



**STATEMENT OF PURPOSES  
AND RULES**  
of  
**VICTORIAN GOLF LEAGUE, Inc**  
**A0057564U**

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# STATEMENT OF PURPOSES

## **1. Support & grow membership of Victorian Golf League, Inc (VGL)**

### **In conjunction and co-operation with Golf Victoria Limited (GVL) to:**

Represent all golf clubs operating on public access golf courses in Victoria (and to ensure they are incorporated);

To promote and safeguard the interest of VGL and its members; and

To assist clubs and members in any matter, particularly membership, which VGL may deem appropriate.

## **2. Promote, foster & protect the game of golf**

To promote encourage and foster the game of golf and protect the interests of the game in particular on public access golf courses in Victoria;

To encourage and support junior golf;

To adopt, help and enforce methods and systems of handicapping players;

To maintain a course rating system for member clubs;

To oversee and, as appropriate uphold and enforce the observance of the laws and Rules of Golf established by the Royal and Ancient Golf Club of St. Andrews, Scotland and adopted by Golf Australia amongst member clubs of VGL; and

To adjudicate and decide on all doubtful and disputed points in connection with the Rules of Golf.

## **3. Sponsor and supervise VGL Competitions**

**To arrange, conduct and control inter-club pennant matches, tournaments, other matches and competitions, either alone or jointly, with another golf association.**

## **4. Generate income for VGL**

To acquire by lease, purchase or otherwise, a golf course, grounds, office or administration centre;

To manage the Leagues' Motel at Mirboo North through League Golf Enterprises;

To generate funds to cover VGL administrative costs and minimise member clubs annual affiliation fees to VGL;

To invest and deal with the funds of VGL as the Committee sees fit.

## **5. Expenditure**

To apply the funds of VGL in such manner as VGL or its Committee thinks is in the best interests of golf, VGL or its Members;

To make donations for charitable or community purposes.

## **6. Promote and communicate VGL**

**To print, publish and maintain any papers, periodicals, leaflets, literary works or web-sites that VGL may think desirable to promote and achieve its image and purpose.**

**7. Other Organisations**

To co-operate with, become a member of or affiliate with any other organisation association or club whose objects are similar to those of VGL.

## SCHEDULE 4

### REGULATION 18

#### RULES OF VICTORIAN GOLF LEAGUE, INCORPORATED

**1. Name**

The name of the incorporated association is Victorian Golf League, Incorporated (in these Rules called "the League").

**2. Definitions**

2.1 In these Rules, unless the contrary intention appears:

*the Act* means the **Associations Incorporation Act 1981**;

*Board* means the committee of management of the League;

*By-Laws* means the By-Laws of the League made in accordance with these Rules as amended from time to time;

*Club* means a Mens Club, a Ladies Club or a Combined Club;

*Combined Club* means a Golf Club consisting of male and female members;

*delegate* means a delegate of a Member Club appointed by the Member Club to represent the Member Club at general meetings or otherwise act on behalf of the Member Club as provided in these Rules;

*Executive Manager* means the employee of the League appointed by the Board under rule 36;

*financial year* means the year ending on 31 December;

*general meeting* means a general meeting of members convened in accordance with rule 12;

*Ladies Club* means a Golf Club consisting of female members only;

*Member Club* means a Club which is a member of the League;

*Mens Club* means a Golf Club consisting of male members only;

*ordinary member of the Board* means a member of the Board who is not an officer of the League under rule 21;

*Regulations* means regulations under the Act;

*relevant documents* has the same meaning as in the Act;

*Restricted Member Club* means a club referred to in rule 4.14;

*VGL* means Victorian Golf League, Incorporated, Org No.

*VWGL* means Victorian Womens Golf League Inc Org No. A0011739M

2.2 In these Rules, a reference to the Secretary of the League is a reference:

- (i) if a person holds office under these Rules as Secretary of the League to that person; and

- (ii) in any other case, to the public officer of the League.

### **3. Alteration of the Rules**

These Rules and the statement of purposes of the League must not be altered except in accordance with the Act.

### **4. Membership, entry fees and subscription**

4.1 The members of the League shall be:

- (i) All members of VGL; and
- (ii) All members of VWGL,
- (iii) Life members

at the date of adoption of these Rules.

4.2 A Club which applies and is approved for membership as provided in these Rules is eligible to be a Member Club of on payment of the entrance fee and annual subscription payable under these Rules.

