



**RULES OF  
GLENHUNTLY ATHLETIC CLUB INC.**

**Registered No. A0018529B**

These are the Rules referred to in the  
notice of meeting dated 2005  
and signed by me for identification:

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Julian Paynter, President

**11 October 2005**

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## RULES OF GLENHUNTLY ATHLETIC CLUB INC.

### 1. NAME OF THE INCORPORATED ASSOCIATION

The name of the incorporated association is Glenhuntly Athletic Club Inc. (in these rules called "**GAC**").

### 2. DEFINITIONS

In these rules, unless the contrary intention appears:

"**Act**" means the *Associations Incorporation Act 1981*(Vic).

"**committee**" means the committee of management of GAC.

"**financial year**" means the year ending on 31 March.

"**member**" means a member of GAC.

"**officer**" means a President, Vice-President, Treasurer or Secretary of GAC elected in accordance with Rule 5.4.

"**ordinary member of the committee**" means a member of the committee who is not a President, Vice-President, Secretary or Treasurer of GAC under rule 5.

"**registrar**" means the person approved by the Committee from time to time to maintain the register of members under rule 4.2.

"**Regulations**" means regulations under the Act.

"**Rules**" means the rules of GAC contained in this document.

In these Rules, a reference to the Secretary is a reference:

- (a) if a person holds office under these Rules as Secretary of GAC - to that person; and
- (b) in any other case, to the public officer of GAC.

### 3. MISSION STATEMENT

As a voluntary athletic and physical recreational club we provide highly rewarding competitive, participative and social opportunities to people of all skill levels and ages.

### 4. MEMBERSHIP OF GAC

#### 4.1 Eligibility for membership of GAC

- (a) To be eligible to be a member of GAC, a person must:
  - (i) submit such application forms as required by the committee; and
  - (ii) pay the membership fees which apply, from time to time.

- (b) The committee may, at its discretion, reject an application for membership from any person, if the committee considers such rejection to be in the best interests of GAC.
- (c) Upon acceptance of an application for membership and after receipt of any applicable membership fees, an applicant for membership becomes a member and is entitled to exercise the rights of membership and the Registrar must enter the applicant's name in the register of members.
- (d) A right, privilege or obligation of a person by reason of membership of GAC:
  - (i) is not capable of being transferred or transmitted to another person; and
  - (ii) terminates upon the cessation of membership whether by death or resignation or otherwise.

#### 4.2 Register of members

- (a) The registrar must maintain a register containing:
  - (i) the name, address and email address (if applicable) of each member from time to time of GAC; and
  - (ii) the date on which each member's name was entered in the register.
- (b) The register is available for inspection free of charge by any member upon request.
- (c) A member may make a copy of entries in the register with the registrar's consent.

#### 4.3 Resignation of members

- (a) A member of GAC who has paid all moneys due and payable by that member to GAC may resign from GAC by giving notice in writing to the registrar of his or her intention to resign.
- (b) After giving notice:
  - (i) the member ceases to be a member; and
  - (ii) the registrar must record in the register of members the date on which the member ceased to be a member.

#### 4.4 Suspension and expulsion of members

If the committee considers that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of GAC, the committee may, in its absolute discretion, by resolution:

- (a) suspend that member from membership of GAC for a specified period; or
- (b) expel that member from GAC.

#### 4.5 Life members

A member may nominate any other member to be considered as a Life Member of GAC. If the member is approved for Life membership by a vote of at least 75 per cent of the Committee, then that member will be entered on the register of members as a Life Member and will be exempt from payment of any further membership fees under rule 4.1(a)(ii). In considering a member for life membership, the Committee will consider such matters as the

member's contribution and service to GAC, length of membership, achievements whether sporting, professional, social, etc and any other matters the Committee considers relevant.

## 5. THE COMMITTEE

### 5.1 Powers of the committee

The committee is responsible for the management of the affairs of GAC and may exercise all such powers and functions as may be exercised by GAC for the proper management of the business and affairs of GAC.

### 5.2 Constitution of the committee

The committee will include:

- (a) a President;
- (b) a Vice-President;
- (c) a Treasurer;
- (d) a Secretary; and
- (e) at least 2 ordinary members.

### 5.3 Vacancies on the committee

- (a) The office of an officer or of an ordinary member of the committee, becomes vacant if the officer or member:
  - (i) ceases to be a member of GAC; or
  - (ii) resigns from office.
- (b) In the event of a vacancy in any office, the committee may appoint any other member of GAC to the vacant office and the member appointed may continue in office up to and including the conclusion of the next annual general meeting following the date of the appointment.

