

# PROPOSED CONSTITUTION OF GOLF PENINSULA VIC

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**PART 1 – PRELIMINARY**

## 1. Name

The name of the incorporated Association is **GOLF PENINSULA VIC INC.** (in these Rules called "GPV Inc.").

## 2. Purposes

The purposes for which GPV Inc. was established are -

- (a) to administer and promote the game of golf within the District;
- (b) to represent golf clubs in the District;
- (c) to select representative teams to represent the District in tournaments or competitions;
- (d) to manage competitions and events for the members of its member Clubs, including District Championships and Pennant;
- (e) to administer the rating of courses of Member Clubs to meet the requirements of the handicapping system as administered by golfing bodies from time to time;
- (f) to promote golf as a sport of choice for adults and juniors in the District.

## 3. Definitions

**The Act** means the **Associations Incorporation Reform Act 2012** and includes any Regulations made under that Act.

**Annual Affiliation Fee** means the annual fee payable by each Member Club

**Committee** means the Committee appointed pursuant to these Rules.

**Chairperson** of a General Meeting or Committee Meeting means the person chairing the Meeting

**Committee Member** means a member of the Committee

**Committee Meeting** means a meeting of the Committee held in accordance with these Rules.

**District** means the region or district defined from time to time by GV as the region or district in which GPV Inc. is required to exercise its functions.

**Disciplinary Sub-Committee** means the Sub-committee appointed pursuant to these Rules to deal with disciplinary matters.

**Disciplinary Meeting** means a Meeting of the Disciplinary Sub-Committee convened for the purposes of these Rules

**Disciplinary Appeal Meeting** means a Meeting of the Member Clubs of GPV Inc. convened pursuant to these Rules to deal with Disciplinary matters.

**Executive Committee** means the President, the Vice President, the Secretary and the Treasurer of GPV Inc.

**General Meeting** means a General Meeting of the Member Clubs of GPV Inc. convened in accordance with these Rules

**Gross Misconduct** means behaviour including harassment, physical violence or the threat of physical violence, damage to property, dishonesty or theft or any other behaviour reasonably considered by the Committee to be serious enough to warrant immediate disciplinary action for the protection of other Member Clubs, Member Club Representatives, the general public or the good standing and reputation of GPV Inc.

**GV** means Golf Victoria.

**GPV Inc.** means Golf Peninsula Vic Inc.

**Individual Club Member** means a member in good standing of any Member Club.

**Member Club** means a Club affiliated and duly admitted to membership of GPV Inc.

**Member Club Representative** means a member authorised by his/her Member Club to attend Meetings of GPV Inc. and to vote on behalf of that Member Club.

**President** means the person holding office under these Rules as President of GPV Inc

**The Registrar** means the Registrar of incorporated Associations.

**Relevant Documents** has the same meaning as in the Act.

**Special Resolution** means a resolution that requires not less than three-quarters of the Member Clubs voting at a General Meeting, whether in person or by proxy, to vote in favour of the resolution.

**Secretary** means the person holding office under these Rules as secretary of GPV Inc

**Treasurer** means the person holding office under these Rules as the Treasurer of GPV Inc.

**Vice-President** means the person holding office under these Rules as the Vice-President of GPV Inc

## **PART 2 - POWERS OF ASSOCIATION**

### **4. Not-for-profit Organisations**

- 4.1. GPV Inc. must not distribute any surplus, income or assets directly or indirectly to its Member Clubs.
- 4.2. This Rule does not prevent GPV Inc. from paying a Member Club or a Member Club Representative:
  - (a) reimbursement for expenses properly incurred by the Member Club or Member Club Representative;
  - (b) for goods or services provided by the Member Club or Member Club Representative - if this is done in good faith on terms no more favourable than if the Member Club or Club Member Representative was not a Member Club or a Club Member Representative.

## **PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **5. Minimum Number of Members**

GPV Inc. must have at least 5 Member Clubs.

