - (b) information acquired by virtue of holding their position—
- so as to gain an advantage for themselves or any other person or to cause detriment to the Club.

Notes

The Associations Act sets out the general duties of office holders of an incorporated Club.

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

15.7 Tenure of Directors.

15.7 (1) The tenure for each Director shall be three years, except for a Director appointed to fill a casual vacancy or an Director elected to fill a casual vacancy (who shall serve for the balance of the term of the Director he/she is elected to replace).

(2) At the election, vacancies shall be filled in the following order –

- (a) The three candidates receiving the highest number of votes shall have tenure of three years
- (b) The remaining candidates shall fill casual vacancies (if any) such that the remaining candidate with the next highest number of votes shall become the Director with the next longest tenure of a casual vacancy, and so on until all casual vacancies are filled.

In the case of an equality of votes for any position, or if there are casual vacancies to be filled and the number of nominations equals the number of vacant positions, the chairperson shall select by lot the successful nominee for each position.

(3) All retiring Directors are eligible for re-election.

15.8 Resignation and Disqualification of Directors.

The office of a Director shall be vacated if the director:

- (a) Dies;
- (b) Is legally incapable;
- (c) Ceases to be a member of the General Body of the Club;
- (d) Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors or makes an assignment of his estate for their benefit;
- (e) Resigns by giving notice in writing to the Secretary;
- (f) Is removed by resolution of the Club in Special General Meeting;
- (g) Is absent without permission from the Board for more than 3 consecutive meetings of the Board.
- (h) Fails to apply or fails to be approved as an associate as provided in 15.4(12) or 15.4(13) under the relevant section of the Gambling Regulation Act 2003 or pursuant to the Liquor Control Reform Act 1998.

15.9 Powers of the Board

(1) The business of the Club is to be managed by the Board which shall be responsible for the affairs of the Club.

(2) The Board may exercise all the powers of the Club except any powers that the Associations Act, or these Rules, requires to be exercised by the members in General Meeting.

(3) Without limiting the scope of clause 15.9(2), the Board may:

- (a) make and/or amend By-laws from time to time, not inconsistent with these Rules, for the conduct and management of the Club and to promote the purposes of the Club; and
- (b) exercise all the powers of the Club to borrow money, to charge any property or business of the Club and to issue debentures or give security for a debt, liability or obligation of the Club; and
- (c) determine not less than yearly the annual subscriptions, any associated levies and entrance fees for all categories of membership

(4) The Board shall elect a member of the Board to the positions of Officers being President - who shall act as Chairman of the Board, Vice President, Captain and Finance Director.

- (a) These positions will be elected on an annual basis at a Board Meeting within 7 days following the Annual General Meeting.
- (b) The term of these positions shall be one year.
- (c) It is desirable that candidates for the position of Finance Director have appropriate accounting qualifications as granted by the relevant regulatory body however the Board retains sole discretion in deciding whether a candidate for the position of Finance Director is suitable based on expertise and experience.

(5) The Board may from time to time delegate any of its powers to a subcommittee or subcommittees consisting of one or more Directors or other members of the Club as the Board think fit to appoint, and may recall or revoke any such delegation or appointment -

- (a) Any subcommittee must, in the exercise of the powers delegated by the Board, conform to any regulations, terms or restrictions as prescribed by the Board.
- (b) Subject to the terms on which a power of the Board is delegated to a subcommittee, the meetings and proceedings of subcommittees are, to the greatest practical extent, governed by these Rules which regulate meetings and proceedings of the Board and the Club.

- (6) The acts of the Board or a subcommittee of the Board or by any person acting as a member of the Board or a subcommittee of the Board are valid despite any defect that may afterwards be discovered in the appointment or qualification of any person acting as a member of the Board or subcommittee.
- (7) The Board must not, without the approval of a General Meeting of the Club, demise, exchange, mortgage, charge, otherwise secure, sell or otherwise dispose of the whole or any part of the real property of the Club.

