

ASSOCIATION RULES

for the

**GOULBURN VALLEY
CROQUET ASSOCIATION INC**

(A0018125W)

REVISED MAY/JUNE 2016

in accordance with the

Associations Incorporation Reform Act 2012

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PART 1 - PRELIMINARY

1. Name

The name of the incorporated association is the "Goulburn Valley Croquet Association Incorporated" (herein referred to as "GVCA" or "the Association").

2. Purposes

The purposes of the Association are

- (a) to foster, promote and organise the playing of both social and competitive mallet sports in the region; and
- (b) to be - and to remain - an affiliated member of the Victorian Croquet Association Inc (otherwise known as "VCA" or "Croquet Victoria"); and
- (c) to apply and abide by the laws of the game of croquet as approved by the Australian Croquet Association Inc (otherwise known as "ACA" or "Croquet Australia") in all competitions and matches conducted by Victorian Croquet Association and/or the GVCA; and
- (d) to co-ordinate competition and tournament dates, times and venues within the Region; and
- (e) to promote and co-ordinate the resources of the GVCA.

3. Financial year

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

4. Definitions

In these Rules,

Absolute majority, of the Association, means a majority of the affiliated clubs entitled to vote at the time;

Affiliated club means a club as defined in Rule 7;

Appointments means any officer appointed at the Annual General Meeting;

Associate Club means a club as defined in Rule 14(1);

By-Law means any sub-rule or policy made by the GVCA as prescribed in Rule 73;

Chairperson, of a meeting, means the person chairing the meeting as required under Rule 46;

Club means a croquet or other mallet sports club;

Committee means the Committee having management of the business of the Association, namely the Office Holders;

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

Delegate means a person who, under Rule 13(2), is entitled to vote at a general meeting;

Disciplinary meeting means a meeting of the Committee convened for the purposes of Rule 20;

Disciplinary sub-committee means the sub-committee appointed under Rule 20;

Financial year means the 12-month period specified in Rule 3;

General meeting means a general meeting of delegates of the Association's affiliated clubs convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

Region means the GVCA area as specified by Croquet Victoria;

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

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

The Registrar means the Registrar of Incorporated Associations.

PART 2 - POWERS OF ASSOCIATION

5. Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub-Rule (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 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.

6. Not-for-profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its affiliates.
- (2) Sub-Rule (1) does not prevent the Association from paying an affiliated club
 - (a) reimbursement for expenses properly incurred by the club; or
 - (b) for goods or services provided by the club, if this is done in good faith on terms no more favourable than if the club was not affiliated.

PART 3 - AFFILIATES, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Affiliation

7. Affiliates

The Association shall comprise all clubs that are affiliated at the time these Rules were adopted, together with such others as are subsequently accepted for affiliation under Rule 11.

8. Who is eligible to be affiliated

Any club in the Goulburn Valley Region (as specified by the Victorian Croquet Association) that supports the purposes of the Association is eligible for affiliation.

9. Application for affiliation

- (1) To apply to become affiliated with the Association, a club must submit a written application to the GVCA Secretary stating that it
 - (a) wishes to become affiliated with 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 a person elected by the members of the applicant club to represent it; and
 - (b) may be accompanied by the joining fee as determined from time to time, in accordance with Rule 12(4).

10. Consideration of application

- (1) As soon as practicable after an application for affiliation is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee 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.

11. New affiliation

- (1) If an application for affiliation is approved by the delegates
 - (a) the resolution to accept the affiliation must be recorded in the minutes of the delegates' meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new affiliate, and the date of its becoming affiliated, in the register of affiliated clubs, and advise the secretary of the Victorian Croquet Association.
- (2) A club that becomes affiliated with the Association, subject to Rule 13(2), is entitled to exercise its rights of affiliation from the date, whichever is the later, on which
 - (a) the delegates approve the club's affiliation; or
 - (b) the club pays the joining fee.