### **6. Eligibility for Membership**

- 6.1. A club shall be eligible for membership of GPV Inc if it
  - (a) is affiliated with GV; and
  - (b) is within the boundaries of the District; and
  - (c) agrees to abide by these Rules
- 6.2. The classes of membership shall be as follows –

- (a) Ordinary Member Clubs – which are golf clubs affiliated with and recognised with GV and which are full members of GPV Inc;
- (b) Affiliated Member Clubs – which are golf clubs located within the GPV Inc geographical boundaries which may have a President, Captain, committee and members who hold or aspire to hold a current golf handicap, or a group of golfers approved by the Committee who hold a current handicap and which are approved as members of the GPV Inc but which do not hold full membership of GPV Inc; and
- (c) Honorary Life Members

6.3. An application for admission as a Member Club must be made in writing to the Committee, in accordance with the Membership Application Policy approved and amended from time to time by the Committee.

6.4. In the event that an application for admission as a Member Club is approved by the Committee, the applicant club shall be informed in writing when its membership becomes effective and it becomes entitled to exercise the rights of a Member Club pursuant to these Rules.

## **7. Life Membership**

7.1. A Member Club may nominate an Individual Club Member in consideration of valuable special services to GPV Inc to be elected a Life Member of GPV Inc.

7.2. A person is eligible to be nominated as a Life Member if

- (a) He or she has served on any one or more of GPV Inc.'s Committees for a period of not less than 5 years;
- (b) He or she does not hold a position on the Committee at the time of nomination;

7.3. If the Committee considers that a Nominee should be recommended to Life Membership, it shall move a resolution at any Annual General Meeting, save that no more than one nomination for Life Membership shall be considered at any Annual General Meeting.

7.4. A resolution for Life Membership shall be passed if two thirds of the Member Clubs present vote in favour of the resolution.

7.5. A Life Member shall be entitled to all the privileges and subject to all the Rules of GPV Inc, but is ineligible to vote at a General Meeting.

## **8. Annual Affiliation and Joining Fees (if any)**

- 8.1. At each Annual General Meeting, GPV Inc. must determine:
  - (a) the amount of the Annual Affiliation Fee for the following financial year;
  - (b) the date for payment of the Annual Affiliation Fee; and
  - (c) the amount of the Joining Fee.
- 8.2. The Committee may determine what proportion of the Annual Affiliation Fee is to be paid by any new Member Club which joins after the start of the Financial Year.
- 8.3. The rights of a Member Club (including the right to vote) which has not paid the Annual Affiliation Fee by the due date are suspended until the fee is paid.
- 8.4. The Committee shall have the power acting reasonably to agree to vary the Affiliation and/or Joining Fees of a Member Club where appropriate.

## **9. General Rights of Member Clubs**

- 9.1. A Member Club which is entitled to vote has the rights set out in these Rules.
- 9.2. An Ordinary Member Club is entitled to vote if -
  - (a) more than 10 business days have passed since it became a Member of GPV Inc.;
  - (b) the Club's membership rights are not suspended for any reason.
- 9.3. Affiliated Clubs are entitled to the general rights and services and assistance offered to Member Clubs under these Rules except that they are ineligible to vote at a General Meeting or a Special General Meeting.

## **10. Rights Not Transferable**

A right, privilege or obligation of a Member Club by reason of membership of GPV Inc. is not capable of being transferred or transmitted to another Club and terminates upon the cessation of membership.

## **11. Ceasing Membership of GPV Inc.**

A Member Club ceases to be a Member Club if:

- (a) It resigns by notice in writing given to GPV Inc;
- (b) It fails to pay its Annual Affiliation Fee for more than 12 months;  
or
- (c) the Secretary has made a written request to the Member Club to confirm that it wishes to remain a Member Club and the Member Club has not, within 3 months after the request was sent, confirmed in writing that it wishes to remain a member.

## **12. The Register of Members**

12.1. The Secretary must keep and maintain a Register of Members that includes:

- (a) for each current Member Club -
  - (i) the Member Club's name;
  - (ii) the postal and or electronic address for notice last given by the Member Club;
  - (iii) the date of becoming a Member Club; and
  - (iv) any other information determined by the Committee; and
- (b) for each former Member Club, the date of ceasing to be a Member Club.

