

CONSTITUTION AND RULES OF THE  
MELBOURNE UNIVERSITY BOAT CLUB  
INCORPORATED

**A0017868W**

(As amended 11 October 2017)

**ASSOCIATIONS INCORPORATION REFORM ACT (VIC) 2012**

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Appendix 1 - Form of appointment of proxy for meeting convened under under rule 9(7)  
Appendix 2 - Form of appointment of proxy

## **1. NAME**

The name of the Incorporated association is Melbourne University Boat Club Incorporated (in these Rules called “the Club”).

## **2. DEFINITIONS**

- (1) In these Rules, unless the contrary intention appears –
- “Act” means the Associations Incorporation Reform Act 2012;
  - “associate member” means a member referred to in rule 5A(1)
  - “committee” means the committee of management of the Club;
  - “financial year” means the year ending on 30 June;
  - “general meeting” means a general meeting of members convened in accordance with rule 14;
  - “member” means a member of the Club
  - “member entitled to vote” means a member under rule 5B(2) who is entitled to vote at a general meeting
  - “ordinary member of the committee” means a member of the committee who is not an officer of the Club under rule 23;
  - “Regulations” means regulations under the Act;
  - “responsible officer” means a person delegated and authorised by the Committee under Rule 34 to carry out certain functions;
  - “relevant documents” has the same meaning as under the Act.
- (2) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

## **3. PURPOSES**

The purposes of the Club shall be to promote and encourage equally women’s and men’s rowing and sculling amongst undergraduates and graduates of the University of Melbourne and other eligible members and to compete in both lightweight and heavyweight categories of the Australian University Championships, masters, intercollegiate, interclub, interstate, national and international rowing.

#### **4. ALTERATION OF THE RULES**

These Rules of the Club must not be altered except in accordance with the Act.

#### **5. MEMBERSHIP**

- (1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Club on (i) payment of the subscription payable under these Rules and (ii) entering into the appropriate agreements with the University of Melbourne, the Club and Rowing Victoria, provided that no member shall be able to row with the Club unless he or she is—
  - (a) a member of the University of Melbourne currently enrolled in a course at the University of Melbourne or its wholly owned subsidiaries;
  - (b) a graduate or one time member of the University of Melbourne;
  - (c) a member of the staff of the University of Melbourne;
  - (d) a graduate of any other recognised university and/or a person approved by the University of Melbourne;
  - (e) a member of an affiliated residential college of the University of Melbourne;
  - (f) a school-leaver who has applied for acceptance as a student on or after entries open at the University of Melbourne in each year;
  - (g) an undergraduate of any other recognised university; or
  - (h) an exceptional athlete or leader who is granted permission under the University of Melbourne 'Director's Discretion' policy.
- (2) A person who is not a member and who has been appointed as a coach shall be deemed to be an honorary member for the period that he or she is coaching at the Club.
- (3) deleted
- (4) An application of a person for membership of the Club must –
  - (a) be made in writing in the form approved by the committee and set out from time to time on the MUBC website; and
  - (b) be lodged with the Secretary of the Club.
- (5) As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
- (6) The committee must determine whether to approve or reject the application.
- (7) If the committee approves an application for membership, the Secretary must, as soon as practicable,
  - (a) notify the applicant in writing of the approval of membership;

- (b) request payment within 28 days after receipt of the notification of the sum payable pursuant to the member or associate member's category of membership.
- (8) The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (7), enter the applicant's name in the register of members.
- (9) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- (10) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (11) A right, privilege, or obligation of a person by reason of membership of the Club –
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

## **5A GENERAL RIGHTS OF MEMBERS**

- (1) A member of the club who 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 a general meeting; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Club as provided by and subject to Rule 39; and
  - (f) to stand for and hold office; and
  - (g) to inspect the register of members
- (2) A member is entitled to vote if –
  - (a) more than 10 business days have passed since he or she became a member of the Club; and
  - (b) the member's membership rights are not suspended for any reason; and
  - (c) the member is not disqualified from voting by reason of Rule 18(4); and
  - (d) the member is a member other than an associate member.

## **5B ASSOCIATE MEMBERS**

- (1) Associate members of the Club include any category of member as determined by the committee or by a resolution at a general meeting.
- (2) An associate member must not vote but may have other rights as determined by the committee or by a resolution at a general meeting.