4.3 A Club which is not a Member Club must not be admitted to membership unless:

- (i) it applies for membership in accordance with rule 4.4; and
- (ii) the admission as a Member Club is approved by the Board.

4.4 An application of a Club for membership of the League must:

- (i) be made in writing in the form determined by the Board from time to time;
- (ii) set out how the Club complies with the Leagues' requirements for membership set out in the By Laws; and
- (iii) be lodged with the Secretary of the League.

4.5 As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.

4.6 The Board must determine whether to approve or reject the application.

4.7 If the Board approves an application for membership, the Secretary must, as soon as practicable:

- (i) notify the applicant in writing of the approval for membership; and
- (ii) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.

4.8 The Secretary must, within 28 days after receipt of the amounts referred to in rule 4.7, enter the applicant's name in the register of members.

4.9 An applicant for membership becomes a member of the League and is entitled to exercise the rights of membership when its name is entered in the register of members.

4.10 If the Board rejects an application, the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected.

- 4.11 A right, privilege, or obligation of a Member Club by reason of membership of the League:
- (i) is not capable of being transferred or transmitted to another Club; and
  - (ii) terminates upon the cessation of membership whether by resignation, expulsion or otherwise.
- 4.12 The entrance fee is fixed by the Board from time to time.
- 4.13 The annual subscription is fixed by the Board from time to time and is payable in advance on or before 1-January in each year.
- 4.14 The Board may admit a club, which does not qualify to be admitted as a Member Club, as a Restricted Member Club if that Club satisfies the conditions for membership as a Restricted Member Club prescribed by the Board from time to time.

## **5. Life Membership**

- 5.1 The League in general meeting may, on the recommendation of the Board, confer life membership of the League upon any person for distinguished service to the League. The grant of life membership shall be made by a special resolution of the annual general meeting.
- 5.2 Life members of the League shall enjoy all the privileges of membership of the League without payment. They shall be entitled to attend all general meetings of the League but life membership shall not, of itself, confer any power to vote. No more than two persons shall be granted life membership at any annual general meeting.

## **6. Register of members**

- 6.1 The Secretary must keep and maintain a register of members containing:
- (i) the name and address of each member; and
  - (ii) the date on which each member's name was entered in the register.
- 6.2 The register is available for inspection free of charge by any Member Club upon request.
- 6.3 A Member Club may make a copy of entries in the register.

## **7. Ceasing membership**

- 7.1 A Member Club which has paid all moneys due and payable by a Member Club to the League may resign from the League by giving one month's notice in writing to the Secretary of its intention to resign.
- 7.2 After the expiry of the period referred to in rule 7.1:
- (i) the Member Club ceases to be a Member Club; and
  - (ii) the Secretary must record in the register of members the date on which the Member Club ceased to be a member.

## **8. Discipline, suspension and expulsion of members**

- 8.1 Subject to these Rules, if the Board is of the opinion that a Member Club or any of its members 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 League, the Board may by resolution:



- (i) suspend that Member Club from membership of the League for a specified period; or
- (ii) expel that Member Club from the League; or
- (iii) fine that Member Club an amount not exceeding \$500

8.2 A resolution of the Board under rule 8.1 does not take effect unless:

- (i) at a meeting held in accordance with rule 8.3, the Board confirms the resolution; and
- (ii) if the Member Club exercises a right of appeal to the League under this rule, the League confirms the resolution in accordance with this rule.

8.3 A meeting of the Board to confirm or revoke a resolution passed under rule 8.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member Club in accordance with rule 8.4.

8.4 For the purposes of giving notice in accordance with rule 8.3, the Secretary must, as soon as practicable, cause to be given to the Member Club a written notice:

- (i) setting out the resolution of the Board and the grounds on which it is based;
- (ii) stating that a delegate of the Member Club may address the Board 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 Club;
- (iii) stating the date, place and time of that meeting;
- (iv) informing the Member Club that it may do one or both of the following:
  - a) attend that meeting by its delegate;
  - b) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and
- (v) informing the Member Club that, if at that meeting, the Board confirms the resolution, it may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that it wishes to appeal to the League in general meeting against the resolution.

8.5 At a meeting of the Board to confirm or revoke a resolution passed under rule 8.1, the Board must:

- (i) give the Member Club, or its delegate, an opportunity to be heard; and
- (ii) give due consideration to any written statement submitted by the Member Club; and
- (iii) determine by resolution whether to confirm or to revoke the resolution.