12.2. Any Member Club may, at a reasonable time and free of charge, inspect the Register of Members.

## **13. Grounds for taking Disciplinary Action**

13.1. GPV Inc. may take disciplinary action pursuant to this section against

- (a) a Member Club; or
- (b) a Member Club Representative; or
- (c) a Individual Club Member who has agreed to be bound by these Rules or a code of conduct of GPV Inc.

(who in any case shall be referred to as a "Breaching Member")

13.2. GPV Inc may take disciplinary action against a Breaching Member, if it has reasonable grounds to believe that the Breaching Member:

- (a) has failed to comply with these Rules; or
- (b) has failed to comply with other rules imposed by GPV Inc, including but not limited to conditions of competition for any competition conducted by GPV Inc; or
- (c) refuses to support the purposes of GPV Inc.; or
- (d) has engaged in conduct prejudicial to GPV Inc.

("the Breach")

13.3. In the event of an incident of Gross Misconduct, the Committee may immediately stand down the Breaching Member from participation in activities of GPV Inc or the Committee or any committee of GPV Inc.

## **14. The Disciplinary Sub-committee**

- 14.1. In the case of a Breach, the Committee must appoint a Disciplinary Sub-Committee to convene a meeting (“the **Disciplinary Meeting**”) and determine what action, if any, to take against the Breaching Member.
- 14.2. The members of the Disciplinary Sub-committee may be members of the Committee or any Member Club and must be independent and unbiased.

## **15. Notice of Disciplinary Action**

- 15.1. Where there is a Breach, the Secretary must give written notice to the Breaching Member at least 14 days and not more than 28 days before the Disciplinary Meeting, stating:
- (a) That GPV Inc. proposes to take disciplinary action against the Breaching Member;
  - (b) the grounds for the proposed disciplinary action;
  - (c) the date, place and time of the Disciplinary Meeting
  - (d) that the Breaching Member may:
    - (i) attend the Disciplinary Meeting and address the Disciplinary Subcommittee at that Meeting; and/or
    - (ii) give a written statement to the Disciplinary Sub-committee at any time before the Disciplinary Meeting; and
  - (e) setting out the Breaching Member’s appeal rights pursuant to these Rules.

## **16. Decisions of the Disciplinary Sub-committee**

- 16.1. At the Disciplinary Meeting, the Disciplinary Sub-Committee must:
- (a) give the Breaching Member an opportunity to be heard; and
  - (b) consider any written statement submitted by the Breaching Member.
- 16.2. After considering any matters it sees fit, the Disciplinary Sub-Committee may:
- (a) take no further action against the Breaching Member; or
  - (b) reprimand the Breaching Member; or
  - (c) suspend the rights of the Breaching Member on whatever terms the Disciplinary Sub-Committee sees fit; or
  - (d) expel the Breaching Member from GPV Inc. (“the Decision”)

16.3. The Disciplinary Sub-Committee may not fine the Member Club or Member Club Representative.

## **17. Appeal Rights**

17.1. A Breaching Member whose rights have been suspended or who has been expelled from GPV Inc. under these Rules may appeal against the decision by giving notice in accordance with this section ("the Appeal Notice").

17.2. The Appeal Notice must be in writing and given:

- (a) To the Disciplinary Sub-committee immediately after the vote to suspend or expel the Breaching Member is taken; or
- (b) to the Secretary not later than 48 hours after the vote.

17.3 Upon receipt of an Appeal Notice, the Committee must convene a Disciplinary Appeal Meeting as soon as practicable, but in any event not later than 21 days after the Appeal Notice is received

17.4. The Committee must give notice of the Disciplinary Appeal Meeting must be given to each Member Club which is entitled to vote as soon as practicable and must state:

- (a) the date, time and place of the Meeting; and
- (b) the name of the Breaching Member; and
- (c) the grounds for the Decision; and
- (d) that at the Disciplinary Appeal Meeting the Member Clubs present must vote on whether the Decision should be upheld or revoked.