## **6. SUBSCRIPTIONS**

- (1) The subscription payable by each category of member and associate member shall be determined from time to time by the committee.
- (2) deleted
- (3) Honorary life membership may be granted by the committee to any member at its' sole discretion.

## **7. REGISTER OF MEMBERS**

- (1) The Secretary must keep and maintain a register of members containing –
  - (a) for each current member,
    - i. the name and last known address of each member;
    - ii. the date on which the person became a member of the Club;
    - iii. if the member is an associate member, a note to that effect.
  - (b) for each former member, the date of ceasing to be a member.
- (2) Subject to section 59 of the Act, the register is available for inspection at a reasonable time free of charge by any member on request.

## **8. CEASING MEMBERSHIP**

- (1) A member of the Club who has paid all moneys due and payable by a member to the Club may resign from the Club by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) Unless the Treasurer gives prior approval for late payment, a member is taken to have resigned if any amount due and payable by a member to the club is more than 3 months in arrears
- (3) After the expiry of the periods referred to in sub-rule (1) or (2) as the case may be -
  - (a) the member ceases to be a member

- (b) the Secretary must record in the register of members the date on which the member ceased to be a member; and
- (c) in the case of sub-rule (2), notwithstanding cessation of membership, any amount remaining in arrears, including any unpaid balance of membership, remains a debt recoverable by the Club.

## **9. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS**

- (1) Subject to these Rules, if the committee is of the opinion 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 the Club, the committee may by resolution –
  - (a) fine that member an amount not exceeding \$500;
  - (b) suspend that member from membership of the Club for a specified period; or
  - (c) expel that member from the Club.
- (2) A resolution of the committee under sub-rule (1) does not take effect unless–
  - (a) at a meeting held in accordance with sub-rule (3) the committee confirms the resolution; and
  - (b) if the member exercises a right of appeal to the Club under this rule, the Club confirms the resolution in accordance with this rule.
- (3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice –
  - (a) setting out the resolution of the committee and the grounds on which it is based;
  - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that he or she may do one or both of the following –
    - (i) attend that meeting;
    - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
  - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the

Club in general meeting against the resolution.

- (5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must –
  - (a) give the member, or his or her representative, as opportunity to be heard;
  - (b) give due consideration to any written statement submitted by the member; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in general meeting against the resolution.
- (7) If the Secretary receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a general meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Club convened under sub-rule (7) –
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) the member, or his or her representative, must be given an opportunity to be heard; and
  - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution, in any other case, the resolution is revoked.

## **10. DISPUTES AND MEDIATION**

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between –
  - (a) a member and another member; or
  - (b) a member and the Club.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be –



- (a) a person chosen by agreement between the parties; or
- (b) in the absence of an agreement –
  - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Club; or
  - (ii) in the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Club can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must –
  - (a) give the parties to the mediation process 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 to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) 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. ANNUAL GENERAL MEETING**

- (1) The Club shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such day as the Committee determines.
- (3) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (4) The ordinary business of the annual general meeting shall be –
  - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held during the preceding financial year; and
  - (b) to receive from the committee reports upon the transactions of the Club during the last preceding financial year; and
  - (c) to elect officers of the Club and the ordinary members of the committee; and
  - (d) to receive and consider the financial statements of the Club for the

preceding financial year submitted by the committee to the members in accordance with Part 7 of the Act.

- (5) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

## **12. SPECIAL GENERAL MEETINGS**

- (1) In addition to the annual general meetings, any other general meeting may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Club.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of full members, convene a special general meeting of the Club.
- (6) The request for a special general meeting must –
  - (a) state the objects of the meeting;
  - (b) be signed by the full members requesting the meeting; and
  - (c) be sent to the address of the Secretary.
- (7) 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 one of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with sub-rule (7), 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 the Club to the persons incurring the expenses.

## **13. 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 the rules as ordinary general business of the annual general meeting, is deemed to be special business.

#### **14. NOTICE OF GENERAL MEETINGS**

- (1) The Secretary of the Club, at least 14 days, or if a special resolution has been proposed at least 21 days before the date fixed for holding a general meeting of the Club, must cause to be sent to each member of the Club, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent –
  - (a) by prepaid post to the address appearing in the register of members; or
  - (b) if the member requests, by electronic transmission.
- (3) No business other than that sent out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the next general meeting.