12. Annual subscription and fee on joining

- (1) At each annual general meeting, the delegates must determine the amount of the annual subscription (if any) for the following financial year.
- (2) The annual subscription is due and payable on or before 30 June each year.
- (3) The Association may determine that a lower annual subscription is payable by associate affiliates.
- (4) The Association may determine that any new club that 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.
- (5) The rights of a affiliate (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13. General rights of affiliated clubs

- (1) A affiliate of the Association that 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 76; and
 - (f) to elect two delegates to represent it at all general meetings; and
 - (g) to inspect the register of affiliated clubs.
- (2) A delegate is entitled to vote if
 - (a) the delegate is a member of an affiliated club; and
 - (b) more than 10 business days have passed since the delegate's club became affiliated with the Association; and
 - (c) the affiliated club's rights are not suspended for any reason.

14. Associate clubs

- (1) Associate clubs of the Association may include
 - (a) any club that is registered by Victorian Croquet Association but is not located within the Goulburn Valley Region as specified by the Victorian Croquet Association, and
 - (b) any other category of club as determined by special resolution at a general meeting.
- (2) An associate club must not vote but may have other rights as determined by the GVCA delegates or by resolution at a general meeting.

15. Rights not transferable

The rights of an affiliated club are not transferable and end when affiliation ceases.

16. Ceasing affiliation

- (1) Affiliation ceases on resignation or on notification that the affiliated club is defunct.
- (2) If a club ceases to be affiliated with the Association, the Secretary must, as soon as practicable, enter the date the club ceased to be affiliated in the register of affiliated clubs.

17. Resignation

- (1) A club may resign by notice in writing given to the Association.
- (2) A club is taken to have resigned if
 - (a) the club'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 club to confirm that it wishes to remain affiliated or associated, and the club has not, within 3 months after receiving that request, confirmed in writing that it wishes to do so.

18. Register of clubs

- (1) The Secretary must keep and maintain a register of clubs that includes
 - (a) for each current affiliate/associate
 - (i) the club's name;
 - (ii) the address for notice last given by the club;
 - (iii) the date of becoming affiliated/associated;
 - (iv) if the club is an associate, a note to that effect;
 - (v) any other information determined by the GVCA; and
 - (b) for each former affiliate/associate, the date of ceasing to be a affiliated/associated; and
 - (c) any other details as required by the GVCA or the Victorian Croquet Association.
- (2) Any club may, at a reasonable time and free of charge, inspect the GVCA register of clubs.

Division 2 - Disciplinary action

19. Grounds for taking disciplinary action

The Association may take disciplinary action against a club in accordance with this Division if it is determined that the club

- (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.

20. Disciplinary sub-committee

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

21. Notice to club

- (1) Before disciplinary action is taken against a club, the Secretary must give written notice to the club
 - (a) stating that the Association proposes to take disciplinary action against the club; 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 sub-committee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the club that it may do one or both of the following -
 - (i) attend the disciplinary meeting and address the disciplinary sub-committee at that meeting;
 - (ii) give a written statement to the disciplinary sub-committee at any time before the disciplinary meeting; and
 - (e) setting out the club's appeal rights under Rule 23.
- (3) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22. Decision of sub-committee

- (1) At the disciplinary meeting, the disciplinary sub-committee must
 - (a) give the club an opportunity to be heard; and
 - (b) consider any written statement submitted by the club.
- (2) After complying with sub-Rule (1), the disciplinary sub-committee may
 - (a) take no further action against the club; or
 - (b) subject to sub-Rule (3),
 - (i) reprimand the club; or
 - (ii) suspend the rights of the club for a specified period; or
 - (iii) expel the club from the Association.
- (3) The disciplinary sub-committee may not fine the club.
- (4) The suspension of rights or the expulsion of a club by the disciplinary sub-committee under this Rule takes effect immediately after the vote is passed.

23. Appeal rights

- (1) A club whose affiliation rights have been suspended or that has been expelled from the Association under Rule 22 may give notice to the effect that it wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given
 - (a) to the disciplinary sub-committee immediately after the vote to suspend or expel the club is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a club has given notice under sub-Rule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event no later than 21 days after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each club of the Association that 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 club against which the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the delegates present must vote on whether the decision to suspend or expel the club should be upheld or revoked.