15.10 Procedure at Board Meetings

- (1) The Board must meet at least 9 times in any Year.
- (2) The President or any 4 other members of the Board may call or authorise the Secretary to call a meeting of the Board.
- (a) Notice of each ordinary Board meeting must be given to each Board member no later than 2 days before the date of the meeting.
 - (b) Notice may be given of more than one Board meeting at the same time.
 - (c) The notice must state the date, time and place of the meeting.
 - (d) If a special Board meeting is convened to consider urgent or extraordinary business, as much notice of such meeting shall be given as circumstances allow and the notice must include the general nature of the business to be conducted. The only business that may be conducted at the special board meeting is the business for which the meeting is convened.
- (3) The quorum for a Board Meeting is 5 (not including any director acting as Secretary under clause 16.1(3)) and the quorum must be present at all times during the meeting when the business of the Board is transacted.
- (4) The President for the time being or, in the President's absence, the Vice President, must preside as chairman at meetings of the Board.
- (5) If neither the President nor the Vice President is present at a meeting of the Board, the Board must elect a chairman from one of their number who is present.
- (6) Questions arising at any meeting of the Board must be decided by a majority of votes, and in case of an equality of votes the chairman has a second or casting vote save where the chairman has a conflict of interest.
- (7) Any Director who believes he/she has a potential for conflict of interest in any matter before the Board must declare details to the meeting and such Director may be asked by the chairman to absent him/herself from the meeting while the Board deliberates and makes its determination and such determinations must be made in accordance with the Associations Act.
- (8) Any Director who declares or who the Board identifies as having a conflict of interest on any matter is not entitled to participate in any discussion (unless the Board specifically allows the Director to participate) or vote on that matter.
- (9) The Secretary must keep a minute book recording all resolutions and proceedings of the Board including all declarations or determinations of conflict of interest.

15.11 Use of Technology

- (1) A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this rule, a Board member participating in a Board meeting as permitted under 15.11 (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

16. CLUB STAFF.

16.1 Secretary

- (1) The Board must appoint a Secretary upon such terms as to salary and otherwise as the Board thinks fit, and may prescribe the duties of Secretary. Any vacancy in the position of Secretary of the Club can only be filled following an external public recruitment process.
- (2) Subject to 16.1(3) the Secretary may not be a Member of the Board.
- (3) Where the office of Secretary is vacant for any reason or the Secretary is on leave the Board may appoint any person to act temporarily as Secretary and such acting Secretary may be a director provided that such director shall not act as Secretary for periods totaling more than 90 days in any Year.
- (4) Subject always to the right of the Board to exclude the Secretary while his/her position is being discussed, the Secretary is entitled to:

- (a) receive notices of and to attend all general meetings of the Club and all meetings of the Board, and
 - (b) to be heard at such meetings, but the Secretary is not entitled to vote at such meetings.
- (5) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

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

- (6) The Secretary must—
- (a) maintain the register of members in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of the Club and, all books, documents and securities of the Club 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.
- (7) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- (8) The services of the Secretary may be terminated
- (a) as provided in any contract of employment of the Secretary, and
 - (b) as provided in any relevant employment award or law.

16.2 Other Club Staff

The Board may employ, or contract with, such other salaried staff as, and when, it considers necessary and may delegate this power to the Secretary.

17. FUNDS, ACCOUNTS AND AUDIT.

17.1 Funds

- (1) The Finance Director of the Club must—
- (a) ensure collection and receipt of all moneys due to the Club and making of all payments authorised by the Club; and
 - (b) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by such person or persons as the Board shall determine from time to time.
- (3) The funds of the Club shall be derived from entrance fees, annual subscriptions, levies, donations, sales of goods and services, gaming machines, commissions from such activities and such other sources as the Board determines.

17.2 Accounts

- (1) The Board must cause proper accounting and other records to be kept as required by the Associations Act.
- (2) The books of account must be kept at the Registered Office or at such other place as the Board thinks fit and must always be open to inspection by all Directors.
- (3) The Board must ensure that the Club complies with the annual financial reporting requirements of the Associations Act.

17.3 Special Purpose Projects

- (1) If the Board wishes to expend more than \$100,000 of the Club's funds on a specific, special project other than in the course of the normal operations of the Club, then before incurring such expenditure, the Board must –
- (a) If the amount of proposed expenditure is more than \$100,000 but less than \$250,001 –
 - (i) Place and maintain a notice on the Club Notice Board stating the amount of the proposed expenditure, the sources from which the Board proposes to fund that expenditure, the need for and the expected benefit from the project;
 - (ii) At the same time as the notice is first placed, send a copy of such notice to each member for whom the Club has an electronic address;
 - (iii) Allow a period of 14 days to elapse after the notice is first placed and sent before proceeding with the project;

