

## **Recommended Amendments to our current Rules**

### **Explanatory Statement**

*Note crossout(s) to be deleted with words in red included*

**Face Page** – Registered Number inserted with the date changed from the previous AGM to the date of the forthcoming AGM (14 October 2024).

The following proposed amendments to the Rules follow the recent Government review pursuant to the regulations of the Association Incorporation Reform Act 2012 and the subsequent review of the Model Rules – as well as these changes, your Committee has taken the opportunity to also update some other Rules and also incorporate some of the existing By-Laws into the Rules.

These changes are now listed below for consideration:

**Rule 4 Definitions** – the following definitions have been added/amended:

***appeal subcommittee*** means a subcommittee appointed under rule 23(3);

***disciplinary appeal meeting*** means a meeting of the appeal subcommittee convened for the purposes of rule 24;

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

***registered mediator*** means a person registered as a mediator accredited under the National Mediator Accreditation System developed by the Mediator Standards Board Limited ABN 11 145 829 812;

**Rule 8 Who is eligible to be a member** - The following added as a Note to the Rule:

**Note** – A member can remain a member during such period where their membership at a Home Club has not been renewed and while waiting on membership of a new Home Club to be processed – such period should not normally exceed three months and the member can only play social golf in any event if Golf Link membership details are unavailable.

**Rule 9 Application for membership** – the requirement for the membership application form to be signed by a Proposer & Seconder has been removed and a new note 2 covering electronic signature added.

(2) The application—

(a) must be signed by the applicant, ~~a proposer and seconder (who must be financial members of the Association)~~; and

**Note 2** A requirement for a signature of a person may be met by electronic signature. See section 9 of the **Electronic Transactions (Victoria) Act 2000**

**Rule 10 Consideration of Application** – sub clause 4 amended (phrasing change) from no reason “no need to be given for the rejection of an application” to read (as below) with a note added

(4) **The Committee is not required to give a reason for the rejection of an application.**

Note: An association may have obligations under Division 6 of Part 4 of the **Equal Opportunity Act 2010**.

**Rule 11 New Membership** minor phrasing changes with date of member being entitled to exercise their rights clarified.

- (1)(b) the Secretary must, as soon as practicable, ~~enter~~ **ensure** the name and address of the new member, and the date of becoming a member, **is recorded** in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
  - (a) the Committee approves the person's membership; ~~or~~ **and**
  - (b) the person pays the joining fee.

(3) **Subject to rule 13(2), a person is entitled to exercise their rights of membership from the date referred to in subrule (2).**

**Rule 12 Annual subscription and fee on joining** – minor changes with addition of a new sub clause 2 covering associate members (while we don't have any such category at present it does cover if at some future date we do) with sub clause 2 & 3 being renumbered 3 & 4

- (1) At each annual general meeting, the Association must determine -
  - (a) the **process for setting the** amount of the annual subscription (if any) for the following **financial calendar** year; and ~~with the date for payment of the annual subscription being confirmed as the 1<sup>st</sup> December~~
  - (b) **the date for payment of the annual subscription.**
- (2) **The Association may determine that a lower annual subscription is payable by associate members.**
- (2)(3) The Association may determine that any new member who joins after the start of a calendar year must, for that calendar year, pay a fee ~~subscription~~ equal to—
  - (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the calendar year; or
  - (c) a fixed amount determined from time to time by the Association.
- (3)(4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

**Rule 17 Resigning as a Member** – Resignation period updated from 30 days to three months with Sub clause 2 (a) & (b) redefined to read:

- (a) the member's annual subscription has not been paid within **three months** of the due date; or
- (b) where no annual subscription is payable—
  - (i) the Membership Secretary **has made** a written **request** to the member to confirm that **the member** wishes to remain a member; and
  - (ii) the member has not, **within three months after receiving that request, confirmed in writing that the member wishes** to remain a member.