24. 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 GVCA must state the grounds for suspending or expelling the club and the reasons for taking that action; and
 - (c) the club whose rights have been suspended or which has been expelled must be given an opportunity to be heard.
- (2) After complying with sub-Rule (1), the delegates 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 club should be upheld or revoked.
- (3) A delegate may not vote by proxy at the meeting.
- (4) The decision is upheld if no less than three quarters of the delegates voting at the meeting vote in favour of the decision.

Division 3 - Grievance procedure

25. Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between
 - (a) a club and another club;
 - (b) a club and the Committee;
 - (c) a club and the Association.
- (2) A club must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26. Parties must attempt to resolve the dispute

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

27. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 26, the parties must within 10 days
 - (a) notify the 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 club and another club, a person appointed by the Committee; or
 - (ii) if the dispute is between a club 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 an affiliated club but in any case must not be a person who
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

28. Mediation process

- (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.

29. Failure to resolve dispute by mediation

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

PART 4 - GENERAL MEETINGS OF THE ASSOCIATION

30. Annual general meetings

- (1) The Association must convene an annual general meeting to be held within 5 months after the end of each financial year.
- (2) Despite sub-Rule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) 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 Office Holders on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Treasurer in accordance with Part 7 of the Act;
 - (c) to elect and appoint Office Holders, in accordance with Rule 44;
 - (f) to confirm or vary the amounts (if any) of the annual subscription and joining fee; and
 - (g) to appoint an Auditor.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31. Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) A special general meeting may appoint
 - (a) a Pennant Secretary for each of the forms of the sport in which a pennant competition will be conducted, in accordance with Rule 49; and
 - (b) a Regional Director and Alternate Regional Director in the case of the absence of the Regional Director, in accordance with Rule 50.
- (4) No business other than that set out in the notice under Rule 33 may be conducted at the meeting.

32. Special general meeting held at request of affiliates

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with sub-Rule (2) by at least 50% of the total number of affiliated clubs.
- (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 president and secretary of the clubs 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 clubs making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by clubs under sub-Rule (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 clubs convening a special general meeting under sub-Rule (3).

33. Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under Rule 32(3), the clubs convening the meeting) must give to each affiliate 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 34(5).
- (3) This Rule does not apply to a disciplinary appeal meeting.

34. Proxies

- (1) A delegate may appoint another delegate as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the delegate making the appointment.
- (3) The delegate 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 delegate in any matter as he or she sees fit.
- (4) If the Committee has not approved a form for the appointment of a proxy, the delegate may use any other form that clearly identifies the delegate appointed as the proxy and that has been signed by the delegate appointing the proxy.
- (5) Notice of a general meeting given to an affiliate under Rule 33 must
 - (a) state that the delegate may appoint another delegate 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 given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

35. Use of technology

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

36. Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of delegates is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under Rule 35) of 50% of the delegates 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 clubs under Rule 32, the meeting must be dissolved;
 - (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 clubs as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-Rule (3)(b), the clubs present at the meeting (if not fewer than four) may proceed with the business of the meeting as if a quorum were present.

37. Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of delegates present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-Rule (1), a meeting may be adjourned
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the clubs 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 33.

38. Voting at general meeting

- (1) On any question arising at a general meeting
 - (a) subject to sub-Rule (3), each affiliated club is entitled to appoint two delegates, who, in turn, are entitled to one vote each; and
 - (b) delegates 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 delegates who were present at that meeting may vote.
- (4) This Rule does not apply to a vote at a disciplinary appeal meeting conducted under Rule 24.

39. Special resolutions

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

40. 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 affiliates 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.

41. 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 delegates attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under Rule 34(6) ; and
 - (c) the financial statements submitted to the affiliates in accordance with Rule 30(4)(b)(ii); and
 - (d) the certificate signed by two Office Holders 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

42. 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 delegates from the clubs affiliated with the Association.
- (3) The Committee may
 - (a) appoint and remove staff;
 - (b) establish sub-committees consisting of any GVCA affiliated club members, with terms of reference it considers appropriate.