## **18. Conduct of Disciplinary Appeal Meetings**

18.4. At a Disciplinary Appeal Meeting:

- (a) no business other than the question of the appeal may be conducted;
- (b) the Committee must state the grounds for the Decision;
- (c) the Breaching Member must be given an opportunity to be heard.

18.2 The Member Club Representatives present and entitled to vote at the Meeting must vote by secret ballot on the question of whether the Decision should be upheld or revoked.

18.3 A Member Club may not vote by proxy at the Meeting.

18.4 The Decision is upheld if at least three quarters of the Member Club Representatives entitled to vote at the Meeting vote in favour of the Decision.

## **19. Grievance Procedures**

- 19.1 The grievance procedure set out in these Rules applies to disputes under these Rules between:
- (a) a Member Club or Member Club Representative and another Member Club or Member Club Representative;
  - (b) a Member Club or Member Club Representative and the Committee;
  - (c) a Member Club or Member Club Representative and GPV Inc.
- ("Dispute")
- 19.2 A Member Club or Member Club Representative 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.
- 19.3 The parties to a Dispute must attempt to resolve the Dispute between themselves.
- 19.4 If the parties to a Dispute are unable to resolve the Dispute between themselves within a reasonable period of time, a party may notify the Committee of the Dispute and request the appointment a mediator ("the Mediator").
- 19.5 The Mediator must be -
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) a person appointed by the Committee, if the Committee is not a party to the Dispute; or
    - (ii) a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 19.6 The Mediator must be independent and unbiased.
- 19.7 The Mediator must conduct the mediation in a manner which he or she sees fit, which:
- (a) gives each party a reasonable opportunity to be heard; and
  - (b) allows due consideration by all parties of any written statement submitted by any party; and
  - (c) attempts in good faith to resolve the Dispute between the parties.
- 19.8 The Mediator must not determine the dispute.
- 19.9 If the mediation process does not resolve the dispute, the parties may resolve the dispute in accordance with the Act or otherwise at law.

## **PART 4 - GENERAL MEETINGS OF GPV INC.**

## **20. General Meetings**

- 20.1 The Committee must convene an Annual General Meeting of GPV Inc. to be held within 5 months after the end of each financial year.
- 20.2 Any General Meeting of GPV Inc., other than an Annual General Meeting or a Disciplinary Appeal Meeting, is a Special General Meeting.
- 20.3 The Committee may convene a Special General Meeting whenever it thinks fit.

## **21 Special General Meetings held at Request of Member Clubs**

- 21.1 The Committee must convene a Special General Meeting if it receives a request in accordance with these Rules from at least five Member Clubs.
- 21.2 A request for a Special General Meeting must -
- (a) be in writing to the Committee;
  - (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 officials of the Member Club requesting the Meeting.
- 21.3 If the Committee does not convene a Special General Meeting within one month after the date on which the request is received, the Member Clubs making the request (or any of them) may convene the Special General Meeting in accordance with these Rules, including giving notice to Member Clubs as if the requesting Member Club were the Committee.
- 21.4 A Special General Meeting convened by Member Clubs under this Rule:
- (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.
- 21.5 GPV Inc. must reimburse all reasonable expenses incurred by the Member Clubs convening a Special General Meeting under this Rule.

## **22 Notice of General Meetings**

- 22.1 The Committee shall give at least twenty-eight (28) days written notice specifying the date, time and place of the meeting to all Member Clubs.

## 22.2 The notice must

- (a) specify the date, time and place of the Meeting;
- (b) indicate the general nature of each item of business to be considered at the Meeting;
- (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;
- (d) state that proxy voting is permitted and include details of any procedure and/or form required by the Committee for appointing a proxy

## 23 Proxies

23.1 A Member Club may appoint a proxy to vote and speak at a General Meeting other than at a Disciplinary Appeal Meeting.

23.2 The appointment of a proxy must be in writing and signed by an official of the Member Club making the appointment.

## 24 Quorum at General Meetings

24.1 No business may be conducted at a General Meeting unless a quorum of Member Clubs who are of at least 55% of the number of current Member Clubs is present and eligible to vote.