- (iv) Not proceed with the project if a Special General Meeting is requisitioned under these Rules proposing a special resolution to disallow the proposed expenditure, until the Special General Meeting has been held and the special resolution has been defeated, is withdrawn, or otherwise lapses.
- (b) If the amount of proposed expenditure exceeds \$250,000 –
 - (i) Call a Special General Meeting in the manner prescribed in these Rules at which the Board proposes a special resolution that the proposed expenditure be approved by the Club;
 - (ii) Include with the Notice of Special Meeting a statement of the amount of the proposed expenditure, the sources from which the Board proposes to fund that expenditure, the need for and the expected benefit from the project;
 - (iii) Not proceed with the project until the Special General Meeting has been held and the special resolution has been adopted.

17.4 Capital Reserve Fund

- (1) The Board shall establish and maintain a Capital Reserve Fund (“the Fund”), and to that end –
 - (a) The Board shall open a separate Capital Reserve Fund account in the books of account of the Club;
 - (b) The Board shall cause to be transferred into that account –
 - (i) The amounts payable to the Club by Integra (formerly Roadcon) pursuant to the agreement between the Club and Integra for the development of the Thomson Perrett designed golf course, the new Club House and associated works, but after deduction of
 - (a) the amounts payable by the Club to complete this development, furnish and fit out the new Club House; and
 - (b) the amount deemed by the Board to be reasonably necessary to be retained to fund reasonably foreseeable expenditure on the day-to-day operations of the Club, but only expenditure expected to be incurred until 31 December 2010;
 - (ii) Any balance of the amount so retained remaining on 1 January 2011; and
 - (iii) Amounts from the other funds of the Club deemed by the Board from time to time to be in excess of the amount necessary to be retained to fund reasonably foreseeable expenditure on planned capital works and on the day-day-operations of the Club.
- (2) For the purpose of making the annual calculation of surplus required by this Rule –
 - (a) “CPI” means the Consumer Price Index, All Groups for Melbourne as published by the Australian Bureau of Statistics
 - (b) “Adjusted opening balance” means the balance held in the Fund at the then applicable values at the beginning of the immediate past Year to which has been added or from which has been subtracted the percentage change in the CPI between 31st day of December in the year before last and 31st day of December in the immediate past year;
 - (c) “Adjusted closing balance” means the balance held in the Fund at the then applicable values at the end of the immediate past year to which has been added any amounts paid out of the Fund in the immediate past year on Special Purpose Projects (including any on which less than \$100,000 was spent) and day-to-day operations as permitted by these Rules.
- (3) As from 1 January 2011, in any Year the total of the amounts which may be paid from the Fund towards the day-to-day operations of the Club shall be limited to the amount (if any) by which the adjusted closing balance exceeds the adjusted opening balance.
- (4) The Fund may be used for a Special Purpose Project approved under Rule 17.3 to the extent that the notices given under that Rule state that the Fund is to be the source from which the Board proposes to finance expenditure on the Special Purpose Project.
- (5) Unless the club otherwise resolves by Special Resolution, apart from the amount reasonably required for liquidity which shall be held in a separate Bank on call account of the Fund, all monies in the Fund shall be invested only in Bank Term Deposits, ASX200 shares, Treasury and other State or Australian Government Bonds, and / or real estate located within 50 kilometers radius of the Club House.

17.5 Audit

The Club must appoint a registered company auditor for the purpose of satisfying the financial reporting requirements of the Club under the Associations Act.

18. SUPPLY OF LIQUOR

18.1 Notwithstanding anything to the contrary in these Rules:

- (1) The Club may not make payment of any amount to an officer or servant of the Club by way of commission or allowance from the receipts of the Club for the supply of liquor.
- (2) A visitor to the Club must not be supplied with liquor in the Club premises unless that visitor is:
 - (a) a guest in the company of a member of the Club, or
 - (b) an authorised gaming visitor admitted in accordance with Rule 11 (7)

18.2 Restrictions on Membership

- (1) A person cannot:
 - (a) be admitted as an honorary member of the club; or
 - (b) be exempted from the obligation to pay the ordinary subscription for membership of the Club unless that person is of a class specified in these Rules and the admission or exception is in accordance with the Rules
- (2) A person under the age of 18 years may be admitted as a junior or cadet member of the Club, but shall not be entitled to have access to licensed or gaming areas of the Club except to the extent permitted by law.