8.6 If at the meeting of the Board, the Board confirms the resolution, the Member Club may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that it wishes to appeal to the League in general meeting against the resolution.

- 8.7 If the Secretary receives a notice under rule 8.6, he or she must notify the Board and the Board must convene a general meeting of the League to be held within 21 days after the date on which the Secretary received the notice.
- 8.8 At a general meeting of the League convened under rule 8.7:
- (i) no business other than the question of the appeal may be conducted; and
  - (ii) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (iii) the Member Club's delegate must be given an opportunity to be heard; and
  - (iv) the Member Clubs present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 8.9 A resolution is confirmed if, at the general meeting, not less than two-thirds of the Member Clubs vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

## **9. Disputes and mediation**

- 9.1 The grievance procedure set out in this rule applies to disputes under these Rules between:
- (i) a Member Club and another Member Club; or
  - (ii) a Member Club and the League.
- 9.2 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 of the parties.
- 9.3 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.
- 9.4 The mediator must be:
- (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement:
    - a) in the case of a dispute between a Member Club and another Member Club, a person appointed by the Board; or
    - b) in the case of a dispute between a Member Club and the League, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 9.5 A member of a Member Club may be a mediator.
- 9.6 The mediator cannot be a person whose Club is a party to the dispute.
- 9.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 9.8 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; and

- (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

9.9 The mediator must not determine the dispute.

9.10 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.

## **10. Annual general meetings**

10.1 The Board may determine the date, time and place of the annual general meeting of the League.

10.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

10.3 The ordinary business of the annual general meeting shall be:

- (i) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
- (ii) to receive from the Board reports upon the transactions of the League during the last preceding financial year; and
- (iii) to elect officers of the League and the ordinary members of the Board; and
- (iv) to receive and consider the statement submitted by the League in accordance with section 30(3) of the Act.

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

## **11. Special general meetings**

11.1 In addition to the annual general meeting, any other general meetings may be held in the same year.

11.2 All general meetings other than the annual general meeting are special general meetings.

11.3 The Board may, whenever it thinks fit, convene a special general meeting of the League.

11.4 If, but for this rule, more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.

11.5 The Board must, on the request in writing of Member Clubs representing not less than 10 per cent of the total number of Member Clubs, convene a special general meeting of the League.

11.6 The request for a special general meeting must:

- (i) state the objects of the meeting; and
- (ii) be signed on behalf of the Member Clubs requesting the meeting; and
- (iii) be sent to the address of the Secretary.

11.7 If the Board 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 Member Clubs making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

11.8 If a special general meeting is convened by Member Clubs in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the League to the persons incurring the expenses.

## **12. 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 business of the annual general meeting, is deemed to be special business.

## **13. Notice of general meetings**

13.1 The Secretary of the League, at least 21 days before the date fixed for holding a general meeting of the League, must cause to be sent to each member, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

13.2 Notice may be sent:

- (i) by prepaid post to the address appearing in the register of members; or
- (ii) if the member requests, by facsimile transmission or electronic transmission.

13.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

13.4 A Member Club 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 notice calling the next general meeting.

## **14. Quorum at general meetings**

14.1 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.

14.2 One third of Member Clubs present or their representatives (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.

14.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:

- (i) in the case of a meeting convened upon the request of Member Clubs the meeting must be dissolved; and
- (ii) in any other case the meeting shall stand adjourned to the same day in the next week at the same time and (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.

14.4 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 Member Clubs personally present (being not less than 10% of Member Clubs) shall be a quorum.

## **15. Presiding at general meetings**

15.1 The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the League.

15.2 If the President and the Vice-President are absent from a general meeting, or are unable to preside, the Member Clubs present must select one of their delegates to preside as Chairperson.

## **16. Adjournment of meetings**

16.1 The person presiding may, with the consent of a majority of Member Clubs present at the meeting, adjourn the meeting from time to time and place to place.

16.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

16.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.

16.4 Except as provided in rule 16.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## **17. Attendance at and Voting at general meetings**

17.1 At any general meeting,

- (i) A Combined Club may be represented by a male delegate and a female delegate.
- (ii) A Ladies Club may be represented by one delegate.
- (iii) A Mens Club may be represented by one delegate.