24.2 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 Member Clubs, 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 Member Clubs as soon as practicable after the Meeting.

24.3 If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under this Rule, the Member Clubs represented at the Meeting (if not fewer than 3) may proceed with the business of the Meeting as if a quorum were present.

## **25 Voting at General Meetings**

- 25.1 On any question arising at a General Meeting a Member Club in good standing is entitled to be represented by two Member Club Representatives, but has one (1) vote only.
- 25.2 A resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is demanded by the Chairperson or by a simple majority of the eligible Member Club Representatives present at the Meeting.
- 25.3 An ordinary resolution must be decided on a majority of votes.
- 25.4 If votes are divided equally on a question (save for a question which must be decided by Special Resolution), the Chairperson of the Meeting has a second or casting vote.
- 25.5 If the question is whether or not to confirm the Minutes of a previous Meeting, only the Member Club Representatives who were present at that Meeting may vote.
- 25.6 A Special Resolution is passed if at least three quarters of the Member Clubs present and entitled to vote at a General Meeting (whether in person or by proxy) vote in favour of the resolution.
- 25.7 If a poll is demanded, it must be taken at the meeting in a manner determined by the Chairperson of the meeting save that a poll demanded on the election of the Chairperson or an adjournment must be taken immediately.

## **26 Minutes of General Meetings**

- 26.1 The Committee must ensure that minutes of each General Meeting are taken and kept which shall record:
- (a) the names of the Member Clubs represented at the Meeting;
  - (b) the business considered at the Meeting, any resolution on which a vote is taken and the result of the vote;
  - (c) proxy forms given to the Chairperson;
  - (d) the certified financial statements submitted to the meeting;
  - (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**

## **27 Members of the Committee**

- 27.1 The business of GPV Inc. must be managed by or under the direction of a Committee which shall comprise
- (a) a President;
  - (b) a Vice-President;
  - (c) a Secretary;
  - (d) a Treasurer;
  - (e) the Chair of the Men's Match Committee;
  - (f) the Chair of the Women's Match Committee; and
  - (g) up to three Ordinary Members.
- 27.2 The Executive Committee Members (the Executive Committee) shall be -
- (a) the President;
  - (b) the Vice President;
  - (c) the Treasurer; and
  - (d) the Secretary.
- 27.3 No member of the Executive of the Committee is to hold any other office within GPV Inc. in the same year, unless approved to do so by a resolution from the Committee due to a casual vacancy in accordance with these Rules

## **28 Powers of the Committee**

- 28.1 The Committee may exercise all the powers of GPV Inc as appear to be required for the proper management of the business and affairs of GPV Inc, except those powers that these Rules or the Act require to be exercised by General Meetings of the members of GPV Inc. including:
- (a) appoint and remove staff (if any);
  - (b) establish Sub-committees consisting of Member Club representatives with terms of reference it considers appropriate.
- 28.2 The Committee may delegate to a Committee Member, a Sub-committee or staff (if any), 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.
- 28.3 Any delegation by the Committee of its powers
- (a) must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
  - (b) May be revoked, in whole or in part by notice in writing

## **29. General Duties of the Committee and Committee Members**

29.1 Committee Members are responsible for

- (a) collectively ensuring that GPV Inc. complies with the Act and that individual Committee Members comply with these Rules;
- (b) exercise their powers and discharge their duties with reasonable care and diligence;
- (c) exercise their powers and discharge their duties for a proper purpose and in in good faith in the best interests of GPV Inc.; and
- (d) any other duties imposed from time to time by resolution at a General Meeting.

29.2 The President, or in the President's absence, the Vice-President is responsible for acting as Chairperson for any General Meetings and any Committee Meetings.