#### **15. QUORUM AT GENERAL MEETINGS**

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Seven members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present –
  - (a) in the case of a meeting convened upon the request of members – the meeting must be dissolved; and
  - (b) in any other case – the meeting shall stand adjourned to the same day in the next week at the same time (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) 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 (being not less than 3) shall be a quorum.

#### **16. PRESIDING AT GENERAL MEETINGS**

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Club.

- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

## **17. ADJOURNMENT OF MEETINGS**

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 14.
- (4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## **18. VOTING AT GENERAL MEETINGS**

- (1) Upon any question arising at a general meeting of the Club, a member entitled to vote has one vote only.
- (2) All votes must be given personally or by proxy.
- (3) 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.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Club have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

## **19. POLL AT GENERAL MEETINGS**

- (1) If at a 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 shall be deemed to be a resolution of the meeting on that question.
- (2) 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 a time before the close of the meeting as the Chairperson may direct

## **20. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED**

If a question arising at a general meeting of the Club is determined on show of

hands –

- (a) a declaration by the Chairperson that a resolution has been –
  - (i) carried;
  - (ii) carried unanimously;
  - (iii) carried by a particular majority; or
  - (iv) lost; and
- (b) an entry to that effect in the minute book of the Club –

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **21. PROXIES**

- (1) Each member entitled to vote is entitled to appoint another member entitled to vote 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.
- (2) The notice appointing the proxy must be –
  - (a) for a meeting of the Club convened under rule 9 (7), in the form set out in Appendix 1; or
  - (b) in any other case, in the form set out in Appendix 2.

## **22. THE COMMITTEE OF MANAGEMENT**

- (1) The affairs of the Club shall be managed by the committee of management.
- (2) The Committee –
  - (a) shall control and manage the business and affairs of the Club;
  - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules or the Act to be exercised by general meetings of the members of the Club; and
  - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Club.
- (3) Subject to section 23 of the Act, the committee shall consist of –
  - (a) the officers of the Club;
  - (b) not less than 2 and not more than 3 ordinary members; and
  - (c) up to two special members.

- (4) At least 2 members of the committee shall be female and at least 2 members shall be male

### **23. OFFICE HOLDERS**

- (1) The officers of the Club shall be –
  - (a) a President;
  - (b) a Vice-President;
  - (c) a Captain;
  - (d) a Treasurer; and
  - (e) a Secretary.
- (2) The provisions of rule 26, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (1).
- (3) Subject to these Rules, each officer of the Club, save and except the Captain, shall hold office until the conclusion of the second annual general meeting following the date of his or her election but is eligible for re-election. Subject to these Rules, the Captain shall hold office until the conclusion of the annual general meeting next following the date of his or her election, but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office up to and including the conclusion of the annual general meeting next following the date of the appointment.
- (5) For the purposes of transition to the election of certain officers in rotation, and notwithstanding sub-rule (3), the Vice-President and the Secretary elected at the annual general meeting to be convened in 2013 shall retire at the annual general meeting next following the date of his or her election in 2013, but either of them is eligible for re-election.

### **24. ORDINARY MEMBERS OF THE COMMITTEE**

- (1) Subject to these Rules, each ordinary member of the committee shall hold office until the second annual general meeting following the date of his or her election but is eligible for re-election.
- (2) For the purposes of transition to the election of ordinary members in rotation, and notwithstanding sub-rule (1), one of the ordinary members elected at the annual meeting to be convened in 2013 shall retire at the annual general meeting next following the date of his or her election in 2013, but is eligible for re-election. As between persons who become ordinary members on the same date in 2013, those to retire shall (unless they otherwise agree among

themselves) be determined by lot.

- (3) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Club to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **25. ELECTION OF OFFICERS AND ORDINARY COMMITTEE MEMBERS**

- (1) Nominations of candidates for election as officers of the Club or as ordinary members of the committee must be –
  - (a) made in writing, signed by two full members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) delivered to the Secretary of the Club not less than 7 days before the date fixed for the annual general meeting.
- (2) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, those persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.
- (7) Any candidate nominated under this rule must be a member entitled to vote.
- (8) The Secretary shall maintain records of office-holders and ordinary committee members and shall give notice to members at each Annual General Meeting of those members of committee who have resigned since the previous Annual General Meeting or whose terms of office are expiring.”