43. Delegation

- (1) The Committee may delegate to a member of the Committee or a sub-committee 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 Committee members and appointees

44. Composition of the Committee

The Committee of the GVCA shall be the elected Office Holders comprising

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer.

45. General Duties (Committee)

- (1) As soon as practicable after being elected or appointed, 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.

46. President and Vice-President (Committee)

- (1) Subject to sub-Rule (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 delegate elected by the other delegates present; or
 - (b) in the case of a Committee meeting, a Committee member elected by the other Committee members present.

47. Secretary (Committee)

- (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 must
 - (a) maintain the register of clubs in accordance with Rule 18; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in Rule 70(3), all books, documents and securities of the Association in accordance with Rules 72 and 75; and
 - (c) subject to the Act and these Rules, provide properly appointed club representatives with access to the register of members, the minutes of general meetings and other books and documents;
 - (d) provide copies of the minutes of any meeting to appropriate Committee members, GVCA delegates and club secretaries within 14 days of the date of the meeting; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- (4) The Secretary must advise the Victorian Croquet Association of the appointment of the Regional Director at least 21 days before the next Victorian Croquet Association annual general meeting.

48. Treasurer (Committee)

- (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 within 5 working days after receipt; and
 - (c) make any payments authorised by a general meeting of the Association from the Association's funds; and
 - (d) ensure that cheques and other forms of payment that are in use from time to time (eg electronic banking) are signed or otherwise authorised by at least two Committee members.
- (2) The Treasurer must
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) co-ordinate the preparation and audit of the financial statements of the Association prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other Committee member as determined by the Committee from time to time has access to the accounts and financial records of the Association.

49. Pennant Secretaries (appointees)

The Pennant Secretaries must do all things necessary for the smooth running of GVCA pennant competitions according to the bylaws of the Association.

50. Regional Directors (appointees)

- (1) The Regional Director shall be
 - (a) appointed for a term of two years in accordance with Victorian Croquet Association policy; and
 - (b) delegated to represent the GVCA at Victorian Croquet Association Council level.
- (2) An Alternate Regional Director shall be appointed at the same time and for the same period as the Regional Director and shall represent the GVCA at Victorian Croquet Association Council level in the absence of the Regional Director.

Division 3 - Election of Committee members and tenure of office

51. Who is eligible to be a Committee member

A person is eligible to be elected or appointed as a Committee member if the person

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

52. Positions to be declared vacant

- (1) This Rule applies to
 - (a) the first annual general meeting of the Association after its incorporation; or
 - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with Rules 51 to 55.

53. Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) Nomination of candidates may be made by any financial member of any club affiliated with the Association.
- (3) A nominee's consent must be obtained prior to making the nomination.
- (4) A person 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 has yet to be held.

54. Election of Committee

- (1) At the annual general meeting, separate elections must be held for each of the following positions -
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one person is nominated for the position, the Chairperson of the meeting must declare the person elected to the position.
- (3) If more than one person is nominated, a ballot must be held in accordance with Rule 55.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

55. Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a delegate to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a delegate 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 delegate present in person; and
 - (b) each proxy appointed by a delegate.
- (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 sub-Rule (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 sub-Rule (10) because 2 or more candidates received the same number of votes, the returning officer must
 - (a) conduct a further election for the position in accordance with sub-Rules (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.

56. Term of office

- (1) Subject to sub-Rule (3) and Rule 58, a Committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A Committee member may be re-elected.
- (3) A general meeting of the Association may
 - (a) by special resolution remove a Committee member from office; and
 - (b) elect an eligible person to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under sub-Rule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the clubs affiliated with the Association.
- (5) The Secretary or the President may give a copy of the representations to each club affiliated with the Association or, if they are not so given, the club may require that they be read out at the meeting at which the special resolution is to be proposed.