29.3 If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the Meeting must be -

- (a) in the case of a General Meeting - a Member Club Representative elected by the other Member Club Representatives present; or
- (b) in the case of a Committee Meeting - a Committee Member elected by the other Committee Members present

29.4 The Secretary must perform any duty or function required under the Act to be performed by the Secretary of an incorporated Association, including:

- (a) maintain the Register of Members;
- (b) keep custody of the common seal (if any) of GPV Inc. and all books, documents and securities of GPV Inc. except as otherwise provided for by these Rules;
- (c) subject to the Act and these Rules, provide Member Clubs 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.
- (e) give to the Registrar notice of his or her appointment within 14 days after the appointment.
- (f) cause Minutes of all its resolutions and proceedings to be recorded in files set up for the purpose

29.5 The Treasurer must:

- (a) receive all monies paid to or received by GPV Inc. and issue receipts for those monies in the name of GPV Inc.;
- (b) ensure that all monies received are paid into the account of GPV Inc. within 5 working days after receipt;

- (c) make any payments authorised by the Committee or by a General Meeting of GPV Inc. from GPV Inc.'s funds; and
- (d) ensure cheques are signed by at least 2 Committee Members.
- (a) ensure that the financial records of GPV Inc. are kept in accordance with the Act; and
- (b) co-ordinate the preparation of the financial statements of GPV Inc. and their certification by the Committee prior to their submission to the Annual General Meeting of GPV Inc.
- (c) ensure that at least one other Committee Member has access to the accounts and financial records of GPV Inc.

29.6 Committee Members and former Committee Members must not make improper use of their position; or 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 GPV Inc.

### **30. Election of Committee Members**

30.1 The Chair of the Men's Match Committee and the Chair of the Women's Match Committee may be appointed from time to time by the Committee, after due consultation and consideration with Member Clubs.

30.2 The members of the Committee apart from the Chair of the Men's Match Committee and the Chair of the Women's Match Committee shall be nominated and elected in accordance with these Rules.

30.3 A candidate is eligible for nomination to any position of the Committee if he or she is a Individual Club Member and is aged 18 years or over.

30.4 Prior to any Annual General Meeting of GPV Inc, the Chairperson must call for nominations for any positions of the Committee which may fall vacant at the Annual General Meeting.

30.5 A candidate may be nominated:

- (a) In writing nominated and seconded with the candidate's consent by two members of any Member Club;
- (b) For election to one position only at any Annual General Meeting

30.6 Any nominations must be received by the Secretary at least 21 days prior to the Annual General Meeting.

30.7 The names of all nominees must be advised to the Member Clubs within a reasonable period prior to the Annual General Meeting.

- 30.8 If more than one nomination is received for any position a secret ballot shall be held at the Annual General Meeting to elect the Committee Member.
- 30.9 For the purposes of electing Committee Members, each Member Club represented at the Annual General Meeting will be entitled to one vote only.
- 30.10 If insufficient nominations are received to fill all of the vacancies on the Committee, the candidates nominated shall be deemed to be elected and the Chairperson may call for further nominations at the Annual General Meeting to fill any vacancies.

### **31. Term of Office of Committee Members**

- 31.1 A Committee Member holds office until the positions of the Committee are declared vacant at the next applicable Annual General Meeting in respect of those positions.
- 31.2 At the inaugural Special General Meeting of GPV Inc the persons appointed to the positions of President, Vice President and up to three ordinary Committee Members shall hold office for one year, and the persons appointed to the positions of Treasurer, Secretary, and up to two ordinary Committee Members shall hold office for two years.
- 31.3 After the expiry of the first term of the inaugural committee members, each Committee Member shall hold office for a two-year term, which expires at the Annual General Meeting held two years after their election.
- 31.4 After the expiry of their term, a Committee Member may stand for re-election, but may not hold one position for more than 8 consecutive years.
- 31.5 In exceptional circumstances a Committee Member's tenure may be extended for a period approved by the Committee and by a majority vote at the Annual General Meeting.

### **32. Vacation of Office on the Committee**

- 32.1 A Committee Member may resign from the Committee by written notice addressed to the Committee.
- 32.2 A person ceases to be a Committee Member if he or she:

- (a) ceases to be a Individual Club Member; or
- (b) becomes an insolvent under administration within the meaning of the Act; or
- (c) is appointed an Executive Committee Member or Member of the Committee of another District; or
- (d) fails to attend 3 consecutive Committee Meetings (other than special or urgent Committee Meetings) without leave of absence pursuant to these Rules; or
- (e) otherwise ceases to be a Committee Member by operation of Section 78 of the Act.