### 5.4 Election of officers and ordinary committee members

- (a) The officers and ordinary members will be elected at the annual general meeting of GAC and will hold office until the next annual general meeting.
- (b) A member may nominate himself or herself or any other member for election as an officer or ordinary committee member.
- (c) Nominations under sub-rule (b) must be:
  - (i) in writing; and
  - (ii) delivered to the Secretary before the annual general meeting commences.
- (d) If insufficient nominations are received under sub-rule (c) to fill all vacancies on the committee, the candidates nominated will be deemed to be elected and further nominations may be received orally after the commencement of the annual general meeting.

- (e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.
- (f) If the number of nominations for any position exceeds the number of vacancies to be filled, a ballot must be held.
- (g) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting as the committee directs.
- (h) Despite any other provision in sub-rule 5.4, a member is not eligible for election unless all moneys due and payable by the member to GAC (including fees paid by GAC to third parties on behalf of the member) have been paid to GAC by the member.

#### **5.5 Removal of committee member**

The members of GAC may in general meeting, by resolution, remove any member of the committee before the expiration of that member's term of office and elect another member in his or her place to hold office until the expiration of the removed committee member's term.

#### **5.6 Appointment of authorised persons for signing**

The committee must by resolution, appoint no less than 2 members, for the purpose of signing cheques, drafts, bills of exchange, promissory notes and other negotiable instruments under sub-rule 8.2.

### **6. COMMITTEE MEETINGS**

#### **6.1 Frequency of committee meetings**

The committee must aim to meet on a monthly basis and must meet at least 8 times per year at such place and times as the committee agrees.

#### **6.2 Notice of committee meetings**

Notice of a committee meeting including where possible the general nature of the business to be conducted must be given to each member of the committee as soon as practicable before the date of the meeting.

#### **6.3 Quorum for committee meetings**

- (a) Any 4 members of the committee will constitute a quorum for the conduct of the business of a meeting of the committee.
- (b) No business may be conducted unless a quorum is present.
- (c) The committee may act notwithstanding any vacancy on the committee.

#### **6.4 Presiding at committee meetings**

At meetings of the committee:

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

**6.5 Voting at committee meetings**

- (a) Questions arising at a meeting of the committee will be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (b) Each member present at a meeting of the committee is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

**6.6 Minutes of committee meetings**

The Secretary must keep minutes of the resolutions and proceedings of each committee meeting together with a record of the names of persons present.

**6.7 Written resolutions**

- (a) If all the committee members entitled to receive notice of a committee meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a committee resolution in those terms is passed at the time when the last committee member signs.
- (b) For the purpose of sub-rule (a), 2 or more separate documents in identical terms, each of which is signed by 1 or more committee member, are treated as 1 document and a facsimile or email containing the text of the document expressed to have been signed by a committee member that is sent to the Secretary is a document signed by that committee member at the time of its receipt by the Secretary.

**7. GENERAL MEETINGS**

**7.1 Annual general meeting**

- (a) The committee may determine the date, time and place of the annual general meeting.
- (b) GAC must hold at least one annual general meeting in each calendar year.
- (c) The Secretary must, at least 14 days before the date of any general meeting, use best endeavours to notify each member of the date, time and place of the annual general meeting and the nature of the business to be conducted.
- (d) A notice of an annual general meeting may be delivered:
  - (i) in person; or
  - (ii) by post to the member's address shown in the register of members; or
  - (iii) by facsimile transmission to the member's facsimile number shown in the register of members; or
  - (iv) by electronic transmission to the member's email address shown in the register of members.

**7.2 Business of the annual general meeting**

- (a) The ordinary business of the annual general meeting may include:

- (i) confirming the minutes of the previous annual general meeting and of any general meeting held since that meeting;
  - (ii) receiving reports from the committee relating to the club's business and affairs for the previous year;
  - (iii) electing the officers and ordinary members of the committee for the coming year;
  - (iv) electing a social committee for the coming year;
  - (v) electing a volunteer co-ordinator for the coming year; and
  - (vi) receiving and considering GAC's financial statement for the previous financial year.
- (b) The annual general meeting may conduct any special business of which 21 days notice has been given.