## **26. VACANCIES**

The office of an officer of the Club, or of an ordinary or special member of the committee, becomes vacant if that member –

- (a) ceases to be a member of the Club; or
- (b) resigns from office by notice in writing given to the Secretary, or

- (c) otherwise cease to be a committee member by operation of section 78 of the Act

## **26A APPOINTMENT OF SPECIAL MEMBERS OF THE COMMITTEE**

The officers and ordinary members of the committee may in their absolute discretion, by a simple majority vote, appoint at any time up to two special members of the committee, who must be members or associate members who shall hold office, subject to these Rules, for a period of not more than 12 months. The officers and ordinary members of the committee may, by a simple majority vote, (i) renew the appointment to the committee of any special member for an additional period of not more than 12 months, and (ii) renew any such renewal as frequently as they see fit.

## **27. MEETINGS OF THE COMMITTEE**

- (1) The committee must meet at least 3 times in each year at such place at such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or by any 4 members of the committee.

## **28. NOTICE OF COMMITTEE MEETINGS**

- (1) Written notice of each committee meeting must be given to each member of the committee at least 7 days before the date of the meeting.
- (2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

## **29. QUORUM FOR COMMITTEE MEETINGS**

- (1) Any 4 members of the committee may constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present –
  - (a) in the case of a special meeting – the meeting lapses;
  - (b) in any other case – the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The committee may act notwithstanding any vacancy on the committee.



- (5) 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.
- (6) A committee member participating in a committee meeting as permitted under sub-rule (5) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **30. PRESIDING AT COMMITTEE MEETINGS**

At meetings of the committee –

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

### **31. VOTING AT COMMITTEE MEETINGS**

- (1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall 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.
- (2) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), 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.

### **31A CONFLICT OF INTEREST**

- (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.
- (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.
- (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 the Club is established; or
  - (b) that the member has in common with all, or a substantial proportion of,

the members of the Club.

### **32. REMOVAL OF COMMITTEE MEMBERS**

- (1) The Club in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member entitled under Rule 25 in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- (3) The Secretary or the President may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting.

### **33. MINUTES OF MEETINGS**

- (1) The Secretary of the Club must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names and persons present at committee meetings.
- (2) The minutes of each annual general meeting must include –
  - (a) the names of the members attending the meeting; and
  - (b) proxy forms given to the Secretary of the meeting under Rule 21(1); and
  - (c) the financial statements submitted to the members in accordance with Rule 11(4)(d); and
  - (d) the certificate signed by two committee members certifying that the financial statements give rise to a true and fair view of the financial position and performance of the Club; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- (3) The minutes of each committee meeting must also include any material personal interest disclosed under Rule 33(1).

### **34. DELEGATION BY COMMITTEE**

- (1) The committee may, by instrument in writing, delegate to a member of the committee, a responsible officer or one or more sub-committees (consisting of such member or members of the Club as the committee thinks fit) the

exercise of such of the functions of the committee are as specified in the instrument, other than –

- (a) this power of delegation; and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee or responsible officer acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

### **35. FUNDS**

- (1) The Treasurer of the Club must –
- (a) collect and receive all moneys due to the Club and make all payments authorised by the Club; and
  - (b) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments may be signed by the Treasurer except where the committee directs that two of the members of the committee are required to sign.
- (3) The funds of the Club shall be derived from annual subscriptions, donations and such other sources as the committee determines.
- (4) All payments by electronic funds transfer shall be authorised by the Treasurer.
- (5) Subject to the committee approving any appropriate safeguards, the Treasurer may delegate such payment authority from time to time and for such period as the Treasurer determines to any other member of the Committee, or to a Responsible Officer or both of them.

### **36 AUTHORISED PERSON TO EXECUTE CONTRACTS**

- (1) The Club may, in writing as provided in Rule 36, empower a person, either generally or in respect of a specified matter or specified matters, as its agent or attorney to execute contracts and agreements on its behalf.
- (2) A contract or agreement signed by such agent or attorney on behalf of the Club binds the Club and has effect as if it were executed as provided under Rule 36A.
- (3) The authority of such an agent or attorney, as between the Club and a person dealing with the agent or attorney, continues—
  - (a) during the period specified in the instrument conferring the authority; or
  - (b) if no period is specified—until written notice of the revocation or termination of the authority of the agent or attorney has been given to the person dealing with the agent or attorney.