### **Rule 18 Register of Members**

Sub clause (1) (iii) inserted with provision for email address to be recorded with current sub clauses (iii) & (iv) renumbered (iv) and (v) with the details to be recorded in the register of former members clarified:

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) for each current member—
    - (i) the member's name; **and**
    - (ii) the address for notice last given by the member; **and**
    - (iii) **the email address given by the member (if available); and**
    - (iv) the date of becoming a member; **and**
    - (v) any other information determined by the Committee; and
  - (b) for each former member, the **name of the person and the date on which the person ceased to be a member of the Association.** ~~of ceasing to be a member.~~

### **Rule 20 Disciplinary subcommittee** (model rule updated as below)

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- ~~(2) The members of the disciplinary subcommittee—~~
  - ~~(a) may be Committee members, members of the Association or anyone else; but~~
  - ~~(b) must not be biased against, or in favour of, the member concerned.~~
- (2) **Subject to subrule (3), the Committee may appoint any person to a disciplinary subcommittee.**
- (3) **A person must not be appointed to a disciplinary subcommittee if the person is biased in favour of or against the member concerned.**

### Rule 23 Appeal Rights (model rule updated as below)

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than ~~48 hours~~ **7 days** after the vote.
- (3) If a person has given notice under subrule (2), **the Committee must appoint at least 3 persons to an appeal subcommittee to consider the appeal. ~~a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.~~**
- (4) **Subject to subrule (5), the Committee may appoint any person to an appeal subcommittee. ~~Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—~~**
  - ~~(a) specify the date, time and place of the meeting; and~~
  - ~~(b) state—~~
    - ~~(i) the name of the person against whom the disciplinary action has been taken; and~~
    - ~~(ii) the grounds for taking that action; and~~
    - ~~(iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.~~
- (5) A person must not be appointed to an appeal subcommittee if the person—
  - (a) was appointed to the disciplinary subcommittee to hear and determine the matter of the member concerned; or
  - (b) has a personal interest in the dispute; or
  - (c) is biased in favour of or against the member concerned.
- (6) The Committee must convene a meeting of the appeal subcommittee (the ***disciplinary appeal meeting***) as soon as practicable and no later than 21 days after the notice of the appeal is received.
- (7) 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.

**Rule 24 Conduct of disciplinary appeal meeting** model rule updated as below

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the **appeal subcommittee** ~~Committee~~ must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), **members of the appeal subcommittee** ~~the members~~ present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

**Rule 27 Appointment of mediator** (sub clause 2, 3 & 4 amended as below)

- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
    - (ii) if the dispute is between a member and the Committee or the Association—a **registered mediator**; ~~person appointed or employed by the Dispute Settlement Centre of Victoria.~~

Note This includes a registered mediator appointed by the Dispute Settlement Centre of Victoria or accredited by the Victorian Bar.

- (3) Subject to subrule (4), the **Committee** may appoint any person as a mediator.
- (~~3~~4) **The Committee must not appoint a person as a mediator if the person** ~~--A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—~~
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

**Rule 28 Mediation** process updated – new sub clause 3 (re costs) as below

(3) Any costs of mediation are to be paid ---

(a) if an agreement as to costs is reached between the parties -in accordance with that agreement; or

(b) if there is no such agreement – by the Committee.

**Rule 30 Annual general meetings** - sub clause 4(a) amended to include a general meeting with sub clauses 4(a) & (d) updated regarding the process for setting the annual subscription & joining fee.

- (a) to confirm the minutes of the previous annual general meeting and of any special general meeting **or general meeting** held since then;
- (b) to receive and consider—
  - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
  - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
- (c) to elect the members of the Committee;
- (d) to ~~confirm or vary~~ **determine the process for setting** the amounts (if any) of the annual subscription and joining fee.

**Rule34 Proxies** basically gender changes “his or her changed” to “the members” sub clause (1) & (3)

- (1) A member may appoint another member as ~~his or her~~ **the member’s** proxy to vote and speak on ~~his or her~~ **the member’s** 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 member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on ~~his or her~~ **the member’s** behalf, otherwise the proxy may vote on behalf of the member in any matter as ~~he or she~~ **the proxy** sees fit.