57. 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 an eligible member of the Committee under the terms of Rule 51; or
 - (b) fails to attend three consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence under Rule 69; or
 - (c) otherwise ceases to be a Committee member by operation of section 78 of the Act.

58. Filling casual vacancies

- (1) The Committee may appoint an eligible member of any GVCA club to fill a position on the Committee that
 - (a) has become vacant under Rule 57; or
 - (b) was not filled 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 56 applies to any Committee member appointed by the Committee under sub-Rules (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4 - Meetings of Committee

59. Meetings of Committee

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first Committee meeting must be determined by the affiliates of the Committee as soon as practicable after the annual general meeting.
- (3) Special Committee meetings may be convened by the President or by any three members of the Committee.

60. Notice of meetings

- (1) Notice of each Committee meeting must be given to each Committee member no later than 7 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.

61. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with Rule 60 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 an absolute 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.

62. 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.

63. 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 sub-Rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

64. Quorum

- (1) No business may be conducted at any meeting unless a quorum is present.
- (2) The quorum for a Committee meeting is three members of the Committee;
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a 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 60.

65. Voting

- (1) On any question arising at a Committee meeting, each Committee member 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) Sub-Rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority.
- (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.

66. Conflict of interest

- (1) A Committee member having 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 Committee member/s concerned
 - (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 group 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.

67. 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 66.

68. Leave of absence

- (1) The Committee may grant a Committee member leave of absence from Committee meetings for a period not exceeding 3 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

69. Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

70. Management of funds

- (1) The Association must open an account or accounts 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 GVCA may approve expenditure on behalf of the Association.
- (3) The GVCA 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 GVCA 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 or otherwise authorised by two Committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the GVCA, 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.

71. 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 GVCA.

72. 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 sub-Rule (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.

PART 7 - GENERAL MATTERS

73. By-Laws

- (1) The GVCA may make By-Laws and alter, amend or rescind the same as occasions may require. Such By-Laws shall have the same force and effect as these Rules, but shall not be in any way oppose or be in conflict with these Rules. The By-Laws shall be available for inspection on request.
- (2) Amendments, alterations, interpretation or other changes to By-Laws shall be advised to affiliated and associated clubs by means of notice approved by the GVCA. Notices shall be binding upon all clubs.

74. Awards and Commendations

The GVCA may recognise outstanding an contribution by an individual as as prescribed in the By-Laws.

75. Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal
 - (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two Committee members;
 - (c) the common seal must be kept in the custody of the Secretary.

76. Registered address

The registered address of the Association is

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

77. Notice requirements

- (1) Any notice required to be given to a club or a Committee member under these Rules may be given
 - (a) by handing the notice to the club secretary or a Committee member personally; or
 - (b) by sending it by post to the club secretary or a Committee member at the address recorded for the club or Committee member on the register of clubs; or
 - (c) by email or facsimile transmission to the email or facsimile address recorded for the club or Committee member on the register of clubs.
- (2) Sub-Rule (1) does not apply to notice given under Rule 61.
- (3) Any notice required to be given to the Association or the Committee may be given
 - (a) by handing the notice to a affiliate 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
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

78. Custody and inspection of books and records

- (1) Properly appointed club representatives may on request inspect free of charge
 - (a) the register of clubs;
 - (b) the minutes of general meetings;
 - (c) subject to sub-Rule (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 properly appointed club representative 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 affiliates/associates and applicants for affiliation/association free of charge.
- (4) Subject to sub-Rule (2), a club representative 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.
- (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 Association and includes the following
 - (a) its affiliation records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the Association.

79. 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 clubs currently or formerly affiliated/associated with 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.

80. Alteration of Rules

- (1) These Rules, including the Purposes, may only be altered, amended or repealed by special resolution at a duly convened general meeting of the Association. Any amendments to the Rules and Purposes must be approved by the Victorian Croquet Association Inc prior to being submitted as a special resolution at a duly convened meeting of GVCA delegates.
- (2) The Association shall have the authority to make, amend or rescind bylaws by special resolution requiring a 66% majority of votes in favour.