32.3 An General Meeting may by Special Resolution:

- (a) remove a Committee Member; and
- (b) appoint another Individual Club Member to fill the position.

32.4 A Committee Member who is the subject of a proposed special resolution under this Rule may make representations in writing to the Secretary or President of GPV Inc. (not exceeding a reasonable length) and may request that the representations be provided to the Member Clubs.

32.5 The Secretary or the President may give a copy of the representations to each Member Club or, if they are not so given, the Committee Member may require that they be read out at the Meeting at which the special resolution is to be proposed.

32.6 In the event of all the Executive Committee Members and Ordinary Members of the Committee resigning, there shall be called a Special General Meeting of GPV Inc. to elect a new Committee. The new Committee that shall be elected at the Special General Meeting shall retire at the next Annual General Meeting. The members of the Committee shall be eligible for re-election.

### **33. Filling Casual Vacancies on the Committee**

- 33.1 The Committee may appoint a member of a Member Club who is otherwise eligible to serve on the Committee to fill a position on the Committee that -
- (a) has become vacant; or
  - (b) was not filled by election at the last Annual General Meeting.
- 33.2 If the position of Secretary becomes vacant, the Committee must appoint a Committee member to the position within 14 days after the vacancy arises.
- 33.3 The Committee may continue to act despite any vacancy in its membership.
- 33.4 A Committee Member appointed pursuant to this rule has voting rights and is eligible for election to the Committee at the next applicable Annual General Meeting of GPV Inc.
- 33.5 A Committee Member appointed pursuant to this Rule may serve the remaining term of office of the vacant position.

### **34. Meetings of the Committee**

- 34.1 The Committee must meet at least eight times each year at the dates, times and places determined by the Committee.
- 34.2 Special Committee Meetings may be convened by the President or by any 4 members of the Committee.
- 34.3 The only business to be conducted at a Special Committee Meeting is the business for which the Special Committee Meeting was convened.
- 34.4 The quorum necessary for the transaction of business by the Committee will be sixty (60) per cent of the Committee, two of whom must be members of the Executive Committee.
- 34.5 If a quorum is not present within 30 minutes after the notified commencement time of a Committee Meeting:
- (a) in the case of a Special Meeting - the Meeting lapses;
  - (b) in any other case - the Meeting must be adjourned to a date no later than 14 days hence.
- 34.6 On any question arising at a Committee Meeting, each Committee Member present at the Meeting has one vote.

34.7 A motion is carried if a majority of Committee Members present at the Meeting vote in favour of the motion.

34.8 If votes are divided equally on a question, the Chairperson of the Meeting has a second or casting vote.

34.9 Voting by proxy is not permitted.

34.10 The Committee must ensure that Minutes are taken and kept of each Committee Meeting including:

- (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; and
- (d) any material personal interest disclosed pursuant to these Rules

## **35. Conflict of Interest**

35.1 A Committee Member who has a material personal interest in a matter being considered at a Committee Meeting must disclose the nature and extent of that interest to the Committee.

35.2 The member -

- (a) must not be present while the matter is being considered at the Meeting; and
- (b) must not vote on the matter.

35.3 This Rule does not apply to a material personal interest -

- (a) that exists only because the member belongs to a class of persons for whose benefit GPV Inc. is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of GPV Inc.

## **36. Leave of Absence from the Committee**

36.1 The Committee may grant a Committee Member leave of absence from Committee Meetings for a period not exceeding 3 months.