**Rule 35 Use of Technology** sub clause (1) model rule updated as below

- (1) A ~~member not physically present at a general meeting may be permitted to participate in the meeting~~ **general meeting may be held and members may take part** by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other **participating member**.

**Rule 40 Determining whether resolution carried** the word “poll” changed to “count” in sub clause (2), (2)(a), (3) & (4)

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

**Rule 41 Minutes of general meeting** model rule update removal of the existing sub clause (3)(b), which reads

~~(b) proxy forms given to the Chairperson of the meeting under rule 34(6); and~~

With existing subclauses (3)(c), (d) & (e) becoming (3)(b), (c) & (d)

**Rule 44 Composition of Committee** basically our current By-Law 2 inserted as a note into the rule:

*Note: ~~the Committee may from time to time require and appoint a Vice President, Vice Captain, Assistant Secretary etc. for the purpose of succession planning and/or such other role/purpose as may from time to time be decided – Individual members of the Committee may fulfill one or more of these roles.~~*

**Rule 46 President and Captain** sub clauses (1) & (2) updated to reflect the note in Rule 44 (above)

- (1) Subject to subrule (2), the President or, in the President's absence, **the Vice President (if one exists) shall act as the chairperson or otherwise the Captain or in his absence any Vice Captain (if one exists)** is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President, **Vice President** and the Captain **and Vice Captain** are ~~both~~ **all** absent, or are unable to preside, the Chairperson of the meeting must be—
- (a) a committee member elected by the other committee members present; or
  - (b) in the case of a general meeting called by members—a member elected by the other members present.

**Rule 56 Vacation of office** just a gender change (he or she) changed to “the person” sub clause (2)  
(2) A person ceases to be a committee member if ~~he or she~~ **the person** —

**Rule 62 Use of technology** sub clause (1) updated to read:

- (1) A committee **meeting may be held by the use of technology that allows committee members to clearly and simultaneously communicate with each other participating member.** ~~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.~~

**Rule 65 Conflict of interest** updated to require to keep a conflict of interest register with recording requirements as below:

- (4) **The Committee must keep a conflict of interest register.**
- (5) **The conflict of interest register must record the following—**
- (a) **the name and position of the member who has disclosed a material personal interest;**
  - (b) **a description of the nature and extent of that interest;**
  - (c) **a management plan documenting actions required to mitigate the conflict.**

**Rule 69 Management of funds** subclause 6 amended as below with a new subclause (7)

- (6) **Despite subrule (1), the Committee may authorise the Treasurer to maintain a petty cash fund for minor and incidental expenses of the Association.** ~~With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.~~
- (7) **The Treasurer must record the withdrawal or deposit of an amount from the petty cash fund at the time of the transaction.**

**Rule 71 Financial statements** the word “and” added to the end of each sub clause with the last line changed to a note



- (2) Without limiting subrule (1), those requirements include—
- (a) the preparation of the financial statements; **and**
  - (b) if required, the review or auditing of the financial statements; **and**
  - (c) the certification of the financial statements by the Committee; **and**
  - (d) the submission of the financial statements to the annual general meeting of the Association; **and**
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

**Note:** The certified balance sheet &/or financial statement to be presented to the members at the Annual General Meeting of the Association.

### **Rule 75 Custody and inspection of books**

- (1) Members may on request inspect free of charge **any of the following**—
- (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

#### **Note**

See note following rule 18 for details of access to the register of members.

- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make **available, or provide** copies of these rules, available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may **request a copy of, or** 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~~ **any** records ~~and~~ **or** other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) ~~its~~ **a** membership records;
- (b) ~~its~~ **a** financial statements;
- (c) ~~its~~ **a** financial records;
- (d) **any other** records ~~and~~ **or** documents relating to transactions, dealings, business or property of the Association.