### **36A EXECUTION OF CONTRACT OR OTHER DOCUMENT**

The Club may execute a contract or other document if the contract or other document is signed by either

- (a) the Treasurer or the Secretary and one committee member; or
- (b) an authorised person under Rule 36

### **37. NOTICE TO MEMBERS**

Except for the requirement in rule 14, any notice that is required to be given to a member, by on behalf of the Club, under these Rules may be given by one or more of –

- (a) delivering the notice to the members personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) electronic transmission

### **38. WINDING UP**

The Club acknowledges that all assets of the Club are the property of the University of Melbourne. In the event of the winding up or the cancellation of the incorporation of the Club, all such assets will be returned to the University of Melbourne.

### **39. CUSTODY AND INSPECTION OF BOOKS AND OTHER DOCUMENTS**

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all records, books, securities and other relevant documents of the Club and the Treasurer must keep in his or her custody, or under his or her control the financial records of the Club.
- (2) Members may on request inspect free of charge at a reasonable time –
  - (a) the register of members;
  - (b) the Rules of the Club;
  - (c) the minutes of general meetings;
  - (d) subject to subrule (3), the financial records, books, securities and any other relevant documents of the Club, including minutes of committee meetings.
- (3) The committee may refuse to permit a member to inspect the financial records, books, securities and other relevant documents of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- (4) The committee must, on written request by a member and payment by the member of a reasonable fee for provision of a copy of such record, make copies of the Rules of the Club and the minutes of general meetings available to that member.
- (5) For the purposes of this Rule-  
*relevant documents* means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following –
  - (a) its membership records;
  - (b) its financial statements;
  - (c) its financial records;
  - (d) records and documents relating to transaction, dealings, business or property of the Club.

### **40. PATRON**

- (1) The Committee may present as Special Business at the General Meeting a nomination of any person they think fit as Patron of the Club.
- (2) Members entitled to vote shall vote with a simple majority required
- (3) The Patron may or may not be a member.
- (4) If the Patron is a member, the Patron has the rights and privileges of membership, other than the right to be appointed or elected to the committee, or to vote at any general meeting, and is otherwise subject to these rules.
- (5) The Patron is not an officer of the Club and plays no role in the management of the Club

#### **41. RESIGNATION OR REMOVAL OF PATRON**

- (1) A Patron may resign by giving notice in writing to the President.
- (2) The Committee in its discretion may terminate a Patron's appointment by giving notice in writing, signed by the President or a Vice President, to the Patron.
- (3) If a Patron resigns under sub-rule (1), the resignation takes effect on:
  - (a) the day and at the time the notice is received by the President; or
  - (b) if a later day is stated in the notice – the later.
- (4) If the Committee terminates the Patron's appointment under sub-rule (2), the termination takes effect on:
  - (a) the day and at the time the notice is received by the Patron; or
  - (b) if a later day is stated in the notice – the later.

## Appendix 1

### FORM OF APPOINTMENT OF PROXY FOR MEETING OF ASSOCIATION CONVENED UNDER RULE 9(7)

I,

*(name)*

of

*(address)*

being a member of Melbourne University Boat Club

appoint

*(name of proxy holder)*

of

*(address of proxy holder)*

being a member of that Melbourne University Boat Club, as my proxy to vote for me  
on my behalf at the appeal to the general meeting of the Club convened under rule **9**  
10(7), to be held on –

*(date of meeting)*

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the  
following resolution [*insert details of resolution passed under rule 9(1)*]

Signed

Date

## Appendix 2

### FORM OF APPOINTMENT OF PROXY FOR GENERAL MEETING

I,

*(name)*

of

*(address)*

being a member of Melbourne University Boat Club

appoint

*(name of proxy holder)*

of

*(address of proxy holder)*

being a member of Melbourne University Boat Club, as my proxy to vote for me on my behalf at the annual/special\* general meeting of the Club to be held on –

*(date of meeting)*

and at any adjournment of that meeting.

My proxy is entitled to vote in favour or/against\* the following *resolution [insert details of resolution]*.

Signed

Date

*\* Delete if not applicable*