36.2 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**

### **37. Financial Matters and Management**

- 37.1 The Financial Year is the year ending 31 December each year.
- 37.2 The sources of the funds of GPV Inc. are the Annual Affiliation Fee and the Entry Fees for GPV Inc. events received from Member Clubs and competitors.
- 37.3 Other sources of funds include sponsorship and any other legal fund-raising activity as approved by the Committee.
- 37.4 GPV Inc. must open an account with a financial institution from which all expenditure of GPV Inc. is made and into which all of GPV Inc.'s revenue is deposited.
- 37.5 Subject to any restrictions imposed by a General Meeting of GPV Inc., the Committee may approve expenditure on behalf of GPV Inc. on terms which it sees fit.
- 37.6 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) Committee Members.
- 37.7 The assets and income of GPV Inc. shall be applied solely in the furtherance of GPV Inc.'s objectives and no portion shall be distributed directly or indirectly to the members of GPV Inc. except as bona fide compensation for services rendered or expenses incurred on behalf of GPV Inc.

### **38. Financial Records**

- 38.1 GPV Inc. 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.
- 38.2 GPV Inc. must retain the financial records for 7 years after the transactions covered by the records are completed.
- 38.3 The Treasurer must keep in his or her custody or control:
- (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.

38.4 For each Financial Year, the Committee must ensure that the requirements under the Act relating to the financial statements of GPV Inc. are met including:

- (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 GPV Inc.;
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fees.
- (f) Preparation for each Annual General Meeting an audited statement of the annual affairs of GPV Inc. for the period ending on the end of the Financial Year.

## **PART 7 - GENERAL MATTERS**

### **39. Notices and electronic participation in meetings**

39.1 Unless otherwise provided in these Rules, a requirement for a written submission or notice to be given shall include

- (a) by handing the notice to the recipient; or
- (b) by sending it by post to the address recorded on the Register of Members; or
- (c) by email or facsimile transmission.

39.2 A person entitled to participate in a Committee Meeting or General Meeting who is not physically present at the meeting may participate in the meeting by the use of technology that allows that person and the other people present at the meeting to clearly and simultaneously communicate with each other.

39.3 A person who participates in a meeting pursuant to this Rule is taken to be present at the Meeting and, if the member votes at the meeting, is taken to have voted in person.

### **40. The Common Seal**

40.1 GPV Inc. may have a Common Seal.

40.2 If GPV Inc. has a Common Seal:

- (a) the name of GPV Inc. 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 or control of the Secretary.

## **41. Registered Address**

The registered address of GPV Inc. is:

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

## **42. Custody and Inspection of Books and Records**

42.1 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 GPV Inc.

42.2 Members may on request inspect free of charge -

- (a) the Minutes of General Meetings;
- (b) the financial records, books, securities and any other relevant document of GPV Inc., including Minutes of Committee Meetings.

42.3 A Member Club Representative may request a copy of any of the other records of GPV Inc. referred to in this Rule and GPV Inc. may charge a reasonable fee for provision of a copy of such a record.

42.4 The Committee may refuse to permit a member to inspect records of GPV Inc. that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of GPV Inc.

42.5 The Committee must on request make copies of these Rules available to Member Club Representatives and applicants for membership free of charge.

## **43. Winding up and Cancellation**

43.1 GPV Inc. may be wound up voluntarily by special resolution.

43.2 In the event of the winding up or the cancellation of the incorporation of GPV Inc., the surplus assets of GPV Inc. must not be distributed to any members or former members of GPV Inc.

43.3 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 GPV Inc. and which is not carried on for the profit or gain of its individual members.

43.4 The body to which the surplus assets are to be given must be decided by special resolution.

#### **44. Alteration of the Rules**

44.1 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Act.

44.2 These Rules and the Statements of Purposes of GPV Inc. must not be altered except in accordance with the Act.

44.3 Subject to the provisions of the Act, at any Meeting of the Member Clubs of GPV Inc. of which 21 days notice has been given, the member Clubs may, by special resolution alter the Statement of Purposes and/or Schedule of Rules of GPV Inc.

#### **45. Indemnifying Committee Members**

45.1 Each member of the Committee will be indemnified against any liability incurred in good faith by that member on behalf of the incorporated Association in the course of performing his or her duties.

45.2 GPV Inc. will carry insurance to cover the costs of any liability incurred in good faith by Committee Members on behalf of the incorporated Association in the course of performing their duties.

45.3 Indemnity will not extend to Committee Members where their actions are deemed to be reckless or negligent.