18.3 Register to be Kept

- (1) The nominee as identified on the Club's liquor licence must keep on the licensed premises, in a form and manner approved by the Director of Liquor Licensing Victoria:
 - a) a members register containing the name and address of each member of the Club and particulars of payment of the last subscription for membership paid by the member; and
 - b) a register of authorised gaming visitors containing the details set out in Clause 18.3 (2)
- (2) The Club must keep a register of all guests to the Club or its premises, in which the guest must enter the following details as a condition of entry:
 - (a) his or her name; and
 - (b) his or her residential address; and
 - (c) the date of entry.
- (3) The registers must be kept open for inspection at any time by a licensing inspector as defined in the liquor act.

18.4 Visitors

- (1) All visitors to the Club or its premises must:
 - (a) produce evidence of the details required by Rule 18.3 prior to being admitted to the premises; and
 - (b) carry identification at all times whilst on any licensed premises operated by the Club; and
 - (c) comply with all relevant rules or by-laws of the Club whilst on the licensed premises.

19. RECIPROCAL

The Board may enter into a reciprocal arrangement with any other Club either inside or outside of the State, whereby any Members of such Club visiting Ballarat may have the privileges of the Club for such a period or periods and upon such terms as determined by the Board.

20. SEAL.

- (1) The Club must have a Common Seal, which must be kept in the custody of the Secretary.
- (2) The Common Seal of the Club must not be affixed to any document except by the authority of the Board and the affixing shall be attested by the signatures of either of two members of the Board, or one member of the Board and the Secretary of the Club.

21. NOTICES.

21.1 Notice Requirements

- (1) Any notice required to be given to a member or a Board member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission. .
- (2) Unless otherwise provided by these rules any notice required to be given to the Club or the Board may be given—
 - (a) by handing the notice to a member of the Board; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Board determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Club or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Club.

21.2 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 21.2 (2) and 21.2 (6), the financial records, books, securities and any other relevant document of the Club.

Note

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

- (2) The Board may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- (3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to 21.2 (2), a member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

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

 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the Club.
- (6) A member does not have the right to inspect the minutes of Board meetings.

22. LEGAL PROCEEDINGS AND INDEMNITY.

- (1) Every Director, employee and agent of the Club shall be entitled to be indemnified out of the property of the Club, to the fullest extent permitted by law, against any liability incurred by them in their capacity as Director, employee and agent in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under the Law in which relief is granted to them by any Court of competent jurisdiction, PROVIDED THAT such liability does not arise as a result of the negligence, act or omission of that person.
- (2) The Club may pay the premium on a contract insuring a person who is a Director, employee or agent of the Company to the fullest extent permitted by law.

23. VARYING THESE RULES.

- (1) The Club may modify these Rules, or a provision of these Rules, only by special resolution.

(2) An alteration of Rules of the Club does not take effect unless and until it is approved by the Registrar in accordance with the Associations Act.

(3) While the Club remains licensed under the Liquor Act, the Secretary, in accordance with that Act, must forward a certified copy of any amendment or alteration to these Rules to Liquor Licensing Victoria.

SCHEDULE 1

Golf Course Design and Management

The Ballarat GC Master Plan Document 2008 by Thomson Perrett is attached at the end of these rules and is comprised of 34 pages.

SCHEDULE 2

Categories of Membership

The General Body is comprised of the following categories:

- (a) 7 Day Members
- (b) 6 Day Members
- (c) Senior Members
- (d) Honorary Life Members
- (e) Country Members
- (f) Young Adult Members 7 Day
- (g) Young Adult Members 6 Day
- (h) Non Playing Members

Other Membership is comprised of the following categories:

- (a) Cadet Members
- (b) Junior Members
- (c) Young Adult 18 – 21 7 Day
- (d) Young Adult 18 – 21 6 Day
- (e) Social Members
- (f) Corporate Member
- (g) Lifestyle Members
- (h) Beginner Members

SCHEDULE 3

Divisions of Membership

General Body Divisions

7 Day Members

Member 40 years and over who are entitled to all the privileges of membership and who are entitled to use the Clubs Golf Course at any time except for the tee times reserved for competitions and events.

6 Day Members

Member 40 years and over who are entitled to all the privileges of membership and who are entitled to use the Clubs Golf Course Weekdays and on Sundays except for the tee times reserved for competitions and events. 6 Day Members are not entitled to use the Club's golf course on Saturdays except upon terms determined by the Board.