17.2 Upon any question arising at a general meeting of the League each delegate has one vote except;

- (i) the delegate of a Club with less than 20 members has no right to vote;
- (ii) where a Combined Club has less than 20 members of one gender the delegate representing that gender has no right to vote.

17.3 Upon any question arising at a general meeting of the League, a Member Club has one vote per delegate.

17.4 All votes must be given personally or by proxy.

17.5 In the case of an equality of voting on a question, the Chairperson of the meeting does not have a second or casting vote.

17.6 The representative of a Member Club is not entitled to vote at a general meeting unless all moneys due and payable by the Member Club to the League have been paid.

## **18. Poll at general meetings**

18.1 If at a meeting a poll on any question is demanded by not less than five Member Clubs, 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.

18.2 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 time before the close of the meeting as the Chairperson may direct.

## **19. Manner of determining whether resolution carried**

If a question arising at a general meeting of the League is determined on a show of hands:

- (i) a declaration by the Chairperson that a resolution has been:
  - a) carried; or
  - b) carried unanimously; or
  - c) carried by a particular majority; or
  - d) lost; and
- (ii) an entry to that effect in the minute book of the League is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **20. Proxies**

20.1 Each Member Club is entitled to appoint another Member Club 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.

20.2 The notice appointing the proxy must be:

- (i) for a meeting of the League convened under rule 8.7, in the form set out in Appendix 1; or
- (ii) in any other case, in the form set out in Appendix 2.

## **21. Board**

21.1 The affairs of the League shall be managed by the Board including, without limitation finance and budgets, marketing and promotion of the League and its assets, planning, development, establishment of policies for the League, maintaining and developing relations with Golf Australia and Golf Victoria Limited, and ensuring adherence to the Rules and By-Laws.

21.2 The Board:

- (i) shall control and manage the business and affairs of the League; and
- (ii) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the League other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the League; and
- (iii) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the League.

21.3 Subject to section 23 of the Act, the Board shall consist of:

- (i) the officers of the League; and
- (ii) four ordinary members,

each of whom shall be elected at the annual general meeting of the League in each year.

21.4 The persons elected to the Board must consist of three males, three females and one of either gender. Only a person who is a financial member of a Member Club of the League may stand for election, be elected and continue to serve as a member of the Board.

21.5 Until the next annual general meeting held after the date of adoption of these Rules, the first Board shall comprise the members of:

- (i) the Executive Committee of VWGL; and
- (ii) the Committee of VGL,

at the date of adoption of these Rules. The members of the first Board will elect the officers of the League from among their members. Prior to the next annual general meeting the Board must arrange for elections of the officers of the League and the ordinary members of the Board.

21.6 Members of the first Board (including the officers) shall hold office until the first annual general meeting next after the date of their appointment but are eligible for election at that meeting.

## **22. Office holders**

22.1 The officers of the League shall be:

- (i) a President;
- (ii) a Vice-President who is of different gender to the President; and
- (iii) a Treasurer.

22.2 The provisions of rule 24, 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 rule 22.1.

22.3 Each officer of the League shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

22.4 In the event of a casual vacancy in any office referred to in rule 22.1, the Board may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

## **23. Ordinary members of the Board**

23.1 Subject to these Rules, each ordinary member of the Board shall hold office until the annual general meeting next after the date of election but is eligible for re-election.

23.2 In the event of a casual vacancy occurring in the office of an ordinary member of the Board, the Board may appoint a financial member of a Member Club to fill the vacancy and the person appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **24. Election of officers and ordinary Board members**

24.1 Nominations of candidates for election as officers of the League or as ordinary members of the Board must be:

- (i) made in writing, signed by two financial members of a Member Club of the League and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (ii) delivered to the Secretary of the League before a closing date, as advertised by the Board, for nominations.

24.2 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected. In this instance, the Board may request Member Clubs to nominate persons as ordinary members of the Board and may appoint, from nominations received, such persons as the Board decides as ordinary members of the Board who shall hold office until the next annual general meeting.

24.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

24.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

24.5 The ballot for the election of officers and ordinary members of the Board must be conducted at the annual general meeting in such manner as the Board may direct.

## **25. Vacancies**

The office of an officer of the League, or of an ordinary member of the Board, becomes vacant if the officer or member:

- (i) ceases to be a financial member of a Member Club; or
- (ii) becomes bankrupt or insolvent under administration; or
- (iii) resigns from office by notice in writing given to the Secretary.