### 7.3 Special general meetings

- (a) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (b) All general meetings other than the annual general meeting are special general meetings.
- (c) The committee may, whenever it thinks fit, convene a special general meeting of GAC.
- (d) The committee must, on the request in writing of members representing not less than 10 per cent of the total number of members, convene a special general meeting of GAC.
- (e) The request for a special general meeting must:
  - (i) state the objects of the meeting; and
  - (ii) be signed by the members requesting the meeting; and
  - (iii) be sent to the address of the Secretary.
- (f) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (g) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by GAC to the persons incurring the expenses.

### 7.4 Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under sub-rule 7.2(a) as ordinary business of the annual general meeting, is deemed to be special business.



**7.5 Quorum at general meetings**

- (a) No item of business may be conducted at a general meeting unless a quorum of members is present at the time when the meeting is considering that item.
- (b) 20 members personally present constitute a quorum for the conduct of the business of a general meeting.
- (c) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting will stand adjourned to the same day in the next week at the same time and place (unless another time and/or place is specified by the Chairperson at the time of the adjournment or by written notice to members).
- (d) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present will be deemed to be a quorum.

**7.6 Presiding at general meetings**

- (a) The President, or in the President's absence, the Vice-President, will preside as Chairperson at each general meeting.
- (b) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must elect one of their number to preside as Chairperson.

**7.7 Voting at general meetings**

- (a) Subject to sub-rule (c), each member has one vote on a show of hands or on a poll.
- (b) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (c) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to GAC (including fees paid by GAC to third parties on behalf of the member) have been paid to GAC by the member.
- (d) A member may appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

**7.8 Resolutions at general meetings**

If a question arising at a general meeting is determined on a show of hands, a declaration by the Chairperson that a resolution has been;

- (a) carried; or
- (b) lost,

and an entry to that effect in the minutes is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

**7.9 Poll at general meetings**

- (a) If at a general meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may

direct and the resolution of the poll will be deemed to be a resolution of the meeting on that question.

- (b) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

#### 7.10 **Minutes of annual general meetings**

The Secretary must keep minutes of the resolutions and proceedings of each annual general meeting.

### 8. **FUNDS**

#### 8.1 **Source of funds**

- (a) The funds of GAC will be derived from fees, fundraising, donations and such other sources as the committee determines from time to time.
- (b) The Treasurer must:
  - (i) collect and receive all moneys due to GAC and make all payments authorised by GAC; and
  - (ii) keep correct accounts and books showing the financial affairs of GAC with full details of all receipts and expenditure connected with the activities of GAC.

#### 8.2 **Execution of negotiable instruments**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members authorised by the Committee under sub-rule 5.6 for signing.

### 9. **CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

- (a) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of GAC.
- (b) All accounts, books, securities and any other relevant documents of GAC must be available for inspection free of charge by any member upon request.
- (c) A member may only make a copy of any accounts, books, securities or other relevant documents of GAC with the prior consent of the Secretary.

### 10. **DISPUTES AND MEDIATION**

#### 10.1 **Application of disputes procedure**

The procedure set out in this rule applies to disputes under these Rules between:

- (a) a member and another member; or
- (b) a member and GAC.

## 10.2 Disputes procedure

- (a) If a dispute arises, the party claiming that a dispute has arisen (“Complainant”), must give written notice to the other parties to the dispute specifying:
  - (i) the nature of the dispute (eg. background and the issues in dispute); and
  - (ii) what outcome the Complainant wants; and
  - (iii) that action the Complainant thinks will settle the dispute, (“Dispute Notice”).
- (b) On receipt of the Dispute Notice, the parties to the dispute, including the Complainant, must within 14 days after the dispute comes to the attention of all of the parties meet and discuss the matters in dispute, and, if possible, resolve the dispute.

## 10.3 Mediation

- (a) If the parties are unable to resolve the dispute, or if a party fails to attend the meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (b) The mediator must be:
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement in the case of a dispute between:
    - (A) a member and another member, a person appointed by the committee of GAC; or
    - (B) a member and GAC, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (c) A member of GAC can be a mediator.
- (d) The mediator cannot be a member who is a party to the dispute.
- (e) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (f) The mediator, in conducting the mediation, must:
  - (i) give the parties to the mediation process every opportunity to be heard; and
  - (ii) allow due consideration by all parties of any written statement submitted by any party.
- (g) The mediator must not determine the dispute.
- (h) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

11. **WINDING UP**

In the event of the winding up or the cancellation of the incorporation of GAC, the assets of GAC must be disposed of in accordance with the provisions of the Act.

12. **ALTERATION OF THE RULES**

These Rules and the mission statement in Rule 3 must not be altered except in accordance with section 22 of the Act.