Senior Members

Members 70 years and over who are entitled to all the privileges of the selected 7 day or 6 day membership and entitled to use the Clubs Golf Course as related to that category of membership.

Honorary Life Members

Any Golf Member within the General Body of Divisions of not less than 10 years' standing who has rendered outstanding services to the Club may be recommended for election as an Honorary Life Member of the Club by the Board. At the next Annual General Meeting after the date of such recommendation such 7 Day Members, 6 Day Members or Senior Members may be elected by ordinary resolution at such meeting as an Honorary Life Member of the Club. Any person so elected shall thereafter have the same rights and privileges as a 7 Day Member or 6 Day Member but shall not be required to pay any subscription or levy. There shall not be more than 10 living Honorary Life Members at any one time.

Country Members

Members over the age of 21 years and whose permanent residence is outside a radius of 80 km from the Ballarat Post Office and who are entitled to all the privileges of membership and who are entitled to use the Club's golf course at any time except for the tee times reserved for competitions and events.

Young Adult Members 7 Day

Members aged of 22 to 39 years at the time of billing who are entitled to all the privileges of membership and who are entitled to use the Clubs Golf Course at any time except for the tee times reserved for competitions and events.

Young Adult Member 6 Day

Members age 22 years to 39 years at the time of billing who are entitled to use the Clubs Golf Course Weekdays and on Sundays except for the tee times reserved for competitions and events.

6 Day Members are not entitled to use the Club's golf course on Saturdays except upon terms determined by the Board.

Non Playing Members

Any 7 Day, 6 Day, Senior or Country Member who no longer desires to actively play in the game of golf may be elected as a Non Playing Member of the Club. Any such Member desiring to be elected as a Non Playing member must submit their name to the Secretary of the Club, who shall submit the name of the candidate to the Board at its next meeting. If elected by the Board as a Non Playing Member, such candidate will cease to be a 7 Day, 6 Day, Senior or Country Member as the case may be, and no longer have access to the Golf Course.

Any member that continues a leave of absence into a following subscription year will become a Non Playing Member until such time as they return to a playing status

Other Membership Divisions

The privileges of membership available to members of Other Membership Divisions do not include the right to be a Director, to vote in an election of Directors, or any other privileges of membership specifically stated in the Rules as being available to Eligible Members, or as not being available to members of an Other Membership Division.

Cadet Members

Members over the age of 5 years and to the age of 11 years at the time of billing who, subject to the Rules, are entitled to all the other privileges of membership and who are entitled to use the Club's golf course at any time except for the tee times reserved for competitions and events and who shall be subject to such other conditions as the Board may determine from time to time

Junior Members

Members over the age of 12 years and to the age of 17 years at the time of billing who, subject to the Rules, are entitled to all the other privileges of membership and who are entitled to use the Club's golf course at any time except for the tee times reserved for competitions and events and who shall be subject to such other conditions as the Board may determine from time to time.

Young Adult 18 – 21 Years 7 Day

Members over the age of 18 years and to the age of 21 years at the time of billing who, subject to the Rules, are entitled to all the other privileges of membership and who are entitled to use the Club's golf course at any time except for the tee times reserved for competitions and events and who shall be subject to such other conditions as the Board may determine from time to time.

Young Adult 18 – 21 Years 6 Day

Members over the age of 18 years and to the age of 21 years at the time of billing who are entitled to all the privileges of membership and who are entitled to use the Club's golf course Weekdays and on Sundays except for the tee times reserved for competitions and events. 6 Day Members are not entitled to use the Club's golf course on Saturdays except upon terms determined by the Board.

Social Members

Members 18 years and over who are entitled to all the other privileges of membership except for the use of the Club's golf course unless they pay the appropriate subscriptions and/or fees.

Corporate Members

Natural persons may be admitted as Corporate Members on such terms as are determined by the Board.

Lifestyle Members

Members 22 years and over, subject to the Rules, are entitled to all the other privileges of membership and who are entitled to use the Club's golf course at any time except for the tee times reserved for competitions and events and who shall be subject to such other conditions as the Board may determine from time to time.

Beginner Members

Members 22 years and over, subject to the Rules, are entitled to all the other privileges of membership for one 12 month period and who are entitled to use the Club's golf course at any time except for the tee times reserved for competitions and events and who shall be subject to such other conditions as the Board may determine from time to time.