## **26. Meetings of the Board**

26.1 The Board must meet at least 3 times in each year at such place and such times as the Board may determine.

26.2 Special meetings of the Board may be convened by the President or by any 4 members of the committee.

26.3 Where the members of the Board are not all in attendance at one place and are holding a meeting using technology and each member of the Board can communicate with the other members:

- a) the participating members shall, for the purpose of every provision of these Rules concerning meetings of the Board, be taken to be assembled together at a meeting and to be present at that meeting; and
- b) all proceedings of that meeting conducted in that manner shall be as valid and effective as if conducted at a meeting at which all of them were present.



## **27. Notice of Board meetings**

- 27.1 Written notice of each Board meeting must be given to each member of the Board at least 10 business days before the date of the meeting.
- 27.2 Written notice must be given to members of the Board 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.

## **28. Quorum for Board meetings**

- 28.1 Any 4 members of the Board constitute a quorum for the conduct of the business of a meeting of the Board.
- 28.2 No business may be conducted unless a quorum is present.
- 28.3 If within half an hour of the time appointed for the meeting a quorum is not present:
- (i) in the case of a special meeting the meeting lapses;
  - (ii) in any other case the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 28.4 The Board may act notwithstanding any vacancy on the Board.

## **29. Presiding at Board meetings**

At meetings of the Board:

- (i) the President or, in the President's absence, the Vice-President presides; or
- (ii) 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.

## **30. Voting at Board meetings**

- 30.1 Questions arising at a meeting of the Board, or at a meeting of any committee appointed by the Board, 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.
- 30.2 Each member present at a meeting of the Board, or at a meeting of any committee appointed by the Board (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 does not have a casting vote.

## **31. Removal of Board member**

- 31.1 The League in general meeting may, by resolution, remove any member of the Board before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- 31.2 A member who is the subject of a proposed resolution referred to in rule 31.1 may make representations in writing to the Secretary or President of the League (not exceeding a reasonable length) and may request that the representations be provided to Member Clubs.
- 31.3 The Secretary or the President may give a copy of the representations to each Member Club or, if they are not so given, the Member of the Board may require that they be read out at the meeting.

## **32. Power to Make By-Laws**

- 32.1 The Board shall have the power to make, amend and repeal By-Laws for the proper conduct and management of the League including but not limited to By-Laws which regulate and prescribe:
- (i) the qualifications, rights, privileges and obligations of members;
  - (ii) the conduct of members;
  - (iii) all matters required or proper to be prescribed for the conduct of, or associated with, the admission of persons as members and election of the Board;
  - (iv) the fees to be charged to members;
  - (v) fines or penalties for the breach of any By-Laws or any provisions of the Rules;
  - (vi) the procedure at general meetings of the League and meetings of the Board or any committee;
  - (vii) the procedure in which polls may be taken;
  - (viii) the roles of committees;
  - (ix) the composition of committees; and
  - (x) generally any matters whatsoever necessary or desirable for the purposes of giving effect to the purposes of the League.
- 32.2 All By-Laws shall be binding upon all members.
- 32.3 The Board shall adopt such means as it deems sufficient to bring to the notice of members all By-Laws made, their amendment or repeal.
- 32.4 No By-Law shall be inconsistent with, or shall affect, or repeal anything contained in these Rules or the Act. Any By-Law may be set aside, in whole or in part, by the League in general meeting.

## **33. Committees**

- 33.1 The Board may delegate any of their powers to a committee or committees consisting of such persons who may or may not be members of the Board and of such numbers as the Board thinks fit.
- 33.2 A committee, to which the Board has delegated any powers, shall exercise the powers delegated in accordance with any directions of the Board. Any such delegated power exercised by a committee shall be taken to have been exercised by the Board.
- 33.3 The number of members of the committee present at a meeting of the committee that is necessary to constitute a quorum is the number determined by the Board and, in the absence of any such determination by the Board, is four members. Unless the Board determines otherwise, the quorum need only be present at the time when the meeting proceeds to business.
- 33.4 Minutes of all the proceedings and decisions of every committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the Act to be made, entered and signed.
- 33.5 The Board shall appoint the Chairperson of each committee.

33.6 Each committee (including the Golf Committees referred to in Rule 3.4) must report to the Board details of any meeting of the committee and the persons who attended that meeting.

#### **34. Golf Committees**

34.1 In addition to any other committee appointed by the Board there shall be the following committees:

- (i) A Ladies Golf Committee which shall consist of a Ladies Golf Captain, being a member of the Board appointed by the Board, and four female ordinary members of the committee elected by the Member Clubs at the annual general meeting of the League.
- (ii) A Mens Golf Committee which shall consist of a Mens Golf Captain, being a member of the Board appointed by the Board, and four male ordinary members of the sub-committee elected by the Member Clubs at the annual general meeting of the League.

34.2 Subject to any directions from or policies of the Board, each committee referred to in rule 34.1 is responsible for all matters relating to pennant competitions, events, rules, course ratings, handicaps and senior and junior development.

34.3 Each of the elected members of the committees referred to in rule 34.1 shall hold office until the annual general meeting next after the date of their election but is eligible for re-election.

34.4 The provisions of rule 24 will apply to the election of members of the committees referred to in rule 34.1 as if the ordinary members of the committees were referred to in rule 24.

34.5 The President and the Vice-President will be ex officio members of each of the committees referred to in rule 34.1

34.6 The committees referred to in rule 34.1 shall have the power to coopt financial members of Member Clubs to their committees.

34.7 Until the next annual general meeting held after the date of adoption of these Rules the first Golf Committees shall comprise the members of each Golf Committee at the date of adoption of these Rules. Prior to the next annual general meeting the Board must arrange for elections of the members of each Golf Committee.

34.8 Members of the first Golf Committees shall hold office until the first annual general meeting next after the date of their appointment but are eligible for election at that meeting.

#### **35. Minutes of meetings**

The Secretary of the League must keep minutes of the resolutions and proceedings of each general meeting, each Board meeting, each golf committee's meeting and each committee meeting together with a record of the names of persons present at each meeting.

#### **36. Executive Manager**

36.1 The Board may appoint a person as Executive Manager of the League on such terms and conditions and with such responsibilities and duties as the Board may determine from time to time.

- 36.2 The Executive Manager will act as Secretary and public officer of the League.
- 36.3 The Executive Manager must attend all meetings of the Board and, if requested by the Board, the meetings of any committees, will be entitled to participate in all discussions of those meetings (except those relating to the Executive Manager's terms and conditions of employment or their performance) but will not be entitled to vote on any matter.
- 36.4 The Executive Manager shall report to the Board and comply with the directions and all policies published by the Board from time to time.

### **37. Funds**

- 37.1 The Treasurer of the League must:
- (i) collect and receive all moneys due to the League and make all payments authorised by the League; and
  - (ii) keep correct accounts and books showing the financial affairs of the League with full details of all receipts and expenditure connected with the activities of the League.
- 37.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Board.
- 37.3 The funds of the League shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

### **38. Seal**

- 38.1 The common seal of the League must be kept in the custody of the Secretary.
- 38.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two members of the Board or, of one member of the Board and of the public officer of the League.

### **39. Notice to members**

Except for the requirement in rule 12, any notice that is required to be given to a member, by or on behalf of the League, under these Rules may be given by:

- (i) delivering the notice to the member personally; or
- (ii) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (iii) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (iv) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

### **40. Winding up**

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

**41. Custody and inspection of books and records**

- 41.1 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 the League.
- 41.2 All accounts, books, securities and any other relevant documents of the League must be available for inspection free of charge by any Member Club upon request.
- 41.3 A Member Club may make a copy of any accounts, books, securities and any other relevant documents of the League.

**APPENDIX 1**

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF LEAGUE CONVENED UNDER  
RULE 8.7**

I,

*(name)*

of

*(address)*

being a member of

Victorian Golf League, Inc (the League)

appoint

*(name of proxy holder)*

of

*(address of proxy holder)*

being a member of the League, as my proxy to vote on my behalf at the appeal to the general meeting of the League convened under rule 7.1, 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 7.1*]

Signed

Date

**APPENDIX 2**

**FORM OF APPOINTMENT OF PROXY**

I,

*(name)*

of

*(address)*

being a member of

Victorian Golf League, Inc (the League)

appoint

*(name of proxy holder)*

of

*(address of proxy holder)*

being a member of the League, as my proxy to vote on my behalf at the \*annual/\*special general meeting of the League to be held on:

*(date of meeting)*

and at any adjournment of that meeting.

My proxy is authorised to vote \*in favour of/\*against the following resolution: [*insert details of resolution*]

Signed

Date

\*Delete if not applicable